

Professional Women International Brussels

Enterprise number 0891 951 424

Informal Member Translation of Constitution / Articles of Association Dated 10 September 2007

Please note that the official version is written in the French language and that the French version will prevail in case of any inconsistency.

Article 1. Establishment

The association has been established by the following signatories:

Elizabeth Hammer
Cristina Vicini
Katharina Mullen
Marie Laure Walrand

“Professional Women International Brussels ASBL” or “PWI Brussels ASBL” for short is established for an unlimited period as a not for profit association (ASBL) under Belgian law.

Article 2. Head Office

The head office is at (47, Boulevard Saint-Michel - originally Avenue Louise). Any change of seat must be approved by the AGM and these articles duly amended¹.

Article 3. Aim of the Association

The association is a network for professionally active women, entrepreneurs and those holding middle or top management positions, from a wide range of national, cultural and professional backgrounds. Based on a network set up in 1991, its objective is to reinforce the values, image, abilities and influence of its members.

The association aims to promote diversity and co-operation as a means of mutual understanding between women of different origins.

The association offers an environment supportive of professional and personal development in which the members can meet one another, exchange knowledge, share experiences and discuss business affairs. It organises regular events, dinners, and meetings with speakers

¹ Has this been done?

offering their views on professional or personal themes, practical workshops, networking drinks and cultural visits.

Article 4. Members

The association contains 2 categories of membership: *membres effectifs* and *membres adhérents*. Without prejudice to these categories, the association may make further distinctions within these 2 categories.

Membres Effectifs (Full or Ordinary Members)

Article 5. Membres effectifs

The number of *membres effectifs* may be neither less than 3, nor more than 20.

Article 6.

Without prejudice to Articles 5 to 11, any physical person², who is a member of the Association and is accepted by the members of the general assembly consisting of all the *membres adhérents* present or represented, may be elected.

The Board may decide to organise a call for candidates whenever it judges necessary, within the limits set out in Article 5 above.

Eligibility conditions:

- The candidate is a *membre adhérent*
- The candidate is sponsored by at least one *membre effectif*
- The candidate agrees to devote the time necessary for the post and for attendance at monthly meetings
- The candidate receives more than 50% of the votes cast on presentation to the members of the general assembly.

Candidacies should be presented to the Board. Each candidacy should be accompanied by a description of the candidate's proposed contribution to the development of PWI. After examination of the candidacies by the Board, the Board will present the list of approved candidates to the general assembly. The Board does not need to give reasons for any non-approval.

Article 7.

Except for resignation or dismissal, the *membres effectifs* are appointed for 2 years from the date of the AGM.

A person who ceases to be a *membre adhérent* also ceases to be a *membre effectif*.

² Individuals

Resignation as a *membre effectif* should be done in writing by registered post to the Board.³

Membres adhérents (Associate Members)

Article 8.

Without prejudice to Article 10, the status of *membre adhérent* may be granted by the Board for one year to any physical or legal person⁴ on request. The Board need not justify any refusal to grant such status. Membership for physical persons as *membres adhérents* is in principle in accordance with the conditions laid out in Article 3 above.

The Association reserves the right to create several categories of *membres adhérents* from legal persons and to adapt the fees as appropriate.

Article 9.

Unless otherwise stated, the membership is effective until the end of the current financial year. *Membres adhérents* wish to retire before this must send a letter or email to the Board. Any *membre adhérent* who has not paid her fees within 60 days of the start of the year⁵ is considered as having resigned.

Rights of Members and procedure for exclusion

Article 10.

The Board reserves the right to suspend or exclude at any moment, and without stating a reason, a *membre adhérent* whose behaviour is considered undesirable, or who is found to be in breach of the law or these articles of association.

Article 11.

The Board reserves the right to suspend at any moment, and without stating a reason, a *membre effectif* whose behaviour is considered undesirable, or who is found to be in breach of the law, these articles of association, or the internal policies of the ASBL. The general assembly should have the opportunity to state its view within 3 months in favour of either rehabilitation or exclusion of the member concerned. Such a decision should be taken in accordance with Article 16 below.

Article 12.

³ Do we want to allow registered email too?

⁴ Corporate members

⁵ Should this read: of the next membership year rather than financial year?

The *membre effectif* does not owe any additional fees. Only *membres effectifs* are subject to the full rights set out in the law of 27 June 1921, as modified by the law of 2 May 2002. They may also benefit from services provided by the association to all its members, and / or participate in certain activities, where appropriate on payment of any relevant fees.

Fees

Article 13.

The *membres adhérents* who are physical persons pay an annual fee, set at a maximum of 1000 EUR.

The *membres adhérents* who are legal persons pay an annual fee, set at a maximum of 50.000 EUR. Without prejudice to Article 8, this gives them the right to subscribe up to 30 persons from their organisation.

The amount of the actual fee to be paid is set annually within the limits for the total amount agreed by the members of the general assembly, which reserves the right to amend the criteria as it deems appropriate. In the absence of a decision by the general assembly, the fee limits are assumed to remain unchanged. Fees are not reimbursed, except in exceptional cases following a decision of the general assembly.

General Assembly / Annual General Meeting

Article 14.

The general assembly is made up of only the *membres effectifs* of the ASBL. It can be called at least 8 days in advance by letter or, on member request, by email. The assembly takes place during the 6 months following the end of the financial year, which coincides with the calendar year.

The *membres adhérents* may participate in the general assembly, at the invitation of the Board. If they are physically present or represented by proxy to another person, they may have the same right to vote as the *membres effectifs*.

Similarly, the Board may decide at the start of the meeting to grant the right to vote to any *membres adhérents* attending for other points on the agenda.

Article 15.

The assembly general benefits from the rights granted by law and the present articles of association:

- Nomination and dismissal of Board members
- Approval of the budget and the accounts
- Discharge to members of the Board

- Exclusion of *membres effectifs* (by $\frac{2}{3}$ special majority)
- Dissolution of the ASBL (with a quorum of $\frac{2}{3}$ AND a $\frac{2}{3}$ majority)
- Change in the articles of association (with a quorum of $\frac{2}{3}$ AND a $\frac{2}{3}$ majority)
- Change in location of the head office (with a quorum of $\frac{2}{3}$ AND a $\frac{2}{3}$ majority)
- Modification of the aims of the association (with a quorum of $\frac{2}{3}$ AND a $\frac{2}{3}$ majority).

Article 16.

With the exception of Article 15 e-f-g-h, the assembly may validly deliberate, whatever number of *membres effectifs* are present or represented. Each *membre effectif* may cast a maximum of 2 proxies. Abstentions are not take into account when calculating the figures for a simple or special majority.

Article 17.

If the quorum required for certain points on the agenda has not been reached, the general assembly may still validly debate the other points. A new general assembly should be called at the earliest 15 days after the first meeting, and may then validly deliberate, regardless of the number of members present or represented. The rules of special majority voting as stated in the law and in Article 15 continue to apply.

Article 18.

The general assembly may deliberate on urgent issues which had not been listed on the agenda. The Board recognises the importance of urgency in some cases.

Article 19.

In the event of changes to the articles, an amended version of the new articles of association of the ASBL should be attached to the meeting notice and submitted to the members. The articles to be changed should be highlighted or specifically listed in the agenda.

Article 20.

If the exclusion of one of the *membres effectifs* is on the agenda, the member concerned should be notified by registered letter and may demand to be heard in session, possibly assisted by a legal adviser.

Article 21.

The decisions of the general assembly should be made known to the *membres effectifs* via a register of minutes held at the head office. The *membres adhérents* and any interested third parties may view the decisions taken where publication is mandatory under the law for ASBLs, registered with the Moniteur Belge. Any other information may be obtained upon request to the Board. The Board need not justify any refusal to give such information.

Board

Article 22.

The Board exercises collegiate powers⁶ in all cases which are not reserved to the general assembly under the law or the current articles of association. The Board may designate 3 persons with power to sign for daily management transactions on bank accounts (including with banks and the Post Office) or to represent the Association vis-a-vis third parties.

Exceptional investments should always be subject to an advance decision of the Board. Signature of the obligations arising from the decisions of the Board validly written down in the minutes are limited to a single Board member or agent.

Article 23.

Board members are appointed for 2 years. They are appointed or dismissed by the general assembly.

Article 24.

The number of Board members should always be at least one less than the number of *membres effectifs*. In the event that one of the positions is not filled, a replacement may be nominated by the general assembly to complete the previous director's mandate. Her nomination should then be published in the Moniteur Belge.

Article 25.

The general assembly may designate one or more auditors charged to investigate the accuracy and transparency of the accounts of the ASBL.

Dissolution

Article 26.

The general assembly may designate one or several liquidators and decide on the allocation of the net assets. These assets should be assigned to another non-profit organisation. Commercial entities may not be designated as beneficiaries.

Miscellaneous

Article 27.

Any provisions not covered in these articles of association are subject to the ASBL law of 27 June 1921, as modified by the law of 2 May 2002.

⁶ Collegiate powers: All members are jointly responsible for the decisions of the Board as a whole.

(Nominations 2007... no longer relevant)

In accordance with the bylaws and without prejudice to the powers of delegation, the board may exercise its collegiate rights in any cases not reserved to the general assembly under the law or the current bylaws.

Only one board member or agent needs to sign for obligations arising from board decisions validly recorded in the register of minutes.

The board members above will take care of the daily management of the association and the representation of the association towards third parties.