

# ASSOCIATION OF EUROPEAN JOURNALISTS IN BELGIUM

## MODIFIED STATUTES

### **Title 1 - The Association**

#### Article 1 - The legal form

The association was established as a non-profit association, hereinafter referred to as "vzw".

#### Article 2 - Name

The association is called "Vereniging Europese Journalisten-Belgische sectie", also known as Association of European Journalists in Belgium, Association des Journalistes Européens en Belgique, Verein Europäischer Journalisten Belgien, abbreviated as AEJ-Belgium.

#### Article 3 - Address of the registered office

The registered office is located at 1000 Brussels, Zennestraat 21 rue de la Senne, House of the Journalist, located in the Brussels-Capital Region.

The governing board has the authority to relocate the seat to any location within the Dutch language area and to fulfill the necessary publication requirements.

The website is [www.aej-belgium.eu](http://www.aej-belgium.eu)

The email address is [info@aej-belgium.eu](mailto:info@aej-belgium.eu)

#### Article 4 - Object and purposes

The object of the association is to promote (branding) the activities of EU correspondents and journalists who pay attention to the European perspective in their work.

To this end, the association establishes contacts with governments, NGOs, think tanks, foundations, associations and all other stakeholders that show interest in the operation of the media and in media freedom.

It also offers various activities and media products to facilitate discussion and exchange of views/opinions regarding major/important developments in European politics, promote a better understanding of the work and functioning of the EU and more broadly European institutions among fellow journalists, media and their organizations, academics/scholars and students in journalism and communication. The association offers help (empowering) to members and colleagues in the evolving media-landscape to understand best practices and innovative approaches related to the operation of media, always in accordance with the agreements made within the aisbl Association des Journalistes Européens, of which it is a member.

In addition, the non-profit association can engage in all activities that directly or indirectly contribute to the realization of the above mentioned purpose, including commercial and profitable activities, which may also include participations in companies and foundations, of which revenues should at all times fully be allocated to the realization of the disinterested purpose.

#### Article 5 - Duration

The association was established for an indefinite period. It can be dissolved at any time.

## **Title 2 - Membership**

### Article 6 - Members

The association has members and adherent members. The number of members is unlimited, but must be at least 3.

Members of the Association may include accredited EU correspondents and journalists working on European affairs, information & communication experts dealing with European affairs as well as students and teachers in journalism and media with a specific interest in European Affairs and by extension equally all those doing attested editorial work on European Affairs .

Adherent or supportive members may include those who are involved and who have shown active interest in media and European affairs. Among them are also the honorary members.

Honorary members are adherent members who have made themselves particularly creditable to the association and who have received the title of honorary member on the recommendation of the board or at least 5 members by decision of the GA. Honorary members are exempt from an annual membership fee.

Adherent members enjoy all the same rights and obligations as working members, but do not have voting rights in the general meeting.

### Article 7 - Conditions for accession

New members are accepted by decision of the governing board.

New members address their candidacy in writing to the governing board by email or by filling in the standard registration document online.

They are accepted after payment of the annual membership fee and approval of these statutes. The governing board shall notify the applicant in writing.

Only if the governing board refuses to allow the candidate to join it must state its reasons and inform the applicant. A candidate member can only appeal to the General Assembly against the decision. This appeal must be submitted to the governing board within one month following the notification of the refusal.

The annual membership fee is determined by the governing board. This membership fee can vary depending on the nature of the membership. If membership ends in the course of an association year, the contribution for the whole year remains nonetheless due.

### Article 8 - Dismissal

At any time, a member can withdraw from the association by submitting his resignation in writing to the chairman of the governing board. The dismissal is submitted by regular mail or by email. The resignation will take effect one month after receipt of the letter.

### Article 9 - Exclusion

The exclusion of members occurs in the manner determined by Article 9:23 of the WVV/CSA Act.

If a member acts in contradiction to the objectives of the non-profit association, that member can be excluded on the proposal of the governing board or at the request of at least one fifth of all members

by a special decision of the General Assembly at which at least two thirds of all members are present or are represented and the decision requires a two-thirds majority of the votes of the members present or represented, abstentions not being counted.

For example, can be excluded, any member whose attitude, behavior, statements or writings, conduct in public or private, are incompatible with the aim of the association or go against the good name of the association. Exclusion may also be the result of no more responding to the entree requirements of the association, in particular the non-payment of the membership fees , criminal convictions and/or acting against the present statutes. The General Assembly assesses the facts after hearing the interested party and decides without appeal.

#### Article 10 - Rights and obligations

The members do not assume any personal obligations and do not guarantee with their own goods any debts the association might have.

Members, including resigned or excluded members and their legal successors, have no share in the assets of the association. Neither do they have the right to reclaim any money brought in or deposited by themselves or by their predecessors.

#### Article 11 - Contributions

Members are not obliged to make contributions (membership fees are not meant here).

### **Title 3 - The General Assembly**

#### Article 12 - Jurisdiction

The General Assembly is competent for:

- changing the statutes;
- appointing and dismissing the administrators and determining their remuneration, if a remuneration is granted;
- appointing and dismissing the supervisory administrators and determining their remuneration, if remuneration is granted;
- the discharge to the administrators and the commissioners, as well as, where appropriate, the filing of a claim against the administrators and commissioners;
- approval of the annual financial statements and of the budget;
- the dissolution of the association;
- the exclusion of a member;
- the conversion from an VZW/ASBL into an IVZW/AISBL, a cooperative society recognized as a social enterprise or a recognized cooperative social enterprise.
- the granting or acceptance or not of a contribution from a generality.

#### Art. 13 - General Assembly

1 - At least one ordinary General Assembly meeting must be held every year after the close of the financial year. In any event, it must take place within six months after the close of the financial year. The financial year corresponds to the calendar year.

2 - The meeting may also be possible via electronic communication, telephone or video connection if that allows for discussion, combined with e-mail for the exchange of written documents.

2 - Extraordinary General Assembly meetings are held whenever circumstances require and in case one fifth of the members request so.

3 - Notifications can only be validly issued by the chairman of the governing board, by a minimum of two administrators or by one fifth of the working members. Notifications are sent by regular mail or by e-mail, if the person concerned has provided an e-mail address to communicate, at least fifteen days ahead the meeting. The convening notification states the day, time and place of the meeting, and contains the agenda.

4. The General Assembly meeting may, on a proposal from the governing board, approve internal regulations in which its functioning is further elaborated.

#### Article 14 - Quorum and vote

1 - With the exception of the cases provided for in the WVV Act, in particular articles 2: 110, 2: 135 and 13: 2 (dissolution of the non-profit organization), 9:21 (amendment of the statutes), 9:23 (member exclusion), 13:10 (input from a generality) and 14:39 (conversion of the non-profit association) of the WVV Act, the meeting is validly composed and decisions are taken by simple majority of the members present or represented. In the event of a tie/equal vote result, the chairman of the meeting has the casting vote.

2 - All members have voting rights. A member may be represented by another assigned member of the association. The proxy/power of attorney must be in writing. No one may have more than 4 proxy (s).

#### Article 15 - Report

A report is made of every General Assembly meeting. The approved report is signed by the chairman and the secretary and is kept in a specific digital file/register. That file/register, which will be available to look into by the members, is kept at the registered office of the association. An extract with the decisions of the General Assembly can be sent to any third party that demonstrates a legitimate interest.

### **Title 4 - Governance and Representation**

#### Article 16 - Composition of the governing board

1 - The association is managed by a collegial governing board, composed of at least 3 and maximum 8 administrators (members of the board), whether or not working members of the association.

The administrators and the chairman are appointed by the General Assembly. When and as long as the association has fewer than three members, the governing board may consist of two administrators.

If, for any reason, administrators resign, the remaining administrators have the right to co-opt a new administrator. The next General Assembly meeting must confirm the mandate of the co-opted administrator. When confirmed, the co-opted administrator fulfills the mandate of his predecessor. In the absence of confirmation, the mandate of the co-opted administrator ends at the end of the General Assembly meeting. In this case, the other administrators are authorized and obliged to convene a General Assembly meeting without delay to provide for the appointment of (a) new

administrator (s). Outgoing administrators remain in service even after their mandate has expired, until the General Assembly has discharged them and accepted their resignation.

2 - The administrators are appointed for a term of 3 years by the General Assembly. Administrators are eligible for reappointment. The mandate of the administrators can be terminated at any time by the General Assembly. The administrator will first be heard by the General Assembly.

3 - The administrators execute their mandate free of charge. The costs they incur in the context of the execution of their mandate are in principle reimbursed, as far as reasonable.

#### Article 17 - Meetings, deliberations and decisions of the governing board

1 - The governing board meets at least twice a year. The meeting is convened by the chairman or by two administrators. The convocation letter states the agenda, day, time and place of the meeting and can be sent by regular mail or by email, if the administrator has provided an email address for communication.

2 - The governing board can only validly deliberate and decide if at least the majority of the members are present at the meeting. Decisions are taken by simple majority of the members present. The approval and amendment of the internal regulations of the governing board require a two-third majority.

3 - When an administrator might have directly or indirectly a conflict of interest with the interest of the non-profit association, the administrator concerned must inform the other administrators before the governing board takes a decision and follows the procedure in accordance with article 9: 8 of the WVV Act.

4 - The governing board can also deliberate and decide via electronic communication that allows discussion.

5 - In exceptional cases, when urgent, necessary and the interest of the vzw requires so, the decisions of the governing body can be taken in written by unanimous written agreement of the administrators. To this end, it is required that there is unanimous agreement among the administrators in advance to make written decisions. Written decision-making assumes in any case that a deliberation took place beforehand.

6 - A report is made of every meeting. The approved report is signed by the chairman and kept in a specific digital file/register.

7 - An administrator may be represented by an assigned other administrator. The proxy/power of attorney must be in writing. No administrator may have more than 1 proxy.

#### Art. 18 - Jurisdiction and representation

1 - The governing board has residual power and acts as a collegial body.

2 - The governing board as a body represents the non-profit association in all legal and extra-judicial acts. It acts as demandant or defendant in all legal proceedings and decides whether or not to use legal remedies. It is responsible for all acts, without exception, of management and disposition, including alienation, even free of charge.

3 - Without prejudice to its general authority to represent the governing board as a body, the non-profit association is also generally represented in and out of court by the chairman and the treasurer.

4 - The governing board can transfer its powers to one or more administrators or to a third party. Any delegation of power is revocable at any time.

5 - The governing board issues all internal regulations that it deems necessary.

6 - The governing board may also set up and dissolve support groups it deems useful (such as an advisory board). It communicates this in a newsletter or on the website page where the board is presented.

#### Article 19 - Executive Board

1 - The governing board can delegate the executive management of the association to one or more persons, called the executive board. The governing board is charged with the supervision of the executive board. When more people participate, they exercise this power together as a college.

2 - The executive board's tasks include both actions and decisions that do not go beyond the needs of the daily life of the association, as well as actions and decisions that, either because of their less important importance or because of their urgent character, do not require the intervention of the governing board.

3 - The term of office of the executive board members can be terminated at any time by the governing board. Where appropriate, the governing board will first hear the executive board members.

#### **Title 5 - Budgets and accounts**

##### Art. 20 - Financial year, budgets and accounts

The financial year coincides with the calendar year. Every year and at the latest within six months after the closing date of the financial year, the governing board submits the annual financial report of the previous financial year, as well as the budget of the following financial year, to the General Assembly for approval. Subsequently, discharge is granted to the administrators and, where appropriate, the commissioners by particular vote.

#### **Title 6 - Dissolution**

##### Art. 21 -

Except for cases of judicial dissolution and of dissolution by operation of law, dissolution can only be decided by the General Assembly in accordance with article 2: 109 etc. of the Code for Companies and Associations (WVV/CSA). One or more liquidators are also to be designated in the dissolution decision.

##### Art. 22 -

1 - In case of dissolution, the net remaining assets, after settlement of debts and discharge of charges, is transferred to a work of similar purpose to that of the association, to be designated by the General Assembly.

2 - When determining the destination, the selfless purpose of the association in question must be taken in account and that condition must also be imposed on the beneficiary. Under no circumstances may the assets be allocated to administrators, members or former members, unless it concerns associations with a similar purpose to that of the dissolved association; even then the assets must remain destined to a purpose such as that of the dissolved association.

Art. 23 - For everything that is not regulated by these articles in these statutes, the Code for companies and associations applies.

Accepted with the required majorities of votes article by article on the Extraordinary General Assembly of July 8 of the year 2020 hold in Brussels.

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