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Coordinated text of the articles of the
international non-profit association
**“European Council for Steiner
Waldorf Education”**

at 1050 Ixelles, Rue du Trône 194
enterprise number 0898.707.869 LER Brussels

after amendment of the articles of
association dated Octobre 14, 2022

BACKGROUND

(In accordance with article 2:8, §1 of the Companies and Associations Code)

DEED OF CONSTITUTION:

The company was incorporated by a deed drawn up before Mr. Vincent VRONINKS, Notary Public in Brussels, on the 22 of Februari 2006, published in the Annex to the Belgian Official Gazette of the first of July 2008, under number 08097493.

MODIFICATION OF THE ARTICLES OF ASSOCIATION:

The articles of association are modified by:

- a deed drawn up by the minutes of the general meeting of 29 December 2009, published in the Annexes to the Belgian Official Gazette of 18 October 2010, under number 10152844.

- The articles of association have been modified for the last time by a deed drawn up by Mr. Yorik DESPYTTERE, Notary Public in Brussels, on the 14th of Octobre 2022, filed for publication in the Annex to the Belgian Official Gazette.

TRANSFER OF THE REGISTERED OFFICE:

**COORDINATED ARTICLES OF ASSOCIATION
AS PER OCTOBRE 14, 2022**

TITLE I.: DENOMINATION – REGISTERED OFFICE - PURPOSE - DURATION

Article 1: Denomination

The association has the status of "association internationale sans but lucratif" ("International Non-profit Organisation") and is governed by the Companies and Associations Code, and in particular by the clauses contained in Book X of the Companies and Associations Code (hereafter "Law").

It is named "**European Council for Steiner Waldorf Education**" (hereinafter referred to as the "Association").

The denomination must always be preceded or immediately followed by the term "association internationale sans but lucratif", or the initials "AISBL".

Article 2: Registered office

The registered office of the Association is located in the Brussels Region. The Board of Directors may transfer the registered office to any other place within the Brussels Region. Any change to the registered office's address must be published in the Annexes of the Moniteur belge / Belgisch Staatsblad (Belgian Official Gazette). Other regional offices may be established in other places of the country by decision of the Board of Directors.

Article 3: Purpose

The Association pursues the non-profit purpose of international utility to:

- promote and reinforce the collective interests of Steiner Waldorf pedagogy;
- be a European platform for its member associations.

The Association, acting with the full understanding of the collective needs and interests of the national Steiner Waldorf associations as its members, pursues moreover the purpose of supporting local Steiner Waldorf communities.

These purposes may also be achieved during the course of the following specific activities of collective interest:

- promotion of a dialogue with institutional organisations;
- exchange of good practice;
- provision of information and support to all its members;
- provide networking opportunities for members by means of meetings, conferences and events;
- promote capacity building for all its members by means of trainings and webinars;
- promotion and distribution via the media of information related to the Association's purposes and interests;
- participation in European and international educational projects, research, training, inquiries and cooperation;
- contribution to policy development at European level in the field of education and training;
- promotion of activities relevant to the Association's purposes in conjunction with public authorities, private institutions and organisations as well as national and international associations;
- support members' and schools' legitimate collective interests by appropriate actions, including, should the case arise, with legal action;
- advise its membership in the fields of organisational development, association management and school leadership;
- promote the recognition and development of the Steiner Waldorf curriculum across Europe, by means of transnational collaboration and joint advocacy;
- promote quality care development in Steiner Waldorf settings across Europe;
- promotion of student mobility and teachers exchange abroad;
- and more generally speaking, any connected or supplementary activity of a similar nature.

The Association may carry out any deed either directly or indirectly related to the achievement of these purposes and activities.

TITLE II.: MEMBERS

Article 4: Members category

The Association is comprised of active voting members and supporting non-voting members. The number of active members may not be less than three (3).

Each member of the Association is bound by the present Articles of Association and the Internal Rules.

Article 5: Active voting members

Active voting members include: the founding members, who have undersigned the notarial incorporation deed containing the first Articles of Association, and any other organisation or association which submits a well-founded request in writing to the Board of Directors and whose candidature is subsequently accepted by the General Assembly, with a majority of two thirds (2/3) of votes of members present or represented.

The active voting members are entitled:

- to be informed of the decisions of the General Assembly; to this end, the Board of Directors will regularly send them a copy of the minutes of the meetings of the General Assembly and any document or material deemed useful for this information;
- to attend or be represented at the General Assembly;
- to vote at the General Assembly;
- to take part in the activities organised by the Association.

Article 6: Supporting non voting members

Any organisation or association which submits a written application to the Board of Directors and is admitted as a member by decision of the Board of Directors, taken by a majority of two-thirds (2/3) of the votes of the members of the Board of Directors present or represented, shall be a member.

Supporting non-voting members have the same right as active voting members, except that they only possess an advisory voice at the General Assembly.

Article 7: Resignation - Dismissal

Each member is free to leave the Association by addressing a letter of resignation to the Board of Directors.

Member status will be revoked if any member fails to pay the owed membership fee, in the month during which a reminder was sent by registered post. Member status will also be revoked if one of the conditions defined in the present Articles of Association or in the Internal Rules should not be respected.

The dismissal of a member may only be pronounced by the General Assembly with a majority of two thirds (2/3) of the members present or represented. Before the dismissal decision, the concerned member will have the possibility to defend himself in front of the General Assembly.

A resigned or dismissed member has no right over the Association's assets and is not entitled to repayment of its membership fee.

Article 8: Membership fee

Members may be liable to pay an annual membership fee whose sum is to be set during the course of the General Assembly according to the number of students registered to each member.

TITLE III.: GENERAL ASSEMBLY

Article 9: Composition

The General Assembly comprises all active members and is presided over by the President of the Board of Directors or a director that he/she designates.

Supporting non-voting members may participate in the General Assembly as observers where they may be consulted to voice their opinion but have no decision-making authority.

Article 10: Competences

The exclusive competences of the General Assembly are:

- the modification of the Articles of Association;
- the nomination and dismissal of directors and, if need be, of statutory auditors, and the determination of their remuneration if any;
- the discharge of the directors and the statutory auditor, as well as, if applicable, the institution of a claim against the directors and the statutory auditors by the Association;
- the approval of accounts and budgets;
- the dissolution of the Association;
- the admission and dismissal of active voting members;
- the dismissal of supporting non-voting members;
- all the other cases provided for by the present Articles of Association or by the Law.

Article 11: Meeting – Summons

The General Assembly is convened by the President of the Board of Directors any time required by

the Association's interest and at least once a year during the six (6) months following the closing date of the fiscal year.

The summons are addressed by ordinary letter or by email at least eight (8) days before the date of the meeting. The summons must specify the date, hour, location and the agenda of the General Assembly.

All members must be summoned.

The General Assembly must be convened in the event that a fifth of the active voting members submit a written request to this effect.

Any proposal signed by a tenth of active voting members must be included in the agenda to be discussed at the next General Assembly.

In case the General Assembly has to approve accounts and budget, they are sent either together with the summons or by separate mail addressed at least seven (7) days before the meeting. The same disposition applies to all other relevant working documents informing members over the points of the agenda.

However, the General Assembly may validly be convened by any form and time limit which the Board of Directors considers as appropriate, even orally, whenever the latter receive previous and unanimous consent from all active voting members.

Similarly, if all active voting members agree to meet and if they are all present or represented or have voted in writing, the General Assembly will be validly held without requiring to respect time limits or issue summons.

Article 12: Voting rights – Representation

All active members have an equal vote at the General Assembly, each of them having one vote.

Each active member may be represented at the General Assembly by a natural person, who need not be a member of the Association, to whom they have given the right to vote by proxy.

Article 13: Deliberations

13.1 Quorum and majority

Notwithstanding the number of present and represented active voting members, the General Assembly validly decides by simple majority of votes, except as otherwise provided for by the Articles of Association or by the Law.

Abstentions shall not be taken into account, and in the case of a written vote, blank and irregular votes will not be counted in the votes cast.

In the event of a split vote, the subject is adjourned until the next General Assembly.

No decision can be taken on an item, which does not appear on the prior circulated agenda, unless all active voting members are present or represented and unanimously agree to decide on such other issue.

13.2 Unanimous decisions in writing

Decisions in writing or by e-mail may also be taken, without a meeting taking place, if all active voting members agree with this proceeding and unanimously agree with the decisions to be taken, with the exception of amendments to the Articles of Association. Mention that the active voting members expressly consent to use such proceedings is made in the minutes. Members will be sent an electronic version of the minutes by email, the original being duly printed and signed before being sent by post to the Secretary.

13.3 Remotely vote prior the General Assembly

Upon special authorization from the Board of Directors in the summons, members may vote by post in the ad hoc form attached to the summons. Only forms received before the meeting are taken into account to calculate the quorum and majority. The Association must be able to verify the capacity and identity of the active voting member in the ways determined in or pursuant to the Articles of Association.

13.4 Remotely vote during the General Assembly

The Board of Directors may provide the possibility for members to participate remotely in the General Assembly through electronic means of communication made available by the Association. Members who participate in the General Assembly by these means are deemed to be present at the place where the meeting is held for the purposes of quorum and majority requirements. The electronic means of communication referred to above must enable to verify the quality and identity of the member. The member wishing to avail himself of this facility must at least be able to take cognisance of the deliberations directly, simultaneously and continuously during the meeting and must be able to exercise his/her right to vote on all the items on which the General Assembly is to decide.

The bureau, consisting of at least the President of the Association, or in his/her absence a director

that he/she designates, and, as the case may be, the secretary and the vote counter(s), may not participate in the General Assembly by electronic means.

Article 14: Minutes

Each General Assembly is countersigned in minutes signed by the President or the Secretary or another director. The minutes – with the exception of those to be established by notarial deed – and their annexes are kept at the Association's registered office by the Secretary, either in their original form in a special register or in an electronically secured device or in any device and under conditions ensuring durability, legibility, integrity and accurate and lasting reproduction. All active voting members receive a copy of the minutes. They may be consulted at the Association's registered office by all other members and by third parties whose reasons the Board of Directors deem valid.

TITLE IV.: ADMINISTRATION

Article 15: Board of Directors

The Association's administration is carried out by a Board of Directors consisting of between three (3) and seven (7) directors, put forward for nomination and dismissal at the General Assembly. Directors must be natural persons. They are appointed for three years.

The directors do not incur any obligation and are not made personally liable in the course of the fulfillment of their duties.

The board will elect a President, Secretary and one or more Treasurers and possibly Vice-Presidents from amongst its members.

Article 16: Termination of mandate - Vacancy

The director's mandate terminates by:

- voluntary resignation, with thirty (30) days preliminary notice addressed to the Board of Directors in writing;
- expiry of the specified term;
- death;
- insolvency, civil incapacity or temporary supervision;
- dismissal by decision of two third (2/3) of the votes of present or represented active members at the General Assembly.

In the event of a vacancy in one or more directors' posts, the remaining directors may fill the vacancy provisionally. The next General Assembly must confirm the mandate of the co-opted director; upon confirmation, the co-opted director shall complete the mandate of his/her predecessor, unless the General Assembly resolves otherwise. In the absence of confirmation, the mandate of the co-opted director shall end at the end of the General Assembly.

Article 17: Meetings of the Board of Directors

The Board of Directors will meet whenever the need arises. The meetings may be convened by the President or at least two directors.

The notice containing the agenda of the meeting is addressed three (3) days before the meeting, by letter, e-mail or any other written means of (tele)communication.

Meetings are held at the Association's registered office or the location mentioned in the summons.

In the absence of the President, the other directors present will designate a director to preside over the meeting.

Article 18: Deliberation

18.1 Quorum and majority

The Board of Directors may confer legitimately only when at least half of its members are present or represented.

Each director may be represented at the board by any other director to whom they have given the right to vote by proxy in a letter, telegram, fax, e-mail or any other means of written communication. Only one proxy vote may be maintained at any one time.

Each member of the Board of Directors may, by any means of telecommunication or video, participate at the deliberations of the Board of Directors and cast votes, with the purpose to organise board meetings between directors geographically distant from each other, at which the directors can communicate simultaneously.

Each member of the Board of Directors shall have one vote.

Decisions made by the Board of Directors are upheld based on the simple majority of the voices of the directors present and represented. In the event of a split vote, the subject is deferred to the next meeting of the board.

18.2 Unanimous decisions in writing

In duly justified cases of emergency, decisions may also be taken in writing or by e-mail without a meeting taking place, if all directors agree to proceed as such. This agreement will be stated in the minutes. The Directors will send an electronic version of the minutes by email, the original being duly printed and signed before being sent by post to the Secretary.

18.3 Minutes

The decisions are recorded in the minutes, signed by two directors. The minutes and their annexes are kept at the Association's registered office by the Secretary, either in their original form in a special register or in an electronically secured device, or in any device and under conditions guaranteeing durability, legibility, integrity and accurate and lasting reproduction. The minutes may be consulted at the Association's registered office by any member and director of the Association and copied.

Article 19: Power of the Board of Directors – Daily management

The Board of Directors has the broadest power for the administration and management of the Association. It has all powers which are not expressly reserved to the General Assembly.

It may also appoint and dismiss the staff of the Association.

The Board of Directors may also, under the terms of its engagement, delegate the daily management of the Association to one of its members or to a third party.

Documents relating to nomination or dismissal of directors' function and if necessary, of persons representing the Association, must be deposited and published according to the Law.

Article 20: Internal Rules

The Board of Directors may issue internal rules. Such internal rules and regulations may not contain any provisions:

- which are contrary to mandatory legal provisions or the articles of association;
- on matters for which the Law requires a provision in the articles of association;
- which affect the rights of the members, the powers of the Association's official bodies, or the organisation and operation of the General Assembly.

The internal rules and regulations and any amendments thereto shall be communicated to members in accordance with the law and made available on the website of the Association. The articles of association shall contain a reference to the latest approved version of the internal rules and regulations. The Board of Directors may amend and publish this reference in the articles of association.

Article 21: Representation

Notwithstanding the general power of the Board of Directors to represent the Association, it is validly represented in Court and towards third parties:

- either by two directors acting jointly;
- or by the President acting individually;
- or, within the limit of the daily management, by the person(s) to whom the daily management was delegated.

No justification such as a previous decision of the Board of Directors is required.

TITLE V.: FISCAL YEAR – ANNUAL ACCOUNTS – BUDGET - AUDIT

Article 22: Fiscal year – Annual accounts

Each fiscal year begins on January 1st and ends on December 31st of each year.

The Board of Directors establishes every year the annual accounts of the previous fiscal year according to applicable legal requirements and the budget of the following fiscal year. They are approved by the subsequent General Assembly.

The Board of Directors is in charge of depositing the approved annual accounts to the Association's file at the competent enterprise court.

The Association's accountancy is conducted in accordance with the applicable legal provisions.

TITLE VI.: ARTICLES OF ASSOCIATION'S MODIFICATIONS – DISSOLUTION – LIQUIDATION

Article 23: Articles of Association's modifications

Any proposal for an Articles of Association's modification must be put forward by the Board of Directors or at least one third of the members of the Association. The Board of Directors must inform the members of the Association at least two months in advance of the date of the General Assembly which will decide on the Articles of Association's modification.

The General Assembly can validly deliberate on Articles of Association's modification if at least two-thirds of the active voting members are present or represented.

However, if this quorum is not reached, a second convening notice shall be required and the new meeting shall validly deliberate and resolve, irrespective of the number of members present or represented.

Any amendments to the Articles of Association may only be adopted by a two-thirds majority of the votes of the members present or represented.

Any modification of the Association's purposes and activities in place to achieve these purposes requires a royal decree of approval.

The Articles of Association's modifications regarding the mentions in article 2:10, § 2, 6°, 8° et 9° of the Law, must be established by authentic deed.

Article 24: Dissolution - Liquidation

The Association can be dissolved:

1. by a resolution of the General Assembly;
2. de jure, as a result of an event or fact defined by the Law or the Articles of Association;
3. by a court decision.

Without prejudice to articles 2:111, 2:112 and 2:113 of the Law, the Association may be dissolved at any time by a decision of the General Assembly, in conformity with the same conditions and the same procedure as provided for Articles of Association's modifications.

In the event of the dissolution with liquidation of the Association, notwithstanding the reason, the liquidation is made effective by one or two liquidators who act either in accordance with a decision of the General Assembly or failing that, in accordance with a judicial decision which can be required in accordance with the Law.

Article 25: Distribution of the net asset value

In all cases of voluntary or judicial dissolution of the Association, at any time and for any reason, any existing net asset value after liquidation will be distributed to an association or an uninterested entity whose purposes will be the most similar to those of the Association, as described in Article 3 of the present Articles of Association. The General Assembly deciding on the dissolution inherits this exclusive discretion.

TITLE VII.: GENERAL CLAUSES

Article 26: Address for service

Any member, director, statutory auditor or liquidator resident abroad who will not have specified a particular address for service in Belgium, validly notified to the Association, will be presumed to have specified a particular address for service the Association's registered office, where all acts can be validly notified to him, the Association having no other obligation than keeping them at the disposal of the addressee. A copy of these notifications will also be sent, for information, at the residence of the addressee abroad.

Article 27: Legal reference

If not explicitly provided for by the Articles of Association and the internal Rules, the Belgian Companies and Associations Code applies. Consequently, all clauses of this Law not being derogated by the Articles of Association are presumed to be written in the Articles of Association and all clauses contrary or which would become contrary to the imperative provisions of this law are presumed to be non-existent.

Article 28: Language

Work languages of the Association are French and English.

The Articles of Association are drafted in French and translated into English. In case of doubts, differences or problems of interpretation between the two versions, the French version prevails.

The minutes of the General Assembly and of the meetings of the Board of Directors as well as the documents prescribed by the law, in particular those requiring a notary intervention or a publication for third parties or a deposit at the registry of the enterprise court will imperatively be drafted at least in French.



CERTIFIED COPY


Yorik DESMYTTERE
Notary