

EUROPEAN COMMITTEE FOR CATHOLIC EDUCATION
C E E C
International non-profit-making Association – A.I.S.B.L.

Enterprise N°: 460.075.057

Statutes

On 21 April 2023 the General Assembly of the European Committee for Catholic Education unanimously decided to conform its statutes dated to the Companies and Associations Act (*Code des Sociétés et Associations*), to adapt them and to replace them by the following text:

I. NAME, REGISTERED OFFICE, DURATION, AIM

Article 1 - Name

An international non-profit-making association called "European Committee for Catholic Education", the abbreviation of which is "CEEC", is set up under the Companies and Associations Act.

Article 2 - Registered Office

The association has its registered office in Belgium, in the Brussels Region. At present it is located at 100 avenue Emmanuel Mounier, B-1200 Brussels. It can be transferred to any other place by a decision of the Administrative Board, known as the "Executive Board" in the functioning of the association. Any change of address of the registered office shall be published in the Appendices to the *Moniteur Belge*. The administrative office is situated at the same address; it can be transferred to any other country whose an association is a member, by a decision of the Administrative Board.

Article 3 - Duration

The association is set up for an unlimited period.

Article 4 – Social Object

The major aims of the association are, excluding any profit-minded one:

- to serve education of young people and to study the fundamental principles of this education as well as the problems caused by their application;
- to defend and promote the interests of Catholic education with various official European bodies and all organisations interested in education at a European level.
- to promote the collaboration of its members in order to ensure the didactic and pedagogic development and improvement of Catholic education;
- to encourage private initiatives as well as legal provisions or regulations taken at a national and at an international level in order to promote education in its various forms;
- to actively promote the effective carrying into practice of freedom of education as a fundamental condition for the functioning of a democratic society, in conformity with the Universal Declaration on Human Rights and with the additional Protocol to the European Convention on Human Rights;

- to help its members, particularly the more underprivileged ones, in the fulfilment of their rights and duties;
- to highlight the complementary needs both of the educators and of the specific contribution of Catholic education to the educational project;
 - to cooperate with other organisations participating in Catholic education at a European and international level and to join, by a decision of the General Assembly, the International Catholic Education Office (OIEC).

Article 4 bis – Activities and Means

In order to achieve its aims, as defined in article 4, the association will, in collaboration with all its members and via its permanent secretariat, seek to:

- organise congresses, international events, conferences, seminars, forums and all other appropriate activities;
- create, if necessary, a study and documentation centre taking advantage of the centres already existing within the framework of Catholic education and European bodies;
- publish, on occasion, bulletins, reports and other publications considered useful.

The association may perform all actions directly or indirectly related to its purpose. It may, in particular, assist and take an interest in any activity similar to its purpose. It may possess, either in use or in ownership, all intellectual and immovable property necessary for the achievement of its social purpose.

The association may not distribute or confer directly or indirectly any pecuniary benefit on its founders, members, administrators or any other person, except for the disinterested purpose described in these statutes. Any transaction violating this prohibition is null and void.

The association may provide free of charge services to its members that fall within the scope of its purpose.

II. ADMISSION, RESIGNATION, EXCLUSION OF MEMBERS AND SUBSCRIPTIONS

Article 5 - Membership

The association is composed of active members and possible associate members. Only active members are entitled to vote in the General Assembly. ~~The General Assembly determines, on the proposal of the Administrative Board, the status of associate members, whose rights and duties are mentioned in the present statutes.~~

Article 6 - Number of members

The number of members of the association is not limited. The minimum fixed is seven, of which at least one must have Belgian nationality or be recognised by Belgian law. The initial members are the founder members.

Article 7 - Conditions required from new members

Any organisation entrusted by the Episcopal Conference with the coordination of Catholic education at a national level, in European countries other than those of the founders, can be admitted as a new active member. These organisations do not have to be legal entities to become active members.

Any European organisation grouping one of the partners of the educational community of Catholic Education can be admitted as an associate member. These organisations do not have to be legal entities to become associate members.

Article 8 - Admission of new members

Any organisation, referred to in article 7 wishing to become an active member of the association has to make a written request to the President¹ of the Administrative Board. The application must include the undertaking to respect the statutes of CEEC as well as a copy of the statutes of the applicant organisation. The General Assembly decides, on the proposal of the Administrative Board on the admission by absolute majority². To this end, it may ask for any additional documentation that it considers necessary. Any request coming from an organisation established in law must be based on and follow the deliberation of a competent board in this matter according to its statutes and it shall be signed by this board or by the persons so entitled according to the statutes. Any request coming from an organisation which has no legal standing must be signed by the responsible, i.e. the one in charge of the organisation, without prejudice to other specific statutory provisions.

Any organisation, referred to in article 7 wishing to become an associate member of the association has to make a written request to the President of the Administrative Board. The application must include the undertaking to respect the statutes of the CEEC as well as a copy of the statutes of the applicant organisation in case this board has a juridical person. The General Assembly decides, on the proposal of the Administrative Board on the admission by absolute majority. To this end, it may ask for any additional documentation that it considers necessary.

The Administrative Board shall keep a register of active and associate members at the registered office of the association. This register shall contain the name, legal form and address of the registered office, as well as the full details of the natural person representing each legal person. All decisions to admit, resign or exclude active and associate members shall also be recorded in this register by the Administrative Board within eight days of the administrative Board's knowledge of the decision. The Administrative Board may decide that the register shall be kept in electronic form.

Article 9 - Resignation, Exclusion of members

Every active or associate member can resign by means of a registered letter sent to the head office of the association or to its President. As a juridical person, membership is automatically lost by its dissolution, merger, division, nullity or bankruptcy.

By their admission, members adhere to the present statutes, to the internal rules and regulations and to the decisions taken by the association.

Article 10 - Contributions

The active and associate members shall pay a contribution set by the General Assembly on the proposal of the Administrative Board. No member who has resigned or been excluded has any rights on the properties of the association. The payment of the contribution for the current year remains due.

By their admission, members adhere to the present statutes, to the internal rules and regulations and to the decisions taken by the association.

¹ The use of the masculine gender has been adopted throughout the document for ease of reading and has no discriminatory intent.

² According to Wolters Kluwer's "Memento of the ASBL 2019", the definition of absolute majority is as follows: "The proposal must receive more than half of the votes. For example: 13 votes out of 25 must be in favour of the proposal."

III. GENERAL ASSEMBLY

Article 11 - Competence

The General Assembly is the general decision organ of the association. It has full powers to carry out the social object and activities of the association.

The General Assembly has the following tasks:

- to approve the budget, the annual programme of activities and the accounts;
- to define the general policy of the association within the framework of its aims;
- to approve the admission or the exclusion of active and associate members;
- to elect the Administrative Board of the association and, and on the proposal of the Administrative Board to appoint the Secretary General;
- to dismiss the members of the Administrative Board, in conformity with the provisions of article 19;
- to appoint the financial auditors, if required;
- to amend the statutes;
- to dissolve the association;
- to discharge the administrators;
- to make or accept contributions – which are free of charges – in any form;
- to take any other action where the Companies and Associations Acts or the Statutes require it;
- on the proposal of the Administrative Board, to end the mandate of the Secretary General.

Article 12 - Composition

The General Assembly consists of all the active and associate members. Only active members have a deliberative vote.

Article 13 - Meetings, Notifications of the meetings

The General Assembly usually meets at least once a year at the registered office or at the venue mentioned in the notification of the meeting. This notification is made by letter sent to all the members at least one month before the meeting or by any other efficient communication means; it mentions the items of the agenda. If the general Assembly has to approve the accounts and budget, these shall be annexed to the notification of the meeting.

An extraordinary General Assembly can be convened, in the same way, by the President or by the Administrative Board if it is considered necessary. It must be convened if at least one third of the active members make the request. Except for an urgent reason decided by the Administrative Board and mentioned in the notification, the notification of an extraordinary General Assembly shall be made at least two weeks before the meeting. An extraordinary General Assembly convened urgently can only validly deliberate if at least two thirds of the active members are present or represented.

On the proposal of the President, the meeting of the General Assembly may be via e-sessions, using videoconferencing. The use of e-meetings may concern either all the members/administrators or some of them (mixed meeting).

In this case, in addition to the agenda, the invitation will indicate the use of videoconferencing and will specify the procedures. At the reasoned request of at least two administrators, the meeting is held in person. During the video conference, the items on the agenda are exchanged and discussed. The minutes are evidence of the discussions and decisions taken. They are approved by the active members at the following meeting.

Article 14 – Vote and Representation

Each active member has one vote. It may be represented at the General Assembly by a delegation including a leader who will be the only one entitled to vote. The person(s) representing an active member which has no legal standing must hold a document signed by the person in charge of their organisation, without prejudice to any stricter statutory provisions required by their organisation.

An active member may be represented at the General Assembly by another active member bearer of a special proxy. Each active member, however, can hold one proxy only.

Each associate members may be represented at the General Assembly by a delegate. He has consultative vote.

Article 15 – Decisions

All decisions are made by an absolute majority of the votes of the active members present or represented, except where the Companies and Associations Act or these statutes require a special voting quorum. Voids, blanks and abstentions shall not be taken into account for the calculation of majorities. In the event of a tie vote, the President, or in his absence the vice- President to replace him, shall have a casting vote.

Amendments to the statutes or the exclusion of an active and associate member are only adopted if there is a two-third majority of the present or represented votes of active members.

The termination of the relationship with the appointed Secretary General shall be proposed by the Administrative Board to the General Assembly, which shall take its decision by a two-thirds majority of the votes present or represented.

The General Assembly can only validly deliberate if at least half of its members are present or represented, except where the Companies and Associations Act or these statutes require a special voting quorum. Voids, blanks and abstentions shall not be taken into account for the calculation of majorities. In the event of a tie vote, the President, or in his absence the vice- President to replace him, shall have a casting vote.

Article 16 - Items of the agenda

The General Assembly may not take a decision on a matter which is not entered on the agenda.

Article 17 – Record and Communication

The resolutions taken by the General Assembly are recorded in a register signed by the President and kept by the Secretary General. Each member shall be enabled to consult them, ~~in loco~~, and shall be allowed to take extracts from the register. All members shall be informed by letter, e-mail or by any other efficient communication means of the decisions made by an ordinary or extraordinary General Assembly.

IV. AMENDMENTS TO THE STATUTES - DISSOLUTION

Article 18

Any proposal concerning an amendment to the statutes or the dissolution of the association shall emanate from the Administrative Board or from at least two thirds of the active members.

The Administrative Board shall inform the members of the proposal to amend the statutes at least one month before the General Assembly which will decide on the aforesaid proposal and on the proposed amendments.

The General Assembly can only validly deliberate if two thirds of the active members are present or represented, and only if the proposed amendment to the statutes is approved by two third of the active members present and represented.

The amendments to the statutes will only be implemented after publication in the Appendices to the *Moniteur Belge*.

In accordance with the Companies and Associations Act, the General Assembly which decides on the dissolution of the association must be attended by at least two-third of the active members present and represented. The decision to dissolve is taken by a four-fifth majority of the active members present and represented. After dissolution, the possibly remaining properties of the association will be assigned to an aim which will be as close as possible to the aims of the present association.

V. MANAGEMENT

Article 19 - Composition of the Administrative Board

The General Assembly elects from among its active members a President and the members of the Administrative Board. It also appoints a Secretary General.

In the usual functioning of the AISBL, the Administrative Board is called the "Executive Board". It consists of the President, the Vice- President, the Treasurer and at least two administrators (active members), while limiting the total number to eight persons. The Administrative Board determines among its members the duties of Vice- President and Treasurer. The Secretary General takes part in the meetings.

Article 20 - Duration of the mandate of the members of the Administrative Board

The members of the Administrative Board are elected by the General Assembly for four years.

All these persons cease being members of the Administrative Board once they are no longer mandated by the organisation which has appointed them as delegates at the General Assembly or as soon as they cease the activities for which they have been elected as members of the Administrative Board.

In the event of a vacancy in the office of an administrator before the end of his or her mandate, the remaining administrators have the right to co-opt a new administrator. The first general meeting shall confirm, where applicable, the mandate of the co-opted administrator by a two-third majority of the votes present or represented; in the event of confirmation, the co-opted administrator shall complete the mandate of his or her predecessor, unless the general meeting decides otherwise. If there is no confirmation, the mandate of the co-opted administrator shall end at the end of the general meeting, without prejudice to the regularity of the composition of the administrative Board until that time.

The mandate of the members of the Administrative Board can be renewed. The President may not have more than two consecutive mandates as President.

The members of the Administrative Board can be dismissed by the General Assembly by a two-third majority of the votes present or represented.

All acts concerning the nomination, the revocation and the cessation of functions of administrators, drafted in accordance with the law, are published, at the expenses of the association, in the Appendices to the *Moniteur Belge*.

Article 21 - Meetings of the Administrative Board

The Administrative Board meets at least once a year at the registered office or at the venue written in the notification of the meeting.

The notification of the meeting shall be by letter sent at least one month before the meeting and, in case of urgency, a telegram, a fax or an e-mail, with acknowledgement of receipt, sent at least three days before the meeting.

A member of the Administrative Board can be represented by another member of the Administrative Board who can hold one proxy only.

The Administrative Board can only validly deliberate if at least half of its members are present or represented.

The Administrative Board shall deliberate only on the items on the agenda.

The Board is also entitled to deliberate and decide by e-mail on any subject that cannot wait until the next meeting of the Board. At the request of at least two administrators, this item is postponed to the first meeting of the Board.

On the proposal of the President, the meeting of the Administrative Board may be via e-sessions, using video-conferencing. The use of e-meetings may concern either all the administrators or some of them (mixed meeting).

In this case, in addition to the agenda, the invitation will indicate the use of videoconferencing and will specify the procedures. At the reasoned request of at least two administrators, the meeting is held in person. During the video conference, the items on the agenda are exchanged and discussed. The minutes are evidence of the discussions and decisions taken. They are approved by the active members at the following meeting.

Article 22 - Competence of the Administrative Board

The Administrative Board has all the management and administration powers, except for the exclusive powers of the General Assembly such as they are established by article 11.

It can delegate the daily management or some specific management activities to one or several of its members.

Daily management includes both acts and decisions which do not exceed the needs of the association's daily life, only acts and decisions which, either because of the minor interest they represent or because of they are urgent, do not justify the intervention of the administrative Board.

The daily management mandate ends automatically when, where applicable, the delegate in charge of the daily management loses his or her status as administrator or if he or she is no longer a member of the association. The administrative Board may, at any time and without having to justify itself, terminate the mandate conferred on the person(s) responsible for daily management.

The deeds relating to the appointment or termination of the duties of the persons delegated to the daily management shall be deposited at the office of the Company Court in order to publish them by excerpt in the *Moniteur belge*.

Furthermore it can, under its own responsibility, entrust one or several persons with specific powers.

Article 23 – Internal Regulations

The Administrative Board may issue internal regulations. However, the rules of procedure may not contain any provisions:

- Contrary to mandatory legal provisions or to the statutes of association;
- Relating to matters for which a statutory provision is required;
- Affecting the rights of the members, the powers of the bodies or the organisation and operating mode of the general meeting.

The internal regulations and all these amendments are communicated to the members.

Article 24 - Deliberations of the Administrative Board, Record and Communication

The decisions of the Administrative Board are made by absolute majority of its members present or represented. In the case of an equal number of votes on any subject, the President has a casting vote.

The deliberations and the decisions of the Administrative Board shall be entered in a register and signed by the President and by the Secretary General and kept by the latter, who shall keep it at the disposal of the members for consultation.

When the administrative Board has to take a decision, or to decide on a transaction falling within its competence, and in respect of which an administrator has a conflict of interest, that administrator must inform the other administrators before the administrative Board takes a decision. His declaration and explanation about the nature of the conflict of interest must be included in the minutes of the meeting of the administrative Board which is to take the decision.

An administrator is in a conflict of interest situation when he has a direct or indirect interest of a proprietary nature which is opposed to that of the AISBL. The conflict of interest may also be of a personal or family nature, for example when the administrator is so close to the person concerned by the decision to be taken that his judgement could be impaired.

Article 25 - Signatures

Any act committing the association shall be signed, except in the event of a special proxy, by the President or by two members of the Administrative Board, who will not have to provide any justification to third persons of the powers given to them to this end.

Article 26 - Legal actions and Representation

Legal actions involving the association, either presenting or defending, are supervised by the Administrative Board represented by its President or by a member appointed by him.

Acts concerning the nomination, the revocation and the cessation of functions of the persons entitled to represent the international non-profit-making association, drafted in accordance with the law, are published, at the expenses of the association, in the Appendices to the *Moniteur Belge*.

VI. BUDGETS AND ACCOUNTS

Article 27 - Social year and Budget

The social year ends on 31 December of each year.

The Administrative Board is obliged to submit to the approval of the General Assembly the accounts of the financial year passed since the previous General Assembly and the budgets for the financial year until the next General Assembly. It shall send the accounts and the budgets to the members at least one month before the General Assembly.

Members of the Administrative Board are not responsible with their goods for any financial liabilities coming from engagements of the association.

Article 28 - Auditors

The account book and other relevant papers shall be checked, where applicable, by one or more external auditors, designated by the General Assembly, who shall report on their checking to the General Assembly.

VII. GENERAL PROVISIONS

Article 29

- All which is not explicitly regulated in the present statutes shall be regulated in accordance with the provisions of the Companies and Associations Act. The Administrative Board decides on the possible interpretation of the provisions of these statutes. This decision can be appealed to the General Assembly.
- If the law is modified, the imperative provisions shall prevail over the present statutes; the statutes shall prevail over the non imperative provisions.
- An entitled Belgian judge is the only one competent to hear a case concerning a dispute to which the membership of the association or the implementation of the present statutes may lead.

First version established in Strasbourg, October 1995

Recasting in Vilnius, March 2005

Amended (art. 19) in The Hague, October 2007

Amended (art. 2) in Brussels, 20 April 2013

Amended (art. 10 & 19) in Sarajevo, 15 May 2014

Amended (art.1, art.2, art.4bis, art.5, art.8, art.9, art.10, art.11, art.13, art.15, art.18, art.19, art.20, art.21, art.22 art.23, art.24 & art.29) in Vilnius, 21 April 2023