

VVOB

Identification number: 6898/82

NEW ARTICLES

Approved at the General Meeting of 19/12/2018

TITLE I. – Name – Registered office – Association's file – Duration

Article 1. The association's name is "VVOB".

Article 2. The association has its registered office at Julien Dillensplein 1, bus 2A, 1060 Brussels, in the judicial district of Brussels. The association's registered office may be transferred to any other location by decision of the General Meeting or, to the extent permitted by law, the board. Each transfer of the registered office must be deposited with the competent registry of the commercial court in view of its publication in the Supplements to the Belgian Official Journal.

Article 3. The association's file is kept at the registry of the commercial court in Brussels in accordance with the relevant legal provisions.

This file is comprised of:

- a) The association's articles;
- b) The instruments regarding the appointment or discharge of the officers, the persons entrusted with the day-to-day administration, the persons authorised to represent the association and the supervisory board members;
- c) Resolutions on the association's nullity or dissolution, its liquidation and the appointment and discharge of the liquidators; the judicial decisions should only be added to the file if they have become final and conclusive or if they have immediate effect;
- d) The association's financial statements;
- e) The amendments to the instruments, documents and resolutions referred to in 1°, 2°, 4°, and 5°;
- f) The coordinated text of the articles following their amendment.

Article 4. The association is formed for an indefinite duration.

TITLE II. – MISSION – VISION

Article 5. The association's vision is:

Quality education is the foundation for development. VVOB contributes to an equitable world in which governments are capacitated to respect, protect and fulfil the right to quality education for every learner, without any form of discrimination.

Article 6. The association's mission is:



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VVOB ensures the improvement of the quality of education:

- a) Through capacity building of government education actors and other education actors in the global South. This is achieved through technical assistance provided by local and international experts.
- b) By connecting these actors in the global South with each other, and connecting actors in the North with actors in the South. This way, VVOB facilitates knowledge exchange between partners with a similar mission.
- c) By inspiring education actors in Flanders and the South on equity-related issues in education, based on worldwide research, experiences and expertise.

TITLE III. – Means

Article 7. The association's means mainly consist of the following:

- a) Grants from the Flemish Government;
- b) Grants from the Directorate-General Development for Cooperation of the FPS Foreign Affairs, Foreign Trade and Development Cooperation in execution of the mandates given;
- c) Financing from other Belgian and foreign governments and public institutions;
- d) Financing from Belgian and foreign foundations;
- e) Gifts, bequests, grants and other financial aid;
- f) All other income or revenue from goods and services of any nature, moveable and immovable, without any restrictions other than those imposed by law.

TITLE IV. – Members

Section 1. Admission

Article 8. The members are:

1. The founders
2. The following members, whose membership commences on 1 January of the year following the elections of the Flemish Parliament, and ending on 31 December of the year following the elections of the Flemish Parliament:
 - a. The chairman of the VVOB on the nomination of the Flemish Government;
 - b. Two senior officials on the nomination of the Flemish Government, or their permanent representative;
 - c. One representative on the nomination of the Inspectorate of Education of the Flemish Community;
 - d. One member of each recognised group of the Flemish Parliament;
 - e. One senior official competent for development cooperation on the nomination of the federal minister competent for development cooperation or his/her permanent representative;
 - f. Two members of the foundation "Vlamingen in de Wereld";
 - g. Four members representing the Flemish university colleges on the nomination of the Flemish Council of University Colleges;
 - h. Four members representing the Flemish universities on the nomination of the Flemish Interuniversity Council;



- i. One member representing community education;
- j. One member representing subsidised free education;
- k. One member representing subsidised publicly-run education;
- l. The chairman of 11.11.11, or his/her permanent representative;
- m. Five independent members nominated by the VVOB board and admitted by the VVOB General Meeting.

Section 2. Members' register

Article 9. The board keeps a members' register at the association's registered office. This register contains the surname, given name(s) and place of residence of the members, or if it concerns a legal entity, the name, the legal form, and the corporate address. Moreover, all decisions concerning the resignation or exclusion of members through the actions of the board must be recorded in that register within eight days after the board has been notified of the decision.

All members may inspect the members' register the association's registered office, as well as all minutes and resolutions adopted by the General Meeting, the board and persons, officers or otherwise, who hold a mandate with the association or on behalf of it, as well as all of the association's accounting documents.

Section 3. Discharge, exclusion

Article 10. The members may resign from the association at all times, subject to written resignation addressed to the board.

A member who has not paid the membership fee owed by him/her within one month of the reminder being sent to him/her by registered post is deemed to resign.

The exclusion of a member can only be pronounced by the General Meeting by secret ballot by a majority of two thirds of the present or represented voting members. The member concerned must however have been given the opportunity to put forward his/her defence.

Article 11. In the event of death, resignation or exclusion, a member or his/her beneficiary will not be able to make a claim to the association's possessions and will not be able to reclaim the amounts paid by him/her.

TITLE V. – Fee

Article 12. The members' annual membership fee is determined by the General Meeting and must not exceed 250 euro.

TITLE VI. – General Meeting

Article 13. The General Meeting is composed of all members. The General Director takes part in the General Meeting with an advisory vote.



Article 14. The General Meeting has the powers expressly attributed to it by law or by these articles.

The following activities fall within its competence:

- a) Amending the articles;
- b) Appointing and discharging the officers;
- c) Appointing and discharging the supervisory board members and determining their remuneration if remuneration is awarded;
- d) Discharging the officers and the supervisory board members of liability;
- e) Approving the budget and the accounts;
- f) Dissolving the association;
- g) Excluding a member;
- h) Accepting a new member;
- i) Converting the association into a community interest company (CIC).

Article 15. The General Meeting must be convened at least once every year during the first semester.

An Extraordinary General Meeting of the association may be convened at any time upon a decision of the board or at the request of at least one fifth of the members.

Each meeting is held on the day, at the time and the location stated in the notice convening the meeting. All members must be invited to the meeting.

Article 16. All members are convened at least eight days before the General Meeting is to take place. The agenda will be added to the notice convening the meeting. The agenda is determined by the chairman. Each motion, signed by at least two members, is put on the agenda.

Article 17. Each member is entitled to attend the meeting. He/she can have himself/herself represented by a mandatory, who should not necessarily be another member. Each member may represent no more than one other member. Each member has one vote.

Article 18. The General Meeting is duly convened, irrespective of the number of members present or represented.

Article 19. The General Meeting is chaired by the chairman. If the chairman is prevented from attending the meeting, the meeting is chaired by the eldest member present (age).

Article 20. The resolutions are adopted by simple majority of votes cast by the present or represented members, unless otherwise stipulated in the law or these articles. In the event of a tied vote, the chairman of the meeting has the casting vote.

Article 21. The agenda may not be deviated from when adopting resolutions.

Article 22. The General Meeting can only validly deliberate and adopt resolutions on an amendment to the articles when the amendments are expressly stated in the notice convening the



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meeting and when at least two thirds of the members are present or represented at the meeting. An amendment can only be passed by a majority of two thirds of the votes cast.

If the amendment however pertains to the association's mission or vision, it can only be passed by a majority of four fifths of the votes cast.

If less than two-thirds of the members are present or represented at the first meeting, a second meeting may be convened, which may validly deliberate, adopt resolutions and pass amendments by the majority referred to in the second or third paragraph, irrespective of the number of present or represented members. The second meeting may not be held sooner than fifteen days after the first meeting.

Article 23. The resolutions adopted by the General Meeting are recorded in the minutes' register and signed by the chairman and an officer. This register is kept at the not-for-profit association's registered office, where all voting members may inspect it. All members or third parties who prove to have an interest may request extracts from that register, which will be signed by the chairman of the board and an officer.

TITLE VII. – Board – Day-to-day administration

Article 24. The association is administered by a board consisting of at least three persons. The board is composed of members of the association, appointed and at all times to be discharged by the General Meeting, for a term described under 8.2.

The board is composed as follows:

- a. The chairman of the VVOB on the nomination of the Flemish Government;
- b. Two senior officials on the nomination of the Flemish Government, or their permanent representative;
- c. One representative on the nomination of the Inspectorate of Education of the Flemish Community;
- d. Three members of the Flemish Parliament. They each represent another recognised group of the Flemish Parliament. They are appointed on the nomination of the members as referred to under 8.2.d;
- e. One senior official competent for development cooperation on the nomination of the federal minister competent for development cooperation or his/her permanent representative;
- f. One member representing the Flemish university colleges on the nomination of the Flemish Council of University Colleges;
- g. One member representing the Flemish universities on the nomination of the Flemish Interuniversity Council;
- h. Five independent members nominated by the VVOB board.

In the absence of a nomination, at the latest on 1 January of the year following the elections of the Flemish Parliament, the members are appointed by the General Meeting by a majority of the votes cast.



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Article 25. In case of a vacancy during the mandate an interim officer is appointed by the board insofar as this is permitted by law. He or she will complete the mandate of the officer he/she is replacing. Resigning officers are eligible for reappointment.

Article 26. The board member appointed chairman of VVOB is officially also the chairman of the board. If the chairman is prevented from performing his/her duties, these duties will be performed by the eldest member present (age).

The board has the mandate to set up a bureau. If a bureau is set up it will be tasked with preparing the board meetings and monitoring the implementation of the adopted resolutions. The bureau meets as often as it deems necessary.

The board also has the mandate to set up committees or commissions with a specific mission, including at least one ethics committee that assesses the origin of the resources.

Article 27. The board meets at least four times per year and further as often as it deems necessary.

Article 28. The board is convened by the chairman or the General Director by agreement. The board can only adopt resolutions if the majority of its members are present or represented.

Resolutions are adopted by a simple majority of the votes cast. In the event of a tied vote, the chairman or the person replacing him/her has the casting vote. The adopted resolutions are recorded in the minutes which are signed by chairman and the General Director and registered in a special register. The extracts to be submitted and all other instruments are signed by the chairman and the General Director.

Personal matters should however always be decided by secret ballot and in the presence of the majority of the members.

Board resolutions may also be adopted unanimously in writing in exceptional cases, in the case of urgent necessity and if the association's interests so require.

Article 29. The absent board members may grant a proxy to a present board member. Each board member can have no more than one proxy.

Article 30. The board administers the association and represents it at law and otherwise. All powers not expressly assigned to the General Meeting pursuant to the law or these articles are granted to the board.

Article 31. The board hires the association's staff. The General Director takes part in the board meetings and, if set up, the meetings of the bureau and other committees, with an advisory vote.

Article 32. The board entrusts the association's day-to-day administration as well as the representation as regards that administration to the General Director. The scope of his powers and the manner in which they are exercised are described in a delegation decision.



Article 33. The association is validly represented towards third parties, at law and in instruments, including those requiring the intervention of a public official or civil-law notary, by either the chairman of the board or by two officers who are not required to provide proof of their powers to third parties.

Article 34. The association is liable for the errors attributable to its employees, c.q. agents or the bodies through which it acts.

The officers do not assume a personal commitment as regards the commitments entered into by the association.

The persons charged with the day-to-day administration do not assume a personal commitment as regards the commitments entered into by the association.

The officers are only responsible for the performance of their duties. Their mandate is unpaid.

Article 35. If an officer has a direct or indirect interest pertaining to property-law conflicting with a decision or transaction that falls within the competence of the board, he/she must inform the other officers about this before the board makes a decision.

The officer with the conflicting interest must remove himself/herself from the meeting and will not partake in the deliberations and the vote on the matter concerned.

This procedure does not apply to customary transactions that are carried out in accordance with market terms.

Article 36. The appointment or discharge of the officers, or the persons entrusted with the day-to-day administration, or the persons authorised to represent the association as well as any supervisory board members must be published in the Supplements to the Belgian Official Journal.

TITLE VIII. – Gifts

Article 37. With the exception of manual gifts, every gift inter vivos or left by will to the association must be accepted by the board and authorised by the King. Authorisation is not required, however, for the acceptance of gifts whose value does not exceed the amount determined in the applicable legal provisions.

TITLE IX. – Financial year – Accounting obligations – Audit – Deposit of the financial statements

Article 38. The association's financial year runs from one January to thirty-one December. Annually and no later than within six months after the closing date of the financial year, the board submits the financial statements of the previous financial year, drawn up in accordance with the following articles, as well as the budget for the following financial year, to the General Meeting for approval.

VVOB keeps its accounts and draws up its financial statements in accordance with the statutory provisions.



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Article 39. VVOB appoints one supervisory board member who is charged with auditing the association's financial situation, or the financial statements and the regularity of the transactions to be recorded in the financial statements in view of the law and the articles.

This supervisory board member is appointed by the General Meeting from among the members, natural persons or legal entities, or the Institute of Company Auditors.

The supervisory board member's term of office is three years. His/her mandate is renewable.

In the performance of his/her duties the supervisory board member is authorised to inspect all documents of the association at the association's registered office

The supervisory board member submits his/her report to the General Meeting each year.

Article 40. The association's financial statements are deposited with the National Bank of Belgium by the General Director within 30 days as of its adoption by the General Meeting.

The following documents are deposited simultaneously with the document(s) referred to in the previous paragraph:

- a. A document containing the surname and given name(s) of the General Director and, if applicable, the supervisory board member in office;
- b. If applicable, the report drawn up by the supervisory board member.

TITLE X. – Dissolution and liquidation

Article 41. The association's dissolution and liquidation is pronounced in accordance with the law and the articles.

Article 42. In the event of dissolution, at least one third of the net assets, after all obligations relating to the social liabilities have been met, will be allocated to the Flemish Community. The balance will be spent on an object as similar as possible to the association's object. The General Meeting will allocate the assets no later than sixth months after the announcement of the association's dissolution. If the General Meeting remains inactive during this period, the net assets will be fully paid into the Treasury by the liquidators. Anything not provided for in these articles will be regulated in accordance with the statutory provisions in which legal personality is granted to not-for-profit associations.

TITLE XI. – Transitional measures


All current mandates end on 31 December 2019.



BEËDIGINGSVERKLARING

Ondergetekende, Charline Mercedes Helsmoortel, beëdigd als vertaalster Nederlands, Engels en Duits aan de rechtbank van Brugge, de rechtbanken van het ressort Gent en de rechtbank van Den Haag verklaart hierbij dat de door haar vervaardigde vertaling volledig is en inhoudelijk naar haar beste weten overeenstemt met de brontekst die aan de onderhavige vertaling aangehecht is en voorzien is van haar handtekening en stempel. Aldus opgemaakt en getekend op 7 mei 2019 in Oostende, België.

Charline Helsmoortel, MA
Beëdigd vertaalster Nederlands, Engels en Duits
Wbtv-nummer: 2979



STATEMENT OF ADMINISTRATION OF AN OATH

I, undersigned, Charline Mercedes Helsmoortel, translator Dutch, English and German sworn in before the court of Bruges, the courts of the judicial district Ghent and the court of the Hague hereby declare that the translation made by me is complete and that its contents, to the best of my knowledge, corresponds with the source text attached. Which translation bears my signature and stamp.
Thus drawn up and signed on 7 May 2019 in Oostende, Belgium.

Charline Helsmoortel, MA
Sworn translator Dutch, English and German
Sworn Court Interpreters and Translators register nr. 2979

