

# STATUTES of VOICE under Belgian law<sup>1</sup>

*approved by the General Assembly of 22 June 2022*

## **PART I. Denomination, legal form, registered office, and legal representation**

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### **Article 1. Denomination and legal form**

The association shall be called 'Voluntary Organisations in Cooperation in Emergencies', abbreviated as 'VOICE', hereinafter referred to as 'the association' or 'VOICE'.

The association is a not-for-profit association established for an unlimited period as published in the Annexes of the Belgian Official Gazette on 26 July 2001, governed by the provisions of Book 9 and other applicable provisions of the Code of Companies and Associations dated 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019), as amended from time to time.

### **Article 2. Registered office**

The association shall have its registered office in the Brussels Capital Region. It may be transferred anywhere else in Belgium by a decision of the Board of Directors (hereinafter also referred to as 'Board') provided such transfer does not result in the obligation to change the language of the Statutes by virtue of applicable legislation.

### **Article 3. Legal Representation**

The association shall be validly represented vis-à-vis third parties and in legal proceedings as plaintiff as well as defendant by the Board of Directors as a collegiate body. It represents the association by a majority of its members. All elected Board members are individuals.

Without prejudice to the general representation powers of the Board of Directors as a collegiate body, the association shall also be validly represented vis-à-vis third parties and in legal proceedings as plaintiff as well as defendant by the President, acting alone, the Treasurer, acting alone, or two (2) Board members, acting jointly.

For acts within the scope of the daily management, the association shall also be validly represented vis-à-vis third parties and in legal proceedings as plaintiff as well as defendant by the Director.

## **PART II. Aims of the association**

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### **Article 4. Purpose**

The association aims at gathering professional not for profit Non-Governmental Organisations (NGOs) to form a recognized network of European humanitarian NGOs.

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<sup>1</sup> *The present Statutes replaced the previous Statutes from 2018. The modifications adopted by the 2022 General Assembly, published in Moniteur Belge in French as requested by the Belgian legislation, are integrated in the present text.*

The aim of the association shall be:

- to improve the general quality, efficiency and effectiveness of humanitarian aid, notably that of the European Union and its Member States as well as of the wider humanitarian community;
- to promote the added value of NGOs given their key role as humanitarian deliverers and as an expression of EU public solidarity;
- to strengthen organizational networking, influence and expertise in humanitarian aid.

#### **Article 5. Activities**

The association may achieve its objectives through:

- a) seeking to ensure that humanitarian principles and needs-based humanitarian aid drive the EU policy-making, strategies and programming;
- b) providing information to the members on policies, programmes, funding mechanisms, trends and new developments related to European and international humanitarian aid;
- c) stimulating exchanges, coordination and cooperation between the members to contribute to the sector's professionalism and credibility and make an impact on political decision makers, major donors and other key stakeholders;
- d) representing the NGO community towards EU institutions in key negotiations, voicing the shared concerns and interests of members and ensuring that the operating environment of humanitarian actors is defended;
- e) strengthening relations and interacting with the wider humanitarian and development community.

The association may enter any other activities, undertake any other actions, and administer any service that are necessary or useful for the realization of the above-mentioned objectives. It may solicit grants and contributions as well as collaborate with and hold a mandate in other legal entities, associations, bodies governed by Belgian or foreign laws.

#### **Article 6. Members' Representation**

Following its objectives, the association may represent its members in their relations with the European Union or international institutions and relevant stakeholders. It may also defend the interests of its members in legal proceedings.

### **PART III. Members' rights and obligations**

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#### **Article 7. Membership criteria**

VOICE members must meet the following general criteria:

- being registered in a Member State of the European Union or the European Economic Area since at least two (2) years at the date of their affiliation as a non-governmental and not for profit organisation (NGO) according to national legislation,
- be operational in humanitarian aid, base their interventions on International Humanitarian Law and Principles, the Code of Conduct for the International Red Cross and Red Crescent Movement and have high-quality standards of professionalism and expertise,
- have safeguarding policies and adequate reporting mechanisms in place,
- operate without discrimination with regard to race, nationality, gender, political or religious conviction,
- have interest in influencing the EU humanitarian agenda and policies, agree with the aim of the association and engage to contribute to its activities as formulated in Part II,
- be recommended by two (2) VOICE member organisations.

The VOICE Board of Directors reviews and decides whether applicants meet the eligibility criteria to become a member.

### **Article 8. Members' subcategories**

The members are composed of two subcategories: individual members and family members.

The number of full members is unlimited but may not be lower than three (3).

Affiliation as a member, individual or family member, is open to all NGOs meeting the criteria listed in Article 7.

Affiliation as a family member is open to groups of minimum three (3) NGOs, having shared names and/or aims and objectives, all belonging to an existing established grouping of NGOs from different countries. Member wishing to join an existing VOICE family membership must provide an invitation letter from this family.

### **Article 9. Membership commitment**

When joining VOICE, members commit to support and participate in VOICE activities, to contribute to building VOICE's collective identity, reputation, legitimacy, and visibility and to bring VOICE advocacy messages to relevant stakeholders at their Member States' level. They also engage to make their membership of VOICE visible on their own website.

Members shall attend the General Assembly (GA) which sets the overall strategic directions and priorities of the association.

### **Article 10. Membership application**

Candidates wishing to apply as a member need to apply in writing to the VOICE Secretariat. A membership application form is provided to the applicant organisation who shall complete it and send it back to the VOICE Secretariat with all required documents.

Completed membership applications are reviewed by the Board.

A meeting between representatives of the applicant organization and members of the Board of Directors is organised to allow the Board to gain fuller understanding of the applicant and discuss mutual expectations concerning a potential VOICE membership.

The Board of Directors then decides whether to recommend the applicant organisation to the GA for membership approval, to require further information or to reject the application. The decision is communicated to the applicant in writing.

Applicants whose membership application is rejected cannot appeal such decision. They may reapply when fully filling the membership criteria.

If the Board of Directors decides to recommend an applicant member to the GA, a senior representative of the applicant member shall attend and present their membership application to the GA.

The GA shall finally decide whether or not to admit the new member who will be informed accordingly. If the membership application is rejected by the GA, no appeal shall lie against such a decision and no reason needs to be given.

### **Article 11. Change of membership subcategory– change of legal status**

Members wishing to change their membership subcategory from individual member to family member or from family member to individual member should apply for changing their status to the Board in writing. Joining a family requires an invitation letter on behalf of the family.

Provided the request receives the approval of the Board of Directors, the confirmation of membership after a change in status shall be submitted to the upcoming GA for approval.

After GA approval, the VOICE Secretariat sends a formal confirmation of the new membership status. Membership fees are modified accordingly. The change of status is effective immediately.

Members must inform the VOICE Secretariat about any change in their legal status, such as their name or merging with another organisation. Agreement from the Board to maintain the membership in VOICE is required in both cases and the upcoming GA is informed.

### **Article 12. Resignation**

Members may at any time tender their resignation from the association in writing to the Board of Directors. The resignation enters into force on 1 January of the following financial year. However, the membership fees due for the year in which the resignation is received shall remain payable.

Members who have resigned cannot reapply for membership for at least two (2) years after the date on which their resignation takes effect. Re-entry into membership is conditional on agreement to clear potential unpaid membership fees.

### **Article 13. Suspension**

The Board of Directors reserves the right to suspend membership of any member who

- is not paying its owed membership fees and has not made the required payment before the annual GA without explanation or
- is ceasing to satisfy the conditions laid down by the present Statutes and acts in a way that is considered detrimental to the interests of VOICE or its members or
- in case of bankruptcy proceedings, prolonged inactivity or if an investigation for serious misconduct is undertaken against it which might impact the reputation and the credibility of the association.

Any organization recommended for suspension will be entitled to a hearing before the Board of Directors prior to suspension. Only the right to benefit from the services of the association can be suspended.

The membership suspension is communicated to the member in writing. Suspended members still have the right to attend GA meetings and the right to vote. The foregoing is, however, without prejudice to the fact that only members who have paid their annual membership fees can participate and vote in GA meetings, as also set out in article 18 of these Statutes.

### **Article 14. Exclusion**

Any member may be excluded by the GA. The proposal for exclusion must be on the agenda of the GA sent with the convening notice. The GA may only validly deliberate on such a proposal if at least two-thirds (2/3) of the members are present or represented. If, however, the above-mentioned quorum is not reached, a new meeting of the GA shall be convened, at which the GA shall be able to deliberate and decide validly and definitively on the proposal, irrespective of the number of full members present or represented. The second meeting must be held at least fifteen (15) days after the first meeting.

The exclusion requires at least two-thirds (2/3) of the votes in favour.

The member whose exclusion is proposed must be invited to present its defense prior to the vote on the exclusion.

Once the decision is made, the reasons for the exclusion have to be given in writing to the excluded member with the voting result from the GA.

As of the day that the GA approves the exclusion, the excluded member shall lose all the rights it had as a member of the association. The membership fees relating to the year that the exclusion takes effect remain due for its entire amount. The excluded member shall remain liable for any amount that it owes the association at the time of the exclusion.

Members who have been excluded cannot reapply for membership for at least two (2) years after the date on which their exclusion takes effect. Re-entry into membership is conditional on agreement to clear all past debts.

Members who cease to be part of the association shall have no rights over the association's assets, nor to any reimbursement of membership fees or contributions. Nor can such member claims or demands financial

statements or accounts, affixing of seals or an inventory.

#### **Article 15. Membership Fees**

Members' annual membership fees are based on the international turnover of member organisations who commit to provide the VOICE Secretariat with updated figures in accordance with their latest published annual accounts.

The GA shall, on a proposal by the Board of Directors, approve the membership fees structure defining the contributions for each membership category. The membership fees structure is reviewed every three years. Any change to the membership fee structure shall be proposed by the Board of Directors to the GA for approval.

Each year, the Board of Directors at its last meeting of the year formally approves adjusted rates of the annual membership fees according to changes in the Belgian retail price index. The new rates applicable are communicated to all members.

The membership fee for a family is calculated for the family as a whole. According to the number of their members in VOICE, there is a discount on the family membership fee. The family members are held jointly and severally liable to pay the entire family membership fee.

This contribution may in no circumstances exceed the following amounts:

- 15,000 Euros for an individual member;
- 30,000 Euros for a group of family members;

Membership fee invoices are issued during the first quarter of the financial year.

For new members, the membership fees are payable as soon as the Board of Directors has decided to recommend an applicant member for approval to the GA. The Board of Directors can decide to reduce the annual membership fees *pro rata temporis* when the decision to recommend the applicant member is made by the Board of Directors during the second part of the financial year.

Membership fees are payable within one month of receipt of an invoice from VOICE.

### **Part IV. VOICE General Assembly**

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#### **Article 16. Composition**

The VOICE General Assembly (GA) shall be made up of all individual members and family members of the association.

Applicant members recommended for membership by the Board of Directors have no right to vote until the GA has voted their admission as full member.

The Director, on behalf of the Board of Directors, may send invitations exclusively for the open sessions of the GA to other organisations pursuing objectives and implementing programmes and activities of interest to VOICE members. Guests shall only intervene upon request by the Board and shall have no right to vote.

#### **Article 17. Powers**

The GA shall have the following exclusive powers:

- a) To elect the members of the Board of Directors and, separately, the President
- b) To dismiss the members of the Board of Directors and the President
- c) To admit new members

- d) To exclude members
- e) To approve the membership fee' structure
- f) To approve the Board of Directors' annual report and the annual accounts
- g) To grant discharge from liability to the members of the Board of Directors and the auditor
- h) To approve the annual budget of the association
- i) To approve the multi-year strategic plan
- j) To modify the Statutes
- k) To convert or dissolve the association
- l) To exercise the powers attributed to the General Assembly by virtue of the Statutes or applicable legislation.

All other powers are vested in the Board of Directors.

### **Article 18. Meetings**

The GA is chaired by the President of the Board of Directors or, if (s)he is unable to perform this task, a member of the Board of Directors appointed for this purpose by the Board of Directors.

Only members having paid their annual membership fees can participate and vote, as well as new members after approval of their membership by the GA. Applicant members must have a representative present at the GA.

The date, time and agenda of the annual GA are decided by the Board of Directors. Members can be offered the possibility to participate in a GA meeting remotely via an electronic means of communication and in accordance with the applicable legal provisions.

The Board can decide to give full members the possibility to cast their vote on all or a limited number of the agenda items electronically or in writing in advance of the GA meeting. The Board will take the necessary measures to ascertain that the capacity and identity of the members can be verified.

The letter of convocation and the agenda are sent by or on behalf of the President to all members and to the auditors by e-mail, at least six weeks before the GA.

Any proposals concerning the Statutes, the President's election, the number of vacancies on the Board of Directors to be filled, the Membership Fee Structure and, whereas relevant, the procedures relating to remote participation and voting, are circulated with the letter of convocation.

Other documents are shared no later than one (1) week before the GA. All documents are prepared in English, including those requiring formal decisions.

If so requested at the latest twenty (20) days before the GA meeting, by at least 5 % of the members, an agenda point should be added to the agenda. An updated agenda must be sent two (2) weeks before the GA. Only points on the agenda may be decided upon.

An additional meeting of the GA may be convened at any time whenever the interests of the association require it on a decision by the Board of Directors. The Board shall also convene a GA meeting upon written request of at least one fifth (1/5) of the members of the association. Such additional GA upon request of at least one fifth (1/5) of the members will be convened within twenty-one (21) days after the request and the GA will be held at the latest three (3) months after the request.

The convening period and formalities applicable to the annual GA also apply to additional GA meetings.

The resolutions and decisions of the GA shall be entered in the minutes signed by the President and are accessible on the VOICE website in the Members' Room.

Third parties wishing to consult the minutes of the GA meeting may submit a written request to the Board of Directors, who shall decide on this matter at its sole discretion.

### **Article 19. Quorum and voting**

Except where stricter provisions apply under the law or the present Statutes, the GA shall be able to validly deliberate if at least one- third (1/3) of the members entitled to vote is present or represented.

If this quorum is not reached, a second GA meeting shall be convened under the same conditions as before.

The second GA shall be able to validly deliberate irrespective of the number of members entitled to vote present or represented.

Except where stricter provisions apply under the law or the present Statutes, decisions shall be taken by a simple majority of the votes cast by the members present or represented. Blank or invalid votes and abstentions shall not be taken into account.

The GA agenda is approved by a show of hands. Other decisions are normally taken by secret ballot.

The members of the GA can decide at any time by unanimous written (including electronic) consent in all matters that belong to the powers of the GA, except for modifications to the Statutes.

### **Article 20. Proxy voting**

A member may be represented during the GA by another member, provided that the latter has sent to the VOICE Secretariat a written proxy at least two (2) weeks before the GA. However, no member may hold more than four (4) proxies, except a family member who can if needed hold all proxies from the family it belongs to.

Family members may not hold proxies on behalf of individual members and vice versa.

### **Article 21. Plural voting system**

In line with the discount on the membership fees provided to families as per Article 15, each individual member shall have two (2) votes and each family member shall have one (1) vote.

## **Part V The President**

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### **Article 22. Designation**

The association shall be chaired by the President of the Board of Directors. The GA elects the President by secret ballot separately from the Board of Directors. The term of office of the President shall be four (4) years, renewable once.

At the annual GA meeting in the year before the VOICE President's election, the Board presents the election process and invites member organisations to submit internal and/or external candidates to the Board at least six months ahead of the electing GA.

Nominations for the President must be supported by at least five (5) member organisations and proposals should indicate the candidate's experiences particularly relevant to VOICE.

The Board of Directors examines these nominations and make a shortlist of maximum three (3) candidates to present to the GA. Representatives of the Board meet with the shortlisted candidate(s). The Board may also decide to recommend the renewal of the first mandate of any President.

Details about the candidates are sent to members at least six (6) weeks before the GA.

The shortlisted candidate(s) are invited to the GA. The GA elects the President from among the preselected candidates standing. The candidate securing most votes is elected, even if this is not a simple majority of the votes cast. In the event of a tied vote a further ballot takes place immediately.

### **Article 23. Role and responsibilities of the President**

The role of the President is:

- to preside over the governance structures of VOICE: meetings of the GA, the Board of Directors and the Executive Committee;
- to guide and inspire the strategic choices of VOICE, to provide leadership and ensure the relevance and legality of the network and the sustainability of the VOICE Secretariat;
- to ensure the appropriate representation of VOICE at external meetings and events, especially high-level meetings;
- to provide specific advice and guidance to the Director as required;
- together with the Executive Committee, to supervise the activities of the VOICE Secretariat.

(S)he may - when the urgency of the matter requires it - take such action as (s)he deems appropriate to protect the interests of VOICE and its members. The Board of Directors must be informed as soon as possible of any such action.

The President is accountable to the members of VOICE and responsible for ensuring that all members are kept informed of the activities of the Board of Directors and VOICE Secretariat, and of any external issues of particular relevance to VOICE.

### **Article 24. Impediment of the President**

In case of resignation by the President, (s)he shall give written notice thereof to the Board of Directors. In any event that the President's mandate becomes prematurely vacant, the Board of Directors shall be entitled to appoint a replacement President from among the Board of Directors members who will have the same power, roles and responsibilities until a new President is elected at the upcoming GA

## **PART VI. The Board of Directors**

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### **Article 25. Composition**

The association shall be administered by a body called the Board of Directors made up of the President and a maximum of eight (8) members to be elected by the GA by secret ballot. In total the Board of Directors shall therefore be composed of maximum of nine (9) persons.

The number of vacant seats and a call for nominations are sent to VOICE members with the letter of convocation to the GA. Except the President, only staff from VOICE member organizations can be elected to the Board of Directors.

The members of the Board of Directors shall be elected in their personal capacity rather than in their capacity as representatives of their organisation. They accomplish their mandate on a voluntary basis and free of charge. Board Members commit themselves to attend all Board meetings and actively participate in discussions and VOICE activities. They shall respect the confidentiality of the Board discussions.

Details of candidates are sent to members at least one (1) week before the GA. Board candidates should be present in person or remotely at the GA and are offered the opportunity to introduce themselves orally before the election by secret ballot.

In electing the members of the Board of Directors, the GA seeks to ensure a proper gender balance as well as the diversity of the network's membership.

The candidates securing most votes will be elected, even if this is not a simple majority of the votes cast.

If a member of the Board of Directors ceases her/his functions for whatever reason, including dismissal, the Board of Directors may coopt a temporary replacement from the VOICE membership to hold office and ensure sufficient representation and diversity until election at the next GA where the coopted member may stand for formal election.

The Board of Directors shall have the right to invite observers or guests to participate in Board meetings during non-confidential agenda points.

#### **Article 26. Duration of the mandate**

The term of office of the members of the Board of Directors shall be four (4) years starting from the date of the General Assembly at which they are elected. They may be re-elected only once consecutively (do eight (8) years in total). However, a former member of the Board can be re-elected if at least two (2) years have passed since the end of his/her second mandate.

Board Members may resign at any time by giving written notice to the President, their resignation taking effect immediately. They are required to offer their resignation if they cease to work for the organisation which nominated them, if they transfer to duties irrelevant to humanitarian aid, or if their organisation is absorbed by, merged with, or otherwise restructured into another legal entity.

In case a member of the Board of Directors misses three (3) consecutive meetings of the Board of Directors without good justification, his or her dismissal shall be listed on the agenda of the next GA meeting.

Members of the Board of Directors may be dismissed at any time by the GA by a simple majority of the votes cast by the members present or represented.

If a member of the Board of Directors ceases her/his functions for whatever reason, the GA shall provide her/his replacement at its next meeting.

#### **Article 27. Meetings**

The Board of Directors shall meet at least three (3) times per year, on convocation by the President or at the request of at least three (3) members of the Board of Directors. The convening notice shall be sent out by the President or on behalf of the President. The convocation shall contain the draft agenda prepared by the Director in conjunction with the President.

Meetings of the Board of Directors may also be held via any electronic means of communication allowing an effective and simultaneous deliberation between all participants.

A member of the Board of Directors who is unable to attend a meeting may designate another member of the Board of Directors to exercise her/his vote by proxy. The member of the Board of Directors who votes by proxy will not be taken into account for the calculation of the quorum requirement, but his/her vote will be taken into account for the calculation of the majority requirement. A Board member can have only one (1) proxy.

The Board of Directors shall be able to validly deliberate and decide if at least half of its members are present.

Should consensus not be reached, decisions shall be taken by a simple majority of the votes cast by the members of the Board of Directors who are present or represented at the meeting. Blank or invalid votes and abstentions shall not be taken into account. In the event of a tied vote, the President or the person replacing her/him shall have the casting vote.

Resolutions of the Board of Directors can also be approved by unanimous written (including electronic) consent of all members of the Board of Directors.

If the Board needs to take a decision or needs to decide on any issue in relation to which a Board member has a direct or indirect interest of a financial nature which is contrary to the interest of the Association, the conflict of interest procedure set out in applicable law shall be complied with.

The resolutions adopted by the Board of Directors shall be entered in the minutes signed by the President and any member of the Board of Directors who wishes to do so and shall be placed at the disposal of the members of the association at the registered office.

## **Article 28. Powers**

The Board of Directors shall have the broadest powers for the administration and management of the association, including acts of disposal.

All the responsibilities not reserved for the GA by law or the Statutes shall be exercised by the Board of Directors.

In this way, the Board of Directors shall notably be competent as follows:

- a) to appoint and terminate the appointment of the Director;
- b) to elect the members of the Executive Committee;
- c) to appoint and dismiss the company auditor;
- d) to approve the annual work programme;
- e) to make an annual report on its activities to the GA;
- f) to suspend members pursuant Article 12 until the next GA;
- g) to make modifications to the Internal Regulations as relevant;
- h) to prepare and recommend to the GA for approval:
  - o the executed annual accounts
  - o the annual budget
  - o the membership fee structure
  - o modifications to the Statutes
  - o new applicant members
  - o exclusion of members
- i) to decide on any legal action, both as plaintiff and as defendant, with the exception of suits brought against a member, which shall be decided by the GA.

The VOICE Secretariat shall be tasked with drafting the minutes of the meetings of the Board of Directors and the GA.

## **PART VII. The Executive Committee**

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### **Article 29. Designation and functions**

The Board of Directors shall elect from among its members a Treasurer and a Secretary who, together with the President, will constitute the Executive Committee. The Director shall be part of the Executive Committee but shall not be entitled to vote.

The Executive Committee shall in particular prepare the meetings of the Board of Directors and monitor the organizational and financial management of the association. It shall likewise support the President in his/her functions as the representative of the association and give guidance regarding the activities of the association.

The recommendations of the Executive Committee shall be brought to the attention of the members of the Board of Directors.

## **PART VIII. The Director**

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### **Article 30. Responsibilities**

The Board of Directors shall appoint a Director, to whom it shall delegate the daily management of the association, under its supervision and general control.

The scope of the daily executive, organizational and financial management is defined by the Job Description of the Director's position written by the Board of Directors.

The Director shall participate in all the meetings of the Board of Directors and the Executive Committee, except if the Board of Directors and the Executive Committee decide to hold the meeting in closed session. The Director shall not have the right to vote.

## **PART IX. Financial provisions**

### **Article 31. Accounting**

The financial year shall run from 1 January to 31 December of the same calendar year.

The Board of Directors shall prepare a Draft Budget for the following financial year at its last meeting each year, to be revised as necessary up to the GA.

The annual detailed accounts for the previous financial year and the budget for the financial year following the financial year to which the annual accounts relate are submitted to the GA for approval within six (6) months following the end of the previous financial year.

The accounts of VOICE are subject to an external audit designated by the Board of Directors.

## **PART X. Internal Regulations**

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### **Article 32. Adoption and Aim**

The Board of Directors may draw up, modify, and cancel Internal Regulations.

They shall relate to the implementation of the Statutes and the internal procedures of the association.

The most recent version of the Internal Regulations dates of 15 May 2019.

## **PART XI. Modifications to the Statutes and dissolution of the association**

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### **Article 33. Modifications**

Any proposal of the Board of Directors or 5 % of the members to amend these Statutes shall be submitted to the GA for approval.

In order to meet the six (6) weeks deadline referred to in article 18, any proposal by the members to amend the Statutes must be made to the Director at least ten (10) weeks before the GA.

Members shall have the possibility to send by e-mail additional changes to the proposed amendments to the Board at the latest four (4) weeks before the GA. The final version of the proposed amendments will need to be sent to the members at the latest fifteen (15) days before the meeting.

The GA may only validly deliberate on such a proposal if two-thirds (2/3) of the members are present or represented.

If, however, the above-mentioned quorum is not reached, a new meeting of the GA shall be convened under the same conditions as mentioned above, at which the GA shall be able to deliberate and decide validly and definitively on the proposal, irrespective of the number of members present or represented. The second meeting must be held at least fifteen (15) days after the first meeting.

A resolution to amend the Statutes shall be adopted by a two-thirds (2/3) majority of the votes cast by the members present or represented. The decision to amend the purpose or the activities of the association shall be adopted by a four-fifths (4/5) majority of the votes cast by the members present or represented.

### **Article 34. Dissolution of the association**

Any proposal of the Board of Directors or 5 % of the members to dissolve the association shall be submitted to the GA for approval.

In order to meet the six (6) weeks deadline referred to in article 18, any proposal by the full members to dissolve the association must be made to the Director at least 10 weeks before the GA.

The decision to dissolve the association shall be adopted in accordance with the quorum and majority requirements applicable to a modification of the purpose and activities of the association.

In case of voluntary dissolution of the association, the GA shall appoint one or more liquidator(s), shall determine his/her/their powers and shall indicate the use to be made of the association's net assets.

All funds of the association shall be dedicated to its purpose, as described in Article 4 of these Statutes. In the event of dissolution, the GA of the association shall designate an organisation or organisations, either in Belgium or in the EU, registered in their respective countries, established and operated exclusively for purposes relating to humanitarian aid, as beneficiary or beneficiaries of the net assets of the association.

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