

DOC-BOARD-22-03-12

## Review of EDF statutes to align to Belgian NGO law

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### Document for decision

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#### Purpose of this item

To decide if the EDF statutes should be revised at the Annual General Assembly (AGA) in 2022 to bring them up to date with Belgian NGO law.

#### Questions for the Board

- Do you agree to put this item on the agenda for the AGA for adoption?

#### Introduction

EDF must update its statutes to align to the new Belgian NGO law; this should be complete by January 2024.

Before COVID, we worked with a law firm to address the main issues we should change- only to address the new Belgian law. No single change proposed is substantive, no change involves changes to the mission of the organisation or its governance.

#### Which are the changes?

The proposed changes are included in the Annex and they can be summarized as follows:

- Reference to new Belgian law for the association law of 23 March 2019 introducing the Belgian Code for Companies and Associations (BCCA) in Art 1 and 34 changing the law of 1921.
- The headquarters address- from now on only the region is indicated art 2.
- Terminology Board of Directors is replaced everywhere with Board.
- The rights and obligations of members are now included in the statutes too, previously it was only in the Internal rules: It is one of the most significant change

- Art 7 Rights of Full and Ordinary members
- Art 10 Rights of Observer and Associate members
- Art 11 Obligation of members
- The membership application process is now detailed in the statutes too in the article describing the role of the Membership and Credentials Committee now art 12
- Resignation and exclusion of members art 14 this article contains now the details of resignation and exclusion reasons as indicated in our Internal Rules
- Details on the quorum regarding decisions of the statutes and objectives of the association Art. 19 Quorum and votes and Change to the statutes art. 31

As some new articles have been added the numbering of the article of the statutes has also changed. In the document it is clearly indicated.

The EDF executive decided in its meeting of February 22 2022 to propose this to the Board for adoption, with a view to including it as an agenda item for our AGA.