



Eurodiaconia 

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International Non-For-Profit Association

Eurodiaconia

STATUTES

adopted by the 11th AGM of Eurodiaconia – the European Federation for Diaconia on June 16, 2007 in Palermo

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amended by the 26th AGM of Eurodiaconia – the European Federation for Diaconia on 13 May 2022

[amended by the EGM of Eurodiaconia – the European Federation for Diaconia on 07 December 2023]

Eurodiaconia is the successor in interest of The European Federation for Diaconia – Eurodiaconia as founded under French law in May 1996. Therefore

Having regard to the founding document of February 1992 establishing Eurodiaconia, and in particular Article 1 thereof,

Having regard to the March 1993 Position Paper of the European Federation for Diaconia,

Having regard to the Bratislava Declaration of October 1994,

Having regard to the under French law governed Statutes of May 1996,

CHAPTER I

Legal form – Name – Headquarters – Duration – Purpose and Object – Collaboration with third parties

Article 1 Legal form - Name

1.1 An international not-for-profit association is formed under the name EURODIACONIA (hereinafter the "**Association**").

1.2 The Association is ruled by the Belgian Code on Companies and Associations of 23 March 2019 (hereafter the "**BCCA**"), as modified and amended by subsequent laws.

Article 2 Headquarters

2.1 The headquarters of the Association are established in Belgium, in the Brussels Region.

2.2 The headquarters of the Association may be transferred to any other location within Belgium by a decision of the Supervisory Board, to be published in the appendices to the "*Moniteur belge*" and to be communicated to the Belgian competent authority within thirty (30) calendar days of the decision. If the transfer of the registered office implies a change of the applicable language of these Statutes, only the General Meeting is empowered to take such decision, subject to the rules on the amendment of these Statutes.

Article 3 Duration

3.1 The duration of the Association shall be unlimited. It can be dissolved at any time in accordance with these Statutes.

Article 4 Purpose and Object

4.1 The disinterested purpose of the Association, shall be to promote a diaconal voice and diaconal awareness throughout Europe and towards the European Union and to foster the orientation of the work of the Church according to the needs of diaconia (the "**Purpose**").

The Association creates a platform to permit a mutual exchange between the Church and diaconia at European level in their common responsibility to face the challenges posed by the Gospel of Jesus Christ and to respond to the challenges for and with the poor and the weak.

4.2 In order to achieve the aforementioned Purpose, the Association shall carry out the following activities (the "**Object**"):

- a) work on the theological, ethical and social basis of diaconia;
- b) represent diaconal issues before Church and Society;
- c) represent diaconal issues before the European Union and other European organisations;
- d) strengthen the relations between Churches and diaconial organisations, and promote ecumenical learning in diaconial activity;
- e) remind governments of their social responsibility through independent mutual collaboration in social matters;
- f) defend Human Rights.

4.3 The Purpose and Object pursued by the Association are of an exclusively not-for-profit nature. The Association does not seek to make a profit, either for itself or for its members. In pursuing its activities, the Association may not distribute or procure directly or indirectly any patrimonial advantage or benefits to its founders, members, directors or any other person except for the achievement of the disinterested Purpose.

4.4 The Association may undertake any other activity, procedure or initiative or take any other actions that are directly or indirectly related to or necessary or useful to the Object of the Association and the promotion of the disinterested Purpose as set out above, including the exercise of commercial and profit-making activities on an ancillary and/or isolated and/or exceptional basis which proceeds shall at all times be allocated to the above mentioned Purpose and in accordance with the above mentioned Object. In the light of the foregoing, and provided that such activity is either expressly contained in the approved budget of the Association or is otherwise approved by the General Meeting, the Association may grant loans to, invest in the capital of, or, in any other manner, directly or indirectly, take participations in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws.

4.5 The Association uses its financial resources solely to fulfil the Purpose and Object set out in these Statutes and does not offer disproportionately high remuneration to its constituent bodies, to its staff or to third parties.

Article 5 Collaboration with third parties

5.1 The Association maintains such relations as are necessary with the relevant partners and organisations that operate in the same fields; in particular with the Conference of European Churches, the World Council of Churches and other ecumenical and social partners on a European level.

5.2 The Association may become a member of any other not-for profit association/not-for-profit organisation provided that said not-for-profit association/not-for-profit organisation is legal and its purposes are in line with the Purpose of the Association.

CHAPTER II Membership

Article 6 General provisions

6.1 The Association is open to any general diaconal organisation and/or to any individual who has an interest in diaconia.

6.2 The Association shall have three (3) membership categories:

- a) Full Members,
- b) Associate Members,
- c) Individual Supporters.

(hereinafter all together referred to as the "**Members**").

6.3 Membership is only open to individuals and to legal entities or their legal equivalent incorporated in accordance with the laws and practices of their country of origin.

6.4 No local or regional diaconal organisation may be admitted against the will of their national association.

Article 7 Full Members

7.1 Full Membership is open to general European, national, regional or local diaconal organisations and can be granted to:

- a) Local, regional, national and European diaconal associations of professionals and volunteers;
- b) Local, regional, national and European diaconal, professional organisations such as any single agency in any sector with a European vocation;
- c) Churches and church organisations which are concerned with the diaconal dimension of the life of the Church.

7.2 Full Members have full membership rights, including the right to attend and to vote at the General Meeting and the other bodies of the Association.

In addition, Full Members have the following membership rights :

- a) to participate in the activities of the Association;
- b) to nominate natural persons belonging to their own or to another Full Member organisation to serve on the Supervisory Board;
- c) to stand for election to any other organisational structures of the Association other than the Supervisory Board;
- d) to contribute to the formulation of the policy of the Association as well as to set policies, guidelines and priorities of the Association;
- e) any other right granted to them under these Statutes and the law.

7.3 Full Members have the following duties:

- a) to comply with these Statutes, the Internal Rules and the other governing rules of the Association as well as the decisions of its governing bodies;
- b) to support the Purpose, the mission, policies and activities of the Association;
- c) to maintain the base line standard for membership as laid down in these Statutes and in the Internal Rules;
- d) to contribute to the fulfilling of the responsibilities of the General Meeting;
- e) to share the policy of Eurodiaconia in their business;
- f) to pay the annual membership fee as determined by the General Meeting for their respective membership category, in accordance with Article 12 of these Statutes.

Article 8 Associate Members

8.1 Associate Membership is open to general European, national or local organisations whose work includes, but it is not limited to the provision of diaconal services or diaconal actions.

National or European diaconal organisations who fulfil the criteria for Full Membership shall not be allowed to apply for Associate Membership.

8.2 Associate Members shall have no voting rights in the bodies of the Association and no right to stand for election to the Supervisory Board and to any other organisational structures of the Association but they will have the right of expression and the right of initiative.

In addition, Associate Members have the following membership rights :

- a) to attend all meetings of the Association at their own expenses;
- b) to contribute to the formulation of the policy of the Association;
- c) any other right granted to them under these Statutes and the law.

8.3 Associate Members have the following duties:

- a) to comply with these Statutes, the Internal Rules and the other governing rules of the Association as well as the decisions of its governing bodies;
- b) to support the Purpose, the mission, policies and activities of the Association;
- c) to maintain the base line standard for membership as laid down in these Statutes and in the Internal Rules;
- d) to contribute to the fulfilling of the responsibilities of the General Meeting;
- e) to share the policy of Eurodiaconia in their business;
- f) to pay the annual membership fee as determined by the General Meeting for their respective membership category in accordance with Article 12 of these Statutes.

Article 9 Individual Supporters

9.1 Individual Supporters are individuals who have an interest or expertise in diaconia and/or diaconal studies.

9.2 Individual Supporters shall have no voting rights in the bodies of the Association and no right to stand for election to the Supervisory Board and to any other organisational structures of the Association, but they will have the right of expression and the right of initiative.

In addition Individual Supporters may have the following rights :

- a) to attend meetings of the Association at their own expenses;
- b) to contribute to the formulation of the policy of the Association;
- c) any other right granted to them under these Statutes and the law.

9.3. Individual supporters have the following duties:

- a) to comply with these Statutes, the Internal Rules and the other governing rules of the Association as well as the decisions of its governing bodies;
- b) to support the Purpose, the mission, policies and activities of the Association;
- c) to maintain the base line standard for membership as laid down in these Statutes and in the Internal Rules;
- d) to contribute to the fulfilling of the responsibilities of the General Meeting;
- e) to share the policy of Eurodiaconia in their business;
- f) to pay the annual membership fee as determined by the General Meeting for their respective membership category in accordance with Article 12 of these Statutes.

Article 10 Terms and conditions for accession

10.1 The admission of new Members shall be made only if the applicant complies with all of the requirements of the requested membership category respectively set out in Articles 6, 7.1, 8.1 and 9.1 of these Statutes, and make a commitment to conform to the Statutes, Internal Rules and other governing rules of the Association.

10.2. With regards to which Churches and church organizations may apply for membership, Eurodiaconia shall be principally guided by the membership of the Conference of European Churches. However, where an application for membership is received from a church or church organization not connected to a member of the Conference of European Churches, the Supervisory Board shall consider such applications on a case by case basis.

If the applicant is a member of an already existing Member of Eurodiaconia, e.g. a federal, associative or umbrella organisation, and wishes to become on its own a Member of Eurodiaconia, said already existing Member must give to such applicant fulfilling the terms and conditions for accession as set out in Article 10.1 of these Statutes their permission to join the Association.

10.3 Applications to any category of membership shall be made in writing on the published membership application form and shall be directed to the Secretariat. The Secretariat shall review the membership application, and shall submit the applications for membership together with a written recommendation to the Supervisory Board.

Besides the membership criteria laid down in Articles 6, 7.1, 8.1 and 9.1 of these Statutes, the Supervisory Board shall also take into account the following base line standards when assessing application for membership:

- a) Faith Basis;
- b) Action;
- c) Structure;
- d) Governance;
- e) Finance;
- f) Representativity.

The Supervisory Board shall have full power and discretion to decide whether membership in the requested membership category shall be granted to the applicant or not. The admission shall be approved by the Supervisory Board by a simple majority of the Supervisory Board members present. The Supervisory Board shall not be required to justify its decisions. No notice of appeal can be given against the decision of the Supervisory Board.

10.4 Further provisions on the practical aspects and modalities regarding the membership and the required base line standards may be laid down in compliance with Article 2:59 of the BCCA in the Internal Rules of the Association.

Article 11 End of membership

11.1 Membership in the various membership categories ends (i) in accordance with articles 11.2, 11.3 and 11.4 of these Statutes or (ii) by dissolution of the Association.

11.2 Any Member who wishes to resign from the Association shall notify the Secretary General by registered mail (with certification of receipt) addressed to the headquarters of the Association. Notified resignations shall only become effective six (6) months following receipt of such written notification.

11.3 Membership ceases automatically by death or loss of legal capacity if the concerned Member is a natural person. Membership ceases automatically by dissolution, bankruptcy, liquidation, judicial reorganisation or any similar situation resulting in the cessation of the Members' activity if the concerned Member is a legal entity.

11.4 The exclusion of a Member may be decided in any one of the following circumstances:

- a) when a Member no longer fulfils the applicable membership qualifications of its membership category mentioned in Articles 6, 7.1, 8.1 and 9.1 of these Statutes;
- b) in case of serious violation of any provision of these Statutes, the Internal Rules or other governing rules or decisions as may be determined from time to time by the Association;
- c) in case of serious cause in conflict with the Purpose of the Association as expressed in Article 4.1 of these Statutes;
- d) in case of non-payment of membership fees for more than three (3) months after a request by registered letter (with certification of receipt) from the Secretary General.

The exclusion of a Member shall be pronounced by a decision of the General Meeting acting in accordance with Article 17.5 of these Statutes, on a proposal from the Supervisory Board.

The Member whose exclusion is proposed, shall be invited by registered letter, indicating the reasons for the proposed exclusion, to attend the General Meeting and present their defence.

The decision of the General Meeting is final and the exclusion shall be effective as of the date of the decision of the General Meeting.

Members shall be immediately notified of the exclusion in writing.

11.5 The end of membership during the course of the Association's financial year shall not affect the Members' obligation to pay the annual membership fee, special contributions or any other sum due on the date of the end of membership. In case of resignation or exclusion, any membership fee and contributions as determined in accordance with Article 12 of these Statutes and which are due during the calendar year shall be payable immediately.

The Member whose membership ended shall not be entitled to claim any of the Association's assets nor any reimbursement of its annual membership fee, cash contributions or contribution in kind or any other compensation.

11.6 Members shall not be held liable for any obligation of the Association.

Article 12 Membership fees and special contributions

12.1 Each Full member, Associate Member or Individual Supporter shall pay an annual membership fee fixed by the General Meeting, on a proposal of the Supervisory Board.

12.2 The Supervisory Board may propose to the General Meeting to call for a special contribution in order to cover exceptional expenses which were not foreseen within the

Association's annual ordinary budget. The duration of these special contributions shall be determined by the General Meeting on a case-by-case basis.

CHAPTER III Administration and Organisation

Article 13 Governing bodies

13.1 The governing bodies of the Association are:

- a) the General Meeting; and
- b) the management body (herein referred to as the "**Supervisory Board**"); and
- c) the Secretary General.

13.2 Further practical aspects and modalities regarding the composition and the functioning of the governing bodies may be laid down in compliance with Article 2:59 of the BCCA in the Internal Rules of the Association

The General Meeting

Article 14 The General Meeting: Composition

14.1 The General Meeting shall be composed of all the Full Members of the Association.

14.2 Full Members participate in the General Meeting with the right of expression, the right of initiative and the right to vote.

14.3 Associate Members and Individual Supporters may attend the General Meeting at their own expenses, with the right of expression and the right of initiative, but without the right to vote.

14.4 Participation in the General Meeting is not limited for Members. Members may send as many delegates as they wish. However, as stated in Article 17.1 of these Statutes, only one (1) vote is allocated to each Full Member.

Subject to the provisions and limitations stipulated in these Statutes guests may attend the General meeting with the right of expression, but without the right to vote.

Article 15 The General Meeting: Meeting rules

15.1 The ordinary meeting of the General Meeting shall be held at least once a year, and within six (6) months after the closing date of the financial year (the "**Annual General Meeting**").

An extraordinary meeting of the General Meeting (the "**Extraordinary General Meeting**") may also be convened (i) whenever the Supervisory Board considers that it is needed, or (ii) at the request of half (1/2) of the Full Members of the Association. These requests shall be submitted to the Supervisory Board. An Extraordinary General Meeting must be convened at the request of one fifth (1/5) of the Full Members via the statutory auditor(s) (if applicable).

15.2 The General Meeting shall be convened at the location indicated in the notice of meeting. This convening notice shall be made in writing by letter, e-mail or any other written means of communication by the Secretary General, four (4) weeks before the date of the General Meeting. The convening notice shall include the agenda, the place, date and time of the meeting. In cases as described in Article 15.3. of these Statutes, the convening notice shall contain a clear and detailed description of the procedures relating to the remote participation. Such procedures are also made available on the website of the Association

15.3 All Annual or Extraordinary General Meetings are held at the physical location designated in the convening notice, as the place of the meeting.

Unless otherwise provided in these Statutes and upon respective decision of the Supervisory Board to hold a semi-virtual General Meeting, Members, Supervisory Board members, the Secretary General and guests can attend any General Meeting, either (i) physically or (ii) via conference call, video conference, web-conference or by any other electronic means of communications made available by the Association and which offers the possibility for the Association to check the identity of the Members, Supervisory Board members, the Secretary General and guests participating in the meeting. Such electronic means of communication must enable them (i) to directly, simultaneously and uninterruptedly follow the discussion during the meeting, (ii) to speak to each other and (iii), as far as the Full Members are concerned, to participate in the deliberation, to ask questions and to cast definitively their vote on all agenda items.

With regard to compliance with the quorum and majority requirement rules, Full Members participating by such means in the semi-virtual meeting of the General Meeting shall be deemed present at the place where such meeting takes place.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Meeting, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means in the General Meeting or the vote must be mentioned in the minutes of the meeting with sufficient precision.

15.4 The General Meeting is chaired by the Chairperson of the Supervisory Board or another member of the Supervisory Board, as agreed by the Supervisory Board, in their absence.

The Bureau of the General Meeting is composed of the chairperson of the meeting and the teller(s) designated by the Supervisory Board.

Article 16 - The General Meeting: Motions and Amendments at the General Meeting

16.1 Under these Statutes the following definitions shall apply:

- a) A Proposed Motion is a suggested proposal, (usually written in the pre-General Meeting papers) that is open for discussion by the General Meeting.

- b) A Motion is a proposal that has been moved and seconded, to be voted on by the General Meeting.
- c) A Proposed Amendment is a suggested change in a Motion.
- d) An Amendment is a change in a Motion, which has been moved and seconded.

16.2 Proposed Motions shall normally be presented by the Supervisory Board and shall be concerned with the powers and responsibilities of the General Meeting as laid down in Article 19 of these Statutes. Members may also present Proposed Motions but these must be received six (6) weeks in advance of the opening of the General Meeting by the Secretary General so as to allow for preparation of documents and circulation to all Members. Supervisory Board shall circulate all Proposed Motions to the General Meeting at least four (4) weeks before the opening of the General Meeting.

16.3 The Supervisory Board has the right to propose Motions. Other proposers and seconders must be Members of Eurodiaconia.

16.4 A Proposed Motion must be concerned with and related to the Association's Purpose, or an issue on which the proposer considers the Association should express an opinion. A Proposed Motion that does not comply with this requirement shall not be submitted to the General Meeting.

16.5 All Proposed Motions and Proposed Amendments must have a Secunder at the moment of presenting the Motion or Amendment to the General Meeting.

16.6 All Proposed Motions shall be presented to the General Meeting on the first day. Members may ask questions on each motion and indicate if they wish to propose an Amendment. If Amendments are to be proposed then the proposer is asked to provide the Secretariat with a written version of the Amendment at the end of the opening session along with the names of the proposer and seconder of the Amendment. The Secretariat shall then circulate a copy of all Amendments received to all delegates of Full Members of the General Meeting for their consideration and notification shall be given of when the voting session on the Proposed Motion and Amendment shall be held.

16.7 Amendments to Proposed Motions can only be submitted on the first day of the General Meeting by the published deadline and shall not be accepted after this point. Any Proposed Motions where Amendments are not proposed shall be voted on in the opening session of the General Meeting.

Article 17 The General Meeting: Voting and quorum

17.1 Only Full Members shall be entitled to vote at the General Meeting.

Each Full Member has one (1) vote.

Full Members who are unable to attend the General Meeting may be represented at the General Meeting by another Full Member by written proxy to be communicated to the Secretary General by the opening session of the General Meeting. A Full Member may hold maximum two (2) proxies.

As an exception to the previous paragraph, a Full Member or a third party may act on behalf of an unlimited number of Full Members by virtue of a written proxy, if the Belgian law requires that the decisions of the General Meeting must be certified by a notarial deed.

17.2 No matter may be taken decision on which is not included in the agenda.

17.3 Unless otherwise stipulated in these Statutes or in the law, the General Meeting shall be deemed validly constituted and can only deliberate if at least fifty percent plus one (50% + 1) of the Full Members are present or represented. If this quorum is not reached, a new General Meeting shall be convened, in accordance with Article 15.2 which shall validly deliberate regardless of the number of Full Members present or represented.

17.4 Unless otherwise stipulated in these Statutes or in the law, the decisions of the General Meeting shall be taken by a simple majority (50% of the votes + 1 vote) of the votes cast by the Full Members present or represented. Abstentions, blank or invalid votes shall not be taken into account in the calculation of the majority, neither in the numerator nor in the denominator.

17.5 When decisions concern the following items, two-third (2/3) of the votes cast by the Full Members present or represented shall be required to pass the resolution:

- a) amendment to the Statutes;
- b) the exclusion of any Members; and
- c) the dissolution of the Association.

Abstention, blank or invalid votes shall not be taken into account in the calculation of the majority, neither in the nominator nor in the denominator. Voting shall be by secret ballots.

17.6 A roll call of all Member's shall be taken at the opening session to record all Members in attendance at the General Meeting.

The General Meeting chairperson shall decide on any point not covered in these Statutes.

Voting takes place in sessions at designated times throughout the General Meeting and can be done by:

- a) electronic voting;
- b) raising of voting cards;
- c) secret ballot – electronic or on paper.

However when the vote concerns the matters set out in Article 17.5 of these Statutes, a secret ballot shall be held. Members may call for a secret ballot at any time. In all instances, Members can choose to vote for a proposal, against a proposal or abstain.

The Voting Strength shall be the total number of votes that Full Members registered at the General Meeting, eligible to vote, and present or represented at the start of each voting session are entitled to cast as established by the teller(s). The chairperson of the respective voting session of the General Meeting shall report to the General Meeting on the Voting Strength.

17.7 Statutory amendments shall enter into force only following their approval by the competent authority according to the BCCA and their publication in the appendices to the “*Moniteur belge*” according to the BCCA.

Article 18 The General Meeting: Minutes of the meeting

18.1 The minutes of the General Meeting, including a record of all decisions of the General Meeting will be kept by the Secretary General in the minutes register, kept in the Association’s headquarters or any other location approved by the Supervisory Board.

18.2 A copy of the minutes of the General meeting shall be sent to all Members by post, or email, within thirty (30) calendar days of the meeting.

18.3 Further practical aspects, modalities and guidelines regarding the hosting and practical organisation of the General Meetings may be laid down in compliance with article 2:59 of the BCCA in the Internal Rules of the Association.

Article 19 The General Meeting: Powers and responsibilities

19.1 The General Meeting shall be the supreme governing body of the Association and shall hold the powers explicitly conferred to it by law or by these Statutes to enable the realisation of the Purpose and Object of the Association.

19.2 The following powers shall be reserved exclusively to the General Meeting:

- a) approval the annual accounts of the preceding financial year and, as the case may be, of the Supervisory Board report;
- b) approval the Association’s budget, as well as any amendments thereto, on a proposal from the Supervisory Board;
- c) discharge the members of the Supervisory Board and, if any, the statutory auditor(s);
- d) if required by law, appointment and revocation of the statutory auditor(s), and determination of their remuneration for the exercise of their mandate;
- e) determination of the amount of the annual membership fee for all categories of membership and the special contribution of the Members, on a proposal from the Supervisory Board;
- f) approval of the strategic plan on a proposal by the Supervisory Board and the Secretary General;
- g) election and dismissal of the members of the Supervisory Board and, determination of the conditions, as the case may be, the financial conditions, under which the mandate of the members of the Supervisory Board is conferred, exercised and terminated;
- h) nomination of an election committee, if applicable;
- i) amendment of these Statutes on a proposal of the Supervisory Board;
- j) adoption and amendment of the Internal Rules of the Association;
- k) exclusion of any Members of the Association;
- l) dissolution of the Association; and
- m) any other powers as indicated in the BCCA or in these Statutes.

The Supervisory Board

Article 20 The Supervisory Board: Composition

20.1 The Association shall be governed by a Supervisory Board composed of at least five (5) and maximum seven (7) natural persons nominated by the Full Members, including the Chairperson, Vice-Chairperson and the Treasurer.

20.2 The members of the Supervisory Board shall have the following knowledge, skills and experience, although it is not expected that every member of the Supervisory Board fulfils all listed competences :

- a) knowledge of the member organisations of the Association, their needs and expectations from a European network as well as of membership recruitment and development;
- b) economics;
- c) strategic planning and development;
- d) theology and in-depth knowledge of theological perspectives of diaconal and its practical implementation;
- e) social affairs;
- f) diaconia & education, congregational diaconia & institutional diaconia as well as understanding and knowledge of the ecumenical environment in which Eurodiaconia participates;
- g) Senior level leadership experience of a membership network;
- h) experience and knowledge of Advocacy/Policy Development in the field of social policy as well as knowledge of the European political framework and institutions;
- i) experience and knowledge of financial strategies, financial management, fund development;
- j) experience and knowledge of Human Resource Management in NGO's
- k) and any other relevant domain decided upon by the General Meeting.

The members of the Supervisory Board should as far as is practically possible represent the regional and congregational diversity of the Association and be gender balanced.

No more than one (1) member of the Supervisory Board should be employed by or professionally connected to diaconal organizations in the same country.

20.3 Full Members may nominate any representative or natural person belonging to a Full Member in compliance with Article 7.2, paragraph 2, b) of these Statutes who has relevant competences for a Supervisory Board position.

When vacancies occur on the Supervisory Board because of the expiry of the Supervisory Board members' term of office, a call for nominations to fill those places shall be sent by the Secretary General a minimum of ten (10) weeks before the opening session of the Annual General Meeting. All nominations received must be sent four (4) weeks before the opening session of the Annual General Meeting. Where no nominations have been received by the published deadline, the nomination process may be extended by decision of the Supervisory Board till such time as the needed number of candidates has been received.

In countries where there is more than one (1) Full Member of Eurodiaconia, all Full Members in that country are strongly advised to work together to propose nominations to fill vacancies on the Supervisory Board due to expiry of the Supervisory Board members' term of office.

20.4 The members of the Supervisory Board shall be appointed by the General Meeting, on a proposal of the Full Members of the Association, for a term of four (4) years.

Outgoing members of the Supervisory Board shall be eligible for re-election for one (1) subsequent term.

For the Supervisory Board elections, each voting round requires Full Members to vote for their preferred candidates based on the number of position to be filled. If the number of votes is issued by the Full Member is not equal to the number of position to be filled then such vote will be invalid for that particular voting round.

If there is a tie for the final position to be filled on the Supervisory Board then a second vote shall be held between the tied candidates.

20.5 The Supervisory Board shall elect from its members a Chairperson of the Supervisory Board, a Vice Chairperson and a Treasurer, all for a term of four (4) years. If the Supervisory Board wishes, the post of Vice Chairperson and Treasurer may be held by one and the same person.

20.6 Further practical aspects and modalities regarding the profile of the Supervisory Board members, the call for nominations and the responsibilities of the Chairperson, Vice-Chairperson and the Treasurer may be laid down in compliance with article 2:59 of the BCCA in the Internal Rules of the Association.

Article 21 The Supervisory Board: End of mandate

21.1 The mandate of a Supervisory Board member shall end (i) by death or the loss of legal capacity, (ii) by the resignation, (iii) by the revocation by the General Meeting or (iv) by the expiration of its term.

21.2 The revocation of the Supervisory Board as a whole or of an Supervisory Board member before the end of the term of their respective mandate shall require the a simple majority of the votes of the Full Members present or represented at the General Meeting. Abstentions, blank or invalid votes are not been taken into account in the calculation of the majority, neither in the numerator nor in the denominator.

21.3 Every Supervisory Board member is free to resign at any moment by formally giving written notice to Secretary General of the Association. After their resignation and if the number of the Supervisory Board members falls under the minimum number stipulated in Article 20.1 of these Statutes, the Supervisory Board member is obliged to continue to fulfil their mission until they have been replaced.

21.4 If a position of a Supervisory Board member becomes vacant during their term of office, the Supervisory Board shall coopt a new Supervisory Board member to fill the

vacant position for the remaining term of office of their predecessor. This appointment shall be submitted for ratification at the next General Meeting.

21.5 Members of the Supervisory Board shall not draw any personal profit from their mandate. Their mandate shall be unpaid. Their expenses shall be reimbursed by Eurodiaconia.

Article 22 The Supervisory Board: Meeting rules

22.1 The Supervisory Board shall meet at least three (3) times a year and as frequently as the interests of the Association require upon request of two (2) of its members.

22.2 The notices of the meetings shall be addressed by the Chairperson to each member of the Supervisory Board at least fourteen (14) days before the meeting by post or email. The agenda of the meeting and the supporting documents shall be sent with the written notice of the meeting.

22.3 The Supervisory Board meeting is chaired by the Chairperson or, in case of their absence, by the Vice Chairperson.

22.4 Supervisory Board meetings may be held with, or to the extent legally admitted, without physical location designated as place of the meeting. Supervisory Board members, the Secretary General, experts, the staff or guests may participate in the meeting either in person or by conference call, video conference, web-conference or by any other electronic communication means made available by the Association and which offers the possibility for the Association to check the identity of the participants. Such electronic means of communication must enable the participants (i) to directly, simultaneously and uninterruptedly follow the discussions during the meeting, (ii) to speak to each other and (iii) as far as the Supervisory Board members are concerned to participate in the deliberation, to ask questions and to cast definitively their vote on all the agenda items. With regard to compliance with the quorum and majority requirement rules, any Supervisory Board member, participating by such means shall be deemed present at such meeting.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the Supervisory Board, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means to the Supervisory Board or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Article 23 The Supervisory Board: Voting and quorum

23.1 Each Supervisory Board member shall have one (1) vote.

23.2 Experts, guests or the staff may attend the Executive Supervisory Board meetings without the right to vote. The Secretary General attends the Executive Supervisory Board meeting without the right to vote.

23.3 No matter may be brought up which is not included in the agenda unless all members of the Supervisory Board agree at the opening of the meeting.

23.4 The Supervisory Board may only deliberate if at least four (4) of its members are present.

23.5 The decisions of the Supervisory Board shall be taken by a simple majority of the votes present. Abstentions, blank and invalid votes shall not be taken into account in for the calculation of the majority. In the event of a tied vote the Chairperson will have a casting vote.

23.6 Voting can be done by show of hand, by secret ballot or by electronic means in real time. Voting by secret ballot takes place on sensitive matters and for any other purposes upon request of a minimum of one half (1/2) of the Supervisory Board members.

Article 24 The Supervisory Board: minutes of meeting

24.1 The minutes of the Supervisory Board meetings, including a record of all decisions of the Supervisory Board, are registered in a register kept at the headquarters of the Association or any other location approved by the Supervisory Board.

24.2 The Secretary General is responsible for keeping proper minutes of the meetings, which must be sent out no later than two (2) weeks after the Supervisory Board meeting.

Article 25 The Supervisory Board: Powers and responsibilities

25.1 The Supervisory Board shall act as a collegial body and shall have full powers of management, administration and representation of the Association, except for those powers reserved to the General Meeting in accordance with the applicable laws, these Statutes and the decisions of the General Meeting.

25.2 The Supervisory Board is the elected body within the Association, responsible for ensuring that the decisions of the General Meeting are implemented, that the Association is properly governed, managed and legally sound as well as working in line with its vision, mission and Purpose.

25.3 In particular, the powers of the Supervisory Board include, but are not limited to the following:

- a) to supervise the drafting of the annual work programme of the Association;
- b) to draft the Association's annual budget and annual accounts for approval of the General Meeting;
- c) to supervise the management of the finances of the Association in conformity with its budget;
- d) to instruct and/or advise the Secretary General on financial matters where strategic budget questions arise or on the strategic allocation of financial resources of the Association;
- e) to co-operate with third parties;

- f) to appoint and dismiss the Secretary General, to set the direction and orientation for the Secretary General along the lines agreed by the General Meeting and to oversee the work of the Secretary General and the Secretariat;
- g) to determine the seat of the Secretariat;
- h) to have the residual powers and decide upon any other matter or activity serving the Purpose of the Association which has not been explicitly to another governing body of the Association by these Statutes or by the law.

25.4 Without prejudice to Articles 25.5 and 26 and 28 of these Statutes, the Supervisory Board may delegate special management or representation powers of the Association regarding legal actions, arbitration or legal acts involving the Association to one (1) or more Supervisory Board members, to the Secretary General or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.

25.5 Without prejudice to Articles 25.4, 26 and 28 of these Statutes, the Supervisory Board may delegate the daily management powers of the Association, including authority to sign on behalf of the Association and powers of representation relating to such daily management to the Secretary General of the Association.

25.6. Further practical aspects and modalities regarding the meeting rules, the powers and responsibilities of the Supervisory Board may be laid down in compliance with article 2:59 of the BCCA in the Internal Rules of the Association.

Secretary General

Article 26 Responsibilities – Daily management

26.1 The Secretary General is responsible for carrying out the decisions of the Supervisory Board as well as for the daily management of Eurodiaconia in compliance with the relevant legislation, these Statutes and the management guidelines as set out by the Supervisory Board.

In accordance with the BCCA the daily management covers (i) all acts and decisions that do not exceed the needs of the daily life of the Association and (ii) all acts and decisions, that, either due to their level of minor interest or due to their urgent character, do not justify the intervention of the Supervisory Board itself.

Subject to the limitations set out in these Statutes and the Internal Rules of the Association, the daily management powers of the Secretary General include, but are not limited to the following tasks:

- a) ensure the implementation of the strategic plan and the related annual work programmes;
- b) ensure an effective organisational environment with appropriate policies and procedures in place;
- c) ensure regular communication and engagement with the Members of the Association;
- d) head and lead the Secretariat team, recruiting, retaining, and developing the staff team and manage HR related matters to meet the needs of the organisation within

- the approved annual budget, including but not limited to signing of employment and secondment contracts;
- e) ensure a safe, healthy and regulated workplace, ensuring all relevant laws and good practice are observed;
 - f) act as executive secretary to the Supervisory Board, preparing its meetings in co-operation with the Chairperson;
 - g) ensure the representation of the Association to external partners and organisations to promote the Purpose and Object of the Association;
 - h) ensure effective financial management of the Association with regards to all forms and income and expenditure, including manage the daily operation of the bank accounts of the Association, the relative saving accounts, designate the bank account signatories and if required open additional bank accounts;
 - i) lead on fundraising and other income sources, including ensuring payment of membership fees, grant management and managing voluntary solidarity contributions;
 - j) be responsible for the implementation of good governance functions of the Association including the Annual General Meetings, Extraordinary General Meetings, Supervisory Board meetings and other governance activities as required.
 - k) lead the Association in compliance issues and provide regular reports and recommendations for action to the Supervisory Board to remedy any risks in compliance or the introduction of new compliance standards;
 - l) more generally, to take all acts, measures necessary to the functioning of services, the acts of conservation and to run the general operations of the Association.

Within its power of daily management, the Secretary General can only agree loans, incur debts or initiate legal proceedings on behalf of the Association subject to the prior approval of the Supervisory Board requiring a decision taken with a two thirds (2/3) majority of the Supervisory Board members present or represented.

Additionally, if there is perceived or actual risk in any daily management decisions or matters concerning finance, the Secretary General shall confer with the Treasurer and/or the Chairperson of the Supervisory Board.

26.2 In addition, the Secretary General shall also have the following special management and/or representation powers and responsibilities:

- a) sign and manage special contracts with institutional or other partners as aligned with the overall strategy of the Association;
- b) sign and manage within the approved budget any other contracts linked to genuine operational needs of the Association and going beyond the daily management;
- c) any special powers referred to in these Statutes; and
- d) any other special powers delegated to them by the Supervisory Board on an *ad hoc* basis in accordance with Article 25.4. of these Statutes, including but not limited to special powers on matters related to new initiatives such as legal action, banking changes, new sources of funding beyond previously agreed limits, upon proposal of the Secretary General.

26.3 The Secretary General shall be authorized to sub-delegate, under their own responsibility, to one (1) or several staff members of the Association or to third parties, one (1) or more powers delegated to them falling within the scope of the daily

management or falling within the scope of the specific management or representation powers going beyond the daily management within the limitations set out in these Statutes, the Internal Rules or the relevant delegation of powers.

26.4 The Secretary General reports regularly back to the Supervisory Board on the implementation of the strategic plan and the related annual work programmes. In addition, the Secretary General provides regular financial reporting to the Supervisory Board.

Article 27 Appointment – End of the mandate

27.1 The Secretary General of the Association shall be appointed by the Supervisory Board (i) for a fixed term, renewable or (ii) for an indefinite term. The Secretary General shall be a natural person.

27.2 The mandate of the Secretary General shall end (i) by death or the loss of legal capacity if the concerned person is a natural person, (ii) the resignation, (iii) the revocation by the Supervisory Board or (iv) the expiration of its term.

The revocation of the Secretary General before the end of the term of their respective mandate shall require the simple majority of the votes of the Supervisory Board members present at the meeting.

The Secretary General is free to resign at any moment by formally giving written notice to the Chairperson of the Association.

27.3 Further provisions on the practical aspects and modalities regarding the appointment, the end of the mandate, the role and responsibilities of the Secretary General, and the limitation of their powers may be laid down in compliance with Article 2:59 BCCA in the Internal Rules of the Association.

CHAPTER IV General Representation

Article 28 Representation

28.1 Unless stipulated otherwise in these Statutes, the Association is validly represented with respect to all legal acts towards third parties (i) by the Supervisory Board or (ii) by two (2) Supervisory Board members jointly, who will not have to justify to third parties the powers conferred to this end.

28.2 Unless stipulated otherwise in these Statutes, the Association shall be validly represented in all acts towards third parties that fall within the scope of the daily management by the Secretary General, acting alone, who shall not be required to justify towards third parties the powers conferred to them to this end.

28.3 Unless stipulated otherwise in these Statutes and without prejudice to Article 25.4 of these Statutes, the Association shall be validly represented in all acts towards third parties (i) that fall within the scope of the special management and/or representation powers listed in Article 26.2 of these Statutes or (ii) that fall within the scope of special management or representation powers going beyond said daily management delegated

to the Secretary General, within the limitations set out in these Statutes or the relevant delegation of powers, by the Secretary General, acting alone.

28.4 The Association shall be validly represented in any litigation, in all legal actions or arbitration, as a plaintiff or defendant before courts, tribunals, or any other jurisdiction, by the Secretary General, acting alone.

CHAPTER V Budgets and Accounts

Article 29 Financial year

29.1 The financial year is closed on 31st of December of each year.

Article 30 Budget - Annual accounts

30.1 The Supervisory Board shall annually submit the annual accounts of the last financial year and the budget of the next financial year for the approval to the General Meeting.

30.2 The annual accounts of the Association will comply with the BCCA.

Article 31 Audit

31.1 The General Meeting must appoint one (1) or several statutory auditor(s) ("*commissaires*") among the members of the Belgian Institute of Company Auditors, as soon as the Association falls under the scope of application of Article 3:47, §6 BCCA for the last completed financial year. Such statutory auditor(s) shall be responsible for the audit of (i) the financial situation, (ii) the annual accounts and the regularity in the light of the law and the statutes and (iii) the operations which must be stated in the annual accounts.

CHAPTER VI Dissolution and Liquidation

Article 32 Dissolution and liquidation

32.1 Any proposal to dissolve the Association shall be made by the Supervisory Board or as the case may be, by the statutory auditor(s) upon request one fifth (1/5) of the Full Members. The proposed dissolution must be explicitly mentioned in the convening notice to be sent to all Full Members and Supervisory Board members.

32.2 The decision to dissolve the Association shall be made by the General Meeting in conformity with Article 17.5 of these Statutes. The General Meeting shall define the modalities of the Association's liquidation, appoint one (1) or several liquidator(s), determine their powers and indicate the allocation of the net assets of the Association.

32.3 In all cases of deliberate or judicial dissolutions, after liquidation has taken place the net assets of the dissolved Association may not be paid out to the Members of the Association or the members of the Supervisory Board, but will be allocated to another not-

for-profit association having the same or similar disinterested purposes to the Purpose pursued by the Association, determined by the General Meeting. The Supervisory Board is subsequently empowered with the implementation of such decision."

CHAPTER VII Internal Rules

Article 33 Internal Rules

33.1 Internal Rules may be drawn up and amended by the General Meeting upon proposal of the Supervisory Board in order to implement and further detail these Statutes, to facilitate the regulation and management of the Association and to adopt internal proceedings to ensure the smooth functioning of the Association.

33.2 The most recent version of the Internal Rules dates from 7 December 2023.

33.3 The Internal Rules may not contain (i) provisions that are contrary to the mandatory provisions of the BCCA or the Statutes or (ii) provisions relating to matters for which BCCA requires a statutory provision.

33.4 The Internal Rules are available to all Members and are communicated to the latter in accordance with article 2:32 BCCA.

33.5 The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

CHAPTER VIII General disposition

Article 34 Reference to Belgian Law

34.1 For all points not covered by these Statutes, the Association shall refer to the provisions of Belgian law, and in particular the provisions of the BCCA, as amended by subsequent laws and complemented by its implementing royal decrees.

Article 35 Jurisdiction

35.1 Any dispute in connection with these Statutes, the Internal Rules and other governing rules of the Association and/or any decision of one of the governing bodies of the Association shall be governed by Belgian law and shall be brought to the competent Brussels Court.