



Statutes 2021

This Association is subject to the Belgian Law of 2 May 2002 on non-profit associations (hereafter named “the Law”) to which it is expressly referred for any matter not mentioned in these Statutes or Internal Regulations (Bylaws). Any litigation related thereto shall fall within the jurisdiction of the courts of the Registered Office’s location.

Article 1 – Name of the Association

The non-profit Association is called “NATO Charity Bazaar ASBL” (abbreviated “NCB”).

Article 2 – Aims of the Association

The aims of the Association are:

- To organise social events and activities with the aim of collecting funds to donate to charity.
- To bring together the employees and families of NATO HQ to foster friendship within its international community.

Article 3 – Registered Office of the Association

The decision to change the registered address of the Association may only take place at a General Assembly Meeting when the Members are assembled.

The address of the Registered Office of the Association shall be the address of the President, Vice-President, or Treasurer and shall change as needed.

The Association is officially located at Avenue de la Princess Paola 33, 1180 Uccle, in the judicial district of Brussels.

Article 4 – Members of the Association

The minimum number of members is four (4) full members.

There are two categories of members:

- Full member: A national representative (NR) for each nation that participates in the activities and social events of the Association.
- Associate member: Any person who takes part in the organisation of events and activities of the Association.

Full members are entitled to all rights afforded by the Law and by these Statutes.

Associate members (Assistant National Representatives (ANRs) and 2nd ANRs, Board members, NATO International Club (NIC)) have the same rights as full members with the exception of the right to vote in a General Assembly Meeting (GAM).

Article 5 – Admission

The full members of the Association are responsible for appointing their successors (National Representatives) and their ANRs, 2nd ANRs and must notify the Board. The Board reserves the right to reject an appointment, e.g. for reasons detailed in Article 6. The list of appointed members is presented at the subsequent General Assembly Meeting.

Each new request for Board membership must be approved by the Board, who will examine the requests and give their views on said requests at their meetings. The final decision concerning Board membership will be made by the General Assembly.

Any person who becomes a member of the Association must agree to these Statutes, as well as to any other rules.

Article 6 – Loss of Membership

Membership is lost through:

- Resignation.
- Dismissal. A dismissal is decided upon by the General Assembly when there are serious grounds for concern, the person involved having previously been asked to appear before the General Assembly to provide an explanation. The person voted out may not re-apply for membership for the next three consecutive years.
- In case of un-justified absence from GAMs and social activities for 12 months.

A membership can be suspended. A suspension is decided upon by the NCB Board when there are serious grounds for concern, the person involved having previously been asked to appear before the NCB Board to provide an explanation.

The same procedure shall be applied to revoke or suspend the tenure of an Administrator or a member of the Management Board.

When a Board member leaves the Board, he/she cannot delete, take with them or share confidential information obtained while being a member of the NCB Board with people outside of the NCB Board or use this information for personal or business purposes.

Article 7 – Resources of the Association

Resources are defined as follows:

- Subsidies received from the Belgian state, regional and local authorities or any other public organisation.
- Funds received in return for services provided by the Association.
- Any other resources authorised by the Law.
- Members may be required to pay an annual Membership fee which is a one-off payment and specific to either category of Member. The amount is set by the General Assembly and may not exceed 250,00 EUR per annum.

Article 8 – General Assembly Meeting

The General Assembly is composed of full members. Members who cannot attend a General Assembly Meeting may be represented by a third party, whether a full member of the Association or not, with a limit of two proxies per attendee. The General Assembly Meeting will be invited to convene by the Board or by at least one quarter of the full members. It shall be chaired by the President or the Vice-President.

The invitations shall be sent to all full members by e-mail at least ten (10) days before the scheduled date of the meeting along with the agenda. The General Assembly Meeting may only discuss the items on the agenda unless a proposal, signed by at least one tenth of the members, is presented before the meeting.

The minutes of each meeting are to be sent to all members within three (3) months of the latter. The minutes shall be filed in the register held at the registered office and may be viewed by third parties following prior authorisation by the Board.

The General Assembly has absolute authority and holds all powers afforded by the Law and these Statutes.

The General Assembly may, inter alia:

- Elect or dismiss the Administrators;
- Approve new Board members;
- Dismiss a member;
- Approve the budget and accounts;
- Approve Internal Regulations (Bylaws);
- Rank the charities in order of priority to receive donations;
- Amend the Statutes;
- Amend the aims for which the Association was established;
- Declare the Association dissolved.

The General Assembly (at the annual General Assembly Meeting) can only validly decide on a change of the Statutes if at least two thirds of the full members are present or represented,

and if approved by a two-third majority of the votes. The same procedure shall be applied to elect and dismiss Board members and to approve the budget and accounts of the Association. If the change affects the aims of the Association, then the four-fifths of the votes are required to implement the new aim(s), and the quorum is the same for the liquidation of the Association.

If this quorum is not reached (i.e. at least two thirds of the full members are present or represented at the annual General Assembly Meeting), a second meeting may be convened. At the second meeting, the members may negotiate and make decisions independent of the number of members present or represented. There must be at least 15 days elapse between the two meetings.

Any additional subsequent General Assembly Meetings will decide by an absolute majority basis (50% +1 vote), of the votes of the attending or represented members.

Voting shall be by show of hands, except if a person is concerned, in which case it shall be secret. In case of an online Meeting, voting shall be by roll-call, via an online application, or by e-mail. Voting shall also be secret if so requested by an absolute majority of the members present or represented.

Article 9 – Annual/Statutory General Assembly Meeting

The General Assembly shall meet at least once a year within the first semester of the calendar year. Such meetings can be held in-person or online via a video conference tool.

The Association's social year begins on the day of the Annual/Statutory General Assembly Meeting and ends on the day of the Annual/Statutory General Assembly Meeting of the following calendar year.

The Association's financial year begins on March 1st and ends on the last day of February.

During the Annual/Statutory General Assembly Meeting, the Board shall present a report on the activities of the Association, as well as a financial report containing the previous year's accounts and the budget for the current year. The members of the General Assembly are to be invited to approve these reports.

Article 10 – Board of Administration

Present document uses the expression "Board" as an abbreviation for "Board of Administration".

The Association shall be managed by a Board composed of at least three (3) and up to twenty (20) members, elected for two (2) years by the General Assembly among volunteers from participating countries. The members of this Board must be re-elected every two (2) years by the General Assembly.

Should a vacancy arise, the Board shall select a provisional replacement from its members. Permanent replacements are to be elected at the following General Assembly Meeting.

The Board shall elect from among its members a Management Board composed of a President, a Vice-President, and a Treasurer, whose appointments shall be confirmed by the General Assembly.

Article 11 – Meetings of the Board

The Board shall hold at least one (1) meeting in-person or online via a video conference tool every six (6) months at the invitation of the President or at the request of one quarter of the members. The meetings shall be chaired by the President or the Vice-President.

Decisions shall be made by an absolute majority of the votes (50% +1) of the Board members (including Coordinators and Assistants) attending or represented within a limit of one proxy per member. In case of a tied vote, the President shall have the deciding vote.

However, the Board may only make valid decisions if at least half the members are attending or are represented.

In principle, voting shall be by show of hands, except when a person is concerned, in which case it shall be secret. In case of an online Meeting, voting shall be by roll-call, via an online application, or by e-mail. Voting shall also be secret if so requested by half the Administrators.

Article 12 – Responsibilities of the Board

The Board shall hold all the powers not specifically afforded to the General Assembly by the Law or by the Statutes. It shall manage and direct the Association according to the decisions made by the General Assembly. It shall represent the Association to third parties including courts of law. It shall delegate part of its authority to the members of the Management Board.

The Board may, inter alia:

- Set the agenda for meeting of the General Assembly;
- Manage daily tasks related to events, charities, and providing the opportunity of additional, alternative fundraising activities etc.;
- Implement, together with and under control of the Management Board the general and financial control and the decisions made by the General Assembly;
- Set the budget of the Association and draw up the accounts;
- Manage membership of the Association.

Article 13 – Management Board

The Management Board shall be composed of a President, a Vice-President, and a Treasurer. The Management Board shall ensure the smooth running of the Association under the control of the Board whose meetings it shall organize.

The President shall represent the Association in all its outside activities and act on its behalf, subject to approval by the Board. In case of unforeseen difficulties, the Vice-President shall replace the President.

The Treasurer shall manage the accounts of the Association, collect all receipts and pay all expenses up to 500 EUR, subject to approval by the President. In case of unforeseen difficulties, the President shall replace the Treasurer.

Any day-to-day financial operation of a value exceeding 500 EUR, any legal act or operation outside the framework of day-to-day management, irrespective of its value, shall only commit the Association if approved by the President and the Vice-President.

For any other act of day-to-day management, the Association shall be validly represented by one of the members of the Management Board.

Article 14 – Internal Regulations (Bylaws)

Internal Regulations (Bylaws) may be established by the Board and approved by the General Assembly.

Such regulations shall settle various points not covered by these Statutes, particularly those concerning the internal running of the Association.

Article 15 – Dissolution

In the event of dissolution decided at an Extraordinary General Assembly Meeting, the General Assembly is to appoint one or more liquidators. The General Assembly is to assign its assets to one or more charities of its choice.

Article 16 – Special Provision

This document is a translation of the original French which is the authentic text.

In the event of litigation, the French version of these Statutes shall prevail.

Amended and approved by the Members of the Association voting via online voting tool at the video-conference General Assembly Meeting on 23 March 2021.