

EUROPEAN COMMITTEE FOR CATHOLIC EDUCATION
C E E C
International non-profit-making Association – A.I.S.B.L.

Enterprise N°: 460.075.057

Statutes

On 18th March 2005 the General Assembly of the European Committee for Catholic Education unanimously decided to conform its statutes dated from the 6th October 1995 (M.B. 1997), such as modified on 27th May 2000 (M.B. 11th July 2002), to the law of 2nd May 2002 on non-profit-making associations, international non-profit-making associations and foundations, to adapt them and to replace them by the following text:

I. NAME, REGISTERED OFFICE, DURATION, AIM

Article 1 - Name

An international non-profit-making association called "European Committee for Catholic Education", the abbreviation of which is "CEEC", is set up under Title III of the Belgian law of 27th June 1921 on non-profit-making associations, international non-profit-making associations and foundations.

Article 2 - Registered Office

The association has its registered office in Belgium, in the Brussels Region. At present it is located at 100 avenue Emmanuel Mounier (1st floor), B-1200 Brussels. It can be transferred to any other place by a decision of the General Assembly. Any change of address of the registered office shall be published in the Appendices to the *Moniteur Belge* within a month. The administrative office is situated at present at the same address; it can be transferred to any other country by a decision of the General Assembly.

Article 3 - Duration

The association is set up for an unlimited period.

Article 4 – Social Object

The major aims of the association are, excluding any profit-minded one:

- to serve education of young people and to study the fundamental principles of this education as well as the problems caused by their application;
- to defend and promote the interests of Catholic education with various official European bodies and all organisations interested in education at a European level.
- to promote the collaboration of its members in order to ensure the didactic and pedagogic development and improvement of Catholic education;
- to encourage private initiatives as well as legal provisions or regulations taken at a national and at an international level in order to promote education in its various forms;
- to actively promote the effective carrying into practice of freedom of education as a fundamental condition for the functioning of a democratic society, in conformity with the Universal Declaration on Human Rights and with the additional Protocol to the European Convention on Human Rights;
- to help its members, particularly the more underprivileged ones, in the fulfilment of their rights and duties;
- to highlight the complementary needs both of the educators and of the specific contribution of Catholic education to the educational project;
- to cooperate with other organisations participating in Catholic education at a European and international level and to join, by a decision of the General Assembly, the International Catholic Education Office (OIEC).

Article 4 bis – Activities and Means

In order to achieve its aims, as defined in article 4, the association will, in collaboration with all its members and via its permanent secretariat, seek to:

- organise congresses, international events, conferences, seminars, forums and all other appropriate activities;
- create, if necessary, a study and documentation centre taking advantage of the centres already existing within the framework of Catholic education and European bodies;
- publish, on occasion, bulletins, reports and other publications considered useful.

II. ADMISSION, RESIGNATION, EXCLUSION OF MEMBERS AND SUBSCRIPTIONS

Article 5 - Membership

The association is composed of active members and possible associate members. Only active members are entitled to vote in the General Assembly. The General Assembly determines, on the proposal of the Executive Board, the status of associate members, whose rights and duties are mentioned in the present statutes.

Article 6 - Number of members

The number of members of the association is not limited. The minimum fixed is seven, of which at least one must have Belgian nationality or be recognised by Belgian law. The initial members are the founder members.

Article 7 - Conditions required from new members

Any organisation entrusted by the Episcopal Conference with the coordination of Catholic education at a national level, in European countries other than those of the founders, can be admitted as a new active member. These organisations do not have to be legal entities to become active members.

Any European organisation grouping one of the partners of the educational community of Catholic Education can be admitted as an associate member. These organisations do not have to be legal entities to become associate members.

Article 8 - Admission of new members

Any organisation, referred to in article 7, § 1, wishing to become an active member of the association has to make a written request to the Chairman of the Executive Board. The application must include the undertaking to respect the statutes of CEEC as well as a copy of the statutes of the applicant organisation. The General Assembly decides on the admission. To this end it may ask for any additional documentation that it considers necessary. Any request coming from an organisation established in law must be based on and follow the deliberation of a competent body in this matter according to its statutes and it shall be signed by this body or by the persons so entitled according to the statutes. Any request coming from an organisation which has no legal standing must be signed by the responsible, i.e. the one in charge of the organisation, without prejudice to other specific statutory provisions.

Any organisation, referred to in article 7, § 2, wishing to become an associate member of the association has to make a written request to the Chairman of the Executive Board. The application must include the undertaking to respect the statutes of the CEEC as well as a copy of the statutes of the applicant organisation. The General Assembly decides on the admission. To this end it may ask for any additional documentation that it considers necessary.

Article 9 - Resignation, Exclusion of members

Every active or associate member can resign by means of a registered letter sent to the head office of the association or to its Chairman. The exclusion of an active or associate member can be decided by the General Assembly in the case of non-observance of the statutes or of non-payment of the subscription. It can only be pronounced by a two-third majority of the present or represented members, after the member to be excluded has been called in order to enable him to present his defence before the General Assembly if he so wishes.

Article 10 - Contributions

The active and associate members shall pay a contribution (the amount of which will not exceed 35,000 EUR) set by the General Assembly on the proposal of the Executive Board. No member who has resigned or been excluded has any rights on the properties of the association. The payment of the contribution for the current year remains due.

III. GENERAL ASSEMBLY

Article 11 - Competence

The General Assembly is the general decision organ of the association. It has full powers to carry out the social object and activities of the association.

The General Assembly has the following tasks:

- to approve the budget, the annual programme of activities and the accounts;
- to define the general policy of the association within the framework of its aims;
- to approve the admission or the exclusion of active and associate members;
- to elect the Executive Board of the association and to appoint the Secretary General;
- to appoint and dismiss the members of the Executive Board, in conformity with the provisions of article 19;
- to nominate the financial auditors;
- to amend the statutes;
- to dissolve the association;
- to discharge the administrators;
- to adopt bye-laws.

Article 12 - Composition

The General Assembly consists of all the active and associate members. Only active members have a deliberative vote.

Article 13 - Meetings, Notifications of the meetings

The General Assembly usually meets at least once a year at the registered office or at the venue mentioned in the notification of the meeting. This notification is made by letter sent to all the members at least one month before the meeting or by any other efficient communication means; it mentions the items of the agenda.

An extraordinary General Assembly can be convened, in the same way, by the Chairman or by the Executive Board if it is considered necessary. It must be convened if at least one third of the active members make the request. Except for an urgent reason decided by the Executive Board and mentioned in the notification, the notification of an extraordinary General Assembly shall be made at least two weeks before the meeting. An extraordinary General Assembly convened urgently can only validly deliberate if at least two thirds of the members are present or represented.

Article 14 – Vote and Representation

Each active member has one vote. It may be represented at the General Assembly by a delegation including a leader who will be the only one entitled to vote. The person(s) representing an active member which has no legal standing must hold a document signed by the person in charge of their organisation, without prejudice to any stricter statutory provisions required by their organisation.

An active member may be represented at the General Assembly by another active member bearer of a special proxy. Each active member, however, can hold one proxy only.

Each associate member may be represented at the General Assembly by a delegate. He has consultative vote.

Article 15 – Decisions

All decisions are made by a simple majority of the votes of those present or represented active members, except for those matters for which the General Assembly shall decide, before discussing the item on the agenda, that a two-third majority is required.

Amendments to the statutes, the dissolution of the association or the exclusion of a member are only adopted if there is a two-third majority of the present or represented votes.

The provisions of the two preceding paragraphs do not prejudice the provision of article 13 *in fine* concerning extraordinary General Assemblies convened in case of emergency.

The General Assembly can only validly deliberate if at least half of its members are present or represented.

In the case of an equal number of votes, the Chairman has a casting vote.

Article 16 - Items of the agenda

The General Assembly may not take a decision on a matter which is not entered on the agenda, unless two thirds of the members are present or represented and if two thirds of the present or represented votes decide to discuss this matter, on grounds of urgency.

Article 17 – Record and Communication

The resolutions taken by the General Assembly are recorded in a register signed by the Chairman and kept by the Secretary General. Each member shall be enabled to consult them, *in loco*, and shall be allowed to take extracts from the register. All members shall be informed by letter or by any other efficient communication means of the decisions made by an ordinary or extraordinary General Assembly.

IV. AMENDMENTS TO THE STATUTES - DISSOLUTION

Article 18

Without prejudice to the articles 50, § 3, 55 and 56 of the abovementioned law on non-profit-making associations, international non-profit-making associations and foundations, any proposal concerning an amendment to the statutes or the dissolution of the association shall emanate from the Executive Board or from at least two thirds of the active members.

The Executive Board shall inform the members of the proposal at least three months before the General Assembly which will decide on the aforesaid proposal and on the proposed amendments.

The General Assembly can only validly deliberate if two thirds of the active members are present or represented.

The amendments to the statutes will only be implemented after having answered the formalities required in article 50 § 3 of the law and after publication in the Appendices to the *Moniteur Belge* according to article 51 § 3 of the law.

The General Assembly which decides on the dissolution of the association will also decide on the procedure of dissolution and winding up of the association. After dissolution, the possibly remaining properties of the association will be assigned to an aim which will be as close as possible to the aims of the present association.

V. MANAGEMENT

Article 19 - Composition of the Executive Board

The General Assembly elects from among its members a Chairman and the members of the Executive Board. It also appoints a Secretary General.

The Executive Board is the administration organ of the association. It consists of the Chairman, the Vice-chairman, the Treasurer and at least two executive members, while limiting the total number to eight persons. The Executive Board determines among its members the duties of Vice-chairman and Treasurer. The Secretary General takes part in the meetings.

Article 20 - Duration of the mandate of the members of the Executive Board

The members of the Executive Board are elected by the General Assembly for four years.

All these persons cease being members of the Executive Board once they are no longer mandated by the organisation which has appointed them as delegates at the General Assembly or as soon as they cease the activities for which they have been elected as members of the Executive Board.

In the event of a vacancy during a mandate, the General Assembly can elect a new member, by a two-third majority of the present or represented votes.

In the event of a decease or resignation of a member of the Executive Board, the organisation giving the mandate must delegate another person for completing the mandate to the end.

The mandate of the members of the Executive Board can be renewed. The Chairman may not have more than two consecutive mandates as Chairman.

The members of the Executive Board can be dismissed by the General Assembly by a two-third majority of the present or represented votes.

All acts concerning the nomination, the revocation and the cessation of functions of administrators, drafted in accordance with the law, are published, at the expenses of the association, in the Appendices to the *Moniteur Belge*.

Article 21 - Meetings of the Executive Board

The Executive Board meets at least once a year at the registered office or at the venue written in the notification of the meeting.

The notification of the meeting shall be by letter sent at least one month before the meeting and, in case of urgency, a telegram, a fax or an e-mail, with acknowledgement of receipt, sent at least three days before the meeting.

A member of the Executive Board can be represented by another member of the Executive Board who can hold one proxy only.

The Executive Board can only validly deliberate if at least half of its members are present or represented.

Article 22 - Competence of the Executive Board

The Executive Board has all the management and administration powers, except for the exclusive powers of the General Assembly such as they are established by article 11.

It can delegate the daily management or some specific management activities to one or several of its members. Furthermore it can, under its own responsibility, entrust one or several persons with specific powers.

Article 23 - Bye-Laws

The Executive Board drafts Bye-Laws within the limits of the legislation and the provisions of the present statutes; and it offers its draft for the approval of the General Assembly.

Article 24 - Deliberations of the Executive Board, Record and Communication

The decisions of the Executive Board are made by simple majority of the present or represented members. In the case of an equal number of votes on any subject, the Chairman has a casting vote.

The deliberations and the decisions of the Executive Board shall be entered in a register and signed by the Chairman and by the Secretary General and kept by the latter, who shall keep it at the disposal of the members for consultation *in loco*.

Article 25 - Signatures

Any act committing the association shall be signed, except in the event of a special proxy, by the Chairman or by two members of the Executive Board, who will not have to provide any justification to third persons of the powers given to them to this end.

Article 26 - Legal actions and Representation

Legal actions involving the association, either presenting or defending, are supervised by the Executive Board represented by its Chairman or by a member appointed by him.

Acts concerning the nomination, the revocation and the cessation of functions of the persons entitled to represent the international non-profit-making association, drafted in accordance with the law, are published, at the expenses of the association, in the Appendices to the *Moniteur Belge*.

VI. BUDGETS AND ACCOUNTS

Article 27 - Social year and Budget

The social year ends on 31 December of each year.

The Executive Board is obliged to submit to the approval of the General Assembly the accounts of the financial year passed since the previous General Assembly and the budgets for the financial year until the next General Assembly. It shall send the accounts and the budgets to the members at least one month before the General Assembly.

Members of the Executive Board are not responsible with their goods for any financial liabilities coming from engagements of the association.

Article 28 - Auditors

The account book and other relevant papers shall be checked, without removing them, by one or more external auditors, designated by the General Assembly, who shall report on their checking to the General Assembly.

VII. GENERAL PROVISIONS

Article 29

- All which is not explicitly regulated in the present statutes shall be regulated in accordance with the provisions of law. The Executive Board decides on the interpretation of the provisions of these statutes. This decision can be appealed to the General Assembly.
- If the law is modified, the imperative provisions shall prevail over the present statutes; the statutes shall prevail over the non imperative provisions.
- An entitled Belgian judge is the only one competent to hear a case concerning a dispute to which the membership of the association or the implementation of the present statutes may lead.

First version established in Strasbourg, October 1995

Recasting in Vilnius, March 2005

Amended (art. 19) in The Hague, October 2007

Amended (art. 2) in Brussels, 20 April 2013

Amended (art. 10 & 19) in Sarajevo, 15 May 2014