

Name: Journalismfund.eu

Legal form: vzw (non-profit organisation under Belgian law)

Seat: 4B Rozenweg, B-1731 Zellik

Business number: 463312580

STATUTES

TITLE I. – Name, seat, purpose, duration

Art. 1. The association carries the name: “Journalismfund.eu”.

Art. 2. The seat of the association is located at 4B Rozenweg, B-1731 Zellik and comes under the district Brussels.

It can but be relocated by the general assembly provided that it observes the rules required for a change of the statutes that are described in these statutes.

Art. 3. The association has as a purpose to keep the memory of Pascal Decroos alive and continue his life’s work, among others by:

- stimulating quality and investigative journalism in Flanders and beyond;
- creating the possibility for young people to develop journalistic talents in practice;
- bringing together people from different corners and layers of society.

It can also undertake any activity that can further this purpose.

In that respect, it can also engage in business affairs, be it in minor fashion and only insofar any revenue is spent on the purpose for which the association was founded.

Art. 4. The association is founded for an indefinite period, yet can be dissolved at any given time.

TITLE II. – Members

Art. 5. The number of members is unlimited, but has to be at least three. The founders are the first effective members. The association can have effective and joined members. Full membership, which includes the right to vote at general assemblies, is only accessible to effective members. Effective members are those whose name is mentioned in the registry of members that is kept at the seat of the association and of which a copy is deposited with the registry of the Chamber of Commerce, as stipulated in art. 26, §1, 3° of the current legislation. In case of changes in the composition of the association, a copy of the registry of members must be deposited within a month after the anniversary of the deposition of the statutes. The judicial stipulations are only applicable to effective members. Joined members are only associated to enjoy the association’s activities. They have no voting rights in the general assembly. The rights and duties of joined members are stipulated in the bylaws.

Art. 6. Any natural person or legal body can join the association if they are accepted by the general assembly at the suggestion of the board of directors. The request for acceptance of a candidate member must be submitted in writing to the chairperson of the board of directors.

Art. 7. The board of directors can, under conditions it stipulates itself, allow other people to join the association as honorary members, tutelary members, supporting or advising members. These are considered non-effective members. Their rights and duties are stipulated in the bylaws.

Art. 8. The maximum member contribution is €1,000.

Art. 9. Each member can leave the association at any time. The resignation must be submitted to the board of directors by registered post.

Art. 10. Resigning or expelled members and their legal successors have no part in the association's assets, and can therefore never claim restitution or compensation for deposited contributions.

TITLE III. – The board of directors

Art. 11. The association is governed by a board of directors of at least three members who either are or are not a member of the association. If the general assembly consists of only three members, the board of directors consists of only two. In any case, the number of board members must always be lower than the number of members of the general assembly.

Art. 12. Members of the board of directors are appointed for an indefinite period.

Art. 13. The members of the board of directors are appointed by the general assembly and can be suspended by it at any time. A member of the board of directors who resigns voluntarily must notify the board of directors in writing. The members of the board of directors carry out their mandate for free.

Art. 14. Appointment, re-election, resignation and suspension of the board members are announced in the annexes of the Belgian Bulletin of Acts after the deposition (by certificate), within a month after the decision.

Art. 15. If, by voluntary resignation, suspension or any other reason, the number of board members has regressed, then the other board members remain in function until their replacement is seen to.

The board of directors convenes by the chairperson or by two board members. The meetings of the board of directors are presided by the chairperson. In case they are otherwise engaged or absent, the meeting is presided by the oldest of the board members present.

Art. 16. The board of directors practices its authority as a board. It can only take valid decisions if the majority of board members is present. Decisions are taken by regular majority. In case of equality of votes, the chairperson or the person replacing them has the casting vote.

Art. 17. Minutes are made of each meeting, which are signed by the chairperson and the secretary and which are recorded in an assigned register. The excerpts that have to be submitted and all other acts are signed legitimately by the chairperson and the secretary. In their absence, two other board members can sign these documents legitimately.

Art. 18. The board of directors manages the association's affairs and represents it in and outside of law. It is responsible for all matters, except those explicitly reserved by law for the general assembly. It acts as plaintiff and defendant in all lawsuits, and decides on whether or not to take recourse to legal remedies.

The board of directors appoints and suspends the members of staff and determines their salary.

The board of directors can transfer its authority for certain actions and tasks to one of its members or even, if authorised by the general assembly, to a daily board or another person who may or may not be a member of the association.

The board of directors issues all bylaws it deems necessary and useful.

The board of directors can, if it deems it necessary, appoint an executive board member or director who is charged with the day-to-day management. This person takes care of the affairs in hand and the day-to-day correspondence and signs legitimately on behalf of the association viz-à-viz the Board of Postal Checks, public and private banking institutions and other institutions.

Art. 19. Board members operating on behalf of the association should not give any sign of decision or authorisation viz-à-viz third parties.

TITLE IV. – General assembly

Art. 20. The general assembly consist of all effective members, and is presided by the chairperson of the board of directors, or by the oldest of the board members present.

At the general assembly, a member can be represented by another member. Each member can, however, only represent one other member. Each member has just one vote at the general assembly.

Art. 21. The general assembly is exclusively authorised to:

- change the statutes,
- appoint and suspend board members,
- appoint and suspend commissioners and deciding their salary if a salary is allocated,
- acquit board members and commissioners,
- approve the budget and the financial report,
- act in case of the voluntary dissolution of the association,
- appoint and suspend a member of the association,
- changing the association to an organisation with a social purpose,
- act in all cases required by the statutes.

Art. 22. The general assembly is legitimately convened by the board of directors or by the chairperson whenever the purpose of the association requires.

It has to convene at least once a year in order to approve the financial reports of the previous and the budget for the coming year.

Art. 23. The general assembly takes place as soon as possible after the closing of the year.

Art. 24. The board of directors is obliged to convene the general assembly when one fifth of the effective members submits a request for it to the board of directors, which needs to be done in writing and needs to contain the agenda points at hand. In that case the board of directors is obliged to convene the general assembly within fifteen working days with the agenda containing the requested agenda points.

Art. 25. The summons for the general assembly have to be signed by the chairperson or two board members in order to be valid. All effective members must be summoned by regular or registered mail, at least eight working days before the meeting.

Art. 26. The summoning letter, which states the venue, day and hour of the meeting, contains the agenda, set by the board of directors. Each topic proposed in writing by one twentieth of the effective members, also has to be included on the agenda. This topic must of course be signed by one twentieth of the members and must be submitted to the chairperson of the board of directors at least two working days before the meeting. Topics that are not on the agenda can in no way be discussed.

Art. 27. Normally, decisions are taken by regular majority of all votes present and represented. In case of a tie, the chairperson or the person presiding the meeting at that moment has the casting vote.

Art. 28. A change of the statutes can be decided on only if the change in question is mentioned in detail on the agenda, and if two thirds of the effective members are present or represented. If this number is not reached, a second meeting can be convened, as determined by the statutes, where a valid decision can be taken regardless of the number of members present. The second meeting cannot take place within fifteen days after the first meeting. For each change of the statutes, a two thirds majority of present or represented votes is required, also at the second meeting. A change of the purpose of the association can be decided on only by a four fifths majority of the votes. The changes and completely coordinated statutes of each change in the statutes will be deposited with the registry of the Chamber of Commerce. Within 30 days after the deposition, the change needs to be announced (by certificate) in the annexes of the Belgian Bulletin of Acts.

Art. 29. In case of voluntary dissolution of the association, the same rules apply as for a change of the purpose of the association.

Art. 30. A two thirds majority of votes is required to suspend a member. In case of suspension of a member, this point must be included on the agenda and the member in question needs to be invited in order to be able to defend themselves.

Art. 31. Minutes are made of each meeting, which are signed by the chairperson and the secretary and which are recorded in an assigned register. This register can be consulted at the seat of the association by members and concerned third parties. Excerpts of the minutes are signed legitimately by the chairperson and the secretary or by two other board members, or in absence thereof, by two members of the general assembly.

TITLE V. – Accounts and budgets

Art. 32. The association's financial year runs from 1st January to 31st December. The board of directors closes the previous financial year and prepares the budget for the coming financial year. Both are submitted to the general assembly for approval.

TITLE VI. – Dissolution and settlement

Art. 33. Except in cases of juridical dissolution and legal dissolution, only the general assembly can decide for the association to be dissolved if two thirds of the members are present or represented and a four fifths majority agrees on voluntary dissolution of the association. The proposal for voluntary dissolution of the association must be mentioned explicitly on the general assembly agenda.

If less than two thirds of the members are present or represented at this general assembly, a second general assembly has to be convened, which discusses and decides regardless of the number of present or represented members but only if a four fifths majority agrees to dissolve the association voluntarily.

In case of voluntary dissolution, the general assembly, or in case of lack thereof, the court, appoints one or more liquidators. It also determines their jurisdiction and the conditions of the settlement.

The association's assets will, after settlement of its liabilities, be transferred to an association with a similar purpose.

The dissolution decision, the appointment of the liquidators and the termination of their duties will be deposited with the registry of the Chamber of Commerce. Within 30 days after the deposition, the dissolution decision, the appointment of the liquidators and the termination of their duties have to be announced in the Belgian Bulletin of Acts by excerpt.

Art. 34. For everything that is not anticipated or dealt with in these statutes, the law of 27 June 1921 amended by the law of 2 May 2002 applies.

In Brussels, 27 January 2013

Paul Decroos
Chairman

Rober Heirbaut
Secretary

Ides Debruyne
Managing Director