

# CONSTITUTION

Enacted October 19<sup>th</sup>, 2011

## **TITLE I - NAME – SEAT – DURATION – OBJECT**

### **Article 1 - Name**

The name of this organisation shall be European Pride Organisers Association (EPOA) aisbl.

The name can be used as a whole or abbreviated.

The organisation has the constitution of an international not-for-profit organisation, according to the Belgian law of June 27<sup>th</sup>, 1921 and its further amendments.

All official documents, invoices, advertisements, publications and other documents produced by the international not-for-profit organisation to whom this legal status has been granted, should state the name of the organisation with before or after the mention “association internationale sans but lucrative” or the abbreviation “AISBL” as well as its address.

### **Article 2 – Seat**

The seat has been established at Rue du Marché au Charbon 42, judicial district of Brussels. The seat can be transferred to any other place in Belgium, by simple decision of the Board published in the Belgian State Gazette within the month of the address change.

### **Article 3 – Duration**

The duration of the organisation is indefinite.

### **Article 4 – Object – Activitie**

The purpose of the Association shall be:

- To empower and support local and national pride organisations in their efforts to plan and promote pride celebrations.
- To reduce public prejudices against gays, lesbians, bisexuals, transgenders and people living with HIV/AIDS and to counter discrimination against these groups.
- To promote Human Rights, diversity and equality of all sexual orientations and gender identities/expressions.
- To promote lesbian, gay, bisexual and transgender self-awareness and pride on a pan-European level.
- To facilitate networking and sharing of information and skills amongst members

This purpose shall be achieved by:

- Hosting annual conference(s) to educate and network.
- Producing printed material and a website to inform the public about the goals of EPOA, its members, pride events in particular and to educate and lobby in favour of gays, lesbians, bisexuals and transgenders in general.
- Licensing a common European Pride event (EuroPride) and taking part in events or activities to promote, empower, educate, support, lobby and network for pride events or EPOA itself.
- Maintaining databases of members, media, political institutions, companies and any other organisations to further the promotional, educational, political and supportive tasks of EPOA and establishing an archive.
- Raising funds from private as well as public sources (such as dues, donations, sponsorship, grants, services, etc.) to finance these tasks.

The organisation will look to obtain its objectives with all means necessary as it sees fit, such as producing rules & regulations, conclude agreements or conventions, take decisions or adopt specific programs.

The organisation can accomplish all its actions by referring directly or indirectly to the realization of the goals mentioned above, and is specifically entitled, within the limits of the law, to exercise secondary profitable commercial activities of which the income will be used completely towards the execution or fulfilment of said goals.

## **TITLE II – Members**

### **Article 5 - Full Membership**

Full members to the organisation can be either physical or legal persons, which have been made aware of the actual constitution and the legal conditions linked to a not-for-profit organisation.

The full members are:

- 1/ The founders
- 2/ Any Pride Organization who within the 18-month period prior to the AGM has organized a Pride Event shall be eligible for full membership.

Upon submitting a membership request and accounting for their dues in accordance with article eleven it shall be admitted as a member.

No Pride Organization shall be denied membership as long as they are not in conflict with the Universal Declaration on Human Rights, and that the Pride Organisation subscribes to the aims of EPOA as contained herein (Article 2)

The Board shall decide on membership requests. Any decision reached by the Board for or against the acceptance of Full Members shall be subject to review by the next AGM.

Full members have the right to vote during the General Assembly, with exception of what is mentioned further.

### **Article 6 - Associate Membership**

Any organization and/or individual, which do not qualify for full membership, may apply for associate membership. The Board may admit to associate (non-voting) membership such organizations. The Board does not have to give reasons for declining such Associate Membership. Any decision reached by the Board for or against the acceptance of Associate Members shall be subject to review by the next AGM. Associate Members can carry proxy votes and have the same obligations as a full member in accordance with (see article 16).

### **Article 7 – Resignation**

Full and Associate Members are free to resign from the organization by sending in their resignation by registered mail to the board. Resignation is only possible at the end of each calendar month. Is also considered resigning, members not paying their membership fee within the 3 months following the reminder, sent by registered mail. All members, both full and associate, stop being a member of the organization by cause of death, dissolution, failure or legal settlement.

### **Article 8 – Suspension**

The Board may strike a member from the membership roster if the member is past due its membership fees by more then 3 months and the member has not paid its past dues within two months after receiving a written reminder. The reminder shall contain an explicit statement that the striking from the membership roster is imminent.

### **Article 9 – Exclusion**

A member who has gravely acted against the interests of the Association or gravely damaged the Association may be removed as a member of the Association by a decision of the Board. Before such a decision of removal is made, the member in question has to be heard in person or in writing. The member can appeal the decision of removal within a month of receiving the decision. The appeal has to be in writing and must be directed to the Board. The appeal suspends the removal. The AGM shall decide on the appeal with a simple majority.

### **Article 10 – Full Members Register**

At the seat of the organization or at any other venue, the Board will keep a register of all Full Members. This register will contain the organisation's name, address and contact details, as well as decision dates of admission, resignation, suspension or exclusion. The Board can also chose to establish a register for Associate Members.

### **TITLE III – MEMBERSHIP FEES**

#### **Article 11 – Membership Fees**

The Annual General Assembly determines the structure and the amounts of the membership fees, which can be different depending on the type of member or whether it concerns a physical or moral person. Membership fees are payable on a yearly basis at the beginning of each fiscal year. The Board may decide on reductions, waivers, postponements and late fees of said membership fees.

### **TITLE IV – GENERAL MEETING**

#### **Article 12 – Composition**

The General Meeting is composed of all Full Members.

#### **Article 13 – Duties**

The AGM possesses the powers that are specifically assigned by either law or as presented in this constitution.

Belong to its duties:

- a) Receiving the report of the Board and approving such report
- b) Receiving the report of the auditor
- c) Approving a budget for the next fiscal year
- d) Election of the Board
- e) Appointment of the Auditor
- f) Decisions on the membership dues structure of the Association
- g) Review of the acceptance of New Members and decisions on appeals to declined membership applications as well as final decisions on removals of members
- h) Passing of resolutions
- i) Changes to the constitution of the organization
- j) Decisions on the dissolution of the organization
- k) Decisions on or approval of the By-Laws or the Rules of Procedure of the organization

#### **Article 14 – Meetings**

The ordinary General Meeting shall be held at least once each calendar year, at the seat of the organisation or any other venue as specified in the invitation.

The Board can call for an extra-ordinary General Meeting when it deems necessary.

An Extra-ordinary General Meeting shall be called immediately each time the interests of the Association are at stake, by specifying its motivation or when one quarter of all members request such a Meeting in writing and with the specific reason for such a meeting.

This meeting should be announced as soon as possible and the proposed reasons/points have to appear on the agenda of said meeting.

The extra-ordinary Annual General Meetings will be held at the day, time and venue as mentioned in the official invitation.

The invitation must be sent out to the members at least four (4) weeks prior to the meeting.

#### **Article 15 – Invitation**

The invitations are addressed to each Full Member by regular mail, by email or by fax, at the latest 4 weeks before the meeting and will contain the meeting agenda.

#### **Article 16 – Representation – Voting rights**

There shall be no proxy voting with the following exception: Associate members whose membership primarily consists of Pride Organisations (Pride Networks) shall be entitled to carry a proxy for these full member organisations and represent them at the AGM. The total number of proxies carried by one Associate member shall be limited to five. No Associate member shall be entitled to a vote on its own behalf.

Each member present or represented whose outstanding contributions have not exceeded three months will have a vote. The other members are not allowed to vote but are entitled to be present, to speak and to make proposals.

#### **Article 17 – Quorum – Deliberations – Meeting Minutes**

The General Assembly may only deliberate on the items on the agenda.

If all members are present or represented and they all agree, the assembly may deliberate validly on the items on the agenda with the exception of decisions for which a majority is required by law or by this constitution.

Except for situations provided by law or by this constitution, the Assembly shall be valid if at least a majority of members are present or represented, by a majority vote.

Decisions on amendments to the constitution, Board resignation and dissolution of the association require two-thirds vote of the members present or represented.

Changes to the Constitution required by the regulatory judicial or tax authorities for formal or legal reasons may be made by the Board to ensure compliance with the relevant laws. The Board has to inform the Members about such changes no later than at the AGM following such changes. All other proposals to change the Constitution, to remove the Board before the end of the term or the dissolution of the Association may only be passed if the membership was informed about this motion no later than with the invitation to the AGM.

All votes are open unless otherwise specified in the By-laws. Abstention shall not count as cast votes.

The decisions of the General Assembly are recorded in a register of minutes signed by the president or a board member and the secretary of the Board.

This register is kept at the seat of the organization where all the active members can consult it without moving the registry.

The secretary of the board signs copies or extracts of such minutes.

The resolutions of general meetings, which are of particular interest to all members, are brought to their attention by circular letter. The resolutions of interest to them provided by third extract.

## **TITLE V – ADMINISTRATION – CONTROL**

### **Article 18 – The Board of Directors or Board**

The association is managed by a board of directors composed of minimum 3 and maximum 9 board members, A Board member is elected by the AGM for the duration of two years by simple majority vote and can also be revoked by said AGM.

Re-election of board members is possible. The mandate of exiting, non re-elected, board members will seize immediately at the end of the AGM.

The mandate of a board member will be ended immediately, if the member organisation, to which the board member belongs, loses its status of Full Member for whatever reason.

If a member of the Board resigns or is removed during their term, the Board may appoint a substitute Board member.

The mandate of a board member is not paid.

### **Article 19 – Duties**

The Board has the broadest powers for the administration and management of the association. In addition, the Board shall exercise all powers not expressly reserved to the General Assembly by law or this constitution.

The by-laws may specify special duties for individual board members and further regulate the composition, election, replacement, meetings, terms and internal matters of the Board.

### **Article 20 – Daily Management**

The Board may confer the daily management of the affairs of the association, as well as the representation of the association regarding the management, to any person holding the title of delegate of daily management.

If the daily administration and its representation are delegated to an administrator, this person will be named Managing Director.

### **Article 21 – Control**

If necessary and in any case where required by law, the association will confine the control of the finances of the association, the annual accounts and the regularity of transactions be reported in these accounts, to one or more Auditors for one year by the General Assembly.

The Auditor shall report to the AGM about the audit and shall only be responsible to the AGM. The Auditor must not belong to the Board or any other Body appointed by the Board. The Auditor shall not be liable to execute any orders of the Board in any manner.

Exiting Auditors can be re-elected.

#### **Article 22 – Legal representation**

Two directors acting jointly properly represent the association in court or elsewhere. Within the daily management, the delegate of daily management or managing director validly represents the association.

### **TITLE VI – FINANCIAL YEAR – DISSOLUTION**

#### **Article 23 – Financial year**

The financial year starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

The accounts for the financial year and the budget for the following year are subject to annual approval by the Annual General Meeting. They are deposited with the Registrar of the Commercial Court and, where appropriate, to the National Bank in accordance with legal provisions.

#### **Article 24 – Dissolution – Liquidation**

In case of dissolution of the association, the General Assembly appoints the liquidator, shall determine their powers and indicates the assignment to give the net assets of the association's assets.

This assignment must be made in favour of a disinterested purpose.

All decisions relating to the dissolution, the terms of the liquidation, the appointment and termination of appointment of liquidator (s) at the close of the liquidation, and the allocation of net assets, are filed at the Registry of the Commercial Court and published in the Annexes to the Belgian Official Gazette, in accordance with legal provisions.

### **TITLE VII – GENERAL PROVISIONS**

#### **Article 25 – By-laws**

The AGM shall pass By-Laws by a simple majority of the votes cast that further specify the rules of operation of the organisation, including but not limited to the conduct of meetings, setting up special duties for board members and further regulate the composition, election, replacement, meetings, term and internal matters of the Board or the AGM of the Association. The By-Laws shall be in accordance with this Constitution.

#### **Article 26 – Common law**

For anything not covered in these articles, it is referred to the legal provisions in the Belgian law.