

STATUTES OF EFVET AISBL

AS AMENDED ON 28 OCTOBER 2021

PART I – NAME – REGISTERED OFFICE – PURPOSE

Article 1. Name

An international non-profit association (AISBL) organized under Belgian law is hereby incorporated. Its name is “**European Forum of Technical and Vocational Education and Training**”, abbreviated “**EFVET**” (hereinafter “**the Association**”). EFVET is governed by the provisions of the Companies and Associations Code applicable to international non-profit associations.

The Association is incorporated for an unlimited period of time.

Article 2. Registered office

The registered office of the Association is established at Rue d’Arlon 40, 1000 Brussels (Brussels-Capital Region).

The registered office can be transferred by a decision of the Board of EFVET to be published in the Annexes to the Belgian Official Gazette, with due regard to the legal provisions in force with respect to the use of languages. In such case, the Board of EFVET is entitled to establish the coordinated version of the Statutes and publish it in the Annexes to the Belgian Official Gazette.

Administrative bases may be created, in Belgium or abroad, by a decision of the Board of EFVET.

Article 3. Purpose – Activities

The Association is a pan-European organisation created by and for schools and higher education and technical and vocational training institutes (VET). The Association’s objectives are to build a pan-European network of institutions and professionals in order:

- to promote quality and innovation in technical and vocational training and education throughout Europe;
- to deepen the collaboration, the mutual cooperation and the sharing of best practices between institutes in different countries;
- to give the institutes a platform from which they can influence European VET policy.

As part of this mission, the short-term objectives of the EFVET will be published in the form of annual programmes and strategic plans drafted by the Board of EFVET.

PART II – MEMBERS

Article 4. Members

The membership of EfVET shall consist of full members, associate members and honorary members, hereinafter referred to as "the members".

Full members shall consist of:

- (i) organizations which:
 - a. are actively involved in vocational and/or technical training and education sector; and
 - b. are based in a Member State of the Council of Europe.

Full members shall have the rights and obligations described in the Statutes, and, in particular:

- (i) shall have to pay their membership fees and any other financial obligations, set by the General Assembly on proposal from the Board of EfVET;
- (ii) shall have voting rights in the General Assembly.

Associate members shall consist of:

- (i) Organisations / companies:
 - a. which are actively involved in vocational and/or technical training and education sector but are not based in a Member State of the Council of Europe or;
 - b. which are interested to work with co-operation with VET sector.

Associate Members shall have the rights and obligations described in the Statutes, and, in particular:

- (i) shall have to pay their membership fees and any other financial obligations, set by the General Assembly on proposal from the Board of EfVET;
- (ii) shall be convened to the General Assembly but have no voting rights in the General Assembly. They are not taken into account in the attendance quorum but may voice their opinion in an advisory capacity.

A person may be appointed as an honorary member if he/she meets the following criterion:

- (i) Any citizen who has distinguished him/herself in the field of VET.

Honorary Members shall have the rights and obligations described in the Statutes, and, in particular:

- (i) shall not have to pay any membership fees or any other financial obligations, set by the General Assembly on proposal from the Board of EfVET;
- (ii) shall be convened to the General Assembly but have no voting rights in the General Assembly. They are not taken into account in the attendance quorum but may voice their opinion in an advisory capacity.

Article 5. Admission, resignation, expulsion, and suspension of members

A. Admission of members

Applications for membership shall be addressed to the Board of EfVET. The application shall specify the requested membership category.

The Board of EfVET approves the applications of candidate members.

The Board of EfVET shall inform the applicant of the decision taken.

There is no provision for appeal against the decision. The reasons for refusal need not be stated.

Honorary members are appointed by the General Assembly on the proposal of the Board of EfVET.

B. Resignation, expulsion, and suspension of members

Members are free to withdraw from the Association at any time. Their resignation shall be sent by registered letter to the Board of EfVET. Any request for withdrawal must be submitted before 1st October of the year preceding the year of resignation. The resignation becomes effective on the last day of the year of resignation. Resigning members shall remain liable for all their outstanding financial obligations until the end of the year of resignation.

In addition, any member failing to pay its membership fee and dues within one month upon receipt of the reminder sent by registered letter, shall be deemed as having resigned as of the end of this period of one month. However, this member shall remain liable for all its outstanding financial obligations until the end of the next financial year.

To the full extent permitted by law, membership automatically ends in the case of bankruptcy, arrangement with creditors, winding up or any similar situation. However, the member shall remain liable for its financial obligations vis-à-vis the Association until the end of the financial year during which the membership ends.

The Board of EfVET may expel any full member who (i) fails to meet the criteria for membership, (ii) fails to fulfil its duties under the Statutes and/or the Internal Regulations, (iii) acts in a manner which is seriously injurious to the interests of the Association, (iv) acts contrarily to the common values and ethics of the Association, and/or (v) does not abide with the decisions of the bodies of the Association.

The full member will be invited to present its defence before any decision is taken by the Board of EfVET.

The decision:

- (i) shall be taken with a majority of two-thirds of the votes cast;
- (ii) shall set forth in writing the grounds described under paragraph 3 (i) to (v) above on which the expulsion is based;
- (iii) shall come into force upon a decision by the Board of EfVET;
- (iv) shall be immediately notified to the expelled member by the Board of EfVET;
- (v) shall be final and may not be appealed.

The Board of EfVET may suspend, until further decision, full members guilty of breaches to the provisions of paragraph 4 (i) to (v) above.

Associate members may be suspended or expelled by a decision of the Board of EfVET, to be taken by a simple majority of the votes cast, for failure to pay membership fees or any other reason that the Board of EfVET in its sole discretion shall determine to be sufficient. The member will be invited to present its defence before any decision is taken by the Board of EfVET. Any such decision by the Board of EfVET shall be final and may not be appealed.

Honorary members may be suspended or expelled only by the decision of General Assembly.

Honorary members can be expelled if they:

- (i) act in a manner which is seriously injurious to the interests of the Association;
- (ii) act contrarily to the common values and ethics of the Association; and/or
- (iii) do not abide with the decisions of the bodies of the Association.

Expelled members shall remain liable for all their outstanding financial obligations until the end of the next financial year.

A member who has resigned, is considered as having resigned or has been expelled, shall have no claim against the assets of the Association.

PART III – NATIONAL BOARD

Article 5 bis. National board

Each country who has members has to have a national structure which is called National board.

PART IV – THE GENERAL ASSEMBLY

Article 6. Composition

All members are convened to the General Assembly.

Third parties may be invited to attend a meeting of the General Assembly as observers, on proposal of the Board of EfVET.

Article 7. Powers

The following powers are restrictively reserved to the General Assembly:

- a) approval of the annual accounts, audit report and the budget (including the membership fees);
- b) approval of the strategy, standard operating procedures and work plan of the Association;
- c) admission and expulsion of honorary members;
- d) appointment (upon proposal from the National Boards, as foreseen in the Internal Regulations), dismissal and discharge of the Board of EfVET members and, as the case may be, determination of their remuneration;
- e) appointment, dismissal and discharge of the statutory auditors and determination of their remuneration;
- f) adoption of the Internal Regulations and amendments to the Internal Regulations;
- g) amendments to the Statutes;
- h) dissolution and liquidation of the Association;
- i) any other power reserved to the General Assembly by law or by the Statutes.

Article 8. Meetings and notices

The President shall convene the General Assembly at his/her own initiative or at the request of one-fifth of the Association's full members.

The notice shall be sent at least 21 calendar days prior to the meeting and shall contain the agenda and the annexes. The notice period of at least 21 calendar days may be shortened in the case of urgency duly justified.

The General Assembly shall meet at least once a year under the chairmanship of the President. One of those meetings must coincide with the annual international conference and is referred to as the "Annual General Assembly".

Article 9. Representation

If a member is prevented from attending the meeting of the General Assembly, it may grant a proxy (i) to any other member or (ii) to a third party of its choice, to cast the vote in the name and on behalf of the member. Any proxy holder may hold ten proxies at most.

If requested in the notice calling the meeting, proxies must be submitted in writing to the President prior to the meeting.

Article 10. Proceedings

The General Assembly shall consist of all members. At any General Assembly, each full member shall have one vote.

At each General Assembly meeting, the President, or in his absence, any Vice-President designated by the President or the Board of EfVET shall act as chairman of the meeting. The Secretary to the Board or, if he/she shall be absent, the person whom the President shall appoint to such duties shall act as secretary to the Board of such meeting.

Unless otherwise provided for in the law or in the Statutes, the decisions of the General Assembly shall only be valid if the majority of the members entitled to vote are present or validly represented. If the quorum is not met, a second meeting needs to be called, with a minimum convening period of 15 calendar days. The second meeting shall legitimately deliberate and decide, on the basis of the same agenda as of the first meeting, irrespective of the number of members (entitled to vote) present or validly represented.

Unless otherwise provided for in the law or in the Statutes, decisions of the General Assembly shall be taken by a simple majority of the votes cast. In the event of a tied vote, the proposal shall be rejected.

All voting procedures shall be oral. However, the President may decide that a vote must be conducted electronically. The President may decide as well that a vote must be conducted in writing. Votes shall then be cast on signed, sealed ballot slips. Decisions may also be reached by acclamation, unless one member holding the right to vote insists on recourse to the individual vote.

Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

The decisions taken by the General Assembly shall be recorded in minutes, which shall be sent to all members within thirty days after the meeting. The minutes shall be signed by the President. The minutes shall be kept at the registered office.

The meetings of the General Assembly can also be validly held by conference call, videoconference or web-conference.

Decisions of the General Assembly may be taken by written resolutions provided that each full member has been informed at least 21 calendar days in advance of the decisions to be taken. Replies have to be given within these 21 days. The absence of a reply within this period will be considered as an approval of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

PART V – THE BOARD OF EFVET

Article 11. Composition

The Association is managed by the Board of EfVET.

The Board of EfVET shall be composed of a minimum of 3 Board of EfVET members.

The Board of EfVET shall be composed of representatives (natural persons) of full members, appointed by the General Assembly, upon proposal from the National Boards. National boards will suggest the one person to be elected, as foreseen in the Internal Regulations.

Unless specifically decided otherwise by the General Assembly, the term of office of the members of the Board of EfVET shall be three years, renewable. It shall take effect at the end of the meeting of the General Assembly having appointed them, unless otherwise provided.

Unless specifically decided otherwise by the General Assembly, the mandate of Board of EfVET member is not remunerated.

The General Assembly may dismiss Board of EfVET members at all times. Any Board of EfVET member wishing to resign must send a written notice of his/her resignation to the President.

In the event that a vacancy occurs (including as a result of a resignation), a new Board of EfVET member may be appointed by the Board of EfVET.

The term of office of the new Board of EfVET member shall expire at the same time as the term of the replaced Board of EfVET member. The confirmation of the appointment of the new Board of EfVET member is submitted for approval, either by the General Assembly at its forthcoming meeting, or by written resolutions of the members.

The Board of EfVET may decide to admit third parties to the meetings of the Board of EfVET, who are called "experts". They may voice their opinion, but do not have the right to vote. Experts will be submitted to the same confidentiality obligations as the Board of EfVET members and may be dismissed by the Board of EfVET at all times.

Article 12. Powers

The Board of EfVET has all powers, except those that are reserved by law or the Statutes to the General Assembly.

The Board of EfVET may delegate, under its responsibility, a part of its powers for specific purposes to the Executive Management Team or a Board of EfVET member or any third party.

Article 13. Meetings

The Board of EfVET shall meet at least twice a year. One of those meetings must coincide with the annual international conference.

The President shall convene the Board of EfVET on his/her own initiative or on request of one-fourth of the Board of EfVET members.

The notice shall be sent to all Board of EfVET members at least 21 calendar days prior to the meeting and shall contain the agenda and the annexes. The notice period may be shortened in the case of urgency duly justified.

For each Board of EfVET meeting, the Board of EfVET will select a chairperson who is moderating the meeting.

The Secretary to the Board or, if he/she shall be absent, the person whom the Board of EfVET shall appoint to such duties shall act as secretary to the Board of such meeting.

Article 14. Representation

A Board of EfVET member prevented from attending a Board of EfVET meeting may confer a proxy to another Board of EfVET member, the number of proxies held by a proxy holder being limited to one. If requested in the notice calling the meeting, the proxies must be submitted in writing to the President prior to the meeting.

Article 15. Proceedings

The decisions of the Board of EfVET are valid irrespective of the number of Board of EfVET members that are present or validly represented.

Each Board of EfVET member has one vote. Decisions of the Board of EfVET shall be taken by a simple majority of the votes cast.

Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

In the event of a tied vote, the person chairing the meeting shall have the casting vote.

All voting procedures shall be oral. However, the President may decide that a vote must be conducted electronically. The President may decide as well that a vote must be conducted in writing. Votes shall then be cast on signed, sealed ballot slips. Decisions may also be reached by acclamation, unless one Board of EfVET member insists on recourse to the individual vote.

Items which are not on the agenda may not be discussed unless all Board of EfVET members are present or duly represented and there is unanimous decision of the Board of EfVET to discuss such items.

The meetings of the Board of EfVET can also be validly held by conference call, videoconference or web-conference.

The decisions taken by the Board of EfVET shall be recorded in minutes, which shall be sent to all Board of EfVET members after the meeting. The minutes shall be signed by the person chairing the meeting and shall be kept at the registered office.

Decisions of the Board of EfVET may be taken by written resolutions provided that each Board of EfVET member has been informed at least 21 calendar days in advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

Article 16. Executive Management Team and Executive Director

1. The Board of EfVET appoints and dismisses a President, one or several Vice-President(s), a Treasurer and a Secretary. They are appointed for a period of 3 years, taking effect at the end of the meeting of the Board of EfVET having appointed them, unless otherwise provided for by the Board of EfVET. Their mandates are not remunerated and are renewable.

If a member of the Board of EfVET is elected to Executive Management Team, the other person from the same country must be elected to the Board of EfVET.

If there is no other person from the country who could be elected, then the country cannot be represented in the Board of EfVET.

2. The President, the Vice-President(s), the Treasurer and the Secretary, together with any other person designated by the Board of EfVET in accordance with the Internal Regulations, shall jointly form the Executive Management Team.

3. Under the authority of the Board of EfVET, the Executive Management Team ensures the implementation of the policies and the other decisions taken by the Board of EfVET. The Executive Management Team advises and guides the Board of EfVET in its decisions.

The Executive Management Team reports to the Board of EfVET on the different aspects of management every quarter.

4. The Board of EfVET shall determine the role and responsibilities of the Executive Management Team, the rules and responsibilities related to its composition and its operating procedures, in accordance with the rules laid down in the Internal Regulations.

Members of the Executive Management Team may at all times be suspended and dismissed by the Board of EfVET. A suspension ends if there has been no decision in favor of dismissal within three months.

The Board of EfVET can hire needed personnel to carry out operational tasks for EfVET.

The Board of EfVET can delegate limited powers to hired personnel by its decision.

The President is the figure head of the organisation. Her/His roles responsibilities are determined by the Internal regulation. He must be actively informed (needs to have an overview) of the operational component of the organisation. President has to interact regularly with the Executive team.

The Vice-Presidents are responsible to fulfill the tasks which EfVET strategy describes. They can also have other tasks.

The Secretary to the Board is responsible to preparing and documenting the official EfVET meetings. All other tasks are described in Internal Regulations.

Treasurer is responsible in close cooperation with the President and the Executive Director, of the financial management of the Association.

All other tasks of the officers are described in Internal Regulations.

5. An Executive Director may be appointed by the Board of EfVET. The Executive Director may at all times be dismissed by the Board of EfVET.

He/she shall be entrusted with the daily management of the Association and be accountable for the implementation of all the decisions taken by the different bodies of the Association.

The Executive Director may delegate, under his/her responsibility, a part of his/her powers for specific purposes to a third party.

Article 17. Representation

The Association shall be validly represented with respect to all acts, including court proceedings, by the President acting alone, a Vice-President acting alone, or by two Board of EfVET members acting jointly, who shall not be obliged to offer proof to third parties of a prior decision of the Board of EfVET.

The President or the Vice-President may delegate the whole or part of his/her representation powers to any third party specially appointed for this purpose.

The Executive Director shall individually represent the Association with respect to all acts of daily management and also in court proceedings within the limits of daily management, and shall not be obliged to offer proof to third parties of a prior decision of the Board of EfVET.

The Association is also validly represented by an attorney-in-fact, within the limits of his/her power-of-attorney.

Article 18. Committees

The Board of EfVET has the right to set up committees.

Committees shall have an advisory role to the Board of EfVET but no representational powers. The composition, role and operating procedures of the committees shall be determined in accordance with the rules laid down in the Internal Regulations.

PART VI – FINANCES, MEMBERSHIP FEES AND BUSINESS YEAR

Article 19. Finances

The Association may secure its financing by:

- (i) the payment of membership fees;
- (ii) the remuneration of any service rendered by the Association to its members or third parties;

- (iii) the payment of royalties for the use of intellectual property rights owned by the Association;
- (iv) corporate sponsorship;
- (v) any other form of authorized financial resource.

The Board of EfVET shall approve the financial report accounting for the Association's income and expenditure.

At the Annual General Assembly, the Executive Management Team shall present an annual management report for the previous year, and the Treasurer shall present to the General Assembly a balance sheet indicating the Association's income and expenditure, accompanied by an explanation provided by a certified public accountant.

A full member of AGM will have a role of internal auditor to check finance of EfVET before AGM meeting.

Article 20. Membership fees and other financial resources

The Association's revenue shall be made up from the members' fees and any other legal sources of income. The fees of each of the members may be regrouped per category. They are prepared by the Board of EfVET on an annual basis and submitted for approval to the General Assembly.

The membership fee established on an annual basis may be complemented by a special fee targeted to a specific project and on the basis of a vote carried out in the Board of EfVET and confirmed by the General Assembly.

Membership fees and other dues shall be paid within the deadlines set by the Board of EfVET.

Any payment made by a member may, without prior notice, be allocated by the Association to the earliest outstanding debt incurred by this member.

If a member fails to pay the penalty for overdue payment despite a formal request, the Board of EfVET may decide that the Association will cease to provide services to that member until the penalty is paid in full.

Article 21. Business year

The Association's business year shall begin on the first of January and end on the thirty-first of December each year.

PART VII – AMENDMENTS TO THE STATUTES AND WINDING-UP OF THE ASSOCIATION

Article 22. Amendments to the Statutes and winding-up of the Association

Any proposal, the aim of which is an amendment to the Statutes or the winding up of the Association shall be approved by the General Assembly.

The General Assembly which is to make a decision about the aforesaid proposal must be convened at least one month in advance.

No decision shall be carried unless approved by a two thirds majority of the votes cast.

Moreover, the decision of the General Assembly will only be valid if at least two thirds of the Members entitled to vote are present or represented. If the quorum is not met, a second meeting needs to be called, with a minimum convening period of 15 calendar days. The second meeting shall legitimately deliberate and decide, on the basis of the same agenda as of the first meeting, irrespective of the number of Members (entitled to vote) present or validly represented.

The General Assembly shall decide under the same conditions on the winding-up of the Association.

The General Assembly shall appoint the liquidator(s) and lay down their powers and wages.

Following the liquidation, the net assets shall be allocated to a non-profit purpose. The General Assembly shall decide on the net assets allocation in accordance with the Association's aim.

The decision to wind up the Association and to appoint the liquidator(s) must be published in the Annexes to the Belgian Official Gazette.

PART VIII – GENERAL PROVISIONS

Article 23. Internal Regulations

The General Assembly may adopt and amend Internal Regulations, upon proposal from the Board of EfVET. The Internal Regulations regulate the functioning of the Association and its bodies and committees in general and may not conflict with the Statutes.

The decision to adopt Internal Regulations or to amend Internal Regulations requires a 2/3 majority of the votes cast by members entitled to vote that are present or validly represented.

The last version of the Internal Regulations was approved on 28 October 2021.

The Board of EfVET is authorized to adapt the reference in the present Statutes to the last approved version of the Internal Regulations and to publish the coordinated version of the Statutes following that modification.

Article 24. Audit

When required by the law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Statutes must be entrusted to one or several auditors, appointed amongst the members of the Institute of Auditors ("*Institut des Réviseurs d'Entreprises*"). They hold the title of statutory auditor ("*commissaire*").

Even if not required by the law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Statutes may be entrusted to one or several auditors, appointed or not amongst the members of the Institute of Auditors ("*Institut des Réviseurs d'Entreprises*"). They hold the title of auditor ("*auditeur*").

The auditor or statutory auditor shall be accountable for the audit and the report to the General Assembly.

Article 25. Language

These Statutes shall be written in the French and English languages. The French version is the official version of the Statutes and shall take precedence.


English shall be the working language of the Association.

Article 26. Applicable law

Anything not covered herein shall be governed by the provisions of the Companies and Associations Code applicable to international non-profit associations, and provisions running counter to the imperative provisions shall be null and void.

Any dispute in connection with the Statutes, the Internal Regulations and/or any decision of the bodies of the Association, shall be governed by Belgian law and shall be submitted to the (French-speaking) Courts of Brussels.

Joachim James Calleja
EFVET President



Brussels, 30 November 2021