

# STATUTES of ECOPRENEUR.EU AISBL

## International Non-Profit Association

Final revised version, January 19, 2026

### 1. Name, seat, purpose, activities and duration

#### Article 1: Name

The name of the Association is “Ecopreneur.eu”, hereinafter referred to as the “Association”. It is established as an international Non-Profit-Association (AISBL; *association internationale sans but lucratif*, international association without lucrative purpose), governed by the Belgian Companies and Associations Code (*Code des sociétés et associations*, hereinafter: the “CSA”).

#### Article 2: Seat

The Association shall have its legal seat in the Brussels Capital Region. The legal seat may be transferred in the Brussels Capital Region (“Région de Bruxelles-Capitale”) by a decision of the Board of Directors.

#### Article 3: Purpose

Ecopreneur.eu is an independent international non-profit business association. Its vision is for a future sustainable social and economic system that is low-carbon, circular, regenerative and inclusive.

The purpose of the Association is to actively contribute to the necessary transformation of the current economic system into a sustainable one.

#### Article 4: Activities

The Association may perform any and all acts that, directly or indirectly, contribute to achieving these objectives and pursuing the above activities, specifically:

- perform any advocacy, advisory, awareness-raising and consulting activities,
- organise and manage public or private meetings, conferences and events,
- participate in projects and studies relevant for its purpose,
- collaborate with its network of members and partners to fuel the political debate and showcase best practices examples,
- and carry out any other activity that may be required in order to achieve its purpose.

The necessary financial resources to achieve its non-profit purpose and objectives are to be raised through:

- membership fees,
- grants, subsidies and donations,
- income from the provision of services, organisation of events, sale of materials and other commercial activities.

#### Article 5: Duration

The Association is established for an indefinite period of time.

## 2. Membership

### Article 6: Member categories, rights and obligations

The Association is composed of

- full members and
- associate members.

**Full members** must be non-governmental and non-profit member organisations, networks and similar entities, that:

- have mainly businesses and/or entrepreneurs as members
- have the main objective to implement, accelerate, and /or facilitate the transition to a sustainable economy,
- are legal entities in their own right,
- have been set-up with the intention to operate long-term and have been founded according to the national law of the country where they are registered,
- are registered in a European country and with a major part of its membership from such countries.

Full members are expected to engage in the work of the Association.

Full members have the right to speak and vote at the meetings of the General Assembly and are entitled to propose members for the Board of Directors for approval by the General Assembly.

Full members have access to all services and publications provided by the Association and to its bodies, committees and working groups.

**Associate members** are legal persons interested in the purpose and objectives of the Association, intending to support it.

Associate members do not have voting rights.

They can take part in the work of the Association and have access to its services and publications.

While members enjoy the rights conferred upon them by the provisions of these Statutes, they are also obliged to comply with these provisions and with the internal rules of procedure.

Their commitment to the Association does not give rise to any personal liability.

### Article 7: Application and Approval

Candidate members must submit a written application for admission to the Board of Directors and provide the requested documents.

The Board of Directors decides if an applicant qualifies for membership. If that is the case the Board of Directors will notify all full members.

Admission of a new member shall be deemed approved if no justified objection is received from any full member within three weeks of notification by the Board of Directors.

If there is a justified objection from one or more full members, the Board of Directors will discuss with the applicant to investigate if the objection can be resolved. If that is the case the Board of Directors will inform all members and ask for approval.

The applicant shall be informed of the decision on the application for membership within a reasonable time.

If the application for membership is rejected the candidate may reapply after six months at the earliest.

#### **Article 8: Termination, Suspension, Exclusion**

Membership terminates if the member ceases to exist or becomes inactive, voluntarily resigns or if the member is excluded.

Any member may resign from the Association at any time by giving written notice to the Board of Directors, but with three (3) months' notice towards the end of the calendar year. If the resignation is received by 30 September at the latest, the resignation will become effective on 31 December of the year in which the notice was received, otherwise membership is continued until 31 December of the following year. A member may be excluded if there is any non-compliance with one or more provisions contained in these Statutes or the Internal Rules of Procedure, if any, such as failure to pay membership fees by specified due dates.

The exclusion of a member may be decided by the General Assembly with a majority of two thirds of the votes of full members attending or being represented excluding the member whose exclusion is discussed.

The respective member may defend itself at the General Assembly before any such resolution is adopted. Such exclusion takes immediate effect.

The Board of Directors may suspend membership of the member concerned until the related decision is adopted by the General Assembly.

Members that have resigned or have been excluded, as well as their successors, beneficiaries and/or creditors, do not have any right or title to the Association's equity; they may not assert any claim for reimbursement of any kind.

A loss of membership does not affect any other contractual obligations entered into between the association and the member.

The debts that such a member organisation has towards the Association shall immediately become due and payable.

**Membership fees:** All members of the Association are liable to pay an annual membership fee.

The membership fee will be proposed by the Board and determined by the General Assembly.

Upon request, members are obliged to provide all the information needed for the calculation of the annual membership fee.

If the termination of membership takes effect before the end of the calendar year, the full annual membership fee shall be due and payable.

A full member will not have the right to vote at the General Assembly when it has not, upon adequate notice, paid its membership fee for the current and preceding calendar year(s).

### **3. General Assembly**

#### **Article 9: Composition and powers of the General Assembly**

The General Assembly is the supreme body of the Association. Its decisions are binding for all organs of the Association.

The General Assembly is constituted by all full members of the Association, which are invited to attend the meetings of the General Assembly and are entitled to vote.

The primary role of the General Assembly is to ensure that the Board of Directors performs its tasks properly in accordance with the purpose of the Association.

A decision by the General Assembly is required in any case for the following issues:

- Changes or amendments to these Statutes,
- appointment and dismissal of the members of the Board of Directors,
- appointment and dismissal of auditors, if required,
- remuneration of the delegates of the members of the Board of Directors,
- approval of the annual accounts of the previous year and discharge of the members of the Board of Directors,
- approval of the budget for the next year,
- adoption and modification of the internal rules of procedure,
- determination of the annual membership fees,
- voluntary dissolution of the Association and appointment of one or more receivers,
- merger of the Association with another association,
- exclusion of a member,
- any other acts or responsibilities as provided for in these Statutes or prescribed by the CSA.

#### **Article 10: Meetings of the General Assembly**

**Frequency:** The annual ordinary meeting of the General Assembly must be held within the first half of the calendar year.

Extraordinary meetings may be convened according to need by a decision of the Board of Directors or upon request of at least 50% of its full members.

**Convening of the meeting:** Any meeting of the General Assembly must be convened in writing at least four weeks prior to its scheduled date. The date, time and place of the meetings of the General Assembly are decided by the Board of Directors.

**Agenda:** The agenda as adopted by the Board of Directors is sent to all members including relevant documents, especially motions for resolution, to all members and invited guests of the meeting at least two weeks before the meeting. Members must submit motions for resolution to the Board at least 4 weeks before the meeting.

The General Assembly may only decide on items listed on the agenda of the meeting.

**Representation:** Each full member may be represented at meetings of the General Assembly by another full member holding a written proxy from the absent member which complies with all legal requirements described in the internal rules. However, a full member may not represent more than one other full member.

**Online meetings:** Meetings of the General Assembly may be held fully or partly remotely by appropriate electronic means of communication - except in cases prohibited by the CSA – which will be appropriately indicated in the convening notice of the meeting. Any member participating in such meetings remotely must be considered present in person.

**Chair and minutes:** A meeting of the General Assembly is chaired by a chairperson. Minutes are taken by a secretary of the meeting. Both are elected by and from the delegates of full members present at the meeting.

### **Article 11: Voting and resolutions of the General Assembly**

All full members have equal voting rights at the General Assembly. Each of these members has one vote.

**Quorum:** A meeting of the General Assembly is validly constituted and may pass resolutions if at least 2/3 of the full members are present through a delegate, nominated by the full member, or represented by another full member via a written power of attorney.

If the quorum is not reached, a second meeting shall be convened within four weeks, which may validly decide on the items listed in the agenda irrespective of the number of members attending.

**Decisions:** Resolutions are passed at the meetings of the General Assembly only for items listed on the agenda.

Unless otherwise provided for in these Statutes or prescribed by the CSA, resolutions are adopted by the General Assembly with a simple majority of votes from full members either attending or being represented by proxy at the meeting.

Any invalid votes and abstentions are not considered for the purpose of counting majority votes.

### **Article 12: Minutes of the meetings of the General Assembly**

Minutes must be kept of any and all meetings of the General Assembly, including especially all decisions taken, by the appointed secretary and approved by the chairperson of the meeting.

The minutes of a meeting of the General Assembly will be sent by email to all members and present guests within two weeks after the meeting.

In all cases prescribed by the CSA and Belgian law, the minutes of the relevant decisions are provided to the institutions and organisations indicated and signed as required.

All minutes together with all other relevant documents of the meetings of the General Assembly are kept in the secure electronic storage system of the Association which shall comply with all legal requirements and ensure their long-term storage, legibility, integrity, authenticity and true reproduction.

All minutes shall be accessible for any member or - if justified - for third parties.

## **4. Board of Directors**

### **Article 13: Composition, appointment, dismissal and term of office of the Board of Directors**

**Power.** The Association is managed by the Board of Directors, which has comprehensive power to administer the Association within the scope of its purpose and objectives with the exception of the powers that are expressly reserved for the General Assembly (see article 9).

**Composition and appointment.** A member of the Board of Directors can be any full member of the Association or a natural person not linked to the Association or its members.

The Board of Directors must be composed of at least 5 and a maximum of 12 members, of which at most 2 are natural persons.

All members of the Board of Directors are appointed by the General assembly. Any full member of the Association that is appointed as a member of the Board of Directors is obliged to designate a person as its fully authorised representative on the Board of Directors. This designation can be withdrawn and replaced by another one at any time by the full member.

Beside this, the General Assembly may appoint natural persons as members of the Board of Directors (maximum 2).

By virtue of their function, members of the Board of Directors do not incur any personal obligation or duty and are not in any way liable except within the scope of execution of their mandate.

From amongst its members, the Board of Directors elects a chairperson and a treasurer.

Any deeds and documents related to the appointment of members of the Board of Directors as well as their termination and, if applicable, to persons entitled to represent the Association are stored and disclosed in compliance with the provisions of applicable legislation.

**Term of office.** Members of the Board of Directors are appointed for a term that ends immediately after the fourth ordinary meeting of the General Assembly following the year of their appointment. Withdrawing members of the Board may be reappointed.

**Dismissal and resignation.** The General Assembly may dismiss members of the Board of Directors at any time.

The mandate of a member is also terminated through voluntary resignation through written notice submitted to the Board of Directors or through loss of membership. If one or several positions on the Board of Directors become vacant, the remaining members of the Board of Directors may temporarily appoint a replacement member. The official appointment of the new member(s) of the Board of Directors will take place in the next General Assembly meeting.

**Remuneration.** Members of the Board of Directors exercise their mandate without remuneration unless otherwise decided upon by the General Assembly.

#### **Article 14: Meetings of the Board of Directors**

The Board of Directors holds its meetings at least two (2) times a year upon convocation by the chairperson or as often as deemed necessary, and at any time when at least two (2) Board members submit a related request.

The convening notice contains the agenda and relevant documents for decision making are sent by email at least eight (8) days before the meeting date. It specifies whether the meeting will take place online or at a specific venue.

Meetings are chaired by the Chairperson of the Board of Directors, or, in the event of his/her absence, the Treasurer or the most senior attending member of the Board of Directors.

Any prior convening notice shall be deemed unnecessary if all members of the Board of Directors are present or duly represented at the meeting, or if all of them have submitted a written waiver of the convening notice by post, fax or any other electronic means of communication.

### **Article 15: Resolutions of the Board of Directors**

The Board of Directors may adopt resolutions only if the majority of its members attend in person or are represented by proxy.

Any member of the Board of Directors may be represented at a meeting of the Board by another member of the Board, who must have a written proxy from the absent member which complies with legal requirements. However, no member of the Board of Directors may represent more than one other member.

Resolutions of the Board of Directors are adopted by a majority of two thirds of votes cast. In the event of a deadlock, the chairperson of the meeting shall have the tie-breaking vote.

Resolutions are passed at the Board meetings. In some cases, a circular resolution can also be passed by email if there is no objection to this procedure from any Board member.

The related procedures and formalities for circular resolutions shall be defined in internal rules of procedure.

### **Article 16: Minutes of meetings of the Board of Directors**

The meetings of the Board of Directors including the resolutions adopted are documented in minutes drawn up and approved by the Board of Directors.

The text of the resolutions will be sent by email to all Board members within ten days after the meeting.

All minutes (resolutions + summary of discussions) are kept in the secure electronic storage system of the Association which complies with all legal requirements.

The minutes shall be accessible for all members of the Association and all Board members.

Any copies or excerpts to be submitted to external institutions must be signed by the President or, in his/her absence, by two members of the Board.

**Executive Director.** The Board of Directors may appoint an Executive Director to be entrusted with the daily management of the Association, as determined in the internal rules of procedure.

The Executive Director participates in the meetings of the Board of Directors but has no right to vote and may be excluded for certain agenda items.

### **Article 17: Internal Rules of Procedure**

The Board of Directors shall compile internal rules of procedure to complement the provisions of these Statutes and to define the procedures and formalities of the Association's operation in more detail, at least for all issues explicitly stated in these Statutes.

The Internal Rules of Procedure shall be approved by the General Assembly.

At least every two years the Board of Directors shall secure a review of the rules of procedure in their most recent version and propose any adjustments or modifications that are deemed useful or necessary.

The latest Internal Rules of Procedure can be found on the Association's website [www.ecopreneur.eu](http://www.ecopreneur.eu).

### **Article 18: Representative Power**

All deeds committing the Association shall be signed by two properly authorised members of the Board of Directors, or by one properly authorised member of the Board and the Executive Director, who are not required to justify their powers to third parties, or by the Executive Director alone in circumstances defined by the Board.

Any legal proceedings, either in a defendant's or in a plaintiff's capacity, shall be pursued by the Board, represented by the President or by a member of the Board specifically entrusted with these responsibilities or the executive director where so mandated by the Board.

#### **Article 19: Accounts and Budget**

The financial year begins on 1 January and ends on 31 December of each year.

Each year, the Board of Directors shall prepare the annual accounts for the past year for the ordinary meeting of the General Assembly.

The budget for the following financial year shall be prepared by the Board of Directors by the end of November at the latest and submit it to the General Assembly for approval.

The accounting is carried out in compliance with applicable legislation and accounting standards.

#### **Article 20: Financial auditors**

Insofar as the Association is legally bound to do so, the General Assembly shall appoint one or more financial auditors from among the members of the *Institut des Réviseurs d'Entreprises* (Belgian Institute of Chartered Accountants) to audit the financial situation, annual accounts and compliance with the applicable legislation and these Statutes.

The results of the audit must be stated in the annual accounts.

#### **Article 21: Amendments to the Statutes**

These Statutes may be amended at any time by a resolution adopted at a meeting of the General Assembly.

Any proposal to amend the statutes shall come from the Board of Directors or from at least 20% of full members of the Association.

The detailed proposed amendments must be brought to the knowledge of all full members at least four (4) weeks before the date of the meeting of the General Assembly that will be convened to decide thereon.

The General Assembly may discuss and decide upon any amendment to these Statutes only if at least two thirds of the full members are attending in person or represented by proxy.

If this quorum is not established, a second meeting must be convened with the same agenda and under the same conditions as the first meeting. At this second meeting full members may decide upon the above-mentioned amendments irrespective of the number of full members attending or being represented by proxy. The second meeting must be held at least fifteen days but not later than six weeks after the first meeting.

Any amendment to these Statutes may be adopted only with a majority of two thirds of votes cast by full members attending in person or represented by proxy.

However, any amendment in relation to the purpose of the Association shall require a majority of four fifths of votes cast by full members attending in person or represented by proxy in order to be validly adopted.

Any change or amendment to the purpose(s) and objective(s) of the Association and to the activities pursued to achieve these objectives shall require issuance of a Royal

Decree for its approval. Any changes or amendments to these Statutes that relate to the provisions stipulated in Article 2:10, §2, 6°, 8° and 7° of the CSA must be recorded in a notarised document. When a notarial deed is required, the full members may be represented by a person who does not have to be a full member and who may present several full members.

#### **Article 22: Dissolution and liquidation**

The Association may be dissolved at any time by a resolution adopted at a meeting of the General Assembly with a majority of four fifths of votes cast by full members attending in person or represented by proxy.

Upon dissolution of the Association on whatever grounds, liquidation proceedings are initiated by one or several receivers who exercise their powers either by virtue of a resolution of the General Assembly or on the basis of a court decision.

The General Assembly or the receivers shall determine the appropriation of net assets remaining after liquidation to a not-for-profit cause that comes as close as possible to the purpose of the association as provided for in Article 3.

#### **Article 23: General provisions**

**Governing law.** Any matter or responsibility not provided for in these Statutes, in particular publications to be made in the "Moniteur Belge", shall be governed by the CSA or any further legislation that comes into force regarding international associations.

**Language.** The working language of the Association is English. These Statutes of the Association have been written in both French and English. The French version shall prevail in the event of any doubt, deviation or conflicting construction of the two versions. Any acts and documents of the Association that are required by applicable laws and regulations shall be available in one of the official Belgian languages.