

ICEL vzw Statutes

Legal reference: Dutch version at founding date (21 December 2013) as published in "Het Belgisch Staatsblad"

English translation (October 2016) is for information purposes only

Founding members:

1. Jacobs Jean, living in Klein Potestraat 32, 3130 Betekom
2. Mertens Christophe, living in Albrecht Rodenbachstraat 59, 3010 Kessel-Lo
3. Lichtert Joke, living in Panoramalaan 64, 3012 Wilsele
4. Gentle Brian, living in Lokaertlaan 22, 3080 Tervuren
5. Sobreira Hugo, living in Wijngaardlaan 30, 3010 Heverlee
6. Siwoku Kenny, living in Droogstraat 39, 3350 Neerlinter
7. Tang Anna, living in Maria-Theresiastraat 14/7, 3000 Leuven

CHAPTER I: Name, Historical context, Seat

Article 1, Name:

The organisation is named: "International Church of Evangelicals in Leuven vzw", abbreviated: ICEL vzw.

Article 2, Seat:

The seat of the organisation is located in the judicial district Leuven, at 3012 Wilsele, Panoramalaan 64. It can be moved by the General Assembly, taking into account the regulations as described in these statutes.

Article 3, Historical context:

Through the work of the unincorporated association (feitelijke vereniging) "International Church of Evangelicals in Leuven" an evangelical community came into being in the region of Leuven since 1984. Due to the increased level of responsibility associated with the activities and in order to better meet the principles of corporate governance, it has been decided to bring the activities of the current unincorporated association (feitelijke vereniging) into an incorporated non-profit organisation as of January 1st 2014.

CHAPTER II: Basis, Purpose, Activities, Means, Duration

Article 4, Foundation:

The organisation takes as basis the Bible and the Christian tradition of faith as it was shaped by e.g. the Apostolic Creed. As Evangelical Church the organisation subscribes to the statement of Faith of the World Evangelical Alliance.

Article 5, Purpose:

The organisation supports the church activities of ICEL. In the context of government recognised protestant-evangelical worship it wants to offer a legal framework for the activities that characterise this church or are directly connected to it. Besides, it wants to promote the social engagement originating from its fundamental values for Christians and those interested and develop activities that contribute hereto.

Article 6, Activities:

The activities are those that are associated with a Christian denomination recognised by the Belgian government. Furthermore the organisation can also organise workshops, festivities, pastoral care, excursions, retreat weekends and youth work.

The activities can have the character of voluntary work, but also of paid services or commercial deeds, provided they directly or indirectly focus on realising the statutory goal.

Any activities with a commercial character need to remain of subordinate importance compared to the main activities and the benefits hereof need to be exclusively allocated to the realisation of above-mentioned purposes.

The activities mentioned in this article are examples and can by no means be interpreted as exhaustive.

Article 7, Means:

To realise the statutory goal the organisation can accept all contributions, gifts, legacy and rights of material or immaterial nature from members or third persons.

It can rent, lease, enjoy usufructuary rights of, manage and own all moveable and immoveable goods, material and immaterial goods for the realisation of its goal.

It can buy and sell goods and services, on condition that their material and immaterial value are not conflicting with the foundation and the goals of the organisation, and that the net results promote the realisation of its goals.

The organisation can employ personnel.

Article 8, Duration:

The organisation is founded for indeterminate duration but can be dissolved at any time.

Chapter III: Members

Article 9, Types of members

The organisation has ordinary members and guest members

Article 10, Ordinary members

Only ordinary members have the full rights of membership, including the right to vote during the General assembly and its legal regulations. These are natural or legal persons who are mentioned in the membership list of the organisation.

Ordinary members can carry out all rights and duties as soon as they have been accepted as a member. They will be able to participate in the General Assembly with one vote. All ordinary members have the same rights and duties, regardless of whether it concerns a natural or legal person.

The number of members is unlimited, but may not be less than three. The founding members are the first ordinary members.

Article 11, Guest members

Guest members are persons who are only connected to profit from the activities of the VZW.

Their membership, rights and duties will be defined by the Board in accordance with their specific activities. These rights and duties will be included in the internal rules.

Guest members have no voting rights, nor the right to participate or speak at the General Assembly. Nor can they get a power of attorney from an ordinary member.

The Board can also, under conditions which need to be specified, also accept members of honour, patron member, supporting or advisory members to the organisation, as specific categories of adherent members. Their rights and duties will be mentioned in the Internal Rules.

Article 12, Start membership

Every natural person or legal person can be a candidate for ordinary membership. Those who want to become a member have to submit a written application to the chair(wo)man of the board. With the application they will explicitly confirm that they agree with the statutes and the internal rules of the organisation.

The board will approve the applications in accordance with the procedure described in the internal rules and will present the selected applications to the General Assembly. Neither the board nor the General Assembly will have to render an account about the outcome of the discussions.

Article 13, End of membership

Ordinary members can end their membership at any time by informing the board. The membership will also end when the member is deceased or when excluded by the General Assembly.

Both ordinary members and guest members are supposed to resign when they are no longer involved with the activities and meetings of the organisation for a period of 12 months.

Any member can be excluded when their behaviour or activities are not in line with the purpose of the organisation or damage its reputation. Behaviour of members should be in accordance with the values, principles and goals of the organisation.

Criteria and procedures for dismissal are described in the Internal Rules. The General Assembly takes a decision for exclusion on recommendation of the Board and in accordance with article 20.

Neither the Board nor the General Assembly can be obliged to render an account of their discussions.

Article 14, claim of property

Members have no part in the assets/property of the organisation. In cases of death, dismissal, resignation or exclusion neither they nor their heirs can make any claim on the property of the organisation, nor claim reimbursement for transferred contributions or realised income.

An exception to this are any loans between the (ex) member and the organisation as long as there is a written agreement between parties. In such cases the stipulation as described in the contract will be respected.

Article 15, Various

The members of the organisation cannot be forced to pay any contribution. Members have no personal liability for the commitments of the organisation.

Chapter IV: General Assembly

Article 16: Authority

The General Assembly is the highest authority in the organisation and consists of ordinary members of the organisation.

Guest members can only attend the meeting when they have been invited by the Board. They can only speak when they have been given that right. They will not be able to vote nor can they get a power of attorney from an ordinary member.

Only the General Assembly has the authority to change statutes, appoint and dismiss board members and commissioners, approve budgets, discharge board members, disband the organisation, exclude members, approve or change the Internal Rules, and change the organisation to another type of legal person; all other cases are to be treated in accordance with the obligatory articles of these statutes or the legal authorities.

All decisions that go beyond the authority of the Board as stipulated by the law or the statutes, also belong to the authority of the General Assembly.

Article 17: Calling a meeting

The General Assembly meets every year before May 31st and further, as often as is necessary.

When one-fifth of the ordinary members sends the Board (per registered mail) a list of topics to be discussed with the request to call a meeting, the board will call a meeting of the General Assembly within 21 days of this request. The actual meeting will take place within 40 days after the request and it will have those topics on the agenda as requested by the members.

All ordinary members will be invited.

The invitation will include date, hour and location of the meeting as well as the agenda as decided by the Board. Together with the invitation and the agenda, the Board will provide all the information needed for a decent decision making process. The invitation and related material will be provided to the members at least 10 days in advance of the meeting. It may be send per regular post, fax or e-mail.

Every suggested item that was made in writing by the 5% of the members who asked for the meeting will be put on the agenda, as long as this was made available to the chair(wo)man or his/her replacement, at least two days before the meeting.

Article 18:

The General Assembly will legally meet and can only make valid decision when at least 50% of the members are present or represented. The meeting will be presided by the chair(wo)man or, in his absence, the vice-chair(wo)man.

The meeting can discuss items that are not on the agenda when a two-third majority among the present and represented members, is in agreement.

An ordinary member who is not able to be present can give voting proxy in writing to another member. These authorisations should be given to the secretary at the beginning of the meeting. An ordinary member may only have one proxy beside his/her own vote.

Legal persons who are ordinary members, can be represented by one or more of their board members who will agree amongst themselves, who will vote for their organisation.

The chair(wo)man or, in his absence, the vice-chair(wo)man leads the meeting, therefore he will not vote. In case of a draw of votes, the vote of the chair(wo)man or vice-chair(wo)man will be decisive.

The General Assembly will vote by raising of hands, except when the decision concerns people, which will always happen through a secret vote. In case one of the present members requests a secret voting, the General Assembly also needs to decide by means of secret vote in all other cases. Mandated persons and salaried employees, who are member of the General Assembly, cannot participate in discussion or votes, which concern themselves, other employees, or matters in which they are directly involved.

Article 19, Normal voting:

With exception of special majorities as mentioned under article 20, the General Assembly decides by normal majority, by counting the yes votes and the no votes and ignoring the abstentions.

Article 20, Extra-ordinary decision making:

An extra-ordinary General Assembly always decides by absolute majority of those present and represented by weighing the yes votes against the total of the no-votes plus the abstentions.

For the following types of decision making special rules apply:

1. The appointment and dismissal of board members and the exclusion of a member require a two-third majority of the present and represented votes.

The exclusion of a member should be mentioned as a separate point on the agenda. The member concerned will also be invited in order to take care of his/her defence.

2. Referring to the legal rules, in order to change the statutes or the purpose or to dissolve the organisation, two-thirds of the members should be present or represented in a first meeting.

Two-thirds of those present or represented are needed to change the statutes and four-fifths of the votes are necessary to change the purpose of the organisation or for its dissolution.

When there are not enough votes present or represented during the first meeting, another meeting will be held after at least 15 days as stipulated in articles 17 and 18. This meeting will vote disregarding the number of members but will still require the necessary majority.

An extraordinary gathering has the same authority of a normal General Assembly.

If applicable, stipulations of article 19 hold for agenda topics for which a normal General Assembly and voting with a normal majority suffice.

Article 21:

All changes to the statutes, the complete rearranged statutes after modification, decisions concerning the dissolution of the organisation, appointment or dismissal of directors, commissioners and mandated persons will be deposited at the registry office of the Court of Commerce.

At the latest 30 days following this deposition following items will be published in the Belgian Gazette (Het Belgisch Staatsblad): record of the change of the statutes, decision concerning the dissolution of the organisation, appointment or dismissal of directors, commissioners and mandates persons.

The minutes of each General Assembly will be kept in a register, numbered and archived. They will be signed by the chair(wo)man, secretary, and members who request to sign them.

The register of minutes can be consulted by the members of the organisation and third-part stakeholders. The chair(wo)man and secretary, or two directors can provide valid signatures for duplicates of these minutes; in their absence two members of the General Assembly can also provide a valid signature.

Chapter V: The Board

Article 22:

The organisation is managed by a Board of Directors, consisting of a minimum of 3 members. In case the General Assembly consists of 3 ordinary members, the Board of Directors exceptionally consists of 2 members.

The Directors are appointed for indeterminate duration by the General Assembly on the basis of the qualifications mentioned in the Internal Rules

The mandates are by default not remunerated

According to procedures contained in the Internal Rules, the functioning of each director is periodically evaluated, on the basis of which consequent decisions will be made. Mandates can be terminated at any time by a decision of the General Assembly. A board member can tender his resignation by informing the Board in writing. This resignation will be immediate, unless the number of remaining directors has dropped below the statutory minimum. In the latter case, the remaining directors will call for a General Assembly within 3 months, in order to find a replacement. The resigning director will be informed about this in writing.

The mandate will automatically be terminated when the term has expired, in the occurrence of death or legal incapacity

Article 23, Functions:

The Board chooses among themselves a chair(wo)man, vice-chair, secretary, treasurer and any other function which is considered necessary for its proper functioning. Two functions can be combined except the function of chair.

In case the Board consists of two members, deviation can be made of the distribution of the above-mentioned functions.

Article 24, Meetings:

The board meets at least once per year, on request of the chair(wo)man or on request of two directors. Written invitations are sent one week beforehand to all directors either by regular post, email, fax or any other communication system that allows written reproduction. It contains: date, hour and venue, as well as the agenda and is signed by the person who calls for the meeting.

Meetings can also exceptionally take place by telephone or any other telecommunication system. In that case complete minutes will be made and distributed to all directors within 8 days. All directors, who participated in this meeting should explicitly confirm their approval of the minutes in writing.

The board discusses and decides always as a group

In absence of the chair(wo)man, the vice chair(wo)man will assume his function.

Article 25, Decision making:

A board meeting is valid if a majority of Directors is present; decisions are made with a 2/3 majority of the present directors.

In the case there is a draw of votes, the item is postponed to the next meeting for an eventual decision.

When there is again a draw of votes, the vote of the chair(wo)man or his/her replacement is decisive.

Article 26, Minutes:

Minutes are made, numbered and kept in a register. They should be signed by all those who were present during the meeting.

Duplications and other records are validly signed by the chair(wo)man and secretary. In absence of these two directors, the vice-chair(wo)man can provide a valid signature.

Article 27, Authority of the Board:

The Board leads and represents the organisation. It is fully in charge of the organisation except for those areas that belong legally to the General Assembly.

It acts as claimer and defender in all lawsuits and decides whether or not to use legal remedies.

Both board members and Board will act as college

It can employ personnel, determine their remuneration and dismiss the personnel.

For all administrative acts the signature of the chair(wo)man or the secretary, or person whom has been given a mandate by the Board, suffice. The organisation is legally bound by these signatures.

For financial or material acts the signature of the chair(wo)man or treasurer suffice. The financial and material management follows the procedures mentioned in the Internal Rules.

For all other acts the Board need to call a meeting of the General Assembly for a binding advice.

Article 28, Official documents of the organisation:

The board makes a draft of Internal Rules, formulates proposals for later modifications and presents this to the General Assembly. This should be approved with a two-thirds majority of the present and represented members.

The board will keep an up-to-date register of the members and ensures legally required publications, as well as deposit of documents as required by law.

Article 29, Daily management:

The board can delegate the daily management to one or more individuals, which can be members of the organisation or not, or to a management team, entitling them with the usage of a corporate signature, connected with this mandate.

Responsibilities of daily management are determined in the Internal Rules; these require a 2/3 majority of directors and require a majority of directors to be present.

The mandate of a mandated person is terminated by means of a written voluntary resignation communicated to the Board of directors.

The Board can also, with a 2/3 majority and in presence of a majority of directors, decide to terminate this mandate. Such decision must be communicated within period of 7 calendar days by registered mail to the concerned person.

Mandate persons exercise their responsibilities separately or jointly, depending on the decision by the Board of directors and in accordance to the publication in the appendices of the Belgian Gazette (Het Belgisch Staatsblad) of their appointment.

Chapter VI: Accounts and Budgets

Article 30, Accounts and budget:

The fiscal year runs from Jan 1st till Dec 31st. The first fiscal year runs from the founding date until December 31st of that same calendar year.

On the basis of the actual policy the Board of directors makes an account and balance of the previous year, as well as a budget for the coming year. These are presented to the General Assembly for approval.

The General Assembly will grant discharge to the directors based on the documents, on request of the Board of directors. This requires a normal majority.

Chapter VII: Dissolution, Liquidation, Final remarks

Article 31, Dissolution:

In case of voluntary dissolution, the General Assembly appoints one or more liquidators and determines the responsibilities and conditions for dissolution.

Both in case of voluntary or judicial dissolution, at any time, and for any reason, the General Assembly will donate the net remaining active to one or more non-profit organisation of which the purpose corresponds as closely as possible to the purpose of the current organisation, or to organisations which commit themselves to execution of these purposes, in Belgium or abroad.

The decision for effective dissolution, appointment and termination of mandates of liquidators will be deposited at the registry office of the Court of Commerce. Within the 30 days following this deposition, the decision for dissolution, appointment and termination of the mandates of the liquidators will be published in the appendices of the Belgian Gazette.

Article 32, Varia:

For anything that is not explicitly mentioned in the Statutes reference is made to the Law of 27 June 1921, amended by the law of 2 May 2002 and the Internal Rules of the organisation.

Edited and accepted in the General Assembly held on 21 December 2013.

Leuven, 21 December 2013.

The founding members:

Jean JACOBS
Johanna LICHTERT
Christophe MERTENS
Brian GENTLE
Hugo DA FONSECA SOBREIRA
Kehinde SIWOKU
Chiu Ping TANG
Peter VERBRUGGEN