



## Question & Answer session for the General Assembly 25/01

Several questions were asked in writing and orally before and during the 18 January meeting relating to the statutes modification. Here are the APEEE's answers.

### **1. Why isn't there a table comparing the current statutes, adopted in 2018, and the modified statutes?**

The 2018 statutes were a comprehensive overhaul of the previous statutes. A comparison table was necessary to highlight the changes and allow for comparisons between articles, whose numbering had changed.

The modifications suggested for the extraordinary general assembly (EGA) are of limited scope and do not affect the structure of the statutes and only affect the numbering under article 9. They are made apparent in track changes to the current statutes, which has been considered as the most readable view of the modifications. Each modification has a comment explaining why it was deemed necessary. Specific references to legal provisions are made when applicable.

### **2. Who was part of the statutes working group within the Board?**

The statutes working group was composed of the following board members: Kristin Dijkstra, Karim Kettani, Alexandre Grigorescu-Negri, Maria Koidu, Mariana Ghitoi, Marianna Cosco, Nadia Kichaout and Penelope Vlandas.

### **3. Was the board unanimous in adopting the draft modification to the statutes?**

The board adopted the draft modification by 14 votes for and one abstention.

### **4. Was external legal advice sought?**

The draft statutes have been submitted to the notary for her opinion, and no objections were made.

### **5. If everyone can agree on the principles expressed in article 4.6.f of the draft modified statutes, which refers to adherence to the European Convention for Human Rights and the Charter of EU fundamental rights, who will be the judge of their breach?**

APEEE members breaching their obligations under the statutes are subject to article 5, and specifically article 5.3, which states that the General Assembly may, upon request of the Board, decide on the exclusion of a member according to the procedure set out in that provision. There are furthermore provisions on revocation of class representatives (article



6.9), section representatives (article 7.9) and board members (article 10.9.e of the current statutes, to become 10.10.e if the draft modification is approved).

**6. Is it in accordance with Belgian NGO practice to reduce the number of board members having a general power of representation?**

Article 10.16 (formerly 10.15) indeed now limits the power of general representation of the APEEE to the President. It should be underlined that this power of general representation concerns legal acts with effects on third parties – i.e. contracts.

The current rule afforded such powers to any two members of the Board, which is not a very common procedure nor indeed a very wise one. Considering the fact that the vast bulk of contracts passed by the APEEE – buying food for the canteen, hiring staff or contracting service providers (bus companies) – are within the area of competence of the APEEE Director (see article 10.4 of the statutes), it seemed appropriate to reserve such contracts to the signature of the President. This is motivated by the fact that the President is doubly accountable – to the GA as any other Board member but also to the Board, which elects its President for a yearly mandate. This is not contrary to Belgian NGO practice, which also restrictive on who may have a general power of representation.

Indeed, the general practice under contract law is that only one representative of a legal entity signs a contract, not a combination of persons. The proposed change is in line with common practice.

The suggested provision however exclusively concerns the power of general representation, not the internal financial circuits within the APEEE. Such financial circuits should indeed be clarified in the internal rules (“*règlement d’ordre intérieur*”) to be adopted by the APEEE, to ensure robust oversight.

**7. The French text of the statutes has been written in so-called “*écriture inclusive*”, i.e. a gender inclusive writing style. It seems that there are some gaps – would these have any effect?**

No. The “*écriture inclusive*” has a symbolic value. The reference to the masculine French job title, e.g. “*le président*” in the current article 11.2 of the statutes has not prevented the election of Kristin Dijkstra as APEEE president. Any other interpretation would violate a number of Belgian or European legally binding texts. Should some such mentions still remain in the text of the draft modified statutes, despite our best efforts, they would thus not in any way prevent the selection of candidates to be perfectly gender-neutral.