

# **APEEE BXL III STATUTES**

## **TITLE I - DENOMINATION - SEAT - GOALS**

### **Article 1**

1. An international educational association was established under the denomination “Association des Parents d’Élèves de l’École Européenne de Bruxelles III – Ixelles” (APEEE), hereafter “the Association”, in accordance with the Belgian Law of 25 October 1919, as amended by the law of 2 May 2002. The European school of Brussels III is hereinafter referred to as “the school”.
2. The Association’s registered office is located in Brussels, at the address chosen by decision of the Management Board. The current address is the school’s registered office at Boulevard du Triomphe 135, Ixelles. Any transfer of the registered office shall be filed and published in accordance with the law.

### **Article 2**

1. The Association’s goals shall be:
  - (a) to take and promote any initiative permitting parents' widest possible participation in school life in all its forms and in related decisions;
  - (b) to represent parents’ educational and family interests in contacts with the school and local, regional, national and European competent bodies;
  - (c) to communicate parents’ wishes and suggestions regarding school life to the school authorities;
  - (d) to provide parents with accurate information regarding decisions or deliberations of Belgian and European competent bodies that affect the European schools in general or the Ixelles school in particular;
  - (e) to promote relations with and, where appropriate, to collaborate with the parents’ associations of other European schools, particularly those in Brussels;
  - (f) to ensure the organisation and management of school transport, school catering (hereinafter referred to as “the canteen”) and extra-curricular activities, in cooperation with the school management if necessary. The Association shall manage each of these activities with the help of one or more management committees composed of parents and, if necessary, school representatives.
2. The Association shall achieve its goals in close cooperation with its members. It may take any measure related to its goals which might, directly or indirectly, totally or partially, aid their development or facilitate their achievement.

## **TITLE II – MEMBERS**

### **Article 3**

1. The Association shall comprise contributing members and class representatives.
2. Any person exercising parental authority over one or more school pupils (hereinafter “parent”) may become a contributing member. He/she shall

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become a contributing member on payment of the annual membership fee for his/her family, the amount of which shall be set by the General Meeting. To ensure effective membership, the annual fee shall be paid no later than the date set by the Management Board.

Contributing members may apply to use the APEEE's services. The Management Board shall define the application procedures each year and ensure their publication on the Association's website.

3. Contributing members:
  - (a) may be elected class representatives in accordance with paragraph 4;
  - (b) shall be invited to participate in General Meetings, without the right to vote;
  - (c) may call for the convening of a General Meeting in accordance with Article 6(5);
  - (d) may submit motions to the General Meeting in accordance with Article 6(8).
4. At the beginning of each school year, parents shall elect for every class, by simple majority of the parents present (two parents attending for the same child(ren) having only one vote), a maximum of four class representatives from among parents who fulfil the following two conditions:
  - (a) being a contributing member; and
  - (b) having a child in the class.

If either of these conditions is no longer satisfied, parents may at any time vote to replace the class representative concerned.

When a vote is necessary, parents may vote by proxy, but for no more than one other parent.

Elected parents' status as class representatives is conditional on the timely payment of the membership fee in accordance with paragraph 2.

If, during the course of a school year, a class representative decides to withdraw, the remaining class representatives may organise a vote among class parents to elect a replacement.

Class parents may exceptionally remove one of their representatives by a three-quarters majority vote of all class parents. In such cases proxy votes are not possible.

5. Class representatives may represent any class in which they have children. If they represent more than one class, the number of votes that they may cast at the General Meeting shall be determined in accordance with Article 9(2).
6. In order to ensure the effective functioning of the Association's bodies and the continuity of parents' representation in each class, including at the beginning of the school year, class representatives shall continue in their role until their successors are appointed, unless they are removed by the class parents, resign, or cease to be a contributing member.

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7. Class representatives:
  - (a) shall represent parents within the Association, particularly regarding any issue related to the class they represent, and any issue related to the Association's activities and goals;
  - (b) shall represent class parents by participating in votes during General Meetings;
  - (c) may stand for election to the Management Board at the General Meeting;
  - (d) shall consult and inform other parents in their class of any relevant issue. One member shall manage any class fund constituted to cover common costs during the school year.
8. The list of contributing members and class representatives shall be available for consultation by all members at the Association's registered office.
9. In the event of doubts regarding the validity of a vote to elect or to remove a class representative, or any other decision affecting a contributing member or class representative, relevant evidence shall be submitted to the Management Board. A register of decisions shall be kept at the Association's registered office. The register shall be available to every member of the Association.

### **Article 4**

1. A parent who no longer has a child at the school shall automatically cease to be a contributing member and shall immediately cease to exercise any elected function.
2. Any member of the Association may notify his/her resignation by ordinary or electronic mail to the President and Secretary of the Association.
3. Ceasing to be a contributing member and resignation shall not give rise to any right to a total or partial refund of the annual membership fee.

## **TITLE III - ORGANISATION OF THE ASSOCIATION**

### **Article 5**

1. The Association's bodies are the General Meeting, the Management Board, and the two permanent committees mentioned in Article 13.
2. The Association, being a legal entity, shall exercise its rights and fulfil its duties through its statutory bodies.
3. Members of the Association's bodies shall exercise the Association's rights and fulfil its duties in a collegial manner.
4. The Management Board shall be chaired by a president who shall also act as the Association's president (hereinafter "the President").

### **Article 6**

1. The General Meeting shall have full powers to achieve the Association's goals.

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2. The following issues shall fall under the sole responsibility of the General Meeting:
  - (a) election of the Management Board's members, taking into account those elected in accordance with Article 11(3), and their removal;
  - (b) approval of the annual accounts for the previous financial year and of the budget for the current financial year;
  - (c) granting discharge to the Management Board and, as appropriate, to the auditors;
  - (d) defining the Association's strategy, policies and operations;
  - (e) exclusion of a contributing member;
  - (f) dissolution of the Association.
3. The General Meeting may deal with any issue concerning the Association at its own initiative or on request. The General Meeting's decisions, recommendations and other acts shall be binding for the Association's bodies and members.
4. The ordinary General Meeting, composed of all contributing members, shall meet as of right, under the President's chairmanship, at least once a year, during the first half of the school year, preferably before December, and no later than six months after the end of the financial year (31 August), at the registered office or at the place mentioned in the invitation.
5. The General Meeting shall also meet in extraordinary session in the following circumstances:
  - (a) when convened by the Management Board;
  - (b) upon written request, to the President, of a fifth of class representatives or a tenth of contributing members.
6. The Management Board shall give at least one month's notice of the date of a General Meeting (ordinary or extraordinary), informing contributing members through class representatives and via the Association's website.
7. The President shall send the invitation to a General Meeting (ordinary or extraordinary), together with the agenda, at least two weeks in advance. He/she shall send it to contributing members directly or through the class representatives. The invitation and the agenda shall also be published on the Association's website and displayed in the Association's premises. The Management Board shall ensure wide publicity for the invitation. The two-week period may be shortened if an extraordinary and urgent General Meeting is required.

When the invitation is sent, the documents to be examined during the General Meeting shall be made available to members in French and in English on the Association's website and, for consultation purposes, at a place mentioned in the invitation. If full translation is not possible, best efforts shall be made to provide a summary in the language in which the document is not fully available.
8. Any topic included on the agenda of a General Meeting (ordinary or extraordinary) and any motion for the General Meeting to vote on shall be

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presented to the Management Board no later than three weeks before the date of the meeting, except where an extraordinary and urgent General Meeting is required. The agenda item or motion must receive the support of at least ten class representatives, or twenty contributing members, or two Management Board members.

Members may present a topic or proposal for discussion or for decision by the General Meeting during the meeting itself if the request is made by at least ten class representatives, or at least twenty contributing members, or at least two Management Board members. In that event, the President shall invite the General Meeting to vote for or against the inclusion of the point on the General Meeting's agenda. If a majority vote against, the point shall be rejected without further discussion and may not be reintroduced during the meeting. If a majority vote for, the President shall add the point to the agenda and the General Meeting shall address it.

### **Article 7**

During its annual ordinary meeting, the General Meeting shall:

- (a) review the activity report on the Association's activities during the previous school year submitted by the Management Board;
- (b) review the Association's financial situation based on:
  - (i) the written report submitted by the auditor(s) appointed pursuant to paragraph (f);
  - (ii) the draft budget for the current financial year submitted by the Management Board;
- (c) approve the Association's accounts (balance sheet) for the previous school year and the draft budget for the current year for each sector, in compliance with Article 12(7), including the creation of any new permanent post;
- (d) determine the annual membership fee for contributing members;
- (e) grant discharge to the Management Board and, as appropriate, to the auditors;
- (f) appoint two auditors ("*commissaires aux comptes*") for the coming year or appoint an auditor ("*réviseur*") and fix his/her mandate;
- (g) determine the number of Management Board members and appoint and remove them in accordance with Articles 11 and 16;
- (h) deal with any topic or proposal submitted by the Management Board or by members of the Association in accordance with the provisions set out in Article 6(7) and (8).

### **Article 8**

Unless otherwise provided by the law or these statutes, the General Meeting shall take place if at least half the class representatives are present or represented. If an insufficient number of class representatives are present or represented, the President shall declare that the General Meeting cannot be held and close the session. A new meeting shall be convened within a maximum period of one month, under the same conditions and with the same deadlines.

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### **Article 9**

1. The General Meeting shall seek to take all its decisions by consensus. If no consensus can be reached, decisions are adopted by a vote of all class representatives present or represented.
2. Any class representative may be represented at the General Meeting by authorising another class representative to cast a proxy vote. If a class representative represents more than one class, he/she may cast a vote for each class. However, each class representative may cast a maximum of four votes during the meeting. The minutes shall mention the class representatives casting additional votes in accordance with this paragraph.
3. Contributing members may take the floor during the General Meeting if they respect its agenda.
4. The President or a Vice-President of the Management Board shall chair and ensure the effective conduct of the meeting. He/She shall inform members present of voting results.
5. Unless otherwise provided by the law or these statutes, the General Meeting's decisions shall be adopted by a simple majority of class representatives present or represented.
6. Votes shall be taken by show of hands or electronically, except in the cases referred to in paragraph 7. However, at the request of any class representative, votes may be held by secret ballot, in either paper or electronic form.
7. Votes on the appointment or removal of Management Board members and on the exclusion of contributing members shall be held by secret ballot, in either paper or electronic form.

### **Article 10**

The General Meeting's decisions shall be communicated to all members through the class representatives and via the Association's website.

### **Article 11**

1. The Management Board is the Association's administrative body. It shall be composed of no more than twenty-five members.
2. The Management Board shall be composed as follows:
  - (a) two members shall be elected for each language section from among its class representatives, one for secondary and one for primary classes;
  - (b) one member shall be elected for nursery classes from among the nursery class representatives for all language sections;
  - (c) the remaining members (ten on entry into force of these statutes) shall be directly elected by the General Meeting from among class representatives. Half of those members shall be replaced each year.
3. Class representatives in each language section shall elect their two representatives on the Management Board, one for primary classes and one for secondary classes, once a year, after the beginning of the school year and

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before the autumn holidays, voting by a simple majority of members present. Each class representative may cast only one vote by proxy.

A class representative for a secondary class may not be the primary representative, and vice versa. If, however, at the beginning of the school year a nursery, primary or secondary representative no longer has a child in a class at the relevant level, that class representative shall continue in his/her functions until a new representative is elected to ensure continuity, on condition that he/she remains a contributing member.

Each language section's class representatives shall elect a representative to the Education Board for the primary/nursery and secondary levels in the same manner.

4. If elections do not result in the selection of a section representative for each level from among the class representatives concerned, new elections shall be organised at the earliest opportunity.
5. An Management Board member's term of office shall end:
  - a) at the end of the two-year term of office for members elected by the General Meeting, except for half of the members elected by the first General Meeting held after entry into force of these statutes, whose term of office is exceptionally limited to one year in order to permit the annual partial renewal of members. The members to be replaced shall be those elected with the fewest votes;
  - b) after one year for the members elected by the language sections, as well as for the nursery representative;
  - c) upon resignation, with effect from one month following notification or on the date requested and duly justified by the resigning member;
  - d) on ceasing to be a class representative;
  - e) on ceasing to be a contributing member;
  - f) due to repeated absence from Management Board meetings: a member who misses at least five meetings of the Management Board and of its preparatory committees during the school year shall be automatically considered to have resigned. The member concerned shall be given advance notice. However, the Management Board may, in particular cases, and considering the administrator's contribution to the Association's activities, decide by simple majority to maintain the member in office;
  - g) removal of the member in accordance with Article 16(3).
6. Positions which have become vacant during a member's term of office shall be filled for the period remaining in accordance with the following conditions:
  - a) for members elected in accordance with the procedure set out in paragraph 2(a) and (b), the same procedure shall apply;
  - b) seats for members elected by the General Meeting shall be assigned in descending order of number of votes obtained in the election. If the list is empty, the position shall remain vacant until the next General Meeting.

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7. A Management Board member may not serve more than six consecutive years in total from the date of adoption of these statutes. The President's term is limited to a maximum of four consecutive years.

### **Article 12**

1. The Management Board shall have full management and administrative powers, subject to the decisions taken and powers delegated by the General Meeting.

Without prejudice to Articles 19, 20 and 21, such powers shall include:

- a) implementing decisions taken by the General Meeting or the Management Board itself;
  - b) the Association's staff regulations ("*règlement de travail*") and rules related to staff recruitment, job descriptions and appraisal;
  - c) monitoring the budget for the current year within the ceiling set by the General Meeting;
  - d) monitoring of the activities of the Association's sectors and the committees provided for in Article 13;
  - e) managing the Association's social fund;
  - f) adopting internal rules to implement these statutes, including internal control rules.
2. The Management Board shall elect from among its members, by secret ballot and by simple majority of members present or represented:
    - a President;
    - a Vice-President in charge more specifically of Educational Affairs;
    - a Vice-President in charge more specifically of Administrative Affairs, including staff matters;
    - a Vice-President in charge more specifically of communication with parents, events, public relations, and the management of the Association's electronic networks and services;
    - a Secretary, who shall keep the Association's register referred to in Article 17 up-to-date and produce reports for meetings of all the Association's bodies;
    - a Treasurer;
    - persons in charge of the Association's three sectors (transport, canteen and extracurricular activities).
  3. If needed, the Management Board may invite contributing members to participate in all or parts of meetings as observers, especially if they are involved in one of the Association's activities.
  4. The Management Board shall ensure that the Association's activities and bodies respect European Union legislation and applicable Belgian law.
  5. The Management Board may adopt internal rules of procedure. Approval or amendment of the internal rules of procedure shall require a two-thirds majority



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of members. The internal rules of procedure shall apply to committees and working groups created by the Management Board and shall include special provisions applicable to them, if necessary.

6. The Management Board may adopt a code of conduct regarding its members' activities and behaviour. Approval or amendment of that code shall require a two-thirds majority of members.
7. The Management Board shall ensure the proper financial management of the Association. It shall ensure in particular that the amounts collected for one sector are not assigned to another sector, unless the General Meeting so decides explicitly. In the event of doubts regarding the regularity of the financial management of the Association's activities, the President may decide, after consulting the Executive Committee, to take any appropriate investigation measures.

### **Article 13**

1. Following every ordinary General Meeting, the Management Board shall elect among its members and by simple majority of members present or represented, two permanent committees responsible for preparing the work of the Board. Each committee shall meet regularly, once a month. Management Board members may participate in one or both committees. The conditions for delegating powers to the committees and the way that they are to function shall be defined in the Management Board's internal rules of procedure.
2. The Management Board alone shall be responsible before the General Meeting for legal and financial decisions committing the Association. To that end, each committee shall report regularly, and at least once a month, to the Management Board in writing regarding its management decisions and activities.
3. The permanent committees shall be the following:
  - a) the Executive Committee, as defined in Article 15;
  - b) the Educational Advisory Committee, made up of seven to nine members. Each language section shall be represented on the committee by at least one member. The committee shall prepare positions to be taken by the Management Board regarding any educational issue, including issues handled by European schools bodies. The parents' representatives on the Education Board for primary/nursery and secondary levels shall be given the opportunity to be heard by the committee during the preparation of the Management Board's positions on educational issues. To that end, the committee may, as necessary, invite parents' representatives on the primary/nursery and secondary Education Councils, or other appropriate persons, to attend its meetings as observers. The Vice-President for Educational Affairs shall chair the Educational Advisory Committee.
4. The Management Board may decide to create working groups responsible for assisting the Executive Committee and the Educational Advisory Committee in their work, and shall set out their mandates and composition. Members of such working groups may also, if needed, represent the Association on the joint committees created by the Association and the school to manage the Association's sectors.

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### **Article 14**

1. The Management Board shall meet at least every two months and at least five times per school year, when convened by the President. To the extent possible, the invitation shall be sent no later than one week before the meeting and shall mention the provisional agenda. The invitation shall include the documents reviewed by the Executive Committee and the Educational Advisory Committee and contain the list of measures submitted for adoption, discussion or information purposes.
2. Additional meetings may be convened at the request of at least five members.
3. During its term of office, the Management Board shall perform its duties collegially. Its decisions shall be valid only if at least half of its members plus one are present or represented. If no consensus is reached, and unless otherwise provided by the law or these statutes or the internal rules, decisions shall be adopted by simple majority of members present or represented. Each member may cast only one vote by proxy. Proxies shall be attached to the minutes of the meeting.

In cases of urgency, the President, or a Vice-President in his/her absence, may contact the Management Board's members in writing or by electronic means to request a vote, mentioning the reason for the urgency, the object of the vote, and the deadline and method of voting. The vote shall be considered valid if at least half of the members plus one have effectively voted by the deadline.

That shall not, however, prevent the President, or a Vice-President in his/her absence, from taking urgent and necessary measures in the interests of the Association when an urgent situation prevents the organization of a Management Board meeting or a vote as provided for above.

### **Article 15**

1. The Management Board shall elect from among its members an Executive Committee in charge of the day-to-day management of the Association and may also revoke it. The Executive Committee is responsible, in particular, for managing the Association's three sectors (transport, canteen and extracurricular activities) and ensuring the proper financial management of the Association. Except where urgent decisions have to be taken, the Executive Committee's decisions shall be taken within the scope and context of a written delegation from the Management Board, which can be revoked at any time.
2. The Executive Committee shall comprise eight to thirteen members. The Vice-President for Administrative Affairs shall chair it. Each language section shall be represented on the committee, to the extent possible, by at least one member.
3. During its term, the Executive Committee shall perform its duties collegially. Its decisions shall be valid only if at least half of its members plus one are present or represented. Unless otherwise provided, decisions shall be adopted by simple majority of members present or represented.

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### **Article 16**

1. The Association's members, and especially members of its bodies, shall respect the decisions taken by and be loyal to the Association. They shall refrain from any behaviour likely to reflect adversely on the dignity of their functions or the interests of the Association. They shall respect the Association's internal rules and shall behave fairly and courteously with other members of the Association's bodies, parents, the school and its representatives, staff and teachers, public authorities, the Association's service providers and the Association's staff.
2. If a Management Board member considers that, due in particular to his/her personal or professional situation, his/her participation in one of the Association's decisions or activities would create a (potential) conflict of interest that could affect the member's judgement in making a decision or result in actions likely to harm the Association, he/she shall immediately inform the President who may then convene a Management Board meeting in order to consider the case. Any member of the Association in possession of information about any potential conflict of interest affecting any Management Board member shall immediately inform the President. When the conflict concerns the President, the same procedure shall apply and shall be initiated by the Vice-President in charge of Administrative Affairs.

Taking into account the Association's interests, the Management Board may decide by a two-thirds majority of its members to suspend the voting rights of the member concerned regarding decisions likely to be affected by the conflict of interest.

3. The Management Board may adopt appropriate measures, such as those referred to in the previous paragraph and by the same majority, with regard to a member who fails to respect statutory rules or the internal rules of the Association. However, only the General Meeting may decide on the removal of a Management Board member, on a recommendation from the Management Board and by a two-thirds majority of class representatives present or represented.
4. The General Meeting may decide on the removal of a contributing member, on a recommendation from the Management Board, in cases of serious or persistent breaches of the Association's statutory or internal rules. The General Meeting shall decide on the exclusion by a two-thirds majority of class representatives present or represented, after considering the rationale given and having heard the member concerned or his/her representative.

### **Article 17**

Decisions of the General Meeting, the Management Board and the Executive Committee shall be recorded in a register signed by the President and the Secretary of the Association. The Secretary shall maintain the register and make it available to the Association's members.

Decisions shall also be published on the Association's website, except for decisions or parts of decisions publication of which would be likely to infringe data protection rules or to compromise the Association's financial or legal interests.

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### **Article 18**

1. The Management Board shall define the access policy and rules for the Association's documents. These shall respect applicable European Union and Belgian law regarding the handling of personal data and shall ensure that the Association's legal and financial interests are not compromised.
2. The Association's bodies' internal rules shall be published on its website.
3. The Association's bodies shall strive to duly inform all contributing members about their decisions and programmes. Communication may be organised in cooperation with the school if required.

### **Article 19**

1. Any act that creates a legal or financial liability for the Association shall be approved by the Management Board, unless covered by the delegation of powers to the Executive Committee pursuant to Article 13.
2. The Association shall be represented by its President or, in his/her absence, by one of the Vice-Presidents. Letters sent on behalf of the Association shall be signed by its President or, in his/her absence, by one of the Vice-Presidents. If they engage the Association's responsibility, unless covered by the powers delegated to the Executive Committee, the President shall first consult the Management Board and inform it about the sending and content of such letters.

### **Article 20**

Legal actions in which the Association is an applicant or defendant shall be monitored and conducted by the Management Board through its President, with the help of a member specially designated by the Board or, in the President's absence, by a Vice-President under the same conditions.

### **Article 21**

1. The President and/or the Vice-President responsible for Educational Affairs shall represent the Association vis-à-vis the Board of Governors and the Secretary-General of the European schools, as well as on the school's Education Councils and Advisory Council. They may be represented by another Management Board member.

The President and/or the Vice-President responsible for Administrative Affairs and/or the Vice-President responsible for Educational Affairs shall represent the Association on the school's Management Board on the basis of a decision of the Board of Governors of the European schools. They may be represented by another Management Board member.

2. The Management Board may appoint its members to represent the Association on working groups established by the Secretary-General of the European schools and on bodies of the Association of European Schools' Parents' Associations ("Interparents"). The members appointed shall respect the position defined by the Management Board and, if in any doubt, consult the Board before taking a position.

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Interparents may also appoint a Management Board member to represent it on the bodies or working groups established by the Secretary-General of the European schools.

### **TITLE IV - MODIFICATION OF THE STATUTES - DISSOLUTION**

#### **Article 22**

1. A proposal to amend the statutes or to dissolve the Association may be made only by the Management Board, or by a fifth of class representatives, or by a tenth of the contributing members.
2. The Management Board shall inform the Association's members of the date of the General Meeting convened to vote on such a proposal at least one month in advance, through class representatives and via the Association's website.
3. The General Meeting may adopt amendments to the statutes only if they are explicitly mentioned in the invitation and at least two-thirds of class representatives are present or represented.
4. Amendments shall be adopted by a two-thirds majority of class representatives present or represented.
5. However, any amendment relating to the Association's goals may be adopted only by a four-fifths majority of class representatives present or represented.
6. Should the quorum not be met, a further General Meeting shall be convened under the same conditions, but not less than fifteen days after the first meeting. That General Meeting shall decide conclusively and validly on the proposal by a two-thirds majority of class representatives present or represented, or a four-fifths majority if the amendment relates to Association's goals.
7. The General Meeting shall determine the terms and conditions for dissolution of the Association and the use of any remaining assets. The assets shall be used for goals similar to those of the Association.

### **TITLE V - ENTRY INTO FORCE**

#### **Article 23**

Amendments to these statutes shall not take effect until all publicity formalities and conditions have been fulfilled in accordance with the Belgian law of 25 October 1919, as amended by the law of 2 May 2002.

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