



EEE-YFU
European Educational Exchanges
Youth for Understanding

EUROPEAN EDUCATIONAL EXCHANGES – YOUTH FOR UNDERSTANDING

**International non-profit association
under Belgian law**

(Register of Legal Entities Brussels 0428.158.097)

BYLAWS

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TABLE OF CONTENT

Section I	Name, registered office and purpose of the Association.....	1
1	Name.....	1
2	Registered office.....	1
3	Purpose and activities	1
4	Structure of the Association	2
Section II	Members.....	2
5	Type of members.....	2
6	Rights and obligations of members.....	2
	6.1 Rights	2
	6.2 Obligations.....	2
7	Admission of members	2
	7.1 Eligibility to become a member.....	2
	7.2 Admission process.....	3
8	Change of membership status	3
9	Withdrawal of members.....	3
10	Exclusion of members.....	3
11	Consequence of ceasing to be a member	3
Section III	General Assembly	3
12	Role of General Assembly.....	3
13	Composition of General Assembly.....	4
14	Decision making within General Assembly.....	4
	14.1 Voting right.....	4
	14.2 Required quorum and majority.....	4
	14.3 Form of decision making	4
	14.4 Meetings of General Assembly	4
	14.5 Decisions in writing	5
Section IV	Board	6
15	Role of Board	6
16	Members of the Board	6
	16.1 Composition of the Board	6
	16.2 Timing of Board mandates	6
	16.3 Required qualifications for Board members	7
	16.4 Election of Board members	7
	16.5 Early termination of mandate.....	10
	16.6 Appointment of Chair	10
	16.7 Remuneration and compensation of Board members.....	10
17	Decision making within the Board.....	11
	17.1 Decision making at meetings	11



17.2	Written decision making.....	11
17.3	Conflict of interests.....	11
18	Meetings of the Board.....	11
18.1	Form of meetings.....	11
18.2	Convening and agenda setting	12
18.3	Chairing of meeting	12
18.4	Meeting guests	12
18.5	Minutes.....	12
19	Delegation of powers.....	12
20	Board committees.....	12
Section V Secretary General.....		13
21	Appointment and function of the Secretary General.....	12
22	Powers of the Secretary General.....	12
Section VI External Representation of the Association.....		15
23	External representation of the Association	15
Section VII Finances		14
24	Financial year.....	14
25	Budget and financial reporting.....	14
26	Financing.....	14
27	Membership fee.....	14
Section VIII Miscellaneous.....		15
28	Notices	15
29	Amendments to bylaws	15
230	Dissolution and liquidation.....	15
31	Arbitration.....	15
Section IX Glossary		17

Section I Name, registered office and purpose of the Association

1 Name

The Association is an international non-profit association (“association internationale sans but lucratif”) bearing the name “European Educational Exchanges - Youth For Understanding,” abbreviated to “EEE-YFU.” The full and abbreviated names may be used interchangeably.

This Association is governed by the provisions of title III of the Belgian Law of 27 June 1921 concerning the non-profit organisations, the international non-profit associations and the foundations, as modified from time to time, as well as by the decrees in execution of that law.

2 Registered office

The registered office of the Association is located at Avenue du Suffrage Universel 49, 1030 Brussels, Belgium.

It may be transferred to any other place in Belgium by resolution of the Board, except if such transfer involves a change of the language of these articles of association pursuant to the applicable language regulations. In such case, the transfer of the registered office must be decided by the General Assembly. Any modification of the registered office must be communicated to the Belgian Ministry of Justice so as to be deposited in its file and published at the expense of the Association in the Annexes to the Belgian State Gazette (“Moniteur Belge”).

The Association may, by resolution of the Board, establish administrative offices, places of business and branches in Belgium and abroad.

3 Purpose and activities

The purpose of the Association is to advance and support in Europe, on a non-profit basis, the mission of Youth For Understanding (YFU), which is to advance intercultural understanding, mutual respect and social responsibility through educational exchanges for youth, families and communities.

For this purpose the Association aims to serve as an instrument for cooperation among YFU organisations in Europe by, inter alia:

- (i) providing services to and support for its members;
- (ii) providing training and opportunities for development to the various stakeholders of YFU organisations, including students, volunteers, staff and other participants;
- (iii) enhancing the public visibility of YFU in Europe and within European institutions and organisations;
- (iv) advocating for positive change in government legislation, policy and programmes in order to remove obstacles and ensure a favourable environment for YFU’s activities;
- (v) building partnerships to leverage synergies and broaden the impact; and
- (vi) raising awareness and funds to facilitate fulfilling its purpose and carrying out its activities.



4 Structure of the Association

The Association is governed through the following bodies:

- (i) the General Assembly, which consists of all of the members of the Association – see Section II and Section III;
- (ii) the Board, which consists of the elected Board members – see Section IV.

Section II Members

5 Type of members

The Association has two types of members: (a) non-voting members and (b) voting members.

6 Rights and obligations of members

6.1 Rights

6.1.1 All members have the right to:

- (i) attend the meetings of the General Assembly;
- (ii) use the services offered by the Association to its members in accordance with the terms and conditions (if any) set by the Board from time to time.

6.1.2 In addition, voting members (and not non-voting members) also have the right to:

- (i) vote at the General Assembly;
- (ii) nominate Board candidates in accordance with Article 16.4.

6.1.3 In case of failure by a member to pay the membership fee, if any, referred to in Article 27 after a reasonable reminder, the right to attend and vote at the General Assembly and the right to nominate candidates for the Board are automatically suspended.

6.2 Obligations

All members have the following obligations:

- (i) pay the membership fee, if any, referred to in Article 27;
- (ii) comply with these bylaws.

7 Admission of members

7.1 Eligibility to become a member

An organisation must meet the following criteria in order to be eligible to become a member of the Association:

- (i) be duly constituted according to its national laws;
- (ii) be a non-voting or voting member of YFU IES; and
- (iii) expressly share the purpose of the Association as specified in Article 3.



7.2 Admission process

Any organisation that wants to become a member must send a written application addressed to the Board. The Board reviews the application and decides on the admission at its next meeting. The Board decides at its discretion: even if the applying organisation meets the eligibility requirements, the Board is not obliged to admit the organisation as a member. The Board informs the applying organisation as soon as possible after its decision.

8 Change of membership status

Once an organisation is admitted as a member, its status as non-voting or voting member is automatically determined (and changed) by its membership status within YFU IES: if the member is a non-voting member of YFU IES, it is a non-voting member of EEE-YFU; if the member is a voting member of YFU IES, it is a voting member of EEE-YFU.

9 Withdrawal of members

Any member may decide at any time that it no longer wants to be a member of the Association. In such case, the withdrawal becomes effective, and the member ceases to be a member of the Association, as from 1 January of the year following the date on which the withdrawal notice is received by the Board. The withdrawal notice must be received by the Board at least 15 days prior to the effective date.

10 Exclusion of members

If a member no longer meets the eligibility criteria set out in Article 7.1, the Board must consider the exclusion of such member at the latest at its next Board meeting. Before any exclusion decision is taken by the Board, the member concerned must be granted a possibility to make its case with regard to the considered exclusion. Afterwards, if the Board determines that the eligibility criteria are indeed no longer met, it must decide to exclude the member as a member of the Association. In such case, the exclusion becomes effective and the member ceases to be a member of the Association as from the date of the exclusion decision by the Board.

11 Consequence of ceasing to be a member

An organisation that ceases to be a member of the Association is not entitled to any rights it used to have in respect of the Association, to any of its assets, to any reimbursement for previous contributions, or to a cancellation of debts already incurred against the Association, but not yet paid.

Section III General Assembly

12 Role of General Assembly

The General Assembly is the general directional body (“organe général de direction”) of the Association.

The role of the General Assembly is:

- (i) to oversee the activities of the Board;



- (ii) to take decisions in respect of the following matters, which are reserved to the General Assembly:
 - (a) the amendment of these bylaws;
 - (b) the election of the members of the Board (see Article 16.4);
 - (c) the annual approval of the budget and the annual accounts prepared by the Board;
 - (d) the appointment of an auditor, if any;
 - (e) the discharge of the Board members and auditor, if any;
 - (f) the dissolution and liquidation of the Association;
 - (g) any other decision requiring a decision from the General Assembly by law.

13 Composition of General Assembly

The General Assembly is composed of all voting members and non-voting members of the Association.

14 Decision making within General Assembly

14.1 Voting right

Only voting members have a voting right at the General Assembly. Except for the election of the members of the Board (see Article 16.4), each voting member has one vote.

Non-voting members of the Association are entitled to participate in the General Assembly, but they are not entitled to vote.

14.2 Required quorum and majority

For a decision to be validly adopted by the General Assembly, at least a majority of the voting member must participate in the vote (whereby an abstention is also deemed a participation).

Except for the election of the members of the Board (see Article 16.4), decisions by the General Assembly are taken by simple majority (i.e. more than 50%) of the votes cast.

14.3 Form of decision making

Decisions of the General Assembly can either be taken at a meeting (see Article 14.4) or in writing (see Article 14.5).

14.4 Meetings of General Assembly

14.4.1 Frequency

The Board may convene a meeting of the General Assembly whenever it deems this appropriate. At least once per year, a meeting of the General Assembly must be held to approve the budget of the current and/or subsequent year and the annual accounts of the previous year.

14.4.2 Form of meetings

Meetings of the General Assembly can take place in person or by any other means of communication that allow for an actual and simultaneous deliberation among all



members, or by way of a mixture of both. If an in-person meeting is held, it must be made possible for members to participate remotely.

14.4.3 Convening notice and agenda

Meetings of the General Assembly are convened by the Board with at least 15 days prior notice to all members. The Board also sets the agenda of such meetings.

If at least five voting members of the Association make a uniform request to the Board to convene an extraordinary meeting of the General Assembly with specific agenda items and specific decision proposals, the Board must convene such meeting and send a convening notice within 15 days. If the Board does not convene such meeting within 15 days, the requesting voting members may convene such meeting and send the convening notice.

14.4.4 Chairing of meetings

Meetings of the General Assembly are chaired by the chair of the Board or, in case of absence of the chair of the Board, by the Board member who wins a coin toss.

14.4.5 Proxies

Any voting member may grant a proxy to another voting member in order to be represented at a meeting of the General Assembly. Such proxy must be in writing and must bear the signature (which may be digital) of the official representative(s) of the voting member granting the proxy. Any voting member cannot represent more than two other voting members by proxy at the same time.

14.4.6 Meeting guests

Upon decision by the chair of the meeting, non-members may attend meetings of the General Assembly.

14.4.7 Attendance list and minutes

An attendance list is drawn up for each meeting. In case of an in-person meeting, such list must be signed by the official representative(s) of the attendees. After each meeting of the General Assembly, minutes are drawn up and approved by the Board at the latest at its next meeting not immediately following the meeting of the General Assembly. Once minutes of a General Assembly meeting are approved, they are shared with all members.

14.5 Decisions in writing

The written decision making procedure cannot be applied for decisions required to be recorded in a notarial deed under Belgian law.

The Board may propose decisions in writing to all voting members by letter or email, if it deems it in the interest of the Association. From the date of such communication, all voting members have 15 days to communicate any comments to the Board by letter or email. The Board shall communicate these responses by letter or email to all voting members. Following, or together with, the communication of the responses, the Board may send a ballot, including the originally proposed decisions, to all voting members with the request to cast their vote by returning the completed ballot, dated and signed, within 15 days.

A decision is deemed adopted through this written procedure if it attains the required majority as set out in Article 14.2. The Board shall share the adopted decisions with all members within one month of the votes cast.

Section IV Board

15 Role of Board

The Board is the management body (“organe d’administration”) of the Association. Except where these bylaws reserve certain powers to the General Assembly, all powers of the Association are exercised by the Board. Members of the Board have to act in the best interest of the network as a whole (and not just in the interest of their national organisation), even if they are elected upon nomination by a certain member.

The role of the Board is, inter alia, to:

- (i) decide on the admittance of new members of the Association in accordance with Article 7;
- (ii) decide on the exclusion of members of the Association in accordance with Article 10;
- (iii) convene and set the agenda of any meeting of the General Assembly in accordance with Article 14.4.3;
- (iv) propose written decisions to be taken by the General Assembly in accordance with Article 14.5;
- (v) prepare the annual budget and the annual accounts of the Association in accordance with Article 25;
- (vi) decide, after consultation with the members, on any membership fees to be paid by the members in accordance with Article 27;
- (vii) appoint and dismiss the Secretary General;
- (viii) give the discharge to the Secretary General for the daily management of the Association; and
- (ix) take any other decision requiring a decision from the Board by law.

16 Members of the Board

16.1 Composition of the Board

The Board is composed of three members.

16.2 Timing of Board mandates

The term of a Board mandate is in principle two and a half years. A Board member may be (re-)elected for a (new) term provided that such Board member has not exceeded six and a half consecutive years of membership of the International Board of YFU IES at the start of the (new) term for which an election is being organised.

16.3 Required qualifications for Board members

In order for a person to be validly nominated as a candidate for the Board, such person must:

- 16.3.1** be an individual;
- 16.3.2** have been nominated by a voting member of the Association;
- 16.3.3** not be nominated by the same organisation as two members of the International Board of YFU IES whose mandate is not envisaged to have ended before the start of the term of the candidate Board member;
- 16.3.4** not be nominated by the same voting member as another Board member whose mandate will continue after the start of the term of the candidate Board member;
- 16.3.5** be the only person that is being nominated by a voting member;
- 16.3.6** have sufficient command of the English language so as to actively participate in meetings of the Board;
- 16.3.7** be able to be regularly available for in-person or virtual meetings of the Board;
- 16.3.8** not be an employee, consultant, board member, or otherwise closely involved in an organisation directly competing with YFU.

16.4 Election of Board members

16.4.1 General

The following principles apply to all Board elections:

- (i) Candidates of Board mandates are nominated by voting members. Only voting members are entitled to nominate and vote for candidates for Board mandates.
- (ii) A valid nomination of a candidate Board member requires:
 - (a) a confirmation by the voting member that the candidate satisfies the criteria set out in Article 16.3, using the form (if any) included with the call for nominations;
 - (b) a nomination letter by the voting member nominating the candidate;
 - (c) a personal motivation letter by the candidate;
 - (d) the candidate's resume.
- (iii) Board elections take place electronically (e.g. by email) and by way of a secret ballot.
- (iv) Votes are cast by national electors appointed by the voting members in accordance with Article 16.4.2.
- (v) For each election, the candidates with the highest number of positive votes are elected.
- (vi) In case of a tie between two or more candidates, a second election round is organised between these tied candidates. The voting period for the second election round is one week after the voting ballots for such round were sent. The Board can decide to increase this voting period in case this period overlaps

with a holiday period for a large group of voting members. In case the tie continues, an entirely new nomination and voting procedure is started, in accordance with the above, only for the Board mandates for which there is a tie. In such case, the tied mandate(s) remain(s) vacant, but the already elected Board members can start their mandate.

- (vii) Once the election results are final, the election results (including the allocation of the votes) are sent to all members.
- (viii) All communications regarding elections for the Board are sent to both the national director and the chair of each voting member, provided their email addresses are available on the shared YFU IT system to which all members have access in principle.

16.4.2 Appointment of national electors

National electors are appointed as follows:

- (i) The number of national electors depends on the choice of each voting member: one or more national electors can be appointed, depending on the number of votes available and the number of votes the voting member allocates to each national elector.
- (ii) At the time the call for nominations is sent out in accordance with Article 16.4.3(iii), the voting members are also requested to appoint its national elector(s) and the number of votes allocated to each national elector. One reminder is sent after two weeks.
- (iii) In case no unequivocal reply with the appointment of national electors and, if relevant, the allocation of votes is received from a voting member, the information received for the last similar elections will be used as a basis to the extent reasonable and relevant.

16.4.3 Election procedure

Elections for the three Board members are organised as follows:

- (i) The elections take place approximately one and a half years after every YFU International Conference organised by YFU IES.
- (ii) Board members are nominated and elected only by voting members.
- (iii) At least one month prior to the nomination deadline, a call for nominations is sent to all voting members of the Association clearly indicating (a) the deadline for nomination and (b) a listing of the number of votes held by each voting member and in total, as well as the calculation of such votes. All voting members can nominate candidates. The deadline for nomination is November 1 or May 1, whichever is closest to two and a half years after the last regular election of Board members.
- (iv) After the nomination deadline has passed, the voting ballots are sent to the national electors appointed by the voting members (see Article 16.4.2) clearly indicating the deadline for voting. The deadline for voting is two weeks after the voting ballots were sent. The Board can decide to increase this voting period in



case this period overlaps with a holiday period for a large group of voting members.

- (v) For each position for which an election is being organised, voting members have between one and forty votes, depending on the average number of program participants within the last three completed periods running from 1 September to 31 August.

The following calculation principles apply:

- (a) only participants of programs lasting more than 31 days are counted;
- (b) for programs between two voting members of the Association, each program participant is counted twice: once for the sending organisation and once for the receiving organisation;
- (c) in September of each year, for each voting member, the number of program participants within each of the last three completed periods running from 1 September to 31 August are determined and communicated to all members.

The number of votes is allocated as follows:

from 1 to 50 participants	= 1 vote
from 51 to 100 participants	= 2 votes
from 101 to 200 participants	= 3 votes
from 201 to 400 participants	= 6 votes
from 401 to 600 participants	= 10 votes
from 601 to 800 participants	= 20 votes
from 801 to 1,000 participants	= 30 votes
from 1,001 to ... participants	= 40 votes

- (vi) Not yet taking into account the limitation of Article 16.4.3(vii), the total number of votes that can be cast in an election by all national electors appointed by one voting member equals: (a) the number of votes on the basis of the above table, multiplied by (b) the number of Board positions for which the election is being organised (i.e. maximum three).
- (vii) However, the total number of votes of any individual voting member is capped at: (a) 25% (rounded to the closest integral) of the total number of votes available to all voting members as determined in Article 16.4.3(vi), minus (b) one vote. In case of an intermediate vacancy election in accordance with Article 16.5.2(ii), the 25% is increased to 33% if there are two vacancies and increased to 50% if there is only one vacancy.
- (viii) Each national elector can give multiple votes per candidate, and can even put all its votes on one single candidate.
- (ix) The mandates of the newly elected members of the Board start either on 1 January or on 1 July, whichever is closest to two and a half years after the



start of the last regular mandates of the Board members. The Board can decide to postpone this start date by a short period in case the election process is not yet over by this date.

16.5 Early termination of mandate

16.5.1 The mandate of a member of the Board terminates early in case:

- (i) such Board member no longer meets the criteria set out in Article 16.3;
- (ii) such Board member informs the Board in writing that he/she resign from his/her mandate; or
- (iii) such Board member has committed an act that constituted, at the time of the act, a breach of the then applicable Code of Ethics for members of the International Board of YFU IES and, after having specified the alleged breach(es) and having provided the Board member in question with an opportunity to be heard by the Board, the Board decides unanimously to terminate the mandate of the Board member in question.

16.5.2 In case the mandate of a member of the Board becomes vacant before the end of its term:

- (i) the runner-up (i.e. the next non-elected person with highest number of votes) of the previous Board election fills the mandate, but only for the remaining time of mandate; and
- (ii) if no runner-up alternative is available, the mandate is filled either (a) at the next regular Board election or, if earlier, (b) in parallel with the next regular elections for the International Board of YFU IES by way of an intermediate Board election organised at the level of the Association, whereby:
 - (a) the mandate is only filled for the remaining time of the vacant mandate;
 - (b) voting members who nominated one of the other Board members are not entitled to vote in the election for the vacant mandate;
 - (c) other than the above and the timing element, the same procedure applies as for the regular Board elections.

16.6 Appointment of Chair

The Board elects among its members a chair at the end of its first meeting of each calendar year. The chair may be re-elected for a new term with a maximum of four consecutive terms for the same position. If the mandate of a chair becomes vacant before the end of its term, a meeting of the Board is convened within one month from the mandate becoming vacant to fill the vacant mandate for its remaining time.

16.7 Remuneration and compensation of Board members

The mandate of Board members is not remunerated. However, the Board members are reimbursed for normal and justified expenses incurred in the exercise of their mandate.



17 Decision making within the Board

17.1 Decision making at meetings

The Board may validly deliberate and vote at a meeting (see Article 18) only if more than half of its members participate in the meeting.

Although Board members must make an effort to reach consensus among Board members, decisions by the Board during a meeting are in principle taken, after deliberation, by simple majority (i.e. more than 50%) of all members participating in the meeting.

17.2 Written decision making

17.2.1 In addition, the Board may validly adopt decisions in writing without a meeting, provided:

- (i) the majority requirements set out in Articles 17.1 are satisfied; and
- (ii) no Board member requests a meeting within the two weeks after the proposed decision was sent to the Board members for adoption.

17.2.2 To this end, the proposed decisions are sent to all members of the Board with the request to reply as soon as possible in writing by indicating (a) in case such member requests a meeting of the Board, or (b) whether such member votes in favour of the decision, votes against, or abstains from voting.

17.2.3 The written decisions are deemed to have been adopted on the date the conditions in Article 17.2.1 are satisfied or, if later, on the date specified in the document.

17.3 Conflict of interests

17.3.1 In case a member of the Board has a conflict of interests with respect to a proposed decision, other than a conflict that is the same or very similar for all other Board members, such Board member must:

- (i) declare and explain the conflict of interests before any deliberation regarding the proposed decision takes place;
- (ii) leave the meeting room or the conversation, and not participate in any of the deliberations, except if and to the extent the Board wishes to ask certain questions from the conflicted Board member; and
- (iii) abstain from voting in respect of the proposed decision.

17.3.2 Both the personal situation of a Board member and the situation of the member by whom such Board member was nominated as a candidate Board member are taken into account to determine whether a conflict of interests on behalf of a Board member exists.

17.3.3 The conflict of interests is mentioned in the minutes of any meeting.

18 Meetings of the Board

18.1 Form of meetings

Meetings of the Board can take place in person or by any other means of communication that allow for an actual and simultaneous deliberation among all members, or by way of a mixture of



both. The Board must hold at least one meeting every year, but more meetings are organised in case there is a need for the Association or the network.

18.2 Convening and agenda setting

Meetings of the Board are convened by the chair of the Board. The chair also sets the agenda of such meetings in close cooperation with the other Board members. The convening notice is sent to all Board members at least one week before the date of any meeting of the Board. In case of an emergency, the notice period may be shortened.

18.3 Chairing of meeting

Meetings of the Board are chaired by the chair of the Board or, in case of absence of the chair of the Board, by the Board member who wins a coin toss.

18.4 Meeting guests

Upon decision by the chair of the meeting, non-members may attend meetings of the Board.

18.5 Minutes

After each meeting of the Board, minutes are drawn up and approved by the Board at the latest at its next meeting. Once minutes of a Board meeting are approved, they are shared with all members of the Association. The Board can decide to keep certain parts of the minutes confidential in case of personal sensitivities.

19 Delegation of powers

The Board may delegate specific powers to one or more special attorneys-in-fact. The Board cannot delegate general decision making powers.

20 Board committees

On its own responsibility, the Board may set up one or more advisory committees. The composition of such committee, the conditions for the appointment and dismissal, the remuneration and compensation (if any), the length of the mandate of the members of the advisory committees, and their operating procedures are determined by the Board.

Section V Secretary General

21 Appointment and function of the Secretary General

The Board shall appoint a Secretary General. The Secretary General shall be the natural person or legal entity being appointed as secretary general of YFU IES.

If YFU IES has not appointed a natural person or legal entity as its secretary general, the Board shall appoint any natural person or legal entity, not being a Board member, as Secretary General. In that case, the Secretary General shall be appointed until the YFU IES has appointed a natural person or legal entity as its secretary general.

The office of the Secretary General shall be remunerated. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board.

The mandate of the Secretary General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary General is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (iii) by expiry of his/her/its mandate as secretary general of YFU IES.

The Board may revoke the mandate of the Secretary General at any time and possibly with immediate effect, without (i) having to motivate its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labor law provisions or any service agreement entered into by the Association and the Secretary General, if applicable.

The Secretary General is free to resign from his/her/its office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, his/her/its resignation to the Board, without prejudice to the mandatory labor law provisions, or any service agreement entered into by the Association and the Secretary General, if applicable. In case of termination of the mandate of the Secretary General for whatever reason, except the cases of automatic termination of the mandate of the Secretary General, or revocation, the Secretary General shall continue performing the duties of his/her/its office until the Board, has provided in his/her/its replacement within ninety (90) calendar days.

In case of the end of the mandate of the Secretary General for whatever reason, without simultaneous termination of the mandate of the secretary general of YFU IES, the Board shall appoint any natural person or legal entity, not being a member of the Board, as Secretary General. In that case, the Secretary General shall be appointed until YFU IES has appointed a new natural person or legal entity as its secretary general.

In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law provisions, or any service agreement entered into by the Association and the Secretary General if applicable.

The Secretary General shall report periodically to the Board on his/her/its actions and activities, and at the request of the Board.

The Secretary General shall be a permanent observer at the Board, and shall have the right to attend all meetings of the Board, without voting rights and with the right to be heard. All convening notices to all meetings of the Board must simultaneously be notified to the Secretary General.

22 Powers of the Secretary General

The Secretary General shall have the powers specifically granted to him/her/it by these bylaws. In particular, the Secretary General shall have the following powers:

- (a) Being responsible for the daily management of the Association;
- (b) Participate and contribute to the general management and administration of the Association;
- (c) Working on ensuring efficient decision making in the Board and the implementation of the Association's strategy decided by the Board;
- (d) Submitting the applications for admission to membership to the Board;



- (e) Executing the decisions of the Board;
- (f) Hiring and dismissing the staff of the Association, within the approved budget; and
- (g) Ensuring the public relations of the Association, particularly regarding communication with third parties.

The Secretary General shall always act under the responsibility of the Board and shall report periodically to the Board on its actions and activities, and/or at the request of the Board.

Section VI External representation of the Association

23 External representation of the Association

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds (i.e. including the signature authority) by any Board member, acting alone.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds (i.e. including the signature authority) by the Secretary General, acting alone.

None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties (i.e. including the signature authority), within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Board or, within the framework of daily management, by the Secretary General, acting alone.

Section VII Finances

24 Financial year

The financial year of the Association starts on 1 January of each year and ends on 31 December of the same year.

25 Budget and financial reporting

Every year, the Board prepares an annual budget for the following year and the annual accounts of the previous year and submits those to the General Assembly. The General Assembly approves those at its next meeting.

26 Financing

The Association can be financed through membership fees, gifts, legacies and subsidies from private corporations, national or international institutions, governments and public authorities.

27 Membership fee

- 27.1** The Board may decide to charge a membership fee to each member. The annual amount of such membership fee must be determined by the Board and communicated to the members at least 30 days prior to the beginning of the year during which the amount will be due. The Board also sets the payment terms.



- 27.2** If a membership fee is charged, the annual amount is due in its entirety for each financial year in which an organisation is a member, even if only during part of the financial year.

Section VIII Miscellaneous

28 Notices

All notices, waivers and other communications in connection with these bylaws must be in writing (which includes email) and addressed:

- (i) in case of a communication to a member of the Association: to the chair of the board (if any) and the national director of the member;
- (ii) in case of a communication to the Board: to all Board members (maximum three);
- (iii) in case of a communication to a Board member: to such member;

in each case using the contact details that are listed on the shared YFU IT system to which all members have access in principle.

29 Amendments to bylaws

Without prejudice to the formalities required by Belgian law (e.g. the need for a notarial deed and/or special approvals in case of certain amendments to the bylaws), these bylaws can only be amended by the General Assembly in accordance with the general decision making process that applies to the General Assembly (see Article 14).

30 Dissolution and liquidation

The General Assembly may determine to dissolve and liquidate the Association and, in such case, shall determine the method of dissolution and liquidation. The assets of the Association must be used to promote a non-profit purpose. In any case, no member shall have any claim regarding any of the assets to be distributed, unless such claim is based on a legal relationship of such member with the Association other than being a member.

31 Arbitration

- 31.1** All disputes, litigation, proceedings or other legal actions by any member in connection with or relating to these bylaws or any matters described or contemplated in these bylaws shall be settled by arbitration by three arbitrators (which can be reduced to one arbitrator as set out in Article 31.3.3 or in case so agreed between the parties to the arbitration) in accordance with the UNCITRAL Arbitration Rules. Unless the parties to the arbitration agree otherwise, the arbitration shall not take place at one physical location, but, to the extent meetings are required, these shall take the form of virtual meetings by way of means of communication that allow for an actual and simultaneous deliberation. The arbitrators shall act on a voluntary basis and shall not be remunerated for their services. This does not preclude the reimbursement of reasonable expenses.

- 31.2** Prior to requesting any arbitration, the relevant member or the Association must make a serious attempt to resolve the dispute amiable between the parties involved.

31.3 The arbitrators are appointed as follows:

- 31.3.1** Each party to the arbitration appoints one arbitrator within one month following a letter by a member in which it explicitly requests arbitration in accordance with this Article 31.
- 31.3.2** The third arbitrator is appointed by mutual agreement between the two first arbitrators.
- 31.3.3** In case either party to the arbitration fails to appoint an appropriate arbitrator in accordance with Article 31.3.1, there will be only one arbitrator: the arbitrator appointed by the other party to the arbitration.
- 31.3.4** In case, within one month following the appointment of the first two arbitrators in accordance with Article 31.3.1, the two arbitrators cannot come to an agreement on a third arbitrator who also accepts, either party to the legal action may request the following persons, in descending order, to appoint the third arbitrator:
 - (i) the chair of the International Board of YFU IES, provided such chair him/herself can be considered reasonably neutral and independent in accordance with Article 31.3.5;
 - (ii) if the chair of the International Board of YFU IES is not considered reasonably neutral and independent or if he/she has failed to appoint a third arbitrator within two weeks after being so requested: the vice-chair of the International Board of YFU IES, provided such vice-chair him/herself can be considered reasonably neutral and independent in accordance with Article 31.3.5;
 - (iii) if the vice-chair of the International Board of YFU IES is not considered reasonably neutral and independent or if he/she has failed to appoint a third arbitrator within two weeks after being so requested: the next available, and reasonably neutral and independent, person from the list of five “wise persons” established from time to time by the International Board of YFU IES.
- 31.3.5** Anybody appointing an arbitrator must select a reasonably neutral and independent person who is willing to act as an arbitrator on a voluntary basis, without any remuneration (not precluding reimbursement of reasonable expenses). For an appointed person to be considered reasonably neutral and independent, such person must in any case:
 - (i) not be a national or resident of the country of either of the parties involved in the legal action; and
 - (ii) not have been in a leadership position within the previous five years at the level of any of the parties involved in the legal action.
- 31.3.6** In case, following the appointment of the arbitrator(s), any arbitrator is actually unable or unwilling to perform the tasks of an arbitrator during more than one month, three new arbitrators are appointed by repeating the above appointment steps.

31.4 The arbitrators will (a) finally settle the dispute and (b) render a decision on allocation among the parties of the reasonable arbitration costs. The arbitrators’ decision is binding on the parties.

Section IX Glossary

EEE-YFU or Association	:	European Educational Exchanges - Youth For Understanding aisbl
General Assembly	:	general assembly of EEE-YFU
Board	:	board of directors of EEE-YFU
YFU IES	:	Youth For Understanding International Educational Services, Inc.