
STATUTES

I. The Association

Article 1. Legal entity

The association is an international non-profit association (hereinafter referred to as 'IVZW') in accordance with the Companies and Associations Code of 23 March 2019, as published in 'Het Belgisch Staatsblad / Le Moniteur Belge' on 4 April 2019 (hereinafter referred to as 'WVV').

Article 2. Name

The association shall be named 'Don Bosco Youth-Net IVZW', abbreviated to 'DBYN'.

This name shall feature in all deeds, invoices, announcements, publications, letters, orders, websites and other documents—whether electronic or otherwise—issued by a legal entity and shall be immediately preceded or followed by the words 'international non-profit association' or the abbreviation 'IVZW', alongside the following information: an exact indication of the legal entity's seat, the registration number, the word 'legal-entity register' or the abbreviation 'RPR', the indication of the court of law competent for the legal entity's seat and, if applicable, the legal entity's e-mail address and website.

Article 3. Registered seat

The IVZW's seat is located in the Flemish Region.

The Administrative Board has the authority to relocate the registered seat within Belgium, albeit within the same language area.

If, owing to a relocation of the registered seat, the language of the statutes requires translation, solely the General Meeting may take such a decision, taking into account the requirements for an alteration to the statutes.

At any time, the IVZW may open offices in other locations and other countries, following a decision by the General Meeting.

Article 4. Duration

The IVZW was founded for an indefinite period of time and may be wound up at any moment.

Article 5. Goals and activities

§1. Goals

The pedagogical, philanthropical and social non-profit goals of the IVZW are the following:

- To bring together young people from Europe and across the world, in order for them to be able to participate in youth activities based on the heritage of Don Bosco, thus contributing to youngsters' complete development.
- To co-ordinate international activities, organised by the members of the IVZW.
- To represent the voice of the Don Bosco Youth via the members and to defend their interests in international institutions.

§2. Activities

The concrete activities with which the IVZW realises its goals are, amongst others:

- Organising international initiatives in the social, cultural, artistic, pedagogical and spiritual field. In doing so, the IVZW wants to broaden the chances of youngsters who, for various reasons, have been excluded from these kinds of activity.
- Exchanging information and/or organising (specific) activities in order to facilitate contact between the various IVZW members and deepen mutual understanding.
- Assuming representations and defending interests in international institutions.

II. Membership

Article 6. Number of members

§1. The number of members of the IVZW shall be at least six, half of which shall be organisations, as per Art. 7, §2.

§2. The number of countries represented in the IVZW shall be at least six. A member represents the country in which its main seat is registered.

Article 7. Membership of members

§1. The members of the IVZW shall be legal bodies, founded in accordance with the laws and customs of their states of origin.

§ 2. The members of the IVZW are:

- Organisations:
 - who work in a Don Bosco style
 - who are represented by a natural person holding the written mandate of their organisations and
 - who subscribe to the Statutes and the Rules and Regulations and
 - whose membership has been accepted by the General Meeting.
- The religious Salesian provinces, represented by a provincial or other representative:
Solely those Salesian provinces may join the IVZW:
 - who subscribe to the Statutes and the Rules and Regulations and
 - whose membership has been accepted by the General Meeting.

§3. A membership application must be sent to the Administrative Board by registered mail. The decision on the application shall be made at the first gathering of the General Meeting upon reception of the application, if at least a month has passed between reception of the application and the gathering of the General Meeting. In all other cases, the decision will be made at the next General Meeting. Aspiring members can present their application to the General Meeting at which the decision will be made. They will receive an invitation from the President to this end.

The General Meeting may reject an application:

- if the applicant's goals are in contravention of the present Statutes, or
- if the organisation or Salesian province does not comply with the conditions for membership as described in art. 7, §2 of the present Statutes.

Should the General Meeting decline an aspiring member's admission, said aspiring member may submit a new application no sooner than one year after the first application.

Article 8. Members' rights and obligations

The members hold all rights and obligations described in the WVV and the present Statutes. As such, members are not liable for commitments entered into by the IVZW.

Article 9. Members' membership contribution

The members pay an annual membership contribution which is to be fixed annually by the General Meeting and which shall amount to a maximum of 5000 euros per annum.

Article 10. Appointment and dismissal of members

§1. At the Administrative Board's proposal, the General Meeting decides upon the appointment and dismissal of members. The decision shall be taken by a simple majority of the votes cast. To this end, two thirds of the members shall be present or represented by proxy. Moreover, in order to be able to vote legitimately, two thirds of the countries represented within the IVZW shall be represented by the members present.

Should one of these conditions fail to be met, a second meeting shall be convened. Then, the General Meeting will be in session legitimately, regardless of the number of members present or represented by proxy and regardless of the number of countries represented.

§2. At any time, a member may resign from the IVZW by announcing said resignation to the Administrative Board via e-mail or registered mail.

A member's resignation does not enter into effect until a three-month notice period has elapsed.

Should the resignation cause the number of members to fall below the legal or statutory minimum, the resignation shall be suspended until such reasonable time as a replacement has been found.

Article 11. End of membership

§1 In principle, members acquire their membership status for an indefinite period of time.

§2 In some circumstances, it is possible to exclude a member from the IVZW:

- if a member no longer complies with the conditions for membership as described in Art 7, §2 of the present Statutes.

§3 At the Administrative Board's proposal, the exclusion is declared by the General Meeting. Prior to a member's exclusion, the member has the right to be heard and to defend themselves before the General Meeting.

The vote on membership termination is a secret ballot. The dismissed or excluded members can no longer exercise their rights within the active IVZW.

Article 12. Exclusion from rights to IVZW property

No member, nor the heirs or title-holders of a deceased member, can make or exercise any claim to IVZW property. Nor can they reclaim any contributions paid.

This exclusion from rights to IVZW property shall be in force at all times: during membership, upon membership termination for whichever reason, upon dissolution of the IVZW, etc.

III. Structures

Article 13.

The IVZW is composed of:

III.1. The General Meeting

III.2. The Administrative Board

III.3. The President

III.I. General Meeting

Article 14. Composition of the General Meeting

The General Meeting is the IVZW's highest-ranking organ, which convenes at least once a year.

The members of the General Meeting are:

- the mandate-holders of all IVZW members and
- the President of the IVZW.

Article 15. Observers

Observers may attend the General Meeting and, providing the President's consent, are allowed to address the General Meeting.

Article 16. Competencies of the General Meeting

The General Meeting has the following competencies:

1. To admit new members;
2. To exclude members;
3. To appoint and depose the supervisory directors and to determine their remuneration, if any;
4. To approve the report of past activities;
5. To compile policy plans for the IVZW;
6. To approve the budget and annual balance sheet;
7. To elect or dismiss the members of the Administrative Body;
8. To alter the Statutes;
9. To declare the voluntary dissolution of the IVZW;
10. To provide discharge to the members of the Administrative Board.

Article 17. Summonses

The Ordinary General Meeting shall convene at least once a year, to wit, within six months upon termination of the fiscal year.

The meetings shall be convened by the President and, if required, by the supervisory director, if requested by one fifth of the membership. An agenda shall be added to the summons, as determined by the President.

At the latest 10 days before the meeting, the agenda shall be sent to all members, administrators and supervisory directors, by dint of written correspondence. The agenda shall contain every question requested by at least one fifth of the membership.

The General Meeting cannot add new items to the agenda without the consent of two thirds of the General Meeting members present or represented by proxy.

Providing there is approval by the Administrative Board, the President may summon an Extraordinary General Meeting. The President is also obliged hereto if explicitly requested in writing by representatives of one fifth of the countries represented in the IVZW. Said written request shall be made for the President's attention and shall indicate the items to be added to the agenda.

Article 18. Quorum and vote

Without prejudice to any divergent legal or statutory provisions, the General Meeting shall be composed legitimately if half of the members plus one, as determined by Art. 14 of the present Statutes, are present or represented by proxy. Furthermore, of the countries represented in the IVZW, half plus one shall be represented by the members present. If this quorum is not attained, the President shall convene a new General Meeting within three months upon the first meeting. Then, the General Meeting will make its decisions legitimately, regardless of the number of members present or represented by proxy and regardless of the number of countries represented.

The General Meeting's decisions are taken by a simple majority of votes. With the exception of those cases in which the law or Statutes prescribe otherwise. In the event of the votes being tied, the vote cast by the President of the meeting shall be decisive.

Any member may have themselves represented by providing another member with a proxy. Any proxy shall be given in writing. No member may represent by proxy more than one other member.

Every member holds one vote, unless several members hail from one and the same country. In that case, they may cast only one vote collectively. They shall confer to this end. In the event of disparity, an internal vote shall be held within the country. The one vote per country, cast at the General Meeting, shall accord with the simple majority of votes obtained at the internal vote. In the event of the votes at the internal vote being tied, the country shall abstain from voting at the General Meeting.

The elections and exclusions of members and of members of the Administrative Board shall be conducted by a secret ballot.

The official reports of the deliberations of the General Meeting are written down in a register and signed by the President, and kept by the secretary, who keeps this register available to the members at the registered seat of the IVZW.

Article 19. Alterations to the Statutes

The Statutes may be altered by the General Meeting at the Administrative Board's proposal, or by a written request directed at the Administrative Board by the members of the General Meeting who together represent at least one fifth of the countries represented in the IVZW. Any proposal or request for an alteration shall be added to the agenda for the next General Meeting.

The General Meeting can only declare the alteration if at least two thirds of the membership are present or represented by proxy. Furthermore, of the countries represented in the IVZW, two thirds shall be represented by the members present. If the quorum is not attained, the President shall convene a new General Meeting within three months following the date of the first meeting. Then, the General Meeting will make its decisions legitimately, regardless of the number of members present or represented by proxy and regardless of the number of countries represented. In order to be adopted, any alteration shall be approved by two thirds of the votes cast.

The alterations to the Statutes relating to the statutory goals and activities shall be approved by Royal Decree.

III.II. Administrative Board

Article 20. Composition of the Administrative Board

The IVZW is governed by an Administrative Board, composed of at least four members from as many countries, in addition to the President of the IVZW.

The members of the Administrative Board are elected by the General Meeting for a three-year period. The mandates are renewable.

The mandates of the Administrative Board members shall expire after the three-year period or if half of the members officially submit their resignations to the President of the IVZW. In the latter case, the General Meeting shall be convened within three months.

Article 21. Competencies of the Administrative Board

The Administrative Board is competent to execute all acts relating to internal governance which are necessary or conducive towards realising the IVZW's objectives, with the exception of those acts for which, by law or in accordance with the present Statutes, exclusive competency rests with the General Meeting.

The Administrative Board may organise study visits and working party meetings with regard to good governance of the IVZW.

The Administrative Board delegates daily management of the IVZW to the President or secretary. To this end, they shall both organise meetings or moments for mutual discussion.

The Administrative Board is competent for preparing and executing the General Meeting's decisions. Moreover, the Administrative Board may take all decisions that are not explicitly reserved for the General Meeting.

Without prejudice to those obligations which ensue from governance by consensus amongst colleagues, to wit obligations relating to discussion and supervision, the governors may divide managerial tasks between themselves. This division of responsibilities cannot be invoked before third parties, even after they have been made public. Non-compliance does, however, jeopardise the internal liability of the governor(s) involved.

Each year, the Administrative Board accounts for the policies pursued during the past year vis-à-vis the General Meeting (operational report) and submits next year's budget. The General Meeting approves both.

The Administrative Board issues all internal regulations which it deems necessary. Such internal regulations may not contain any provisions in contravention of the WVV or the Statutes. The internal regulations and any deviations therefrom shall be communicated to the members in accordance with Article 2:32 WVV. The most recent version of the internal regulations can always be consulted at the seat of the IVZW. If the Administrative Board makes any alteration to the internal regulations, it is obliged to enter this into the agenda and minutes of the Administrative Board.

Article 22. The Administrative Board's power of external representation

As a body, the Administrative Board represents the IVZW in all its legal and extra-legal acts. It represents the IVZW through the majority of its members.

Without prejudice to the Administrative Board's general representational authority as a body, the IVZW is equally represented both legally and extra-legally by the President or two governors, who shall act jointly.

The President or two members of the Administrative Board hold a mandate for signing any deeds relating to the IVZW.

The Administrative Board or those governors who represent the IVZW may appoint plenipotentiaries for the IVZW. Only special and limited proxy rights for certain legal acts, or a series of certain legal acts, are permitted. The plenipotentiaries' acts are binding for the IVZW within the remit of the proxy powers extended to them, whose remit may, however, be invoked before third parties in accordance with regulations applicable to agency relationships.

Article 23. The Administrative Board's publication obligations

The appointment of the members of the Administrative Board and of the persons holding a mandate to represent the IVZW, as well as the terminations of their offices, shall be made public by depositing the relevant documents into the association's records at the clerk's office with the Commercial Tribunal and by publication of an excerpt in the Annexes to 'Het Belgisch Staatsblad / Le Moniteur Belge'. From said documents, it must, in any case, be possible to ascertain whether the acts undertaken by the persons representing the IVZW have a binding character for the IVZW: (a) by virtue of said persons' individual capacities, (b) collectively or (c) as a body; the remits of their respective competencies must also transpire from said documents.

Article 24. Meetings of the Administrative Board

The Administrative Board convenes at least twice a year. The President calls for an assembly by means of written communication and makes an announcement to this effect, at the latest 15 days prior to the communicated assembly date.

Article 25. Representational quorum and voting by the Administrative Board

The Administrative Board can solely convene and decide legitimately if at least half of the members, in addition to the President, are present at the meeting.

Decisions within the Administrative Board are taken by a simple majority of votes cast by the governors present. With the exception of those cases in which the WVV or Statutes prescribe otherwise. In the event of the votes being tied, the President's vote is decisive.

The Administrative Board's decisions may be taken by a unanimous written consent given by the governors. In any case, this is contingent upon a discussion having taken place by e-mail, video or telephone conference or any other means of communication.

Article 26. The Administrative Board's report

A report shall be drawn up of the Administrative Board's decisions, which is to be kept at the IVZW's registered seat.

Every governor and every member is entitled to consult the reports.

The minutes of the Administrative Board meetings shall be signed by the President and those governors who make a request to this effect; copies destined for third parties shall be signed by one or more members of the Administrative Board who hold a mandate to represent.

Article 27. Conflicts of interest

If the Administrative Board has to take a decision or pronounce upon a transaction, lying within the remits of its competency, which involves a governor who holds a direct or indirect property interest that conflicts with the association's interests, the governor concerned shall apprise the other governors of this fact, before the Administrative Board takes a decision. The governor's declaration and elaboration upon the nature of this conflicting interest shall be entered into the report of the Administrative Board meeting that is to take the decision. The Administrative Board is not allowed to delegate this decision.

The governor having a conflicting interest may not participate in the Administrative Board's discussions on the aforementioned decisions or transactions, nor in the ensuing vote. If the majority of the governors present or represented have a conflicting interest, the decision or transaction shall be submitted to the General Meeting; should the General Meeting approve the decision or transaction, the Administrative Board may execute these.

This procedure is not applicable if the Administrative Board's decisions relate to regular transactions which take place in those circumstances and against those securities which are commonly observed in similar arm's length transactions.

Article 28. Termination of governors' mandates ex officio and by resignation

The governor's mandate shall come to an end in the event of death, dismissal, civil incapacity, removal from office or expiry of the mandate's duration.

Every governor may resign by written notice to the President of the Administrative Board.

When a governor resigns, they shall remain in office until the General Meeting may reasonably provide a replacement.

Article 29. Dismissal of governors

It is possible to remove a governor from office. Said removal is declared by the General Meeting. The decision is taken by a simple majority. To this end, two thirds of the General Meeting shall be present or represented by proxy. Furthermore, of the countries represented in the IVZW, two thirds shall be represented by the members present.

The vote on termination of a governor's mandate is a secret ballot.

Article 30. Governors' liability

The governors or, as the case may be, daily governors are not personally obligated to execute the IVZW's commitments.

Vis-à-vis the IVZW and third parties, their liability is limited to fulfilling the tasks bestowed upon them, in accordance with common law, statutory law and the Statutes.

Governors are liable only for such decisions, actions or behaviours as appear to lie outside those boundaries within which it would be normal for any prudent and diligent governors to differ, within reason, in opinion, had they been placed in the same circumstances. Governors are liable only for errors which they, in their capacity as governors, may be held personally accountable for and which they have made as part of their (daily) governance assignment. Said liability is joint and several, unless the error is not owing to the governors and they have apprised all other Administrative Board members of the alleged error. Said appraisal, as well as the ensuing discussion, shall be entered into the minutes.

III.III. The President

Article 31. Duration of mandate

The President is elected by the General Meeting members for a three-year period. This mandate is renewable.

Article 32. The President

The President:

- convenes the IVZW's statutory organs and presides over them;
- enhances the IVZW's notoriety at various levels;
- represents the IVZW in its relationships with third parties.

IV. Financing and accounting

Article 33. Financing

Amongst other sources, the IVZW will be financed through subsidies, benefits, donations, contributions, bequests and legacies, extended both in support of the IVZW's general goals and in support of specific projects.

Additionally, the IVZW may raise funds in any way which does not contravene the law.

Article 34. Fiscal year

The IVZW's fiscal year shall commence on 01/01 and end on 31/12.

Article 35. Accounting

Accounting shall be conducted in accordance with the provisions of the WVV and the relevant implementing decisions.

The Administrative Board submits the annual balance sheet relating to the foregoing fiscal year and the budget to the General Meeting's approval.

The annual balance sheet shall be deposited in accordance with the provisions of the WVV and the relevant implementing decisions.

V. Dissolution and liquidation

Article 36. Voluntary dissolution of the IVZW

The General Meeting can only declare the dissolution of the IVZW if at least two thirds of the membership are present or represented by proxy. Furthermore, of the countries represented in the IVZW, two thirds shall be represented by the members present. If the quorum is not attained, the President shall convene the General Meeting anew within three months following the date of the first meeting. Then, the General Meeting will make its decisions legitimately, regardless of the number of members present or represented by proxy and regardless of the number of countries represented. In any case, the dissolution shall be declared by a two-third majority of the votes cast.

The date of the General Meeting at which a pronouncement is to be made upon said dissolution shall, at the latest, be communicated three months beforehand.

The dissolution of the IVZW shall not be valid before publication in 'Het Belgisch Staatsblad / Le Moniteur Belge'.

In the event of the proposal for dissolution's being approved, the General Meeting shall appoint one liquidator, whose tasks it shall stipulate.

In accordance with the WVV, from the decision to dissolve onwards, the IVZW shall always mention that it is an 'IVZW undergoing liquidation'.

In the event of dissolution, the remaining assets shall be transferred to another not-for-profit association that has similar goals.

All documents relating to decisions concerning the dissolution, the conditions for liquidation, the liquidators' appointment and termination of office, the conclusion of the liquidation process and the appropriation of the assets shall be deposited into the association's records at the clerk's office with

the Commercial Tribunal, and shall be announced in the Annexes to 'Het Belgisch Staatsblad / Le Moniteur Belge', in accordance with the WVV and its implementing decisions.

Article 37. Conclusion

To any cases not covered by the present Statutes, the provisions of the Companies and Associations Code ('WVV') and the (future) implementing decisions are applicable.

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