

**INTERNATIONAL FEDERATION OF PERSONS WITH PHYSICAL DISABILITY - FIMITIC  
Association Sans But Lucratif**

Association having its registered office Avenue de Tervueren 237, B-1150 Brussels, Belgium

Association registered with the Register of Incorporated Bodies of Brussels

Association registered with the Crossroad Bank of Enterprises under number 0447.442.390

(Hereinafter referred to as "the Association")

**Statutes adopted by the extraordinary general assembly on 24 May 2023**

**TITLE I – Name - Seat**

**Article 1. Name:**

- 1.1. The Association is a non-profit association (ASBL) which is called: **INTERNATIONAL FEDERATION OF PERSONS WITH PHYSICAL DISABILITY - FIMITIC**, in abbreviated "FIMITIC". These denominations can be used together or separately.
- 1.2. It is designated in the present statutes by the words "the Association".
- 1.3. All deeds, invoices, announcements, publications, letters, order notes, websites and other documents, in electronic form or not, emanating from the non-profit association must mention its name, immediately preceded or followed by the words "Association sans but lucratif" or the abbreviation "ASBL", the enterprise number, the address of its seat, the terms "registre des personnes morales" or the abbreviation "RPM", followed by the indication of the court of the seat of the Association and, where applicable, the e-mail address and the website of the Association.

**Article 2. Seat:**

- 2.1. The seat of the Association is established in the Region of Brussels-Capital.
- 2.2. The seat of the Association may be transferred to any other place in the Region of Brussels-Capital or the Region of Wallonia by simple decision of the Board of Directors.
- 2.3. The decision to transfer the seat to another linguistic region involves a translation of the statutes and falls within the competence of the general assembly.
- 2.4. The Association may establish, by simple decision of the Board of Directors, administrative offices, representations or agencies in Belgium and abroad.

**TITLE II – Disinterested purpose and activities - Duration**

**Article 3. Disinterested purpose and activities:**

- 3.1. The Association has the disinterested aim of improving the social and professional conditions of people with a physical disability in order to promote equal opportunities for persons with physical disabilities and to fight against their discrimination, in Belgium or abroad.
- 3.2. The pursuit of this purpose will be achieved in particular through the following activities:
  - (a) the strengthening of the representation of the interests of persons with physical disabilities within national and international organizations and institutions.
  - (b) the development of claims and actions towards authorities, institutions and other influential bodies with the aim of improving the rights and opportunities of persons with physical disabilities, achieving full social equality and full participation.
  - (c) the mutual exchange of experiences and opinions, through meetings, conferences and other gatherings as well as through advisory services provided by national associations and the coordination of their activities.
  - (d) the conclusion of any agreement with Belgian and foreign institutions having a similar purpose.
  - (e) the performance of all generally unspecified transactions, including real estate, relating directly or indirectly to its purpose.

- 3.3. The Association may in particular lend its support and take an interest in all ways in and be a member of any associations or institutions having an analogous, similar or related object or likely to promote its activity.
- 3.4. The association is politically independent and religiously neutral.

**Article 4. Duration:**

The Association is constituted for an unlimited period, without prejudice to the legal and statutory provisions relating to the dissolution.

<b><u>TITRE III – Members</u></b>
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**Article 5. Members:**

- 5.1. The Association is open to natural persons and legal persons.
- 5.2. The Association is composed of two categories of members: the effective members and the associate members.
- 5.3. The minimum number of effective members cannot be less than three.
- 5.4. Unless otherwise provided by the law or the present statutes, the effective members and the associate members enjoy the same rights.

**Article 6. Effective members:**

An effective member is any natural or legal person who makes a written request and who is admitted as an effective member by decision of the general meeting.

**Article 7. Associate members:**

- 7.1. An associate member is any natural or legal person who makes a written request and who is admitted as an associate member by decision of the Board of Directors.
- 7.2. The Board of Directors examines the written application at its next meeting. Its decision is without appeal and does not have to be motivated. It is brought to the attention of the candidate in writing or electronically.
- 7.3. A candidate who is not admitted can only stand for admission after one year from the date of the decision of the Board of Directors.

**Article 8. Loss of membership:**

The membership is lost by:

- (a) the resignation or the exclusion,
- (b) the death or the incapacity of a natural person,
- (c) the dissolution, the liquidation or the bankruptcy of a legal person.

**Article 9. Resignation, exclusion and suspension:**

- 9.1. A member, whatever his category, is free to resign at any time from the Association by submitting his resignation in writing to the Board of Directors.
- 9.2. The resignation of a member is recorded at the next meeting of the Board of Directors.
- 9.3. The exclusion of a member, whatever his category, may be proposed by the Board of Directors if the member acts against the interests and/or the purposes of the Association or if he has not paid the contribution provided for in the present statutes for two consecutive years on the day of the ordinary general assembly.

- 9.4. The proposal for the exclusion must be indicated in the convocation and can only be pronounced by the general assembly in compliance with the quorum and majority conditions required for the modification of the statutes.
- 9.5. The Board of Directors may suspend, until the decision of the general assembly, the member who is guilty of a serious breach of the statutes or the laws of honour and propriety, or of a serious prejudice to the ethics or the reputation of the Association.
- 9.6. The resigning or excluded member and any heirs and assigns of a deceased member have no right to the social funds of the Association and cannot claim reimbursement of the subscriptions or contributions paid. They may not claim or require either accounts, or affixing seals or inventories, or interfere in any way in the affairs of the Association.

#### **TITRE IV – Contributions – Liability**

##### **Article 10. Contributions:**

- 10.1. Effective members and associate members will only be required to pay an annual contribution if the general assembly so decides and for the period it will set.
- 10.2. The annual contributions of the effective members and of the associate members may be different.
- 10.3. The amount of the annual contributions of the effective members and of the associate members may not exceed two thousand five hundred euros (2.500 €) per year.
- 10.4. The amount of the annual contribution may be adjusted by the general assembly taking into account the evolution of the official consumer price index.

##### **Article 11. Liability:**

The members are not in this capacity responsible for the commitments entered into by the Association.

#### **TITRE V – General assembly**

##### **Article 12. Composition (general assembly):**

The general assembly is made up of all the members, regardless of their category, in good standing in terms of their contribution.

##### **Article 13. Powers (general assembly):**

- 13.1. The general assembly is the sovereign power of the Association.
- 13.2. The general assembly has the powers expressly granted to it by the Law or by the present statutes.
- 13.3. Are in particular reserved for the competence of the general assembly:
  - (a) the modifications to the statutes;
  - (b) the admission of an effective member,
  - (c) the exclusion of an effective member or of an associate member;
  - (d) the approval and the modification of the internal regulations;
  - (e) the appointment and the dismissal of the directors and the fixing of their remuneration in case a remuneration is awarded to them;
  - (f) where applicable, the appointment and the dismissal of the auditor and the determination of his remuneration;

(g) the discharge to be granted to the directors and, where applicable, to the auditor as well as, where applicable, the introduction of an action by the Association against the directors or against the potential auditor;

(h) the examination and the approval of the annual accounts for the previous financial year;

(i) the setting of the annual contributions dues by the effective members and the associate members;

(i) the examination and the approval of the budget for the following financial year;

(j) the transformation of the ASBL into an AISBL, into a cooperative company approved as a social enterprise or into a cooperative company social enterprise approved;

(k) the dissolution and the liquidation of the Association, including the appointment of the liquidator(s) and in particular the allocation of its assets in this context;

(l) to make or to accept the free contribution of a universality;

(m) all other cases where required by the Law or by the present statutes.

13.4. The regularly constituted general assembly represents the universality of the effective members and the associate members, its decisions are binding for all, even those absent or dissenting, in accordance with the present statutes.

**Article 14. Ordinary General assembly - Extraordinary General assembly:**

14.1. It must be held at least one ordinary general assembly each year, in the course of the month of June.

14.2. The Board of Directors sets the date and the place of the general assembly.

14.3. The Association may hold an extraordinary general assembly at any time by decision of the Board of Directors or of the auditor.

14.4. If necessary, the Board of Directors or the auditor must convene an extraordinary general assembly when one-fifth of the effective members of the Association so request.

**Article 15. Convocations (general assembly):**

15.1. The members, the directors and the possible auditor are called to the general assembly by the chairperson of the Board of Directors or by the secretary general in writing or electronically, at least fifteen days before the general assembly.

15.2. The convocations contain the place, the date and the time of the general assembly as well as its agenda.

15.3. The irregularity or the absence of convocation will be covered by the silence, as for its vices, of the member, the director or the possible auditor who will nevertheless have attended the general assembly or will have been represented there regularly.

15.4. The associate members are informed of the holding of the general assembly according to the procedures set by the Board of Directors and may attend, in accordance with the provisions of Article 19 of the present statutes.

**Article 16. Right of proposal (general assembly):**

Any proposal signed by one-fifth of the last annual list of effective members must be placed on the agenda.

**Article 17. Bureau (general assembly):**

17.1. The general assemblies are chaired by the chairperson of the Board of Directors or, in his absence, by the person who assumes his duties by virtue of Article 26 of the present statutes.

17.2. The chairperson appoints the secretary.

17.3. If it wishes, the general assembly appoints one or more scrutineer(s).

**Article 18. Representation (general assembly):**

18.1. Each member, whatever his category, has the right to attend the general assembly.

18.2. Each effective member may be represented at the general assembly by another effective member or by a third party holding a special proxy.

18.3. Each representative may not, however, hold more than five proxies.

18.4. The Board of Directors may determine the form of the proxies and require that they be deposited at the place indicated by it five days before the date of the general assembly.

**Article 19. Right to vote (general assembly):**

19.1. Only effective members have the right to vote at the general assembly.

19.2. Each effective member has one vote.

19.3. The associate members can attend the general assembly but they only have an advisory vote.

19.4. If necessary, the modalities of voting at the general assembly may be specified in the internal regulations.

19.5. The general assembly can only deliberate validly on the points listed on the agenda. Exceptionally, a point not included in the agenda may be examined provided that the unanimity of the effective members present or represented agrees to include this point in the agenda.

**Article 20. Attendance quorum (general assembly):**

20.1. Unless the Law indicates another attendance quorum, the general assembly will only validly deliberate if at least half of the effective members are present or represented.

20.2. However, if this general assembly does not bring together half of the effective members, a new general assembly will be convened within the 15 following days, which will rule definitively and validly on the proposal in question, regardless of the number of effective members present or represented.

**Article 21. Voting quorum (general assembly):**

21.1. Except in the cases provided for by the Law or by the present statutes, resolutions are taken by a majority of the votes of the effective members present or represented.

21.2. Any proposal relating to a modification of the statutes, the interpretation of the statutes, the dissolution / liquidation of the Association (including the appointment of the liquidator(s) and the allocation of the net assets of the equity in this context), the merger or the transformation of the Association, must emanate from the Board of Directors or from at least half of the effective members, in writing or electronically.

21.3. The resolutions relating to the modifications of the statutes, the interpretation of the statutes, the dissolution / liquidation of the Association (including the appointment of the liquidator(s) and the allocation of the net assets of the equity in this context), the merger or the transformation of the Association are taken by the majorities provided for by the Code of Companies and Associations ("CSA"), and more particularly:

(a) The modification of the statutes requires a two-thirds majority of the votes cast without taking into account of the abstentions in the nominator or in the denominator (CSA article 9:21 al 3),

(b) The modification of the purpose of the Association requires a four-fifths majority of the votes cast without taking into account of the abstentions in the nominator or denominator (CSA article 9:21 al 4),

(c) The dissolution requires a four-fifths majority of the votes cast without taking into account of the abstentions in the nominator or denominator (CSA article 2:110),

(d) The exclusion of a member requires a two-thirds majority of the votes cast without taking into account of the abstentions in the nominator or in the denominator (CSA article 9:23 al 2).

21.4. In the event of a tie vote, the vote of the chairperson or of the person who assumes his duties by virtue of Article 26 of the present statutes is preponderant.

**Article 22. Decision in writing (general assembly):**

22.1. With the exception of the modification of the statutes, the effective members can, unanimously, take in writing all the decisions which fall within the power of the general assembly.

22.2. To this end, the Board of Directors will send a circular, by post, e-mail or any other medium, with mention of the agenda and the proposals for decisions, to all the effective members, and to the possible auditor, asking the effective members to approve the proposed decisions and return the circular, duly signed, within the time indicated therein, to the seat of the Association or to any other place indicated in the circular.

22.3. The decision shall be considered as not having been taken, if all the effective members with the right to vote have not approved all the points on the agenda and the written procedure, within the aforementioned period.

22.4. The decision must consist of one or more documents containing the resolutions signed by each effective member manually or electronically by an electronic signature in accordance with the requirements of Belgian Law.

22.5. The date of such resolution is the date of the last signature.

22.6. The decisions taken according to this procedure are deemed to be taken at the place of the seat of the Association.

**Article 23. Remote general assembly:**

23.1. The members, regardless of their category, can participate in the general assembly remotely using an electronic means of communication made available by the Association.

23.2. The members who take part in the general assembly in this way are deemed to be present at the place where the general assembly is held for compliance with the conditions of attendance and majority.

23.3. The Board of Directors may define the procedures according to which it is noted that a member participates in the general assembly through electronic means of communication and can therefore be considered as present.

23.4. The Association must be able to control, thanks to the electronic means of communication used, the quality and the identity of member. The terms according to which the quality and the identity of the person wishing to participate in the meeting are controlled and guaranteed, are defined by the Board of Directors.

23.5. The use of the electronic means of communication may be subject to additional conditions set by the Board of Directors for the sole purpose of guaranteeing the security of the electronic means of communication.

23.6. For the application of the preceding paragraph, without prejudice to any restriction imposed by or under the Law, the electronic means of communication must at least allow the members, directly, simultaneously and continuously, to become acquainted with the discussions within the assembly and, with regard to the members having the right to vote, to exercise the right to vote on all the points on which the general assembly is called upon to decide.

23.7. The invitation to the general assembly contains a clear and precise description of the procedures, statutory or established under the present statutes, relating to the remote participation in the general assembly.

23.8. The minutes of the general assembly mention any eventual technical problems and incidents that have prevented or disrupted the electronic participation in the general assembly and/or the vote.

**Article 24. Minutes (general assembly):**

- 24.1. The decisions of the general assembly are recorded in a register of minutes signed by the chairperson and a director.
- 24.2. The minutes of the meetings of the general assembly can be approved at the end of the meeting or during the following meeting.
- 24.3. The minutes of the meetings of the general assembly can also be approved by circular means on a single or several documents signed manually or electronically by an electronic signature in accordance with the requirements of Belgian Law.
- 24.4. The minutes of the general assemblies are kept in a register held at the seat of the Association where all the members, the directors and the possible auditor can read the resolutions of the general assemblies but without moving the register, on simple request addressed in writing to the Board of Directors.
- 24.5. All the members, directors, the potential auditor and any third party justifying an interest may request extracts from the minutes of the general assemblies signed by the chairperson of the Board of Directors and by a director.
- 24.6. Any modification to the statutes must be published in the annexes of the Belgian Official Gazette in accordance with the Law. The same applies to any appointment, resignation or dismissal of a director, a secretary general or a potential auditor.

**TITRE VI – Board of Directors – Day-to-day management**

**Article 25. Composition (Board of Directors):**

- 25.1. The Association is administered by a collegial administrative body called the "Board of Directors", composed of at least three directors, who are natural persons or legal persons.
- 25.2. The directors do not have to be members of the Association.
- 25.3. The directors are appointed by the general assembly for an indefinite period.
- 25.4. However, the directors are at any time revocable by the general assembly.
- 25.5. Retiring directors are eligible for reappointment.
- 25.6. If the director is a legal person, it is required to appoint a permanent representative.
- 25.7. In the event of a vacancy during a mandate, a director may be appointed (co-opted) by the Board of Directors. In this case, this director continues the mandate of the director he replaces until the next general assembly.
- 25.8. The functions of director end by the death, the resignation, the civil incapacity or the dismissal and by the dissolution, the liquidation or the bankruptcy if the director is a legal person.
- 25.9. A director may resign by sending a letter of resignation to the chairperson of the Board of Directors. The next general assembly will take note of it.

**Article 26. Internal organization (Board of Directors):**

- 26.1. The Board of Directors appoints among its members a chairperson, one or two vice-chairperson, and possibly a treasurer and a secretary.
- 26.2. If the chairperson is unable to attend, his duties are assumed by the vice-chairperson or the oldest of the directors present.

**Article 27. Meeting (Board of Directors):**

- 27.1. The Board of Directors meets at least once a year and as often as the interests of the Association require and whenever the chairperson or at least two directors so request.
- 27.2. The meetings of the Board of Directors are held at the place indicated in the convocation.
- 27.3. The Board of Directors is chaired by its chairperson or, if the latter is unable to attend, by the person who assumes his duties by virtue of Article 26 of these statutes.
- 27.4. The meetings of the Board of Directors are held to the exclusion of third parties except with the prior special authorization of the Board of Directors, duly recorded in the minutes.

**Article 28. Convocation (Board of Directors):**

- 28.1. The Board of Directors is convened by the chairperson or, failing that, by two directors.
- 28.2. Notices are sent to directors in writing or electronically, at least seven calendar days before the date of the meeting.
- 28.3. The convocations contain the place, the date and the time of the meeting as well as its agenda.
- 28.4. In the event that a decision should be taken urgently and, in general, if the members of the Board of Directors do not oppose it, the conditions of time and form provided for above may be waived.
- 28.5. The irregularity or the absence of convocation will be covered by the silence, as for its vices, of the director who will have nevertheless attended the meeting or will have been represented there regularly.

**Article 29. Representation (Board of Directors):**

- 29.1. Any director unable to attend the Board of Directors may give another director a power of attorney in writing to represent him at a specific meeting of the Board of Directors and vote in his place and state. In this case, the principal will be deemed present.
- 29.2. A Director may represent several votes of his colleagues and cast, in addition to his own vote, as many votes as he has mandates, provided that a director cannot, regardless of the number of his mandates, represent more than half of the voting rights present at a meeting.

**Article 30. Attendance quorum (Board of Directors):**

The Board of Directors can only validly deliberate if at least half of the directors are present or represented.

**Article 31. Voting quorum (Board of Directors):**

- 31.1. The decisions of the Board of Directors are taken by a majority of the votes of the directors present or represented.
- 31.2. When there is parity of votes, the vote of the chairperson or of the person who assumes his duties by virtue of Article 26 of the present statutes is preponderant.

**Article 32. Conference call or videoconference (Board of Directors):**

- 32.1. The Board of Directors may meet by conference call or by videoconference, provided that all participants in the meeting can communicate directly with the others.
- 32.2. The directors who participate in a meeting of the Board of Directors in this way will be deemed to be present.
- 32.3. The decisions taken according to this procedure are deemed to be taken at the seat of the Association.



**Article 33. Decisions in writing (Board of Directors):**

- 33.1. The decisions of the Board of Directors can also be taken by unanimous decision of all the directors, expressed in writing.
- 33.2. The decision must consist of one or several documents containing the resolutions signed by each director manually or electronically by an electronic signature in accordance with the requirements of Belgian Law.
- 33.3. The date of such resolution is the date of the last signature.
- 33.4. The decisions taken according to this procedure are deemed to be taken at the seat of the Association.

**Article 34. Minutes (Board of Directors):**

- 34.1. The decisions of the Board of Directors are recorded in the form of minutes, signed by the chairperson and the directors who so wish, and recorded in a special register.
- 34.2. The minutes of the meetings of the Board of Directors can be approved at the end of the meeting or during the following meeting.
- 34.3. The minutes of the meetings of the Board of Directors can also be approved by circular means on a single or several documents signed manually or electronically by an electronic signature in accordance with the requirements of Belgian Law.
- 34.4. The minutes of the meetings of the Board of Directors are kept in a register held at the seat of the Association where all the directors can read them, but without moving the register.
- 34.5. The extracts from the minutes of the meetings of the Board of Directors which must be produced and all other acts will be signed by the chairperson and a director.

**Article 35. Powers (Board of Directors):**

The Board of Directors has the power to perform all acts necessary or useful for the achievement of the purpose of the Association, with the exception of those reserved by the Law or the present statutes for the general assembly.

**Article 36. Day-to-day management:**

- 36.1. The Board of Directors may delegate the day-to-day management of the Association, with the use of the signature relating to this management, to a secretary general, chosen from among the directors, and acting alone, and will set the powers and possibly the remuneration or salary.
- 36.2. The secretary general is appointed for a period equal to the duration of his term of office as director. This appointment is made by the same majority of attendance and votes as those set out in Article 30 and Article 31 of the present statutes.
- 36.3. The mandate of the secretary general ends by the death, the resignation, the civil incapacity or the dismissal and by the dissolution, the liquidation or the bankruptcy if the secretary general is a legal person.
- 36.4. The secretary general may resign by sending a letter of resignation to the chairperson of the Board of Directors. The next meeting of the Board of Directors will take note of this.
- 36.5. The decision of dismissal of the secretary general is taken by the Board of Directors with the same majority of attendance and votes as those set out in Article 30 and Article 31 of the present statutes.
- 36.6. The day-to-day management includes both the acts and the decisions which do not exceed the needs of the daily life of the Association and the acts and the decisions which (either because of the minor interest they represent, or because of their urgent nature) do not justify the intervention of the Board of Directors.
- 36.7. The Board of Directors may confer special and determined powers to one or several persons.

**Article 37. Representation:**

The Association is legally represented towards third parties, in the acts including those involving a public official or a ministerial officer and in legal actions, both as a plaintiff and as a defendant, by the chairperson or by two directors or by the secretary general, who will not have to justify their powers with regard to third parties.

**Article 38. Liability:**

The directors do not contract, because of their function, any personal obligation and are only responsible for the execution of their mandate, in accordance with the Law.

**Article 39. Liberalities:**

The secretary general is authorized to accept, on a provisional or definitive basis, liberalities made to the Association and to complete all the formalities necessary for their acquisition.

**Article 40. Other organs:**

- 40.1. The Board of Directors may set up commissions, committees and project groups.
- 40.2. The Board of Directors decides on the terms of operation and the powers of these organs.
- 40.3. The Board of Directors may delegate specific matters to these organs.

<b><u>TITRE VIII - General provisions</u></b>
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**Article 41. Set of internal regulations:**

A set of internal regulations may be enacted by the general assembly upon the proposal of the Board of Directors.

**Article 42. Financial year:**

The financial year begins on the first of January and ends on the thirty first of December of each year.

**Article 43. Accounts – Budget:**

The Board of Directors submits to the approval of the ordinary general assembly the accounts for the previous financial year and the budget for the following financial year.

**Article 44. Dissolution:**

- 44.1. Except in the case of the dissolution and the closure of liquidation in a single deed, in the event of dissolution of the Association, the general assembly will appoint the liquidator(s) and determine his (their) powers and his (their) remuneration(s).
- 44.2. The general assembly will indicate the allocation to be given to the net assets of the equity of the Association.
- 44.3. This allocation of the net assets of the equity of the Association must necessarily be made in favour of a non-profit association having a similar object / goal or a charity organisation.
- 44.4. These decisions as well as the name, profession and address of the liquidator(s) will be published in the annexes of the Belgian Official Gazette.

**Article 45. Legal provisions:**

- 45.1. The provisions of the present statutes which would violate a mandatory legal rule are deemed unwritten without this irregularity affecting the other provisions of the present statutes.
- 45.2. Everything that is not explicitly provided for by the present statutes and in particular the formalities of publicity is regulated by the Code of Companies and Associations.

**Article 46. English translation of the present statutes:**

- 46.1. The present statutes have been written in French.
- 46.2. A translation of the present statutes in English is available.
- 46.3. However, the French version is the only official version.