

FB/European Forum of Technical and Vocational Education and Training.CST  
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Rep.

**European Forum of Technical and Vocational Education and Training**

**“EFVET” for short**

International Non-Profit Association

Rue d’Arlon 40

Brussels (1000 Brussels)

<b>CONSTITUTION</b>
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IN THE YEAR TWO THOUSAND AND FIFTEEN

On the tenth of July

In Brussels, at Rue d’Arlon 40.

Before Us, Maître Gérard INDEKEU, Associate Notary residing in Brussels, being part of the Civil Company in the form of a Private Limited-Liability Company “Gérard INDEKEU – Dimitri CLEENEWERCK de CRAYENCOUR”, BCE n° 0890.388.338, with registered offices at Avenue Louise 126, Brussels,

**THE FOLLOWING PARTIES APPEARED:**

- 1) **Mr Peter Anthony HODGSON**, born in Scarborough (United Kingdom) on 14 February 1951, residing at 2 East Shrubbery Redland Bristol BS6 6SX (United Kingdom), holder of national register number bis 51.22.14-061.65.
- 2) **Mr Stylianos MAVROMOUSTAKOS**, born in Prastio Morfou (Cyprus) on 19 March 1963, choosing as his address for service P.O. Box 24005, 8 Markou Drakou Street, 1700 Nicosia (Cyprus), holder of national register number bis 63.43.19-217.61.
- 3) **Mr Raimo SIVONEN**, born in Kajaani (Finland) on 24 August 1958, choosing as his address for service P.O. Box 142, Opintie 3, 87100 Kajaani (Finland), holder of national register number bis 58.48.24-143.12.
- 4) **Ms Rasa ZYGMANTAITE**, born in Marijampolė (Lithuania) on 23 October 1960, choosing as her address for service P. Armino g. 92, 68125 Marijampolė (Lithuania), holder of national register number bis 60.50.23-044.03.

The said parties instructed Us hereby to draw up the statutes of an international non-profit association, which they declared they were setting up among themselves as follows:

**PART I – Name – Headquarters – Purpose**

**Article 1. Name**

There is set up, in accordance with the provisions of the Belgian Act dated 27 June 1921, an international non-profit association (AISBL) named “European Forum of Technical and Vocational Education and Training”, or “EFVET” for short.

## **Article 2. Headquarters**

The headquarters of the association is established at Rue d'Arlon 40, 1000 Brussels.

The board of administration may decide to transfer the headquarters to any other place, with due regard to the legal provisions in force with respect to the use of languages.

The board of administration must ensure that any change to the location of the headquarters is published in the annexes to the Belgian Gazette.

Administrative bases may be created, in Belgium or abroad, by a decision of the board of administration.

## **Article 3. Purpose – Activities**

The association is a pan-European organisation created by and for schools and higher education and technical and vocational training institutes (VET). The association's objectives are to build a pan-European network of institutions and professionals in order:

- to promote quality and innovation in technical and vocational training and education throughout Europe;
- to deepen the collaboration, the mutual cooperation and the sharing of best practices between institutes in different countries;
- to give the institutes a platform from which they can influence European VET policy.

As part of this mission, and in accordance with Articles 10 to 12 hereof, the short-term objectives of the EfVET will be published in the form of annual programmes and strategic plans drafted by the management committee.

## **PART II – Members**

### **Article 4. Members**

The members of the association, hereinafter referred to as “the members”, are:

- higher education and technical and vocational training institutes based in the Member States of the European Union;
- higher education and technical and vocational training institutes based outside the European Union;
- associations and consortia of institutes and individuals involved in the technical and vocational training and education sector;
- other similar higher education and technical and vocational training bodies;
- honorary members, appointed by the annual general assembly.

### **Article 5. Admission, withdrawal, exclusion**

1. Member status is granted without limitation as to time, subject to the clauses herein and the payment of the annual contributions.
2. Member status shall be renewed automatically every year unless the member notifies

the central bureau of his wish to withdraw. Any request for withdrawal must be submitted before 1 October of the year preceding the year of withdrawal.

3. The management committee – as constituted by Articles 10 to 12 – reserves the right to refuse to grant or extend member status after consultation of the national committee (if one is set up) and the member (or applicant) concerned.
4. The grounds for any refusal or exclusion from member status shall be specified in writing.

#### **Board of administration of the national committee**

1. The members of the board of administration shall be appointed by the members of the general assembly.
2. Every member of the board of administration may at any time be suspended or relieved of his functions by the general assembly. Any suspension not followed within three months by a revocation decision shall terminate at the end of the said period.
3. Every member of the board of administration shall have a term of office of a maximum of two years from the date of his appointment in accordance with a withdrawal timetable to be drafted by the board of administration. Any member leaving the board may be re-elected; anyone appointed temporarily to a vacant post shall take the place of his predecessor in line with the withdrawal timetable.
4. Membership of the board of administration shall furthermore terminate:
  - a. when membership of the association ends;
  - b. by voluntary withdrawal.
5. The board of administration shall elect from among its members a president and a secretary. The board of administration may appoint alternates from among its own members.

The secretary shall record in writing all the major decisions taken at each meeting of the board of administration. These minutes shall be approved and signed by the president and the secretary. Contrary to what the applicable legislation states, the opinion of the president shall not be decisive with regard to the drafting or content of a decision.

### **PART III – Management structure**

#### **Article 6**

The formal organisation of the association shall be based upon a process of democratic decision-making and the obligation to provide accounts, via delegates elected by the members in each country, at national and European level. The association shall be structured as follows:

- the members from each country grouped into a “national body” (see Article 7), each national body being under the obligation to elect its own national committee if it comprises more than one member;
- a management committee of the associations, responsible for policy drafting and overall coordination, to include one national delegate elected per country and a management team made up of a president, a vice-president, a treasurer and a secretary (see Articles 10 to 12).

#### **Article 7. National bodies**

1. The member or members of the association in each country shall be referred to (collectively) as the “national body” of that country.
2. In accordance with the provisions of Article 13 hereof, and to the extent that a national committee has not been constituted in accordance with Article 8, every national body shall appoint a national delegate to promote and guide the association’s activities in his country and to represent its interests within the management committee.
3. In accordance with the provisions of Article 11 hereof, the national delegates shall be members of the management committee.

#### **Article 8. National committee**

1. Every national body having more than one member shall form a national committee, the constitution of which shall be presented and accepted by the management committee.
2. The purpose behind the constitution of the national committee shall be:
  - to promote and organise activities at national level;
  - to appoint the national delegate to the management committee;
  - to act on the national members’ behalf in carrying out the responsibilities and obligations as they have been determined by the statutory provisions applicable to the countries in question.
3. The national committee shall include the following bodies:
  - a board of administration made up of two or more members appointed by the general assembly in accordance with Article 23 of the statutes; the said board of administration shall represent the national committee;
  - a general assembly bringing together the members of the association who are part of the national body, the said assembly to be referred to as the “general assembly”.

#### **Article 9. Programme of activities**

Every year, the national delegate, or, if one has been set up, the national committee, shall establish a programme of activities and present it to the management committee for approval.

#### **Article 10. Management committee**

1. The management committee’s task shall be to define the association’s strategic thrust and policies with due regard to its overall mission and its objectives.
2. The management committee shall be tasked in particular with:
  1. framing the strategic objectives, the objectives and an annual programme of activities at European and regional level;
  2. approving and checking the annual budget and approving the annual report and the accounts presented by the management team;
  3. approving and checking the programmes and budgets presented by the national delegate or by the national committees, in accordance with the provisions of Article 9;
  4. appointing the president, the vice-president, the treasurer and the secretary and the other co-opted members, in accordance with the provisions of Articles 11 and 14;
  5. organising the annual general assembly of members.

### **Article 11. Composition**

The management committee shall be made up of the following members:

1. the national delegate from each member country, whether designated by the national body or by the national committee;
2. a management team made up of a president, one or more vice-presidents, a secretary and a treasurer;
3. a maximum of four co-opted experts/members; such members, appointed by the management committee for their specific skills, need not necessarily be members of the association.

### **Article 12. Management team**

1. The president, the vice-president(s), the treasurer and the secretary shall jointly form the management team.
2. The management team shall be responsible for the management and shall ensure the implementation of the policies and the other decisions taken by the management committee.

### **Article 13. Appointment and term of office of the members of the management committee**

1. The national delegate from each country to the management committee shall be appointed by the national body (where the latter is made up of only one member) or by the country's national committee, in accordance with the provisions of the present statutes and the approved constitutive act of the national committee.
2. Every national delegate shall have an alternate designated, to act as a replacement if necessary; the alternate delegate shall be appointed by the national body/committee.
3. Should a national delegate sitting on the management committee be appointed to the management team (in accordance with Article 14), his alternate shall automatically acquire the status of effective national delegate to the management committee, unless the management committee decides that that particular member of the management team shall retain his national delegate status.

### **Article 14. Appointment/suspension/revocation of the members of the management team**

1. The management committee shall appoint the president, the vice-president(s), the treasurer and the secretary (who shall form the association's management team).
2. Any member of the association may apply for a post in the management team; in other words, election is not limited to the national delegates. It is also possible to appoint to the post of president a person who is not a member of the association.
3. The members of the management team may at any time be suspended or revoked. Any suspension shall cease if no revocation decision is taken within three months.

### **Article 15. Representation**

1. The management team shall represent the association in legal and other affairs; in addition, two members of the management team, tasked by it and acting jointly, shall

likewise be entitled to represent the association in all matters.

2. The management team shall be entitled to conclude agreements relating to the sale, transfer or mortgaging of goods recorded as well as agreements under the terms of which the association will take on a personal and financial liability, defend the interest of a third party or cover a third party's claim.

#### **Article 16. Terms of office**

1. The national delegates and the members of the management team shall exercise a term of office of two years.
2. For the sake of continuity, the start of the terms of office of the national delegates and the members of the management team shall be "staggered" over a period of six months. To that end, the term of office of the first management team elected in accordance with the present statutes shall be eighteen months.
3. Co-opted members may be appointed for a term of office determined by the management committee which may not exceed the (remaining) term of office of the latter.
4. Where a vacancy arises on the management committee, the replacement member shall remain in place for the remainder of the term of office in question.
5. All the members of the management committee may immediately apply for re-election/reappointment.

#### **PART IV – Management committee meetings**

Articles 17 to 19 shall apply to all meetings and decisions of the management committee, with the exception of statutory modifications, the dissolution of the association and the establishment of internal regulations for the association, such matters being each governed by special procedures set out respectively in Articles 25, 26 and 27.

#### **Article 17. Meetings**

1. The management committee shall meet at least twice per year. One of those meetings must coincide with the annual international conference.
2. The dates and locations of the compulsory meetings for the following calendar year are to be agreed at a meeting of the management committee to be held at the end of the current year, and shall be communicated in writing to all the members of the management committee before 31 December.
3. Any modification or addition which may have been made to the programme communicated must be immediately notified in writing by the secretary to all the members of the management committee.

#### **Article 18. Preparation of the meetings**

1. The secretary shall be responsible for the preparation of the agenda and the working documents for the meetings, and shall ensure that all the members of the management committee are notified in writing of the location, the date and the time of the meetings at least three weeks in advance.
2. The secretary shall likewise ensure that written minutes of all the main decisions taken at each meeting are communicated to all the members of the management committee

within four weeks.

### **Article 19. Decision-making**

1. All decisions taken by the management committee shall be submitted to a vote by simple majority.
2. The national delegates shall have one vote each; the members of the management team shall not have the right to vote, other than in the case referred to in clause 5 below.
3. Co-opted members shall not have the right to vote.
4. Alternate national delegates participating in the meetings shall not be entitled to vote unless they are participating as alternates to an actual delegate.
5. In the event of a tied vote, the president shall have the casting vote. In the absence of the president, the acting president shall have the casting vote.
6. In the case of meetings of the management committee, no quorum is normally required for situations not governed by the present statutes.

### **Article 20. Finances**

The management committee shall approve the financial report accounting for the association's income and expenditure.

At the annual general assembly, the management team shall present an annual management report for the previous year, and the treasurer shall present to the general assembly a balance sheet indicating the association's income and expenditure, accompanied by an explanation provided by a certified public accountant.

### **Article 21. Contributions**

1. Members, other than honorary members, shall pay an annual contribution to the association.
2. The amount of the contribution shall be determined by the annual general assembly following a recommendation by the management committee.
3. Should a member fail to pay contributions for two years, the management committee may decide unilaterally to terminate the said debtor's status as a member.

## **PART V – Business year**

### **Article 22**

The association's business year shall begin on the first of January and end on the thirty-first of December each year.

## **PART VI – National assemblies of members**

### **Article 23**

#### **General assembly of the members by country**

1. The board of administration of the national committee of each member country (if one

has been set up) shall organise a general meeting of its members at least once per year. The announcement of the meeting shall be sent to the members' addresses in writing. The deadline for the dispatch of the said announcement is at least seven days before the meeting. The communication shall include the agenda items to be discussed at the meeting.

2. Other general assemblies shall be organised as frequently as the board of administration of the national committee may deem necessary, or if a number of members equivalent to one tenth of the total number of votes which can be granted at a plenary assembly so requests from the board of administration.
3. All members of the national committee must be able to participate in the general assembly. Suspended members are not admitted to these meetings.
4. The general assembly shall decide on the admission of members not provided under Part 1.
5. Every member of the association who has not been suspended shall have one vote.
6. A member may vote on behalf of another member if the latter gives him a written proxy.
7. The meetings of the general assembly shall be chaired by the president of the national committee or by his alternate. If the president and his alternate are both absent, one of the other members of the board of administration shall be appointed by the latter to chair the meeting. If the latter provision is not applied, it will be for the assembly itself to resolve the situation.
8. In the case of all the points addressed at each meeting, the secretary or any other person appointed by the president shall draw up a set of minutes, which must be approved and signed by the president and the writer.
9. The president's opinion at the general assembly after a vote shall be decisive. The same logic shall apply to the content of the decisions taken, where a proposal not presented in writing is put to the vote.
10. All decisions taken by the general assembly shall be passed by a majority of votes cast.
11. Blank votes shall not count.
12. In the event of a tied vote, the proposal shall be rejected.
13. All voting procedures shall be oral. However, the president may decide that a vote be conducted in writing. Votes shall then be cast on signed, sealed ballot slips. Decisions may also be reached by acclamation, unless one member holding the right to vote insists on recourse to the individual vote.

## **PART VII – Annual general assembly**

### **Article 24**

1. The annual general assembly of the members from all the countries (annual general assembly) shall be held once a year and shall be organised at the same time as the association's international conference.
2. The annual general assembly plays an important role as the forum for debate and communication within the association; its main tasks are as follows:
  - to serve as an interface between members from different countries;
  - to put forward to the management committee recommendations and advice from the members on policies to be pursued or on matters such as contributions;
  - to serve as a forum for discussion between members from different countries with regard to matters concerning technical and vocational education and training in Europe;



- to receive reports and information from the management committee and the national delegates/committees on the activities of the association in different countries;
  - to discuss and suggest future strategies, events and activities;
  - to receive information on the association's finances, including the audit reports and budgets.
3. Each year, the annual general assembly shall set:
    - the central activities and the central budgets accompanying them on the basis of the agreed programme of activities;
    - the percentage of contributions to be paid jointly by the members to ensure the activities of the national bodies, on recommendations from the management committee.
  4. The secretary shall circulate in writing the proposals requiring a vote by the association's members at least three weeks ahead of the annual general assembly.
  5. All decisions taken by the annual general assembly shall be passed by a majority of votes cast.
  6. Every member, in accordance with the definition set out in Article 5.1, shall have one vote.
  7. A member may vote on behalf of another member if the latter gives him a written proxy.
  8. The secretary shall receive the postal votes one week ahead of the annual general assembly.
  9. Blank votes shall not count.
  10. In the event of a tied vote, the proposal shall be rejected.
  11. All voting procedures shall be oral. However, the president may decide that a vote must be conducted in writing. Votes shall then be cast on signed, sealed ballot slips.
  12. Decisions may also be reached by acclamation, unless one member holding the right to vote insists on recourse to the individual vote.

## **PART VIII – Modification to the statutes – Dissolution**

### **Article 25. Modifications to the statutes**

1. Draft modifications and amendments to the statutes may be submitted only after approval by the management committee in accordance with the following procedures.
2. With the exception of the provisions of Article 50 § 3 of the Belgian Act dated 27 June 1921, modifications to the statutes may be examined only at an extraordinary meeting of the management committee requiring to be held where possible no later than one month after the annual general assembly.
3. Draft modifications or amendments are to be submitted in writing to the secretary by the member(s) making the request, at least four weeks ahead of the annual general assembly. The secretary shall communicate the draft modifications to all the association's members in writing at least two weeks ahead of the annual general assembly.
4. All members must have the possibility of submitting their point of view regarding the changes proposed, either at the annual general assembly or, if they are not present at that meeting, in writing to the secretary or via their national delegate.
5. The management committee shall reach its decision on the modifications/amendments to the statutes with due regard to the points of view of all the members.
6. The quorum required for an extraordinary meeting of the management committee with a view to the examination of draft statutory modifications is set at four fifths of the total

- number of members of the said committee.
7. If that quorum is not reached, a second meeting shall be convened, for which no quorum will then be required.
  8. In all cases, voting shall take place in accordance with the ordinary voting procedures in force in the management committee, as described in Article 19 above, with the exception that a decision to modify the statutes must secure 75 per cent of the votes cast by the members present at the meeting.
  9. Should that qualified majority not be secured, the status quo shall be maintained.
  10. Changes proposed which are not accepted cannot be resubmitted to the vote until the next year.
  11. Any amendment or modification to the statutes shall not become legally binding until a document to that effect has been drawn up by a notary.

#### **Article 26. Dissolution**

1. The association is created for an unlimited duration.
2. The association may be dissolved only following a decision by the management committee.
3. To the extent possible, the provisions of Article 25 shall apply to the decision to dissolve the association.
4. Any proposal for the dissolution of the association must also include a procedure designed to present a positive balance after the liquidation.
5. In the event of the dissolution of the association, the management committee shall appoint one or more persons to be responsible for liquidating the association's funds.

### **PART IX – General provisions**

#### **Article 27. Internal procedures and regulations**

1. The management committee may draw up internal procedures and regulations following the approval of seventy-five (75) per cent of all the members of the management committee. Such procedures and regulations are intended to cover matters which are not addressed (in full) by the present provisions and may not run counter to the legislation and the statutes.
2. Any decision to create or modify internal procedures and regulations shall be taken to the extent possible in accordance with the provisions of Article 25.

#### **Article 28. Applicable law**

For the purposes of anything not covered herein, reference should be made to the Belgian Act dated 27 June 1921 and the clauses running counter to the imperative provisions shall be null and void.

DECISIONS OF THE PARTIES APPEARING
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The association being thus created, the founders unanimously take the following decisions:

#### **Management team**

The following are named as members of the management team for a duration of ..... years:

- as president: Mr Peter Anthony HODGSON, aforementioned;
- as vice-president: Mr Stylianos MAVROMOUSTAKOS, aforementioned;
- as secretary: Ms Rasa ZYGMANTAITE, aforementioned;
- as treasurer: Mr Raimo SIVONEN, aforementioned;
- as administrative member: Ms Valentina Gennadievna CHANINA, of Rue Auguste Snieders 16, 1030 Schaerbeek, holder of national register number 67.02.26-416.31.

Closure of the first business year

The first business year shall begin on the day on which the association acquires legal personality and shall close on 31 December 2015.

**NOTARIAL ATTESTATION**

In accordance with Article 46 of the Act dated 27 June 1921, the undersigned Notary hereby attests, after verification, compliance with the provisions laid down in Part III “International non-profit associations” of the said Act.

REGISTRATION FEES (Code of miscellaneous fees and taxes)

The fee amounts to fifty euros (50 €).

INSTRUMENT EXECUTED

Done and passed at Rue d’Arlon 40, Brussels.

Date as above.

Having read, the parties signed with Us, Notary