



STATUTES QUEST NGO

This is the English translation from the French original statutes, that has been approved by the General Assembly on the 17 November 2022.





Title 1 - Name, registered office, purpose, duration

Art. 1 Denomination

The association is called Quality Education in Europe for Sustainable Social Transformation (QUEST). This name must appear in all deeds, invoices, announcements, publications, letters, order notes and other documents emanating from the association, and be immediately preceded or followed by the words "non-profit association" or the abbreviation "ASBL", with the precise indication of the address of the head office of the association, the company number, the terms "register of legal persons" or the abbreviation "RPM" followed by the indication of the competent company court, and the bank account number on all documents accounting and finance.

Art. 2 Headquarters

The registered office of the association is established in the Brussels-Capital region. Any modification of the registered office of the association falls within the competence of the Board of Directors. The languages chosen for the constitution of the association are French and Dutch.

Art. 3 Purpose and object

The association promotes quality education and lifelong learning.

For this, it puts at the center of its objectives:

- The personal fulfillment of each individual for the development of their full potential (connection to self);
- Responsible interaction with others (connection to others);
- Learning to serve society and the planet (connection to the world).

To achieve its objective, the association forms a European network made up of associations, institutions, schools and universities and all other forms of physical and moral personalities advocating the need for changes in education and the promotion of lifelong learning.

The association pursues the achievement of its goal by several means and in particular, without this enumeration being exhaustive, by:

- The establishment of a European and international network;
- The development of partnerships;
- Collaboration with many external stakeholders;
- The organization of meetings, training and workshops;
- Participation in the surrounding social fabric;
- The development of research projects;
- Support for all forms of innovative education that focus on respect and trust in the skills of the child, of human beings in general and of the environment
- Promoting change in national and European policies on education and lifelong learning
- Support for the exchange of information between associations, schools, international universities that promote change in education.
- The creation of links promoting cooperation, mutual learning and the sharing of good practices.
- The promotion of multilingual and multicultural environments to allow the development of open, supportive, responsible and sustainable minds.

To achieve its goal, the association may receive any material or financial assistance or contribution from public or private institutions and persons. The funds and materials thus collected must be used exclusively for the non-profit objectives of the association.

The association may perform all acts relating directly or indirectly to its purpose. It can lend its support and take an interest in all activities similar to its purpose.





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The association achieves these objectives in close collaboration with its members, i.e. any act whatsoever relating directly or indirectly, in whole or in part, to its purpose or which may lead to its development or facilitate its achievement.

Art. 4 Duration of the association

The association is constituted for an indefinite period. It can be dissolved at any time by a decision of the General Assembly, with an attendance quorum of 2/3 and a voting quorum of 4/5 as provided by law.

Art. 5 Governance

The ASBL is made up of different bodies: the General Assembly (GA) made up of all effective members that are administratively in order; the Board of Directors (CA) acting on behalf of the effective members of the ASBL. The functioning of each of these organs is described below. As part of the exercise of their mandate, the GA and the CA will apply the following principles of governance:

Consent decision making: Where, in order to act, consensus requires that all participants in a decision be unanimous, consent is satisfied with the fact that no member opposes it with a reasonable objection. An objection is considered reasonable if it improves the proposal under consideration or completely eliminates it. The objection is no longer synonymous with obstruction but with the identification of limits, of tolerances which become the conditions for the realization of the proposal. The process facilitates the identification of these conditions and the implementation of decisions.

Sociocratic Elections : This process makes it possible to decide by consent who will take responsibility for a role, position or function. This method also makes it possible to make choices between several possible options concerning a proposal. It is subject, like decision-making, to a rigorous multi-step process. Sociocratic Elections are also a way to create a link, to update certain latent conflicts, to support and encourage a participant to take his place within the circle and to feed our need for recognition. In an election without a candidate we vote "With" and never "For or Against".

Benevolent communication, the most widespread description of which, and adopted by the association, is non-violent communication (NVC). It is a method of interpersonal communication which is presented as a mode of expression and listening that promotes constructive and positive attitudes with a view to preventing, approaching and resolving complex or conflicting situations, both on a personal and on a personal level. professional or political. To achieve this, she invites us to authentic self-expression and empathetic listening to others, and offers a process that is very simple in principle, yet complex and powerful, to radically improve our communications. By expressing our needs and empathically listening to the needs of others, Non-Violent Communication (NVC) places the quality of the relationship at the heart of the process.

Title II – Members

Art. 6 Membership

The association is made up of effective members (*membres effectifs*) and associate members (*membres adhérents*) who share the aim and object of the association, as defined in art. 3 and accept the mode of governance chosen by the association, as defined in article 5 of these statutes.

The number of members is unlimited.

The number of full members cannot be less than two.

Only effective members enjoy the full rights granted to members by law and these statutes.

Art. 7 Effective members (*membres effectifs*)

Are effective members:

The persons that are indicated in this deed and any natural or legal person who sends a written and reasoned request according to the procedures which will be established by the Board of Directors and whose candidacy is accepted by the Board of Directors and by the following General Assembly (extraordinary or ordinary) which will use consent decision making method as defined in article 5. The decision will be sovereign and does not have to be motivated.

To become an effective member, you must meet the following conditions:

- adhere to the values of the association defined by this status
- be an associate member (*membre adhérent*) for at least 9 months
- pay the annual fee





The decision of admission or refusal is without appeal and does not have to be motivated by the Board of Directors. It is brought to the attention of the candidate during the meeting to which he/she is invited or in writing (ordinary letter, email, etc.).

Art. 8 Other membership categories

Are associate members (*membres adhérents*) :

- who are members of the QUEST network (associations, foundations, schools, research institutes or any other type of European or international legal personality) who are committed to respect the statutes and the membership agreement
- Natural or legal persons who wish to help the association on a weekly and/or monthly basis, and/or participate in its activities, and/or benefit from the activities and services of the association and who undertake to respect the internal rules, the statutes and the decisions taken in accordance with them.

Associate members may be required to pay an annual fee if established by the Board of Directors as provided for in article 11.

Associate members are not part of the General Assembly but can request to become effective members if they have exercised the function of associated member for at least nine months (cfr. Art 7).

An associate member may withdraw from the association or be expelled according to the procedures provided for in Articles 9 and 11.

Art. 9 Resignation – suspension and exclusion – compulsory resignation – death

Any effective or associate member is free to withdraw from the association by submitting his resignation in writing to the Board of Directors.

The exclusion of a full member can only be pronounced by the General Assembly. The Board of Directors may suspend, until the decision of the General Assembly, the members who are guilty of a serious violation of the statutes or the laws.

Failure to comply with the articles of association, failure to pay contributions within the period established by the Board of Directors, failure to be present, represented or excused at two consecutive General Assemblies (ordinary or extraordinary), actions or words that would seriously damage the interests or the reputation of the association are acts which can lead to the exclusion of a member.

The exclusion of an effective member requires the following conditions:

1. The regular convening of a General Assembly where all effective members must be convened;
2. Mention in the agenda of the General Assembly of the proposal for exclusion;
3. The decision of the General Assembly must be taken by consent as described in article 5. The member who proposes the exclusion and the member concerned by the exclusion cannot object during this management by consent.
4. Respect for the rights of defence, ie the hearing of the member whose exclusion is requested, if the latter so wishes. The use or not of this right must be mentioned in the minutes.
5. The mention in the register of the exclusion of the effective member.

The exclusion of a member can only be pronounced by the Board of Directors. The latter may prohibit, until the date of the next meeting of the Board of Directors, the participation of an associate member when he deems it necessary for the proper functioning of the association.

Is deemed to have resigned by the Board of Directors:

- the effective member who is absent at two consecutive General Assemblies (extraordinary or ordinary) without justifying it in writing.
- the member who does not pay the annual subscription within the deadline established by the Board of Directors. Membership is automatically lost by death or, in the case of a legal person, by dissolution, merger, split, nullity or bankruptcy.

The resigning, suspended or expelled member, as well as the heirs or beneficiaries of the deceased member, have no right to the social funds of the association. They may not claim or request any statements, rendering of accounts, affixing of seals, inventories or reimbursement of contributions paid.

Art. 10 Register of members





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The association must keep a register of active members at its headquarters, under the responsibility of the Board of Directors. This register includes for each member at least the surname, first name and domicile, or in the case of a legal entity, the name, legal form and address of its registered office.

All decisions of admission, resignation or exclusion of effective members are entered in the register at the behest of the Board of Directors within eight days of the knowledge that the Board has had of the modification(s) made.

The Board of Directors may decide that the register of members will be kept in electronic form.

All effective members can consult the register of members at the registered office of the association. To this end, they send a written request to the Board of Directors, with which they agree on a date and time for consulting the register.

Title III - Contributions

Art. 11 Contributions

Members may be required to pay an annual fee for renewal of their membership. The amount of the contribution is established by the Board of Directors and can be deducted from the voluntary or salaried work of the members or from the registration fees for the activities offered by the association.

Title IV - General Assembly

Art. 12 Membership

The General Assembly is made up of all effective members, and chaired by a director appointed in the preamble to each meeting.

The Board of Directors may invite any person to attend all or part of the General Assembly as an observer or consultant.

Art. 13 Powers

The General Assembly is the sovereign power of the association. It is particularly competent for:

1. modification of the articles of association;
2. the appointment and dismissal of directors and the fixing of their remuneration in cases where remuneration is awarded to them;
3. the appointment and dismissal of the statutory auditor and the setting of his remuneration in cases where remuneration is awarded;
4. the discharge to be granted to the administrators and to the auditor, as well as, if necessary, the introduction of an action by the association against the administrators and the auditors;
5. approval of the annual accounts and the budget;
6. the dissolution of the association;
7. the exclusion of an effective member;
8. the transformation of the ASBL into an AISBL, into a cooperative society approved as a social enterprise and into a cooperative society social enterprise approved;
9. make or accept the free contribution of a universality;
10. all other cases where required by law or the articles of association.

Art. 14 Convocation – Ordinary General Assembly

All active members, administrators and potential auditors are called to the Ordinary General Assembly, once a year, within six months of the closing date of the past financial year. The General Assembly is convened by the Board of Directors, in writing (ordinary letter, email, etc.) at least fifteen days before the date thereof. The convocation must specify the date, time, place and agenda.

It is signed by the Chairman of the Board of Directors or, failing that, by the director designated by him/her or, where applicable, by the delegate or group delegated for day-to-day management.

Any proposal signed by at least one-twentieth of the full members must be placed on the agenda of the next General Assembly.

Art. 15 Extraordinary General Assembly

An Extraordinary General Assembly may be convened at any time by decision of the Board of Directors. The convening procedures and deadlines are the same as those provided for the Ordinary General Assembly.





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The Extraordinary General Assembly must also be convened by the Board of Directors when at least one fifth of the effective members so request. In the latter case, the Board of Directors convenes the General Assembly within 21 days of the convening request. The General Assembly is held at the latest on the fortieth day following this request.

Art. 16 Deliberation

The General Assembly may deliberate regardless of the number of members present or represented, except for the exceptions provided for by this statute or by the law of March 23, 2019 which requires a quorum of attendance and a quorum of votes:

- statutory modification: attendance quorum of 2/3 of the members present or represented – voting quorum of 2/3 of the votes of the members present or represented;
- modification of the purpose of the ASBL: attendance quorum of 2/3 of the members present or represented – voting quorum of 4/5 of the votes of the members present or represented;
- exclusion of a member: attendance quorum of 2/3 of the members present or represented – voting quorum of 2/3 of the votes of the members present or represented;
- dissolution of the non-profit organization: attendance quorum of 2/3 of the members present or represented – voting quorum of 4/5 of the votes of the members present or represented.

For these cases, if the attendance quorum is not reached, a second General Assembly may be convened. The decisions of this General Assembly will be valid, regardless of the number of members present. The second General Assembly may take place at least 15 days after the first General Assembly.

The meeting can only deliberate validly on the items listed on the agenda. The "miscellaneous/any other business" item covers only communications whose nature does not require a vote.

Art. 17 Representation

All effective members have equal voting rights at the General Assembly. Any effective member may be represented by another effective member to whom he gives written, dated and signed power of attorney. However, a member can only represent one other member.

Legal persons will designate one or two natural persons responsible for representing them within the association.

Art. 18 The General Assembly may meet by means of electronic communication in accordance with the relevant legal provisions. Members may be permitted to vote remotely electronically prior to the meeting where warranted. The members will be able to decide in writing for any type of decision falling within the competence of the General Assembly, with the exception of the modification of the statutes. These decisions in writing require unanimity.

Art. 19 Voting

Any decision to be taken by the association will be made by consent, as defined in article 5 of these statutes, except in the case where it is decided otherwise by law or these statutes. The number of members having taken part in the decision is mentioned in the minutes of the meeting. Any member with any particular interest (conflict of interest) does not participate in the decision-making that concerns him/her.

Art. 20 Statutory changes and dissolution

The General Assembly can only validly deliberate on the dissolution of the association or the modification of the statutes in accordance with the code of companies and associations adopted by the law of March 23, 2019.

Any modification to the articles of association or decision relating to the dissolution must be filed, within thirty days of its date, with the registry of the company court for publication in the "Appendices to the Belgian Official Gazette".

Art. 21 Publication of decisions taken by the General Assembly

The convocations and minutes, in which the decisions of the General Assembly are recorded as well as all the accounting documents, are signed by the chairman and the secretary or another director. They are kept in a register at the headquarters of the association and can be consulted there by all full members.

Any modification of the articles of association must be published in the annexes to the Belgian Official Gazette in the month following the modification decision, the same applies to the appointments, resignations or dismissals of administrators. The decisions of the General Assembly and those of the court concerning the dissolution of the association, the conditions of liquidation and the appointment of the liquidators, as well as the names, the profession and the domicile of the liquidators, are published in the form of extracts in the appendices to the Belgian Monitor (Moniteur Belge)

Title V - Board of Directors





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Art. 22 Appointment and minimum number of directors – Term of office

The association is administered by a Board of Directors (Conseil d'Administration/CA) composed of at least three members, appointed and revocable by the General Assembly. The Board of Directors may or may not be chosen from among the effective members of the association.

If and as long as the association has less than three members, the Board of Directors may consist of two members of the Board of Directors. As long as the Board of Directors has only two members, any provision which grants a member of the Board of Directors a casting vote automatically loses its effects.

The number of members of the Board of Directors must in any case always be less than or equal to the number of effective members of the association.

Members of the Board of Directors are appointed by the General Assembly using the sociocratic elections process, as described in article 5.

The term of office is set at two years. Retiring members of the Board of Directors are eligible for reappointment.

In the event of a vacancy of a mandate, a member of the Board of Directors may be appointed on a provisional basis by the Board of Directors. In this case, he completes the term of office of the director he replaces. This appointment must be confirmed or invalidated by the first General Assembly without prejudice to the regularity of the composition of the administrative body up to that moment. As long as the General Assembly has not renewed the Board of Directors at the end of the term of office of the directors, they continue to exercise their mission pending the decision of the General Assembly. The directors exercise their mandate free of charge.

Art. 23 Resignation – suspension and dismissal – compulsory resignation – death

Any member of the Board of Directors is free to resign at any time. He must notify his decision in writing to the Board of Directors. A member of the Board of Directors cannot, however, let his/her charge be abandoned. He will therefore ensure that his resignation is not untimely and does not cause any prejudice to the association.

The term of office of members of the Board of Directors may be revoked at any time by the General Assembly convened on a regular basis. The decision must be taken by consent as described in article 5. The member affected by the exclusion cannot object during this management by consent.

This same General Assembly may decide to temporarily suspend a director.

Any member of the Board of Directors who is absent from two consecutive board meetings without giving reasons in writing and any member of the Board of Directors who ceases to be a member is resigned by right.

Art. 24 Membership

The Board of Directors may appoint from among its members a president, a vice-president, a secretary and a treasurer. A single director may be appointed to several functions.

Art. 25 Frequency of meetings

The Board of Directors meets as soon as the need arises. It is convened at the request of a member of the Board of Directors, in writing. The convocation must specify the date, time, place and agenda. The Board of Directors may invite to its meetings any person whose presence it deems necessary as needed and only in an advisory capacity.

In exceptional cases, the Board of Directors may deliberate unanimously in writing or by means of telecommunication ensuring the identity of the members, an effective deliberation and an effective counting of votes.

Art. 26 Deliberation

The Board of Directors deliberates validly as soon as half of the directors are present or represented.

Art. 27 Representation

All members of the Board of Directors have equal voting rights on the Board of Directors. Any member of the Board of Directors may be represented by another director to whom he gives written power of attorney. Any director can only hold one proxy.

Art. 28 Voting

The decisions of the Board of Directors are taken by consent as described in article 5.

Any member of the Board of Directors who has an interest opposed to that of the association must inform the Board of Directors and cannot participate in the deliberations or vote on this item on the agenda. The minutes of the





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meeting set out the reason for the conflict of interest, the non-participation of the named director in the debate, as well as his non-participation in the vote.

The minutes of meetings of the Board of Directors are signed by the chairman and the directors who so wish. The copies to be delivered to third parties are signed by one or more members of the Board of Directors having the power of representation.

Art. 29 Powers

The Board of Directors has the most extensive powers for the management and representation of the association. The Board of Directors operates on the college principle. All powers that are not expressly reserved by law or the articles of association to the General Assembly will be exercised by the Board of Directors.

He may in particular, without this enumeration being exhaustive, make and pass all acts and contracts, open and manage all bank accounts, transact, compromise, acquire, exchange, sell all movable or immovable property, mortgage, borrow, conclude leases, accept all legacies, subsidies, donations and transfers, renounce all rights, represent the association in court, both defending and asking. He can also appoint and dismiss the staff of the association.

Residual competence, i.e. any competence which is not attributed by the articles of association and for which the law does not specify automatic attribution, falls to the Board of Directors.

Art. 30 Delegation to a Managing Director(s) (*Délégation à la gestion journalière*)

The Board of Directors may delegate certain powers to one or more of its members or to a third party, acting individually / jointly (two by two) / in college (all together), with the use of the corporate signature relating to this management. The powers of the Managing Director(s) are limited to acts of daily management of the association, which makes it possible to perform acts of administration which, without the reasons being cumulative:

- do not exceed the needs of the daily life of the ASBL, or
- due to their lack of importance and/or the need for a prompt solution, do not justify the intervention of the Board of Directors.

The term of office of the Managing Director(s), which may be renewable, is set by the Board of Directors.

The Board of Directors may, at any time and without having to justify itself, terminate the function exercised by the person or persons responsible for the daily management.

When the Managing Director(s) also exercises the function of member of the Board of Directors, the end of the term of office of member of the Board of Directors automatically entails the end of the term of the Managing Director.

Art. 31 Delegation for representation

The association can be validly represented in all acts or in court by the member of the Board of Directors acting individually or in college, who, as a body, will not have to justify to third parties a prior decision and a power of attorney from the Board of Directors.

They may in particular represent the association with regard to any authority, administration or public service, including the signing of various certificates and certificates to be provided to public authorities, particularly in social and tax matters; represent the association in court both as a plaintiff and defendant, carry out the formalities for the filing of documents at the registry of the Enterprise Court and the publications in the Belgian Official "Moniteur Belge".

The term of office, which may be renewable, is set by the Board of Directors.

The mandate ends automatically when the person in charge of general representation loses his quality of administrator.

The Board of Directors may, at any time and without having to justify itself, terminate the mandate conferred on the person(s) responsible for the general representation of the association.

Art. 32 Mandate and responsibility

The members of the Board of Directors, the Managing Director(s) or to the representation do not contract, because of their function, any personal obligation relating to the commitments of the association.

The association may take out, for the benefit of its directors, civil liability insurance for members of the Board of Directors, in order to cover them in the event of an action brought against them due to mismanagement.

Art 33 Publication of decisions taken by the Board of Directors





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The convocations and minutes, in which the decisions of the Board of Directors are recorded, are signed by the chairman and the directors who so wish. They are kept in a register at the registered office of the association. The convocations and minutes can be consulted there by all the effective members if they justify the reason for it on simple written and reasoned request addressed to the Board of Directors. Effective members are required to specify the documents to which they wish to have access. The Board of Directors agrees on a date for consulting the documents with the effective members. This date will be set within one month of receipt of the request.

Art 34 Publications

Acts relating to the appointment or termination of duties of members of the Board of Directors, Managing Director(s) and persons authorized to represent the association are filed with the registry of the company court, within thirty days, with a view to their publication in the "Appendices to the Belgian Official Gazette".

Art 35. Internal rules

Rules of procedure may be drafted by the Board of Directors. It is presented to the General Assembly for approval. Amendments to these regulations may be made by the Board of Directors bringing together at least half of the members and deciding by a simple majority of the votes of the directors present or represented.

Art. 36 Social exercise

The fiscal year begins on January 1 and ends on December 31.

Art. 37 Accounts and budget

The accounts for the past financial year and the budget for the following financial year will be submitted annually to the approval of the Ordinary General Meeting by the Board of Directors.

Art. 38 Auditors

The General Assembly may appoint one or more auditor(s), appointed for 1 year and re-eligible, responsible for auditing the accounts of the association and presenting an annual report to it.

Art. 39 Dissolution of the association

In the event of dissolution of the association, the General Assembly will appoint one or more liquidator(s), will determine their powers and will indicate the allocation to be given to the net assets of the company's assets. This assignment must necessarily be made in favor of a disinterested goal similar to that of the association.

Any decision relating to the dissolution, the conditions of the liquidation, the appointment and termination of the functions of the liquidator(s), the closing of the dissolution, as well as the allocation of the net assets is filed and published in accordance with the Code of Companies and Associations.

Art. 40 Residual Skills

Everything that is not explicitly provided for in these statutes is regulated by the code of companies and associations adopted.

