



Brussels International Sailing Club

Not for Profit Association

Brussels International Sailing Club vzw
Olmenstraat 19
3080 TERVUREN

Following persons:

- 1) Katrien MAES, Kortenberg
- 2) Roel MOENS, Tervuren
- 3) Hans-Juergen SCHMEHR, Wezembeek-Oppem
- 4) Roger NUNN, Brussel
- 5) Stuart WOODS, Geldenaken
- 6) Sheila CARTER, Geldenaken
- 7) Carol GRUPPE, Brussel,
- 8) Maria MAHER, Brussel
- 9) Christine STEVENS, Hoeilaart
- 10) Filip DE PILLECYN, Brussel
- 11) Magda KOPCZYNSKA, Tervuren
- 12) Hans-Juergen KORTE, Brussel
- 13) Michael DUNHILL, Lasne
- 14) Sue BIRD, Brussel
- 15) Monique VERSTRAETEN, Tervuren

agreed among themselves and with all who will later join to set up a non-profit organization under the Act of June 27, 1921, as amended by the Act of May 2, 2002 and the Act of January 16, 2003, under the following terms.

To that purpose they meet on Thursday, September 22nd, In Tervuren.

Conform the following terms, they agree to appoint the persons named hereafter as directors until the first general assembly of the association:

Mrs. Katrien MAES, Dalemstraat 1D, Everberg
Mr. Roel MOENS, Olmenstraat 19, Tervuren
Mr. Hans-Juergen SCHMEHR, Stijn Streuvelsstraat 1, Wezembeek-Oppem
Mr. Leslie SEYMOUR, Henry Dunantlaan, 3 bus 4, Evere

Forenamed directors, whom together form the first board of directors, amongst themselves appoint as

Chair: Mrs. Katrien MAES
Treasurer: Mr. Hans-Juergen SCHMEHR
Secretary: Mr. Roel MOENS

The chair presents the statutes to the constituent assembly.



STATUTES

Title I NAME – REGISTRATION OFFICE - OBJECTIVES – DURATION

Article 1

§ 1 The organization shall be called the Brussels International Sailing Club, BISC for short.

§ 2 This name must appear in all deeds, invoices, notices, announcements, letters, orders and other documents originating from the association, immediately preceded or followed by the words “vereniging zonder winstoogmerk” (i.e. "non profit organization") or the abbreviation 'vzw', with mention of the full address of its registered office.

Article 2

The association has its registered office in Tervuren, Olmenstraat 19, located within the jurisdiction of Leuven.

Article 3

§ 1 The objective of the association is to coach, to advise and to assist its members in organizing sailing activities, and the practice of sailing in all its aspects. To that purpose the association provides its members with a forum for training, meetings and discussion.

§ 2 To this purpose the association may engage in the following activities:

- the organization of group sailing activities,
- the organization of theoretical and practical training and courses,
- the chartering of boats for sailing excursions,
- the organizing of a social agenda, with gatherings and meetings.

A central element in these is the joint acquisition of services and the fact that these services are put at the disposal of members at cost.

§ 3 The association may perform all legal actions necessary or useful in order to achieve the organization's objectives, and to that purpose may rent, use, acquire, possess and dispose of all necessary property and real estate.

§ 4 The association may perform subsidiary economic activities, provided the proceeds of these are spent solely on its statutory goals.

Article 4

The association is established for an unlimited duration. It can be dissolved at any time.



Title II MEMBERS

Article 5

The working members are hereafter referred to as 'members'. Only they are entitled to vote at the general assembly.

The association may also admit signed-up members and appoint honorary members. These cannot vote at the general assembly.

Article 6

The number of members is unlimited, but must be at least ten (10). The members of the association are the undersigned founders and members accepted under Article 7.

Article 7

§ 1 To become a (working) member of the association one must:

- a) accept the statutes of the association,
- b) be accepted by the Board of Directors with a simple majority of the director. The Board rules autonomously on each request for membership,
- c) actively and disinterestedly participate in the workings of the club, for example as organizer or co-organizer of activities,
- d) fill out a registration form as provided by the association and deposit it with the secretary.

§ 2 To become a signed-up member of the association one must:

- a) accept the statutes of the association,
- b) be introduced by at least one (working) member,
- c) fill out a registration form drawn as provided by the association and deposit it with the secretary.

§ 3 Working and signed-up members pay the same annual fee. The fee is determined annually by the General Assembly. The annual fee is used for the operation of the association in accordance with its statutory goals and to insure the liability and risks of the association, its members and directors.

§ 4 The board may, by a at least half the directors, appoint as honorary member persons within or outside the association who have distinguished themselves in the interests of sailing and the pursuit of the aims of the association. Honorary members pay no fees.

Article 8

§ 1 Membership is of indefinite duration. Membership terminates by resignation, the exclusion of the member concerned, or death.

§ 2 Voluntary resignation is made by addressing a simple letter of resignation to the Chair of the Board of Directors.

§ 3 A member who fails to pay his contribution before the annual general assembly is deemed to have resigned.

§ 4 The exclusion of a member can only be pronounced by the general assembly by a two thirds majority of the votes present.



§ 5 A member who resigns or is excluded, and the heirs of a deceased member, cannot recover fees paid and have no claim to any possessions of the association.

Article 9

Signed-up members and honorary members are invited to the general assembly, but have no voting rights. The rights and obligations of the signed-up members are further described in the house rules.

Title III GENERAL ASSEMBLY

Article 10

The general assembly is composed of all (working) members of the association. Honorary and signed-up members have the right to be present, witness the debate.

Article 11

The general assembly is solely responsible for:

- 1) amending the statutes
- 2) appointing and dismissing directors
- 3) appointing and dismissing the account auditors
- 4) discharging the directors or their responsibilities over the past year
- 5) approving the budget and accounts
- 6) dissolving the association
- 7) excluding a member
- 8) incorporating the organization into a registered company with social purpose.

Article 12

§ 1 There shall be an annual general assembly held on a day and time to be determined by the board. All working and signed-up members must be invited.

§ 2 Extraordinary general meetings may be convened at the initiative of the board of directors or at the request of at least one fifth of the members of the association.

§ 3 Notice shall be given at least 8 days before the meeting by ordinary mail or e-mail, both for general and extraordinary assemblies. The invitation shall state the date, time and place of the meeting and the agenda. The chair's report, the annual accounts and a budget for the next year are joined to the invitation for the annual general assembly. The board of directors must put on the agenda any item which has been brought to its attention in writing at least 15 days before the meeting and by at least one twentieth of the members.

Article 13

The general assembly is chaired by the chair of the board of directors. In his/her absence, it is chaired by the director oldest in age amongst those present.

Article 14

Each member of the association may be represented at the general meeting by a proxy, who will produce a written authorization to this effect. Proxy can only be given to a member of the association. Each member may represent by proxy only one member of the association.



Article 15

§ 1 The general assembly can only rule on matters specifically mentioned on the agenda.

§ 2 The general assembly rules by simple majority vote of members present or represented. Decisions related to a change of statutes, the exclusion of members or the voluntary dissolution of the organization may only be taken if the conditions specified in the Act of June 27, 1921 are observed. In a tie, the vote of the chair of the meeting shall prevail.

§ 3 The minutes of the general assembly are recorded in a register and signed by the chair and the secretary. The report is made available to all members, no later than by the time of convocation of the next assembly.

Title IV BOARD OF DIRECTORS

Article 16

§ 1 The association is managed by a board composed of at least three (3) members.

§ 2 To be elected as director one must be a working member of the association, or representative mandated by a member, if that member is itself an association or a legal entity.

§ 3 The directors exercise their duties without remuneration.

Article 17

The directors are elected for a term of two years. After this period they offer their resignation to the general assembly. A retiring director may be reelected for a new mandate.

Article 18

The board chooses among itself a chairperson, a secretary, and a treasurer. The board may appoint directors to other functions if required.

Article 19

§ 1 The board of directors governs, represents and commits the association without additional authorization of the general assembly, in all judicial and extrajudicial acts. The board acts as a plaintiff or defendant in any legal proceedings and decides whether or not to resort to legal action. The board is responsible for all actions, without exception, including but not limited to the administration and disposal of property and real estate, mortgaging, lending and borrowing for any period of time, for all trading and banking activities, and for the lifting of mortgages.

§ 2 All powers except those assigned by law or by the statutes exclusively to the general assembly, are exercised by the board of directors.

Article 20

§ 1 The board of directors may delegate its powers entirely or partly to one or more directors, particularly with regard to the daily management of the association and the use of the organization's signature. This delegation is revocable at any time.

§ 2 To commit third parties the signature of one director is necessary and sufficient for debts and liabilities amounting to a sum not exceeding one thousand five hundred (1,500, -) euro, for commitments higher than one thousand five hundred (1,500, -) euro the signature of two directors is required.



Article 21

The general assembly approves all house rules, drafted and proposed by the board of directors.

Article 22

§ 1 The board of directors meets at least four (4) times per year.

§ 2 The board of directors is convened by the chairperson or by two directors. Notice is given in writing or by electronic mail (e-mail), at least eight (8) days in advance. The notice shall state the date, time, place and agenda of the meeting.

§ 3 The board of directors can only meet legally when at least half of the directors are present. Every director has one vote. A director may be represented by another director. Each director can only represent one other director. The decisions of the board of directors must be approved by at least half of the members present or represented.

§ 4 Minutes shall be made of all meetings of the board of directors; they shall be signed by the chairperson and the secretary and delivered to the directors, no later than by the convocation of the next meeting.

Title VI OTHER MATTERS

Article 23

§ 1 The financial year runs from January 1st to December 31st.

§ 2 Each year the board of directors shall give account to the annual general assembly of its conduct of affairs during the past financial year. The board presents the accounts of the year and draws up the budget for next year. Both are subjected to the approval of the general assembly every year, at the latest six months after the end of the financial year.

Article 24

§ 1 The general assembly decides on the dissolution of the association in the manner fixed by law.

§ 2 In the event of dissolution of the association, the remaining assets, after settlement of the debts, will be transferred in equal shares to the Royal National Lifeboat Institution and the Koninklijke Nederlandse Redding Maatschappij, charities whose volunteers rescue and assist people in need in the British and Dutch waters where BISC vzw carries out many of its activities.

Article 25

For all matters not expressly regulated by these statutes, the Law of 27 June 1921 applies.

Made in eighteen (18) copies in Tervuren on Thursday September 22nd, 2011.



Signatures of the founding members