

**VZW "Fairtrade Belgium"**  
**Ixelles (1050 Brussels), rue du Edinburg 26**  
**RPR Brussels**  
**kbo and vat number 0441.988.715**

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Established by private deed on 6 April 1990, published in the Annexes to the Belgian Official Gazette under number 1990-07-05, number 10787 (thus bearing number 10787/90).

Articles of association amended by private deed dated 2 October 2014 published in the Supplements to the Belgian Official Gazette of 8/12/2014 under number 14219281.

Articles of association amended by deed executed before notary Stan Devos in Zwevegem on 21 December 2020, for publication.

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## **STATUTES**

### **Title I: Legal form - Name - Seat - Purpose and object - Duration Article 1: Name**

#### **and legal form**

The association takes the form of a non-profit association. It acquires the name "Fairtrade Belgium".

#### **Article 2. Seat**

Its headquarters are in the Brussels region.

#### **Article 3. Disinterested purpose and object**

The association has the following objectives:

- promote the concept and practice of fair trade;
- contribute to socially, economically and environmentally sustainable development of disadvantaged producers and workers in developing countries;

The association seeks to these objectives:

- by supporting initiatives aimed at improving the marketing, distribution and distribution of products from developing country organisations (including those recognised by Fairtrade International)
- by assigning a guarantee label based on verifiable purchasing and distribution criteria to third-party products and brands
- by bringing about a profound change in the consumption and trading habits of Belgian consumers and businesses
- by providing quality information on the origin and sale of products in particular and

on development issues in general, to bring about a change in mentality and social structures in Belgium

-in all appropriate forms to cooperate in the development of fair trade, including by promoting the supply and sale of all products that with the rules of the quality mark.

-by promoting contacts, cooperation and exchanges between Belgian companies and producers belonging to the quality mark in developing countries and promoting contacts, cooperation and exchanges in general.

To this end, the association may furnish all necessary services. It may own all movable and immovable property necessary to achieve its objectives, and exercise all property and other rights in rem over it.

It may perform all useful legal acts and deeds for this purpose, and, among other things, conclude agreements, hire staff, sign contracts, take out insurance policies, hire goods.

The association can acquire grants, both from the government and private institutions, pursue and engage in sponsorship, and send representatives at home and abroad and act as its own representative.

It generally has full legal capacity to perform all acts and transactions directly or indirectly relating to its object or which would be of such a nature as to facilitate, directly or indirectly, the realisation of all or part of that object.

It may take interests by association, contribution, merger, financial intervention or in any other way, in any companies, associations or undertakings having an identical, similar or related object to its own or which may be of a nature to promote the activities and objectives described above.

The association may participate in and cooperate with any enterprise or activity that may be useful for its objectives.

In addition, the association may engage in any activities that directly or indirectly contribute to the realisation of its objectives, including commercial and profit-making activities, the proceeds of which will at all times be entirely devoted to the realisation of the aforementioned objectives and will not be distributable to the members.

It may exercise the functions of director or liquidator in other associations.

It may act as guarantor or provide collateral security for the benefit of legal persons whose object is identical, similar or related to its own or which may be of a nature to promote the activities and objectives described above, in the broadest sense.

#### **Article 4. Duration**

The association is established for an indefinite duration.

### **Title II: Members**

#### **Section I: Admission**

##### **Article 5.**

The number of members of the association is not limited. It cannot be less than two.

The general meeting may also accept acting members. These are considered equal in everything to the (effective) members, except that they have no voting rights in the general meeting. They have speaking rights without voting rights in the general meeting. The law designates them as joined members of the association.

#### **Article 6. Admission procedure**

The general meeting decides on admission as a member of the association.

To this end, the candidate must send a reasoned request to the governing body, by ordinary letter or by e-mail to the company's e-mail address, indicating his/her name, first names and place of residence.

Within 30 days of receiving this notice, the governing body must convene the general meeting to decide on the request.

Within eight days after the general meeting has met and passed a resolution, the governing body shall notify the candidate of the response to his request by ordinary letter or by e-mail.

The general meeting may refuse the request, subject to justification. There is no recourse to the courts against refusal of approval.

### **Section II: Withdrawal and exclusion**

#### **Article 7. Exit**

§1. Any member of the association shall be free to resign at any time.

This withdrawal must be addressed to the governing body by ordinary letter at the registered office of the company or by e-mail at the e-mail address of the association.

§2. In the event of death, bankruptcy, manifest insolvency, liquidation or declaration of incapacity of a member, that member shall at that time be deemed to resign ipso jure.

§3. A resigning member shall have no claim to the property of the association and cannot reclaim his contribution and his paid dues.

#### **Article 8. Exclusion**

§1. The association may, on the proposal of the governing body, exclude a member for a lawful reason.

§2. Only the general meeting is authorised to pronounce an exclusion. The exclusion must be indicated in the notice of meeting.

§3. The member whose exclusion is sought must be heard at the general meeting.

He also has the possibility to his comments in writing and according to the same modalities in advance to the general meeting, after the proposal for his exclusion has been communicated to him.

§4. The exclusion may only be pronounced by the general meeting in compliance with the attendance and majority requirements prescribed for an amendment to the articles of association.

§5. The governing body shall communicate the exclusion decision to the member concerned by at the e-mail address communicated by him to the company within 15 days. If the member has chosen to communicate with the company by post, the decision shall be communicated to him by registered letter.

§6. An excluded member shall have no claim to the property of the association and cannot reclaim his contribution and his paid dues.

#### **Article 9. Member contributions**

Members shall not be liable to any entry fee or to pay any contribution unless the general meeting decides so.

### **TITLE V. GOVERNANCE - CONTROL**

#### **Article 10. Composition of the governing body**

The association is governed by a governing body composed of at least the minimum number of members prescribed by law.

Persons linked to the association by an employment contract, as well as persons or legal entities that have entered into a licence agreement with Fairtrade Belgium, cannot be accepted as members of the governing body.

Directors are appointed for the term determined by the general meeting. A term of office may not exceed four years. It is renewable.

The general meeting may terminate the mandate of any director with immediate effect at any time and without giving reasons.

Any member of the governing body may himself resign by mere notification to the governing body. He may himself do what is necessary to counter the termination of his mandate to third parties.

A director is obliged to continue to perform his duties after his resignation until his replacement is provided for within a reasonable time.

If a director's seat becomes vacant before the end of his mandate, the remaining directors have the right to co-opt a new director.

The next general meeting must confirm the co-opted director's mandate. Upon confirmation, the co-opted director completes the mandate of his predecessor, unless the general meeting decides otherwise. In the absence of confirmation, the co-opted director's mandate ends at the end of the general meeting, without prejudice to the regularity of the composition of the governing body up to that time.

#### **Article 11. Chairmanship of the governing body**

The governing body shall elect a chairman from among its members.

The council may also appoint a vice-president, a treasurer and/or a secretary.

If the chairman is unable to attend, he is replaced by the vice-chairman or, in the absence of a vice-chairman, by another director designated by his colleagues, or in the absence of agreement, by the oldest director present.

#### **Article 12. Convening of the governing body**

The governing body shall be convened by the chairman or, if he unable to attend, by the vice-chairman

or secretary or in the absence of vice-chairman and secretary or when they are unable to attend, by another director by his colleagues.

The meeting shall be held at the place designated in the notice of meeting and in the absence of such designation, at the registered office of the association.

### **Article 13. Decision-making of the governing body**

The governing body may deliberate and validly adopt decisions only if at least half of its members are present or represented.

Any director may grant power of attorney to one of his colleagues to represent him at a particular the governing body and to vote in his place. This proxy must be in writing. The principal is then deemed to be present.

A director may also, provided that half of the members of the governing body are present in person, express his opinion and vote in writing.

The governing body can only validly deliberate and decide on matters not mentioned on the agenda if all members are present at the meeting and agree to it.

Such consent shall be deemed to have been given when the minutes show that no objection was raised.

Decisions of the governing body shall be taken by majority vote.

In the event of a tied vote, the proposal will be rejected.

The decisions of the governing body may be taken by unanimous written agreement of the directors. The decisions of the governing body shall be recorded in minutes signed by the chairman of the meeting and those members who so require.

### **Article 14. Minutes of the governing body**

The decisions of the governing body are reflected in the minutes, which are signed by the chairman of the meeting and the directors who request them.

The minutes are kept in a special register.

### **Article 15. Powers of the administrative body**

§1. The governing body shall be authorised to perform all acts necessary or expedient for the realisation of the object and purpose of the association, except those for which by law or these articles of association only the general meeting is authorised.

§2. Without prejudice to the general power of representation of the governing body as a college, all deeds binding the association, in and out of court, shall be valid when signed by the president and by one director, acting together.

He/she does not have to prove his/her powers to third parties.

### **Article 16. Remuneration of directors**

The general meeting shall decide whether or not the director's mandate shall be exercised in a gratuitous capacity.

If the director's mandate is remunerated, the general meeting, deciding by an absolute majority of votes, determines the amount of this fixed or proportional remuneration. This will be charged general expenses, separate from any representation, travel and relocation expenses.

#### **Article 17. Daily management**

The governing body may entrust the daily management, as well as the representation of the association as far as that management is concerned, to one or more persons, whether or not members of the governing body.

The governing body decides whether they act alone, jointly or as a college.

Day-to-day management includes both those acts and decisions that do not go beyond the needs of the daily life of the association and those that, either because of their lesser importance that they exhibit or because of their urgency, do not justify the intervention of the governing body.

Delegates to the executive board may grant special powers of attorney to any agent within the framework of that board.

The governing body shall determine any awards and remuneration for delegates to the executive board. It may dismiss them at any .

#### **Article 18. Control of the association**

When required by law and within legal limits, the supervision of the associations is entrusted to one or more commissioners, appointed for a renewable term of three years.

### **TITLE VI. GENERAL MEETING**

#### **Article 19. Composition**

The general assembly consists of all members.

#### **Article 20. Powers**

The general meeting shall exercise the powers conferred it by law and these articles of association.

This includes the following exclusive powers that can only be exercised by the general meeting:

- 1° the amendment of the articles of association;
- 2° the appointment and dismissal of the directors and the determination of their remuneration in case a remuneration is granted;
- 3° the appointment and removal of the auditor and the determination of his remuneration;
- 4° the discharge to the directors and the statutory auditor, as well as, if applicable, the filing of the association action against the directors and the statutory auditors;
- 5° the approval of the annual accounts and the budget;
- 6° the dissolution of the association;
- 7° the exclusion of a member;

8° the conversion of the VZW into an IVZW, a cooperative company recognised as a social enterprise or into a recognised cooperative company social enterprise;

9° to make or accept a contribution for no consideration of a universality;

10° all other cases in which the law or these Articles of Association so require .

### **Article 21. Organisation and convening**

An ordinary general meeting is held every year at the registered office, the last Tuesday of May at eighteen o'clock (6pm). If the date determined above falls on a legal holiday, the general meeting will be postponed to the next working day.

The managing body and, if , the auditor, must convene the general meeting in the cases stipulated by the law and these articles of association, and also whenever the interest of the association requires it or when at least one fifth of the members request it. In the latter case, the members shall indicate the items on the agenda in their request. The governing body or, as the case may be, the auditor shall convene the general meeting twenty-one days after the request to convene and the general meeting shall be held no later than the fortieth day after such .

The notices convening a general meeting shall state the agenda. Any proposal signed by at least one twentieth of the members shall be placed on the agenda.

They shall be sent at least 15 days before the general meeting by e-mail to the members, to the directors and, if applicable, to the auditors. To the persons for whom the association does not have an e-mail address, the notice shall be sent by ordinary mail on the same day as the sending of electronic notices.

A copy of the documents to be to the general meeting pursuant to the law shall be sent promptly and free of charge to members, directors and, where applicable, auditors who so request.

Any person may waive notice of the meeting and in any case will be considered regularly called if present or represented at the .

### **Article 22. Access to the general meeting**

To be admitted to the general meeting and exercise voting rights there, a member must be registered as such in the register of .

When the general meeting deliberates on the basis of a report prepared by the auditor, he shall participate in the meeting.

### **Article 23. Sessions**

The general meeting shall be chaired by the chairman of the governing body or, in his absence, by the vice-chairman or, failing that, by the oldest director present. If no director is present, the general meeting shall be chaired by the oldest member present.

The chairman will appoint a secretary.

## **Article 24. Deliberations**

§1. All members shall have equal voting rights at the general meeting. Each member shall have one vote.

§2. Any member may give a written proxy to any other person, whether a member or not, to be represented at the general meeting and vote in his place.

A proxy granted remains valid for any subsequent general meeting to the extent that the same agenda items are dealt with thereon, unless the principal would no longer be a member of the association.

§ 3. All general meetings may only decide on the proposals included in the agenda, except if all persons to be summoned are present or represented and, in the latter case, provided that the proxies expressly state so.

§ 4. Except in the cases provided for by the law or these articles of association, decisions shall be taken by majority vote, regardless of the number of members or represented at the general meeting.

§ 5. To the extent permitted by the regulations applicable to the association, general meetings may be organised remotely in accordance with the modalities as registered in these articles of association.

Any member may participate remotely in the general meeting via an electronic means of communication provided by the association. Members who participate in the general meeting in this way are deemed to be present at the place where the meeting is held for the fulfilment of the majority and attendance conditions. Members of the office of the general meeting, the governing body and, if applicable, the auditor cannot participate in the general meeting by electronic means.

The electronic means of communication referred to above must allow the association to verify the capacity and identity of members.

The member who wishes to use it must, as a minimum, (i) have direct, simultaneous and uninterrupted access to the discussions at the meeting and (ii) be able to exercise his right to vote on all items on which the meeting has to decide.

Members may vote remotely by electronic means before the general meeting, i.e. in any case before the meeting starts. They must use the form by the association for this purpose.

The governing body will elaborate further rules in relation to the electronic means of communication to be used, how the capacity and identity of a member who wishes to participate or vote remotely in the general meeting will be verified, how his presence can be established, and how the security of the means of communication to be used can be ensured.

The members may unanimously adopt in writing all resolutions that within the competence of the general meeting, with the of those that must be passed by authentic instrument. In this case, the formalities for convening a meeting need not be fulfilled. The members of the governing body and, where applicable, the auditor may take cognisance of such resolutions at their request.

## **Article 25. Minutes**

§ 1. The minutes of the resolutions of the general meeting shall be filed in a register kept at the headquarters. They shall be signed by the chairman of the general meeting and the secretary, as well as by the members present who request them.

The register of minutes shall be kept at the registered office of the association where all members may peruse it, without moving the register.

Copies for third parties shall be signed by one or more representative members of the governing body.



## **TITLE VII. FINANCING - FINANCIAL YEAR - INTERNAL REGULATIONS**

### **Article 26. Funding**

In addition to any contributions paid by members, the association will be funded by donations, legacies and the income from its activities, among other things.

The shareholders' equity includes €81,804 (eighty-one thousand eight hundred and four euros) which amount constitutes the contribution of the Gillès Foundation, credited to a 13-account 'Funds of the Association' which contribution was made in favour of the legal entity VZW with kbo-number 0465.853.089 and also after the merger in favour of the VZW with kbo- and vat-number 0441.988.715 but also under the resolutive condition of the continued existence of the latter legal entity VZW Fairtrade Belgium so that upon dissolution the resolutive condition is realised and the contributed funds return nominally to the Gillès Foundation.

### **Article 27. Financial year**

The association's financial year starts on 1 January and ends on 31 December each .

On the latter date, the association's accounts are closed and the governing body prepares the annual accounts in accordance with the applicable legal provisions. The governing body also prepares a budget proposal for the next financial year.

The governing body shall submit the annual accounts for the previous financial year and the budget proposal for the next financial year for approval at the annual general meeting.

### **Article 28. Internal regulations**

Internal regulations may be drawn up by the governing body in accordance with the provisions of Article 2:59 of the Companies and Associations Code. If the internal regulations contain provisions that affect the rights of the members, the competence of the bodies and the working methods of the general meeting, these regulations can only be amended in accordance with by the general meeting in accordance with the procedure on amending the articles of association.

## **TITLE VIII. DISSOLUTION - LIQUIDATION**

### **Article 29. Dissolution**

The association may be dissolved at any time by a resolution of the general meeting taken under the same conditions as for the change of the object or disinterested purpose of the association. The reporting obligations applicable in accordance with the law, if any, shall be .

### **Article 30. Liquidators**

Upon dissolution of the association, for whatever reason and at whatever time, the directors in office are designated as liquidators under these articles of association if no other liquidator would have been appointed, without prejudice to the right of the general meeting to appoint one or more liquidators, delineate their powers and determine their remuneration.

### **Article 31. Allocation of net assets**

In the event of dissolution and liquidation, the extraordinary general meeting shall decide on the destination of the association's assets, which must in any case be used for a disinterested purpose.

Such use shall be made after clearing all debts, charges and expenses of the liquidation or consignment of the necessary sums to them.

## **TITLE IX. GENERAL MEASURES**

### **Article 32. Residential Choice**

For the implementation of these articles of association, any member, director, commissioner or liquidator residing abroad shall elect domicile at the registered office where all notices, summonses, writs of summons and service may validly be on him if he has not elected another domicile in Belgium for all relations with the association.

### **Article 33. Jurisdiction**

For any dispute concerning the affairs of the association and implementation of these articles of association, between the association, its members, directors, auditors and liquidators, exclusive jurisdiction is granted to the court in whose jurisdiction the registered office is located, unless the association expressly waives it.

### **Article 34. Common law**

The provisions of the Companies and Associations Code, which would not have been validly derogated from, shall be deemed to have been entered in the present deed, and clauses contrary to the mandatory provisions of the Code shall be deemed not to have been written.

-FOR UNIFIED COORDINATION-

**The original statutes were drafted in  
Dutch – English translation for the  
convenience of the reader**