

**NISE vzw****Internal regulations**

(Drawn up in Antwerp on 19 April 2013 and amended by the General Assembly meeting online on 27 May 2021)

**Art 1**

These regulations are determined by the Governing Board of micro-vzw NISE (non-profit organisation), hereinafter referred to as the association. This is in pursuance of Art. 19 of the articles of association.

**Art 2**

In pursuance of Art. 3 of the articles of association, the Governing Board decides on the acceptance of new members, other than the founders of the association and other than the ex officio members, specified in Art. 7 of the articles of association.

The acceptance of a new member is based on the evaluation of a quality portfolio. This document is submitted to the Governing Board by the candidate member or by an institution or organisation related to the association's field of activity, described in Art. 2 of the articles of association.

**Art 3**

The number of annual meetings of the Governing Board is unlimited. At least one meeting must be held within a period of one month before the Annual ordinary meeting.

Because of the interference between the accounts of the association and the accounts of vzw ADVN, the Annual ordinary meeting of the General Assembly shall be organised within a period of ten weeks after the Annual ordinary meeting of General Assembly of the ADVN. This principle applies in so far it is compatible with the association's international calendar.

**Art 4**

The minutes of the meetings of the Governing Board and of the General Assembly are drawn up by a member of the Governing Board or General Assembly respectively. After signing by the association's chairperson and the secretary, these minutes are kept in a special register. A copy of the minutes is subsequently sent to the members of the Governing Board and the General Assembly respectively. This can be done by email or post.

**Art 5**

The Governing Board exercises the general day-to-day management of the association. The association's administrator and financial manager jointly exercise the specific day-to-day management of the association.

#### Art 6

The Governing Board and General Assembly of the association are convened by a written convocation notice (by email or post) to take part in meeting(s). This convocation notice is in principle at the latest fifteen days before the meeting(s) is (are) held.

The aforementioned meetings are able to adopt resolutions outside the agenda of the meeting(s) specified in the convocation notice.

In exceptional circumstances, the agenda may be composed during the previous meeting(s). The minutes of these previous meeting(s) apply as the convocation notice of the meeting(s) in these circumstances.

#### Art 7

In the event of the Chairperson's unavailability, any necessary meeting(s) of the Governing Board or General Assembly will be chaired by the secretary of the association or by a member of the Governing Board or General Assembly respectively.

The person chairing the meeting, either in his/her effective role or in an observing role, is also the person convening the meeting(s) in principle. This can also be observed by the secretary of the association.

#### Art 8

In principle, resolutions are adopted by *consensus* or *majority*, if consensus is not reached in the Governing Board or General Assembly.

The cases which require a *special majority* are strictly determined by the law on non-profit organisations: amendment to the articles of association (two-thirds majority), exclusion of a member (two-thirds majority), amendment of the purpose (four-fifths majority), dissolution of the association (four-fifths majority). The Act also specifies a required attendance quorum for the vote. In general this means two-thirds of the members. Members represented by written proxy are considered as attending members. The written proxy must be addressed by email or post to the chairperson or secretary of the association.

Only for excluding a member an attendance quorum is not required.

In the other cases - which do not require a special majority in other words- a *simple majority* suffices. The latter is not specified by the law on non-profit organisations. And because there is quite some disagreement in legal theory in this matter, the following rule is applied to the association:

*No majority is required of the number of attending + represented votes. However, a majority is required of the number of cast votes. Abstention is not considered as a cast voice.*

#### Art 9

The association's secretary and treasurer decide in joint consultation on the provisional, substitute assignment of the office(s) which shall remain vacant after the resignation of one or more board members, including the related powers of attorney.

If the resignation concerns the secretary or the treasurer, this decision shall be made in joint consultation by another board member and the secretary *or* by another board member and the treasurer, depending on whether the resignation concerns the treasurer or the secretary respectively.

If the secretary and the treasurer resign simultaneously, the aforementioned decision shall be made in joint consultation by two other board members of the association.

#### Art 10

In pursuance of Art. 9 of the articles of association of the micro-vzw, the joint signatures of the secretary and the treasurer are necessary to carry out financial transactions, with the exception

of payments and payment orders up to a limit of EUR 3,500 per payment or payment order. In the latter cases the financial manager's signature suffices.

The signature of another person is also legally valid, provided that this person is authorised in writing by the association's secretary and treasurer acting jointly. The association's secretary and treasurer as well as the financial manager (authorised in writing by the secretary and the treasurer acting jointly) can be the holder of an electronic payment card of the association.

#### Art 11

The secretary and/or the treasurer are authorised to take delivery of bank documents and registered post concerning the association. If neither is available, this authorisation shall automatically be entrusted to the person who has a similar power of attorney within ADVN.

#### Art 12

In principle, the fixed travel expenses relating to the operation of the association are reimbursed in accordance with the rules that apply in the same capacity in the ADVN.

#### Art 13

In principle, the employees of the association are part of the ADVN workforce and fall under the rules of the ADVN in terms of working hours, pay scales, compensation, social administration and other statutory regulations and obligations. They also fall under the same employer, i.e. the chairperson of the ADVN.

The association may also, on a temporary basis and in consultation with the ADVN, hire an employee, provided that this is necessary to justify the association's pay costs vis-à-vis a subsidising or sponsoring person or institution. In this case the ADVN chairperson is considered the employer.