



# Bylaws of the "BarBichette" association

Adopted by the 2022 General Assembly - published in Moniteur Belge in Feb 2023  
The French version of the bylaws (Statutes) is considered to be the original version.

## Title I - Name, seat, duration

### Art. 1 Denomination

The non-profit association is called "BarBichette".

### Art. 2 Head Office

The registered office of the association is established in the Brussels-Capital Region. It may be transferred, by decision of the Administrative Body, called the Board of Directors or Board, to any other place in Belgium. In case of transfer of the registered office to another Region, the Board of Directors has the power to modify the bylaws.

Its email address is [contact@barbichette.org](mailto:contact@barbichette.org) and its website address is [www.barbichette.org](http://www.barbichette.org)

### Art. 3 Duration

The association is established for an indefinite period.

It may be dissolved at any time.

## Title II - Not-for-profit Purpose and Objective

### Art. 4 Purpose



The selfless aim of the association is to contribute to the social transition towards an eco-feminist way of life in (local) urban communities and to enable BarBichette members to achieve socio-cultural openness and social cohesion.

It pursues this goal by :

- The creation of a cultural space for meetings between the members of Bichette. A place of exchange, knowledge sharing, togetherness, inspiration and mutual aid with the aim of an ecological, feminist, ethical, intercultural and tolerant future.
- To create a community for social cohesion and interaction between the local/European companies and not-for-profit associations that are members of Bichette.
- Programming of events and workshops (debates, conferences, repair-café, intergenerational workshops, art expo, philo-café, software hackathon, foodie-workshops and café)

The ASBL may also develop any activities which contribute directly or indirectly to the realisation of the above-mentioned non-profitable aims.

In order to achieve its objectives, 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.

Similarly, in order to achieve its non-profitable objectives, the association may carry out acts of a commercial or financial nature.

## Title III - Membership

### Art. 5 Composition

The association is composed of full members and associate members. The number of full or associate members may not be less than 3. The maximum number is unlimited.

### Art. 6 Type of members

Full members are natural persons or legal entities who wish to help the association and/or participate in its activities. Full members:

- undertake to respect the operation, rules of engagement and behaviour set out in the ASBL's charter.
- pay the annual membership fee.

Associate members are natural persons who wish to help the association, participate in its activities or benefit from its services. Associate members are exempt from paying membership fees.



## Art. 7 Register of members

The Board of Directors shall keep an electronic register of members at the seat of the Association in accordance with the law. The Board of Directors shall enter all decisions on admission, resignation or exclusion of members in this register within eight days of the decision.

A legal person that is a member shall designate the natural person to represent it.

Any full member may consult the register of members at the headquarters of the Association by making a written request to the Board of Directors

## Art. 8 Admission

The Board of Directors receives, examines and accepts or rejects new full members or associate members on the basis of an application.

## Art. 9 Monthly meetings

The Board intends to hold at least four meetings of the full members per year, in addition to the General Assembly. These meetings can be held virtually or in person.

## Art. 10 Membership fees

The maximum amount of annual membership fees by full members is 1000 euros per year for natural persons and 5000 euros per year for legal persons. The General Assembly decides, within this limit, on the amounts of the membership fee and the membership fee policy. The Board decides on exemptions and deadlines. Board members are not exempt from paying membership fees during their term of office. Associate members shall be exempt from paying membership fees.

## Art. 11 Resignation, exclusion, suspension

Any member of the association is free to withdraw from the association at any time by sending their resignation by email to the Board of Directors.

Membership shall automatically cease in the event of death or, in the case of a legal person, in the event of dissolution, bankruptcy, demerger, merger or nullity.

A full member who fails to attend two consecutive general meetings without valid justification, or more than two consecutive membership meetings without valid justification, or who fails to pay fees within 6 months of receiving the membership fee invoice, shall become an associate member.

Non-compliance with the bylaws, serious infringements of the rules of procedure, the laws of honour and propriety, serious faults, actions or words that could tarnish the honour or



consideration of the association, or any action that has a negative/harmful impact on the well-being of the members, are acts that can lead to the exclusion of a full member and an associate member.

The exclusion of a full member can only be decided by the General Assembly by a two-thirds majority of the votes present. The proposal for exclusion must be indicated in the convocation of the General Assembly. The full member concerned has the right to present a defence at the General Assembly in question.

The Board may suspend the full member in question until a decision is taken by the General Assembly.

Resigning, expelled or suspended members, as well as creditors, heirs or beneficiaries of deceased or bankrupt members, shall have no right to the social fund. They may not claim or request any statement, rendering of accounts, reimbursement of contributions, affixing of seals or inventory.

The exclusion of an associate member may be decided by the Board of Directors.

## Title IV - General Assembly

### Art. 12 Composition

The General Assembly brings together all the full members of the association. Associate members may attend the General Assembly as observers. They have the right to speak upon invitation.

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

The General Assembly is chaired by the Board of Directors.

### Art. 13 Powers

The General Assembly is the sovereign body of the association and has the powers expressly granted to it by the law and the present bylaws.

Its competencies include:

- the amendment of the present bylaws;
- the appointment and dismissal of Board members/directors;
- approval of the annual accounts and the budget;
- The appointment and dismissal of the auditors and the determination of their remuneration in the event that remuneration is awarded;
- the annual discharge to be granted to the directors and any possible commissioners;
- the dissolution of the association and the appointment or dismissal of the liquidator;
- the exclusion of a full member;



- the transformation of the ASBL into an AISBL, into a cooperative company approved as a social enterprise or into an approved social enterprise cooperative company;
- all other cases where required by law or these bylaws.

## Art. 14 Ordinary General Assembly

The ordinary general assembly shall meet at least once a year, within six months after the end of the financial year (before end of June). It must include on its agenda:

- The presentation of the Board's annual report;
- Approval of the accounts for the past financial year;
- The provisional budget for the following year.

The Board of Directors may decide that the General Assembly be held virtually if necessary, in accordance with the law.

## Art. 15 Extraordinary General Assembly

The association may also be convened in an extraordinary General Assembly at any time by decision of the Board, in particular at the request of at least 30% of the full members. The General Assembly must be held within one month of the request.

## Art. 16 Convocation

All full members must be invited to the General Assembly by the Board of Directors at least fifteen days before the date of the meeting.

The notice of meeting shall state the day, time, place and agenda of the meeting, as well as access to the documents to be sent to the general meeting.

Any proposal signed by at least one twentieth (5%) of the full members must be placed on the agenda. This request must reach the board within one week after receiving the agenda for the GA. The Board then re-circulates the updated agenda to the rest of the members within a day.

## Art. 17 Attendance quorum

Except where these bylaws or the law provides otherwise, the General Assembly shall be validly constituted when at least 40% of the full members are present.

## Art. 18 Deliberations

The General Assembly shall deliberate on all items which are mentioned on the agenda. It may not deliberate on items which are not mentioned on the agenda, unless, by a four-fifths (80%) majority vote, it is decided that urgency precludes postponement, and that it does not concern the amendment of these bylaws, the exclusion of a full member, the voluntary dissolution of the association or the transformation of the association into an AISBL, a



cooperative society approved as a social enterprise or an approved social enterprise cooperative society.

Votes on decisions related to people will always be done by secret ballot.

All full members, natural or legal, are entitled to one legal vote. Associate members do not have voting rights.

Decisions of the General Assembly shall be adopted by an absolute majority of the votes present (50% +1), except where provided for in these bylaws or by law.

Blank or invalid votes or abstentions are not counted in the votes.

If the General Assembly is held virtually, the full members vote by distance in accordance with the law.

In the event of a tie, the vote of the person responsible for the daily management of the association, whether a member of the Board or an employee, shall be decisive.

## Art. 19 Amendment of the bylaws

The General Assembly may only validly deliberate and decide on amendments to the bylaws if the proposed amendments are precisely indicated in the notice of meeting and if at least two thirds of the full members are present at the Assembly.

If the latter condition is not met, a second meeting shall be convened after a period of at least fifteen days. This new meeting shall deliberate and decide validly, regardless of the number of members present.

An amendment shall only be permitted if it receives a two-thirds majority of the votes cast. However, an amendment which relates to the object or non-profit purpose of the association may only be adopted by a majority of four fifths of the votes cast.

## Art. 20 Registers and publication of decisions

The decisions of the General Assembly are recorded in a register of minutes signed by the Board of Directors.

This register shall be kept at the registered office where all members in the broadest sense may inspect it, after a written request to the Board of Directors.

In accordance with the law, any amendment to the bylaws as well as any act relating to the appointment or resignation of directors or auditors shall be filed with the clerk of the Court of the company and published in the Belgian Monitor by the clerk.



## Title V - Administrative body

### Art. 21 Composition

The association is administered by a collegiate administrative body. This body is called the Board of Directors, or the Board.

The Board shall consist of a minimum of three directors. The maximum number is seven. The members of the Board of Directors are all full members of BarBichette who have paid their full membership fee.

The Board will make all efforts to recruit people from marginalised backgrounds, including but not limited to: women, non binary and transgender persons, people of colour, people from the global south, people with disabilities, people from less privileged socio-economic backgrounds, queer people, young people or people from any marginalised backgrounds.

The members of the Board are natural persons, chosen only by the full members. Legal entities may propose a natural person as their candidate for the Board, but the number of directors representing a legal entity (organisation or other) may not exceed one third of the total number of directors (regardless of the number of directors).

A director may not be represented by anyone else in the Board of Directors or at meetings.

Directors shall exercise their mandate free of charge. Expenses related to the exercise of their mandate may be reimbursed, either on the basis of actual expenses or on a flat-rate basis.

### Art. 22 Powers

The Board of Directors shall have the power to manage the Association, except for those powers explicitly reserved by law or these bylaws to the General Assembly.

The Board shall act collectively, unless otherwise specifically provided for in these bylaws, and always in the common interest of the Association and its members.

### Art. 23 Appointments

The members of the Board of Directors are elected by the General Assembly among full members.

Candidates must express their interest in running for the Board at least one month before the Ordinary General Assembly by means of a nomination form.



## Art. 24 Mandates

Directors are appointed for a period of two years. Their term of office ends automatically in the event of dismissal by the General Assembly, loss of full membership, death or disqualification. After a first term of office, a director may be re-elected for a second term. After two consecutive terms of office, a director may be re-elected only if the General Assembly fails to elect a new candidate and if the number of remaining directors is less than that required by these bylaws.

The terms of office of Board members are aligned (they are elected at the same GA). If a person is elected in the course of a current term, they are elected to complete that term. They can only be re-elected once at the end of his/her first term, regardless of the length of that first term.

The Board of Directors may not co-opt a new director under any circumstances.

## Art. 25 Resignation, revocation

Any director who wishes to resign must notify the Board of Directors in writing. The resignation shall take effect immediately, unless it results in the number of directors falling below the minimum number.

The directors may be dismissed at any time by the General Assembly.

## Art. 26 Meetings

The Board shall meet at least four times a year, in person or virtually. A meeting of the Board shall be convened whenever deemed necessary by minimum two directors. Meetings may be convened in writing or verbally.

For voting during Board meetings, a director may be represented by another director by means of a written and signed proxy (not at GAs).

## Art. 27 Deliberations

The aim is to ensure that as many directors as possible can attend meetings and take part in decisions. When not all directors are present but decisions need to be taken, the Board can deliberate validly when a majority of Board members are present. minimum of 50% + 1 of directors are present.

As the association favours sociocracy<sup>1</sup> as a mode of governance, the decisions of the governing body are taken by consent: the resolution is deemed to be adopted unanimously when no one has any significant and reasonable objection. It is the responsibility of everyone to act in good faith and in the best interests of the association. In case of deadlock, either the

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<sup>1</sup> As per the following principles: <https://www.sociocracyforall.org/sociocracy/>, Dec 22





decision is postponed to the next meeting or a vote is taken. Decisions by vote shall be taken by an absolute majority (50% plus 1).

Decisions of the administrative body may be taken without a meeting, by unanimous decision of all the directors, expressed in writing.

Decisions are recorded in the form of minutes, approved by the Board members.

## Art. 28 Conflicts of interest

Directors may no longer take part in the deliberations and voting of the administrative body in case of conflict of interest.

## Title. VI. Daily management

### Art. 29 Daily management

The Board may delegate certain powers to a daily management board consisting of one or more persons, whether or not directors, acting in that capacity.

The duration of the mandate of the delegates to the daily management, which may be renewable, is fixed by the Board of Directors. When the delegates are also administrators, the end of their mandate automatically entails the end of the mandate of the daily management delegate(s).

One person shall be appointed by the Board of Directors as the main delegate for daily management. If the main delegate for daily management is employed by the association, they maintain a voting right at the General Assembly. The Board of Directors also appoints a deputy delegate for daily management.

If/when the association has (an) employed person(s) in charge of the daily management (gestion journaliere), the person responsible will assume the daily management of the Association and will have operational and administrative responsibility for the staff and daily operations. They will be responsible for the management of the staff, including the hiring and dismissal of staff, financial management and fundraising in cooperation with the Board; coordination and implementation of work plan and strategy agreed by the GA; organisation of the Board and GA; external representation in agreement with the Board and within the framework of the general mission as set out by the General Assembly. They will participate in the meetings of the Board of Administration and the General Assembly.

## Title VII Representation

### Art. 30 Representation

The Board of Directors shall represent the Association in all judicial and extrajudicial acts.



The association shall be validly represented by two directors acting jointly, without further justification vis-à-vis third parties.

The Board may appoint one or more directors, acting separately, to represent the association in judicial and extra-judicial acts. They shall be validly appointed or dismissed by an ordinary decision of the Board.

## Title VIII. Miscellaneous provisions

### Art. 31 Responsibilities

The directors, the persons delegated to the daily management and the persons authorised to represent the association shall not incur any personal liability for the association's commitments. Each of them shall be liable to the association for the proper execution of the task entrusted to them.

The directors shall exercise their powers as a college and shall be jointly and severally liable for the decisions and failures of the college. They shall be jointly and severally liable, both to the association and to third parties, for any damage resulting from infringements of the provisions of the law or of these bylaws.

### Art. 32 Internal regulations

The administrative body may issue internal rules of procedure. The Board of Directors may amend these rules of procedure. The rules of procedure and any amendments thereto shall be communicated to the full members. The bylaws shall refer to the latest approved version of the internal rules.

### Art. 33 Consultation of registers

The full members may consult, at the registered office of the association, all the minutes and decisions of the General Assembly, the Board of Directors or the persons, whether or not they hold a management position, who have a mandate within the association, as well as all the accounting documents of the association. To this end, they shall address a written request to the Board of Directors with whom they shall agree on a date and time for the consultation of the documents and records.

### Art. 34 Dissolution

The association may be dissolved at any time by a decision of the General Assembly. The General Assembly shall then appoint the liquidator(s), determine their powers and indicate the allocation of the net assets of the Association. This allocation must be made to a disinterested purpose as close as possible to the association.



The General Assembly can only validly dissolve the association if the proposal for dissolution is on the agenda and if at least two thirds of the full members are present at the assembly. If the latter condition is not met, a second meeting shall be necessary, and the new meeting shall deliberate and decide validly, regardless of the number of members present. The second meeting may not be held within fifteen days of the first meeting. Dissolution may only be decided by a four-fifths majority of the votes cast.

All decisions relating to the dissolution must be filed with the clerk of the Commercial Court and published in accordance with the law.

## Art. 35 Other

Everything that is not explicitly provided for in the bylaws is regulated by the Belgian Code for Companies and Associations.

