

BRUSSELS CHILDBIRTH TRUST (BCT)

INTERNAL RULES OF THE ASSOCIATION

These are the internal rules of the BCT which were approved by the Annual General Meeting on 8 March 2021.

[Information in square brackets refers to the corresponding article in the BCT Statutes.]

1. NAME

The name of the association shall be Brussels Childbirth Trust (BCT). [Article 1]

2. OBJECT [Article 3]

The aim of the BCT shall be to provide help and support in English to families in and around Brussels, during the early years of parenthood and beyond. To further this aim, the activities of the BCT shall include among other things:

- a) provide information on pregnancy, birth, early childhood and upbringing and/or organise corresponding classes.
- b) give information on breastfeeding and bottle-feeding.
- c) give general information and peer-to-peer support in the post-natal period and beyond.
- d) organise activities which allow families to get together to make friends and for mutual support.

3. MEMBERSHIP [Article 5]

Membership shall be open to all persons.

- a) There shall be 3 types of Membership:

Ordinary members:

shall be those who have signed the register of members at the AGM.

General members:

shall be all members who are neither ordinary nor affiliate.

Affiliate members:

shall be professional individuals or organisations

- b) Members shall be persons who have paid the current appropriate subscription required by the BCT and who agree to abide by the rules of the BCT. [Article 7]
- c) Reduced rate and complimentary membership shall be available at the discretion of the Board of Directors. [Article 7]
- d) Changes to the subscription rate must be approved by a General Meeting. [Article 7]
- e) Ordinary members are required to sign the register of members at the AGM. [Article 6]

4. RESIGNATION [Article 8]

- a) Ordinary, general or affiliate members may resign at any time from the association as long as they inform the membership secretary in writing.
- b) Members who have not paid their subscription within a month of a subscription renewal request having been sent by ordinary post or e-mail are deemed to have resigned.

5. BOARD OF DIRECTORS

- a) All members of the Board of Directors shall be ordinary members. There shall be (at least) one more ordinary member than there are members of the Board of Directors. [Article 11]
- b) The members of the Board of Directors shall be elected at the Annual General Meeting (AGM) and shall hold office until the next AGM. [Article 11]

- c) Immediately following the AGM, the Board of Directors shall elect a President, two Vice Presidents, a Treasurer and a Membership Secretary as well as any other posts deemed necessary from amongst their number. The President shall normally be the previous President Elect. The Vice Presidents shall normally be the new President Elect and the immediate Past President. In the event of their resignation or expulsion, a Vice President may be any other member of the Board of Directors elected to fill that post.
- d) The Executive Committee of the Board of Directors shall consist of the President, the two Vice Presidents and the Treasurer, and may include the elected Advisor. [Article 11]
- e) Each member of the Board of Directors holds one vote. The Vice Presidents may also be elected to another position, but shall have one vote only. [Article 13]
- f) In the event of departure of any member of the Board of Directors and with the agreement of the Board, a general member may deputise for them, without having a vote, until the next General Meeting. The outgoing Director shall furnish the President or another member of the Board of Directors with their proxy. [Article 13]
- g) No member of the Board of Directors shall hold more than one proxy at any one time with the exception of the President, or her/his replacement, who may hold no more than three proxies. [Article 13]
- h) The Board of Directors shall meet not less than four times a year. In addition, the Board of Directors shall meet to agree the annual accounts and budget for each year and will have a further meeting to agree half year accounts. During this latter meeting the Board of Directors shall carry out its annual review of the subscription rates.
- i) The President shall chair the meetings and in the event of equality of votes, shall have a casting vote. [Article 14]
- j) Any member of the Board of Directors, with the exception of the Executive Committee, shall have the power to nominate another member from within their team or working group to deputise for them at a Board of Directors meeting. However, their vote shall be given to the President.
- k) The Board of Directors can only legitimately discuss and take decisions if a majority of its directors are present or represented, provided that at least two directors are present at the meeting. [Article 14]
- l) Any BCT member or invited guest may attend a Board of Directors meeting but shall not have the right to vote.
- m) The minutes of every meeting of the Board of Directors must be taken. These must be approved and signed on each page by the Directors who propose and second them at the following meeting. The minutes must be retained on the BCT premises. [Article 15]

6. TEAMS OR WORKING GROUPS

- a) Teams or Working Groups shall be formed to represent the following: Group Leaders, Magazine, Information, Events and Services. This list may be subject to change. They shall consult or meet at least three times a year and the minutes of each meeting will be circulated to the team or working group and to the Board of Directors.

b) The Board of Directors shall have the power from time to time to form or dissolve teams or working groups and to delegate duties as appropriate.

7. FINANCE

a) The funds of the BCT shall further the aims of the BCT at the discretion of the Board of Directors. Decisions regarding spending will be clearly minuted.

b) A budget shall be set at the beginning of each year and approved by the Board of Directors, prior to being adopted at the AGM, in accordance with the plans for that year.

[Article 18]

c) All spending that has not been previously approved by the Board of Directors or specified in the budget and/or Guidelines for Expenditure require the written approval of the Executive Committee. No item of expenditure of a value greater than €200 shall be undertaken without authorisation of the Board of Directors.

d) The BCT may refuse to reimburse or to accept liability for expenditure where the required prior authorisation has not been obtained.

e) Payment of invoices above €2.000 must be co-signed by two members of the Executive Committee.

f) The funds shall be kept in the name of the BCT at a bank agreed by the Board of Directors.

g) The Board of Directors shall ensure that proper books of accounts and records are kept and are audited annually by an independent accountant appointed by the General Meeting.

[Article 29]

8. GENERAL MEETINGS

a) The AGM shall be held in March on a day fixed by the Board of Directors. At least one month's notice of the meeting shall be given to members. [Articles 19 & 20]

b) This meeting shall elect the Board of Directors for the coming year. Nominations in writing for the Board of Directors shall be received by the President either before or at the AGM.

[Article 18]

c) The ordinary business of the AGM shall be:

d) The consideration and adoption of the Annual Report.

e) The consideration and adoption of the accounts and the budget.

f) The election of the Board of Directors.

g) All other business shall be deemed special business of which notice in writing must be given to the President at least eight weeks prior to the meeting. [Articles 18 & 28]

h) An Extraordinary General Meeting (EGM) may be held upon direction of the Board of Directors, or upon a request to the President which has been signed by 20% of the members. Notice of the EGM and the object for which it is called shall be given in writing to the members not less than one month before the date of the meeting. The meeting will be held within eight weeks of the request being made to the President. [Article 19]

i) The notice of a General Meeting must include its agenda and only those items on the agenda can be discussed at the meeting. [Article 20]

j) Changes to these Internal Rules can only be agreed at a General Meeting. [Article 27]

k) All General Meetings are presided over by the President or in her/his absence, the Past President. If neither is available the meeting may elect an acting Chairman. [Article 22]

l) The meeting is quorate whatever the number of general or affiliate members present, provided that at least four ordinary members are present or represented. [Article 24]

m) Ordinary and general members have one vote each. Affiliate members are not entitled to vote. Proxy votes shall be accepted in accordance with the Statutes. [Articles 21 & 23]

n) All questions to be decided at a General Meeting (excepting point 9 below) shall require a simple majority of the ordinary and general members present. In the case where there is no majority the President shall have the casting vote. [Article 24]

9. SPECIAL QUORUM AND MAJORITY

REQUIREMENTS: [Article 24 and the Belgian Companies and Associations Code of 1 May 2019]

According to the current law applying to VZW's (ASBL's), the meeting and voting requirements are:

a) changes to the statutes: the General Meeting is lawfully constituted if two thirds of the ordinary members are present or represented. Decisions of the General Meeting are made by a two thirds majority of votes cast by the ordinary members.

b) changes to the statutes concerning the modification of the purpose of the BCT:

the General Meeting is lawfully constituted when two thirds of the ordinary members are present or represented. But decisions of the General Meeting require a four fifths majority of votes cast by the ordinary members.

c) exclusion of ordinary members: decisions of the General Meeting are made by a two thirds majority of votes cast by the ordinary members.

d) voluntary dissolution of BCT: the General Meeting is lawfully constituted if two thirds of the ordinary members are present or represented. Decisions of the General Meeting are made by a four-fifths majority of votes cast by the ordinary members.

If at the first General Meeting there are not two thirds of the ordinary members present or represented, a second General Meeting may be called and is valid irrespective of the number of ordinary members present or represented. Decisions at the second General Meeting are made by a two-thirds majority present or represented and by a four-fifths majority in case of modification of the purpose.