
This document is a faithful English translation of the coordinated statutes of the non-profit association “Ermitaj pe Vale”, as published in the [Belgian Official Gazette \(Moniteur belge\)](#) on 04 September 2024. As of the date of translation (05 May 2025), this is the most recent published version of the statutes.

ERMITAJ PE VALE ASBL

Company number: 0687915486

Registered address: Rue Paul Leduc 87 - 1030 Schaerbeek, Brussels, Belgium

STATUTES OF THE NON-PROFIT ORGANIZATION "ERMITAJ PE VALE"
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TITLE 1 – Name, Registered Office, Purpose and Duration

Article 1 – Name and Mandatory Mentions

The association is named "*Ermitaj Pe Vale*".

All acts, invoices, announcements, publications, letters, purchase orders, websites and other documents, whether in electronic or paper form, issued by the association must include:

- the name of the association, immediately preceded or followed by “ASBL” or “non-profit association”,
- the exact address of the registered office,
- the company number,
- the words “register of legal persons” (*Registre des Personnes morales*) or the abbreviation “RLP” (*RPM*), followed by the name of the court of the association’s registered office,
- the number of at least one bank account held by the association with a credit institution established in Belgium,
- if applicable, the association’s email address and website,
- if applicable, an indication that the association is in liquidation.

Any person acting on behalf of the association in a document as described above that fails to include one or more of these mandatory items may be held personally liable for all or part of the commitments made therein.

Article 2 – Registered Office

The registered office is established in the Brussels-Capital Region, at the following address: Rue Paul Leduc 87 – 1030 Schaerbeek.

It is located in the judicial district of Brussels.

It may be moved by decision of the General Assembly deliberating under the conditions required for amending the statutes. Such decision shall be filed with the registry of the commercial court and published in the Belgian Official Gazette (*Moniteur Belge*).

Article 3 – Purpose and Activities

The association's purpose is to help individuals and communities move toward a way of life that respects the Earth and people, in a spirit of sharing and solidarity.

To achieve this, the association may take all necessary actions, including but not limited to:

- Creating and developing one or more spaces for information, exchange, demonstration, experimentation, and training in the following areas:
 - agroecology and permaculture;
 - sustainable planning and landscape regeneration (permaculture design);
 - preservation and promotion of traditional and peasant know-how that respects the environment;
 - development and storage of renewable energy sources;
 - ecological construction and renovation, including bioclimatic aspects and natural materials;
 - human interactions (sociocratic decision-making, day-to-day group management, nonviolent communication, etc.);
 - physical and mental well-being (retreats, yoga, meditation, nature-based therapy, donkey-assisted therapy);
- Establishing and/or developing networks with other public or private organizations working toward similar or related goals, in order to foster the creation of small action groups and support individual empowerment.
- Hosting and/or including individuals who are socially, mentally, or physically vulnerable.
- Welcoming volunteers and interns.

The association may organize any event that raises awareness and encourages action.

The association may operate outside of Belgium, particularly in Romania. It may rent or occupy premises there and open operational offices for its activities.

The association may carry out economic activities if they remain incidental to its social purpose and contribute exclusively to the achievement of that purpose.

It may seek or organize any type of funding – for both investments and operations – that supports the development of its social objectives, on the condition that the funding entity recognizes the association's full independence in terms of strategic choices, expression, and communication.

The association may hold shares or equity in limited liability commercial companies in Belgium or abroad, provided that any resulting material or financial benefits are used to support its objectives.

To pursue its objectives, the association may accept material or financial support from public or private institutions or individuals. All funds and resources collected must serve exclusively the non-profit purposes of the association.

The association may perform all acts directly or indirectly related to its purpose. It may support or engage in any activity related to its aims.

Article 4 – Duration

The association is established for an indefinite duration. It may be dissolved at any time.

TITLE 2 – Members

Article 5 – Full Members

The association is composed of full members. Their number is unlimited but must never be fewer than three. In all cases, the number of full members must exceed the number of directors. Only full members enjoy the full rights granted to members under the law and these statutes.

The following qualify as full members:

- The founding members
- Any new full members admitted by decision of the Administrative Body (board of directors). To become a full member, the person must be up to date with their membership fee, submit a written request to the Administrative Body, express agreement with the statutes (and the Internal Regulations, if any), and express their desire to actively contribute to the association's social purpose. Legal entities must appoint an individual to represent them in the association.

Article 6 – Associate Members

Associate members are individuals who wish to support the association and commit to respecting its statutes. They are admitted as such by the Administrative Body.

Article 7 – Resignation and Exclusion of Members

Full and associate members are free to resign at any time by submitting a written resignation to the Administrative Body.

A member is considered to have resigned:

- if they fail to pay the membership fee within one month after a written reminder,
- if they no longer meet the admission requirements,
- if a full member misses or fails to be represented at three consecutive General Assemblies without valid justification.

A full member may only be excluded by the General Assembly, by secret ballot, with a two-thirds majority of the votes present or represented. Null votes, blank votes, and abstentions count as negative votes.

An associate member may be excluded by the Administrative Body with a simple majority vote.

The Administrative Body may suspend full members who commit serious violations of the statutes or applicable laws, until the General Assembly decides on their case.

Resigned, suspended, or excluded members, as well as heirs or beneficiaries of deceased members, have no rights over the association's assets. They may not request financial statements, inventories, or reimbursement of any paid dues.

Article 8 – Register of Full Members

The association keeps a register of full members, maintained by the Administrative Body. The register includes the names, addresses, and (for legal entities) legal form and registered office.

All admissions, resignations, and exclusions are recorded in the register by the Administrative Body within eight days of becoming aware of the change.

All members may consult the register at the association's registered office upon simple written and justified request, without removing the register from the premises.

Article 9 – Liability

Members are not personally liable for commitments made by the association.

Article 10 – Membership Fees

The amount of the annual fee for full and associate members is set by the General Assembly and may not exceed 250 euros.

TITLE 3 – General Assembly

Article 11 – Composition

The General Assembly is composed of all full members. It is chaired by a member elected from within the Assembly or, failing that, by the oldest attending director.

Article 12 – Powers

The General Assembly holds the powers expressly granted to it by law or these statutes. Its exclusive powers include:

- amendments to the statutes,
- approval of accounts and budgets,
- appointment and dismissal of directors,
- appointment and dismissal of auditors and determination of their remuneration (where legally required),
- discharge of directors and, where applicable, auditors,
- exclusion of full members,
- voluntary dissolution of the association,
- transformation of the association into a social enterprise or similar form,
- all cases required by these statutes.

Article 13 – Procedures

At least one General Assembly must be held annually within six months of the end of the financial year.

Extraordinary General Assemblies may be convened at any time by the Administrative Body or at the request of at least one-fifth of the full members. In the latter case, the Assembly must be convened within 21 days and held no later than 40 days after the request.

Full members are summoned by regular mail or email, signed by the president or a director, at least 15 days in advance. The invitation includes the agenda, date, time, and place of the meeting. Relevant documents must be attached.

Any proposal signed by one-twentieth of the full members must be added to the agenda, provided it is communicated to all members at least 16 days in advance.

The Assembly may not validly deliberate on matters not on the agenda unless two-thirds of members present deem the matter urgent. However, this does not apply in cases of statutory amendments, member exclusions, voluntary dissolution, or transformation of the association.

Article 14 – Quorum and Voting

Each full member has the right to attend the General Assembly and may be represented by another full member, who may hold only one proxy.

Unless otherwise provided by law, the Assembly may only deliberate validly if more than half of the members are present or represented.

If this quorum is not reached, a second meeting is convened and may validly deliberate regardless of attendance.

Decisions are made through consent-based decision-making, unless the law or these statutes provide otherwise.

If consensus cannot be reached, the Assembly proceeds to a vote requiring a two-thirds majority of present and represented members.

In case of a tie, the item is postponed to the next meeting.

Null, blank, and abstention votes are not counted in calculating the majority.

Article 15 – Amendments to the Statutes

Amendments to the statutes require prior mention in the meeting notice and a quorum of at least two-thirds of members (present or represented).

Amendments are adopted with a two-thirds majority of votes present or represented. However, changes to the association's purpose require a four-fifths majority.

If the required quorum is not reached, a second meeting may be held at least 15 days later, which may deliberate regardless of attendance. Voting majorities remain the same.

Article 16 – Dissolution, Universal Transfer, and Transformation

The General Assembly may only pronounce dissolution under the same conditions as required for changing the association's purpose.

It may only decide on a universal gratuitous transfer of assets or transformation into another legal form according to the rules of the Companies and Associations Code.

In these cases, null, blank, and abstention votes count as negative.

Article 17 – Meeting Minutes and Publications

General Assembly decisions are recorded in a register of minutes, signed by two directors. The register is kept at the registered office and is accessible to full members upon simple written and motivated request.

Decisions concerning individuals may be communicated to third parties with a legitimate interest by letter signed by a director.

Decisions regarding amendments to the statutes, appointments and dismissals of directors, daily management delegates, and auditors, as well as dissolution or transformation of the association, must be filed promptly with the registry of the commercial court for publication in the Belgian Official Gazette.

TITLE 4 – Administrative Body (Board of Directors)

Article 18 – Composition

The association is managed by an Administrative Body (board of directors) composed of a minimum of three and a maximum of ten members, appointed by the General Assembly from among the full members and/or third parties.

As an exception, if the General Assembly has only three members, the Administrative Body may consist of only two members.

Directors may be either individuals or legal entities. In the case of a legal entity, it must appoint a physical person to represent it.

Article 19 – Term and Termination of Mandates

Directors are appointed for a term of two years and may be re-elected.

They remain in office until replaced or re-elected by the General Assembly.

A director's term ends upon expiration, death, resignation, or dismissal. In the case of a legal entity, it ends with dismissal, resignation, bankruptcy, nullification, or dissolution.

If a vacancy results in fewer than the statutory or legal minimum number of directors, an Extraordinary General Assembly must be convened to fill the vacancy.

Any director may be dismissed at any time by decision of the General Assembly, without the need to justify that decision. A replacement may be appointed immediately if necessary.

Article 20 – Resignation

A resigning director must notify the other members of the Administrative Body in writing. Resignations must not be abrupt.

If the resignation would reduce the number of directors below the minimum required, the resigning director remains in office until a replacement is appointed.

If a mandate becomes vacant, any new director appointed by the General Assembly shall complete the term of the one they replace.

Article 21 – Operation

The Administrative Body operates as a collegial body. Decisions are valid only if made during meetings and in compliance with the attendance and voting quorums set out in these statutes.

The Administrative Body may appoint among its members a president, vice-president, treasurer, and secretary. A single person may hold multiple functions.

Article 22 – Quorum and Voting

The Administrative Body meets whenever needed, upon request of the delegated administrator or any of its members.

It may only deliberate if at least three-quarters of its members are present or represented.

Decisions are made by consent-based decision-making, unless otherwise stipulated in law or these statutes.

If no consensus is reached, the decision is postponed to the next meeting.

If no consensus is reached at the second meeting, a vote is held requiring a three-quarters majority of votes present and represented. Each director has one vote. Null, blank, and abstention votes are not counted. In case of a tie, the item is postponed to the next meeting.

A director may be represented by another director, who may not hold more than one proxy.

Article 23 – Conflict of Interest

Any director who has a direct or indirect financial interest conflicting with that of the association in a decision to be made must inform the other directors before deliberation. Their declaration and explanation must be recorded in the minutes. This decision may not be delegated.

The concerned director may not participate in deliberation or voting on the matter. If the majority of the attending or represented directors are in conflict, the matter must be submitted to the General Assembly for approval before execution.

This article does not apply to routine transactions made under market conditions.

If the conflict is moral rather than financial, the director must also inform the other members. If they fail to do so, any aware director must raise the issue before deliberation. The Administrative Body

then votes (excluding the concerned director) on whether they may participate. The decision is recorded in the minutes and cannot be delegated.

Article 24 – Minutes

Decisions of the Administrative Body are recorded in a register of minutes, signed by two directors. The register is kept at the registered office and may be consulted by full members upon simple written and motivated request, without removal of the register.

Article 25 – Powers

The Administrative Body holds all powers necessary or useful to achieve the association's purpose, except for those explicitly reserved by law or these statutes to the General Assembly.

Article 26 – Executive Management (day-to-day management)

The Administrative Body may delegate, under its responsibility, the executive management (day-to-day management) of the association and the associated signature authority to one or more of its members or to one or more third parties.

If multiple persons are appointed, they act individually.

If no executive manager is appointed, each director may act individually to perform executive management duties.

The term for an executive manager is three years, renewable.

Executive management includes actions and decisions necessary for the everyday functioning of the association, or urgent or minor matters that do not require a full meeting. In all cases, such actions must remain within financial limits annually defined by the Administrative Body.

Article 27 – Legal Representation

Legal proceedings, whether as claimant or defendant, are undertaken in the name of the association by two directors acting jointly.

Acts binding the association, excluding those relating to executive management, are signed jointly by two directors unless special delegation is given by the Administrative Body. They do not need to justify their authority to third parties.

Article 28 – Publications

Acts relating to the appointment or cessation of directors, executive managers, and auditors must state their names, addresses, birthdates and birthplaces, or for legal entities, their corporate name, legal form, company number, and registered office.

All such acts must be filed with the registry of the competent commercial court for publication in the Belgian Official Gazette.

Article 29 – Liability of Directors

Directors incur no personal liability for the association's commitments.

They are only liable for faults committed in the exercise of their mandate.

The non-profit nature of the association does not exclude the possibility of remunerating services. The General Assembly determines any remuneration granted to directors, delegates, or representatives.

TITLE 5 – Internal Regulations

Article 30 – Adoption and Amendments

Internal Regulations may be drafted by the Administrative Body and must be submitted to the General Assembly for approval and for any amendments.

TITLE 6 – Accounts and Budgets

Article 31 – Financial Year and Accounting

The financial year begins on January 1 and ends on December 31.

Exceptionally, the first financial year shall begin on the day of incorporation and end on December 31.

The Administrative Body prepares the accounts of the past year in accordance with the applicable provisions of the Companies and Associations Code and the Economic Law Code, and submits them, along with the budget for the coming year, to the General Assembly for approval.

TITLE 7 – Dissolution and Liquidation

Article 32 – Liquidation

Except in cases of judicial dissolution, only the General Assembly may decide to dissolve the association in accordance with the Companies and Associations Code.

In such cases, the General Assembly appoints one or more liquidators, defines their powers and remuneration, and designates how to allocate the net assets, which must be used exclusively for non-profit purposes.

Article 33 – Allocation of Remaining Assets

In all cases of dissolution, after clearing debts, the net assets must be allocated to another organization pursuing similar non-profit objectives.

TITLE 8 – Final Provisions

Article 34 – Application of the Law

Any matter not explicitly covered by these statutes is governed by the provisions of the Companies and Associations Code, and in regard to accounting, by the Economic Law Code (Livre III, Titre 3, Chapitre 2).

Coordinated text of the statutes following amendments adopted by the General Assembly on 25/07/2024

Done in Brussels, on 05/08/2024

Signatures:

Coline Vanlaeys, Director

Rémy Pasti, Director

Myriam Bossuroy, Director