

Sing Out Brussels! vzw
ByLaws

The founders:

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Present during the General Assembly Meeting on the 11th of June 2018 have agreed to establish a Non-Profit Organisation and with that aim unanimously agree with the following ByLaws.

FIRST TITLE – GENERAL PROVISIONS

Article 1 - Name and address

The association is called “Sing Out Brussels!”.

Article 2 - Head Office

The association is headquartered at 140/6 Avenue Woeste 1090 Jette, in the judicial district of Brussels. The Board of Directors may transfer the seat of the association to any other address in the Brussels-Capital Region.

Article 3 - Duration

The association is founded for an unlimited duration. In the event of liquidation of the non-profit organisation, the amount of the assets will be paid to charitable organizations active in the defense of the rights of LGBTQI + persons.

Article 4 - Financial year

The financial year begins on July 1st and ends on June 30th.

Article 5 - Definitions

In these ByLaws, we mean:

1. the association: Sing Out Brussels! asbl;
2. the board: the board of directors;
3. the member: any person belonging to the association, whether it is an effective member,

- an adherent member or a honorary member;
4. the assembly: the general assembly;
 5. the simple majority: more than fifty percent of the votes validly cast;
 6. the qualified majority: more than two-thirds of the votes validly cast;
 7. the quorum: the attendance rate of the actual members present or represented.

TITEL II – SOCIAL PURPOSE

Article 6 - Social Purpose

1. To defend, promote and implement, within and outside, the following core values in all activities of the association: tolerance, respect, friendliness, benevolence, freedom, transparency and solidarity. More particularly, but not exclusively, the association defends social integration and the promotion of equal opportunities through music and singing. The association also combats all forms of discrimination based on gender, sex, race or ethnicity, nationality or origin, sexual orientation, social origin, political opinions, age, disability or religion. The association encourages the personal development and social integration of LGBTQI+ people, in a respectful and caring spirit. It educates the non-LGBTQI+ public about LGBTQI+ diversity through events such as concerts open to everybody. The association is resolutely "hetero friendly"
2. To develop artistic activities around choral singing and to present in Brussels, in Belgium and abroad, quality concerts promoting both LGBTQI+ identity and Brussels identity. The musical quality of these performances is essential because it determines the effectiveness of the promotion of the values mentioned above.
3. Create a social bond through moments of conviviality allowing the choristers to be in an atmosphere combining the pleasure of being together, the pride of being themselves and benevolence (rehearsals, concerts, work weekends, social activities ...)
4. To promote, in Belgium and internationally, through participating in events abroad or by organizing international events in Brussels, the Brussels-Capital Region, and the values of freedom, tolerance and equality of opportunities and genres it supports, as well as the support it provides to the LGBTQI+ community. The association promotes, through its activities, the LGBTQI+ diversity of Brussels and Europe and gives a positive and inclusive image of the Brussels model of living together in a diverse society. The association also wants to be the ambassador for LGBTQI+ diversity at European level and wishes to build bridges with the European institutions in line with the values of equal opportunities that they defend.
5. Make contacts and collaborate with the LGBTQI+ community and the foreign communities in Brussels on joint projects, particularly through various partnerships with the local voluntary sector.

TITLE III – MEMBERS

Article 7 - Composition of the association

1. The association is composed of adherent members and effective members.
 - a) An adherent member is any person who pays the annual membership fee fixed by the board.
 - b) An effective member is any adherent member admitted as such by the assembly.

Article 8 - Membership

1. It is necessary, to become:
 - a) adherent member, to complete a registration form and to pay the annual fee and, if applicable, the participation fee for the activity carried out;
 - b) effective member, to send a written request to the board before the meeting of the ordinary general meeting. The candidate must be in order of annual subscription and must appear in person before the assembly, which votes by a simple majority;
 - c) honorary member, to be proposed by a member of the board or an effective member or member. The nomination must be approved by the assembly by a simple majority.
2. The number of effective members is unlimited, but always bigger than two.

Article 9 - Resignation, suspension, exclusion

1. Membership is lost:
 - a) by the non-renewal of the payment of the annual membership fee;
 - b) by the resignation of the member;
 - c) by the exclusion of the member by the association.
2. Non-renewal of the contribution. The member or effective member who has not renewed the payment of his annual membership fee on the day of the meeting of the ordinary assembly meeting is considered as excluded.
3. Resignation of a member. A member may resign from the association at any time by submitting a written request to the board, which takes note of the decision. The resignation of the association does not give any right to the reimbursement of the annual membership fee, nor of the expenses of participation paid.
4. Suspension and exclusion by the association. The suspension or exclusion of a member may be decided if (s)he violates the aims pursued by the association or if (s)he jeopardizes its activities or acts against the disposals of these ByLaws or of the internal rules of the association.
 - a) The board may suspend a member from participating in the activities. It shall inform the member in good time and in written form, indicating the reasons for the suspension and the scope and duration of the suspension.
 - b) The board may propose to the assembly to exclude a member of the association. The member must have the opportunity to be heard beforehand in accordance with the terms and conditions provided for in these ByLaws or internal rules. The meeting decides by a qualified majority.

Article 10 - Obligations of the members

1. Affiliate members and effective members are required to pay their annual dues.
2. All members pay for their participation in activities.
3. By paying their membership fees, the members undertake to participate regularly in the activities set up at the association.
4. There is no vested right to reimbursement of annual membership fees or participation fees in cases where membership ends.
5. The amounts of the annual contributions and participation fees are fixed by the board. Amounts and terms of payment are communicated to members at the beginning of each season.
6. The maximum amount of the annual subscription is € 300.

Article 11 - Rights of the members

1. All members are invited to attend the assembly meetings. The members take part in the debates with respect of the uses, the values and the social object of the association of which the president of the meeting is guarantor.
2. Only effective members have the right to vote.
3. Any effective member may be represented by another effective member if (s)he is unable to attend the assembly meeting. Before the start meeting of the meeting the representative must contact himself / herself the secretary of the board and provide a power of attorney signed by the effective member, clearly proving the mandate (s)he has received.

TITLE IV – GENERAL ASSEMBLY

Article 12 - Composition of the assembly meeting

1. The assembly is composed of all the members who are active.
2. Attending members and honorary members attend the meeting as guests and do not take part in the votes. Their presence is not taken into account in determining the quorum.

Article 13 - Powers of the assembly meeting

1. The assembly holds and exercises all the powers attributed to it by the law, the internal rules of procedure or the present ByLaws.
2. The following are reserved for its competence: the amendment of the ByLaws, the transfer of the seat of the association, the appointment and dismissal of directors, the appointment and dismissal of auditors, the discharge of directors and auditors, the approval of budgets and accounts, the dissolution of the association, the appropriation of property in the event of dissolution, the approval of internal rules of procedure as well as the changes made to

these rules.

Article 14 - Annual Meeting of the Assembly

1. The assembly meets annually within the 15 days preceding the end of the financial year.
2. Convocation.
 - a) At least forty calendar days before the meeting, the board shall notify the members of the date and time of the meeting, by written or electronic mail.
 - b) At least twenty calendar days before the meeting, the board shall notify the members of the place, the agenda and any proposed amendment to the internal rules of procedure, by written or electronic mail. Within 15 days of this notification, the members will be able to react in writing, in particular to request the addition of new items to the agenda.
 - c) At least ten calendar days before the meeting, the Board shall make available to the members the documents enabling them to prepare the meeting, in particular the activity report and the annual accounts.
3. The agenda of the meeting contains at least the following points:
 - a) the activity report;
 - b) the annual accounts;
 - c) the report of the auditors to the accounts;
 - d) the discharge to the directors;
 - e) the budget for the coming fiscal year;
 - f) the appointment of the auditors to the accounts;
 - g) submission of applications for the duties of directors;
 - h) the election of board members.

The admission of the new effective members will be voted upon the discharge of the directors and before the submission of the candidatures for the duties of director.
4. Presidency and minutes.
 - a) The meeting is chaired by the chairman of the board. In the absence of the President, it is chaired by the Vice-President. If there is no vice-president, the directors shall appoint a chairperson from among their number.
 - b) At the beginning of the meeting, the chairperson appoints a session secretary.
5. Financial auditor.
 - a) At least two auditors are appointed by the meeting.
 - b) The auditors have the right to examine any financial document.
 - c) The auditors report their findings at the meeting.

Article 15 - Extraordinary meeting of the assembly

1. The board may call the meeting at any other time. It is then an extraordinary assembly meeting.
2. The board is required to call a special meeting of the assembly if an application is made by at least twenty percent of the effective members. Effective members who request the extraordinary assembly meeting must indicate to the board the items which they require to

- be placed on the agenda of the meeting.
3. In this case, the board must convene the meeting within a maximum of three months and include the items requested on the agenda. If the board does not respond to this request within the prescribed time, the applicants are entitled to convene the extraordinary meeting themselves.
 4. The convening of this meeting is subject to the same rules as the convening of an annual meeting of the assembly.

Article 16 - Voting Procedures

1. At the meeting, any effective member has one vote. An effective member may be appointed only by one other effective member.
2. Voting takes place by raising hands, except for votes concerning persons, which are done anonymously. Other polls may be held anonymously, if the majority of the assembly so decides.
3. The decisions of the meeting are taken by a simple majority, unless the ByLaws or the law provide for another majority.
4. In case of equality of votes the proposal submitted to the vote is rejected.
5. Any modification of the ByLaws or internal rules requires a qualified majority.

Article 17 - Quorum

1. Annual assembly meetings require a quorum of fifty percent.
2. Extraordinary assembly meetings require a quorum of fifty percent.
3. In order for ballots to be valid, at least two-thirds of the effective members of the association must be present or be represented.
4. In order for the vote to amend the internal rules, at least half of the effective members of the association must be present or represented.

TITLE V – BOARD OF DIRECTORS

Article 18 - Composition and Election of the Board

1. Only effective members can be elected as director. The board is composed of three and up to seven directors, who serve at least the functions of chairman, treasurer and secretary. The board appoints a vice-chairman from among its members. Parity is mandatory for the positions of president and vice-president. The composition of the Council must quantify at parity.

2. The assembly elects the directors individually. Each mandate is for a term of two years and renewable. For the sake of continuity, each new elected CA must be composed of at least one third of the directors present in the previous CA. Any candidate who obtains a simple majority is elected. If there are more elected officials than there are vacancies, they are appointed directors with the highest number of votes.
3. The assembly may at any time revoke the board or a member of the board for infringement of the ByLaws of the association or the internal rules of procedure. To do this, the assembly must meet the quorum necessary to amend the internal rules and make its decision by a simple majority of the votes cast.
4. Every director has the right to resign from office, by notification of his decision to the Board by registered letter.
5. In the event of the resignation of the chairman, the vice-chairman shall complete his term of office. In the absence of a vice-chairman, the board assigns this function to one of its members. The board takes the necessary measures to ensure the continuity of its activities until the next assembly meeting, even if it has less than three members.

Article 19 - Competence and functioning of the board

1. The board is responsible for the administration of the association and in particular for the design of the program of the activity and its implementation with the aim of concretizing the social purpose of the association. He possesses and exercises all the necessary skills to manage and represent the association, and in particular for the management of the accounts whose budgets and results are submitted to the meeting. The approval by the assembly is equal to discharge for the board. The board owns and exercises any power that has not been conferred on the meeting by law or by the ByLaws.
2. The board does not have the right to bind the association to third parties in order to guarantee or share their debts.
3. Every director validly signs the acts regularly adopted by the board. The treasurer may bind the association up to the amount provided for in the internal regulations.
4. The board meets whenever the interest of the association requires so , and at least four times a year. The board can deliberate and decide validly only if half of its members are present or represented. A director may be represented by another, by written, dated and signed proxy, valid for a particular meeting.
5. The board makes its decisions by a simple majority. Nevertheless, he tries to make his decisions in a consensual way.
6. The board may invite to its meetings any person whose presence is deemed useful for the deliberations. These people have a consultative voice.
7. The board may establish any body or commission it deems useful and determine its

composition and powers.

8. The board may create any function it deems useful and determine the holder and skills.

Article 20 - Register of minutes

The decisions of the general meeting as well as those of the board of directors are recorded in a minute book signed by the chairman and the secretary. This register is kept at the registered office and at the disposal of the members as well as any third party who justifies a legitimate interest for the association.

TITLE VI – BYLAWS AND INTERNAL RULES OF PROCEDURE

Article 21 - Amendment of the ByLaws

1. Pursuant to article 8 of the law of May 2, 2002, the assembly can validly rule on amendments to the articles of association only if they are explicitly indicated in the convening notice and if the meeting brings together at least two thirds of the members, effective members, present or represented.
2. If two-thirds of the members are not present or represented at the first meeting, a second meeting may be convened which validly deliberates, regardless of the number of members present or represented which adopts the amendments to the majorities provided for in paragraphs 3 and 4 of this article. This second meeting cannot be held less than fifteen days after the first meeting.
3. Any modification is adopted by the assembly by qualified majority.
4. Any change in the purpose of the association is adopted by a four-fifths majority of the members present or represented.

Article 22 - Internal rules of procedure

1. The board may propose to the general assembly the adoption of internal rules of procedures of the association.
2. The assembly adopts or modifies the internal rules by qualified majority.
3. The internal rules of procedures regulate any matter that is not sufficiently specified by the ByLaws or deemed necessary by the board. It cannot contain rules contrary to the law or the ByLaws.

Done in Brussels on the 11th of June 2018