

Sing Out Brussels! vzw
ByLaws

Today's General Assembly decides to adopt, by unanimous vote of the members present or represented, the coordinated statutes/articles of association as set out below, which replace those previously in force in compliance with the Companies and Associations Code:

FIRST TITLE – GENERAL PROVISIONS

Article 1 - Name and address

The association is called "Sing Out Brussels!".
The abbreviation "SoBrussels!" can be used.

This name must appear in all deeds, invoices, announcements, publications, letters, order notes and other documents emanating from the association, and be immediately preceded or followed by the words "non-profit association" or the abbreviation "ASBL", with the precise address of the association's headquarters, the company number, the words "register of legal persons" or the abbreviation "RPM", followed by the indication of the relevant Business Court, and possibly the website.

Article 2 - Head Office

The Association is headquartered in the Brussels-Capital region under the Business Court of Brussels. The Board may transfer the seat of the association to any other address.

The website address of the Association is: www.singout.brussels.

Article 3 - Duration

The association is founded for an unlimited duration.

TITEL II – SOCIAL PURPOSE

Article 4 - Social Purpose

1. To defend, promote and implement, within and outside, the following core values in all activities of the association: openness, 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"

The Association pursues the attainment of its goal by all means in particular by:

2. Developing 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. Creating a social bond through moments of conviviality allowing the singers 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. Promoting, 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, openness, 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. Making 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 5 - 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 6 - 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) The number of effective members is unlimited, but always bigger than two.

Article 7 - 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.

The exclusion of an effective member requires the following conditions:

1. The convening of a regular General Assembly where all effective members must be convened and a quorum of 2/3 of the members must be present or represented;
2. The inclusion of an exclusion proposal in the agenda of the General Assembly;
3. 2/3 of the members must be present or represented;
4. The decision of the General Assembly must be taken by a majority of 2/3 of those members present or represented;
5. Respect for the right to a defence, i.e. the hearing of the member whose exclusion is requested, if they so wish, shall be mentioned in the minutes.
6. The entry in the register of the exclusion of the effective member.

Every decision concerning a person must be taken by secret ballot.

Concerning adherent members:

1. The Board of the ASBL can immediately or temporarily suspend a member

whilst it considers that the choir member violates the statutes/regulations of the ASBL. The Board must give reasons for its decision by taking evidence from at least two members who were present at the time of the offending behaviour.

2. The Board of the ASBL shall convene the suspended member and the person responsible for the suspension within a reasonable time. It shall decide on the termination or temporary renewal of the member's suspension in accordance with the conditions laid down in the Articles of Association or shall ask the General Assembly of the ASBL to decide on the exclusion.
3. The suspension or exclusion of the member does not give the right to any reimbursement. It also implies a ban on access to the ASBL's rehearsal rooms, as well as exclusion from Facebook and WhatsApp groups bringing together members of the ASBL.

Article 8 - Membership fees

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 9 - 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.

Article 10 - Register of effective members

The association shall keep a register of effective members, under the responsibility of the Board.

All decisions to admit, resign or exclude effective members shall be entered in the register at the request of the Board within eight days of the Board's knowledge of the change or changes. The register may not be moved.

The Board may decide that the register be kept in electronic form.

TITLE IV – GENERAL ASSEMBLY

Article 11 - 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.
3. The Board may invite any person to attend all or part of the General Assembly as an observer or consultant without a right to vote.

Article 12 - Powers of the General Assembly

The following are reserved for its competence:

1. the amendment of the ByLaws,
2. the appointment and dismissal of board members and the fixing of their remuneration in case remuneration is granted to them;

3. the appointment and dismissal of the auditor and the fixing of their remuneration;
4. the discharge to be granted to the board members and the auditor and, if necessary, the institution of proceedings by the association against the board members and auditors;
5. the approval of budgets and accounts,
6. the dissolution of the association,
7. the exclusion of a member;
8. the transformation of the ASBL into an AISBL (International Non-Profit Organisation), into a cooperative society approved as a social enterprise, and into an approved social enterprise cooperative;
9. making or accepting the contribution of a universality (asset or liability) free of charge;
10. all other cases where the law or the articles of association require it.

Article 13 - Annual Meeting of the Assembly

1. The assembly meets annually within the 6 months following the end of the financial year.
2. Convening.
 - a) At least 15 calendar days before the meeting, the board shall notify the members of the date and time of the meeting, by written or electronic mail.

The documents useful for the meeting are attached to the notice of meeting, in particular the activity report and the annual accounts.

- 3) 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 Board shall appoint a chairperson from among their number.
 - b) At the beginning of the meeting, the chairperson appoints a session secretary.

Article 14 - 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 General Assembly within 21 days and include the requested items on the agenda. The General Assembly shall be held no later than the fortieth day after this request.

Any proposal signed by at least one twentieth of effective members must be placed on the agenda of the next general meeting.

4. The convening of this meeting is subject to the same rules as the convening of an annual meeting of the assembly.

Article 15 - 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.
- modification of the statutes: quorum of 2/3 of the members present or represented - voting majority of 2/3 of the members present or represented;
 - modification of the purpose of the ASBL: quorum of 2/3 of the members present or represented - voting majority of 4/5 of the votes of the members present or represented;
 - exclusion of a member: quorum of 2/3 of the members present or represented - voting majority of 2/3 of the members present or represented;
 - dissolution of the ASBL: quorum of 2/3 of the members present or represented - voting majority of 4/5 of the votes of the members present or represented.

4. In case of equality of votes the proposal submitted to the vote is rejected.
5. Any modification of the status or regulations requires a majority as required by the law..

Article 16 - 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 a vote on a modification of the statutes, on dissolution or on an exclusion to be valid, at least two thirds of the effective members of the association must be present or represented. If the quorum is not reached, a second General Assembly may be convened. The decisions of this General Assembly shall be valid, regardless of the number of members present. The second General Assembly may take place at least 15 days after the first.
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 – THE BOARD

Article 17 - Composition and Election of the Board

1. Only effective members can be elected as members of the Board. The board is composed of three and up to seven members of the Board, 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 Board must quantify at parity.
2. The assembly elects the Board members individually. Each mandate is for a term of two years and renewable. For the sake of continuity, each newly elected Board must be composed of at least one third of the Board members present in the previous Board. 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 board member has the right to resign from office, by notification of his decision to the Board by in writing (letter, email...).
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. In the event of a vacancy, a Board member may be appointed provisionally by the Board. In this case, they complete the term of office of the board member that they replace. This appointment shall be confirmed by the first General Assembly.

Article 18 - Competence and functioning of the board

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.

The association may take out civil liability insurance for the benefit of its board members, in order to cover them in the event of an action brought against them

for mismanagement.

Every Board member validly signs the acts regularly adopted by the board and can individually represent the association legally.

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 board member may be represented by another, by written, dated and signed proxy, valid for a particular meeting. A board member may only hold one proxy.

The board makes its decisions by a simple majority. Nevertheless, he tries to make his decisions in a consensual way.

The board may invite to its meetings any person whose presence is deemed useful for the deliberations. These people have a consultative voice.

The board may establish any body or commission it deems useful and determine its composition and powers.

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

Article 19 - Register of minutes

The decisions of the general meeting as well as those of the Board 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. Consultation shall take place upon written request, stating the reasons, addressed to the Board. Effective members must specify the documents to which they wish to have access. The Board shall agree on a date for consulting the documents with the effective members - fixed within one month of receipt of the request.

Article 20 - Delegation of day-to-day management

The Board may delegate certain powers to one or more persons, acting individually or jointly.

The powers of the day-to-day management body shall be limited to the day-to-day management of the association, which allows for the performance of acts of administration which, without the reasons being cumulative :

- do not exceed the day-to-day needs of the ASBL,
- or
- because of their insignificance and / or the need for a prompt solution, do not justify the intervention of the board.

The term of office of the day-to-day delegates, which may be renewable, shall be determined by the Board.

When the day-to-day management delegate is also a member of the board, the end of the term of office as board member automatically entails the end of the mandate of the delegate for day-to-day management.

Article 21 - Publications

The acts relating to the appointment or termination of the functions of members of the board, persons delegated to day-to-day management, and persons authorised to represent the association, shall be deposited at the clerk's office of the company court, within thirty calendar days, with a view to their publication in the "Annexes du Moniteur belge".

TITLE VI – BYLAWS AND INTERNAL RULES OF PROCEDURE
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Article 22 - Amendment of the ByLaws

1. The Assembly may only validly decide on amendments to the Statutes if these are explicitly indicated in the notification of the meeting and if the Assembly is attended by at least two thirds of the 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 by the majorities provided for by the law. This second meeting cannot be held less than fifteen days after the first meeting.

3. Any modification is adopted by the assembly by a 2/3 majority.
4. Any change in the purpose of the association is adopted by a four-fifths majority of the members present or represented.

Article 23 - 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.

Article 24 - Financial year
The financial year begins on July 1st and ends on June 30th.

Article 25 - Dissolution

In the event of dissolution of the association, the General Assembly shall appoint one or more liquidators, determine their powers and indicate the allocation of the net assets of the association. This allocation must be made in favour of organisations active in the defence of the rights of LGBTQI+ persons.

Any decision regarding the dissolution, the conditions of the liquidation, the appointment and termination of the liquidator(s), the closure of the dissolution, as well as the allocation of the net assets shall be filed and published in accordance with the Companies and Associations Code.

Article 26 - Residual powers

Anything not explicitly provided for in these Articles of Association shall be governed by the Companies and Associations Code.

Anything not explicitly provided for in these Articles of Association shall be the

responsibility of the Board.

Done in Brussels on the 5th of September 2020