

ETEN vzw

English Translation

Vlaams Gewest, meer bepaald op volgend adres: 3500 Hasselt, Elfde-Liniestraat 24.

Extract from the minutes of the general assembly dated 27.04.2024

A. STATUTES:

At the general assembly of April 17, 2024 in Leuwaarden at 3:00 PM, for which the required attendance and majority quorum was achieved, the members unanimously decided to implement the following amendment to the statutes in accordance with the Code of Companies and Associations of March 23, 2019 (hereinafter referred to as 'CAC').

These statutes therefore completely replace the previously published statutes of the non-profit organization ETEN vzw (latest publications in BS on May 17, 2021 under number 21058287):

NAME // ADDRESS // OBJECT and ACTIVITIES // DURATION

Art. 1 the name

The non-profit organization is called European Teacher Education Network vzw. The abbreviation for this is ETEN vzw.

All deeds, invoices, notices, announcements, letters, orders, websites and other documents, whether or not in electronic form, that emanate from the non-profit organization ETEN vzw must state the following information: the name of the non-profit organization ETEN vzw, immediately preceded or followed by the words "association not-for-profit" or by the abbreviation "VZW", the precise indication of the registered office of the NPO, the company number, the word "register of legal entities" or the abbreviation "RPR", followed by the indication of the court of the registered office of the NPO, where applicable, the email address and website of the non-profit organization ETEN vzw and, where appropriate, the fact that the non-profit organization ETEN vzw is in liquidation.

Anyone who contributes on behalf of a non-profit organization to a deed or website that does not comply with the regulations referred to in the previous paragraph can, depending on the circumstances, be held liable for the obligations entered into by the non-profit organization ETEN vzw.

Art. 2 address

The association's registered office is located in the Vlaams Gewest, meer bepaald op volgend adres: 3500 Hasselt, Elfde-Liniestraat 24.

The board is authorized to move the registered office of the association within Belgium insofar as such move does not require a change in the language of these statutes in accordance with the applicable language legislation. This decision does not require any amendment to the statutes.

If, as a result of the transfer of the registered office, the language of the statutes must be changed, only the general assembly can make this decision, taking into account the requirements for an amendment of the statutes.

Art. 3 disinterested purpose and object (activities)

The non-profit organization ETEN vzw has a selfless purpose:

- Provide a platform to exchange knowledge and recognition regarding educational and pedagogical work at all levels.
- Encourage status, respect and inspiration for the profession of teacher and pedagogue.
- Provide a platform to influence development and innovation in teaching and pedagogical training in member countries.
- Promote and highlight the understanding of the history, culture, values and traditions of the countries of the members, as expressed in teaching and pedagogical training.

- Involvement in essential national and international debates on training in general and teaching and pedagogical training in particular.

- Opportunities for exchange projects and/or individual and group visits for students as part of their study program (including teaching experience, practical training, curricular work and research).

The aim of the non-profit organization ETEN vzw is the following activities:

- Involve as many students as possible in exchange programs during their studies.
- Offering at least one international student activity within ETEN in English for every institution that is a member of ETEN.
- Create opportunities for exchanges and/or visits for staff members related to student education, teaching, school development, curricular development and research.
- Involve as many staff members as possible in the exchange programs every year.
- Offer opportunities within educational and pedagogical training and practice to integrate comparative and intercultural perspectives on education.
- Offer opportunities for transnational and international collaboration in research and development.
- Offer opportunities for professional development of staff members.
- Spread the vision of ETEN in a broader context.
- Describe, evaluate and report all ETEN activities on the ETEN website, to ensure the quality of the network.

The non-profit organization ETEN vzw may take all actions that are directly or indirectly related to its disinterested purpose and object.

The non-profit organization ETEN vzw may carry out economic activities of an industrial or commercial nature, even in principle, the proceeds of which will at all times be fully intended for its selfless purpose.

Art. 4 duration

The association is established for an indefinite period and can be dissolved at any time.

INTERNAL REGULATIONS / COMMUNICATION

Art. 5 internal regulations

Internal regulations are provided, described in the document "House Rules".

THE MEMBERS

Art. 6 members: number, conditions and formalities surrounding accession

There are at least two effective, working or legal members, further referred to as "members" in these statutes. No maximum number has been determined.

A candidate member of the non-profit organization ETEN vzw must submit an application for this in writing or by e-mail to the board.

The conditions for becoming a member of the VZW are as follows:

- Substantive condition: legal entities that constitute an educational institution in the broad sense and that support the objectives of the association, as well as agree to adhere to these statutes.
- Compliance with the house rules of the association, including the code of conduct for the members of the association;
- Approval of the majority of the votes present and represented within the board.

The board is authorized to decide on the admissibility of the members. The board decides autonomously whether a candidate member who meets the substantive conditions will be admitted as a member of the non-profit organization ETEN vzw.

This decision whether or not to admit a member does not need to be substantiated.

No appeal is possible against this decision.

If the admission of a candidate member is refused, this candidate member can only submit a new application 1 year after the first application.

Art. 7 rights and obligations of members

The members have the rights described in the law and these statutes.

The members have the duties described in the law and these statutes.

Art. 8 conditions and formalities surrounding the withdrawal and dismissal of members

Dismissal

Every member of the non-profit organization ETEN vzw is free to resign by submitting their resignation to the board.

The dismissal is done by letter or e-mail and is transferred to the board.

The member who resigns does not have to observe a notice period. In that case, the dismissal will take effect on the first day of the month following the sending of the dismissal.

If the number of members falls below the legal or statutory minimum due to dismissal, the dismissal of the member will be suspended until a replacement has been found after a reasonable period of time.

Automatic dismissal

A member is deemed to resign in the following circumstances:

- When the member no longer meets the substantive conditions for becoming a member of the non-profit organization ETEN vzw.
- When a member has not paid his/her or her contributions within one month after receiving a reminder by registered letter.

Exclusion

The exclusion of a member must be indicated in the notice of the general assembly. The member must be heard. The exclusion of a member can only be pronounced by the general assembly in compliance with the attendance and majority requirements prescribed for an amendment to the statutes.

Suspension

The board may suspend a member pending the general assembly in which a decision on the exclusion will be made.

Passing away

A member's membership ends by operation of law upon the death, dissolution or bankruptcy of that member.

Art. 9 contributions or deposits from members

The maximum amount of contributions or deposits payable by members is: € 750 per year. The board determines the correct amount of this amount annually and communicates this to all members.

A suspended, resigning or excluded member is obliged to pay the contribution or deposits for the current year.

A resigning or excluded member has no claim to the property of the non-profit organization ETEN vzw and cannot reclaim contributions paid.

Art. 10 the register of members

The board keeps a register of members at the association's registered office.

This register states the surname, first name and place of residence of the members or, in the case of a legal entity, the name, legal form and address of the registered office.

The board shall record all decisions regarding the admission, withdrawal or exclusion of members in that register within eight days after being notified of the decision. The board may decide that the register is kept in electronic form.

All members can consult the register of members at the registered office of the association. To this end, they send a written request to the board with whom they agree on a date and time for consultation of the register. This register cannot be moved.

The non-profit organization ETEN vzw must, upon oral or written request, immediately grant access to the register to the authorities, administrations and services, including the public prosecutor's offices, the registries and the courts, the courts and all legal bodies and the officials legally authorized for this purpose. of the members and also provide these bodies with any copies or extracts from this register that these bodies deem necessary.

AFFILIATED MEMBERS

Art. 11 Affiliated members

Affiliated members are third parties who have a connection with the association but are not an effective or working member.

The board is authorized to decide on the admissibility of acceded members. The board decides autonomously whether a candidate affiliated member who meets the substantive conditions will be admitted to the non-profit organization ETEN vzw as an affiliated member.

This decision as to whether or not to admit an acceded member does not need to be substantiated.

No appeal is possible against this decision.

If the admission of a candidate - affiliated member is refused, this candidate - affiliated member can only submit a new application one year after the first application.

Every joining member must have a connection with the non-profit organization ETEN vzw. The other conditions for joining the VZW as an affiliated member are as follows:

- Natural and/or legal persons who offer education and who meet the criteria for working membership, but cannot vote in the general assembly, but can participate in consultations and support the approach of ETEN vzw.

Each joining member has the following rights:

- Participating in the activities of the non-profit organization ETEN vzw, including in the form of volunteer work.

Each joining member has the following obligations:

- Supporting the purpose and activities of the non-profit organization ETEN vzw.

The rights and obligations of the affiliated members may be changed without the consent of the affiliated members.

Any affiliated member can resign from the non-profit organization ETEN vzw at any time.

The dismissal is done by letter or e-mail and is transferred to the board.

An acceding member is expected to resign in the following circumstances:

- When the affiliated member no longer meets the substantive conditions for becoming an affiliated member of the non-profit organization ETEN vzw.
- When an affiliated member has not paid his/her or her contributions within one month after receiving a reminder by registered letter.

An acceding member can be excluded at any time by the board with a simple majority of the votes of the board members present and represented.

The membership of an affiliated member ends by operation of law upon the death, dissolution or bankruptcy of that affiliated member.

The contribution or deposit of the affiliated members is set at € 750 per year. The members may change the provisions regarding the contributions of the affiliated members without the consent of the affiliated members.

THE GENERAL ASSEMBLY

Art. 12 composition and chairpersonship of the general assembly

The general assembly is composed of all members. When the general assembly deliberates on the basis of a report drawn up by the auditor, he participates in the meeting.

The general assembly is chaired by the chairperson of the board, in his/her absence by the vice-chairperson, in his/her absence by the most senior of the board members present.

Art. 13 powers of the general assembly

The powers of the general assembly are:

- the amendment of the statutes;
- the appointment and dismissal of the board members and the determination of their remuneration if a remuneration is awarded;
- the appointment and dismissal of the statutory auditor and the determination of his/her remuneration;
- the discharge of the board members and the auditor, as well as, where appropriate, the institution of the association action against the board members and the auditors;
- the approval of the annual accounts and the budget;
- the dissolution of the association;
- the exclusion of a member;
- the conversion of the non-profit organization into an IVZW, a cooperative company recognized as a social enterprise or a recognized cooperative company as a social enterprise;
- to make or accept a contribution of a generality free of charge;
- all other cases where the law or the statutes require this.

Art. 14 notice of general assembly

When to convene

The board convenes the general assembly in the cases determined by law.

The board convenes the general assembly when at least one fifth of the members so request. In that case, the board shall convene the general assembly within twenty-one days of the request for convening and the general assembly shall be held no later than the fortieth day after this request.

The ordinary general assembly must be convened at least once a year by the board, no later than six months after the end of the financial year.

The general assembly is also convened by the board in cases where the board deems this necessary.

Convene proceedings

All members and board members are convened at least 15 days before the general assembly.

The agenda is attached to the convocation. Every proposal signed by at least one twentieth of the members will be placed on the agenda.

The proposals from the members must be sent to the board no later than 8 days before the time of the general assembly.

On the day of the general assembly and during the general assembly itself, items can be added to the agenda by unanimity.

The convocation is done by e-mail and/or by upload on www.etenjournal.com, when an e-mail address has been communicated to the non-profit organization ETEN vzw by the members and board members. If no e-mail address has been provided, the non-profit organization ETEN vzw will communicate by post, which will be sent on the same day as the e-mail communication.

A copy of the documents that by law must be submitted to the general assembly will be sent immediately and free of charge to members and board members who request it.

Art. 15 participation in the general assembly

Representation

Members may be represented at the general assembly by another member.

Remote participation

If the notice of meeting states this, members can participate remotely in the general assembly. In that case, an electronic means of communication must be used that ensures that people can take direct, simultaneous and uninterrupted notice of the discussions during the meeting. It must also enable members to exercise their voting rights and/or right to ask questions. A member who participates remotely in the general assembly in this way is equated with a member who is actually physically present at the general assembly.

Art. 16 proceedings of the general assembly

The board members answer questions that are asked to them by the members, before or during the meeting, orally or in writing, and that are related to the agenda items.

They may, in the interest of the association, refuse to answer questions if the communication of certain data or facts could harm the association or conflict with the confidentiality clauses entered into by the association.

The board members can group their answers to different questions on the same topic.

Art. 17 attendance quorum & majorities

Attendance quorum

In principle, the general assembly can deliberate regardless of the number of members present or represented.

The general assembly can only validly deliberate and decide on an amendment to the statutes, a change of purpose, the exclusion of a member, the dissolution of the non-profit organization ETEN vzw, and all other cases provided for by law, if at least 2/3rds of the members are present or represented at the meeting. An amendment to the statutes also requires that the proposed changes are accurately indicated in the convening notice. For the exclusion of a member, this must be indicated in the convocation.

If less than two-thirds of the members are present or represented at the first meeting, a second meeting is necessary and the new meeting will validly deliberate and decide, regardless of the number of members present or represented. The second meeting may not be held within fifteen days following the first meeting.

Majorities

In principle, decisions within the general assembly are taken by a simple majority of the votes cast.

An amendment to the statutes and exclusion of a member is only adopted if it has received 2/3rds of the votes cast. However, if the amendment to the statutes relates to the object or disinterested purpose of the association or if there is a decision to voluntarily dissolve the non-profit organization ETEN vzw, it will only be adopted if it has received 4/5ths of the votes cast.

For the calculation of the ordinary and special majorities mentioned above, abstentions are not included in either the numerator or the denominator.

Each member has one vote.

In the event of a tie, the proposal is rejected.

The vote can be taken by a show of hands, by calling off or, if at least one of the members present or represented so requests, by secret ballot.

Art. 18 minutes

The decisions of the general assembly are recorded in the minutes, they are part of the internal non-profit organization ETEN vzw file.

Members are informed of the decisions by sending a copy of the reports.

Third parties and/or affiliated members are informed of decisions in the manner provided for by law.

THE BOARD

Art. 19 composition, division of tasks and co-option of the board

Number

The non-profit organization ETEN vzw is managed by a board, which has at least three board members, who are natural or legal persons.

If and as long as the association has fewer than three members, the board may consist of two board members. As long as the board has two members, any provision that grants a casting vote to a member of the board will automatically lose its effect.

No maximum number of board members has been determined.

Conditions

To be appointed as a board member, one must meet the following conditions:

- Candidate board members must be nominated by 2 members.

Division of tasks

The board appoints a chairperson, vice-chairperson, secretary and treasurer.

Co-optation

If a board member's position becomes vacant before the end of his/her mandate, the remaining board members have the right to co-opt a new board member. The next general assembly must confirm the mandate of the co-opted board member; upon confirmation, the co-opted board member accomplishes the mandate of his/her predecessor, unless the general assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted board member ends after the general assembly, without affecting the regularity of the composition of the board up to that time.

Art. 20 appointment of the board

The general assembly appoints the board members.

The appointment is made by a simple majority of the votes cast, in a secret ballot.

No attendance quorum is required.

The board members are appointed for a period of 2 years in accordance with the procedure described in the "House Rules".

Board members are eligible for re-election.

The mandate of board member is unpaid.

Art. 21 powers of the board

The board manages the non-profit organization ETEN vzw and represents the non-profit organization ETEN vzw in and out of court and has all powers that do not fall within the competence of the general assembly.

The board is authorized to perform all actions that are necessary or useful to achieve the object of the association, with the exception of those for which the general assembly is authorized by law.

The board represents the association, including legal representation.

Art. 22 convening of the board

The board must be convened when the interests of the non-profit organization ETEN vzw so require.

Every board member has the right to convene the board. He or she shall submit a request to his/her effect to the chairperson.

The board is convened by the chairperson or a board member.

The convocation is done by letter or e-mail, at least 7 days before the time of the meeting of the board. The notice contains the date, time and place of the meeting of the board, as well as the agenda.

Art. 23 participation in the board

Representation

A board member can be represented by another board member at a meeting of the board.

Chairpersonship

The board is chaired by the chairperson of the board, in his/her absence by the most senior of the board members present.

Written decision-making

The decisions of the board can be taken by unanimous written decision of all board members.

Remote meetings

If the convocation states this, board members can participate remotely in the board. In that case, use must be made of an electronic means of communication that ensures that one can take direct, simultaneous and uninterrupted notice of the discussions during the board. It must also enable board members to exercise their voting rights. A board member who participates remotely in the board in this way is equated with a board member who is actually physically present at the board.

Conflicts of interest

If the board has to make a decision or pronounce on a transaction that falls within its jurisdiction, in which a board member has a direct or indirect interest of a patrimonial nature that is contrary to the interests of the association, the board member concerned must inform the other board members before the board takes a decision. His/her statement and explanation of the nature of this conflicting interest will be included in the minutes of the meeting of the board that must make the decision. The board is not permitted to delegate this decision.

A board member with a conflict of interest may not participate in the deliberations of the board on these decisions or transactions, nor in voting in that regard.

If the majority of the board members present or represented have a conflict of interest, the decision or transaction will be submitted to the general assembly; If the general assembly approves the decision or transaction, the board can implement it.

This regulation does not apply when the decisions of the board relate to usual transactions that take place under the conditions and against the securities that usually apply on the market for similar transactions.

Art. 24 attendance quorum & voting

Attendance quorum

In order for deliberations to be valid, at least half of the board members must be present or represented.

Majority

Decisions within the board are taken by a simple majority of the votes cast.

Each board member has one vote.

For the calculation of the ordinary and special majorities mentioned above, abstentions are not included in either the numerator or the denominator.

Art. 25 minutes

The decisions of the board are recorded in the minutes, they are part of the internal non-profit organization ETEN vzw file.

The minutes of the meetings of the board are signed by the chairperson and the board members who request it; copies for third parties are signed by one or more authorized members of the board.

The board members are informed of the decisions by sending a copy of the reports.

Third parties and/or affiliated members are informed of decisions in the manner provided for by law.

Art. 26 end of board member's mandate

If the term of the board member's mandate has expired, the mandate ends by operation of law.

Any board member can resign from the non-profit organization ETEN vzw at any time. The dismissal is done in writing and is submitted to the board. The dismissal takes effect on the date of dispatch of the dismissal to the board.

The board member who resigns must observe a notice period of 3 months.

If the dismissal jeopardizes the operation of the non-profit organization ETEN vzw, the board member's dismissal will be suspended until a replacement has been appointed after a reasonable period of time.

If the number of board members has fallen below the legal minimum due to voluntary resignation, expiry of a term or removal, the board members will remain in office until their replacement is regularly provided.

A board member is deemed to resign in the following circumstances:

- When a board member has not been present at a meeting of the board 3 times, without prior written notice.
- When a board member acts contrary to the objectives, statutes or internal regulations of the association.

A board member can be removed at any time by the general assembly with a simple majority of the votes present and represented.

A board member's mandate ends by operation of law upon the death, dissolution or bankruptcy of the board member.

REPRESENTATION OF THE non-profit organization ETEN vzw

Art. 27 general representation clause

The non-profit organization ETEN vzw is represented in court or before third parties by the signature of two board members.

BUDGET & ANNUAL ACCOUNTS

Art. 28 accounting and annual accounts

Financial year

The financial year of the non-profit organization ETEN vzw runs from 01/01 to 31/12.

Bookkeeping

The accounting is kept in accordance with all legal provisions.

Annual accounts and budget

Every year, and at the latest within six months after the closing date of the financial year, the board submits the annual accounts of the past financial year, as well as the budget for the financial year following the financial year to which these annual accounts relate, to the general assembly for approval.

After the approval of the annual accounts, the general assembly decides by separate vote on the discharge to be granted to the board members and auditor. This discharge is only legally valid if the true situation of the association is not concealed by any omission or incorrect statement in the annual accounts, and, with regard to extra-statutory transactions or transactions contrary to this Code, if these are specifically indicated in the notice of meeting.

Announcement

The annual accounts are filed in the association file, unless it is legally provided that the annual accounts must be filed with the National Bank of Belgium.

Art. 29 investigative and audit powers

If no board member is appointed, all members may attend all minutes and decisions of the general assembly, of the board and of the persons, with or without a management position, who hold a mandate at the association or on its behalf, at the seat of the association or on its behalf. as well as consult all accounting documents of the association.

To this end, they send a written request to the board with whom they agree on a date and time for consultation of the documents and records. These cannot be moved.

Copies for third parties are signed by one or more authorized members of the board.

NET ASSETS VZW

Art. 30 destination net – active

The destination of the asset is determined by the general assembly.

FINALLY

Art. 31 slot

The non-profit organization ETEN vzw falls under the provisions of the Companies and Associations Code for all matters that are not explicitly regulated in these statutes.

B. COMPOSITION OF BOARD:

At the general assembly of April 21, 2022, the following people were dismissed or appointed as board members of the non-profit organization ETEN vzw.

Extract from the minutes of the general assembly of 21.04.2022. The general assembly takes note of the fact that the following persons are resigning as board members of the non-profit organization ETEN vzw:

- UC Leuven (vzw) with registered office at 3001 Leuven, Geldenaaksebaan 335, Belgium and company number BE 0455.645.523, legally represented by Karine Hindrix, International Coordinator Faculty of Teacher Education.

- Masarykova Univerzita (Czech State Funded Public Higher Education Institution) with registered office in 601 77 Brno, Žerotínovo nám. 617/9, Czech Republic and company number CZ00216224 (Belgian company number 0667.889.144), legally represented by Yan David Vargas, Strategic Partnership Coordinator, MUNI 4.0 Project; ETEN Coordinator Internationalization and Curriculum Office.

- Texas Christian University (503/C non-profit cooperation) with registered office at TCU Box 298200, Fort Worth, Texas 76129-0001, United States of America and company number EIN: 75-0827465 (Belgian company number 0708.964.585), legally represented by Marilyn Tolbert, ETEN Exchange Coordinator.

- University of Gothenburg (State Authority) with registered office at 405 30 Gothenburg, Vasaparken, Sweden and company number SE202100315301, legally represented by Ilse Hakvoort.

Extract from the minutes of the general assembly of 17.04.2024. The general assembly takes note of the fact that the following persons are appointed as board members of the non-profit organization ETEN vzw:

- University of VIC/Central University of Catalonia. Fundacio Universitaria Balmaes with ID G85020124, of Spain legally represented by Anna Valbona
- University College Copenhagen (KP), Department of Social Education, DK 1799 Copenhagen V, Humletorvet 3, Denmark, DK DK30787986, legally represented by Mikkel Hoegsbro, lecturer.
- Trinity Valley School (Non Profit), with registered office in Fort Worth, Texas, 7500 Dutch Brand Road, United States of America, and company number 0018424401, legally represented by Michael Roemer, Director of Global Education.
- Liepaja University, Faculty of Pedagogy and Social Work (Public Institution), with registered office at LV 3401 Liepaja, 14 Liela Street, Latvia, company number 3093000219, legally represented by Linda Pavitola, professor.
- The Hague University of Applied Sciences, Faculty of Social Work and Education, legally represented by Michel Hogenes, Johanne Westerdijkplein 75, 2721 EN The Hague, The Netherlands, principal lecturer.

Signed,
in Leuwarden, April 17, 2024,

University College Copenhagen, KP
represented by
Mats Johnsson

University of VIC/Central University Catalonia
represented by
Anna Valbona