

# AMASC STATUTES

"ASSOCIATION MONDIALE DES ANCIENNES ET ANCIENS DU SACRE-COEUR"

=====  
abbreviated to "A.M.A.S.C."  
=====

International Association  
=====

SAINT-JOSSE-TEN-NOODE (1210 Brussels),  
rue de l'Abondance, 31  
=====

Association registered under number 271.832.000  
=====

Register of juristic persons, number 473.279.529  
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COORDINATED STATUTES OF 10 DECEMBER 2005

## CHAPTER I

### NATURE OF THE ASSOCIATION

#### NAME - REGISTERED OFFICE - OBJETS

#### **Article 1: Name, registered office**

**1.1.** - The international association "Association Mondiale des Anciennes et Anciens du Sacré-Coeur", abbreviated to "A.M.A.S.C.", with religious, educational and philanthropic objects, has been validly constituted for a period of indefinite duration under the Act of the twenty fifth of October nineteen hundred and nineteen granting a legal personality to such associations.

- According to the Act of the second of May two thousand and two, the said "Association Mondiale des Anciennes et Anciens du Sacré-Coeur", abbreviated to "A.M.A.S.C." is a non-profit international association.

**1.2.** The full and abbreviated names may be used together or separately.

**1.3.** The acronym of the association is "AISBL".

**1.4.** The association is governed by the Belgian Act of the twenty seventh of June nineteen hundred and twenty one on non-profit associations, non-profit international associations and Foundations, amended by the Act of the second of May two thousand and two.

#### **Article 2: Registered office - administrative office**

**2.1.** The registered office of the association is situated in Belgium.

The registered office may be transferred to any other place in Belgium, by the ordinary decision of the Board of Directors.

**2.2.** The administrative office of the association is situated at the residence of the Chairwoman of the association. It may be situated in any other country, and even subsequently transferred from one country to another, without affecting the conditions required to maintain the status of the association.

The administrative office may be set up or transferred to any place on the ordinary decision of the Board of Directors.

**2.3.** The registered office of the association is situated at Saint-Josse-ten-Noode (1210 Brussels), rue de l'Abondance, 31 (Maison Provinciale des Religieuses du Sacré Coeur).

### **Article 3: Objects and activities of the association**

#### **1. Objects of the association**

The association has non-profit objects of international usefulness, is devoid of any spirit of lucre, and its aim is to help its members serve humanity in order to construct a fairer and more cohesive society, with increased awareness of their so-cial responsibilities, living in its dual personal and community dimension.

#### **2. Activities**

The association proposes conducting the following activities to realise these objects:

- a) The creation and maintenance of the friendship and solidarity between all National Federations and Associations of Former Pupils of the Sacré-Coeur, in order to bring about true international collaboration.
- b) Active and effective cooperation with the Society of the Sacré Coeur in its varied options and work.
- c) A presence in international organisations with a constant concern for discernment and openness.

## **CHAPTER II** **MEMBERS**

### **Article 4: Categories of members**

**4.1.** The association comprises four categories of members.

**4.2.** These categories are as follows:

1. Full members, the Chairmen (Chairwomen) of the National Federations and Associations of Former Pupils of the Sacré Coeur.
2. Individual members.
3. Honorary members.
4. The Chairmen (Chairwomen) of the groups associated with this association.

**4.3.** The minimum number of members under 4.2.1. and 4.2.2. may not be less than three.

### **Article 5: Admission**

**5.1.** Full members: the Chairmen (Chairwomen) of the National Federations and Associations of Former Pupils of the Sacré Coeur who apply and who are approved by the general meeting, deliberating in accordance with articles 10.3 and 11.1 of the statutes.

**5.2.** Individual members: every former pupil of the Sacré Coeur in a country that does not have a National Association or a country whose Chairwoman of the National Association is not a full member, insofar he applies and is approved by the general meeting, deliberating in accordance with articles 10.3 and 11.1 of the statutes.

**5.3.** Honorary members: any natural person appointed by the general meeting deliberating in accordance with articles 10.3 and 11.1 of the statutes, according to the criteria defined in the Association Rules, mentioned in article 22 of the statutes.

**5.4.** The Chairmen (Chairwomen) of the groups associated with this association, shall be appointed by the general meeting deliberating in accordance with articles 10.3 and 11.1 of the statutes.

**5.5.** All members may attend the General Meetings, with the members under 4.2.1. and 4.2.2. having to be up-to-date with their subscriptions.

**5.6.** Only the members under 4.2.1. and 4.2.2. have voting rights. The members under 4.2.3. and 4.2.4. may only attend in a consultative capacity.

### **Article 6: Departure of members: retirement, resignation, dismissal, liability**

**6.1.** The members are free to leave the association by sending their resignation in writing to the Board of Directors.

The resignations shall only come into effect on the thirty first of December of the year in which the letter of resignation is sent, insofar it is received by the Board of Directors before the first of October of the said year.

The members under 4.2.1. and 4.2.2. who do not pay the subscriptions they owe within the deadlines specified in the re-minder sent to them by ordinary mail shall be deemed to have resigned.

**6.2.** The capacity of member shall be automatically lost as a result of death.

**6.3.** A member whose behaviour harms the interests of the association to the point that maintaining the capacity of member can no longer be reasonably tolerated may be dismissed.

The dismissal shall be proposed by the Board of Directors.

The dismissal shall be decided by the General Meeting deliberating in accordance with articles 10.3 and 12.4 of the statutes.

It may only be pronounced after the member whose dismissal has been requested has been invited to give his comments in writing within a month of a registered letter containing the reasoned proposal for the dismissal being sent. If in this letter, containing his comments, the member demands to be heard, he shall appear at the General Meeting.

The dismissal decision shall be recorded in the minutes of the General Meeting. A faithful copy of it shall be sent to the dismissed member by the Board of Directors within fifteen days of the decision.

A dismissed member shall owe the subscriptions due for the year in which the dismissal is pronounced.

**6.4.** A member who ceases to form part of the association as a result of resignation or dismissal, and the legal successors of a deceased member, shall have no rights over the association funds.

**6.5.** The members do not take on any liability for the obligations of the association.

### **Article 7: Subscriptions**

**7.1.** The members under 4.2.1. and 4.2.2. are bound to pay an annual subscription whose amount shall be set each year by the Board of Directors.

It may vary according to the category of member.

**7.2.** The annual subscription may not be greater than one hundred Euros (100).

## **CHAPTER III**

### **GENERAL MANAGEMENT ORGAN:**

#### **GENERAL MEETING**

### **Article 8: Composition and competence**

**8.1.** The general meeting shall have all powers in order to realise the objects and activities of the association.

**8.2.** It shall consist of all full and individual members under 4.2.1. and 4.2.2. The honorary members and Chairmen (Chairwomen) of the associated groups may attend in a consultative capacity.

**8.3.** The following items are reserved solely for the jurisdiction of the general meeting:

a. Approval of the annual accounts and budget.

b. The election and dismissal of directors.

c. Amendments to the statutes.

d. The approval and amendment of the Association Rules, mentioned in article 22 of the statutes.

e. The dissolution of the association.

f. The exercise of the powers granted to it by the law or the statutes.

g. The election of the Chairman (Chairwoman) and the Deputy Chairman (Chairwoman) of the association.

h. The dismissal of a member.

### **Article 9: Meetings - notice of meeting**

**9.1.** The general meeting shall be chaired by the Chairman (Chairwoman) of the Board of Directors or, in his/her absence, by the Deputy Chairman (Chairwoman), or in the absence of him/her by the director replacing him.

The general meeting shall be held at the registered office or at the administrative office of the association, or at the place stated in the notice of meeting.

The notice of meeting shall be sent by the secretary of the association by letter, or any means of (tele)communication with a material medium, three months before the meeting, and shall contain the agenda and specify the date, time and place where the Meeting shall be held.

**9.2.** The ordinary general meeting shall meet every four years in order to consider the accounts of the previous financial period and the budget for the next financial period.

**9.3.** An extraordinary meeting may be convened whenever the interests of the association so require. It must be so when half of the full members under 4.2.1. of the association so require.

**9.4.** Except in the cases provided by article 12 of the statutes, the Board of Directors shall be entitled to consult and organise written deliberations of the general meeting by means of a circular or by a postal vote. The cases and conditions of such consultations and deliberations shall be defined in the Association Rules, mentioned in article 22 of the statutes.

The written deliberations shall be preceded by prior in-formation to the members, so that they may decide with full knowledge of the facts. Such decisions shall require the unanimous consent of the members consulted.

If the written deliberations are organised by means of a circular, the signature of the members shall be placed on a sin-gle document, i.e. on multiple copies of it. These decisions shall have the same validity as if they had been taken by a General Meeting, properly convened and held, and they shall bear the date of the last of the signatures of the members of the General Meeting.

If the written decision is organised by a postal vote, it shall be subject to ratification by the next General Meeting, deliberating in accordance with articles 10 and 11 of the Statutes.

**9.5.** A Meeting may not deliberate on items not contained in the agenda.

### **Article 10: Representation - Vote - Deliberations**

**10.1.** The members under 4.2.1. and 4.2.2. may be represented at the general meeting by another member under 4.2.1. and 4.2.2., holder of a special authorisation, or by a member of his national association, holder of a special authorisation. Each representative may only hold one authorisation.

**10.2.1.** All members under 4.2.1. and 4.2.2. have a right to an equal vote at the general meeting, with each member having one vote.

**10.2.2.** - However, for items under 8.4.b and 8.4.g of the statutes, the voting right shall be exercised as follows:

1) The members under 4.2.1. shall have a number of votes proportional to the number of their members paying subscriptions.

- This proportion is as follows:

\* up to one thousand five hundred (1,500) members: one vote.

\* up to three thousand (3,000) members: two votes.

\* up to six thousand (6,000) members: three votes.

\* more than six thousand (6,000) members: four votes.

- No full member may have more than four votes.

2) The members under 4.2.2. shall have a voting right fraction corresponding to all of the votes present or rep-re-sented at the meeting (for example, if twenty five (25) votes are counted at the meeting, a member under 4.2.2. shall partici-pate in the vote by one twenty fifth).

**10.3.** Except in the cases stipulated hereinafter, the properly convened general meeting shall validly deliberate irrespective of the number of members under 4.2.1. and 4.2.2. present and represented.

**10.4.** The members under 4.2.3. and 4.2.4. may also attend the meeting and may be represented there by another member under 4.2.3. and 4.2.4., holder of a special authorisation.

**10.5.** The votes shall be by a show of hands or roll call, unless the meeting decides otherwise in accordance with article 11.1. of the statutes.

### **Article 11: Majority - Minutes**

**11.1.** Save for exceptional cases stipulated by law, by these statutes, or by he Association Rules, the decisions shall be taken by an ordinary majority of the votes of the members under 4.2.1. et 4.2.2. present or represented. The members under 4.2.3. and 4.2.4. attend in a consultative capacity.

All members under 4.2.1. to 4.2.2. shall be informed of the decisions by a report being sent by ordinary letter.

**11.2.** The decisions of the general meeting shall be re-recorded in a register of minutes signed by the person chairing the general meeting and kept by the secretary who shall keep it available to the members.

The copies or excerpts to be submitted in law or elsewhere shall be signed by the Chairman (Chairwoman) of the association or by any other Director of it.

### **Article 12: Amendments to the statutes - Dissolution**

**12.1.** Any proposal to amend the statutes or to dissolve and liquidate the association must be made by the Board of Directors, or at least two thirds or the members under 4.2.1. and 4.2.2. of the association.

**12.2.** The Board of Directors shall inform all members of the association of the proposed amendment to the statutes or dissolution and liquidation of the association at least three months before the date set for the general meeting that shall decide on the said proposal. The notice of meeting shall be given in accordance with article 9.1 paragraph 3 of the statutes.

**12.3.** The meeting may only validly deliberate on the amendments to the statutes or the proposed dissolution and liquidation if two thirds of the members under 4.2.1. and 4.2.2. of the association are present or represented at the general meeting.

If this last condition has not been satisfied, a second meeting shall be convened, which shall validly deliberate irrespective of the number of 4.2.1. and 4.2.2. members present or represented.

The notice of meeting for the first meeting may validly set the date, time and place of this second meeting, without a new notice of meeting having to be given if the quorum is not reached at the first meeting.

The second meeting may not be held less than fifteen days after the first meeting.

The members under 4.2.3. and 4.2.4. may attend the meeting in a consultative capacity only.

**12.4.** An amendment to the statutes or the decision to dis-solve and liquidate the association shall only be accepted if it gains a two-thirds (2/3) majority of the votes of the members under 4.2.1. and 4.2.2. present or represented. However, in the event of an amendment to the objects and activities of the association, the decision must obtain four fifths (4/5) of the votes of these same members.

**12.5.** - An amendment to the objects and activities of the association must be approved by the King.

- The Minister responsible for Justice must be in-formed of the other amendments to the statutes.

## **CHAPTER IV**

### **MANAGEMENT ORGAN: BOARD OF DIRECTORS**

#### **SUPERVISION**

### **Article 13: Composition**

**13.1.** The association shall be managed by a Board of Directors consisting of at least eleven members and a maximum of fifteen members.

**13.2.** The directors shall be appointed by the general meet-ing deliberating in accordance with articles 10.3. and 10.2.2. of the statutes.

The directors shall be appointed for a maximum term of four years.

The appointments of directors shall be unpaid.

They may be reelected, but they may only serve a maximum of two consecutive appointments.

**13.3.** The directors may be dismissed by the general meeting deciding in accordance with articles 10.3. and 10.2.2. of the statutes.

**13.4.** The Chairman (Chairwoman) and the Deputy Chairman (Chairwoman) shall be appointed by the general meeting deliberating in accordance with articles 10.3. and 10.2.2. of the statutes. Their appointments shall be unpaid.

### **Article 14: Resignation of a director - Vacancy**

**14.1.** Any director who wants to resign must inform the Board of Directors of his resignation in writing. The resigning director must remain in office until the date of the next meeting of the Board

of Directors, if his resignation results in the number of directors being less than the minimum number of directors set by article 13.1. of the statutes.

**14.2.** In the event of one or more seats on the board of directors falling vacant, further to a resignation, death or other reason, the remaining directors shall be entitled to provision-ally fill it.

In such a case, the next general meeting shall make the definitive election.

A director appointed in the above conditions shall be appointed for the time needed to complete the director that he is replacing.

**14.3.** In the event of the position of Chairman (Chairwoman) being vacant, the Deputy Chairman (Chairwoman) shall take on this role.

### **Article 15: Secretary - Treasurer**

The Board of Directors shall elect a secretary and treasurer from among its members. Their appointments shall be unpaid.

### **Article 16: Notice of meetings of the Board of Directors**

The Board of Directors shall meet on being convened by its Chairman (Chairwoman) and shall be chaired by him/her, and if he/she is unavailable, by the Deputy Chairman (Chairwoman), or even a director appointed by his colleagues, whenever the interests of the association so require, or whenever at least two directors so request.

The notices of the meetings of the Board of Directors shall contain the agenda and shall be made in writing, or by any other means of (tele)communications with a material medium, one month before the meeting at the latest, except in the event of urgency in which case the nature of and reasons for this urgency shall be stated in the notice of meeting or in the minutes of the meeting.

The meetings shall be held on the date, at the time and at the place specified in the notices of meeting.

The Board of Directors shall meet at least once per year.

### **Article 17: Deliberations of the Board of Directors**

**17.1.** The Board of Directors may only validly deliberate and decide if at least half of its members are present or represented.

Every director may appoint one of his colleagues as a proxy by letter, or by any means of (tele)communication with a material medium, to replace him and vote in his place. The principal shall be deemed to be present in such a case. A director may not represent more than one of his colleagues.

A director may also, but only when half of the members of the Board are present in person, express his opinions and cast his votes in writing or by any other means of (tele)communication with a written medium.

**17.2.** The decisions of the Board of Directors shall be taken by a majority vote. In the event of a tie, the vote of the Chairman (Chairwoman) shall be decisive.

### **Article 18: Minutes**

The deliberations of the Board of Directors shall be re-corded in minutes signed by the majority of the members present.

The copies or experts to be submitted in law or elsewhere shall be signed by the Chairman (Chairwoman) or by any other di-rector.

### **Article 19: Powers**

The Board of Directors shall have all powers to manage and administer the association.

Everything not expressly reserved by the law, by the statutes, or by the Association Rules for the general meeting shall come under the jurisdiction of the Board of Directors.

### **Article 20: Day-to-day management - Special powers**

**20.1.** The Board of Directors made delegate the day-to-day management of the association to the Chairman (Chairwoman) or to any other delegate.

**20.2.** The board may also grant special and specific powers to one or more people, and this under its responsibility.

**20.3.** The Board of Directors may grant fixed or variable fees, remuneration, salaries or payments to the persons who are granted these powers.

It may revoke these powers at any time.

### **Article 21: Representation**

**21.1.** All documents that bind the association, except in the event of special authorisations, shall be signed either by the Chairman (Chairwoman) and the secretary, or by two directors acting jointly appointed by the Board of Directors, who need not prove their powers with respect to third parties.

**21.2.** Legal action, both as plaintiff and defendant, shall be conducted by the Board of Directors, represented by its Chairman (Chairwoman) or a director appointed by it to this end.

### **Article 22: Association Rules**

The General Meeting, deliberating in accordance with articles 12.3 and 12.4 of the statutes, may produce the Association Rules, specifying the measures in application of these statutes.

These Association Rules shall be compulsory for all members.

### **Article 23: Supervision**

The general meeting may appoint an auditor responsible for verifying the annual accounts of the association.

Such an auditor shall be appointed for three (3) years and may be re-elected. His remuneration, if applicable, shall be set by the general meeting deliberating in accordance with articles 10.3 and 11.1 of the statutes.

## **CHAPTER V** **ANNUAL ACCOUNTS AND BUDGETS**

### **Article 24: Financial period**

**24.1.** The financial period shall relate to a period of one year and shall start on the first of January and end on the thirty first of December of each year.

The Board of Directors is bound to submit the annual ac-counts for the financial period ended and the budget for the next period to the general meeting.

**24.2.** The general meeting, mentioned in article 9.2, may decide to form a reserve fund and set the amount and conditions for the contributions to this fund due by each member.

**24.3.** If the ordinary general meeting mentioned in article 9.2 has not been held, each year the Board of Directors shall ask the members of the general meeting to approve the annual ac-counts and the budget in accordance with article 9.4. It shall deliberate by means of a circular or by a postal vote in accordance with the said article 9.4 of the statutes.

**24.4.** Immediately after approval of the annual accounts, the meeting shall deliberate on the discharge of the directors, and if applicable the auditor.

## **CHAPTER VI** **DISSOLUTION - LIQUIDATION**

### **Article 25: Liquidation**

**25.1.** The general meeting, deliberating in accordance with article 12.4 of the statutes, shall set the method for dissolving and liquidating the association.

**25.2.** In the event of the association being dissolved, the liquidation shall be performed by (a) liquidator(s) appointed by the general meeting, and in the absence of such an appointment, by the management organ in office at that time, acting as a liquidation committee.

To this end the liquidator(s) shall have the most extensive powers granted by articles 186 onwards of the Companies Act in force in Belgium.

If applicable, the general meeting shall determine the emoluments of the liquidators.

**Article 26: Allocation of the assets**

After settlement of all debts, charges and costs of liquidation, or consignment of the sums needed for this purpose, the assets of the association shall be allocated to an association or institution with a similar purpose to this association. In accordance with the law, the assets must be allocated to a disinterested purpose.

**CHAPTER VII**  
**GENERAL CLAUSES**

**Article 27: Applicable law**

Everything not covered by the statutes shall be governed by the Belgian Act of the twenty first of June nineteen hundred and twenty seven on non-profit associations, international non-profit associations and Foundations.

**Article 28: Legal jurisdiction**

All disputes between the association, its members, directors, auditors and liquidators, relating to the affairs of the association and the execution of these statutes, shall come un-der the exclusive jurisdiction of the courts of the registered office, unless the association expressly renounces this.

**Article 29: Choice of address for the service of process**

For the execution of the statutes, every member, director, auditor, representative, or liquidator residing abroad shall choose his address at the registered office where all process may be validly served on him.

**CHAPTER VIII TRANSITIONAL CLAUSE**  
**ADMINISTRATIVE OFFICE OF THE ASSOCIATION**

- In accordance with article 2.2 of the statutes, the administrative office of the association is situated at the residence of the Chairwoman of the Association.
- Until the thirtieth of April two thousand and six, the administrative office of the association shall be situated at 70125 – 4240 New Orleans 31/45, State Street Drive (Louisiana – USA).