
STATUTES – BELGIAN FEDERATION FOR PSYCHOLOGY STUDENTS (BFPS)

English version

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I. The Association

ARTICLE 1. Name

The association is called The Belgian Federation for Psychology Students VZW, abbreviated BFPS. The working language of the non-profit organisation is English. The Dutch and French names may also be used. These are respectively Belgian Federation for Psychology Students VZW (BFPS) and Federation Belge des Étudiants en Psychologie ASBL (FBEP).

ARTICLE 2. Seat

BFPS has its seat in the Flemish Region (Belgium).

A Decision of the General Assembly shall be required to change the seat.

If, as a result of the transfer of the seat, the language of the statutes need to be amended, only the General Assembly may take this decision in accordance with the requirements for a change of statutes.

ARTICLE 3. Objectives

BFPS aims to unite psychology students at both a national and international level. Hereby, BFPS seeks to contribute to enrich the concept and application of psychology among psychology students and to develop their competence with the aim of making progress in the field. In addition, BFPS also aims to have a positive impact on society and their perception of psychology. Finally BFPS aims to support scientific and social interaction between psychology students, academics and professionals.

The specific activities by which the organisation fulfills its objectives, include:

- Organizing social and educational activities in a broad sense.
- Representing psychology students in the psychological field at national level.
- Representing Belgian psychology students at European level.

In addition, the non-profit organisation can organize all activities which directly or indirectly contribute to the realization of its objectives, including commercial and profitable activities, the proceeds of which will always be entirely earmarked for the achievement of its objectives.

It may not, directly or indirectly, provide or confer any financial advantage to the founders, members, directors or any other person other than for the purposes laid down in the statutes. Any operation contrary to that prohibition shall be void.

Within BFPS, the term “psychology students’ refers to all students studying psychology at an approved belgian university. The aims of the organisation are primarily aimed towards students studying at Bachelors and Masters level.

In extension of this, students may also participate and have positions in the organization until two years after graduation. These two years are calculated in terms of academic years (e.g. when graduating in the year 2020, the student may participate in events and fill in position (not applicable to a position within the General Assembly) until the end of the academic year 2020-2021.

ARTICLE 4. Persistence of BFPS

The non-profit organisation is established for an indefinite period and can be void at any time.

II. Membership

ARTICLE 5. Members and acceded members

There are regular members (hereupon 'members') and acceded members.

ARTICLE 6. Number of members

There are at least four members.

ARTICLE 7. Membership of members

Any natural person who studies psychology at a recognized Belgian university can apply as a member.

The substantive conditions for joining the non-profit organisation as a member are as follows:

- A natural person that fulfils the terms psychology student as described in art.3.

A candidate must submit an application to the Board as specified in the Domestic regulations.

The Board decides autonomously on the candidate's acceptance as a member at its next meeting. This decision must be justified. This decision may be the subject of a one-time appeal.

ARTICLE 8. Rights and duties of the members

All members may consult the register of members at the seat of the organisation. To this end, they shall send a written request to the administrative body with which they agree on a date and time of consultation of the register. This register cannot be moved.

In addition, all members have all their rights and duties laid down in the CCA.

They also have the following duties:

- The duty not to harm the non-profit organisation in any way.

Besides, they also have the following rights:

- The right to attend the General Assembly

ARTICLE 9. Membership Fees

Members should not pay any membership fee.

ARTICLE 10. Resignation of members.

Each member can resign from a non-profit association at any time by announcing that resignation to the Board as indicated in the Internal Regulations.

In addition, a member is expected to resign in the following circumstances and the membership therefore expires immediately and automatically:

- When a member no longer meets the condition (s) to be a member of the non-profit association
- When a member was a member of the General Assembly in a particular capacity and he or she loses that capacity.

The resignation of a member takes effect immediately, unless:

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

ARTICLE 11. Suspension of members

If a member acts contrary to the objectives of the association, the Board can suspend his/her membership until the General Assembly at which a decision is made on the termination of this membership.

ARTICLE 12. Exclusion of members

The membership of a member can be terminated at any time by a special resolution of the General Assembly, convened by the Board or at the request of at least 1/5 of the members, in compliance with the attendance and majority requirements prescribed for an adaptation to the Articles of association.

The exclusion is on the agenda with only the name. The member is informed by the chairman of the Board about the reasons for the exclusion. The member must be heard at the General Assembly and may be assisted by a lawyer.

The vote to terminate a member's membership is secret.

ARTICLE 13. Exclusion of rights to the property of the association

No member or acceding member, nor the heirs or entitled parties of a deceased member, can assert or exercise any claim on the property of the vzw. Nor can they reclaim the contributions paid.

This exclusion of rights to the property of the association applies at all times: during membership, upon termination of membership for whatever reason, upon dissolution of the association, etc.

ARTICLE 14. Affiliation of associate members

Any natural person, legal entity or organization that supports the objectives of the non-profit association can apply as a member.

The conditions for joining the non-profit association as an acceding member are the following:

- If the acceding member is a legal person, it must be a recognized Belgian student association aimed at psychology students.

- If the acceding member is a natural person studying psychology at a recognized Belgian university, he or she has two options to join BFPS:
 - A first option is where the natural person is affiliated with a local recognized Belgian student association for psychology students and this association is affiliated as a member of BFPS.
 - A second option is where the natural person buys a membership card from BFPS.

The way in which a prospective acceding member can become an associate member is further specified in the Internal Regulations.

ARTICLE 15. Rights and obligations of associate members

Associate members have the rights and obligations described in the Internal Regulations.

ARTICLE 16. Contribution of Associate Members

Every psychology student who is affiliated with a local student association for psychology and of which this student association is already a member of BFPS, is automatically represented in BFPS and does not have to pay an extra membership fees. The local student associations that are members of BFPS pay an annual membership fee that is set annually by the General Assembly and that amounts to a maximum of 300 euros per year.

Psychology students who are not affiliated with a local student association for psychology that is a member of BFPS, as individual students, can purchase a membership card of BFPS annually, which amounts to a maximum of 50 euros per year. This amount is determined annually by the General Meeting.

ARTICLE 17. Dismissal of Associate Members

Any joined member-legal entity may withdraw from the association at any time by notifying his / her resignation to the Board as indicated in the Internal Regulations.

In addition, an acceded member-legal entity is expected to resign in the following circumstances:

- When the acceding member no longer meets the conditions for becoming a member of the non-profit association.

ARTICLE 18. Termination of Membership of Associate Members

The membership of an associate member can be terminated at any time by the Board.

The membership of a joined member-natural person ends automatically when the membership card expires. The membership of an acceding member-natural person also ends by operation of law upon death.

III. General Assembly

ARTICLE 19. Composition of the General Meeting

The General Assembly consists of 4 groups of types of members, they all have individual voting rights:

- First group: every member of the current Board.
- Second group: former Board members or former members of BFPS may, after their mandate, apply to the chairman of the GA to become a member of the General Assembly. These must be elected by the GA with a 2/3 majority. Each new operating year, their membership must be confirmed by the GA at the first meeting of that operating year. There is no maximum number of years that someone may be a member of the GA.
- Third group: every locally recognized Belgian student association affiliated with BFPS nominates at least 1 representative who sits on the GA.
- Fourth group: all other members who hold a position in BFPS, but do not sit on the GA themselves, may elect delegate (s) each year of operation, as indicated in the Internal Regulations, who will represent them in the GA.

Above mentioned members of the General Assembly will from now on be named “members” in Chapter III. General Assembly.

The division of the votes regarding the previously mentioned 4 groups, will be described in more detail in the Internal Regulations.

The Chair of the General Assembly is elected each mandate. Every voting member may put forward their candidacy for the position of Chair. A candidate Chair must be elected with a majority of two thirds ($\frac{2}{3}$).

ARTICLE 20. Authority of the General Assembly

These are the powers that are exclusively carried out by the General Assembly:

1. To approve modifications of the Statutes
2. To approve the nomination and resignation of the Board and to approve their potential remuneration
3. To grant acquittance to the Board, including, if appropriate
4. To approve the annual financial report and the budget
5. To dissolve the organisation
6. To exclude a member
7. To converse from a not-for-profit (VZW/ASBL) to an international not-for-profit (IVZW/AISBL), a cooperative partnership recognised as a social enterprise or to a recognised cooperative social enterprise partnership.

ARTICLE 21. Meetings of the General Assembly

The General Assembly is required to gather at least 3 times a year, of which at least once in person. The first General Assembly needs to gather within six months after the closure of the fiscal year.

If deemed necessary, the Board can request the General Assembly to gather. The General Assembly will also gather in situations demanded by the law or statutes or when at least one

fifth ($\frac{1}{5}$) of the members requests it. The Chair of the GA is obligated to accept these requests and convene the General Assembly.

ARTICLE 22. Invitation and Agenda of the General Assembly

The meetings of the General Assembly are organised by the Chair of the GA.

The Chair of the GA calls the General Assembly together within 21 days when a meeting has been requested. The General Assembly must be held within 40 days of this request. The Chair of the GA can also convene the General Assembly per their own initiative.

The invitation is sent at least 15 days before the General Assembly to all members and the Board via the email to the addresses previously given.

The invitation contains the date, hour and place of the General Assembly, including the agenda.

A request for a topic of the agenda must be made at least 15 days before the start of the General Assembly and must be sent to the Chair of the GA.

ARTICLE 24. Attendance quorum of the General Assembly

In order for the General Assembly to make decisions, it is required that a quorum of at least 50% +1 members, including those represented by proxy, is reached.

Following decisions require an attendance quorum, including those represented by proxy, of at least two thirds ($\frac{2}{3}$):

- Modifications of the Statutes
- Nomination of Board members
- Resignation of Board members
- Approval of the annual financial report and the budget
- Dissolution of the organisation
- Exclusion of a member
- Conversion from a not-for-profit (VZW/ASBL) to an international not-for-profit (IVZW/AISBL), a cooperative partnership recognised as a social enterprise or to a recognised cooperative social enterprise partnership.

If less than the required present or represented (by proxy) members are present at the initial meeting, a second meeting may be called. A second General Assembly may convene and make decisions no matter the number of members, including those represented by proxy, present. The second General Assembly may not be held within 15 days of the initial meeting.

ARTICLE 25. The proceedings of the General Assembly

The Board provides answers to questions that are related to the agenda, asked by members prior or during the meeting, verbal or written. They have the option to refuse to answer questions in the interest of the organisation if the answers to these questions involve sharing certain data or facts that may harm the organisation or are in conflict with confidentiality agreements previously agreed to by the organisation.

The Board may bundle their answer to different questions of the same topic.

ARTICLE 26. Voting at the General Assembly

Each member of the General Assembly has one vote.

Members who are not able to present at the meeting, may be represented by another member, who will be called their proxy.

Each member may be the proxy of maximum 1 other member.

Decisions are made by a regular majority of the votes of the present members, including those represented by proxy, except for topics specifically mentioned in the CCA or the Statutes.

The proposal will be rejected when an equality of votes occurs.

Following decisions require a majority of two thirds ($\frac{2}{3}$) of the votes of the present or represented (by proxy) members, where abstaining votes won't be counted, neither in the numerator nor in the denominator:

- Changes to the Statutes

Changes to the Statutes require a majority of four fifths ($\frac{4}{5}$) of the votes where abstaining votes won't be counted, neither in the numerator nor in the denominator when these amendments apply to the objectives of the organisation.

Following decisions require a majority of two thirds ($\frac{2}{3}$) of the votes of the present or represented (by proxy) members:

- Nomination of Board members
- Resignation of Board members
- Approval of the annual financial report and the budget
- Dissolution of the organisation
- Exclusion of a member
- Conversion from a not-for-profit (VZW/ASBL) to an international not-for-profit (IVZW/AISBL), a cooperative partnership recognised as a social enterprise or to a recognised cooperative social enterprise partnership.

The voting may occur anonymously by calling, raising hands or when at least one of the present or represented (by proxy) members requests it.

ARTICLE 27. Report of the General Assembly

The decisions of the General Assembly are reported, which are kept at the registered office of the non-profit organisation. Each Member shall have the right to access this report.

Members and third parties who have joined do not have the right to access the reports of the General Meeting.

IV. Governance and representation

ARTICLE 28. Composition of the Board

The Board consists of at least 4 board members whose following positions are required to be filled: President, Vice President, Finance Coordinator and EFPSA Coordinator.

The directors are appointed by the General Assembly, by a 2/3 majority in the event of a presence of at least 2/3 of the members for a term of 1 year. Their assignment ends at the end of the annual meeting. Directors can be reappointed indefinitely.

To be appointed as a director, the following substantive conditions must be met:

At least half of the taken ECTS credits must have been successfully passed at the time of nomination and at the time of appointment.

Have a minimum age of 18 years.

The directors shall exercise their mandate free of charge. The costs incurred in the exercise of their management mandate shall be reimbursed on presentation of the necessary supporting documents.

ARTICLE 29. Co-option of directors

Where a director's place opens before the end of his term of office, the remaining directors shall have the right to co-opt a new director.

The next General Meeting must confirm the mandate of the co-opted director. Upon confirmation, the co-opted director shall complete the mandate of his predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted director ends at the end of the General Meeting, without prejudice to the regularity of the composition of the governing body until that moment.

ARTICLE 30. Powers of the Board

The Board is authorised to perform all acts of the internal administration that are necessary or appropriate for the realization of the object of the non-profit association, except for the acts for which the General Meeting is exclusively competent according to the law or according to these articles of association.

Without prejudice to the obligations arising from collegial governance, in particular consultation and supervision, the directors may divide the administrative tasks among themselves. This division of tasks cannot be relied upon against third parties, even after they have been made public. Failure to comply with this does jeopardise the internal liability of the director(s) concerned.

The Board may delegate part of its administrative powers to one or more third-party non-directors, without, however, this transfer being possible to relate to the general policy of the non-profit organisation or the general administrative power of the Board.

The Board issues all internal regulations that it desires necessary. Such Internal Regulations may not contain provisions that are contrary to the CCA or the articles of association. The Internal Rules and any amendments thereto shall be communicated to members in accordance with Article 2:32 of the CCA.

The latest version of the Internal Regulations is always available on the website of the non-profit organisation.

If the General Assembly amends the Internal Rules of Procedure, it is obliged to include this on the agenda and in the minutes of the General Meeting.

ARTICLE 31. External representative power of the Board

As a college, the Board represents the non-profit organisation in all acts in and out of court. He represents the non-profit organisation by the majority of its members.

The representative bodies cannot, without the consent of the General Assembly, adopt legal acts (further specified in the Internal Rules) that are related to the representation of the non-profit association. These restrictions of jurisdiction cannot be relied on against third parties, even after they have been made public. Failure to comply, however, jeopardises the internal liability of the representatives concerned.

The Board or the directors representing the non-profit organisation can appoint plenipotentiaries of the non-profit organisation. Only special and limited powers of attorney for certain or a series of certain legal acts are permitted. The plenipotentiaries bind the non-profit association within the limits of the power of attorney granted to them, the limits of which are objectionable to third parties in accordance with what applies in terms of mandate.

ARTICLE 32. Announcement requirements of the Board

The appointment of the members of the Board of Directors and of the persons authorised to represent the non-profit organisation and their termination of office shall be made public by depositing them in the association file at the Registry of the Company Court and publishing an extract in the Annexes to the Belgian Official Gazette. In any case, those documents must show whether the persons representing the non-profit organisation, each individually, jointly, or as a college, bind each individual, or as a college, as well as the extent of their powers.

ARTICLE 33. Meetings of the Board

After convening by the President, the Board meets as often as the interest of the non-profit association requires, and at the request of a director, addressed to the President.

ARTICLE 34. Attendance quorum and vote by the Board

The Board can validly deliberate and decide in case of a minimum attendance of 50% of the directors.

ARTICLE 35. Report from the Board

A report is taken of the decisions of the Board, which is kept on the digital platform of the non-profit organization to which all members of the non-profit organization have access.

Each director and member shall be entitled to inspect the reports.

ARTICLE 36. Conflict of interest

If the Board must make a decision or pronounce on a transaction within its competence, in which a director has a direct or indirect interest of a patrimonial nature that conflicts with the interest of the association, the director concerned must communicate this to the other directors before the governing body makes a decision. His statement and explanation as to the nature of this conflicting interest shall be included in the minutes of the meeting of the Governing Body required to make the decision. The Board is not permitted to delegate this decision.

The director with a conflict of interest may not participate in the Board's deliberations on these decisions or transactions, or in the vote thereon. When the majority of the directors present or represented have a conflict of interest, the decision or transaction is submitted to the General Assembly; in the event that the General Assembly approves the decision or transaction, the Board may execute it.

This procedure does not apply when the decisions of the Board concern customary transactions that take place under the conditions and against the collateral usually prevailing in the market for similar transactions.

ARTICLE 37. End of directorship by operation of law and resignation

When a director's term of office has expired, it ends by operation of law at the next General Assembly.

In addition, a director is considered to resign when he/she no longer meets the substantive conditions for becoming a director in the non-profit organization, as stipulated in the Statutes. The determination thereof is made by the General Assembly.

Any director may resign by giving written notice to the President.

When a director resigns, he must remain in office until the General Assembly can reasonably provide for his replacement.

The term of office of a director shall terminate by operation of law upon the death of such director.

ARTICLE 38. Resignation of directors

The mandate of a director may be terminated at any time by the General Assembly with a 2/3 majority of the votes present and represented.

The vote to terminate a director's term of office is secret.

V. Liability of directors

ARTICLE 40. Liability of directors

The directors (and all other persons who have had actual management authority with respect to the non-profit association) are liable to the non-profit association for errors committed in the performance of their duties. This also applies to third parties insofar as the fault committed is a non-contractual one. However, such persons are liable only for decisions, acts or conducts that are manifestly outside the range within which normally prudent and careful directors, placed in the same circumstances, may reasonably differ.

Since the governing body is a college, their liability for the decisions or omissions of this college is joint and several.

However, for errors in which they had no part, they are relieved of their liability if they have reported the alleged error to the collegiate governing body. This report, as well as the discussion to which it gives rise, shall be recorded in the minutes.

This liability, together with any other liability for damages arising from the WVV or other laws or regulations, as well as the liability for the debts of the legal person referred to in Articles XX.225 and XX.227 of the Code of Economic Law, is limited to the amounts set forth in Article 2:57 of the WVV.

VI. Accounting

ARTICLE 41. Fiscal year

The fiscal year of BFPS starts on 1 September and ends on 31 August. The first fiscal year starts exceptionally on the day of the establishment and will end on 31 August.

ARTICLE 42. Accountancy

The accounting is done according to the provisions in the CCA and the relevant implementing decisions.

The Board submits the annual accounts of the previous fiscal year and the budget to the annual General Assembly for approval.

After the Board was accountable for the policies of the previous year, the General Assembly will decide on the discharge to the board members. This will be done by separate vote. The discharge will be legitimate only if the true condition of the association is not hidden by any omission or inaccurate statement in the annual accounts and, in the case of extrajudicial transactions or operations in breach of the BCAC, if the specific conditions are indicated in the convocation.

The annual accounts will be deposited in the file at the Registry of the Business Court within 30 days of approval by the General Assembly. So far, the annual accounts are also deposited with the National Bank in accordance with the BCAC and the relevant implementing decisions.

VII. Dissolution and liquidation

ARTICLE 44. Voluntary dissolution of the non-profit organisation

The non-profit organisation can be dissolved at any time by the General Assembly. The General Assembly is convened to discuss proposals concerning the dissolution of the non-profit organisation, submitted by the Board or by at least 1/5 of all its members.

In order to deliberate and decide on the dissolution of the non-profit organisation in a valid manner, at least 2/3 of its members must be present or represented at the General Assembly. The decision to dissolve must be taken by a special majority of 4/5 of the votes present or represented.

In case the proposal for dissolution is accepted, the General Assembly will appoint at least 3 liquidators, the terms of which it will specify.

As from the decision to dissolve, the non-profit company always states that it is 'in liquidation' in accordance with the BCAC.

A non-profit organisation in liquidation can not change its name and can only change its seat under conditions specified in art. 2:117 BCAC.

ARTICLE 47. Utilization of the assets of the non-profit organisation after dissolution

In the event of dissolution and liquidation, the General Assembly will decide on the allocation of the assets of the non-profit organisation.

ARTICLE 48. Disclosure requirements

All decisions concerning the dissolution, settlement conditions, appointment and termination of service of liquidators, the closure of the liquidation and the destination of the asset will be recorded in the organization file at the Registry of the Business Court, will be published in the Annexes of the Moniteur belge in accordance with the CCA and its implementing decisions.

VIII. Final

ARTICLE 49. Final

For all cases not covered by these statutes, the provisions of the Belgian Companies and Association Code (BCAC) and the (future) implementing decisions will apply.

IX. Version History

September 2020	First version of the Statutes establishing BFPS (Deianara Couwet, Jolien Vandeneijnde en Eline Camp)
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