

ARTICLES OF ASSOCIATION

FEANTSA aisbl

1. NAME, LEGAL FORM, REGISTERED OFFICE, PURPOSE AND ACTIVITIES OF THE ASSOCIATION

Article 1.

The name of the association is:

-In French: Fédération Européenne d'Associations Nationales Travaillant avec les Sans-Abri

-In English: European Federation of National Organisations Working with the Homeless

The association may also use the abbreviation "FEANTSA".

All deeds, invoices, announcements, publications, websites, and other documents, whether or not in electronic form, originating from the association, shall contain the association's name, immediately preceded or followed by the words "international not-for-profit association" ("*association internationale sans but lucratif*") or the abbreviation "INPA" ("aisbl"), the address of the association's registered office, the enterprise number, the word "register of legal entities" or the abbreviation "RLE", followed by a mention of the court of the registered office of the association, the email address and website of the association, if applicable, and, the fact that the association is in liquidation, if applicable.

The association is an international not-for-profit association governed by the provisions of Book 10 and other applicable provisions of the Code of Companies and Associations dated 23 March 2019 (B.S.G. 4 April 2019), as may be amended from time to time.

The association was set up in Brussels on the 10th of January 1989.

Article 2.

The registered office of the association is located at 194 Chaussée de Louvain, 1210 Saint-Josse-Ten-Noode in the Region of Brussels-Capital. The registered office of the association can be transferred within Belgium by a simple decision of the Administrative Council, provided such transfer does not require a change of the language of the association. In case such a change of language is required, a decision from the General Assembly is required in accordance with the provisions applicable

to a modification to the articles of association. Any change to the location of the registered office of the association shall be filed with the clerk's office of the enterprise court competent for the judicial district in which the registered office is located and shall be published in the Annexes to the Belgian Official Gazette.

Article 3.

The association has a not-for-profit purpose of international interest. The association is devoid of any political and religious affiliation.

The association is an umbrella of not-for-profit organisations, which participate in or contribute to the fight against homelessness in Europe.

The association has the following not-for-profit purpose of international interest: to prevent and alleviate the poverty and social exclusion of people threatened by or living in homelessness by encouraging and facilitating the co-operation of all relevant actors fighting homelessness in Europe.

In furtherance of this purpose, the association supports its member organisations to fight homelessness by undertaking the following activities:

1. Alert the European institutions and national governments concerning the need to prevent and alleviate homelessness.
2. Develop and promote policies, which prevent and alleviate homelessness, in view of its elimination.
3. Forward specific policy proposals to the European institutions and monitor the progress of the European institutions in preventing and alleviating homelessness.
4. Encourage the transnational exchange of information and experiences between the member organisations with a view to improve policies and practices addressing homelessness.
5. Conduct and promote research and data collection to better understand the nature, extent and causes of and solutions to homelessness.
6. Alert the public about the need to fight homelessness.
7. Besides, the association may enter into any other activities and undertake any other actions that are necessary or useful for the realization of the aforementioned purpose. Among other things, the association can collaborate with, grant loans to, provide guarantees for the obligations of, invest in the capital of, or, in any manner, directly or indirectly, take participations in other legal entities, associations, bodies and companies of private or public nature, governed by Belgian or foreign laws.

2. MEMBERS

Article 4.

The association consists of not-for-profit organisations operating in conformity with the law and practices of their country.

There are two categories of membership: Members and Affiliates.

- **Members**

Members are non-governmental organisations which provide services to people who are homeless or threatened by homelessness and/or which are involved in advocacy work on the issue of homelessness. Members can include, but are not limited to, the following type of organisations: organisations providing accommodation to people who are homeless and/or other services such as health and employment support, umbrella organisations of such services, organisations of people who have direct experience of homelessness, and advocacy or lobbying organisations. Members must be established in a Member State of the European Union or the European Free Trade Association.

- **Affiliates**

Affiliates are any other not-for-profit organisations working on homelessness and/or supporting the homeless cause. Affiliates can include but are not limited to the following type of organisations: public authorities, public agencies, research institutes, and foundations. Affiliates must be established in a Member State of the European Union or the European Free Trade Association.

Article 5.

The Administrative Council decides on the admission of new member organisations (Members and Affiliates) on the basis of the criteria set out in article 4 of the articles of association, and relevant articles of the internal rules, and on the basis of the applicant's articles of association and most recent activity report.

A member organisation can only be excluded by the General Assembly by a majority of two thirds of the votes of the Members present or represented on the basis of a proposal of the Administrative Council. A member organisation can only be excluded after being informed about the reason for its exclusion at least three months before the meeting of the General Assembly and after being given the possibility to defend itself before the Assembly.

Any member organisation that fails to pay the membership fee during two consecutive years will be excluded. This exclusion will enter into force at the first meeting of the General Assembly following the second year that the member organisation has failed to pay the membership fee.

Any member organisation wishing to resign must notify the President of the Administrative Council by registered post. The resignation will enter into force one month after the date on which the President of the Administrative Council has received said letter.

No member organisation that has resigned or has been excluded (nor his successors or beneficiaries) will have any right to the assets including the documentation of the association, nor to any reimbursement of the membership fees or donations. Nor can such member organisation claim or demand financial statements or accounts, affixing of seals, or an inventory.

Article 6.

The member organisations pay an annual membership fee, which shall be determined by the Administrative Council.

3. BODIES OF THE ASSOCIATION

Article 7.

The bodies of the association are the General Assembly, the Administrative Council and the Executive Committee.

A. GENERAL ASSEMBLY

Article 8.

The General Assembly consists of all Members. Affiliates are invited to the meetings of the General Assembly, but only in a consultative capacity.

The bureau of the General Assembly consists of the person chairing the meeting.

The General Assembly is the sovereign authority of the association. The following powers are reserved for the General Assembly:

- a) To decide the basic policy in conformity with article 3 of the articles of association;
- b) the modification of the articles of association;
- c) the appointment and dismissal of members of the Administrative Council, and the determination of their remuneration, if applicable;
- d) the appointment and dismissal of the auditor(s) and the determination of his/her/their remuneration, if applicable;
- e) granting of discharge from liability to the members of the Administrative Council and the auditor(s);

- f) the approval of the annual accounts and the budget;
- g) the dissolution of the association, appointment of one or more liquidators and the allocation of the net assets after liquidation;
- h) the exclusion of member organisations; and
- i) any other powers attributed to the General Assembly by virtue of the articles of association or applicable legislation.

Article 9.

At least once a year, in the first half of the year, an ordinary General Assembly meeting shall be convened by the President of the Administrative Council by way of letter, fax, email or any other means of communication specified in article 2281 of the Civil Code, at least thirty (30) calendar days before the meeting. The notice of convocation shall indicate the proposed agenda, date and time and shall contain a request for proxies.

Convening notices are sent to all Members and Affiliates. The convening notice includes an invitation for the Members to propose additional agenda items. Such notice shall be signed by the President of the Administrative Council or by two other members of the Administrative Council. Members have ten (10) calendar days to make agenda proposals. Any item belonging to the powers of the General Assembly proposed by a Member shall be added to the agenda. A final agenda will be sent no later than ten (10) days prior to the General Assembly.

At the ordinary General Assembly meeting, the General Assembly shall at least resolve upon the budget, the annual accounts of the previous financial year, and the release of liability to be granted to the members of the Administrative Council, and, if applicable, to the auditor(s).

Furthermore, an additional General Assembly shall be convened whenever the Administrative Council considers that the interests of the association so require or upon request of one fifth of the Members. In the latter case, a registered letter bearing the signatures of the Members concerned shall be sent to the President and a General Assembly meeting shall be convened within a period of maximum two (2) months following receipt by the President of the registered letter. For these additional General Assembly meetings the same notice and convening formalities as set out under this article 9 apply.

Upon a decision of the Administrative Council, the Members can be offered the possibility to participate in the General Assembly meeting remotely via an electronic means of communication provided by the association. If this is the case, such electronic means of communication shall, at a minimum, enable the Members to directly, simultaneously and uninterruptedly follow the discussions at the meetings and to exercise their right to vote. The electronic means of communication must also enable the Members to participate in the deliberations and ask questions. The way in which the meeting will be held and the procedures for remote participation shall be clearly and precisely indicated in the convening notice of the meeting. Any technical problems or incidents that may have prevented or hindered the

participation in the General Assembly meeting or the voting need to be included in the minutes of the General Assembly meeting.

If so provided in the convening notice, the Members can be given the possibility to cast their vote on all or a limited number of the agenda items electronically or in writing in advance of the General Assembly meeting. These votes shall be taken into account for the purpose of the calculation of the quorum and majority requirements applicable to the General Assembly meeting. The Administrative Council will take the necessary measures to ascertain that the capacity and identity of the Members can be verified.

Resolutions of the General Assembly may be approved by unanimous written (including electronic) consent of all Members in all matters that belong to the powers of the General Assembly, except for modifications to the articles of association.

Article 10.

Members who are unable to attend a General Assembly meeting may designate another Member of the same Member State of the European Union or the European Free Trade Association to exercise their vote upon the delivery of a written proxy to the President with a copy to the designated Member. Any Member may carry up to one proxy. For General Assembly meetings that, by virtue of applicable law, need to be held in front of a notary public, a proxy can be granted to a third party and no limitation on the number of proxies will apply.

Article 11.

The General Assembly may only deliberate if at least half of the Members are present or represented. If this quorum is not reached, a new General Assembly can be convened (according to Article 9) which shall validly deliberate, irrespective of how many Members are present or represented at the General Assembly meeting.

Except if otherwise provided in these articles of association or in applicable law, the decisions of the General Assembly are adopted by a simple majority of the votes cast by present and represented Members. Abstentions and blank votes are considered not to have taken part in the voting. In case of a tie, the proposal shall be considered as rejected.

Each Member State of the European Union or the European Free Trade Association is entitled to twenty votes. The twenty votes are allocated among all the Members of that Member State of the European Union or the European Free Trade Association. The election procedure and the allocation of votes is set out in the internal rules.

Resolutions of the General Assembly are recorded in minutes and shall be signed by the President. The minutes shall be communicated to the Members and Affiliates via mail, CD-ROM, electronic storage devices such as USB sticks or any other means

of written or electronic communication. The minutes shall also be at the disposal of all Members and Affiliates at the registered office of the association.

B. ADMINISTRATIVE COUNCIL

Article 12.

The association shall be managed by an Administrative Council consisting of at least five (5) members.

Article 13.

The General Assembly will appoint the members of the Administrative Council from among the candidates proposed by the Members. The General Assembly shall appoint no more than one representative from each Member State of the European Union or the European Free Trade Association to be a member of the Administrative Council.

The term of office of the members of the Administrative Council shall be three (3) years. The mandate of a member of the Administrative Council is renewable.

Every member of the Administrative Council can voluntarily resign by written notice to the President. In case of voluntary resignation by the President, he or she shall give written notice hereof to any of the Vice-Presidents. A member of the Administrative Council is obliged to continue the exercise of his or her mandate if due to the resignation the number of members of the Administrative Council would fall below five (5).

In case a mandate of a member of the Administrative Council becomes prematurely vacant, the Administrative Council can replace such member of the Administrative Council. This co-optation will need to be ratified by the next meeting of the General Assembly. The mandate of the co-opted member of the Administrative Council will last for the remaining period of the mandate of the member Administrative Council that he or she replaces, unless the General Assembly decides otherwise.

The members of the Administrative Council can be dismissed, at any time, by the General Assembly without the latter having to justify itself. The decision needs to be taken with a majority of two thirds of the votes of the Members present or represented at the meeting.

Article 14.

The Administrative Council will, among its members, appoint a President, two (2) Vice-Presidents and a Treasurer.

The President of the association shall chair the meetings of the General Assembly and the Administrative Council and shall act as spokesperson of the association.

The Vice-Presidents, each with the power to act individually, shall act for the President in case of absence or disability of the President.

The Treasurer will supervise the financial situation of the association and will coordinate the preparation of the annual accounts and the budget of the association.

Article 15.

The Administrative Council shall meet at least two (2) times a year and whenever the interests of the association so require.

Meetings of the Administrative Council are convened at the request of the President. Notice must be given at least 10 calendar days prior to the meeting, except in case of urgency. In case of urgency, the nature of and reasons for the urgency should be specified in the convening notice.

Convening notices are valid if delivered by letter, fax, email or any other means of communications specified in Article 2281 of the Civil Code. A convening notice shall contain the agenda, the place, date and time of the meeting.

Meetings of the Administrative Council are presided by the President or in his absence by any of the Vice-Presidents.

Items that are not on the agenda may only be discussed and decided in situations of urgency provided that this has been accepted by all the members of the Administrative Council present at the meeting.

A member of the Administrative Council may grant a proxy to another member of the Administrative Council in order to be represented at a specific meeting of the Administrative Council. A member of the Administrative Council cannot hold more than one proxy.

Article 16.

The Administrative Council is vested with the powers of management and administration of the association. The Administrative Council disposes of the residual powers and shall operate as a collegiate body.

The Administrative Council may decide to delegate the day-to-day management of the association to its President, a member of the Administrative Council, the director or any other member of the staff.

Day-to-day management in any event includes the actions and decisions that fall within the scope of the day-to-day needs of the association, as well as the actions

and decisions that, for reasons of their minor importance or their urgent character, do not justify a decision of the Administrative Council.

In case more than one person is entrusted with the day-to-day management, these persons shall be able to act as a collegiate body.

The Administrative Council is required to supervise the person(s) entrusted with the day-to-day management.

The Administrative Council or, for acts within the scope of the day-to-day management, the person(s) entrusted with the day-to-day management can entrust one or more special proxy holders with special but defined and limited powers.

Article 17.

A meeting of the Administrative Council shall be able to validly deliberate and resolve when at least two thirds of its members are present or represented.

Unless determined otherwise in these articles of association, the decisions of the Administrative Council shall be adopted by a simple majority of the votes cast by the members present or represented at the meeting of the Administrative Council. Abstentions and blank votes are considered not to have taken part in the voting. Each member of the Administrative Council is entitled to one vote.

Meetings of the Administrative Council can also be held via any means of telecommunication allowing an effective and simultaneous deliberation between all members of the Administrative Council, such as a telephone or video conference.

Resolutions of the Administrative Council can be adopted by unanimous written (including electronic) consent of all members of the Administrative Council.

The resolutions of the Administrative Council are recorded in minutes and signed by the President. These minutes are kept at the registered office of the association.

Article 18.

The Administrative Council is the competent body to represent the association, towards third parties.

The association shall also be validly represented by any member of the Administrative Council.

For acts within the scope of day-to-day management, the association is also validly represented by the person entrusted with the day-to-day management. In case more than one person is entrusted with the day-to-day management, these persons shall represent the association within the scope of day-to-day management acting individually.

For acts within the scope of their specific powers, the association is also validly represented by special proxy holders.

Article 19.

All legal proceedings, whether the association acts as the plaintiff or as the defendant, must be pursued by the Administrative Council represented by its President or a member of the Administrative Council designated for this purpose.

Article 20.

The Administrative Council can adopt, modify and cancel internal rules and informs the General Assembly. The most recent version of the internal rules dates of 29 January 2026.

Article 21.

For the election of members of the Administrative Council, the following procedure shall be observed.

The President shall invite all Members of each Member State of the European Union or the European Free Trade Association in turn to collectively nominate one candidate for the Administrative Council to represent their Member State.

The General Assembly shall vote on each candidate individually. The candidate must receive a majority of the votes in order to be deemed elected to Administrative Council by the General Assembly.

In the event of there being more than one candidate for a Member State of the European Union or the European Free Trade Association, the General Assembly will not vote and the seat will remain vacant until the next General Assembly.

Article 22.

The main powers of the Administrative Council are the following:

- The Administrative Council develops and decides on the annual work programme and annual budget on the basis of decisions taken by the General Assembly.
- The Administrative Council develops and decides on the policy statements and policy papers of the association.
- The Administrative Council may establish working groups to improve and promote the effectiveness of the association. The Administrative Council decides on the composition, the objective, the main tasks and the modus operandi of the working groups.
- The Administrative Council decides on the personnel structure of the secretariat and on the recruitment and the dismissal of the director of the secretariat.
- The Administrative Council decides on internal regulations to organise the work and administration of the secretariat of the association.

C. EXECUTIVE COMMITTEE

Article 23.

The Administrative Council will appoint the members of the Executive Committee from among its members.

The Executive Committee is composed of a minimum of five (5) and a maximum of seven (7) members, including the President, the two Vice-Presidents and the Treasurer.

The Executive Committee may, by resolution, appoint Trustees or Expert Advisors to provide specialist knowledge or support to the Organisation. Such Trustees or Expert Advisors:

- a) shall not be members of the Executive Committee;
- b) shall not be elected officers;
- c) shall have no voting rights;
- d) shall not be counted toward quorum or the statutory composition of the Executive Committee;
- e) shall be appointed for a defined mandate or term, as determined by the Executive Committee.

The members of the Executive Committee are appointed for a term of three (3) years. The mandate of a member of the Executive Committee is renewable.

Members of the Executive Committee are appointed in their personal capacity. They may not be substituted except by prior agreement of the Administrative Council.

Article 24.

The Administrative Council delegates the following powers to the Executive Committee:

- The preparation and implementation of the decisions of the Administrative Council;
- The fine-tuning and administering of the policy statements adopted by the Administrative Council;
- The monitoring of the implementation of the annual work programme;
- The supervision of staff management;
- The monitoring of the research of the European Observatory on Homelessness;
- The preparation and implementation of the lobbying strategy;
- The monitoring of the communication strategy;
- The preparation and implementation of the networking strategy;
- The promotion of transnational exchanges.

The Executive Committee is fully accountable to the Administrative Council. The Administrative Council can, at all times change or adapt the powers and

responsibilities of the Executive Committee, except for those outlined in these articles.

Article 25.

The Executive Committee meets after being convened by the President of the Administrative Council or following a request of at least half of the members of the Executive Committee.

D. SECRETARIAT

Article 26.

In order to achieve its objectives and implement its work, the association has a secretariat.

The secretariat is managed by the director. The director is the head of the employees, interns and volunteers working in the secretariat.

The director is fully accountable to the Administrative Council.

4. AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 27.

The amendment of the articles of association or the dissolution of the association may only be proposed by the Administrative Council or by at least one fifth of the Members of the association. The Administrative Council must notify the Members of the association of the date of the General Assembly meeting that will deliberate on the aforesaid proposal at least three months in advance.

The General Assembly may only deliberate on an amendment of the articles of association or the dissolution of the association if at least two thirds of the Members with a right to vote are present or represented. If this quorum is not reached, a new General Assembly can be convened which shall validly deliberate, irrespective of how many Members are present or represented at the General Assembly meeting. For this new General assembly meeting, the same notice period as set out under article 9 applies.

The decision to amend the articles of association and the decision to dissolve the association shall be adopted by a two third majority of votes cast by present and represented Members. Abstentions and blank votes are considered not to have taken part in the voting.

According to applicable provisions of the Code of Companies and Associations:

- Modifications to the articles of association relating to the statutory purpose or the activities by which such purpose is pursued must be approved by Royal Decree;
- Modifications to the articles of association relating to the powers and functioning of the General Assembly must be recorded in a notarial deed; and
- Modifications to the articles of association relating to the conditions for modifications of the articles of association or dissolution or allocation of the assets must be recorded in a notarial deed.

Any residual funds shall be allocated to an organisation with a charitable purpose similar to the charitable purpose of the association.

5. BUDGET AND ACCOUNTS

Article 28.

The financial year of the association shall coincide with the calendar year and shall commence on 1 January of each year and shall end on 31 December of the same calendar year.

The accounting documents, the annual accounts and the budget shall be prepared by the Administrative Council in accordance with applicable legislation. The annual accounts of the previous financial year and the budget shall be approved by the General Assembly within six months of the closing of the financial year. The annual accounts shall be filed, as the case may be, with the clerk's office of the competent Enterprise Court or with the National Bank of Belgium. The annual accounts and the budget shall be sent to the Members every year.

6. GENERAL PROVISIONS

Article 29.

All matters that are not covered by these articles of association or the internal rules shall be governed by the applicable provisions of the Code of Companies and Associations.