



**Luik B**

In de bijlagen bij het Belgisch Staatsblad bekend te maken kopie  
na neerlegging van de akte ter griffie

Voor-  
behouden  
aan het  
Belgisch  
Staatsblad



\*20340747\*



Neergelegd  
02-09-2020

Griffie

Bijlagen bij het Belgisch Staatsblad - 04/09/2020 - Annexes du Moniteur belge

Ondernemingsnr : 0818.374.449

**Naam**

(voluit) : BELGISCHE VERENIGING VOOR WEEFSEL- EN CELBANKEN

(verkort) : B.V.W.B.

Rechtsvorm : Vereniging zonder winstoogmerk

Volledig adres v.d. zetel : Wilrijkstraat 10

2650 Edegem

België

Onderwerp akte : Wijziging statuten

Uittreksels uit de aktes :

Wijziging statuten (vertaling, coördinatie, overige wijzigingen, ..).

The general meeting of 14/11/2019, validly convened and meeting the requirements as regards quorum and majority, decided to amend the bylaws in order to ensure their compliance with the Belgian Code of Companies and Associations (CCA). The following bylaws are adopted:

**TITLE I: NAME – REGISTERED OFFICE – PURPOSE - TERM**

ARTICLE 1

The name of the non-profit organisation is: Belgische Vereniging voor Weefsel-en Celbanken

The abbreviated name is : B.V.W.B

ARTICLE 2

The registered office of the non-profit organisation is situated in the Flemish Region.

The organisation' s registered office is situated at 2650 Edegem, Wilrijkstraat 10.

It can be moved by the board of directors provided that this move does not result in a change in the language of the bylaws. The board of directors is also authorised to include the transfer of the registered office in the bylaws.

The e-mail address of the non-profit organisation is [info@bvwb-abbt.be](mailto:info@bvwb-abbt.be)

The website of the non-profit organisation is <http://bvwb-abbt.be/>

The board of directors can include any changes in the e-mail address and the website in the articles of association.

#### ARTICLE 3

The organisation has a non-profit purpose and does not grant any material benefit, neither directly nor indirectly, to the founders, the members, the directors or any other person except, in the latter case, for the non-profit purpose mentioned in the bylaws.

The non-profit purpose and activities of the organisation are the following: training and informing effective and non-effective members as regards cell and tissue banking for human therapeutic use.

The description of these activities serves as an example only and is not exhaustive.

The non-profit organisation is authorised to perform all activities and to promote the non-profit purpose provided that the proceeds are used for the non-profit purpose and in line with the activities.

The non-profit organisation does not operate a business or is not involved in any lucrative operations within the meaning of article 2, 5° of the Belgian Code of Income Tax 1992. The non-profit organisation is involved in operations consisting of an activity that only incidentally relates to industrial, commercial or agricultural operations or that is not performed according to industrial or commercial methods within the meaning of article 182 of the Belgian Code of Income Tax 1992.

#### ARTICLE 4

The organisation is founded for an unlimited period of time, but can be dissolved at any time.

### TITLE II: MEMBERS

#### ARTICLE 5

The number of members is unlimited but must be at least six. The founders are lifelong members of the general meeting (unless they resign voluntarily). They can only be excluded by the general meeting acting unanimously, not counting the vote of the founder concerned.

The organisation can have effective and non-effective members. Only the effective members have full membership, including the right to vote at the general meeting. Effective members are members whose names are entered in the membership register, which is kept at the organisation' s head office. The legal provisions are only applicable to the effective members.

Non-effective members only join the non-profit organisation in order to benefit from the organisation' s activities. They have no right to vote at the general meeting. The conditions for admission, the rights and the obligations of the non-effective members can be laid down in internal rules.

In these bylaws, the word 'member' explicitly refers to the effective members.

#### ARTICLE 6

Any natural person or legal entity can join the organisation if they are accepted by the general meeting. The request for admission of a prospective member is to be submitted in writing (by e-mail, ordinary or registered post) to the board of directors.

#### ARTICLE 7

The board of directors can, under the conditions to be determined by this board, also accept other persons as honorary members, protective members, supporting members or advisory members. These members will be regarded as non-effective members. Their rights and obligations can be mentioned in internal rules.

#### ARTICLE 8

The members have the obligation to pay an annual membership fee of 250 euro maximally. The amount of the annual membership fee is determined by the general meeting. The time of payment is determined by the board of directors. The members can be urged by the board of directors to pay their membership fee within a specific

period of time. Any member who fails to pay within thirty days following the expiry of the specified period is deemed to resign.

#### ARTICLE 9

Any member can leave the organisation at any time. All resignations must be notified to the board of directors by ordinary or registered letter.

#### ARTICLE 10

Resigning or excluded members and their legal successors are not entitled to any part of the organisation' s capital and can therefore never claim a refund of or compensation for membership fees paid or contributions made.

### TITLE III: THE BOARD OF DIRECTORS

#### ARTICLE 11

The organisation is managed by a board of directors that consists of at least three directors, who may or not be members of the organisation. If and as long as the non-profit organisation has less than three members, the board of directors can consist of two directors. If the board of directors only has two members, neither member has the casting vote.

#### ARTICLE 12

Directors are appointed for two years and can be re-elected. Directors appointed in the interim complete the current term of office. If the office of a director becomes vacant before the end of his term of office, the remaining directors are entitled to co-opt a new director, who will complete the current term of office. The appointment of the co-opted director must be confirmed at the next general meeting. If the appointment is confirmed, the co-opted director will complete the term of office of his predecessor. In the absence of confirmation, the term of office of the co-opted director will end after the general meeting without affecting the validity of the composition of the board of directors until that time.

#### ARTICLE 13

The directors are appointed by the general meeting.

The resolutions of the general meeting can be adopted by written agreement of the members, provided that prior deliberations took place by video or telephone conference.

#### ARTICLE 14

The term of office of the directors is terminated by removal of a director by the general meeting, by voluntary resignation, by expiration of the term of office (if applicable) or by death.

#### ARTICLE 15

A director who wishes to resign must inform the board of directors in writing (by e-mail or by ordinary or registered letter). The resignation takes effect immediately, unless it causes the minimum number of directors to decrease below the minimum number stipulated in the bylaws. In that case the board of directors must meet to:

- either to co-opt a director within a reasonable period of time (in that case the next general meeting must confirm the co-optation),
- or to convene a general meeting within a reasonable period of time, which must provide for the replacement of the director concerned.

The resignation of the director concerned takes effect at the time of the co-optation in the first case mentioned above and at the moment on which the appointment of a substitute director is confirmed by the general meeting in the second case mentioned above.

#### ARTICLE 16

The board of directors represents the organisation, including before a court of law. The board of directors is entitled to perform all acts necessary or useful for the realisation of the activities/purpose of the organisation, to the exclusion of the acts for which only the general meeting is competent according to law. It acts as plaintiff and defendant in all legal proceedings and decides whether or not certain legal remedies will be taken recourse to.

Any director can have another director represent him at the meetings of the board of directors. A director can represent one other director at the most.

The board of directors exercises its powers as a board. The board of directors can only deliberate and decide validly if the majority of the directors is present. Resolutions are adopted by simple majority of the votes cast by the directors who are present or represented. However, in the event of equality of votes, the chairperson or the person replacing the chairperson has a casting vote. This provision is not effective if the board of directors only has two members. Abstentions and invalid votes are not taken into account.

#### ARTICLE 17

If the board of directors has to adopt a resolution or has to take a decision with regard to a transaction that falls within its area of competence, and if a director has a direct or indirect proprietary interest that conflicts with the organisation's interest, the director concerned is to inform the other directors before the board of directors takes a decision.

The director who has a conflicting interest is not allowed to participate in the deliberations of the board of director with regard to these resolutions or transactions, nor in the vote in that respect. If the majority of the directors has a conflicting interest, the resolution or transaction is submitted to the general meeting and the board of directors is authorised to implement the resolution or transaction after having obtained the approval of the general meeting.

The arrangement relating to conflicting interests is not applicable if the decisions of the board of directors relate to customary transactions performed under the conditions and guarantees usually provided on the market for similar transactions.

#### ARTICLE 18

Under extraordinary circumstances the resolutions of the board of directors can be adopted unanimously and in writing by all directors, with the exception of resolutions that are excluded pursuant to the provisions of the bylaws. The resolutions adopted are recorded in the minutes of the next meeting. These minutes also include the motives for the written decision-making process.

#### ARTICLE 19

Meetings of the board of directors are convened by the chairman or by two directors.

The meetings of the board of directors are chaired by the chairperson. If there is no chairperson or if the chairperson is absent, the meeting is chaired by a substitute designated among the directors or by the oldest of the directors present.

#### ARTICLE 20

Minutes are drawn up of each meeting and are signed by the chairperson of that meeting and by the directors who request to do so.

#### ARTICLE 21

The board of directors issues all internal regulations deemed necessary and useful. The most recent approved version of these regulations are available at the organisation's registered office.

#### ARTICLE 22

The board of directors can on its own responsibility transfer the representation of the organisation, both before and outside a court of law, to one or several directors. The board of directors can elect among its members a chairman, a secretary, a treasurer and any position required for the proper operation of the organisation.

Their appointment is the responsibility of the board of directors.

Termination of office of these authorised persons takes place

a) voluntarily, by the authorised person him/herself, by means of a written resignation to be submitted to the

board of directors (by e-mail or by ordinary or registered letter)

b) by removal from office by the board of directors. The relevant decision by the board of directors is to be notified to the person concerned.

#### ARTICLE 23

Without prejudice to the general power of representation of the board of directors as a body, the organisation is validly represented before and outside a court of law by the president or the secretary or the treasurer.

#### ARTICLE 24

Directors acting on behalf of the organisation pursuant to article 23 do not need to provide proof of any decision or of any authorisation vis-à-vis third parties.

#### ARTICLE 25

For specific actions the board of directors can designate one or several authorised agents, who do not need to be directors and who may act individually or jointly. The authorised agents act within the limits of the specific powers granted to them, as determined by the board of directors.

#### ARTICLE 26

The board of directors can set up a committee responsible for daily management. The board of directors shall supervise the management committee.

Daily management includes acts and decisions within the limits of the organisation's daily needs as well as acts and decisions which, either on account of their lesser importance or on account of their urgent nature, do not justify the intervention of the board of directors.

Their appointment is the responsibility of the board of directors.

The term of office of the members of the management committee is terminated :

- a) voluntarily, by the management committee member him/herself, by means of a written resignation to be submitted to the board of directors (by e-mail or by ordinary or registered letter)
- b) by removal from office by the board of directors. The relevant decision by the board of directors is to be notified to the person concerned.

#### ARTICLE 27

The decisions taken by the management committee are always taken in consultation with the entire management committee in accordance with the customary rules relating to deliberative meetings.

The organisation is validly represented by one management committee member where the daily management is concerned.

### TITLE IV: GENERAL MEETING

#### ARTICLE 28

The general meeting consists of all effective members and is chaired by the chairperson of the board of directors. If there is no chairperson or if the chairperson is absent, the meeting is chaired by a substitute designated among the members or by the oldest of the members present.

Each member can be represented at the general meeting by another member. However, a member can only represent one other member. Each member only has one vote at the general meeting.

#### ARTICLE 29

The general meeting has exclusive powers for :

- amendments of the bylaws, except in cases where the board of directors is competent in accordance with the Belgian Code of Companies and Associations,
- appointment and removal of the directors,
- determination of the remuneration of the directors if a remuneration is granted,
- appointment and removal of the internal auditors and determination of their remuneration,
- discharge to the directors and the internal auditors, as well as filing the organisation's claim against the directors and internal auditors,
- approval of the budget and of the annual account,
- voluntary dissolution of the organisation,
- exclusion of a member of the organisation,
- conversion of the non-profit organisation into an international non-profit organisation, into a cooperative company recognised as a social enterprise or into an accredited cooperative company – social enterprise,
- making or accepting a gratuitous incorporation of all assets and liabilities,
- all matters for which the present bylaws require a decision of the general meeting.

#### ARTICLE 30

The general meeting is validly convened by the board of directors whenever required within the framework of the organisation's activities/purpose. The decision-making powers are reserved for the board of directors.

#### ARTICLE 31

The board of directors has the obligation to convene the general meeting whenever 1/5th of the members addresses a request in this respect to the board of directors by means of an ordinary or registered letter which lists the items on the agenda. In that case the board of directors convenes the general meeting at the latest twenty-one days following the request. The general meeting is held at the latest on the fortieth day following the request.

#### ARTICLE 32

In order to be valid, the notices convening a general meeting must be signed or sent by a person to be designated by the board of directors. All members, directors and, if necessary, internal auditors must be convened by e-mail or by ordinary or registered letter at the latest fifteen days before the meeting.

#### ARTICLE 33

The convening notice, which indicates the place, date and time of the meeting, contains the agenda, which is established by the board of directors. Any item that is put forward in writing by 1/20th of the members by ordinary or registered letter must be included in the agenda. This item must be signed by 1/20th of the members and must have been submitted to the board of directors at the latest five days before the meeting. Items not included in the agenda can in no case be discussed.

#### ARTICLE 34

With the exception of the matters referred to in the applicable laws and in the bylaws, resolutions are adopted in accordance with the ordinary rules of deliberative meetings: the resolutions are adopted by ordinary majority of the votes cast by the members who are present and/or represented, irrespective of their number. By way of exception, in the event of equality of votes, the chairman or the person chairing the meeting at that moment has a casting vote. If there are only two members, neither member has a casting vote. Abstentions and invalid votes are not taken into account.

#### ARTICLE 35

Amendments to the bylaws can only be decided by the general meeting, except in the case where the board of directors is competent, as laid down in the Belgian Code of Companies and Associations. The general meeting can only take the decision if the amendment is accurately described in the convening notice and if at least 2/3rds of the members are present or represented. If this quorum is not reached, a second meeting can be convened, as stipulated in the present bylaws; this meeting will be able to take a valid decision regardless of the number of members present. The second meeting cannot be held within 15 calendar days following the first meeting.

A majority of 2/3rds of the votes present or represented is moreover required for any amendment to the bylaws, even at the second general meeting. A change in the purpose of the activities of the organisation requires a

4/5ths majority. Abstentions and invalid votes are not taken into account.

ARTICLE 36

A voluntary dissolution of the organisation is subject to the same rules as those described for an amendment to the purpose or activities of the organisation.

ARTICLE 37

The exclusion of a member is subject to the same rules as those described for an amendment to the bylaws.

In case of exclusion of a member, this agenda item must also be included in the convening notice and the member concerned must be heard.

ARTICLE 38

Minutes are drawn up of every meeting and signed by the members who wish to do so. These minutes can be consulted by members and any interested third parties at the head office of the organisation.

**TITLE V: ACCOUNTS AND BUDGETS**

ARTICLE 39

The organisation' s financial year starts on 1 January and ends on 31 December.

The board of directors closes the accounts for the past financial year and prepares the budget for the next financial year. Both are submitted to the approval of the annual general meeting, which is held within six months after the closure of the financial year.

ARTICLE 40

Except in case of a court-ordered dissolution or a dissolution by operation of law, only the general meeting can decide to dissolve the organisation, if 2/3rds of the members are present or represented at the general meeting and, moreover, a 4/5ths majority of the votes present or represented agrees to voluntarily dissolve the organisation. The proposal for voluntary dissolution of the organisation must be mentioned explicitly on the agenda of the general meeting.

If no 2/3rds of the members are present or represented at this general meeting, a second general meeting must be convened, which deliberates validly regardless of the number of members present or represented, but a 4/5ths majority of the votes present or represented must agree to dissolve the organisation voluntarily. Abstentions and invalid votes are not taken into account.

In case of voluntary dissolution, the general meeting or, if there is none, the court appoints one or several liquidators.

The general meeting also determines their competence, as well as the conditions for liquidation, within the limits of and in compliance with the relevant legal provisions.

If several liquidators are appointed, each liquidator individually is authorised to perform all acts that are necessary or useful for the liquidation of the organisation. Each of them individually is authorised to represent the organisation vis-à-vis third parties within the scope of the liquidation.

After settlement of the debts, the organisation' s assets will be transferred to an organisation with a non-profit purpose.

ARTICLE 41

The Belgian Code of Companies and Associations applies to all matters that are not provided for or settled in these bylaws.

Thus drawn up and accepted at the general meeting of 14/11/2019.

At Edegem,

Voor-  
houden  
aan het  
Belgisch  
Staatsblad



**Luik B** - vervolg

Vanlaere Ineke  
Chairperson

Neergelegd door Bonte Benjamin, Lasthebber

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