

Australian Network in Belgium

By-Laws

The By-Laws are written in English and French for understanding and communication purpose. Based on Belgium law, the French written By-Laws takes preference over the English version.

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1. Introduction

The By-Laws outlined in this document support the constitution of the association the "Australian Network in Belgium".

These By-Laws form an essential part of the governance and foundation of the association.

2. Mission and Objectives

Based on the social object outlined in the constitution:

"The association is created to foster relationships between Australia and Belgium for individuals, organizations, and businesses.

The main objectives of the association are, but not limited to networking events, information and experience sharing, and social and cultural events and activities."

The association acts as a facilitator and enabler, on different levels of engagement, defined and based on the target audience, goal of the objective or activity, and vision to fulfil.

Even though the mission statement refers to the relationships between Australia and Belgium, the association is not only for Australian or Belgium citizens. It is open for every nationality, if there is a motivation to support the relationships between Australia and Belgium or the European Union.

3. Membership & Membership Fee

The Members build the foundation of the association and are the key to success. Based on the constitution the Members are in different categories, leading to different rights and obligations, which are outlined below.

3.1. Categories

The association groups their Members into three main categories: Individual Members, Corporate Members, and Friends.

The difference based on the constitution is that Individual and Corporate Members are Full Members based on the constitution, while Friends and Sponsors are Associate Member and therefore do not have full membership rights.

3.1.1. Individual Member

Individual Members are people who register with the association as an individual person. This person does not represent any organization or other association. Only the registered person is a Member.

Individual Members are Full Members based on the constitution.

The membership fee for an Individual Member is € 30 per year.

Each Individual Member has the right to one (1) vote.

3.1.2. Corporate Member

Corporate Members will be categorized in 3 levels, depending on their size (head count of the Belgium representation, turnover, balance sheet total). They are grouped into Small, Medium, or Large Corporate Members.

Social Enterprises, Not for Profit (NFP) or Non-government organizations (NGO) sizing category applies but a 50% reduction in membership fee is applied.

Each Corporate Member has the option to voluntary sign up to a higher level / larger size of Corporate Membership, while it is not possible for a Medium Corporate Member to sign up as Small, or for a Large to sign up as Medium or Small Corporate Member.

Each Corporate Member is obliged to select the right size within the application, based on the table shown below. Corporate Members must provide information and proof of size to the association, upon request of the association, as well as inform the association in case of change of size.

Corporate Size Criteria Table

Size Category	Head Count (Belgium representation)	Turnover (€)	Balance sheet total (€)
Small Corporate Member	< 50	≤ 10 million	≤ 10 million
Medium Corporate Member	< 250	≤ 50 million	≤ 43 million
Large Corporate Member	> 250	> 50 million	> 43 million

The category selected will be the highest one, where the Corporate Member at least fulfils one of the three criteria.

3.1.2.1. Small Corporate Members

Small Corporate Members are organizations who fall into the category Small Corporate Members based on the table above, are official registered as an organization, and are registered as Corporate Member with the association.

Small Organization Members are Full Members based on the constitution.

The membership fee for a Small Corporate Member is € 60 per year. For Social Enterprises, NFP and NGO this is € 30 per year.

Each Small Corporate Member can register one (1) person as its representative. This person has the right to one (1) vote.

3.1.2.2. Medium Corporate Members

Medium Corporate Members are organizations who fall into the category Medium Corporate Members based on the table above, are official registered as organization, and are registered as Corporate Member with the association.

Medium Corporate Members are Full Members based on the constitution.

The membership fee for a Medium Corporate Member is € 120 per year. For Social Enterprises, NFP and NGO this is € 60 per year.

Each Medium Corporate Member can register up to two (2) persons as its representatives. Each person has the right to one (1) vote.

3.1.2.3. Large Organizations

Large Corporate Members are organizations who fall into the category Large Corporate Member based on the table above, are official registered as organization, and are registered as Corporate Member with the association.

Large Corporate Members are Full Members based on the constitution.

The membership fee for a Large Corporate Member is € 240 per year. For Social Enterprises, NFP and NGO this is € 120 per year.

Each Large Corporate Member can register up to three (3) persons as its representative. Each person has the right to one (1) vote.

3.1.3. Friends

Friends are people or organizations who register with the association as a Friend, by subscribing to dedicated distribution lists or to social media communication.

To be a Friend, no specific registration process is defined.

The association keep the right to exclude any registered person as Friend, if this person damages the reputation or image of the association, or does not respect the constitution, By-Laws, or Code of Conduct.

A Friend is an Associate Member, therefore holds no Full Member rights based on the constitution.

There is no membership fee for a Friend.

Friends do not have any voting rights related to matters of the associations (e.g. General Meetings, etc.) but they can participate in surveys with their vote, which are open to non-members.

3.1.4. Sponsors

Based on the constitution, a sponsor is an Associate Member of the association. If a Sponsor wishes to become a Full Member, the sponsor need to apply for a membership separately.

Sponsors are key for the association to fulfil the objective of the association. The association will get engaged with sponsors on a mutual or contractual agreement, and need to be approved by the Board of Directors.

3.2. Rights and Obligations

3.2.1. Full Members

Full Members (Individual Members and Small, Medium, and Large Corporate Members) have the right to participation on the General Meetings (Annual and Extraordinary General Meetings), to vote at these meetings, and can be elected as a member of the Board of Directors.

Full Members have the obligation follow the Constitution, By-Laws, and Code of Conduct, to not damage the image or reputation of the association, as well as notifying any changes to their registration details.

3.2.2. Associate Member

Associate Members (Friends and Sponsors) have the right to participate in activities and events open to the public (not to members only activities and events), at non-member rates.

3.2.2.1. Friends

Friends have the obligation follow the Constitution, By-Laws, and Code of Conduct, to not damage the image or reputation of the association.

3.2.2.2. Sponsors

While most of the rights and obligations are defined within the agreement/contract between the association and the Sponsors, there are the following obligations which are mandatory for the Sponsor:

- Acknowledging the associations Constitution, By-Laws, and Code of Conduct
- Not damaging the reputation and image of the association itself or any member

3.3. Application Process

The application process depends whether the applicant is applying for an individual or corporate membership, or as a Friend or Sponsor.

3.3.1. Full members

To become a Full Member, applicants need to submit an online application, paper application, or by email a scanned paper application.

Each application for a Full Member will be reviewed for approval by the Board of Directors. The decision (approved or rejected) will be communicated by the Board of Directors through email, including the invoice for the membership fee.

In case of rejection of an application, where the membership fee has been paid already, the membership fee will be refunded to the applicant.

The membership rights of a Full Member will only be granted upon payment of the full membership fee.

3.3.2. Friends

The application process for Friends depends on the method used to connect with the association.

Friends do not need approval to join, but they can be excluded by the decision of the Board of Directors.

3.3.3. Sponsors

There is no defined application process for Sponsors, as the association gets engaged with Sponsors on a mutual or contractual agreement.

3.4. Billing & Payment Process

The association will raise an invoice to its Members to pay the annual membership fee, based on the rights of the constitution and the amount defined in the By-Laws (see above).

The invoice will be sent by email to each Member in November, for the new year, and needs payment prior to the 1st of January, to avoid losing membership rights.

Members have different options to pay their membership fee:

- Direct debiting scheme (preferred)
- Bank transfer to the associations account nominated on the invoice
- Paying in cash to a member of the Board of Directors

If a direct debiting scheme has been agreed and processing fails due to a fault of the Member, any associated costs must be paid by the Member.

3.5. Breach of payments

In addition to the regulation of the breach of payment within chapter 9 of the constitution, the membership will be suspended in case of breach of payment. If the member resumes its membership, the amount outstanding will be calculated as if the member was not suspended.

The Member will regain the membership once full payment has been received.

3.6. Benefits Corporate Members

Corporate Members will receive additional benefits, as part of their corporate membership and higher membership fee, in comparison to individual members.

- The logo of the Corporate Member will be shown on the association online presence
- Where possible, the logo of the Corporate Member will be shown at selected events/activities
- Corporate Members can use the associations logo, to indicate that they are a member of the association
- Corporate Members have access to dedicated Corporate Member events
- Corporate Members receive information for sponsoring opportunities prior to non-members
- Corporate Members receive business related information

4. Board of Directors

The offices of the Board of Director are grouped into two main categories: Managing and Supporting Offices of the association.

Based on the constitution, a maximum of twelve (12) people can be on the Board of Directors. Four (4) offices are related to managing offices, while an additional eight (8) can be defined as supporting offices, based on the need of the associations projects and activities.

4.1. Managing Offices

The managing offices, with are focusing on running the association are:

- Chairperson
- Vice-Chairperson
- Treasurer
- Secretary

4.2. Supporting Offices

Supporting offices can be defined during general meetings. Defined supporting offices:

- Social Media & Communication
- Event Management (1)
- Event Management (2)
- Members Management

5. Financial Controls

The Board of Directors trustfully manages the books and finances of the association, in the name of its Members.

Specific governance and rights are outlined below, to protect the association and its Members:

5.1. Payments by the association

All payments the association makes need to be supportive to the mission of the association, and agreed within the Board of Directors, with a simple favorable vote (no defined voting method).

5.2. Bank signatories

Bank signatories are limited to three Board Members, the Chairperson, the Vice-Chairperson, and the Treasurer.

Each of the three (3) defined Board Members can sign for agreed payments of up to € 1.000 by themselves, while two (2) signatures are needed for agreed amounts above € 1.000.

Payments for any purpose not agreed cannot be made.

5.3. Review of financial accounts

All members of the Board of Directors have the right to review the accounts.

5.4. Review books of the association

Upon request to the Board of Directors, every Member has the right to review the accounts of the associations, at a location defined by the Board of Directors. The association will not send out details of their accounts to any person or Member by mail, email or any other method, with the exception if requested by regulations or law.

5.5. Expenses Guideline / Reimbursements

Expenses related to fulfilling the objective of the association can be reimbursed by the association, subject to the approval of two (2) Board Members (not including the person claiming for reimbursement), if expenses

- are reasonable
- are related to pre-agreed or planned activity
- do not harm the reputation or image of the association
- can be justified by receipts

The approval for reimbursement can be performed by email within the Board of Directors.

6. General Meeting – Voting Principle

At any General Meeting, generally voting will be performed by a show of hands. Only, if prior to the vote a secret vote is requested by a member and supported by at least 10% of the present votes, then the voting must be performed as secret vote.

7. Code of conduct

The association agreed on a Code of Conduct, to protect the association and its Members from misbehaviour. The Code of Conduct will be accessible through the Board of Directors, as well as online on the association's web page.

Every Member of the Board of Directors need to sign and follow the Code of Conduct, when joining the Board or when the Code of Conduct has changed.

All Full Members (Individual and Corporate Members), as part of the application process, need to acknowledge the Code of Conduct, as a requirement to become a Member. Changes to the code of conduct will be communicated to the Members by newsletter or email.