



Belgian Cricket Federation
Abbreviated to BCF
Non-Profit Organisation
Huis van Sport, Zuiderlaan 13 9000 Gent
0453.755.706

Members of the non-profit association "The Belgian Cricket Federation" vzw/asbl, gathered at the Annual General Meeting of 26 March 2012 in Antwerp and acting in accordance with the law and the articles of association, have unanimously accepted the following articles of association.

These articles of association replace the articles of association published in the Belgian Official Bulletin (Het Belgische Staatsblad/Le Moniteur Belge) of 1 December 1994 (number 019152), as well as all changes introduced since then.

The members confirm that the association is a non-profit association with the following articles of association, in accordance with the law of 27 June 1921, modified by the law of 2 May 2002 as published in the appendices of the Belgian Official Bulletin of 11 December 2002 and hereafter named the vzw/asbl law.

TITLE I: NAME, SEAT, OBJECTS, DURATION

Article 1 - Name

1. The name of the association is "The Belgian Cricket Federation" vzw/asbl, henceforth referred to as the Association. This name must always be preceded or followed by the words "Association sans but lucratif" or "vereniging zonder winstoogmerk", or the abbreviations "asbl" or "vzw".

2. The Association reserves the right to use the following names and abbreviated names in all acts, invoices, announcements, publications and other documents issued by the Association.

- BCF asbl/vzw
- FBC asbl/vzw
- Belgische Cricket Federatie vzw
- Fédération Belge de Cricket asbl
- Belgian Cricket Federation asbl/vzw

3. The Association reserves the right to use the name "Cricket Belgium".

4. The Association recognises the contribution of the founding members of the Belgian Cricket Federation, founded as an actual association on 25 February 1990:

- Antwerp Cricket Club,
- Mechelen Eagles Cricket Club vzw,
- Pakistan Cricket Club Belgium asbl, and
- Royal Brussels Cricket Club asbl.

Article 2 – Registered Office

1. The registered office of the Association is Huis van Sport, Zuiderlaan 13 9000 Gent. The Association therefore falls under the jurisdiction of the district of Sterrebeek.

2. All documents required by asbl/vzw law are laid down at the clerk's office at the Court of Commerce of the above-mentioned judicial district.

Article 3 - Objectives

1. The Association is a non-profit organisation. The object of the Association is to foster the organisation and development of cricket in Belgium. To this effect the association organises domestic and international cricket matches, as well as national competitions.

The Association is responsible for the selection of teams for international matches and ensures the development of young amateurs in the game. The Association may also perform other activities designed to assist the realisation of its social objectives. It may therefore organise social events such as dances, cultural occasions and in general anything which may directly, or indirectly, promote the playing and knowledge of cricket to the public in general. It may also organise sporting events other than cricket on its grounds. The association may buy, sell, rent or let property in order to further achieve its social objective. It may carry out all other operations deemed necessary to enable it to acquire funds for the achievement of its principal objective.

2. The Association is the sole organisation representing Belgian cricket at national and international level.

3. The Association will discourage and penalise racism and the practice of doping.

Article 4 - Duration

1. The Association is founded for an indefinite period of time.

Article 5 - Conventions

1. In these Articles of Association, unless otherwise stipulated,

"Association" means the Belgian Cricket Federation asbl/vzw;

"Administrators" mean the members of the Executive Committee;

"Members" means the full members, but excluding associate members, or honorary members;

"Chairman" means the chairman of the Executive Committee;

"Secretary" means the secretary of the Executive Committee;

"Treasurer " means the treasurer of the Executive Committee;

"General meeting" means the Annual General Meeting, as well as Extraordinary Annual Meetings, convened according to these Articles of Association.

2. In these Articles of Association, words implying the masculine gender are taken to include the feminine gender.

TITLE II: MEMBERSHIP

Article 6 - Members

1. The Association has full members, associate members and honorary members.
2. The number of Members of the Association is indefinite, but must be at least three.
3. Full membership, including the right to vote at the general meeting, belongs exclusively to full members.

Article 7 – Joining the Association

1. In order to become a Member of the Association, the organisation in question must demonstrate a regular and ongoing involvement in activities relating to the game of cricket in Belgium, become a member of a recognised regional federation and be accepted by majority vote at a General Meeting of the Association.
2. Members must be a limited company, actual association or non-profit -organisation.
3. Requests to join as a Member or associate member must be justified and addressed in writing to the Executive Committee.
4. When deciding on such requests, the Executive Committee will comply with the regulations laid down in the articles of association and the by-laws.
5. The Member clubs or organisations are represented by an authorised delegate.

Article 8 – Regional Federations

1. To meet the conditions described in paragraph 1 of the previous article, the Association will recognise for each region of Belgium one regional federation. A Member may be affiliated only to the regional federation of the region in which it is established.
2. In the absence of a recognised regional federation, the Association will act as the ex-officio regional federation.

Article 9 - Honorary Members

1. Honorary Members are those people accepted by the Executive Committee on the basis of their service.
2. The Executive Committee has the right to propose honorary members.
3. The duration of honorary membership is indefinite, but the Executive Committee may revoke it at any time.
4. Honorary Members have only the rights decreed to them by the law, by decisions taken in execution of the law, or by the By-laws. Statutory provisions on this matter may be changed without consultation with or the agreement of the honorary members.

Article 10 - Associate Members

1. Any natural or legal person, club or cricket organisation with a link to the Association may be accepted by the Executive Committee as an Associate Member.
2. Associate Members have only the rights and obligations decreed to them by the law, by decisions taken in execution of the law, or by the By-laws. Statutory provisions on this matter may be changed without consultation with or the agreement of Honorary or Associate Members.

Article 11 - Obligations

1. The full and associate members of the association are obliged:
 - a. To observe the Articles of Association and the Bye-laws of the Association as well as the decisions of its agencies;
 - b. Not to harm the interests of the Association, as described in Article 3, or of one of its agencies.

Article 12 - Resignation and Exclusion

1. Each Member, Associate Member or Honorary Member may resign from the Association at any time by sending a registered letter to the Executive Committee.
2. A Member who/which is no longer compliant with the statutory obligation to engage in regular and ongoing activities relating to cricket in Belgium, may lose his/her/its status as a Member, but will automatically be accepted as an Associate Member. The Executive committee will inform the Member concerned in writing.
3. A Member who/which is no longer a member of a recognised regional federation is by default suspended as a Member. The Executive Committee will inform the Member concerned in writing.
4. A Member who/which meets all statutory requirements can be excluded by the General Meeting only by a two-thirds majority.
5. Pending the decision on the exclusion of a Member, the Executive Committee may suspend the membership of any Member:
 - a. Which harms the interests of the Association, as described in Article 3, or one of its agencies in a serious manner. The Member concerned must be able to be heard on this matter by the Executive Committee before the suspension takes place
 - b. that, despite two written warnings, has defaulted his financial and/or administrative obligations to the Association.
6. A suspension shall be communicated to the Member concerned by means of a registered letter. The Member concerned can, within a period of one month from the start of the suspension, appeal against this decision to the Executive Committee.
7. In the event of appeal, the General Meeting must meet within a period of six weeks to decide on the expulsion of the Member. At this General Meeting, the Member retains his membership rights. If the General Meeting decides not to expel the Member, then the suspension of the Member expires and is considered never to have taken place.

8. The Executive Committee has the sovereign right to expel or suspend an Associate Member or an Honorary Member. The decision of the Executive Committee does not have to be justified. Again the Member has the right to a hearing before suspension.

9. The membership of a Member, an Associate Member or an Honorary Member automatically ends by the death of a person or, in the case of a legal entity, by its dissolution, merger, split-up or bankruptcy.

10. Resigned or expelled Members, Associate Members or Honorary Members have no part in the capital of the Association and cannot at any time claim reimbursement or compensation for their financial contributions.

Article 13 – Membership Fees

1. All Members pay an annual membership fee, proposed by the Executive Committee. The annual contribution cannot exceed 2,000 euro.

2. This maximum amount is indexed annually on the basis of the Consumer Price Index, using the index of December 2006 as a basis. The new index is the index of the month of December, preceding the adaptation.

3. The annual membership fees for Members and associate members are stipulated by the Executive committee, agreed by the AGM and laid down in the By-Laws.

TITLE III: GENERAL MEETING

Article 14 – Annual General Meeting

1. Only the Annual General Meeting is competent to:

- a. Modify the Articles of Association;
- b. Appoint and dismiss administrators;
- c. Approve budget and accounts;
- d. Dissolve the Association;
- e. Expel a Member;
- f. If necessary, appoint and dismiss the commissioners and stipulate their compensation in the event a compensation is granted;
- g. Convert the association into a limited company with a social purpose (“vennootschap met sociaal oogmerk”);
- h. All cases where the present Articles of Association require this.

Article 15 - Notice of the Annual General Meeting

1. The Executive Committee may convene a General Meeting each time the aim or the interest of the Association requires this, in the manner stipulated in the By-laws.

2. General Meetings must be convened at least once a year for approval of the accounts of the previous year. The Executive Committee stipulates the place and date. Notice must be sent a minimum of 21 days beforehand.

3. A quorum shall be reached when at least 50% of voting members are present or represented.

4. If the required quorum of the General Meeting is not reached, the General Meeting is dissolved and the Executive Committee convenes a new general meeting within a period of 15 to 45 days. At this meeting no quorum will apply.

5. An Extraordinary General Meeting is also convened whenever one quarter of the Members request such a meeting. An application will be addressed in writing to the Executive Committee by means of a petition which contains:

- a. The item(s) the Members wish to see treated. These points may include proposal(s) for resolution for the General Meeting;
- b. The names and signatures of the Members who petition the General Meeting.

Article 16 - Invitation and Agenda

1. All Members are invited to the General Meeting.
2. The invitation includes the agenda, which is fixed by the Executive Committee. If at least one twentieth of the Members, with a minimum of two Members, requests a subject be discussed, this subject must be placed on the agenda.
3. The General Meeting may take a valid decision on items that are not listed on the agenda if at least two-thirds of the Members are present or represented.
4. The invitation to an Extraordinary General Meeting will also include the petitioned items agenda and resolutions, as well as the names of the requesting members. The Executive Committee may add other items to this agenda.

Article 17 – Voting and Proxy Statements

1. Each Member has one vote only.
2. Members can be represented at the General Meeting by another Member, provided they have a written proxy statement.
3. Each Member may have a proxy statement to represent only one other Member.
4. Members may vote in writing (by ordinary letter or e-mail) on items that are mentioned on the agenda, provided their vote is received by the Secretary before the General Meeting.
5. The General Meeting decides by a simple majority (i.e. half of the votes plus one, abstentions are not counted) of those present and represented. However, if there are more abstentions than votes in favour, the majority decision is not valid
6. For changes to the Articles of Association, changing the aim of the Association, expelling a Member and deciding the dissolution of the Association, the procedure prescribed by the law will be observed.
7. Every vote related to persons will be made by means of a secret ballot.
8. A secret ballot will be organised at the simple request of a Member of the General Meeting.

Article 18 - Minutes of the General Meeting

1. The minutes of the General Meeting are kept in a register at the registered office of the Association and signed by the Chairman and Secretary.

2. All Members can consult the register but the register may not be moved.

TITLE IV: The Executive Committee

Article 19 Executive Committee

1. The management of the affairs of the Association shall be vested in the Executive Committee, which shall not be fewer than three in number.
2. The Administrators are elected by the General Meeting for a period of two years and may be re-elected.
3. If because of voluntary dismissal, end of term or dismissal, the number of Administrators falls below the statutory minimum, they will retain their function until their replacement has been foreseen.
4. If an Administrator is elected to replace one who has resigned during his mandate, he will only complete the mandate of the resigning Administrator.
5. There are two groups of Administrators.
 - a. Nationally elected Administrators. These Administrators are elected by all members of the General Meeting. This group must include as many representatives as the regionally elected administrators, plus/minus two.
 - b. Regionally elected Administrators. These Administrators are elected by the members of the General Meeting which are also voting members of one of the recognised regional federations. There will be an equal number of regionally-elected administrators from each recognised region.
6. The outgoing Executive Committee decides on the total number of nationally and regionally-elected mandates respectively.

Article 20 - Functions

1. The Chairman will be elected directly by the General Meeting.
2. The Chairman must be one of the nationally elected Administrators.
3. The Executive Committee appoints from its members a Vice-Chairman, Secretary and Treasurer, and stipulates the other functions.
4. The Chairman chairs the meeting; in his absence, the Vice-Chairman will chair the meeting. In the absence of both the Chairman and the Vice-Chairman, the Administrators present shall elect a chairman to chair the meeting.

Article 21 - Decisions of the Executive Committee

1. The Executive Committee decides by a simple majority of votes of the members present, in person or represented.
2. An absent Administrator may be represented by another on the basis of a written proxy statement. There is a maximum of one proxy statement per Administrator.
3. In case of a tied vote, the Chairman (or his delegate) casts the deciding vote.

4. The decisions of the Executive Committee are included in the minutes, which are signed by the Chairman or an Administrator and kept in a specific register.

Article 22 - Powers of the Executive Committee

1. The Executive Committee has the highest authority to manage the Association.
2. The Executive Committee is competent in all matters which have not been explicitly granted to the General Meeting by law or according to these Articles of Association.
3. The Executive Committee may delegate its authority for certain activities and tasks or for the daily management of the Association, to one or more Administrators or even to a third person, who may or may not be a Member of the Association. This mandate can be withdrawn at all times by the Executive Committee.

Article 23 - Contractual Commitments

1. All correspondence, acts of daily management and the discharges will be valid if signed by one Administrator.
2. Long-term contracts (more than one year) and commitments exceeding 2,000 euro must be signed by two Administrators. Such commitments must always be discussed in advance by the Executive Committee.
3. All other financial transactions must always be signed by one Administrator.
4. The Executive Committee appoints and dismisses members of the staff and stipulates their status.
5. The Executive Committee may decide to delegate the authority to represent the Association to one or more persons, Administrators or not, who may act together. The authority of the aforesaid person(s) is delimited by the Executive Committee. This mandate can be withdrawn at any time by the Executive Committee.

Article 24 - By-laws

1. The Executive committee issues all Bye-laws.

TITLE V: BUDGETS - ACCOUNTS – CONTROL

Article 25 – Balance sheet and budget

1. The financial year of the Association runs from 1 January to 31 December.
2. The Executive Committee prepares the accounts and budgets and presents them for approval to the Annual General Meeting.
3. The Executive Committee ensures that the accounts and other documents required by the asbl/vzw law are deposited at the clerk's office of the court of commerce, or if required by law, at the National Bank of Belgium.

Article 26 - Commissioners

1. The General Meeting can appoint one or more account commissioners to control the accounts.
2. The Executive Committee takes all necessary actions to ensure that the Association complies with its obligations, as required by law or by the national or international organisations to which the Belgian Cricket Federation is directly or indirectly accountable.

TITLE VI: DISSOLUTION - LIQUIDATION

Article 27 - Dissolution of the Association

1. Except in the case of judicial dissolution and of dissolution in accordance with the law, only the General Meeting can decide to dissolve the Association, in the manner stipulated in the law.
2. In the case of dissolution of the Association, all assets, reduced by any debts, are transferred to an Association which shall pursue a similar aim. The General Meeting deciding on the dissolution will indicate to which association the remaining assets are to be transferred.

TITLE VII: RIGHT OF INSPECTION MEMBERS

Article 28 - Right of inspection by Members

1. All Members may consult the membership register, all minutes and decisions of the General Meeting and of the Executive Committee at the registered office of the Association.

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