



Unofficial English translation

Articles of Association

At the General Meeting of 10 November 2022, it was decided to amend the Articles of Association in accordance with the provisions of the Companies and Associations Code (hereinafter referred to as 'CAC').

I. THE ASSOCIATION

Article 1. Name

The non-profit association is called 'European Forum for Restorative Justice', abbreviated to EFRJ.

This name must appear in all deeds, invoices, notices, disclosures, letters, orders, websites and other documents, whether in electronic form or not, originating from a legal person, immediately preceded or followed by the words "Vereniging zonder winstoogmerk" or by the abbreviation "vzw", together with the following information: the precise indication of the registered office of the legal person, the company number, the word "Rechtspersonenregister" or the abbreviation "RPR", the indication of the court of the registered office of the legal person, and if applicable, the email address and website of the legal entity.

Article 2. Registered Office

The registered office of the non-profit association is located at Herbert Hooverplein 10, 3000 Leuven, located in the Flemish Region, Belgium.

The Board is authorised to transfer the registered office within Belgium within the same language area. Such a decision by the Board does not require an amendment to the articles of association, unless the address of the legal person is included in the articles of association or if the registered office is moved to another Region. In the latter cases, the Board is authorised to decide on the amendment of the articles of association.

If, as a result of the transfer of the registered office, the language of the articles of association has to be changed only the General Meeting can take this decision, taking into account the requirements for an amendment to the articles of association.

Article 3. Purpose and activities

The non-profit association aims to contribute to the development of high-quality restorative justice throughout Europe. The EFRJ is an international network association that connects members active in the restorative justice field such as practitioners, academics and policy makers across Europe and beyond. The EFRJ promotes research, policy and practice development so that everyone can have access to high quality restorative justice services at any time and place. The





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main focus is on the application of restorative justice to criminal cases, but other areas such as family, school and community mediation are not excluded.

The concrete activities through which the non-profit association achieves its objectives, also referred to as the object of the non-profit association, include:

- Promoting international information exchange and mutual assistance;
- Promoting the development of effective restorative justice policies, services and legislation;
- Research and development of the theoretical basis of restorative justice;
- Stimulating research;
- Developing principles, ethics, training and good practices;
- Promoting dialogue between practitioners, policy makers and researchers (including students);
- Supporting education in raising awareness of the problems of victims, perpetrators and the community;
- Representing and liaising with European and international institutions or organisations, including the Council of Europe, the European Union and relevant non-governmental organisations;
- Raising, maintaining and managing funds to further its work;
- Ensuring that practice and research inform and support each other, and that they inform and support policy makers, who then inform practitioners;
- Organising, giving, supervising and following up on events, workshops and training courses, both short and long-term;
- Active participation in research projects in the field of restorative justice.

This list is non-exhaustive.

In addition, the non-profit association can develop all activities that directly or indirectly contribute to the realisation of its purpose, including commercial and profit-making activities, the revenues of which will always be fully allocated to the realisation of its purpose.

It may not, directly or indirectly, distribute or provide any capital gains to the founders, members, Board members or any other person, except for the disinterested purpose specified in the articles of association. Any transaction in violation of this prohibition is null and void.

The association undertakes not to discriminate against individuals or groups on the basis of age, gender, ethnicity, disability or religion.

The association actively seeks to provide opportunities for the expression of opposing views by anyone who works for a humane justice system for the benefit of the victim, the perpetrator and society.

The association will remain independent in its thinking and acting.

The activities of the association will be based on an attitude of openness and respect and on the willingness to learn from all members.

Article 4. Duration of the association

The non-profit association has been established for an indefinite period and can be dissolved at any time.





II. MEMBERSHIP

Article 5. Members

In the non-profit association there are ordinary members (hereinafter referred to as 'full members') and associate members (hereinafter referred to as 'associate' members).

Article 6. Number of members

There are at least nine full members.

Article 7. Membership

Any individual, governmental or other public organisation and non-governmental organisation that subscribes to the general purpose of the association may apply for membership.

A candidate member must submit an application in writing to the Board. The candidate member must indicate to which category of members (s)he wishes to belong.

The Board decides autonomously on the acceptance of the candidate as a full member or associate member at its next meeting. This decision does not need to be motivated.

The Board shall notify the decisions at the next General Meeting.

Article 8. Rights and obligations

Article 8.1. Full Members

All members can consult the register of members at the registered office of the association. To this end, they submit a written request to the Board with whom they agree on a date and time for consultation of the register. This registry cannot be moved.

In addition, all members have all rights and obligations laid down in the CAC.

Article 8.2. Associate Members

Associate members only have the rights and obligations described in the articles of association, they have no voting rights.

Article 9. Membership fee

Both the full and associate members pay an annual membership fee that is determined by the General Meeting and that amounts to a maximum of 2500 euros.

A full member or associate member who does not pay the annual contribution for 2 consecutive years will be deemed to resign.





Article 10. Resignation

Any full member or associate member may resign from the association at any time by notifying the Board of that resignation by e-mail or letter. The resignation will take effect at the latest one month after receipt of the letter.

If, as a result of 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

The membership of a full member or associate member may be suspended by the Board until the next General Meeting. The General Meeting will decide on the termination of the membership of the full member or associate member.

The reason for suspension will be communicated to the full member or associate member in writing.

Article 12. Exclusion

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

The exclusion will be placed on the agenda with only the name. The full member will be informed by the Board about the reasons for the exclusion. The full member must be heard at the General Meeting and may be assisted by a lawyer.

The vote on the termination of a full member's membership is secret.

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

Article 13. Exclusion of rights to the property of the non-profit association

No full member or associate member, nor the heirs or beneficiaries of a deceased member, can claim or exercise any right to the property of the association. 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.

III. GENERAL MEETING

Article 14. Composition of the General Meeting





The General Meeting consists of the full members. Associate members and staff have the right to attend and speak at the meeting, but cannot vote.

It is chaired by the Chair, in his or her absence by the Vice-Chair, in his or her absence by one of the Board members present. If no Board member is present, the General Meeting will appoint a chair from among the full members present.

Article 15. Competencies of the General Meeting

The following exclusive competencies are exercised by the General Meeting:

1. The amendment of the articles of association
2. The appointment and removal of the Board members and the determination of their remuneration, if any
3. The appointment and removal of the statutory auditors and the determination of their remuneration, if any
4. The discharge of the Board members and the statutory auditors, as well as, where appropriate, the filing of the association's claim against the Board members and the statutory auditors
5. The approval of the annual accounts and the budget
6. The dissolution of the association
7. The exclusion of a full member
8. The conversion of the non-profit association into an international non-profit organisation (IVZW), a cooperative company recognised as a social enterprise or into a recognised cooperative company social enterprise
9. To make or accept a donation of a generality
10. Determining the general policy of the association
11. Approval of the Internal Regulations
12. All cases in which these articles of association provide so.

Article 16. Meetings of the General Meeting

The General Meeting must be convened at least once a year and within six months of the closing of the financial year.

The Board may convene a General Meeting whenever it deems it necessary, in cases determined by law or the articles of association or when at least 1/5 of the members so request.

If necessary, the statutory auditor may convene the General Meeting. He or she must convene it when 1/5 of the members of the association so request.

The Board or, where appropriate, the statutory auditor, shall convene the General Meeting within twenty-one days of the request to convene and the General Meeting shall be held no later than the sixtieth day after such request, unless the articles of association provide otherwise.





Article 17. Invitation and agenda of the General Meeting

The invitation is sent at least 15 days prior to the date of the General Meeting to all full members, Board members and statutory auditors and associate members by e-mail or letter to the address that they most recently provided.

The invitation contains the date, time and place of the General Meeting, as well as an agenda.

A copy of the documents to be submitted to the General Meeting pursuant to the CAC will be sent immediately and free of charge to the full members, Board members and auditors who so request.

Each proposal signed by at least two full members from at least two different countries, these members representing at least 1/20th of the full members, is placed on the agenda. It must be submitted to the Board no later than two months before the date of the General Meeting.

Article 18. Attendance Quorum at the General Meeting

The General Meeting may validly deliberate, regardless of the number of full members present or represented.

When the decisions relate to an amendment to the articles of association or the exclusion of a member, the General Meeting can only validly deliberate and decide if at least two thirds of the full members are present or represented at the meeting. The proposed amendments to the articles of association must be specified in the convocation notice.

If fewer than the minimum required number of full members are present or represented at the first meeting, a second meeting may be convened. It can validly deliberate and decide and adopt the amendments regardless of the number of members present or represented. The second meeting may not be held within 15 days of the first meeting.

Article 19. Voting at the General Meeting

At the General Meeting, each full member has one vote. The representative of the full members with legal personality, being governmental or other public organisations and the non-governmental organisations, has three votes.

Full members unable to attend the meeting may be represented by other full members. Each full member can hold a maximum of five proxies.

Decisions are made by consensus. If no consensus is reached, decisions are taken by a simple majority of the votes of the members present or represented, except where the CAC or the articles of association provide otherwise.

In the event of an equality of votes, the proposal is deemed to have been rejected.

The following decisions require a majority of 2/3 of the members present or represented, abstentions being neither counted in the numerator nor in the denominator:

- Amendments to the articles of association
- Exclusion of a full member from the General Meeting.





However, if the amendment to the articles of association relates to the subject-matter or the purpose of the association or the dissolution of the association, it is only adopted if it has obtained 4/5 of the votes cast, with abstentions neither in the numerator nor in the denominator are included.

Voting may be by roll call, show of hands or, at the request of all full members present or represented, by secret ballot.

Article 20. Proceedings of the General Meeting

The Board members answer the questions put to them by the members, either verbally or in writing, before or during the meeting, and that are related to the agenda items. They may, in the interest of the association, refuse to answer questions if the communication of certain data or facts could cause damage to the association or conflict with the confidentiality clauses entered into by the association.

Where appropriate, the statutory auditor answers questions put to him or her by the members, either verbally or in writing, before or during the meeting, and that relate to the items on the agenda on which he reports. He or she may, in the interest of the association, refuse to answer questions if the communication of certain information or facts could cause damage to the association or is contrary to his or her professional secrecy or to confidentiality clauses entered into by the association. He or she has the right to speak at the General Meeting in connection with the performance of his or her duties.

The Board members and the statutory auditor can group their answers to different questions on the same subject.

Article 21. Report of the General Meeting

The decisions of the General Meeting are recorded in a report book, which is kept at the registered office of the non-profit association.

The report of the General Meeting will be sent to anyone who makes a written request for this to the secretary. Copies for third parties are signed by one or more members of the Board authorised to represent.

Each full member has the right to inspect this report book. In addition, the full members are informed of the decisions of the General Meeting by sending a copy of the original reports of the General Meetings.

IV. GOVERNANCE AND REPRESENTATION

Article 22. Composition of the Board

The non-profit association is managed by a Board, composed of at least seven and maximum fifteen Board members from six different countries and full members of the non-profit association.





The General Meeting appoints a selection committee that will prepare nominations for the next elections of the Board. A minimum of two full members must nominate a candidate for election as Board member.

The Board members are appointed by the General Meeting by a simple majority of votes of the full members present or represented, for a period of four years. Board members can be reappointed once.

The Board elects a chair, a vice-chair, a treasurer and a secretary from among its members.

The mandate of Board member is unpaid. The costs they incur in the exercise of their Board membership are reimbursed on presentation of the necessary supporting documents.

Article 23. Co-optation of Board members

When a Board member's position becomes vacant before the end of his or her mandate, the remaining Board members have the right to co-opt a new Board member.

The next General Meeting must confirm the mandate of the co-opted Board member. Upon confirmation, the co-opted Board member will fulfil the mandate of his or her predecessor, unless otherwise decided by the General Meeting. In the absence of confirmation, the mandate of the co-opted Board member ends at the end of the General Meeting, without prejudice to the regularity of the composition of the Board up to that time.

Article 24. End of Board membership by operation of law and by resignation

When the term of a Board member's mandate has expired, the mandate ends automatically at the next General Meeting.

Any Board member may resign by written notice to the Board.

When a Board member resigns, he or she must remain in office until the General Meeting can reasonably provide for his or her replacement.

The mandate of a Board member ends by operation of law upon the death of this Board member.

Article 25. Dismissal of Board members

Board members may be removed from office if their conduct, actions or statements, based on sound evidence, are found inconsistent with the intent and purpose of the association, or are deemed to damage the reputation of the association.

A motion to dismiss a Board member can be brought at a General Meeting on the initiative of ten full members or at the initiative of two thirds majority of the other Board members.

A written request to consider this motion must be addressed to two Board members at least two months before the date of the General Meeting where the motion is to be discussed. The motion must state the reasons for the Board member's resignation and must be supported by a two-thirds





majority of the General Meeting. The General Meeting can only decide on the dismissal after the Board member has had the opportunity to express his or her opinion.

Article 26. Board Disclosure Requirements

The appointment of the members of the Board and of the persons authorised to represent the non-profit association and their termination of office are made public by filing them in the association's file at the Registry of the Company court and publishing an extract in the Appendices to the Belgian Official Gazette. These documents must in any case show whether the persons representing the non-profit association bind the non-profit association individually, jointly or as a body, as well as the extent of their competencies.

Article 27. Competencies of the Board

The Board is authorised to perform all internal management acts that are necessary or useful for the realisation of the subject-matter of the non-profit association, with the exception of 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 management, in particular consultation and supervision, the Board members may divide the management duties among themselves. This division of labor cannot be invoked against third parties, even after they have been made public. Non-compliance does, however, endanger the internal liability of the Board member(s) involved.

Article 28. Internal regulations

The Board issues any internal regulations it deems necessary and submits them to the General Meeting for approval. Such internal regulations cannot contain provisions that are contrary to the CAC or the articles of association. The internal regulations and any amendments thereto are communicated to the members in accordance with article 2:32 of the CAC. The most recent version of the internal regulations is always available for inspection at the registered office of the association. If the internal regulations change, the change must be included in the agenda and in the minutes of the next General Meeting.

Article 29. External representation power of the Board

The Board represents as a whole the non-profit association in all actions in and out of court. It represents the non-profit association through the majority of its members.

Without prejudice to the general powers of representation of the Board as a whole, the non-profit association is also represented in and out of court by two Board members who act jointly and/or sign.

The Board or the Board members who represent the non-profit association can appoint proxies of the non-profit association. Only special and limited powers of attorney for certain or a series of





certain legal acts are permitted. The authorised representatives commit the non-profit association within the limits of the power of attorney granted to them, the limits of which are enforceable against third parties in accordance with what applies with regard to mandates.

Article 30. Meetings of the Board

After convocation by the chair, the Board meets as often as the interest of the non-profit association requires, with a minimum of twice a year, and at the request of a Board member, addressed to the chair.

The convocation is made by e-mail or letter, at least 1 day before the time of the meeting of the Board. The convocation contains the date, time and place of the meeting of the Board, as well as the agenda. The agenda is drawn up by the chair.

Article 31. Attendance Quorum and Voting by the Board

The Board can only validly deliberate and decide if at least five Board members are present at the meeting.

Decisions within the Board are taken by consensus. If no consensus is reached, decisions are taken by a simple majority of votes of the Board members present. In case of equality of votes, the chair has the casting vote.

Decisions of the Board can be taken by unanimous written agreement of the Board members. This requires the prior unanimous consent of the Board members to proceed to written decision-making. In any case, this means that a deliberation took place by e-mail, video or telephone conference or other means of communication.

Article 32. Report of the Board

A report is made on the decisions of the Board, which is kept at the registered office of the non-profit association.

All Board members and full members have the right to inspect the reports.

The reports of the meetings of the Boards are signed by the chair and the Board members who request who request so. Copies for third parties are signed by one or more members of the Board authorised to represent.

Article 33. Conflict of interest

When the Board has to take a decision or rule on a transaction that falls within its competence, in which a Board member has a direct or indirect financial interest that conflicts with the interest of the association, the Board member concerned must inform the other Board members before taking a decision. His or her statement and explanation of the nature of this conflict of interest will be included in the report of the meeting of the Board that has to take the decision. The Board is not allowed to delegate this decision.





The Board member with a conflict of interest may not participate in the deliberations of the Board on these decisions or transactions, nor in the voting in that regard. If the majority of the Board members present or represented has a conflict of interest, the decision or transaction is submitted to the General Meeting; if the General Meeting approves the decision or the transaction, the Board can carry it out.

This procedure does not apply when the decisions of the Board relate to operations of a usual nature that take place under the conditions and against the securities usually applicable on the market for similar transactions.

Article 34. Committees and working groups

The General Meeting or the Board may establish committees or other working groups. It can co-opt individuals in such bodies.

Committees and working groups report to the Board.

V. THE EXECUTIVE COMMITTEE

Article 35. Composition of the Executive Committee

The Board may assign the day-to-day management of the association, as well as the representation of the association with regard to that management, to at least 2 persons, called Executive Committee members.

The Executive Committee consists of the chair, the vice-chair, the secretary, the treasurer and the executive director.

Executive Committee members are appointed by the Board.

The Board is charged with supervising the Executive Committee.

Article 36. Competencies of the Executive Committee

The day-to-day management includes actions and decisions that do not go beyond the needs of the daily life of the association, as well as actions and decisions that, either because of their minor importance or because of their urgency, do not justify the intervention of the Board.

With regard to the internal day-to-day management, the Executive Committee members will act jointly. With regard to the external representation power for that day-to-day management, the non-profit association is validly represented in and out of court by at least two Executive Committee members acting jointly.

The Executive Committee members cannot take decisions and/or perform legal acts related to the representation of the non-profit association in the context of the day-to-day management without the permission of the Board, for transactions exceeding 50.000 EUR. These cannot be invoked





against third parties, even after they have been made public. Non-compliance does, however, jeopardise the internal liability of the representatives concerned.

The Board may limit the power of representation of the Executive Committee.

Article 37. End of mandate and resignation of an Executive Committee member

When the term of the mandate of an Executive Committee member has expired, the mandate ends by operation of law.

Any Executive Committee member may resign by written notice to the Board. If the Executive Committee member is bound by an employment contract, he or she must take the agreement into account when resigning.

The mandate of an Executive Committee member can be terminated at any time by the Board. The vote on the termination of the mandate of an Executive Committee member is secret.

When an Executive Committee member loses his or her capacity on the basis of which he or her was appointed as Executive Committee member, his or her mandate ends by operation of law. This applies both to the members of the Board who were Executive Committee members and to the executive director who was Executive Committee member.

The mandate of an Executive Committee member ends by operation of law upon the death of the Executive Committee member.

Article 38. Disclosure Requirements Executive Committee

The appointment of the persons charged with the day-to-day management and their termination of office are made public by filing them in the association file at the registry of the Company Court and publishing an extract in the Appendices to the Belgian Official Gazette. These documents must in any event show the extent of their powers and whether the persons who represent the non-profit association with regard to day-to-day management bind the non-profit association individually, jointly or as a board.

VI. LIABILITY OF BOARD MEMBERS

Article 39. Board members' liability

The Board members and Executive Committee members (and all other persons who have had actual management powers with regard 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 error committed is a non-contractual error. However, these persons are only liable for decisions, deeds or conduct that are apparently outside the margins within which normally prudent and diligent directors, placed in the same circumstances, can reasonably disagree.





Since the Board is a college, their liability for the decisions or omissions of this college is jointly and severally.

However, with regard to errors in which they did not participate, they are exempt from liability if they have reported the alleged error to the collegiate Board. This notification, as well as the discussion to which it gives rise, is recorded in the minutes.

This liability, together with any other liability for damages arising from the CAC 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 provided in art. 2:57 of the CAC.

VII. ACCOUNTANCY

Article 40. Financing

The association will not accept funding from organisations whose objectives are incompatible with the intent and objectives of the association.

Article 41. Financial year

The financial year of the non-profit association starts on 01/01 and ends on 31/12.

Article 42. Accountancy

The accounts are kept in accordance with the provisions of the CAC and the relevant implementing decrees.

The Board submits the annual accounts of the previous financial year and the budget of the current financial year to the annual General Meeting for approval.

After the Board has rendered account for the policy in the previous year, the General Meeting pronounces on the discharge of the Board members. This is done by separate vote. This discharge is only legally valid if the true state of the association is not hidden by any omission or incorrect statement in the annual accounts and, with regard to extra-statutory transactions or transactions contrary to the CAC, when these are specifically indicated in the convocation.

The annual accounts are filed with the registry of the Company Court within thirty days of approval by the General Meeting. Insofar as applicable, the annual accounts are also filed with the National Bank in accordance with the CAC and the relevant implementing decrees.

Article 43. Supervision by an auditor

As long as the non-profit association does not use more than one criteria of 'small non-profit association' as described in art. 3:47 §2 CAC, the non-profit association is not obliged to appoint a statutory auditor.





As soon as the non-profit association exceeds more than one of the criteria, it must instruct one or more auditors to audit the financial situation, the annual accounts and the regularity in the light of the law and the articles of association and of the transactions that must be recorded in the annual accounts.

The statutory auditor is appointed by the General Meeting from among the members of the Institute of company auditors for a term of 3 years. The General Meeting also determines the remuneration of the statutory auditor and also pronounces on the discharge of the statutory auditor.

VIII. DISSOLUTION AND LIQUIDATION

Article 44. Voluntary dissolution of the non-profit association

The non-profit association can be dissolved at any time by the General Meeting.

The General Meeting is convened to discuss proposals regarding the dissolution of the non-profit association, submitted by the Board or by at least 1/5 of all members.

In order to validly deliberate and decide on the dissolution of the non-profit association, at least 2/3 of the full members must be present or represented at the General Meeting. The decision to dissolve must be taken by a special majority of at least 4/5 of the votes present or represented.

In non-profit associations that are required to appoint one or more statutory auditors, the proposal for dissolution is explained in a report drawn up by the Board, which is stated in the agenda of the General Meeting that has to pronounce on the dissolution. A statement of assets is attached to that report, cf. art. 2.110§2 CAC. If one of these two reports is missing, the decision of the General Meeting is null and void.

In the event that the proposal for dissolution is approved, the General Meeting will appoint 1 or more liquidator(s), whose mandate it will specify.

From the decision to dissolve, the non-profit association always states that it is "non-profit association in liquidation" in accordance with the CAC.

A non-profit association in liquidation may not change its name and only under the conditions stipulated in art. 2:117 CAC may move its seat.

Article 45. Destination of the assets of the non-profit association after dissolution

In the event of dissolution and liquidation, the General Meeting or the liquidator(s) decide(s) on the allocation of the assets of the non-profit association. In any case, it will be donated to an organisation with a similar disinterested goal.

Article 46. Disclosure Requirements





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All decisions regarding the dissolution, the liquidation conditions, the appointment and the termination of office of the liquidators, the closing of the liquidation and the allocation of the assets are filed in the association file at the registry of the Company Court, and published in the Appendices to the Belgian Official Gazette in accordance with the CAC and its implementing decrees.

IX. Final Provisions

Article 47. Applicability of the law

In case of disputes, an attempt is made to reach a consensus or amicable settlement.

In all cases not covered by these articles of association, the provisions of the Companies and Associations Code ('CAC') and the (future) implementing decrees apply.

