

BRITISH-LUXEMBOURG-SOCIETY

Non-profit association
R.C.S. Luxembourg : n° F1008
Corporate Seat: 6, rue Antoine de Saint-Exupery, L-1432 Luxembourg

STATUTES

The year 2025 (two thousand and twenty-five), **March 3 (three)**.

The members of the non-profit association "BRITISH-LUXEMBOURG-SOCIETY" meeting in an extraordinary general meeting, adopt the coordinated text of the statutes following the amendments to the statutes dated at the top, in accordance with the statutes of 24 April 1947, 4 March 2018, and the law of 7 August 2023 on non-profit associations and public utility establishments, as follows:

Title I Name - Object - Means - Seat – Duration

Art. 1 the association is named the BRITISH-LUXEMBOURG-SOCIETY (hereafter, the **Association**). Its aim is to deepen and strengthen the bonds of friendship which so happily exist between the United Kingdom and the former British Empire and its dominions on the one hand, and the Grand Duchy of Luxembourg on the other, to the exclusion of all political or religious tendencies and considerations.

Art. 2 To these ends, the Association proposes *inter alia*:

- a) to encourage the study, knowledge, and dissemination of the English language in Luxembourg;
- b) to make the Luxembourg public aware of the character of the British nation, its history, and its traditions;
- c) to organize exchanges in all cultural fields;
- d) to develop exchanges in the field of sport; and
- e) to consider and organize study tours in both directions.

At the sole discretion of the Board of Directors (the **Board** or the **Council**), as further expanded at Section II of these Statutes, the Association may organize *inter alia*:

- a) English and Luxembourgish language courses, or such other courses as may be requested by the full members from time to time;
- b) lectures on the British and Luxembourgish nations, their history, and their traditions; and
- c) other cultural and educational activities.

In order to achieve the objectives defined within these Statutes, the Association will establish direct and permanent contact with the relevant British and Luxembourgish organizations.

Art. 3 The head office of the Association is in Luxembourg.

Art. 4 The duration of the Association is unlimited.

Title II Admission - Resignation and exclusion of members – Subscriptions

Art. 5 The Association is made up of full members (*membres effectifs*) and honorary members (*membres adhérents*).

The number of members (of any type) is unlimited, but number of full members may not be fewer than three. Only full members have a right to vote (in person or by proxy) at General Meetings of the Association.

Admission of both full and honorary members is made by the Council, with such admission presumed accepted unless and until a refusal is communicated to the individual by a member of the Council.

Art. 6 Members may withdraw from the Association by sending their resignation to any one member of the Council.

Any member who does not pay the membership fee within two months of such fee falling due is deemed to have resigned.

Art. 7 Any member determined to have knowingly contravened the interests of the Association or who has failed to comply with the laws of honour may be excluded, with decisions on such matters being taken by the Council.

Decisions taken by the Council on exclusion are subject to appeal to the General Meeting of the Association, which makes a final decision by a two-thirds majority vote of the full members present or represented.

Art. 8 Full members pay an annual membership fee to be fixed by the General Meeting of the Association from time to time, save for the application of automatic indexation-linked increases, as may occur from time to time. This contribution may not exceed 200,- euros.

Title III Organs of the Association

Section I The General Meeting

Art. 9 All full members are entitled to attend and vote at General Meetings of the Association. The granting of a proxy for attendance and voting at a General Meeting is permitted, provided that the proxyholder is also a full member of the Association. Each full member present at the general meeting may represent a maximum of five absent full members, with the exception of the Chairman of the meeting who may represent an unlimited number of full members. Evidence of authority to attend and vote is proven on presentation of a proxy signed by an absent full member, clearly naming the attorney and voting intention.

The Annual General Meeting of the Association is to be convened every year on or before the last business day in March, with such Meeting convened by the Council, or the appointed auditor (the latter to the extent required by law).

A General Meeting may be requisitioned by the membership:

- a) on presentation of a petition to the General Secretary of the Association, clearly stating the purpose of such a Meeting;
- b) the petition must be signed by one tenth of the full members of the Association; and
- c) the petition must be delivered at least fifteen days prior to the proposed date of the General Meeting.

No decision can be taken on an item that is not on the agenda.

Art. 10 The membership may requisition an item on the agenda of a General Meeting, provided that such proposal is supported by one twentieth of the full membership; evidence of such support to be provided in writing and delivered to the General Secretary of the Council not less than fifteen days prior to the date of the General Meeting.

Art. 11 The powers of the General Meeting are:

- a) the appointment and dismissal of the members of the Council;
- b) the appointment and dismissal of the auditor, should one be appointed;
- c) to approve the annual financial statements of the Association, and to review the budget for the subsequent financial year;
- d) to challenge the exclusion of members in accordance with Article 6, paragraph 2 of these Statutes;
- e) to amend the Statutes;
- f) to establish the upper threshold of membership fees;
- g) to decide on the dissolution, liquidation, or merger of the Association; and
- h) in general, to take all decisions and to rule on all matters submitted to it, and which are not contrary to the law or public order.

Art. 12 The General Meeting, in all cases where the law and the Statutes do not provide otherwise, shall be duly constituted, convened, and quorate regardless of the number of members present or represented, and its decisions shall be taken by an absolute majority. If a second round of voting becomes necessary, a relative majority is sufficient.

Art. 13 Resolutions passed at General Meeting shall be entered into an ad hoc register, and signed by the President and Secretary, *pro tempore*, of that Meeting.

This register will be kept at the headquarters of the Association, where all members will be able to read its contents. To any third party who can prove a legitimate interest on request, the resolutions may be communicated in extracts, certified by the President of the Association, or by any two members of the Council, unless the Council exceptionally authorises access to the register itself.

Section II Administration

Art. 14 The Association is governed by the Council, which must consist of between five and twenty full members, appointed annually at a General Meeting of the Association. Outgoing directors are immediately eligible for re-election.

Art. 15 The President, the General Secretary, and the Treasurer are chosen each year by the Council from among its members.

Art. 16 The Council has all powers of management over the Association, save for those powers reserved to the General Meeting, and is responsible for the achievement of the social purposes of the Association.

The Council has full powers of representation of the Association in its relations with third parties.

The Council may acquire, sell, or mortgage the property of the Association, contract loans, provide for the investment of available funds, accept donations and legacies, draw up annual accounts and draft future budgets, subject to the authorizations provided for by law.

Art. 17 The Council shall endeavour to meet every two months, and in any event whenever it is convened by the President or the General Secretary.

A quorum is achieved when the majority of its members is present or represented.

Art. 18 In the event of the death or resignation of a director, the Council may provide for his or her replacement until the next general meeting.

Art. 19 The Council may delegate its powers for the dispatch of specific projects and urgent decisions to a steering committee composed of at least two Council members, together with any additional individuals as the Council, in its sole discretion, sees fit.

Art. 20 The deliberations of the Council shall be recorded in minutes recorded in an ad hoc register and signed by the President and the General Secretary. In the event of the absence of the President and/or the General Secretary, the minutes in question shall be signed by two members of the Council in his/her place. An extract of the minutes of Meetings of the Council certified by the President or the General Secretary is proof of veracity in Court, and to third parties.

Art. 21 The joint signatures of two directors, one of whom must be the President or the General Secretary, may validly bind the Association to third parties, without the need to justify a prior authorization.

Art. 22 The Council may delegate its powers for one or more matters to several persons chosen from among the members of the Association or to third parties, who need not be members.

Section III Control

Art. 25 To the extent required by law, supervision is exercised by an auditor elected annually at a General Meeting of the Association, and who is immediately re-elected at the end of his mandate.

Art. 26 The auditor is required to ensure the strict execution of the Statutes, and to exercise an unlimited right of control over the entire management of the Association, and is entitled to access all necessary information to effectively discharge his / her mandate.

If deemed appropriate, the auditor has the power to convene a General Meeting of the Association in accordance with the formalities of Article 9 of the Statutes.

Art. 27 The auditor is entitled to attend meetings of the board of directors, but only in an advisory capacity.

Title IV Resources - Financial Year - Annual accounts

Art. 28 The Association is to be considered a small association, in accordance with Article 18 of the Law of 7 August 2023.

Art. 29 The resources of the Association include the following:

- a) the members' subscriptions;
- b) gifts or legacies in favour of the Association;
- c) corporate sponsorships;
- d) any subsidies granted by the public authorities or by individuals;
- e) the proceeds of exhibitions, subscriptions, festivals, events, etc.; and
- f) any interest on funds invested.

Art. 30 The financial year begins on 1 January and ends on 31 December.

Art. 31 The annual accounts for each financial year are made up to 31 December, and submitted for approval at General Meeting together with the report of the appointed auditor.

The annual accounts together with the auditor's report shall be made available to the members via electronic communication, and at the registered address of the Association at least eight days prior to the General Meeting at which they will be submitted for approval.

Title V Amendments to the Articles of Association

Art. 32 For any amendment to the statutes, it is necessary to apply Article 15 of the Law of 7 August 2023 on non-profit associations and public utility establishments.

Title VI Dissolution – Liquidation

Art. 33 The dissolution of the Association may be pronounced only upon observance of the formalities and conditions set out in the relevant Articles within Chapter 9 of the above-mentioned Law of 7 August 2023.

Title VII Prevailing Language

Art. 34 These statutes are presented in both English and French. In case of discrepancy, the English language version of the statutes shall prevail.