**Constitution of the International Ecumenical Fellowship (IEF)**

**(Original Translation Approved by the General Assembly on 7 August, 2005,**

**This Retranslation Approved by the General Assembly on 17 May 2008)**

**Part I. LEGAL FORM, NAME, PLACE OF REGISTRATION, AIM AND DURATION**

**Art. 1. Legal Form and Name**

The association has the legal form of a nonprofit association, VZW for short. The name of the association is International Ecumenical Fellowship, or IEF for short.

**Art. 2. Place**

The registered office shall be in Belgium, situated at Engelendalelaan 89, 8310 Assebroek (Brugge), in the jurisdictional district of Bruges.

The office may be transferred to any other place in the Kingdom of Belgium by an ordinary resolution of the Council of Management and published in the Annexes to the *Moniteur Belge*.

The Council of Management can take this decision without change of the Constitution, on condition that the change of office does not involve a change of linguistic regime.

**Art. 3. Aim and Powers**

**§ 1.***Aim*: This nonprofit association has a religious and teaching aim: to promote, by means of common liturgy and prayer, friendship, study and action, the visible unity among churches and Christians, according to the will of Christ, to the glory of the one God, Father, Son and Holy Spirit.

**§ 2.** *Powers*: The association works on an international level and can exercise all powers and take all measures and initiatives, which contribute, directly or indirectly, to the realisation of its aim. The association can take any legal action that is necessary or useful to the realisation of its aim. The association can also undertake economic activities on condition that the profits are intended exclusively for the benefit of its aim. For this purpose, it may acquire or possess properties, movable or immovable, and use, manage or dispose of the same.

**Art. 4. Duration**

The association is established for an indefinite period. It can be dissolved at any time.

**PART II. MEMBERSHIP**

**Art. 5. Number**

The number of members is not limited provided that there is a minimum of *four*.

**Art. 6. Admission**

**§ 1.** Associations and individuals can become members. They are called corporate members or individual members.

**§ 2.** Membership depends on the following conditions: corporate members should have a Christian identity, an ecumenical composition or, at least, an ecumenical intention, and individual members should be members of a Christian church. All candidate members should agree with the aims of the association, its Constitution and its Internal Regulations.

**§ 3.** New members are accepted by the General Assembly in accordance with the Internal Regulations.

**Art. 7. Resignation, Exclusion and Departure**

Membership of corporate members is for an indefinite period. Membership of individuals lasts for a period of *three consecutive years* and may be renewed once, except when the General Assembly decides otherwise by a two-thirds vote. Membership ends by resignation, exclusion, failure to adhere to the conditions of membership, dissolution or death.

Resignation of members takes place by a letter of resignation addressed to the President of the Council of Management.

Exclusion of members from the association may only be decided by the General Assembly, by a two-thirds vote of members present or represented.

**Art. 8. Subscription**

Members pay an annual subscription. The amount of the subscription is fixed each year by the Council of Management, and may not exceed the amount of twenty thousand Euros (20.000 EUR).

At the end of membership, members, or their successors, have no claim on the property of the association. Neither have they the right to claim back a refund of the financial contributions they or their predecessors have made to the association.

**PART III. GENERAL ASSEMBLY**

**Art. 9. Composition and Representation**

The General Assembly is made up of all the members of the association. Each corporate member has two votes. Each individual member has one vote. A member may be represented by another member. The representative, however, may not have more than one mandate.

**Art. 10. Powers**

The General Assembly has power in the following matters:

**1.**°constitutional amendments;

**2.**°election and dismissal of officers;

**3.**°election and dismissal of auditors and the fixation of their salaries in case a salary has been accorded;

**4.**°approval of accounts and budgets;

**5.**°acquittal of officers and auditors;

**6.**°dissolution of the association;

**7.**°exclusion of members;

**8.**°transformation of the association into a company with social aims.

**Art. 11. Meetings**

**§ 1.** In the course of the first half of each calendar year there should be held at least one ordinary General Assembly for the approval of the accounts of the past year and the budget of the coming year.

**§ 2.** Extraordinary General Assemblies may be held at the initiative of the Council of Management or on the demand of at least one fifth of the members of the association.

**§ 3.** Notice of the General Assembly should be sent by post or electronically at least eight days before the meeting. The notice is valid only when bearing the signature of the President of the Council of Management, her or his representative, or of two officers. All members should be invited and the notice should state day, hour, venue and agenda of the meeting.

**§ 4.** The General Assembly is presided over by the President of the Council of Management, or in her or his absence, by an officer mandated by her or him.

**§ 5.** Only business explicitly included in the agenda may be validly voted on by the General Assembly at this meeting.

**§ 6.** In ordinary matters resolutions shall be validly passed by a simple majority vote, on condition that at least half of the members or their representatives are present. Resolutions concerning constitutional amendments, exclusion of members or voluntary dissolution can be passed if the conditions, defined by articles 8, 12, 20 and 26 of the Act of 27 June 1921 are observed. In the event of an equality of votes, the President, or her or his representative, shall have a casting vote. When at least half of the members present ask for it, the vote shall be secret.

**§ 7.** Minutes are made of each General Assembly. They are signed by the President, or her or his representative, and provided to each member, at the latest on the convocation of the next General Assembly.

**PART IV. COUNCIL OF MANAGEMENT**

**Art. 12. Composition and Representation**

**§ 1.** The Council of Management consists of *at least three* members appointed by the General Assembly and removable at any time.

**§ 2.** The officers provide their services gratuitously.

**§ 3.** In order to be appointed as an officer one should be a member of the association, or a mandated representative of the member, if the latter is a corporate member.

**§ 4.** Officers are chosen for a period of *three consecutive years*. This mandate is renewable only once, unless a two-thirds majority of the General Assembly decides otherwise. When the mandate ends prematurely through death, resignation, exclusion or not meeting the conditions of membership, the General Assembly shall provide the replacement for the rest of the term of office. Until replacement of the officer, the other officers exercise the full powers of the Council of Management.

**§ 5.** The officers appoint among themselves a President, a Vice-President, a Secretary and a Treasurer.

**Art. 13. Powers**

**§ 1.** The Council of Management governs, represents and binds the association without supplementary authorisation of the General Assembly, for all legal and extra-legal purposes. It may act, whether as claimant or defendant, in all proceedings and decides whether or not to have recourse to legal action. It is entitled to exercise all powers, without exception, of management and disposition, including alienation of movable or immovable property, for valuable or nil consideration, to raise money on mortgage, to lease or lend, for whatever period, to engage in commercial and banking operations, and to discharge a mortgage.

**§ 2.** All powers which are not assigned by the law or the Constitution to the General Assembly, are exercised by the Council of Management.

**§ 3.** The Council of Management may delegate its power, partially or completely, to one or more officers, especially with respect to the daily management of the association and the use of the official signature linked to the exercise of that management. This transfer and/or delegation may be withdrawn at any time. The Council of Management may give a specific or limited mandate to one or several persons, be they officers or not, members or not of the association.

**§ 4.** Towards a third party, the association is represented and bound by the *joint signatures of two officers*, except when the Council of Management has designated a representative officer for a specific purpose.

**§ 5.** The Council of Management may publish *Internal Regulations* considered to be useful.

**Art. 14. Assemblies**

**§ 1.** The Council of Management meets at least once a year.

**§ 2.** The Council of Management is summoned by the President or two officers. The notice shall be sent by post or electronically at last eight days beforehand and shall state the day, hour, venue and agenda of the meeting.

**§ 3.** The Council of Management may only validly meet when half of the officers are present. Each officer has one vote. An officer may be represented by another officer. The representative, however, cannot have more than one mandate. The resolutions of the Council of Management should be approved by at least half of the officers present or represented.

**§ 4.** Minutes are made of each meeting of the Council of Management. They are signed by the President, or her or his representative and provided to the officers, at the latest on the convocation of the next Council of Management meeting.

**PART V. OTHER DISPOSITIONS**

**Art. 15. Administrative Year, Accounts and Budget**

The administrative and financial year shall begin on 1st January and end on 31st December in each calendar year. Each year, the Council of Management shall give an account to the General Assembly of its management during the past year. The Council of Management prepares the accounts and the budget. Each year, it submits them for approval by the General Assembly.

**Art. 16. Dissolution**

**§ 1.** Except in the case of involuntary dissolution, the dissolution may onlybe decided by the General Assembly in accordance with article 20 of the Law of 27 June 1921. The resolution of dissolution shall appoint one or several liquidators, in accordance with article 19 and 22 of the Law of 27 June 1921.

**§ 2.** In case of dissolution the remaining assets, after settlement of debts and liabilities, are transferred to an association having a similar aim, and designated by the General Assembly.

**Art. 17. Complementary dispositions**

To all matters not settled by this Constitution, the Law of 27 June 1921 is applicable.

International President of IEF

