

**The BRITISH LADIES' CLUB OF LUXEMBOURG.,  
Association sans but lucratif (asbl) No. F0003796**

STATUTES

**1. Name and Address**

- 1.1 The name of the association shall be the British Ladies' Club of Luxembourg, also known as the BLC (hereinafter referred to as the Club).
- 1.2 The Club has its registered office at the Secretary's address. Its postal address is Boite Postal 57, L-6905 Niederanven, Luxembourg.

**2. Aim**

- 2.1. The aim of the Club is to act as a focal point for English-speaking women in Luxembourg, and to this end it shall foster and promote such activities as shall be of interest to English-speaking women in Luxembourg.
- 2.2 The Club has no religious, political or ideological affiliation.

**3. Membership**

- 3.1 All English-speaking women of 18 years of age and above are eligible for membership.
- 3.2 Membership will be granted on receipt of an application form and payment of the relevant subscription (see Clause 5).
- 3.3 Honorary membership may be granted from time to time by a General Meeting to women who have rendered particular service to the Club (see Clause 8.5(i)). Honorary members have all the rights of ordinary members, but do not have to pay an annual subscription.
- 3.4 As required by Luxembourg law, a list of members' names, addresses and nationalities will be compiled every year and deposited at the Registre de Commerce. This list will also indicate the changes which have taken place since the previous year.

**4. Termination of Membership**

- 4.1 Members of the Club may terminate their membership at any time by tendering their resignation.
- 4.2 A member is deemed to have resigned if her subscription has not been paid three months from the date it was due.
- 4.3 A General Meeting of members may suspend or terminate a membership, upon the Committee's recommendation, should they consider this necessary in the interests of the Club (see Clause 7.2(f)).
- 4.4 Members who have resigned or who have been excluded from the Club have no claim upon its assets or upon the subscriptions paid.

**5. Subscriptions**

- 5.1 The annual rate of subscription shall be set each year by the AGM (see Clause 8.5(f)) for the following financial year. It shall not exceed EUR 250.
- 5.2 The annual subscription shall be due each year on the first day of the Club's financial year and should be paid to the Treasurer by transfer to the Club's bank account.
- 5.3 Members will be informed through the newsletter or otherwise when their subscriptions are due.

**6. The Committee**

*The Powers of the Committee*

- 6.1 The day to day affairs of the Club will be governed and managed by a Chair and a Committee of between four and twelve additional members.
- 6.2 The Committee is empowered to act in good faith in any way it sees fit to further the aims of the Club, provided that it does not exceed the authority given to it by these Statutes, in particular with regard to those matters which must be decided at a General Meeting (see Clause 7).
- 6.3 The Committee will carry out the instructions it receives from the General Meeting pursuant to the aims of the Club. It will administer the Club's finances and will be responsible for the production and distribution of a regular newsletter.
- 6.4 The Committee represents the Club in communications with third parties.

*Selection and Discharge of Committee Members*

- 6.5 The Chair and the Committee will be elected from among the Club's membership each year at the AGM. Prior to nomination (which shall be duly proposed and seconded) they must have expressed their

willingness to serve. Election will be by separate ballots for the Chair and for each member of the Committee.

- 6.6 The Committee shall at all times have the power to co-opt additional members. Co-opted Committee members are full members of the Committee. However they must not outnumber the elected members on the Committee.
- 6.7 All Members of the Committee, howsoever appointed, shall hold office until the election of a new Committee at the AGM following their appointment, when they shall be eligible for re-election should they so wish.
- 6.8 Committee Members may normally serve for a maximum of three consecutive years. Any extension must be for a special reason which must be approved by a GM. The absolute limit is six consecutive years. For co-opted members their term will be counted from the AGM nearest the date of their co-option.
- 6.9 A Committee member will leave the committee if:
  - (a) she resigns from the Committee;
  - (b) she ceases to be a member of the Club under Clause 4;
  - (c) she fails to attend three consecutive Committee meetings without reasonable justification;
  - (d) she is removed by a General Meeting of the Club, on the recommendation of the majority of the Committee (see Clause 7.2(c)).
- 6.10 Should the Chair resign from the Committee, the Committee will elect one of its existing members to the role, to serve until the next GM of the Club.
- 6.11 Should any other member of the Committee resign from the Committee or no longer wish to continue in her designated role, it shall be open to the Committee to re-allocate any of the roles within the Committee or to co-opt any Club member who is willing to join the Committee to perform that role.

#### *The Organisation of the Committee*

- 6.12 The Committee will appoint a Vice-Chair, Secretary and Treasurer from amongst its Members. Other roles may be allocated by the Chair as necessary. Committee roles, with the exception of the Chair, may be reallocated at any time by mutual agreement within the Committee.
- 6.13 The quorum for a meeting of the Committee shall be half its Members.
- 6.14 Any matters which are voted upon by the Committee shall be decided by a simple majority of those present at the Committee meeting. In the event that the vote is evenly divided the Chair shall have a casting vote.
- 6.15 The Secretary will be responsible for keeping a book of minutes of Committee meetings. This will be available for inspection on request by any member of the Club.

## **7. General Meetings**

- 7.1 A General Meeting (GM) of all members of the Club is the supreme governing body of the Club. There are two types of GM, the Annual General Meeting (AGM, see Clause 8) and an Extraordinary General Meeting (EGM, see Clause 9).
- 7.2 According to the Luxembourg law of 21 April 1928, as subsequently modified, only a GM may:
  - (a) change the statutes;
  - (b) change the aim of the Club;
  - (c) elect and discharge Committee members;
  - (d) approve the Committee's management of the Club;
  - (e) dissolve the Club;
  - (f) exclude a member from the Club.In addition only a GM of the Club may change the internal rules of the BLC.
- 7.3 All fully paid-up members of the Club are entitled to speak and vote at a GM. Non-members and lapsed members may attend, and may speak with permission from the Chair, but may not vote on any resolution.
- 7.4 A member who is unable to attend a GM in person may assign her proxy vote to any other member who will be present. However no individual member may hold more than 5 proxy votes, or proxy votes for more than 1% of the membership. Proxy votes may only be assigned by using the form which is distributed with the agenda.
- 7.5 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any member shall not invalidate the proceedings of the meeting.
- 7.6 The quorum for a GM shall be 5% of the membership at the time of the meeting, except where otherwise specified by the law (i.e. for changing the aims or statutes of the Club or for dissolving the Club, see Clauses 7.11 to 7.13 below). This quorum includes both members present at a GM in person and those who have assigned their proxy votes to another member.

- 7.7 If the quorum is not reached within half an hour of the advertised time of the start of the meeting, the meeting will be closed without conducting any business. It can only be reconvened by following the last step of the normal process for convening a GM (see Clauses 8.3 and 9.4).
- 7.8 No resolution may be passed at a GM on any matter which does not appear on the agenda. However such matters may be discussed, at the discretion of the Chair.
- 7.9 The decisions of the GM will be summarised and circulated to members within 12 weeks of the date of the meeting. Detailed minutes of the meeting will be made available at the subsequent GM and to any member on request,
- 7.10 In accord with Luxembourg law details of any new committee will be deposited at the Registre de Commerce within one month of the meeting. A full list of all members of the Club, including their addresses and nationalities, will also be deposited annually at the Registre.

#### *Changing the Statutes*

- 7.11 The following procedure for changing the statutes is set out by the law:
  - (a) The proposed change to the statutes of the Club must be set out clearly in the information about the GM circulated to members in advance.
  - (b) Two-thirds of the members of the Club must be represented at the GM, either in person or via a proxy. However if less than two-thirds of the members are represented, a second meeting may be called, at which the quorum will be 5% of the members. The second meeting may take place immediately after the first, provided that this possibility is made clear in the information and agenda circulated to members in advance.
  - (c) Any changes must be approved by a majority of two-thirds of those represented at the meeting. This applies to both the first and the second meeting (see above).
  - (d) Any changes passed by a second meeting at which less than two-thirds of Club members are present, must be approved by the Tribunal d'Arrondissement.
  - (e) Any changes must be published in the Mémorial C within a month of their adoption.

#### *Changing the Aim of the Club*

- 7.12 The procedure for changing the aim of the Club is similar to that for changing the other statutes, but is even more restrictive:
  - (a) The quorum for the second meeting is half the members of the Club.
  - (b) Any changes must be approved by three-quarters of the members represented at the meeting.

#### *Dissolving the Club*

- 7.13 The procedure for dissolving the Club by a GM is the same as that for changing the statutes.

### **8. Annual General Meeting (AGM)**

#### *Convening the AGM*

- 8.1 The AGM of the Club shall be held annually within four months of the end of the financial year end at such time and place in Luxembourg as may be determined by the Committee.
- 8.2 The date of the AGM will be circulated to members at least six weeks in advance of the meeting, together with a preliminary agenda and a call for items for the agenda. All such items must be submitted to the Secretary at least four weeks prior to the date of the meeting.
- 8.3 Full details of the AGM, including a full agenda and a form for assigning a proxy vote, will be circulated to members at least two weeks in advance of the meeting.

#### *Proceedings*

- 8.4 The AGM will be chaired by the outgoing Chair (or, in her absence, the outgoing Vice-Chair).
- 8.5 The business to be transacted at the Annual General Meeting of members shall be:
  - (a) to confirm the minutes of the previous AGM and any EGM that may have taken place during the financial year;
  - (b) to receive and approve a report from the Chair on the general functioning of the Club during the year;
  - (c) to receive and approve a report from the Treasurer on the finances of the Club during the past financial year (see Clause 10.3);
  - (d) to receive the auditor's report to the Committee and to appoint an auditor for the new financial year (see Clause 10.4);
  - (e) to approve a budget, including a projected financial outcome, for the new financial year;
  - (f) to set the membership subscription for the following financial year (see Clause 5);
  - (g) to discharge the existing Chair and Committee;
  - (h) to elect a Chair and Committee for the coming year (see Clause 6.5);

- (i) to elect any Honorary Members of the Club as recommended by the Committee (see Clause 3.3);
  - (j) to consider any other items on the published agenda (see Clauses 8.2, 8.3 and 9.4);
  - (k) to consider, at the discretion of the Chair, any other business not included on the agenda (see Clause 7.8).
- 8.6 Any resolution put to the vote shall be decided by simple majority on a show of hands, unless at least five members present in person request a secret ballot. Any such request will be granted and a secret ballot will take place. The Secretary of the meeting shall be the sole and absolute judge of the validity of the votes tendered at the meeting.

## **9. Extraordinary General Meeting (EGM)**

- 9.1 An EGM may be called by the Committee at any time to conduct urgent business for which a GM is required.
- 9.2 An EGM must be convened if requested by 20% of the Members.
- 9.3 The EGM will be chaired by the Chair (or, in her absence, the Vice-Chair).
- 9.4 Full details of the EGM, including a full agenda and a form for assigning a proxy vote, must be circulated to members at least two weeks in advance of the meeting.

## **10. Financial arrangements**

- 10.1 The Committee shall cause proper books of account to be kept with respect to:
  - (a) all matters of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases of goods, equipment and services by the Club;
  - (c) the assets and liabilities of the Club.
- 10.2 All payments of EUR 1,000 or more shall be signed by the Chair or Treasurer and one other Committee member. Payment for lesser amounts may be effected on the signature of one Committee member.
- 10.3 At the AGM each year the Committee shall lay before the Club proper income and expenditure accounts for the financial period ending on the last day of the financial year immediately preceding the meeting, together with a proper balance sheet showing the assets and liabilities of the Club at the same date.
- 10.4 At least once in every financial year the auditor selected at the AGM shall examine the accounts of the Club and shall report to the Committee on the correctness of the income and expenditure account and balance sheet as presented to the AGM. The auditor shall not be a member of the Committee or related to any member of the Committee.
- 10.5 No portion of the income and property of the Club, howsoever derived, shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, to the members of the Club or their families.
- 10.6 The provisions of the foregoing paragraph shall not invalidate the payment to members of amounts due to them in respect of wages, salaries or otherwise in payment for goods or services, settlement of debts, loan repayments or other financial liability of the Club.

## **11. Dissolution**

- 11.1 According to Luxembourg law, the Club may be dissolved by judicial order or through a GM. A judicial order may be requested by a member or by a third party with a grievance against the Club. The procedure for dissolving the Club by a GM is set out in Clause 7.13.
- 11.2 The Club will be dissolved if the number of members falls below 20.
- 11.3 If, upon the dissolution of the Club there remains, after the satisfaction of all debts and liabilities, any assets whatsoever these will be given or transferred to some exclusively charitable or educational institution in Luxembourg, such institution to be determined by the members of the Club at or before the time of dissolution.

21 April 2010

**Committee members:** Alison Kelly (Chair), Sam Grocock (Vice-Chair), Lynn Frank (Secretary), Siobhan Cooper (Treasurer), Martine Balland, Helen Callaway, Becky Delves, Nicola Howells, Karen Lang, Lorien Maté.