

**"EUROPEAN NETWORK OF REGISTERS OF WILLS ASSOCIATION"**

in abbreviated form "ENRWA"

International Not-for-Profit Association:

Registered headquarters: 30-34, rue de la Montagne, in  
Brussels

0875.868.032 RPM Brussels

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**ESTABLISHMENT**: document executed and authenticated by the notary James Dupont, Notary in partnership, dated the eighth of July two thousand and five, extracts of which were published in the Annexes of the Belgian Official Journal (*Moniteur belge*), section Not-for-Profit Associations dated the following thirteenth of September under the number 05128169.

Not-for-Profit Association having been recognised by Royal Decree dated the twenty-fourth of August two thousand and six and the articles of which have never been amended since it was founded.

International Not-for-Profit Association registered in the Brussels Trade Register (RPM) under the number 0875.868.032.

**AMENDMENT OF THE ARTICLES**: document executed and authenticated by the notary James Dupont, Notary in partnership, dated the eighth of August two thousand and six, the new purpose of which was approved by Royal Decree dated the fourth of October two thousand and six, extracts of which were published in the Annexes to the *Moniteur belge* of the following first of December, under the number 20061201/180790.

**AMENDMENT OF THE ARTICLES**: document executed and authenticated by the notary James Dupont, Notary in partnership, dated the twelfth of December two thousand and eight, extracts of which were published in the Annexes to the *Moniteur belge* of the following twenty-nine of December, under the number 08200092.

**AMENDMENT OF THE ARTICLES**: Extraordinary General Assembly held on the thirtieth of June two thousand and twelve, under private deed, extracts of which were published in the Annexes in the *Moniteur belge* the twentieth of March two thousand and thirteen, under the number 13045628.

**AMENDMENT OF THE ARTICLES:** Extraordinary General Assembly held on the ninth December two thousand and sixteen under private deed, extracts of which were published in the Annexes in the *Moniteur belge* the sixteenth of March two thousand seventeen, under the number 40635.

**AMENDMENT OF THE ARTICLES:** Extraordinary General Assembly held on the eighth December two thousand and twenty three under private deed, extracts of which were published in the Annexes in the *Moniteur belge* the twenty seventh of February two thousand and twenty three, under the number 24040654.

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## **COORDINATION OF THE ARTICLES**

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### **TITLE I. NAME - REGISTERED HEADQUARTERS - PURPOSE - DURATION**

#### **Article 1: Name**

*An International Not-for-Profit Association (AISBL) is established. It shall be named:*

- *In French: "Association du Réseau européen des registres testamentaires", in abbreviated form "ARERT",*
- *In English: "European Network of Registers of Wills Association", in abbreviated form "ENRWA", hereinafter referred to as "the Association".*

#### **Article 2: Registered headquarters and judicial district**

*The registered headquarters of the Association shall be located in the judicial district of Brussels capital. It may be transferred to any other location in Belgium, by decision of the general meeting requiring a two-thirds majority (2/3) of the votes cast.*

#### **Article 3: Purpose**

*"The purpose of the International Not-for-Profit Association, within the framework of activities involved in the exercise*

*of public authority, is to simplify the recognition of all dematerialised exchanges between European bodies of notaries or public authorities in order, in particular, to facilitate the mutual recognition and execution of successions and, to that end, to create a European network linking the administrators of national registers of wills.*

*In order to achieve these goals, the Association intends to implement the following activities:*

- encourage the creation of a network between the European bodies of notaries or other bodies administering the national registers and allowing secured exchanges,*
- promote the establishment of registers of wills in Europe; within this framework, ensuring the production or the implementation of training or information documents or actions related to wills and successions,*
- promote the European network of registers of wills itself and ensure its operation and its development,*
- in the same spirit, develop and operate the safety techniques related to consulting the register and registrations in the register,*
- ensure, if needs be or upon request, the development and the management of the register of wills,*
- ensure the financial administration of the network, as well as the financing of the investments made for its operation.*

*The Association may undertake all activities directly or indirectly related to its purpose. In particular, the Association may provide its assistance and take an interest in all activities similar to its purpose.*

#### **Article 4: Duration**

*The Association shall be established for an unlimited period.*

## **TITLE II. MEMBERSHIP - MEMBERSHIP FEES - TERMINATION OF**

**MEMBERSHIP****Article 5: Members - admission**

*There is no upper limitation to the number of members of the Association. The minimum number of members is three.*

*The members of the association are:*

- 1) the founding members, namely the Belgian, French and Slovenian Notariats;*
- 2) the ordinary members formed by the Notariats of the European Union or by Notariats of States having the status of European Union candidate countries and which participate in exchanges within the ENRWA;*
- 3) observer members formed by the Notariats of the European Unions or by Notariats of States having the status of European Union candidate countries or by the Notariats of States having signed and/or ratified the Basel Convention of 16 May 1972 on the establishment of a Scheme of registration of Wills, and which do not yet participate in exchanges within the ENRWA;*
- 4) associate members formed by organisations supporting the Association's purpose whose application has been accepted by the Steering Committee after examination of the application file.*

*Associate membership may be granted to Notariats out of the European Union or non notary organisations:*

- either having been designated by the competent Authority as being the administrator(s) of the register of wills or, failing designation by a competent authority, complying with the criteria set by the Association,*
- or being candidates for the establishment of such a register in accordance with the criteria set by the Association.*

*In order to become members, candidates must submit their application in writing to the Steering Committee. Their application must be accepted by the Steering Committee. The submission of an application implies total acceptance of these articles. The Steering Committee shall not have to justify any refusal of admission.*

**Article 6: Membership fees**

*"Members are requested to pay a single admission fee, the amount of which shall be determined by the General Meeting further to a proposal by the Steering Committee.*

*The admission fee is due as soon as the member actively participates in exchanges on the ENRWA.*

*The Steering Committee may, at its own discretion, grant terms of payment in accordance with the Association's bylaws.*

*In addition, access fees shall be borne by members participating in the exchanges according to the procedures determined by the bylaws.*

*Lastly, each member of the ENRWA is required to pay an annual membership fee according to the procedures determined by the Association's bylaws."*

**Article 7: Right to vote - members' rights**

*All members have an equal right to vote at General Meetings and every member is entitled to one vote.*

**Article 8: Voluntary withdrawal - resignation - suspension - exclusion**

*§1. Every member of the Association is free to withdraw from it at any time, by sending written resignation to the Steering Committee.*

*§ 2. The Steering Committee may suspend any member failing to pay, within the month of the written reminder sent to that member by the Steering Committee, reminding the member in question of the amounts due referred to in Article 6 and notifying the suspension.*

*§3. Exclusion of a member may only be decided, after having heard the defence of the member concerned, by a four-fifths majority of the votes validly cast by the members present or represented at the General Meeting, with the exception of the vote of the member concerned by the exclusion decision. The ballot shall be secret.*

*The Steering Committee may, however, decide to suspend any*

*members that might have been guilty of a serious breach of the articles or undermined the dignity of Association, as a provisional measure, pending decision by the next General Meeting and insofar as it is a matter of urgency.*

*Members having changed their legal status and thereby ceasing to administer a register of wills may also be excluded from the Association.*

*§4. Members have no rights to the Association's funds and are not entitled to claim the refund of amounts paid in accordance with Article 6.*

### **TITLE III. ORGANISATION AND OPERATION**

#### **Section 1: Bodies of the Association**

##### **Article 9: Bodies of the Association**

*§1. The main bodies of the Association are:*

- the General Meeting,*
- the Steering Committee.*

*§2. Members may express themselves either in English or in French at meetings. Notices to attend and minutes of meetings shall be written in both languages.*

*§3. The bodies may hold their meetings by videoconference unless two members or administrators object to this type of meeting.*

#### **Section 2: General Meeting**

##### **Article 10: Prerogatives**

*The General Meeting has full powers in achieving the purpose and implementing the activities of the Association.*

*The General Meeting shall have exclusive powers to:*

- 1. amend the Articles,*
- 2. appoint and dismiss the administrators and, if necessary, the auditors, as well as fix the latter's salary, if any,*
- 3. grant discharge to the directors and, if necessary, to the*

- auditors,
4. approve the budget and the annual accounts,
  5. decide on the voluntary dissolution of the Association,
  6. exclude a member,
  7. adopt bylaws,
  8. decide on all matters required by the Law.

**Article 11: Composition**

§1. The General Meeting is composed of all the members.

§2. The General Meeting is chaired by the chairperson of the Steering Committee or, in his/her absence, by the eldest administrator present.

**Article 12: Notice to attend**

§1. The General Meeting shall meet at least once a year, during the first half of the year.

An extraordinary general meeting may also be convened at any time by decision of the Steering Committee, the chairperson or upon request of at least a fifth of the members.

Meetings shall be held at the registered headquarters or at any venue mentioned in the notice to attend. All the members shall be convened to the meetings.

§2. The General Meeting shall be convened by the Steering Committee, by ordinary letter, fax, electronic mail or any other means of communication sent to every member at least a fortnight prior to the meeting, without prejudice to Article 14, and signed by the Chairperson or by an administrator on behalf of the Steering Committee. The notice shall include the agenda of the meeting.

Any proposal signed by at least one twentieth of the members shall also be included in the agenda.

In the event of amendments to the Articles, the proposed amendments must be clearly stated in the notice to attend.

**Article 13: Decision making**

*§1. Deliberations of the General Meeting shall only take place if the majority of the members are present or represented.*

*§2. Members may be represented at the General Meeting by a representative holding a written proxy as defined in the International Regulations. No member may hold more than one proxy.*

*§3. No decision may be made on items not stated in the agenda. Nevertheless, provided that all the members present or represented state their agreement, the General Meeting may deliberate on other items proposed at the beginning of the meeting by at least two fifths of the members or by the chairperson, without prejudice to Article 14.*

*§4. Unless exceptionally stated in these Articles or in appropriate legal dispositions, the General Meeting shall pass resolutions by simple majority of the votes cast by the members present or represented.*

*§5. The General Meeting shall vote for appointments and exclusion of members by secret ballot. Other decisions shall be voted by show of hands or by secret ballot upon request of at least one third of the members present or represented.*

*Candidate presentation and balloting procedures shall be determined by the bylaws.*

*§6. All decisions shall be communicated within the month of their adoption to all members by electronic mail or any other means of communication.*

*They shall be recorded in a register of minutes kept at the registered headquarters where all members are entitled to examine the minutes but the register may not be removed.*

*The minutes, together with copies and extracts, shall be signed by the chairperson or in his/her absence by an administrator.*

**Article 14: Conditions for the amendment to the Articles**



*International Not-for-Profit associations and foundations, any proposal the purpose of which is an amendment to the Articles or the dissolution of the Association must originate from the Steering Committee or from at least one third of the members of the Association.*

*The Steering Committee shall advise all members with at least two months notice of the date of the General Meeting to be held to discuss such a proposal together with the proposed amendments.*

*Two thirds of the members of the Association need to be present or represented at the General Meeting before any valid decisions on the proposal can be reached.*

*A decision shall require a two thirds majority of the voting members, present or represented.*

*If, however, the quorum of two thirds of the members of the Association at the General Meeting is not reached, another meeting shall be convened and shall validly and definitively reach a decision on the proposal, with the same majority of two thirds of the voting members being required, regardless of the number of members present or represented, at the earliest fifteen days after the first meeting.*

### **Section 3. Steering Committee**

#### **Article 15: Prerogatives - extent of powers - representation of the Association**

*§1. The Steering Committee shall be granted the powers to act on behalf of the Association and to undertake all acts for management and administrative purposes that are of interest to the Association, to the exclusion of those acts that are the prerogative of the General Meeting.*

*§2. Administrators not specifically vested by the General Meeting with specific duties and missions shall exercise their power through their joint participation in the meetings of the Steering Committee.*

*§3. The Steering Committee shall elect one of its members to be the chairperson.*

*§4. The Steering Committee may delegate the daily management, including authority to sign on behalf of the Association and*

*powers of representation relating to such management, or give special limited powers to one or more persons, whether or not they are administrators or members, who shall individually perform their duties and whose powers shall be determined by the Steering Committee. The Steering Committee may award those persons a salary or an allowance. The mandate of a person to whom authority for daily management has been delegated may only be revoked by a simple majority decision of the voting members of the Steering Committee stating the grounds on which their decision is based. The Steering Committee may set up any committee, council or board for which it will determine the powers and duties.*

*§5. All acts that are binding on the Association, with the exception of special powers of attorney, shall be signed by two administrators who shall not be required to provide third parties with evidence of the powers vested in them for such purpose. Legal proceedings, whether as plaintiff or defendant, shall be followed by the Steering Committee represented by its chairperson or by an administrator appointed for that purpose by him.*

*§6. The chairperson and, in his/her absence, two administrators acting jointly, are empowered to accept, temporarily or definitively, any donation made to the Association and to undertake all the formalities required for that purpose.*

*§7. Every year, at the latest six months after the closing date of the financial year, the Steering Committee shall refer the budget for the following financial year and the annual accounts of the past year to the General Meeting for approval.*

#### **Article 16: Composition**

*§1. The Association shall be administered by a board composed of at least two and at most five administrators and they shall be natural persons.*

*§2. Subject to the transitory provisions specified in the bylaws, the administrators shall be appointed by the General Meeting for a term of five years, and may be removed by the General Meeting at any time. They may be removed by a two-thirds majority decision of the members present or represented*

at the General Meeting.

§3. The Steering Committee may invite observers and consultants, whether or not they are members, in an advisory capacity. The European Commission and the Council of Europe may, if they wish, appoint their own observers.

§4. The duties of the administrators come to an end in the event of death, resignation, civil disability or placement under temporary administration, dismissal or expiry of the term of office. Administrators are free to withdraw from their duties at any time by sending their written resignation to the Steering Committee that takes due note of it and duly informs the next General Meeting.

If an administrator's position becomes vacant during a term of office, the General Meeting may appoint a replacement who will complete the term of office of his/her predecessor.

§5. The administrator's duties are unpaid, unless the General Meeting decides otherwise.

#### **Article 17: Meetings and notices to attend**

§ 1. Meetings of the Steering Committee shall be convened by its chairperson or, in his/her absence, by an administrator. Notice shall be sent by letter, fax, electronic mail or any other means of communication.

§ 2. The Steering Committee forms a joint body and may only reach decisions if the majority of its members are present or represented.

Its decisions shall be reached by a simple majority vote. In the event that the votes are tied, the chairperson or his/her replacement has the casting vote.

Administrators prevented from attending may give a written proxy to another administrator. No administrator may hold more than one proxy.

If the chairperson is prevented from attending, the eldest of the administrators present shall take over his/her duties.

§3. The decisions shall be recorded in the form of minutes. Those minutes shall be signed by whoever chaired the meeting or by an administrator and are entered in a special register. Extracts or copies to be produced shall be signed by an administrator.

#### **TITLE IV. MISCELLANEOUS PROVISIONS**

##### **Article 18: Bylaws**

Bylaws may be presented by the Steering Committee to the General Meeting, which may modify them at any time.

##### **Article 19: Financial year - auditors**

§1. The financial year shall start on the first of January and end on the thirty-first of December of each year, subject to the transitory provision stipulated below.

§2. If necessary, and in any case whenever the law requires, the General Meeting shall appoint an auditor, selected from among the members of the Belgian Institute of Auditors (Institut des Réviseurs d'Entreprises), assigned to audit the Association's accounts.

##### **Article 20: Dissolution and liquidation - appropriation of assets**

The General Meeting shall decide to dissolve the Association. At the same time, it shall establish the method of liquidation, appoint the liquidator(s) and determine their powers and fees. Any net assets after liquidation shall be appropriated, as decided by the General Meeting, to an artificial person incorporated under public or private law pursuing a similar associative purpose.

##### **Article 21: Reference - Prevailing mandatory legal provisions**

All matters not directly provided for in these Articles of Associations are governed by the Code of Companies and Associations Code (Code des Sociétés et des Associations).

Any provisions of these Articles that may prove to be

*incompatible with newly applicable mandatory legal provisions shall be deemed null and void.*

CERTIFIED COORDINATED TEXT dated 8 December 2023