

ARROWHEAD EVENTS

LIVE Action RolePlay straight to the next level...

CHARTER

charter of "Arrowhead Events vzw"; non profit organisation

TITLE I. - name, seat and duration

Article 1. Duration and founders

The organisation is founded for a indefinite duration.

The initial founders of the organisation were:

- Naus, Jeremy Julien Guy (Hoevenstraat 135, 2160 Wommelgem)
- Rutten, Koen Matthias Hubert (Letterveld 34, 3640 Kinrooi)
- Meyers, Bjorn (Dendermondsesteenweg 1 bus 13, 9300 Aalst)
- Vielfont, Kristiaan Lodewijk (Plantin Moretuslei 137, 2140 Borgerhout)
- Vercruyssen, Steven (Kerkstraat 38, 2830 Willebroek).

Article 2. Legal form

The association is founded as an incorporation, specifically a non-profit organisation (abbreviated to "VZW" in Dutch and referred to as such from here on out in English texts) based upon the Law of June 27, 1921 concerning non-profit organisations and foundations, published in the Belgian Law Gazette of July 1st, 1921, as modified by the Law of may 2nd, 2002 and the Law of January 16th, 2003 (from here on out referred to as "V&S-Law").

Article 3. Name

The non profit organisation has the name: "Arrowhead Events". All certificates, invoices, announcements, publications and other documents published by the association have to bear this name, preceded or followed immediately by the words "vereniging zonder winstoogmerk" or the abbreviation "v.z.w." or "vzw", with precise indication of the seat.

Article 4. Seat

The Seat of the association is in Aartselaar, Pierstraat 388, located in the territorial jurisdiction of Antwerpen. The Communal Meeting has the authority to move the seat to any location within the Dutch field of language and to full fill the necessary requirements of publication. To change a seat, a 2/3 majority of the actual members need to be present at the meeting, and the change must be agreed upon by 2/3 of the present actual members.

Article 5.Goal - activities



Arrowhead Events vzw
Pierstraat 388
2630 Aartselaar



The goal of the association is to unite people with an interest in Live Action Role-play (LARP) and role-play in general.

Amongst the specific activities meant to accomplish the goals of the association are:

- organising LARP-events;
- organising fairs promoting LARP-events;

Furthermore the association can make publications, organise meetings, participate in certain events, activities, performances, exhibitions and other activities. In this manner she can, as a side activity, perform actions of commerce, but only in so far the returns of this are exclusively spent on the goals for which the association was founded. The association can own, rent or let all mobile or immobile commodities that are needed for the realisation of its goals.

TITLE II. - Membership.

Article 6. Actual members – joined members

The number of actual members is unlimited, but the minimum number of actual members is 3. They have all rights as described for members in the V & S-law.

Besides this, any natural person who supports the goals of the association can submit an application to become a joined member. Joined members have only those right and duties as are described in this charter. They have no vote in the Communal meeting.

Article 7. Actual members – application and acceptance

The Actual members are those whose names are mentioned in the House Rules under "Council" or "Actual members". They have a vote on the Communal meeting. The founders are the first Actual members of the association, however they do not enjoy any special privilege, nor special status, because of their title as founder. Any natural person can apply for Actual membership, provided he/she assents to the Charter and House Rules of the association. Applicants can direct their application to the president of the Counsel.

The Communal Meeting will decide on the acceptance of the applicant as Actual member during its next meeting. This decision will be made by an "absolute majority" of votes of the present and represented members of the Communal meeting. This means that the number of positive votes is larger than the number of negative votes plus the number of abstained votes, in other words, the number of positive votes is at least "half plus one" of the total number of votes.

The Communal meeting can thus decide discretionary and without further motivation not to accept a applicant as Actual member.

Article 8. Joined members – application and acceptance

Applying for joined membership happens by filling out and delivering the form that is issued for this purpose by the association, be it a physical document or a digital form on the associations website. By signing and delivering this form the applicant assents to the charter and house rules of the association.



The Council decides discretionary and without further motivation on the acceptance or non-acceptance of the applicant as a joined member.

Joined members have no vote on the Communal meeting.

Article 9. Termination of membership

Any actual member can at any time withdraw from the association, provided he / she sends his / her withdrawal by recorded delivery.

Any joined member can withdraw from the association by sending a letter or email about this to the seat of the association. Remaining membership fees are not refunded.

Moreover, a joined member will automatically be removed from the member list when he / she does not renew his / her membership within 30 days following the expiry date of the membership.

An actual member will be considered as resigning if, within 30 days after the expiration of its membership, it has not renewed this. His / her discharge will automatically be placed on the agenda of the next Communal counsel.

1/20 of the Actual members can place the item "expulsion of a member" on the agenda after an invitation to the Communal meeting has reached them. 1/5 of the actual members can present a request to the Council to call together a mandatory Communal meeting, but can not call together the Communal meeting themselves.

By means of a Communal meeting, after one written warning approved by the Council to the person in question, a member can be expelled from the association by request of the Council, if this member is guilty of one of the following facts: insulting racism within the association, insulting political statements within the association, giving the association a bad name to others within or without the association, engaging in fraudulent activities, not abiding by the house rules and or charter and as like. People who are denied membership because of aforementioned facts can not be readmitted as members (membership fees paid will not be refunded). For this a 2/3 majority of votes from the present or represented actual members is required.

Article 10. Member list

A chronological list (by date of joining) of the family names, names, addresses and nationalities of the actual members of the association, has to be delivered by letter to the civil court of the Seat of the association, within 1 month after the publication of the charter. This list is updated and delivered to the chancery of the chamber of commerce of the seat of the association.

It is not delivered to the chancery of the chamber of commerce in case of changes within the first month after the 1 year expiry of the first delivery of the charter.

Article 11. Rights

No member can lay claim to any of the possessions of the association based solely on the quality of his / her membership.

This exclusion of rights to possessions is valid at all times: during membership, at the termination of membership for whatever reason, at dissolution of the association etc.

TITEL III. – Council



Article 12. Number of council members – free mandate

The association has at least 3 council members. The council members and the president can be removed from office by means of a Communal meeting. The number of Council members should at all times be less than the number of Actual members. If the association has no more than the legal minimum of 3 Actual members, the Council may be comprised of only 2 members. The day a 4th Actual member is accepted, a Special Communal Meeting will appoint a third Council member. A Special Communal Meeting is a meeting where a special majority, as specified in the charter, is required.

Council members practice their mandate free of charge. Expenses they may have within the context of practising their mandate may be compensated in consultation with the Council.

Article 13. Appointment and discharge of Council members

Council members are appointed by the Communal meeting by normal majority of votes of the present or represented actual members, for a duration of 6 years. Their mission ends at the conclusion of the yearly meeting. Council members can be reappointed.

The Communal meeting can remove a Council member from office. A minimum of 3 Council members has to be guaranteed (except when there are no more than 3 Actual members, see Article 12). Each Council member can resign of his own accord by sending this in writing to the President of the Council.

The Council has the right to request supplemental documents as a CV of proof of conduct from every candidate-Council-member.

A resigning Council member is obligated to keep fulfilling his task until a reasonable replacement can be supplied.

Article 14. Distribution of positions

The Council members choose a president from their midsts. For a valid vote all Council members have to be present. For election, a special majority of 2/3 of votes is required. If this majority is not reached, a second round vote will be held, where election is decided by normal majority. The president appoints: a vice-president, a secretary, a treasurer and other bearers of other specific functions mentioned in the House Rules under "Council". These functions can only be appointed to members of the Council. Cumulating Council-functions is forbidden and will result in annulling of the appointment. The content of pre mentioned functions is explicitly and precisely described in the house rules. The Council can rescind an appointment made by the president by means of a vote which requires a 2/3 majority.

Resignation, willingly or forced, of the president, entails a revision of the division of tasks within the Council.

Article 15. Meetings – gatherings – decisions

The Council holds meeting after summoning by the presidents and under his chairmanship, or in his absence under the chairmanship of a Council member appointed by the president, as often as the



interests of the association require, and also within 14 days after a thereto extended request of 2 Council members.

Decisions of the Council are only valid when at least half of the Council members are present. Every decision of the Council is taken with a full majority of votes, unless otherwise specified in the house rules or charter. When votes are tied, the meeting chairman holds the deciding vote. The decisions of the Council and those that come forth from a meeting come true in the minutes as taken down by the acting secretary and as approved by the Council. These minutes are kept and signed after approval by the president or 2 Council members. These minutes are available for review by all members of the association, who can practise their right to review according to article 9 of the K.B. of June 27 2003.

In exceptional cases, when urgency and the interests of the association demand it, the decisions of the Council can be ratified by a written accord from a majority of the Council members. For this a unanimous agreement amongst the Council members is needed to use written accords. Written accords assumes at least a consultation through e-mail.

Article 16. Authorities

Internal

The Council has the most extensive authority to make all acts of governing or deciding that concern the association, with exception of those actions where, according to article 4 of the V&S-Law, the communal meeting has exclusive authority.

Notwithstanding the obligations that come with an amicable management, being consultation and supervision, the Council members can divide the management-tasks amongst them. This division of tasks can not be refuted by external parties, even after they have been made public.

External – representation

The Council represents the association in all actions, including but not limited to, legal matters. It represents its association by a majority of its members.

Notwithstanding the general responsibility of representation of the Council, the association is also represented by 2 Council members acting in accord, except for the following action, which requires a specific mandate from the Council: performing and receiving all payments exceeding an amount of [50 EURO], buying mobile and immobile goods, selling all mobile and immobile goods of the association, as well as renting, even for longer than 9 years, accepting and receiving all private or official allowances that are greater than [50 EURO], as well as inheritances and donations that are greater than [50 EURO], making all contracts, mortgages and warranties that are greater than [50 EURO], allowing credit loans and deposits greater than [50 EURO], pleading as claimant or defendant for all courts and execute all judgements and verdicts or have them executed, enter into compromises that are greater than [50 EURO]. This limitations of authority can not be refuted by external parties, even after they have been made public.

If and when a mandate by the Council is needed, this has to be put in writing, signed by the president and 2 other members of the Council. This mandate has to be drawn in 2 copies, one of which will be kept by the secretary. Only special and limited mandates for a specific, or a series of specific actions are permitted. The mandated binds the association within the limits of the mandate given. These limits can be disputed by external parties concerning matters of authority.



The Council can rescind any mandate and representational authority of anyone at any time by means of a 2/3 majority of vote.

Article 17. Daily management

Both the internal management as the external representation concerning the internal management can be assigned to one or more persons by the Council. This requires an adaptation of the house rules.

If this option is used, it should be specified whether these persons can act alone or as a group, both for internal daily management as for external representation.

Lacking a legal description of "daily management", all the acts needed on a daily basis to ensure the normal operation of the association, and that, be it due to their minor importance, be it due to the necessity of fast decisions, don't necessitate or an act by the Council, or where an act of the Council is less desirable, are considered as such.

The appointment of the persons tasked with the daily management and their dismissal is made public by laying down at the chancery of the chamber of commerce the proclamation and an extract thereof to be published in the Belgian Law Gazette. From those pieces it should be clear whether the persons represent the association as separate individuals, together as a group or as a directorate, as well as the extent of their mandates.

The daily management prepares the meetings of the Council, makes proposals of decisions to the Council and carries out its decisions. Furthermore the daily management performs all acts of daily management within the context of their mandate and under responsibility of the Council to whom it owes responsibility.

The composition of the daily management is decided by the Council by a full majority of votes. The Council can annul the appointment of any daily manager by a 2/3 majority of votes.

Article 18. Conflicts of interest

It is permitted for Council members and daily managers to sell goods and services to the association through their company or their employer. The concerning Council member will have to inform the Council of this beforehand and will abstain from voting when it is decided to proceed or not proceed with the proposed offer for goods and / or services.

Furthermore a counter-offer will be demanded from third parties (i.e. not Council members) so that a decision can be made objectively. Thus conflicts of interest will be avoided.

A daily manager of Council member who neglects to inform the Council of his interests subject himself to sanctions from the Council as per article 9.

Article 19. Liability of Council members and daily managers.



The Council members and daily managers are not personally bound by the obligations of the association.

In regards to the association and third parties their responsibility is limited to completing their assignment according to common law, as outlined in law and in the charter, and they are responsible for shortcomings in their (daily) management.

TITLE IV – Communal meeting

Article 20. Authority

The communal meeting is the highest authority in the association. She hold the authorities that are hers by law or by charter.

Belonging to the legal authority of the communal meeting:

1. Changing the charter of the association
2. Appointing and discharging Council members.
3. Repaying Council members
4. Approval of budgets and accounts
5. The voluntary dissolution of the association
6. The exclusion of members
7. Approving mandates to third parties
8. Accepting actual members
9. Appointing and discharging commissioners and determining their salary if a salary is allocated.
10. Paying the commissioners
11. Converting the association to a corporation with social goals.
12. All matters in which the charter dictates as such.

Article 21. Yearly Communal Meeting

At least one communal meeting has to be held each year. This meeting is convened after a decision of the Council. The meeting takes place on the hour and the location that are specified in the invitation. The invitation to be present on a Communal meeting is noted on the agenda. The president, in dialogue with his Council, holds the right to choose the place of the meeting. All actual members have to be invited by means of a ordinary letter or other form of written communication (e.g. email), at least 14 days prior to the Communal meeting.

The meetings are convened by the President of the Council, or by 2 Council members. Attached to the invitation will be a proposal for agenda, whereby every point brought forth by at least 2 Council members or 1/20 of the actual members at least 7 days prior to the meeting, is added to the agenda.

Article 22. Special Communal meeting



Special gatherings or Special Communal meetings can be convened by the president and / or at the request of 2 Council members and on the request of at least 1/5 of the actual members. The invitation is sent to all actual members at least 14 days prior to the date of the Special Communal meeting.

Article 23. The right to vote

Only actual members have a right to vote on a communal meeting. Every member has the right to attend the meeting. Every actual member has 1 vote. Every member can of the association can carry a written mandate to vote for 1 actual member.

Article 24. Quorum and voting - minutes

Decisions are taken by a normal majority of votes of the present or represented members, except when the V&S-law or the charter dictate otherwise.

Changing the charter requires a consultation in a meeting that holds a quorum of 2/3 of the actual members present or represented. If and when a first meeting hold less then 2/3 of the actual members present or represented, a second meeting can be called that will hold a valid conference and take valid decisions, as well as accept changes with the majorities dictated here after, regardless the number of present or represented actual members. The second meeting can not be held within 15 days after the first meeting. The decision is regarded as accepted if it's approved by 2/3 of the votes of the present or represented actual members. Only if and when the change in the charter involves the goal or goals for which the association is founded, a 4/5 majority of votes of the present or represented actual members is required.

If not brought to a close by vote the item will be regarded as undecided and will be put only once on the agenda of the next communal meeting. If the item is not brought to a close on that meeting, it will be regarded as rejected.

The minutes of the meeting are made and kept by the secretary of service. These minutes are always available for inspection at each meeting or will be made available for inspection at al times after written request, addressed at the seat of the association. The actual members will exercise their right to inspection according article 9 of the K.B. of June 26th, 2003.

Concerned third parties can inspect the decision of the communal meeting, at written request, addressed at the seat of the association.

TITLE V - Financing and book keeping

Article 25. Financing

The association will by financed by, amongst others, membership fees, participation fees, allowances, donations, sponsoring and other means.

The membership fee is set by the communal meeting, with approval of the president, and can at all times be increased or decreased. The membership fee amounts to 25 Euro and can be increased to a maximum of 145 Euro. Furthermore the association can raise funds in any other way not conflicting with Belgian or European law.



Article 26. Book keeping

The financial year of the association runs from the 1st of January to the 31th of December. In deviation from this the first financial year starts at the day of the founding of the association (December 15th, 2007) to December 31th, 2008. The bookkeeper or third parties can only collect money from the account(s), if and when the Council agrees to this. If need be a mandate can be provided for this, as stated in article 15 of this charter.

The books will be kept according what is stated in article 17 of the V&S-law and the applying decrees. The annual account will be put down in the file kept at the chancery of the chamber of commerce as stated in article 26novies of the V&S-law.

The Council lays down for approval the annual account of the past financial year, as well as a proposal of budget for the coming year, before the yearly communal meeting.

TITLE VI – Dissolution of the association

Article 27. Dissolution

The association is founded for an indefinite period and can be dissolved at all times.

The communal meeting will be convened to discuss proposals involving the dissolution, proposed by the Council or by at least 1/5 of the actual members. The invitations and agenda will be made as is stated in this charter.

The conference and decision concerning the dissolution will respect the quorum and the majority as pertaining to a change of charter involving the goal of the association. This means that 2/3 of the actual members has to be present or represented, whereby every present actual member can hold a maximum of 1 mandate to represent an absent actual member, furthermore the decision for dissolution has to be taken with a 4/5 majority of votes. From the decision forth until the actual dissolution the association will always mention that she is a "VZW in settlement", according to article 23 of the V&S-law.

If and when the proposal for dissolution is approved, the communal meeting appoints a liquidator whose assignment she will determine.

At dissolution and liquidation of the association, the funds, after satisfying outstanding debts, will be transferred to an association who pursues the same goal, or to one or more associations whose goals resemble that of the association the most. This is decided by the last communal meeting.

All decisions concerning the dissolution, the modalities of liquidation, the appointment and the discharge of the liquidators, the termination of the settlement and the destination of the assets are put down at the chancery and made public in the supplements of the Belgian Law Gazette as stated in article 23 en 26novies of the V&S-Law and the applying decrees.

TITLE VII - Supplementary Law

Article 28.



All what is not covered by this charter is arranged according to the outlines of the V&S-law and later legal arrangements and according to customs concerning associations.