

EU-Horticulture-Teacher

Association sans but lucratif

Registered office: 15, Vichtenerstrooss
L-8620 Schandel

Articles of Association

The original Articles of Association of 2020 were repealed and the amendments were adopted by the Extraordinary General Meeting of 22/09/2025 in accordance with the Law of 7 August 2023 on non-profit associations and foundations (hereinafter referred to as the 'Law').

- I. Name, registered office, duration and purpose
- II. Membership
- III. General meeting
- IV. Board of Directors
- V. References to the Act of 7 August 2023 on non-profit associations and foundations

All personal pronouns used in these Articles of Association
apply equally to all genders.

I. Name, registered office and purpose

Art. 1

The association bears the name EU-Horticulture-Teacher asbl.

Art. 2

The association has its registered office in Schandel LU in the municipality of Useldange. It may be relocated to another location by simple resolution.

Art. 3

The association is established for an indefinite period.

Art. 4

The purpose of the association is to promote and facilitate cooperation between schools and their teachers who are involved in practical and theoretical training for young people in floristry and horticultural professions. It serves to promote and protect the material and intellectual interests of learners and teachers. The association's most important activities include holding an annual teacher seminar, a biennial professional competition and supporting members in ERASMUS+ projects. It may rent property or purchase materials to fulfil its purpose. The association is politically and religiously independent and neutral. The association's territory covers the whole of Europe. The financial year is the calendar year.

The members of the association agree to abide by the statutes.

II. Membership

Art. 5

Natural persons and legal entities (schools, institutes) may become members of the association. A person who wishes to become a member must fulfil the following conditions: - Teacher (employee) at a horticultural school - Employee at educational institutions active in the field of horticulture. Admission is granted after written application to the association and is conferred by the administrative board. Membership is valid for one financial year and may be extended by the administrative board if necessary. No reasons need to be given for rejecting a membership application. The minimum number of members is 5.

Art. 6

Members are obliged to pay an annual membership fee, the amount of which is determined by the general meeting and does not exceed a maximum of €100 (one hundred euros). The general meeting may also determine reduced fees, for example for private individuals who teach but are not official representatives of an institution (e.g. a horticultural school). Fees are payable within one month of the call for payment. For new members, membership becomes effective on the day the fee is paid and subject to acceptance of the application for membership by the board of directors. Members who have rendered outstanding services to the association may be appointed honorary members by the general meeting at the request of the executive committee. Honorary members are exempt from paying membership fees.

Art. 7

Association members have the following rights:

- Participation in all association events, provided there are sufficient places available
- Right to submit motions to the Executive Board and the General Assembly
- Right to vote and stand for election

Admission to the association requires acceptance of the statutes and regulations as well as the resolutions of the General Assembly.

Art. 8

Membership shall be lost through:

- written resignation addressed to the Board of Directors by simple letter or e-mail
- the death of a natural person or the dissolution of a legal entity
- automatic resignation in the event of non-payment of the annual membership fee within three months of the due date
- dismissal by a two-thirds majority of the General Assembly for serious reasons or serious impairment of the interests of the Association

All members who have resigned or been expelled, as well as their legal successors, have no claim to the Association's assets. All contributions paid remain with the Association.

Art. 9

The association keeps an up-to-date membership register at its registered office in accordance with the provisions of § 9 of the Act, which may be inspected by members. Potential new members are registered within a maximum of 30 days.

III. The General Meeting

Art. 10

The General Meeting has the most far-reaching powers to make decisions concerning the Association. All members shall be invited to the General Meeting by the Executive Committee by post or email at least fifteen days before the date of the meeting. The agenda must be enclosed with the invitation.

The General Assembly shall constitute a quorum regardless of the number of members present or represented.

All members shall have equal voting rights in the General Assembly, and resolutions shall be passed by a simple majority of the votes of the members present or represented, unless otherwise provided by law.

Members may participate by video conference or any other means of telecommunication that allows them to be identified and are thus considered to be present at the General Meeting.

The resolutions of the General Meeting shall be recorded in minutes signed by the President and kept at the registered office of the Association, where they may be inspected by the members.

Art. 11

The General Assembly shall meet at least once a year, no later than six months after the end of the financial year, to approve the annual accounts for the past financial year and the budget for the following financial year. The financial year shall correspond to the calendar year.

The ordinary General Meeting shall be held regularly during the association's annual seminar. Extraordinary meetings shall be convened by the Board of Directors if it deems this necessary in the interests of the association or if requested by at least 1/5 of the members.

Members may be represented by another member by means of a written proxy, provided that they submit a written proxy to the Board of Directors before the start of the General Meeting. A member may not be granted more than one proxy.

A meeting held by means of remote communication shall be deemed to have taken place at the registered office of the Association.

Art. 12

The General Meeting has exclusive responsibility for:

- Electing the Executive Committee
- Electing the President and Vice-President
- Electing the auditors
- Approving the annual report
- Approving the minutes of the last General Meeting
- Approving the annual accounts
- Appointing honorary members
- Excluding members
- Setting membership fees
- Deciding on motions
- Amending the Articles of Association and regulations
- Dissolving, merging and liquidating the Association

The General Meeting may only decide on items that are on the agenda.

IV. The Board of Directors

Art. 13

The Board of Directors is authorised to take all actions necessary and useful for achieving the association's purpose, with the exception of those reserved by law for the General Assembly. It shall be convened by the President by post or electronic means at least eight days before the proposed date.

It may be convened in the same manner upon the joint request of at least two members of the Board of Directors.

The Board of Directors shall consist of at least 3 and at most 7 members.

It may only pass valid resolutions if at least half of the members of the Board of Directors are present or represented. Resolutions shall be passed by a simple majority of the members of the Board of Directors present or represented.

The term of office of the members of the Board of Directors is three years. The term of office may be extended.

The members of the Board of Directors may participate by videoconference or any other means of telecommunication that allows them to be identified. A member of the Board of Directors may appoint another member by post or electronically to represent him or her at a meeting of the Board of Directors. A single member of the Board of Directors may only represent one other member at a time.

A meeting held by means of remote communication shall be deemed to have taken place at the registered office of the association.

The term of office of the members of the Board of Directors shall end:

- upon expiry of the term of office
- upon death
- upon dismissal by the General Meeting at any time

- upon voluntary resignation in writing, which shall be declared by simple letter to the Board of Directors and shall take effect on the date of receipt by the Board of Directors

The resolutions of the Board of Directors shall be recorded in minutes, which shall be signed by the chair of the meeting and kept at the registered office of the Association.

Art. 14

The members of the Board of Directors shall appoint from among themselves, by simple majority, those who shall perform the functions of secretary and treasurer.

The legally binding signature for the association shall be held by the President or the Vice-President or the Treasurer individually, and by the other members of the Board of Directors jointly.

The Executive Board may dispose of the association's assets. Major expenditures exceeding €25,000 must be approved unanimously by the Executive Board.

Art. 15

The members of the Executive Board do not enter any personal obligations based on their function and are only responsible for the fulfilment of their mandate. This is exercised free of charge.

Chapter V: References to the Act of 7 August 2023 on non-profit associations and foundations

Art. 16

With reference to Section 18 of the Act, the association's accounting system shall be that applicable to the class to which it belongs.

Art. 17

The Articles of Association shall be amended in accordance with the provisions of § 15 of the Act.

Art. 18

The dissolution of the association shall be carried out in accordance with the provisions of § 25 of the Act. The General Assembly shall decide on the allocation of the association's assets to a non-profit association or foundation whose corporate purpose is as close as possible to that of the association.

Art. 19

For all matters not covered by these Articles of Association, the provisions of the law shall apply.

Date: 22 September 2025

Place: Schandel, Luxembourg

Andrea Maria Schulz
(Chair)