

1 **Verband vun de Lëtzebuenger Guiden a Scouten**

2 Non-profit-making association

3 Registered office: 5, rue Munchen-Tesch, L-2173 Luxembourg

4 **PREAMBLE**

5 In the present document, all functions and titles written in the masculine or feminine gender refer
6 to all genders (male, female or other).

7 Accredited representatives of the de facto association 'Lëtzebuenger Guiden a Scouten', formed
8 on 15 May 1994, met at _____, _____, with a view to complying with current legislation and
9 forming a non-profit association 'Verband vun de Lëtzebuenger Guiden a Scouten'.

10 The 'Verband vun de Lëtzebuenger Guiden a Scouten' is a non-formal education movement for
11 young people, based on voluntary and non-partisan work. It is a movement open to all, without
12 distinction of gender, origin, race or creed, in accordance with the aim, principles and method as
13 established in 1907 by the founder of the scouting movement, Robert Baden-Powell, and
14 formulated below.

15 The 'Verband vun de Lëtzebuenger Guiden a Scouten' considers itself a committed member of
16 the World Association of Girl Guides and Girl Scouts (WAGGGS) and of the World Organization
17 of the Scout Movement (WOSM). It enjoys the rights and privileges and must fulfil the obligations
18 of membership of WAGGGS and WOSM.

19 The 'Verband vun de Lëtzebuenger Guiden a Scouten' is intended to take over and continue the
20 activities of the de facto association 'Lëtzebuenger Guiden a Scouten' and retains the membership
21 of all associations and organisations to which the de facto association is affiliated.

22 **Art. 1.**

23 **Name, registered office, duration**

24 1.1 Under the name of 'Verband vun de Lëtzebuenger Guiden a Scouten', abbreviated to 'LGS',
25 a non-profit association (the 'Association') has been formed, governed by the Luxembourg law of
26 7 August 2023 on non-profit associations and foundations (the 'Law') and by these Articles of
27 Association (the 'Articles'). The Association has Internal Regulations (the 'IR'), which supplement
28 the Articles of Association by defining certain practical and organisational procedures.

29 1.2. The registered office of the Association is in Luxembourg. It may be transferred to any other
30 location in the Grand Duchy of Luxembourg by decision of the General Meeting.

31 1.3. The Association is established for an unlimited period.

32 **Art. 2.**

33 **Purpose**

34 2.1. The purpose of the Association is to promote the Guide and Scout Movement in Luxembourg
35 and to contribute to the development of young people by helping them to achieve their full
36 physical, intellectual, moral, emotional, social and spiritual potential as individuals, responsible
37 citizens and members of local, national and international communities.

38 The principles of the Guide and Scout Movement are based on the Guide and Scout Promise and
39 Law, which emphasise the values of loyalty, mutual aid, respect for oneself and others, and
40 responsibility towards nature and society. The Guide and Scout method, which includes outdoor
41 activities, teamwork, learning by doing and personal progression, is also at the heart of the non-
42 formal educational approach.

43 The Association ensures that policies and procedures are in place to provide a safe environment
44 for children, young people and adults.

45 The Association may enter into partnerships with other entities, provided that they adhere to the
46 principles set out in this article. The exact terms of these partnerships will be defined in the ROI.

47 **Art. 3.**

48 **Principles, Promise, Law and Method for Guides and Scouts**

49 3.2. The Association is founded on the following principles:

- 50
 - Personal principle (Duty to self)

51 In the Association, each member should have the opportunity to develop progressively his or her
52 physical, intellectual, moral, emotional, social and spiritual skills. This enables them to acquire
53 aptitudes, attitudes and behaviours that will enable them to achieve their life goals and contribute
54 actively to the development of society. These objectives must be pursued by all members, taking
55 into account the capacities offered by their individual condition.

- 56
 - Social principle (Duty to others)

57 Loyalty to one's community with a view to promoting peace, understanding and cooperation at
58 local, national and international level. Participation in the development of society with respect for
59 the dignity of humanity and the integrity of nature.

- 60
 - Spiritual principle (Duty to God)

61 Complementary to personal and social development, spiritual development enables people to
62 give meaning to their relationship with themselves, with others and with the world, and to question
63 their existence and their place in the universe.

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64 3.3. All members of the Guide and Scout Movement must adhere to a Promise and a Law
65 reflecting the personal principle (duty to oneself), the social principle (duty to others) and the
66 spiritual principle (duty to God). They are inspired by the Promise and Law originally conceived
67 by the Founder of the Scout Movement.

68 The Guide and Scout Promise

69 *Ech verspriechen,*

70 *Verantwortung vis-à-vis vu mir,*

71 *menge Matmënschen a menger Ëmwelt ze iwwerhuelen,*

72 *meng perséinlech Spiritualitéit weider ze entwéckelen*

73 *an nom Guiden- a Scoutsgesetz ze liewen.*

74 The Guide and Scout Law

75 *Eng Guide / e Scout:*

- 76 ● *ass zouverlāsseg*
- 77 ● *ass éierlech a fair*
- 78 ● *ass bereet ze hëllef*
- 79 ● *ass gutt zu all Mënsch*
- 80 ● *mécht den éischte Schrëtt a setzt sech a fir Gerechtegkeet*
- 81 ● *respektéiert d'Liewen an all senge Formen*
- 82 ● *kann nolauschteren a Kritik erdroen*
- 83 ● *huet eng positiv Liewesastellung*
- 84 ● *kann sech organiséieren a mécht näischt hallef*
- 85 ● *hält sech kierperlech a geeschteg gesond*

86 3.4 The Guide and Scout Method is a system of progressive self-education based on:

- 87 ● A promise and a law.
- 88 ● Education through action.
- 89 ● A life in small groups, including, with the help of adults who advise them, the progressive
90 discovery and acceptance by young people of responsibilities and training in self-
91 management tending towards the development of character, access to competence,
92 self-confidence, a sense of service and the ability to cooperate as well as to lead.

93 The procedures for developing, applying and reviewing the method are described in the ROI.

94 **Art. 4.**

95 **Members**

96 4.1. The Association is made up of full members and associate members as defined in Article 3
97 of the Law. Members may be natural persons or legal entities.

98 4.2. The unit amount of the annual subscription is set by the General Meeting. It may not exceed
99 EUR 1,250.

100 For individuals, the annual fee is equal to this unit amount.

101 For legal entities, the total annual fee is determined by multiplying the unit amount by the number
102 of persons registered with the Association, in the manner and on the date specified in the ROI.

103 The membership fee covers the financial year, which begins on 1st January and ends on 31st
104 December.

105 4.3. There is no limit to the number of Associate Members, who may become Associate Members
106 simply by paying the annual subscription. Associate members are not subject to the rights and
107 obligations laid down by law and, consequently, do not have voting rights.

108 4.4. The number of full members is unlimited for legal entities and limited to 200 for natural
109 persons. The total number of full members, whether legal entities or individuals, may not be less
110 than two.

111 A full member is admitted at the next meeting of the Board of Directors following payment of the
112 subscription, giving him the status of adherent member, and an application made by post or
113 electronically. Reasons must be given if admission is refused. The admission decision shall apply
114 as long as the annual subscriptions have been paid. Full members have the rights and obligations
115 conferred on them by the Law and the Articles of Association.

116 4.5. Any payment of the membership fee presupposes unreserved adherence to the Articles of
117 Association and the ROI of the Association.

118 4.6. A full member undertakes to be present or represented at General Meetings. If a full member
119 has two consecutive absences in person or is not represented at the General Meeting, that full
120 member automatically becomes a member again. A legal entity member is deemed to be present
121 if one of the natural persons declared by it is present at the General Meeting.

122 4.7. The term 'member(s)' refers to full member(s) and not to associate members of the
123 Association.

124 **Art. 5.**

125 **Loss of membership of the Association**

126 5.1. Membership of the Association is lost :

127 1. by non-payment of the annual subscription following the sending of a second reminder ;

- 128 2. by voluntary resignation, dated and signed, sent to the Board of Directors by post or
129 electronically;
- 130 3. by the death of the natural person or the dissolution of the legal entity;
- 131 4. by a decision to exclude, to be taken by the General Meeting, acting by a majority of
132 two-thirds of the votes cast, for any serious reason to be assessed by it.
- 133 5. The decision to exclude will appear on the agenda of the next General Meeting. The
134 member who is the subject of the exclusion decision will be invited to this General
135 Meeting by registered letter. The member or member-member, having been heard by
136 the General Meeting or having been duly convened for this purpose and having failed to
137 appear, must accept the decision of the General Meeting. Serious grounds for expulsion
138 include, but are not limited to, refusal to comply with the Association's Articles of
139 Association and by-laws or with the decisions of the Board of Directors or the General
140 Meeting.

141 5.2. Full membership as a natural person is lost :

- 142 1. when it is declared to the Association by a full member or member being a legal entity ;
- 143 2. if the Board of Directors deems that the person does not actively and regularly contribute
144 to the running of the Association.

145 5.3. A member, whether a full or associate member, who resigns or is excluded, may not claim
146 reimbursement of the annual subscription or contribution to expenses already paid.

147 **Art. 6.**

148 **General Meeting**

149 6.1. The General Meeting has full powers to take any decision affecting the Association which the
150 Law or the Articles of Association have not assigned to another body of the Association.

151 6.2. The General Meeting is specifically empowered to:

- 152 1. amending the Articles of Association
- 153 2. appointing and dismissing directors and determining their number;
- 154 3. appointing and dismissing the réviseur d'entreprises agréé [approved statutory auditor];
- 155 4. granting discharge to the directors and the réviseur d'entreprises agréé [approved
156 statutory auditor];
- 157 5. Approval of budgets and annual accounts;
- 158 6. Dissolution of the Association and appointment of the liquidator;
- 159 7. Exclusion of a full member or an associate member.

160 6.3. The General Meeting shall be held annually within six months of the end of the financial year.

161 It may also be specially convened by decision of the Board of Directors or at the request of one
162 fifth of the members, or by the réviseur d'entreprises agréé [approved statutory auditor] or,

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163 depending on the classification of the Association, the réviseurs de caisse [cash auditors] under
164 the conditions set out in Article 10 of the Articles of Association.

165 6.4. Notices of meetings are issued in accordance with section 3 of the Law. At the General
166 Meeting, voting rights are determined on the basis of the status of persons declared to the
167 Association, in the manner and on the date specified in the ROI as defined in Article 4.2.

168 6.5. Associate members and experts appointed by the General Meeting or the Board of Directors
169 may attend the General Meeting in an advisory capacity.

170 6.6. The General Meeting is chaired by the Session Chairman and the report is drawn up by the
171 Session Secretary, both of whom are appointed on the recommendation of the Board of Directors.

172 6.7. Voting rights are defined according to the legal personality of the member. For individuals,
173 each member has one vote at the General Meeting. On the other hand, for legal entities, the
174 member's right to vote is attributed to natural persons declared to the Association by the legal
175 entity, as defined in the ROI, aged between 16 and 23 inclusive or having the status of 'Head'
176 appointed in accordance with the provisions set out in the Association's ROI.

177 6.8. Members who are natural persons may be represented at the General Meeting by another
178 member who is a natural person. Each individual member may accept only one proxy.

179 6.9. One third of the voting members of a legal entity member may be represented at the General
180 Meeting by another voting member of the same legal entity. Each voting member of a legal entity
181 may accept only one proxy.

182 6.10. The Board of Directors has the right to allow members to attend the General Meeting by
183 videoconference or by means of telecommunication which enable them to be identified. Reasons
184 need not be given for refusing such participation. Members who participate in the General Meeting
185 by videoconference or by means of telecommunication that enable them to be identified are
186 deemed to be present. These means must meet technical characteristics that guarantee effective
187 participation in the General Meeting, the proceedings of which are broadcast continuously. The
188 meeting held by such remote means of communication is deemed to take place at the registered
189 office of the Association.

190 6.11. The General Meeting, in all cases where the Law and the Articles of Association do not
191 provide otherwise, is validly constituted if half of the members are present or represented and its
192 decisions are taken by an absolute majority of the votes cast.

193 6.12. Decisions concerning amendments to the Articles of Association must be taken in
194 accordance with the provisions of Articles 15 and 35 of the Law.

195 6.13. Directors are elected by secret ballot and by an absolute majority of the votes cast. If a
196 second ballot becomes necessary, a relative majority is sufficient.

197 6.14. The election of the réviseur d'entreprises agréé [approved statutory auditor] and the
198 réviseurs de caisse [approved cash auditors] respectively is by a show of hands and a relative
199 majority of the votes cast.

200 6.15. Resolutions may be passed outside the agenda only if they are adopted by an absolute
201 majority of the votes cast at the General Meeting.

202 6.16. The resolutions of the General Meeting are recorded in a register of the Association's
203 proceedings in the form of minutes, signed by the Chairman and the Secretary of the General
204 Meeting.

205 This register shall be kept at the registered office, where all members may inspect it, but the
206 register shall not be moved. Extracts of the resolutions may be sent to any third party with a
207 legitimate interest, certified by the Chairman or by two directors, unless the Board of Directors
208 exceptionally authorises consultation of the register itself.

209 **Art. 7.**

210 **Board of Directors**

211 7.1. The Association is administered by a Board of Directors, consisting of a minimum of three
212 and a maximum of five members.

213 Directors are appointed for a term of 3 years by the General Meeting.

214 In the event of a vacancy on the Board of Directors, the mandate may be replaced at the next
215 AGM for the remainder of the term.

216 Retiring directors may be re-elected.

217 In the event of a vacancy on the Board, the Board of Directors may not fill the vacancy by simple
218 co-option. In accordance with Article 14 of the Law, as set out in Article 7.1. of these Articles of
219 Association, a vacancy on the Board must be filled by a resolution of the General Meeting, which
220 alone has the power to appoint a replacement. When a replacement is appointed, the composition
221 of the Board of Directors must comply with the rule stipulating that at least two of the members
222 must be of the opposite sex.

223 The Board of Directors may delegate all or part of its powers for the day-to-day management of
224 the Association to one or more of its members or to third parties whom it appoints and whose
225 duties and remuneration it determines. The principle and limits of this power of delegation are
226 determined by the Association's KING.

227 7.2. The Board of Directors chooses a Chairman, a Co-Chairman, a Secretary and a Treasurer
228 from among the directors. Their term of office expires at the same time as their term of office as
229 director. In the event that the Association is administered by a three-member Board of Directors,
230 the positions of Secretary and Treasurer may be filled by a Director.

231 7.3. To stand for election as a director, you must be at least 18 years old on the day of the General
232 Meeting. Individual applications are not accepted; it is compulsory to apply as a team on a list.
233 Each list must contain between three and five people, with at least two of the opposite sex. It is
234 not possible to split votes: it is only possible to vote for an entire list. The list whose candidates
235 together receive the highest number of votes wins. In the event of a tie, the list with the youngest
236 average age is elected. A person may run in parallel on several voting lists; however, no two
237 voting lists may be identical.

238 7.4. The Board of Directors has the broadest powers to administer and manage the Association
239 and to achieve its objects. In particular, it may, without this list being exhaustive and without
240 prejudice to the other powers deriving from the Law or the Articles of Association, enter into all
241 contracts, purchase, sell, exchange, borrow, lease or pledge all movable and immovable property
242 necessary to achieve the purpose for which the Association is formed. It decides on the
243 acceptance of donations and legacies in compliance with Article 19 of the Law. It opens all bank
244 accounts; decides on all investments of funds or income. It shall ensure that the decisions of the
245 General Meeting are implemented.

246 The Board of Directors shall rule on all disputes that may arise concerning the interpretation of
247 the Articles of Association and the ROI, unless an appeal is made to the General Meeting.

248 7.5. The Board of Directors meets upon notice sent to the directors by post or electronically at
249 least eight days before the meeting is due to take place. The agenda is attached to this notice.

250 7.6. The Board of Directors may only deliberate if at least half of the directors are present or
251 represented.

252 However, it may deliberate regardless of the number of directors present or represented when it
253 is called upon to deliberate a second time on a matter included on the agenda of the previous
254 meeting.

255 Any director may be represented by another director, but no director present may hold more than
256 one proxy.

257 The Board of Directors is chaired by the Chairman or, in his absence, by the Co-Chairman or, in
258 his absence, by the Secretary.

259 Decisions are taken by a relative majority of the directors present or represented.

260 7.7. Directors may take part in meetings by videoconference or by means of telecommunications
261 that enable them to be identified. These means must comply with technical specifications
262 guaranteeing effective participation in the Board of Directors meeting, the proceedings of which
263 are broadcast continuously. A meeting held by such remote means of communication is deemed
264 to be held at the registered office of the Association.

265 7.8. The deliberations of the Board of Directors are recorded in minutes which are entered in the
266 Association's minute book. The deliberations of the Board of Directors are signed by the Chairman
267 or his deputy.

268 7.9. Decisions of the Board of Directors may be taken by unanimous written consent of the
269 directors in duly justified exceptional cases.

270 **Art. 8.**

271 **Signature and accounting**

272 8.1. The joint signatures of two directors, one of whom must be the Treasurer or, in his absence,
273 the Chairman or Co-Chairman, validly bind the Association towards third parties, without the need
274 for prior authorisation.

275 Day-to-day management deeds, routine correspondence, receipts or discharges may only bear
276 the signature of a director appointed by the Board of Directors or even of third parties whom the
277 Board may, under its responsibility, appoint for this purpose.

278 8.2. The Board of Directors shall determine the method of authorising and settling expenditure.

279 **Art. 9.**

280 **Corporate resources**

281 The Association's resources consist of :

- 282 1. Annual subscriptions paid by members. These dues are set annually by the General
283 Meeting. Each member may voluntarily pay a higher contribution.
- 284 2. Subsidies from public authorities interested in pursuing the Association's objectives.
- 285 3. Special grants from private individuals and local authorities.
- 286 4. Donations and legacies that it may receive in accordance with Article 19 of the Law.
- 287 5. The organisation of events and the sale of products, the income from which is used to
288 achieve the Association's objectives.

289 **Art. 10.**

290 **Accounting and annual accounting documents**

291 10.1. The Treasurer appointed by the Board of Directors is responsible for the financial
292 management of the Association.

293 10.2. The annual accounts and accounting documents and their audit are subject to articles 18
294 and 36 of the Law.

295 10.3 If, in accordance with the Law, the Association belongs to the category of large associations,
296 the audit of the annual accounts shall be entrusted to an approved auditor appointed for four years
297 by the General Meeting.

298 If, according to the Law, the Association belongs to the category of small associations or to the
299 category of medium-sized associations, the financial management of the Association shall be
300 audited by three cash auditors elected by the General Meeting for a term of one year. The auditors
301 may be re-elected. In the event of a vacancy in the office of cash auditor due to death or
302 resignation by post or electronic means, the Board of Directors may, by a unanimous vote, appoint
303 a cash auditor for the current year and must inform the General Meeting of this at the next
304 meeting.

305 **Art. 11.**

306 **Balance sheet and budget**

307 The financial year begins on 1 January and ends on 31 December.

308 The books are closed each year on 31 December.

309 **Art. 12.**

310 **Approval of the annual accounts**

311 Each year and no later than six months after the end of the financial year, the Board of Directors
312 shall submit to the General Meeting, for approval, the annual accounting documents relating to
313 the past financial year drawn up in accordance with Article 18 of the Law.

314 **Art. 13.**

315 **Dissolution**

316 The Company may not be dissolved unless the formalities and conditions provided for in Article
317 25 of the Law have been complied with.

318 The net assets will be allocated to another non-profit association or to a foundation under
319 Luxembourg law pursuing a similar activity.

320 The General Meeting shall decide on this allocation.

321 **Art. 14.**

322 **Interpretative provision**

323 For all matters not provided for in these Articles of Association and the ROI, reference shall be
324 made to the Law.

325 **Art. 15.**

326 **Entry into force and transitional provisions**

327 15.1 A copy of the Articles of Association of the de facto association 'Lëtzebuerger Guiden a
328 Scouten', which is at the origin of the constitution of the Association, will be registered in the
329 Luxembourg Trade and Companies Register under the archives of the Association.

330 15.2. Within a period of twelve months from the entry into force of these Articles of Association,
331 the Board of Directors of the Association may accept Full or Acceding Members without
332 recognition as legal entities by the Law. Full or associate members accepted in this way by the
333 Board of Directors undertake to become compliant within 1 year of payment of the membership
334 fee. After this transitional period, only legal entities operating in a format accepted by current
335 legislation may be recognised as full or associate members.