

Verband vun de Lëtzebuenger Guiden a Scouten

Non-profit-making association

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

PREAMBLE

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

Accredited representatives of the de facto association "Lëtzebuenger Guiden a Scouten", formed on 15 May 1994, met in Hesperange on 7 December 2024 with a view to complying with current legislation and forming a non-profit association "Verband vun de Lëtzebuenger Guiden a Scouten".

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

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

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

Art. 1.

Name, registered office, duration

1.1 Under the name of "Verband vun de Lëtzebuenger Guiden a Scouten", abbreviated to "LGS", a non-profit association (the "Association") has been formed, governed by the Luxembourg law of 7 August 2023 on non-profit associations and foundations (the "Law") and by these Articles of Association (the "Articles"). The Association has Internal Regulations (the "IR"), which supplement the Articles of Association by defining certain practical and organisational procedures. The ROI may only be amended by the General Meeting, acting by a two-thirds majority of the votes cast.

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

1.3. The Association is established for an unlimited period.

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Art. 2.
Purpose

38 2.1. The aim of the Association is to promote the Guides and Scouts movement in Luxembourg
39 and to contribute to the development of young people by helping them to achieve their full
40 physical, intellectual, moral, emotional, social and spiritual potential as individuals, responsible
41 citizens and members of local, national and international communities.

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

47 The Association ensures that policies and procedures are in place to guarantee a safe
48 environment for children, young people and adults.

49 The Association may enter into partnerships with other entities, provided that the latter adhere to
50 the principles defined in this article. The exact terms of these partnerships will be defined in the
51 ROI.

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Art. 3.
Principles, Promise, Law and Method for Guides and Scouts

54 3.1. The Association is founded on the following principles:

55 - Personal principle (Duty to self)

56 Within the Association, each member must have the opportunity to gradually develop their
57 physical, intellectual, moral, emotional, social and spiritual skills. This enables them to
58 acquire aptitudes, attitudes and behaviours that will enable them to achieve their life goals
59 and contribute actively to the development of society. These objectives must be pursued
60 by all members, taking into account the capacities offered by their individual condition.

61 - Social principle (Duty to others)

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

65 - Spiritual principle (Duty to God)

66 Complementary to personal and social development, spiritual development enables us to
67 give meaning to our relationship with ourselves, with others and with the world, and to
68 question our existence and our place in the universe.

69 3.2. All members of the Guide and Scout Movement must adhere to a Guide and Scout Promise
70 and Law reflecting the personal principle (duty to self). The social principle (duty to others) and

71 the spiritual principle (duty to God). They are inspired by the Promise and the Guide and Scout
72 Law originally devised by the Founder of the Scout Movement.

73 The Guide and Scout Promise

74	<i>Ech</i>						<i>versprieche,</i>
75	<i>Verantwortung</i>		<i>vis-à-vis</i>		<i>vu</i>		<i>mir,</i>
76	<i>menge</i>	<i>Matmënschen</i>	<i>a</i>	<i>menger</i>	<i>Ëmwelt</i>	<i>ze</i>	<i>iwwerhuelen,</i>
77	<i>meng</i>	<i>perséinlech</i>	<i>Spiritualitéit</i>	<i>weider</i>		<i>ze</i>	<i>entwéckelen</i>
78	<i>an nom Guiden- a Scoutsgesetz ze liewen.</i>						

79 The guiding and scouting law

80 *Eng Guide / e Scout:*

- 81 - *ass zouverlässeg*
- 82 - *ass éierlech a fair*
- 83 - *ass bereet ze hëllefen*
- 84 - *ass gutt zu all Mënsch*
- 85 - *mécht den éischte Schrëtt a setzt sech a fir Gerechtegkeet*
- 86 - *respektéiert d'Liewen an all senge Formen*
- 87 - *kann nolauschteren a Kritik erdroen*
- 88 - *huet eng positiv Liewesastellung*
- 89 - *kann sech organiséieren a mécht näischt hallef*
- 90 - *hält sech kierperlech a geeschteg gesond*

91 3.3 The Guide and Scout method is a system of progressive self-education based on:

- 92 - A promise and a guiding and scouting law.
- 93 - Education through action.
- 94 - A life in small groups, including, with the help of adults who advise them, the gradual
95 discovery and acceptance by young people of responsibilities and training in self-
96 management aimed at developing character, access to competence, self-confidence, a
97 sense of service and the ability to cooperate as well as to lead.

98 The procedures for developing, applying and revising the method are described in the ROI.

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Art. 4.
Members

101 4.1. The Association is made up of full members and associate members as defined in Article 3
102 of the Law. Members may be natural persons or legal entities.

103 4.2. The unit amount of the annual fee is set by the General Meeting. It may not exceed EUR
104 1,000. Different methods of calculation may be applied:

- 105 - For individuals, the annual fee is equal to this unit amount.
106 - For legal entities, the total annual membership fee is determined by multiplying the unit
107 amount by the number of persons registered with the Association, in accordance with the
108 procedures and on the date specified in the ROI.

109 4.3. The number of associate members is unlimited and is acquired by the simple payment of the
110 annual subscription. Associate members are not subject to the rights and obligations laid down
111 by law and, consequently, do not have voting rights.

112 4.4. The number of full members is unlimited for legal entities and limited to 200 for natural
113 persons. The total number of full members, whether legal entities or individuals, may not be less
114 than two.

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

120 4.5. Any payment of the membership fee presupposes unreserved adherence to the Association's
121 Articles of Association and ROI.

122 4.6. A full member undertakes to be present or represented at General Meetings. If a full member
123 has two consecutive absences in person or is not represented at the General Meeting, that full
124 member automatically becomes a member again. A legal entity member is deemed to be present
125 if one of the natural persons declared by the legal entity member is present at the General
126 Meeting.

127 4.7. The term "member(s)" hereinafter refers to effective member(s) and not to associate
128 members of the Association.

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Art. 5.
Loss of full or associate membership

131 5.1. Associate or full membership is lost :

- 132 a. non-payment of the annual subscription following a second reminder;
133 b. by sending a dated and signed voluntary resignation to the Board of Directors by post or
134 e-mail;
135 c. by the death of the natural person or the dissolution of the legal entity;
136 d. by a decision to exclude, to be taken by the General Meeting, acting by a majority of two-
137 thirds of the votes cast, for any serious reason to be assessed by it. The exclusion decision
138 will appear on the agenda of the General Meeting. The member who is the subject of the
139 exclusion decision will be invited to this General Meeting by registered letter. The member
140 or member-member, having been heard by the General Meeting or having been duly
141 convened for this purpose and having failed to appear, must accept the decision of the
142 General Meeting. Serious grounds for expulsion include, but are not limited to, refusal to
143 comply with the Association's Articles of Association and by-laws or with the decisions of
144 the Board of Directors or the General Meeting.

145 5.2. Full membership as a natural person is lost:

- 146 a. when it is declared to the Association by a full member or a member who is a legal entity;
147 b. if the Board of Directors considers that the person does not actively and regularly
148 contribute to the smooth running of the Association

149 5.3. A member, whether an effective member or a subscriber, who resigns or is excluded, may
150 not claim reimbursement of the annual subscription or contribution to expenses already paid.

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Art. 6.
General Meeting

153 6.1. The General Meeting has full powers to take any decision affecting the Association which the
154 Law or the Articles of Association have not assigned to another body of the Association.

155 6.2. The General Meeting is specifically responsible for :

- 156 1. Amendment of the Articles of Association ;
157 2. The appointment and dismissal of directors and the determination of their number;
158 3. Appointment and dismissal of the réviseur d'entreprise agréé ;
159 4. Discharge to be granted to the directors and the réviseur d'entreprises agréé [approved
160 statutory auditor] ;
161 5. Approval of budgets and annual accounts;
162 6. Dissolution of the Association and appointment of a liquidator;
163 7. Exclusion of a full or associate member.

164 6.3. The General Meeting is held annually within six months of the end of the financial year.

165 It may also be specially convened by decision of the Board of Directors or at the request of one-
166 fifth of the members, or by the réviseur d'entreprises agréé [approved statutory auditor] or,
167 depending on the classification of the Association, the réviseurs de caisse [cash auditors] under
168 the conditions set out in Article 10 of the Articles of Association.

169 6.4. Notices of meetings are issued in accordance with section 3 of the Law. At the General
170 Meeting, voting rights are determined on the basis of the number of persons registered with the
171 Association, in the manner and on the date specified in the ROI.

172 6.5. Associate members and experts appointed by the General Meeting or the Board of Directors
173 may attend the General Meeting in an advisory capacity.

174 6.6. The General Meeting is chaired by the Session Chairman and the report is drawn up by the
175 Session Secretary, both of whom are appointed on the recommendation of the Board of Directors.

176 6.7. Voting rights are defined according to the legal personality of the member. Thus, in the case
177 of natural persons, each member is entitled to one vote at General Meetings. On the other hand,
178 for legal entities, the member's right to vote is attributed to natural persons declared to the
179 Association by the legal entity, as defined in the ROI, aged between 16 and 23 inclusive or having
180 the status of "Head" appointed in accordance with the provisions set out in the Association's ROI

181 6.8. Members who are natural persons may be represented at the General Meeting by another
182 member who is a natural person. Each individual member may accept only one proxy.

183 6.9. One third of the voting members of a member that is a legal entity may be represented at the
184 General Meeting by another voting member of the same legal entity. Each voting member of a
185 legal entity may accept only one proxy.

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

194 6.11. Unless otherwise provided by law or by the Articles of Association, the General Meeting is
195 validly constituted if half of the members are present or represented and its decisions are taken
196 by an absolute majority of the votes cast.

197 6.12. Decisions concerning amendments to the Articles of Association must be taken in
198 accordance with the provisions of Articles 15 and 35 of the Law.

199 6.13. Directors are elected by secret ballot and by an absolute majority of the votes cast. If a
200 second ballot becomes necessary, a relative majority shall suffice.

201 6.14. The election of the réviseur d'entreprises agréé [approved statutory auditor] or of the
202 réviseurs de caisse [approved cash auditors] is carried out by a show of hands and by a relative
203 majority of the votes cast.

204 6.15. Resolutions may be passed outside the agenda only if they are adopted by an absolute
205 majority of the votes cast at the General Meeting.

206 6.16. The resolutions of the General Meeting are recorded in a register of the Association's
207 proceedings in the form of minutes, signed by the Chairman and the Secretary of the General
208 Meeting.

209 This register is kept at the registered office, where all members may consult it, but without moving
210 the register. Extracts of resolutions may be sent to any third party with a legitimate interest,
211 certified by the Chairman or by two directors, unless the Board of Directors exceptionally
212 authorises consultation of the register itself.

213 **Art. 7.**
214 **Board of Directors**

215 7.1. The Association is administered by a Board of Directors consisting of a minimum of three and
216 a maximum of five persons.

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

218 In the event of a vacancy on the Board of Directors, this mandate could be replaced at the next
219 AGM for the remainder of the term.

220 Outgoing directors may be re-elected for a further three terms.

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

227 The Board of Directors may delegate all or part of its powers for the day-to-day management of
228 the Association to one or more of its members or to third parties whom it appoints and whose
229 duties and remuneration it determines. The principle and limits of this power of delegation are
230 determined by the Association's Executive Committee.

231 7.2. The Board of Directors chooses a Chairman, a Co-Chairman, a Secretary and a Treasurer
232 from among the directors. Their term of office expires at the same time as their term of office as
233 director. In the event that the Association is administered by a three-member Board of Directors,
234 the position of Secretary and Treasurer may be filled by a director.

235 7.3. To stand for election as director, you must be at least 18 years old on the day of the General
236 Meeting. Individual applications are not accepted; it is compulsory to apply as a team on a list.

237 Each list must contain between three and five people, with at least two of the opposite sex. A
238 person may run in parallel on several voting lists; however, no two voting lists may be identical. It
239 is not possible to mix and match votes: it is only possible to vote for an entire list.

240 To be elected, a list must obtain an absolute majority of the votes cast in the first round. If no list
241 achieves this majority, a second round is held between the two lists that obtained the greatest
242 number of votes in the first round. In this second round, the list that receives the most votes is
243 declared the winner.

244 In the event of a tie in the second round, the list with the youngest average age is elected.

245 7.4. The Board of Directors has the broadest powers to administer and manage the Association
246 and to achieve its objects. In particular, it may, without this list being exhaustive and without
247 prejudice to the other powers deriving from the Law or the Articles of Association, enter into all
248 contracts, purchase, sell, exchange, borrow, lease or pledge all movable and immovable property
249 necessary to achieve the purpose for which the Association is formed. It decides on the
250 acceptance of donations and legacies in compliance with Article 19 of the Law. It opens all bank
251 accounts; decides on all investments of funds or income. It ensures that the decisions of the
252 General Meeting are carried out.

253 The Board of Directors shall rule on all disputes that may arise concerning the interpretation of
254 the Articles of Association and the ROI, unless recourse is made to the General Meeting.

255 7.5. The Board of Directors meets following a notice of meeting sent to the directors by post or
256 electronically at least eight days before the meeting is due to take place. The agenda is attached
257 to this notice

258 7.6. The Board of Directors may only deliberate if at least half of the directors are present or
259 represented.

260 However, it may deliberate regardless of the number of directors present or represented when it
261 is called upon to deliberate a second time on an item on the agenda of the previous meeting.

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

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

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

267 7.7. Directors may take part in meetings by videoconference or by means of telecommunications
268 that enable them to be identified. These means must comply with technical specifications
269 guaranteeing effective participation in the Board meeting, the proceedings of which are broadcast
270 continuously. A meeting held by such remote means of communication is deemed to be held at
271 the registered office of the Association.

272 7.8. The deliberations of the Board of Directors are recorded in minutes which are entered in the
273 Association's minute book. The resolutions of the Board of Directors are signed by the Chairman
274 or his deputy.

275 7.9. Decisions of the Board of Directors may be taken by unanimous written consent of the
276 directors in duly justified exceptional cases.

277 **Art. 8.**
278 **Signature and accounting**

279 8.1. The joint signatures of two directors, one of whom must be the Treasurer or, in his absence,
280 the Chairman or Co-Chairman, validly bind the Association towards third parties, without the need
281 for prior authorisation.

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

285 8.2. The Board of Directors shall determine the method of authorising and settling expenditure.

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Art. 9.
Social resources

288 The Association's resources consist of :

- 289 1. Annual subscriptions paid by full and associate members. These fees are set annually by
290 the General Meeting. Any member may voluntarily pay a higher fee.
- 291 2. Subsidies from public authorities interested in pursuing the Association's objects.
- 292 3. Special grants from individuals and local authorities.
- 293 4. Donations and legacies that it may receive under the conditions of Article 19 of the Law.
- 294 5. The organisation of events and the sale of products, the proceeds of which are used to
295 achieve the Association's objectives.

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Art. 10.
Accounts and annual accounting documents

298 10.1. The Treasurer appointed by the Board of Directors is responsible for the financial
299 management of the Association.

300 10.2. The annual accounts and accounting documents and their audit are subject to Articles 18
301 and 36 of the Law.

302 10.3 If, in accordance with the Law, the Association falls into the category of large associations,
303 the audit of the annual accounts shall be entrusted to an approved auditor appointed for four years
304 by the General Meeting.

305 If, according to the law, the Association belongs to the category of small associations or to the
306 category of medium-sized associations, the financial management of the Association is
307 supervised by three auditors elected by the General Meeting for a term of one year. The auditors
308 may be re-elected. In the event of a vacancy in the office of cash auditor, as a result of death or
309 resignation by post or electronic means, the Board of Directors may, by a unanimous vote, appoint
310 a cash auditor for the current year and must inform the General Meeting of this at the next
311 meeting.

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Art. 11.
Balance sheet and budget

314 The financial year begins on 1 April and ends on 31 March.

315 The books are closed each year on 31 March.

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Art. 12.
Approval of the annual accounts

318 Each year, and no later than six months after the end of the financial year, the Board of Directors
319 submits to the General Meeting, for approval, the annual accounting documents relating to the
320 past financial year, drawn up in accordance with Article 18 of the Law.

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Art. 13.
Dissolution

323 The Company may not be dissolved unless the formalities and conditions set out in Article 25 of
324 the Law have been complied with.

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

327 The General Meeting will decide on this allocation.

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Art. 14.
Interpretative provision

330 For all matters not provided for in these Articles of Association and the ROI, reference should be
331 made to the Law.

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Art. 15.
Entry into force and transitional provisions

334 15.1 A copy of the Articles of Association of the de facto association "Lëtzebuenger Guiden a
335 Scouten", which is at the origin of the constitution of the Association, will be registered in the
336 Luxembourg Trade and Companies Register under the Association's archives.

337 15.2. With effect from the entry into force of these Articles of Association, all current local groups
338 of the de facto association shall be accepted as full members of the Association, irrespective of
339 whether they are recognised as legal entities by law. However, it is recommended that members
340 who do not comply with current legislation take the necessary steps to bring themselves into line
341 within one year of the adoption of these Articles of Association. This recommendation is intended
342 to encourage compliance with the applicable legal framework, without however constituting an
343 obligation to maintain their membership status within the Association.