

# Articles of Association – HALTO asbl

## Article 1 – Name, Registered Office and Duration

Under the name **HALTO a.s.b.l.**, a non-profit association is hereby established, governed by the amended law of 7 August 2023 on non-profit associations and foundations.

HALTO was founded at the initiative of Ms Nathalie Thill, founder of the association, inspired by the values of empathy, respect, solidarity and human dignity, which continue to guide all its actions.

The association aims to create a space of mutual support, respite and connection for individuals caring for a person with a disability, chronic illness or dependency.

The registered office of the association is established in the municipality of Useldange. It may be transferred to any other location within the Grand Duchy of Luxembourg by decision of the Board of Directors.

The duration of the association is unlimited.

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## Article 2 – Purpose

The purpose of the association is to establish a network of support and mutual assistance for individuals caring for a person with a disability, chronic illness or dependency.

HALTO seeks to promote exchange, guidance and relief for caregivers by providing a space for meeting, listening and respite.

The association exclusively and directly pursues objectives of public interest and operates independently and apolitically.

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## Article 3 – Members

The minimum number of full members is three.

The association consists of:

- full members, actively participating in the life of the association
- supporting members, providing moral or financial support

- volunteer members, contributing occasionally or to specific projects

Each member undertakes to comply with the statutes of the association.

### **3.1 Admission**

Membership shall be granted upon written application (letter, form or email) addressed to the Board of Directors. The Board shall decide by simple majority. No right to membership shall be acquired.

The decision shall be notified in writing and need not be justified.

### **3.2 Rights and obligations**

Members undertake to respect the values and objectives of HALTO and to contribute to an atmosphere of respect and trust.

They may participate in activities and in the General Assembly. Voting rights are granted to full members.

### **3.3 Resignation**

Any member may resign at any time by written notification to the Board of Directors. Membership fees are non-refundable.

### **3.4 Exclusion**

Any member whose conduct is detrimental to the objectives or reputation of the association, or who repeatedly violates the statutes, may be excluded by decision of the Board of Directors.

The decision shall be notified in writing and shall take immediate effect.

### **3.5 Termination of membership**

Membership shall cease by resignation, exclusion or death.

Resignation shall occur automatically in the event of non-payment of the annual membership fee within three months following its due date.

Removal may be decided by the General Assembly with a two-thirds majority for serious cause or serious harm to the interests of the association.

The association shall maintain an up-to-date register of members at its registered office in accordance with Article 9 of the Law. The register shall be managed by the Board of Directors and may be consulted by members.

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## Article 4 – Governing bodies

The governing bodies of the association are:

- the General Assembly
- the Board of Directors

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## Article 5 – General Assembly

The General Assembly is the sovereign body of the association. It shall comprise all full members and shall meet at least once per year.

It shall:

- approve the annual reports
- grant discharge to the Board of Directors
- elect members of the Board
- determine membership fees
- decide on amendments to the statutes
- decide on the dissolution of the association

All members shall be convened by the Board of Directors at least fifteen days prior to the meeting, either by post or electronically.

All members shall have equal voting rights. Resolutions shall be adopted by a majority of votes of members present or represented, unless otherwise required by law.

Resolutions shall be recorded in minutes signed by the President and kept at the registered office, where they may be consulted by members.

The General Assembly must be convened if at least one fifth of the members so request.

Members may be represented by another member by means of a written proxy. No member may hold more than one proxy.

Members may participate by videoconference or other means of telecommunication allowing their identification; they shall be deemed present for the meeting.

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## **Article 6 – Board of Directors**

The Board of Directors shall consist of at least two members.

Board members shall be elected by the General Assembly for a term of five years, renewable.

The Board represents the association externally and manages its day-to-day affairs. The association shall be validly bound by the joint signature of two members of the Board.

The Board may delegate certain tasks to one or more of its members.

It shall decide on admission and exclusion of members, prepare the General Assembly and ensure implementation of its decisions.

Roles within the Board shall be assigned at its first meeting. Where the Board consists of at least three members, the roles of President, Secretary and Treasurer shall be assigned separately.

Resignation of Board members must be submitted in writing and shall become effective upon acceptance by the Board.

Removal of a Board member shall be decided by the General Assembly by simple majority. It may occur in case of serious misconduct, damage to the association's interests, obstruction of its objectives, or reputational risk.

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## **Article 7 – Finances**

The association's resources derive from membership fees, donations, grants and other income. The financial year corresponds to the calendar year.

The annual membership fee shall be determined by the General Assembly and shall not exceed fifty (50) euros. It shall be payable at the beginning of each financial year.

The association may employ staff or enter into contracts with external service providers, in accordance with its financial capacity and non-profit purpose.

Accounts shall be maintained in accordance with applicable legal provisions. Annual accounts shall be submitted to the General Assembly for approval.

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## **Article 8 – Dissolution**

In the event of dissolution, the remaining net assets shall be allocated to an organisation pursuing a similar purpose, as designated by the General Assembly.

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## **Article 9 – Liability**

The Board members are responsible for managing the association in the interest of its members and in compliance with the law.

They may incur civil and criminal liability for damage resulting from negligence or wrongful acts.

Their responsibilities include administrative and financial management, governance compliance, statutory conformity, and ensuring the proper functioning and transparency of the organisation.

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## **Article 10 – Data protection and confidentiality**

The association undertakes to comply with applicable data protection legislation (GDPR).

All members and volunteers are bound by strict confidentiality regarding personal information obtained in the course of their activities.

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## **Article 11 – Cooperation with partners**

The association may cooperate with public or private institutions, municipalities or other associations, insofar as such cooperation aligns with its objectives.

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## **Article 12 – Funding and projects**

The association may seek public or private funding, establish project partnerships or organise fundraising activities, provided these serve its purpose.

It may also create, manage or participate in social-purpose entities, including, where appropriate, a **Société d'Impact Sociétal (SIS)**.

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## **Article 13 – Working groups and local sections**

The Board may establish thematic working groups or local sections, which operate autonomously but report to the Board.

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## **Article 14 – Online activities and digital communication**

The association may operate both physically and virtually. Communications and documents may be transmitted electronically.

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## **Article 15 – Ethics and values**

HALTO is founded on the principles of empathy, respect, solidarity and human dignity. All members undertake to act accordingly.

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## **Article 16 – Language**

These statutes are drafted in French and German.  
Translations may be provided for information purposes only; in case of discrepancy, the French version shall prevail.

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## **Article 17 – Final provisions**

For all matters not provided for herein, reference is made to the amended law of 7 August 2023.

These statutes were drawn up in Schandel, municipality of Useldange, and signed by the founding members.

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## **Resolutions adopted by the founders**

The founders resolved as follows:

1. The number of Board members is set at three.
  2. The following persons are appointed for a term of five years:
    - **Ms Nathalie Thill**, residing at 36, Viichtenerstrooss, L-8620 Schandel, municipality of Useldange, as President
    - **Ms Sylvia Kieffer-Veltmaat**, residing at 1, Everlange-Moulin, L-8715 Everlange, municipality of Useldange, as Treasurer
    - **Mr Raoul Schaaf**, residing at 14, Viichtenerstrooss, L-8620 Schandel, municipality of Useldange, as Secretary
  3. The registered office is established at:  
36, Viichtenerstrooss, L-8620 Schandel
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## **Annex A – List of founding members**

- Nathalie Thill
- Raoul Schaaf
- Sylvia Kieffer-Veltmaat