

**Articles of Association of  
European Association of Research and Technology Organisations**

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## **TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE**

### **Article 1. Name. Legal form. Term**

- 1.1.** The international non-profit association named “European Association of Research and Technology Organisations”, abbreviated “EARTO” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.
- 1.2.** All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

### **Article 2. Registered office**

- 2.1.** The registered office of the Association is located in the region of Brussels Capital.
- 2.2.** The registered office of the Association may be transferred to any other location in Belgium by a decision of the Executive Board, provided that said transfer will not imply a change of the language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium.
- 2.3.** If the transfer of the registered office of the Association implies a change of the language of these Articles of Association according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 21 of these Articles of Association.
- 2.4.** The Association may establish offices in any country or place.

## **TITLE II. NOT-FOR-PROFIT PURPOSE. OBJECT**

### **Article 3. Not-for-profit purpose**

- 3.1.** The not-for-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to:
  - (a) Promote the European industrial research and technology sector to opinion formers in the public and private domains;
  - (b) Encourage the outsourcing of research, technology and innovation in Europe;

- (c) Encourage governments at all levels to stimulate science, research, technology and innovation in order to provide a more favourable environment for the European industrial research and technology sector;
- (d) Foster the optimisation of the possibilities and the results of European industry, in small, medium and large firms, through research and development, technology and innovation; and
- (e) Foster excellence in industrial research and technology in Europe.

#### **Article 4. Object**

**4.1.** To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Represent the interests of the European industrial research and development, technology and innovation sector towards the European Institutions;
- (b) Provide a forum for the exchange of ideas, information and best practices amongst the Members;
- (c) Monitor, analyse and disseminate information relating to European industrial research and development, technology and innovation to Members via newsletters, periodic mailings, electronic mails and other media;
- (d) Support and/or initiate common positions on key EU dossiers by bringing the Members with interested parties together and facilitating meetings, amongst other, via Working Groups;
- (e) Provide a strong network with the relevant European institutions and stakeholders and offer additional public exposure to its Members through the Association's communication effort toward the European Union officials and other stakeholders;
- (f) Supply assistance and collective services for Members, such as organise, arrange and participate to congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (g) Collect and analyse statistical data on Members;
- (h) Compile and disseminate information about the Members demonstrating their skills in industrial research, technology and innovation;
- (i) Provide information and expertise to the European Institutions as well as assist Members in their relations with the European Institutions;
- (j) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or institutions.
- (k) Organise Working Groups and Task Forces on subjects of particular interest to the Members;
- (l) Carry out contracts of particular interest to the Members; and

- (m) Make available to the Members, for their occasional use, a centrally located office facility in Brussels and basic secretarial services.
- 4.2. The activities of the Association can be of a commercial and profitable nature, provided always they directly or indirectly fulfil the purpose of the Association and that the profits generated through these activities shall at all times and entirely be affected to the realisation of the not-for-profit purpose of the Association.
- 4.3. In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

### TITLE III. MEMBERS

#### Article 5. Membership

- 5.1. The Association shall have three (3) membership categories: Full European Members, International Members and Associated Members. The Association shall always consist of at least two (2) Full European Members.
- 5.2. All references in these Articles of Association to “Member” or “Members” without any other specification are references to Full European Members, International Members and Associated Members collectively.
- 5.3. The rights and obligations of the Members shall be as defined in and pursuant to these Articles of Association.
- 5.4. Membership is *intuitu personae* and can neither be transferred nor assigned.

#### Article 6. Full European Members

- 6.1. The category of Full European Membership is open and accessible to:
  - (a) **Individual Full European Members:** Any research and technology organisation (hereafter: “RTO”) which is understood as any legal entity cumulatively meeting the following criteria:
    - i. Having the legal personality;
    - ii. Being duly constituted in accordance with the laws and practices of its country of origin;
    - iii. Having its registered office in:
      - (i) A Member State of the European Union; or
      - (ii) A Member State of the European Economic Area; or

- (iii) An “Associated Country” as defined by the EU Framework Programme for Research and Technological Development;
    - iv. Having a not-for-profit purpose;
    - v. Having amongst others a mission of general interest/public interest;
    - vi. Having as predominant activity providing research, development, technology and innovation principally to governments and the industry;
    - vii. Being independent, i.e.:
      - (i) Being independent from a management point of view from its backers; and
      - (ii) Having its own financial system (i.e. issuing its own financial statements, annual report, etc.).
  - (b) **Association Full European Members:** Any legal entity cumulatively meeting the following criteria:
    - i. Having the legal personality;
    - ii. Being duly constituted in accordance with the laws and practices of its country of origin;
    - iii. Having its registered office in:
      - (i) A Member State of the European Union; or
      - (ii) A Member State of the European Economic Area; or
      - (iii) An “Associated Country” as defined by the EU Framework Programme for Research and Technological Development;
    - iv. Having a not-for-profit purpose; and
    - v. Being an association of several national or regional research and technology organisations (RTOs) as defined above under paragraph 6.1(a).
- 6.2.** For the purpose of the Article 6.1 (b), v, the term “regional” shall only be understood as regions inside a country.
- 6.3.** Legal entities of a same group of legal entities may each become a Full European Member with their own membership rights, provided that they each pay a membership fee.
- 6.4.** Full European Members shall enjoy all membership rights, including voting rights Full European Members shall benefit from all the services provided by the Association to its Members.

## **Article 7. International Members**

- 7.1.** The category of International Membership is open and accessible to any legal entity cumulatively meeting the following criteria:
- (a) **Individual International Members:** Any legal entity cumulatively meeting the following criteria:
    - i. Having the legal personality;
    - ii. Being duly constituted in accordance with the laws and practices of its country of origin;

- iii. Not having its registered office in:
  - (i) A Member State of the European Union; or
  - (ii) A Member State the European Economic Area; or
  - (iii) An “Associated Country” as defined by the EU Framework Programme for Research and Technological Development;
- iv. Having a not-for-profit purpose;
- v. Having amongst others a mission of general interest/public interest;
- vi. Having as predominant activity providing research, development, technology and innovation principally to governments and the industry;
- vii. Being independent, i.e.:
  - (i) Being independent from a management point of view from its backers; and
  - (ii) Having its own financial system (i.e. issuing its own financial statements, annual report, etc.).

(b) **Association International Members:** Any legal entity cumulatively meeting the following criteria:

- i. Having the legal personality;
- ii. Being duly constituted in accordance with the laws and practices of its country of origin;
- iii. Not having its registered office in:
  - (i) A Member State of the European Union; or
  - (ii) A Member State of the European Economic Area; or
  - (iii) An “Associated Country” as defined by the EU Framework Programme for Research and Technological Development;
- iv. Having a not-for-profit purpose; and
- v. Being an association of several national or regional research and technology organisations (RTOs) as defined above under Article 6.1(a) of these Articles of Association.

**7.2.** For the purpose of the Article 7.1 (b), v, the term “regional” shall only be understood as regions inside a country.

**7.3.** Legal entities of a same group of legal entities may each become an International Member with their own membership rights, provided that they each pay a membership fee.

**7.4.** International Members shall have the rights specifically granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights at the General Assembly. International Members shall have full access to RTOs International Network (hereafter: “**RIN**”) and all its activities.

**7.5.** If the rights specifically granted to and/or the obligations of the International Members pursuant to these Articles of Association are amended in accordance with Article 53 of these Articles of Association, the International Members shall neither be consulted nor have voting rights.

## **Article 8. Associated Members**

- 8.1.** The category of Associated Membership is open and accessible to any legal entity cumulatively meeting the following criteria:
- (a) Not meeting the criteria to be eligible as a Full European Member or an International Member;
  - (b) Having the legal personality;
  - (c) Being duly constituted in accordance with the laws and practices of its country of origin; and
  - (d) Making a significant contribution to the achievement of the purpose of the Association, by its activities, financial contributions, advice, or influence.
- 8.2.** Legal entities of a same group of legal entities may each become an Associated Member with their own membership rights, provided that they each pay a membership fee.
- 8.3.** Associated Members shall have the rights specifically granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights at the General Assembly.
- 8.4.** If the rights specifically granted to and/or the obligations of the Associated Members pursuant to these Articles of Association are amended in accordance with Article 53 of these Articles of Association, the Associated Members shall neither be consulted nor have voting rights.

## **Article 9. Admission to membership**

- 9.1.** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Secretary General.
- 9.2.** After having verified that all conditions for membership are complied with, the Secretary General and the Treasurer shall submit this application for admission to the Steering Committee. The Steering Committee shall decide on the admission to membership. The decisions of the Steering Committee regarding membership admissions are final, sovereign and the Steering Committee shall not give reasons for its decisions.
- 9.3.** The detailed procedures for the admission to membership shall be determined in the internal rules, if any.

## **Article 10. Representation of Members**

- 10.1.** Each Member shall appoint one or more natural person(s), called the “Representative(s)”, to represent it within the Association. If a Member appoints more than one (1) Representative, it must appoint one (1) voter – when applicable – who shall cast the vote of his/her Member (hereafter: “**Voter**”). Each Voter must have full capacity powers to



represent his/her Member. If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Member.

- 10.2.** If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative unless the Member has another Representative and, if applicable, another Representative who has been appointed as Voter.
- 10.3.** Each Member shall inform, via regular means of communication, the Secretary General of the identity, contact details, and, as the case may be, appointment or revocation as Voter, of its/their Representative(s).

#### **Article 11. Resignation. Exclusion**

- 11.1.** Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 31 October of each year, to the Secretary General. The Secretary General shall acknowledge the resignation and subsequently inform the Executive Board of it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Secretary General.
- 11.2.** A Member is deemed resigning if the Member is in one of the following situations:
- (a) Voluntary/as of right/legal dissolution/liquidation;
  - (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
  - (c) Judicial administration/reorganisation;
  - (d) Merger (only if the concerned Member is the acquired legal entity);
  - (e) (Partial) demerger;
  - (f) Transfer of a branch of activity/a universality; and
  - (g) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Articles of Association following a (partial) demerger or transfer of a branch of activity.
- 11.3.** The resignation according to paragraph 11.2. shall be effective upon a decision of the Steering Committee provided that prior to this decision the concerned Member is convened at the meeting of the Steering Committee. Moreover, the concerned Member has the right to defend its position in writing via special means of communication prior to the meeting of the Steering Committee at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under paragraph 11.2. The concerned Member, if it wishes so, may attend said meeting of the Steering Committee. The decisions of the Steering Committee regarding the resignation of a Member, being a legal entity, as referred to in the paragraphs 11.2 and 11.3 are final, sovereign and the Steering Committee shall give reasons for its decisions.

- 11.4.** A Member may be excluded from membership , upon proposal of the Steering Committee and upon decision of the Executive Board if it (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 6, 7 or 8 of these Articles of Association, or (ii) is not duly or timely or fully complying with these Articles of Association, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) has substantially modified its activities, or (v) for any other reasonable cause that makes keeping the Member as a Member not an option for the Association (such as reasons considered serious by the Executive Board or detrimental to the moral or material interests of the Association).
- 11.5.** Before recommending the exclusion of a Member to the Executive Board, the Steering Committee shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of his/her/its exclusion. The Steering Committee may decide to propose the exclusion of a Member to the Executive Board, provided that the concerned Member is convened at the meeting of the Steering Committee. Moreover, the concerned Member has the right to defend its position in writing via special means of communication prior to the meeting of the Steering Committee at which decisions are proposed in respect of the exclusion of a Member. The concerned Member, if it wishes so, may attend said meeting of the Steering Committee. The decisions of the Steering Committee regarding the proposal of exclusion of a Member to the Executive Board are final, sovereign and the Steering Committee must give reasons for its decisions.
- 11.6.** Upon recommendation of the Steering Committee in accordance with paragraph 11.5, the Executive Board may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the Executive Board and has received the possibility to defend his/her/its position during the meeting of the Executive Board and prior to the voting on the exclusion. The decisions of the Executive Board regarding the exclusion of a Member are final, sovereign and the Executive Board must give reasons for its decisions.
- 11.7.** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended until (i) the decision of the Steering Committee not to recommend the exclusion of the concerned Member to the Executive Board, or (ii) if the Steering Committee decides to recommend the exclusion of the concerned Member to the Executive Board, the decision of the Executive Board.
- 11.8.** A Member which does not pay all his/her/its membership fees within the stated period may be excluded from membership upon decision of the Steering Committee. Before excluding a Member due to unpaid membership fees, the Steering Committee shall provide the concerned Member with the relevant details in writing via regular means of written communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time before the date of the exclusion to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Steering Committee may decide to exclude a Member, provided that the concerned Member has been informed of the convening of the meeting of the

Steering Committee. Moreover, the concerned Member has the right to defend its position in writing via special means of communication prior to the meeting of the Steering Committee at which decisions are proposed in respect of the exclusion of a Member. The concerned Member has no right to attend said meeting of the Steering Committee. The decisions of the Steering Committee regarding the exclusion of a Member are final, sovereign and the Steering Committee shall give reasons for his/her/its decision. The Steering Committee shall inform the Executive Board of the exclusion of Members due to unpaid membership fees.

- 11.9.** A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees (aa) for the financial year during which notice is given and, (bb) in case the notice is served after 30 September, for the financial year during which the notice is given and the following financial year, and shall (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member in any manner, and (iv) upon decision of the Secretary General, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.
- 11.10.** A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

## **Article 12. Membership fees**

- 12.1.** Each Individual Full European Member shall pay a membership fee, as decided by the General Assembly, upon proposal of the Executive Board. The calculation method of the membership fees for the Individual Full European Members shall be decided based on the number of employees listed on the payroll of the Individual Full European Member over the last financial year, by the General Assembly, upon proposal of the Executive Board. Subsequently, the Secretary General shall determine the amount of the membership fee of each Individual Full European Member is based on the calculation method of the membership fees decided by the General Assembly.
- 12.2.** By derogation to the preceding paragraph, as from and including the financial year ending on December 31, 2020, the Executive Board may decide, each year in its autumn, to adjust the amount of the membership fees of the Individual Full European Members as decided by the General Assembly according to paragraph 12.1. The amount of the membership fee may be adjusted based on the latest official forecast for Belgium's inflation correction of the Organisation for Economic Co-operation and Development available when the Executive Board takes its decision. By derogation to the preceding sentence, in case of negative inflation, the membership fees of the Individual Full European Members shall not be adjusted in any manner.
- 12.3.** Before 1 November of each year, each Individual Full European Member shall communicate to the Secretary General the data and documents based on which its membership fee shall be calculated. The person(s) who can legally bind the Individual Full European Member shall

certify that the communicated data and documents which has been provided to the Secretary General is not false, not incorrect, and not misleading. Upon request of the Secretary General, the data and documents provided by each Individual Full European Member shall be certified and audited by an external independent auditor. If an Individual Full European Member is unable or unwilling to communicate the required data and documents, the Secretary General and the Treasurer, acting jointly, shall try to determine the data of the concerned Individual Full European Member. The decisions of the Secretary General and the Treasurer regarding the determination of the data of an Individual Full European Member are final, sovereign, and the Secretary General and the Treasurer shall not give reasons for their decision.

- 12.4.** Each Association Full European Member shall pay flat membership fee per year, as decided by the General Assembly, upon proposal of the Executive Board.
- 12.5.** Each International Member shall pay one of the flat membership fees per year, as decided by the General Assembly, upon proposal of the Executive Board. The membership fees for each International Member shall be decided based on the services the International Member wishes to benefit from the Association.
- 12.6.** Each Associated Member shall pay flat membership fee per year, as decided by the General Assembly, upon proposal of the Executive Board.
- 12.7.** Without prejudice to Article 11 of these Articles of Association, if a Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Secretary General, its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due.
- 12.8.** Members joining the Association between the 1<sup>st</sup> of January and June 30, shall pay the full amount of the membership fees as calculated for their membership category for the financial year during which they become Members. Members joining the Association between the 1<sup>st</sup> July and 31<sup>st</sup> of December, shall pay half of the membership fee as calculated for their membership category for the financial year during which they become Member.
- 12.9.** In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Executive Board to the General Assembly for approval.
- 12.10.** The Secretary General shall decide on the invoicing procedure and the time for payment of the membership fees.

### **Article 13. Compliance with the Articles of Association, the internal rules, and antitrust law**

- 13.1.** Any Member shall expressly adhere to these Articles of Association and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fee,

including those for the year in which the application for admission to membership is submitted, pursuant to Article 9 of these Articles of Association.

- 13.2.** The Members commit to not enter into any discussion, activity or conduct that may infringe EU and applicable national competition law rules (hereafter: “Antitrust Law”).
- 13.3.** The Association shall take all possible measures in order to ensure that it fully complies with the provisions of Antitrust Law and that the Members are aware of the importance of complying with Antitrust Law.

#### **Article 14. Register of Members**

- 14.1.** The Secretary General shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Secretary General, immediately after the Executive Board, the Steering Committee or the Secretary General has taken a decision.

### **TITLE IV. ORGANISATIONAL STRUCTURE**

#### **Article 15. Bodies**

- 15.1.** The bodies of the Association are:
- (a) The General Assembly;
  - (b) The Executive Board;
  - (c) The Steering Committee;
  - (d) The President;
  - (e) The Vice-President;
  - (f) The Treasurer;
  - (g) The Technology Working Group(s);
  - (h) The Policy Working Group(s);
  - (i) The Task Force(s); and
  - (j) The Secretary General.

### **TITLE V. GENERAL ASSEMBLY**

#### **Article 16. Composition. Voting rights**

- 16.1.** The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 10 of these Articles of Association.

**16.2.** Each Individual Full European Member shall have voting rights according to the following weighted voting system:

<b>Number of employees</b>	<b>Number of votes</b>
Each Individual Full European Member having <b>up to and including three hundred seventy four (374) employees</b> on its payroll over the last financial year:	One (1) vote
Each Individual Full European Member having <b>between three hundred seventy five (375) and up to and including six hundred twenty four (624) employees</b> on its payroll over the last financial year:	Two (2) votes
Each Individual Full European Member having <b>between six hundred twenty five (625) and up to and including eight hundred seventy four (874) employees</b> on its payroll over the last financial:	Three (3) votes
Each Individual Full European Member having <b>between eight hundred and fifteen (875) and up to and including one thousand one hundred twenty-four (1,124) employees</b> on its payroll over the last financial year:	Four (4) votes
Each Individual Full European Member having <b>more than one thousand one hundred twenty-four (1,124) employees</b> on its payroll over the last financial year:	Five (5) votes

**16.3.** Each year, the number of votes for each Individual Full European Member shall be determined by the Secretary General at the same time as the membership fees in accordance with paragraphs 12.1 and 12.3.

**16.4.** If an Individual Full European Member has more than one (1) vote pursuant to paragraph 16.2, it shall always cast all its votes in the same manner (i.e., in favour, against or abstention).

**16.5.** Each Association Full European Member shall have one (1) vote.

**16.6.** International Members and Associated Members shall have the right to attend the meetings of the General Assembly without voting rights.

**16.7.** Each member of the Executive Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Executive Board who has been appointed as a Voter shall be authorised to vote in this specific capacity for the Full European Member he/she represents.

**16.8.** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Treasurer. If the President, the Vice-President, and the Treasurer are all unable or unwilling to chair the General

Assembly, the General Assembly shall be chaired by a Representative designated for this purpose by the General Assembly.

- 16.9.** The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the Chairperson of the General Assembly these third parties will receive the right to speak.

#### **Article 17. Powers**

- 17.1.** The General Assembly shall have the powers specifically granted to it by law or these Articles of Association. In particular, the General Assembly shall have the following powers:
- (a) The transfer of the registered office of the Association when it implies a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;
  - (b) The election and dismissal (*ad nutum*) of the members of the Executive Board and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Executive Board will be granted and exercised as well as the conditions under which said mandate can be terminated;
  - (c) If applicable, the appointment and dismissal of the statutory auditor and the determination of his/her/its remuneration;
  - (d) The discharge to be given to the members of the Executive Board and, if any, to the statutory auditor, or to the external accountant;
  - (e) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Executive Board;
  - (f) The approval of the amount of the additional contributions, upon proposal of the Executive Board;
  - (g) The approval of the annual accounts and the budget of the Association;
  - (h) The amendment of these Articles of Association;
  - (i) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s); and
  - (j) The restructuration or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

#### **Article 18. Meetings**

- 18.1.** The General Assembly shall meet at least once a year upon convening by the President or the Executive Board, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"). Each year, the Executive Board shall determine the exact date of the Ordinary General Assembly.

- 18.2.** A meeting of the General Assembly shall be convened at any time by the President or the Executive Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President at the written request of at least one fifth of the Full European Members. In this last case, the President shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full European Members. The General Assembly shall take place at the latest on the fortieth (40th) calendar day following this request.
- 18.3.** If the President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Treasurer. If the President, the Vice-President, and the Treasurer are all unable or unwilling to convene the General Assembly, the General Assembly shall be convened by Executive Board.

#### **Article 19. Proxies**

- 19.1.** Each Full European Member shall have the right, via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Full European Member to be represented at a meeting of the General Assembly. No Full European Member may hold more than three (3) proxies.
- 19.2.** Each Full European Member shall have the right via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member or a third party such as the President or the Vice-President in case of a General Assembly having to adopt in the presence of a notary public amendments to these Articles of Association which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 53 of these Articles of Association. In that case, each Member or third party such as the President or the Vice-President may hold an unlimited number of proxies.

#### **Article 20. Convening notices. Agenda**

- 20.1.** Convening notices for the General Assembly shall be notified to the Members and the members of the Executive Board by the Secretary General via regular means of communication at least fifteen (15) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Secretary General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the President, the Vice-President, and the Treasurer are all unable or



unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Executive Board (in age).

- 20.2.** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full European Members and notified to the President at least ten (10) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Executive Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.
- 20.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if all the Full European Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.
- 20.4.** Each Member and each member of the Executive Board shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any Member present or represented and any member of the Executive Board present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

#### **Article 21. Presence quorum. Voting majority. Votes**

- 21.1.** Unless otherwise stipulated in these Articles of Association, the General Assembly shall be validly constituted when the Full European Members present or represented, hold together at least forty percent (40%) of the total number of votes. In any case, the General Assembly shall always be constituted of at least two (2) natural persons present.
- 21.2.** If the Full European Members present or represented do not hold together at least forty percent (40%) of the total number of votes at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least fifteen (15) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full European Members present or represented, in accordance with the voting majority stipulated in paragraph 21.3.
- 21.3.** Unless otherwise stipulated in these Articles of Association, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full European Members present or represented.
- 21.4.** The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full European Members present or represented.
- 21.5.** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full European Member whose Representative is the President shall have the decisive vote and,

in its absence, (whether represented or not), the Full European Member whose Representative is the Vice-President. If the Full European Member whose Representative is the President and the Full European Member whose Representative is the Vice-President are both absent (whether represented or not), the Full European Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

- 21.6.** By derogation to the last sentence of paragraph 21.1 of the present Article, provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Executive Board and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Executive Board shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the Chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication.
- 21.7.** Provided that this possibility has been granted by the Executive Board and is mentioned in the convening notice, the Full European Members may vote via electronic means during a meeting of the General Assembly. The Executive Board shall set up the practical procedures to organise this in practice and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full European Members having expressed their votes and (ii) the control of compliance with the prescribed time limit.
- 21.8.** The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

## **Article 22. Written /online platform procedure**

- 22.1.** Except for the amendment of these Articles of Association the General Assembly may take decisions via unanimous written/online platform procedure. In that case, the convening formalities referred to in Article 20 of these Articles of Association do not have to be complied with.
- 22.2.** For this purpose, the President, with the assistance of the Secretary General, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Executive Board, with request to the Full European Members to vote on the proposals and to send their vote(s) back via

regular means of communication to the Association, or, if provided for by the Executive Board, by submitting their vote(s) via an online platform, and within the time limit mentioned in the notice.

- 22.3.** By derogation to the last sentence of Article 21.1 of these Articles of Association, if the votes in favor of all of the Full European Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.
- 22.4.** For the purpose of the present Article 22, Full European Members are not allowed to grant proxies to other Full European Members.
- 22.5.** The decisions taken via written/online platform procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Executive Board.
- 22.6.** The decision taken via written/online platform procedure shall be sent via regular means of communication by the Secretary General to the Members.
- 22.7.** The members of the Executive Board and the statutory auditor, if any, may take note of all decisions taken via the procedure of written/online platform procedure at their request.

### **Article 23. Register of minutes**

- 23.1.** Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary General to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

## **TITLE VI. EXECUTIVE BOARD**

### **Article 24. Composition**

- 24.1.** The Association shall be administered by an Executive Board.
- 24.2.** Each member of the Executive Board shall be a Representative of a Full European Member.
- 24.3.** The Executive Board shall be composed as follows:
  - (a) One (1) member of the Executive Board per country where one (1) or more Full European Members have their registered office. However:
    - i. Full European Members being subsidiaries, affiliated partners or legally independent foreign affiliates of each other shall only have (1) one of their Representatives being a member of the Executive Board;

- ii. If a Full European Member is a public law legal entity, incorporated in the framework of an inter-governmental agreement signed by two (2) or more Member State(s) of the European Union and/or Member State(s) of the European Economic Area, and/or “Associated Country/ies” as defined by the EU Framework Programme for Research and Technological Development, this Full European Member shall only have one (1) of its Representatives being a member of the Executive Board for only one (1) country.

and

- (b) As the case may be, up to six (6) additional members of the Executive Board (seats at large) provided that no more than two (2) members of the Executive Board elected in accordance with paragraph 24.7. are Representatives of Full European Members having their registered office in the same country. The Executive Board shall decide on the number of additional members of the Executive Board to be proposed to the General Assembly in accordance with paragraph 24.7

- 24.4.** By derogation to paragraph 24.3 (a), if (i) there is only one (1) Full European Member in a country and (ii) (aa) said Full European Member is unable or unwilling to propose a candidate member of the Executive Board or (bb) if there are no candidate member of the Executive Board fulfilling the criteria for the composition of the Executive Board, this shall not prejudice the regularity of the composition of the Executive Board.
- 24.5.** For the members of the Executive Board referred to in paragraph 24.3 (a), all the Full European Members having their registered office in the same country may jointly propose at least one (1) candidate to membership of the Executive Board to the Secretary General at least fifteen (15) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Executive Board will be elected. With the assistance of the Secretary General and the current member of the Executive Board being a Representative of the Full European Member(s) having its/their registered office in the same country, the Full European Members having their registered office in the same country shall endeavour to propose in priority (a) candidate(s) to membership of the Executive Board who is/are a Representative of (an) Individual Full European Member(s).
- 24.6.** The Secretary General shall inform the Full European Members having their registered office in a same country, as soon as a new election by the General Assembly is necessary and organise the appointment of candidate(s) to membership of the Executive Board by the Full European Members having their registered office in the same country. The Secretary General, taking into account the criteria set out in paragraphs 24.1, 24.2 and 24.3, shall draw up a list of all proposed candidates to membership of the Executive Board. The list shall be attached to the convening notice of the meeting of the General Assembly at which one or more member(s) of the Executive Board will be elected. If no list is attached to the convening notice or that the list attached to the convening notice is incomplete, a new General Assembly meeting shall be duly convened in order to reapply the process described in the present paragraph.

- 24.7.** For the members of the Executive Board referred to in paragraph 24.3, (b), as the case may be, the Executive Board may propose up to six (6) candidates to membership of the Executive Board to the General Assembly. The Secretary General, taking into account the criteria set out in paragraphs 24.1, 24.2 and 24.3, shall draw up a list of all proposed candidates to membership of the Executive Board. The list shall be attached to the convening notice of the meeting of the General Assembly at which one or more member(s) of the Executive Board will be elected.
- 24.8.** The General Assembly shall elect the members of the Executive Board. The term of office of the members of the Executive Board is a three (3) years term renewable twice. By derogation to the preceding sentence, if:
- (i) (aa) There is only one (1) Full European Member in a country and (bb) the member of the Executive Board being a Representative of this Full European Member is the chief executive officer/managing director of said Full European Member, his/her term shall be indefinitely renewable;
  - (ii) (aa) There is one (1) country represented by two (2) members of the Executive Board being respectively one (1) member of the Executive Board referred to in paragraph 24.3 (a) and one (1) member of the Executive Board referred to in paragraph 24.3 (b), (bb) the member of the Executive Board referred to in paragraph 24.3 (b) is a Representative of an Association Full European Member and (cc) said member of the Executive Board is the president or the chief executive officer/secretary general/managing director of the Association Full European Member he/she is the Representative of, his/her term of office shall be indefinitely renewable.

Their mandate shall be non-remunerated.

- 24.9.** The mandate of a member of the Executive Board terminates by expiry of his/her Executive Board membership. The mandate of a member of the Executive Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Executive Board ceases to be employed by or is no longer otherwise linked to the Full European Member he/she is representing, or (iii) if the Full European Member the member of the Executive Board represents, for whatever reason, ceases to be a Full European Member, or (iv) if the Full European Member the member of the Executive Board represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full European Member the member of the Executive Board represents, has substantially modified its activities, or (vi) if a member of the Executive Board does no longer meet the criteria set out in paragraph 24.2.
- 24.10.** The mandate of a member of the Executive Board also terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss a member of the Executive Board at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Executive Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

- 24.11.** Notwithstanding the preceding paragraph, the mandate of a member of the Executive Board (i) who, in such capacity, impedes or significantly restricts the operation of the Association, including the Association's compliance with Belgian administrative and publication formalities and banking arrangements and/or (ii) who fails to submit diligently, timely and at first request made reasonably in advance, all the necessary data and documents to allow the Association's compliance with mandatory filing, administrative and publication formalities, and Anti Money Laundering and Know Your Customer/Client process related to his/her mandate as member of the Executive Board, terminates upon dismissal (*ad nutum*) by the Executive Board. The Executive Board may dismiss a member of the Executive Board at any time without any compensation or cost becoming due by the Association, and provided that the member of the Executive Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Executive Board and prior to the voting on the dismissal. The member of the Executive Board concerned by the present procedure of dismissal shall not participate to the deliberation of the Executive Board regarding such decision, and also not to the relevant voting. The Executive Board shall give reasons for its decision.
- 24.12.** The members of the Executive Board are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a member of the Executive Board for whatever reason, except the cases of automatic termination of the mandate of a member of the Executive Board, or dismissal, the member of the Executive Board shall continue performing the duties of his/her office until he/she has been replaced within ninety (90) calendar days.
- 24.13.** If the mandate of a member of the Executive Board ceases before its term, for whatever reason, the Executive Board may freely appoint (by co-optation) a new member of the Executive Board for a new term, provided that the member of the Executive Board appointed (by co-optation) fulfils the criteria for the composition of the Executive Board of the replaced member of the Executive Board. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the member of the Executive Board appointed (by co-optation). If the mandate of the member of the Executive Board appointed (by co-optation) is confirmed by the General Assembly, said member of the Executive Board shall start a new term of office as provided under paragraph 24.8, except if the General Assembly otherwise decides. If the mandate of the member of the Executive Board appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said member of the Executive Board will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Executive Board until that date.
- 24.14.** In case of termination of the mandate of a member of the Executive Board for whatever reason, the member of the Executive Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

- 24.15.** The Executive Board shall be chaired by the President. If the President is unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the Treasurer. If the President, the Vice-President, and the Treasurer are all unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the oldest member of the Executive Board (in age) present.
- 24.16.** The Executive Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Board.

### **Article 25. Powers**

- 25.1.** The Executive Board shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Articles of Association. The Executive Board shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).
- 25.2.** The Executive Board shall in particular have the following powers:
- (a) The transfer of the Association’s registered office when it does not imply a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;
  - (b) The determination of the Association’s strategies and policies;
  - (c) The general management and administration of the Association;
  - (d) The monitoring of the budget expenditures and the allocation of the budget;
  - (e) The execution of the decisions of the General Assembly;
  - (f) The acknowledgement of the resignation of a Member pursuant to paragraphs 7.1 through 7.4;
  - (g) The exclusion of Members upon proposal of the Steering Committee;
  - (h) The election and dismissal of the President, the Vice-President, the Treasurer, and, if applicable, of the other members of the Steering Committee mentioned in Article 34.3 (d);
  - (i) The dismissal (*ad nutum*) of the members of the Executive Board pursuant to paragraph 24.11;
  - (j) The election and dismissal of the Secretary General, including the discharge to be given;
  - (k) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
  - (l) The decision to adjust the amount of the membership fees of the Individual Full European Members on the basis of the official forecast for Belgium’s inflation correction of the Organisation for Economic Co-operation and Development;
  - (m) The proposal of the amount of the additional contributions to the General Assembly;
  - (n) Upon receipt of the draft annual report, the draft annual accounts and the draft budget from the Secretary General, the finalisation and approval of these

documents that must be submitted to the General Assembly for approval, with the exception of the annual report;

- (o) The adoption, the amendment and the revocation of the internal rules, if any;
- (p) The adoption of propositions to be submitted to the General Assembly;
- (q) The decisions to establish and dissolve one or more Technology Working Group(s) and the overseeing (including reviewing annually the progress) of this/these; and
- (r) Upon proposal of the Steering Committee, the decision to determine the working and governance rules of, one or more Technology Working Group(s), Policy Working Group(s), and Task Force(s).

**25.3.** Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Executive Board shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

**25.4.** At any time, the Executive Board may delegate specific powers to one or more member(s) of the Executive Board or other persons or bodies with or without sub-delegation powers to the legal extent possible.

#### **Article 26. Meetings**

**26.1.** The Executive Board shall meet every time the interests of the Association so require and at least twice a year, upon convening by the President or at the written request of at least half of the members of the Executive Board, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the Treasurer. If the President, the Vice-President, and the Treasurer are all unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the oldest member of the Executive Board (in age).

#### **Article 27. Proxies**

**27.1.** Each member of the Executive Board shall have the right, via regular means of communication, to give a proxy to another member of the Executive Board, to be represented at a meeting of the Executive Board. No member of the Executive Board may hold more than one (1) proxy.

#### **Article 28. Convening notices. Agenda**

**28.1.** Convening notices for the Executive Board shall be notified to the members of the Executive Board by the President via regular means of communication at least seven (7) calendar days before the meeting of the Executive Board. The convening notices shall mention the date, time and place of the meeting of the Executive Board. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The



agenda of the meetings of the Executive Board shall be prepared by the Secretary General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the President, the Vice-President, and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Executive Board (in age).

- 28.2.** Each member of the Executive Board shall have the right to propose an additional item to be included on the agenda of the Executive Board, which shall be notified via regular means of communication to the President at least four (4) calendar days before the meeting. In such a case, the President shall inform the members of the Executive Board of the additional item(s) on the agenda of the Executive Board via regular means of communication at least two (2) calendar days before the meeting of the Executive Board.
- 28.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if at least three quarters (3/4) of the members of the Executive Board are present or represented at a meeting of the Executive Board and vote to proceed with such vote.
- 28.4.** Each member of the Executive Board shall have the right, before, during or after a meeting of the Executive Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Executive Board present or represented at a meeting of the Executive Board shall be considered to have been regularly convened to this meeting.

#### **Article 29. Presence quorum. Voting majority. Votes**

- 29.1.** Unless otherwise stipulated in these Articles of Association, the Executive Board shall be validly constituted when at least half of the members of the Executive Board are present or represented. In any case, the Executive Board shall always be constituted of at least two (2) members of the Executive Board physically or virtually present.
- 29.2.** If at least half of the members of the Executive Board are not present or represented at the first meeting, a second meeting of the Executive Board may be convened pursuant to Article 28 of these Articles of Association, at least seven (7) calendar days after the first meeting of the Executive Board. The second meeting of the Executive Board shall validly deliberate irrespective of the number of members of the Executive Board present or represented, in accordance with the voting majority stipulated in paragraph 29.3.
- 29.3.** Unless otherwise stipulated in these Articles of Association, decisions of the Executive Board shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Executive Board present or represented. Each member of the Executive Board shall have one (1) vote.
- 29.4.** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not),

the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Vice-President, and the Treasurer are all absent (whether represented or not), the oldest member of the Executive Board (in age) present shall have the decisive vote.

- 29.5.** By derogation to the last sentence of paragraph 29.5, a duly convened meeting of the Executive Board shall be validly held even if all or some of the members of the Executive Board are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Executive Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Secretary General shall set up the practical procedures to organise this in practice. In such a case, the members of the Executive Board shall be deemed present.

### **Article 30. Written procedure**

- 30.1.** The Executive Board may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 28 of these Articles of Association do not have to be complied with.
- 30.2.** For this purpose, the Secretary General, upon request of the President, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Executive Board, with request to the members of the Executive Board to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Secretary General, and within the time limit mentioned in the notice.
- 30.3.** By derogation to the last sentence of Article 29.5 of these Articles of Association, the decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Executive Board have sent their vote(s) back via the mean of written communication designated by the Secretary General, within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Executive Board having sent their vote(s) back via the mean of written communication designated by the Secretary General. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.
- 30.4.** For the purpose of the present Article, members of the Executive Board are not allowed to grant proxies to other members of the Executive Board.
- 30.5.** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Executive Board.
- 30.6.** The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the members of the Executive Board.

### **Article 31. Register of minutes**

- 31.1.** Minutes shall be drawn up at each meeting of the Executive Board. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary General to the members of the Executive Board. The register of minutes shall be kept at the registered office of the Association where all members of the Executive Board may consult it, without, however, displacing it.

## **TITLE VII. PRESIDENT, VICE-PRESIDENT, AND TREASURER**

### **Article 32. Election and function of the President, Vice-President, and Treasurer**

- 32.1.** The Executive Board shall elect a President, a Vice-President, and a Treasurer amongst the members of the Executive Board. The President, Vice-President, and Treasurer shall be three (3) distinct members of the Executive Board. Their mandate shall be non-remunerated. Their term of office is a three (3) years term, renewable twice.
- 32.2.** Each new President, Vice-President, or Treasurer who is elected by the Executive Board to replace a President, Vice-President, or Treasurer, whose mandate has terminated, may be elected for the remainder of the term of the President, Vice-President, or Treasurer being replaced.
- 32.3.** The mandate of the President, the Vice-President, and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their membership of the Executive Board.
- 32.4.** The Executive Board may further dismiss the President as President, the Vice-President as Vice-President, and the Treasurer as Treasurer at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the concerned President, Vice-President, or Treasurer is convened at the meeting of the Executive Board. Moreover, the concerned President, Vice-President, or Treasurer has the right to defend its position in writing via special means of communication prior to the meeting of the Executive Board at which decisions are proposed in respect of the dismissal of the President, Vice-President or Treasurer concerned. The concerned President, Vice-President, or Treasurer, if he/she wishes so may attend the meeting of the Executive Board. The concerned President, Vice-President, or Treasurer shall not participate in the deliberation of the Executive Board regarding such decision or action, and also not to the relevant voting.
- 32.5.** The President, Vice-President, and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Executive Board. In case of the end of the mandate of the President, the Vice-President, or the Treasurer for whatever reason, except the cases of automatic termination of the Executive

Board membership, or dismissal, the President, Vice-President, or Treasurer as the case may be shall continue performing the duties of his/her office until the Executive Board has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

- 32.6.** In case of termination of the mandate of the President, the Vice-President, or the Treasurer for whatever reason, the President, Vice-President, or Treasurer as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

### **Article 33. Powers of the President, Vice-President, and Treasurer**

- 33.1.** The President shall have the powers specifically granted to him/her by these Articles of Association. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Executive Board, after preparation by the Secretary General;
- (b) Presiding the meetings of the General Assembly and the Executive Board;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Executive Board;
- (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (e) In the event of a tie vote, having the casting vote within the Executive Board.

- 33.2.** The Vice-President shall have the powers specifically reserved for him/her by these Articles of Association. As a general rule, the Vice-President shall replace the President in his/her absence.

- 33.3.** The Treasurer shall have the powers specifically granted to him/her by these Articles of Association and by the Executive Board. In particular the Treasurer shall have the following powers:

- (a) Overseeing the financial affairs of the Association and report in this respect to the Executive Board;
- (b) Consulting the Secretary General regarding the preparation of the draft annual accounts and the draft budget that must be submitted to the Steering Committee for review and the Executive Board for finalisation and approval;
- (c) Replacing the President and the Vice-President in their absence;
- (d) Jointly with the Secretary General, after verification, submitting the application for admission to Membership to the Steering Committee; and
- (e) Jointly with the Secretary General determining the data of the Individual Full European Members.

## **TITLE VIII. STEERING COMMITTEE**

### **Article 34. Composition**

- 34.1.** The Steering Committee shall be composed of minimum three (3) and maximum six (6) members of the Steering Committee.
- 34.2.** Each member of the Steering Committee shall be a member of the Executive Board.
- 34.3.** The Steering Committee shall be composed as follows:
- (a) The President shall be as of right a member of the Steering Committee;
  - (b) The Vice-President shall be as of right a member of the Steering Committee;
  - (c) The Treasurer shall be as of right a member of the Steering Committee; and
  - (d) Upon proposal of the President, up to three (3) members of the Steering Committee shall be elected by the Executive Board.
- 34.4.** The President may propose up to three (3) candidates to membership of the Steering Committee to the Executive Board. The Secretary General, taking into account the criteria set out in paragraphs 34.1, 34.2 and 34.3, shall draw up a list of all proposed candidates to membership of the Steering Committee. The list shall be attached to the convening notice of the meeting of the Executive Board at which one or more member(s) of the Steering Committee will be appointed.
- 34.5.** Except for the members of the Steering Committee being the President, the Vice-President and the Treasurer, the term of office of the members of the Steering Committee is a three (3) years term, renewable twice. The mandate of the members of the Steering Committee shall be non-remunerated.
- 34.6.** Except for the members of the Steering Committee being the President, the Vice-President and the Treasurer, the mandate of a member of the Steering Committee terminates by expiry of his /her Steering Committee membership. The mandate of the members of the Steering Committee being the President, the Vice-President, and the Treasurer terminates by expiry of his/her mandate respectively as President, Vice-President, Treasurer, or by expiry of his/her mandate in the Executive Board.
- 34.7.** The members of the Steering Committee are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Executive Board.
- 34.8.** The Steering Committee shall be chaired by the President. If the President is unable or unwilling to chair the Steering Committee, the Steering Committee shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Steering Committee, the Steering Committee shall be chaired by the Treasurer. If the

President, the Vice-President, and Treasurer are all unable or unwilling to chair the Steering Committee, the Steering Committee shall be chaired by the oldest member of the Steering Committee (in age) present .

- 34.9.** The Steering Committee may invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Steering Committee.

#### **Article 35. Powers**

- 35.1.** The Steering Committee shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).

- 35.2.** The Steering Committee shall have the powers specifically granted to it by law or these Articles of Association. The Steering Committee shall in particular have the following powers:

- (a) Prepare the meetings of the Executive Board;
- (b) Make proposals to Executive Board;
- (c) In collaboration with the Secretary General, execute the decisions of the Executive Board;
- (d) Supervise the management and the monitoring of the Association between meetings of the Executive Board;
- (e) Admit new Members;
- (f) Decide to exclude Members which have not paid their membership fees;
- (g) Review of the draft annual report, the draft annual accounts and the draft budget prepared by the Secretary General that must be submitted to the Executive Board for finalization and approval;
- (h) Make proposals to the Executive Board to exclude a Member;
- (i) Make proposals to the Executive Board to adopt, amend or revoke internal rules; and
- (j) The decisions to establish and dissolve one or more Policy Working Group(s) and the overseeing (including reviewing annually the progress) of this/these; and
- (k) Make proposal to the Executive Board to determine the working and governance rules of, one or more Technology Working Group(s), Policy Working Group(s), and Task Force(s).

- 35.3.** At any time, the Steering Committee may delegate specific powers to one or more member(s) of the Steering Committee or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

#### **Article 36. Meetings**

- 36.1.** The Steering Committee shall meet every time the interests of the Association so require and at least four (4) times a year, upon convening by the Secretary General, and at such time and place as determined in the convening notice. If the Secretary General is unable or unwilling to convene the Steering Committee, the Steering Committee shall be convened by

the President. If the Secretary General and the President are both unable or unwilling to convene the Steering Committee, the Steering Committee shall be convened by the Vice-President. If the Secretary General, the President and the Vice-President are all unable or unwilling to convene the Steering Committee, the Steering Committee shall be convened by the Treasurer. If the Secretary General, the President, the Vice-President, and the Treasurer are all unable or unwilling to convene the Steering Committee, the Steering Committee shall be convened by the oldest member of the Steering Committee (in age).

### **Article 37. Proxies**

- 37.1.** The members of the Steering Committee shall not have the right to give a proxy to be represented at a meeting of the Steering Committee.

### **Article 38. Convening notices. Agenda**

- 38.1.** Convening notices for the Steering Committee shall be notified to the members of the Steering Committee by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting of the Steering Committee. The convening notices shall mention the date, time and place of the meeting of the Steering Committee. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Steering Committee shall be prepared by the Secretary General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the President, the Vice-President, and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Steering Committee (in age).
- 38.2.** Each member of the Steering Committee shall have the right to propose an additional item to be included on the agenda of the Steering Committee, which shall be notified via regular means of communication to the Secretary General at least four (4) calendar days before the meeting. In such a case, the Secretary General shall inform the members of the Steering Committee of the additional item(s) on the agenda of the Steering Committee via regular means of communication at least two (2) calendar days before the meeting of the Steering Committee.
- 38.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if at least two thirds (2/3) the members of the Steering Committee are present at a meeting of the Steering Committee and vote to proceed with such vote.

### **Article 39. Presence quorum. Voting majority. Votes**

- 39.1.** Unless otherwise stipulated in these Articles of Association, the Steering Committee shall be validly constituted when at least half of the members of the Steering Committee are present or represented. In any case, the Steering Committee shall always be constituted of at least two (2) members of the Steering Committee present.

- 39.2.** Unless otherwise stipulated in these Articles of Association, decisions of the Steering Committee shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Steering Committee present. Each member of the Steering Committee shall have one (1) vote.
- 39.3.** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence, the Vice-President. If the President and the Vice-President are both absent, the Treasurer shall have the decisive vote. If the President, the Vice-President, and the Treasurer are all absent, the oldest member of the Steering Committee (in age) present shall have the decisive vote.
- 39.4.** A duly convened meeting of the Steering Committee shall be validly held even if all or some of the members of the Steering Committee are not physically present, but participate in the deliberations via any electronic means of communication that allow the members of the Steering Committee to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Steering Committee shall be deemed present.

#### **Article 40. Written/online procedure**

- 40.1.** The Steering Committee may take decisions via written/online procedure.
- 40.2.** For this purpose, the Secretary General, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Steering Committee, with request to the members of the Steering Committee to vote on the proposals and to send their vote(s) back via regular means of communication to the Association or, if provided for by the Secretary General, by submitting their votes via an online platform, and within the time limit mentioned in the notice.
- 40.3.** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Steering Committee have sent their vote(s) back or submitted their vote(s) via an online platform, within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Steering Committee having sent their vote(s) back or submitted their vote(s) via an online platform. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.
- 40.4.** For the purpose of the present Article, members of the Steering Committee are not allowed to grant proxies to other members of the Steering Committee.
- 40.5.** Decisions taken by written/online resolutions are deemed to come into force on the date mentioned on the notice sent to the members of the Steering Committee.



#### **Article 41. Register of minutes**

- 41.1.** Minutes shall be drawn up at each meeting of the Steering Committee. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary General to the members of the Steering Committee. The register of minutes shall be kept at the registered office of the Association where all members of the Steering Committee may consult it, without, however, displacing it.
- 41.2.** The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

#### **TITLE IX. TECHNOLOGY WORKING GROUP(S), POLICY WORKING GROUP(S) AND TASK FORCE(S)**

#### **Article 42. Technology Working Group(s)**

- 42.1.** Upon proposal of the Secretary General, the Executive Board may establish and delegate tasks to one or more Technology Working Group(s). The Technology Working Group(s) shall have a supporting role to the Executive Board on specific issues.
- 42.2.** Upon proposal of the Steering Committee, the Executive Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Technology Working Group(s).
- 42.3.** Each Technology Working Group shall be composed of the Secretary General or a staff member of the Association as decided by the Secretary General.
- 42.4.** The Technology Working Group(s) shall not represent the Association vis-à-vis third parties, except if the Secretary General decides otherwise.
- 42.5.** The Technology Working Group(s) shall always act under the responsibility of the Executive Board and shall report annually to Executive Board on its/their activities, and/or at the request of the Executive Board.
- 42.6.** The Technology Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Technology Working Group(s).

#### **Article 43. Policy Working Group(s)**

- 43.1.** The Steering Committee may establish and delegate tasks to one or more Policy Working Group(s). The Policy Working Group(s) shall have a supporting role to the Steering Committee on specific issues.

- 43.2.** Upon proposal of the Steering Committee, the Executive Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Policy Working Group(s).
- 43.3.** Each Policy Working Group shall be composed of the Secretary General or a staff member of the Association as decided by the Secretary General.
- 43.4.** The Policy Working Group(s) shall not represent the Association vis-à-vis third parties, except if the Secretary General decides otherwise.
- 43.5.** The Policy Working Group(s) shall always act under the responsibility of the Steering Committee who shall report periodically to Steering Committee on its/their activities, and/or at the request of the Steering Committee.
- 43.6.** The Policy Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Policy Working Group(s).

#### **Article 44. Task Force(s)**

- 44.1.** The Secretary General may establish and delegate tasks to one or more Task Force(s). The Task Force(s) shall have a supporting role to the Secretary General on specific issues.
- 44.2.** Upon proposal of the Secretary General, the Executive Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures and drafting of minutes of the Task Force(s).
- 44.3.** Each Task Force shall be composed of the Secretary General or a staff member of the Association as decided by the Secretary General.
- 44.4.** The Task Force(s) shall not represent the Association vis-à-vis third parties.
- 44.5.** The Task Force(s) shall always act under the responsibility of the Secretary General and shall report periodically to Secretary General on its/their activities, and/or at the request of the Secretary General.
- 44.6.** The Task Force(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Task Force(s).

## **TITLE X. SECRETARY GENERAL**

### **Article 45. Appointment and function of the Secretary General**

- 45.1.** The Executive Board shall appoint a natural person or legal entity, not being a member of the Executive Board and not being a Representative, as Secretary General. His/her/its office may be remunerated. When a legal entity is appointed as Secretary General, the latter shall appoint amongst its shareholders, members, members of the Executive Board or employees a permanent representative, being a natural person, in charge of the execution of the mission of Secretary General in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the President, the Vice-President and the Treasurer acting jointly.
- 45.2.** The mandate of the Secretary General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary General is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.
- 45.3.** Unless otherwise agreed, the Executive Board may dismiss the Secretary General at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 45.4.** The Secretary General is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the President, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Secretary General for whatever reason, except the cases of automatic termination of the mandate of the Secretary General or dismissal, the Secretary General shall continue performing the duties of his/her/its office until the Executive Board has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 45.5.** In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 45.6.** The Secretary General shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights, and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Secretary General.

- 45.7.** Notwithstanding paragraph 45.6, the President may decide that the Secretary General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Executive Board and/or the Steering Committee.

#### **Article 46. Powers of the Secretary General**

- 46.1.** The Secretary General shall have the powers specifically granted to him/her/it by these Articles of Association. In particular, the Secretary General shall have the following powers:
- (a) The daily management of the Association, within the approved budget;
  - (b) The recruitment of new Members;
  - (c) Jointly with the Treasurer, after verification, the submission of the application for admission to Membership to the Steering Committee;
  - (d) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
  - (e) In cooperation with the President, the coordination and the organisation of the meetings of the Executive Board;
  - (f) The coordination and the organisation of the meetings of the Steering Committee;
  - (g) The delegation of tasks to the secretariat of the Association and the overseeing of it;
  - (h) The execution of the decisions of the Executive Board;
  - (i) The hiring and the dismissal of the employees of the secretariat of the Association;
  - (j) The sending of the convening notices of the General Assembly, the Executive Board, and the Steering Committee;
  - (k) If applicable, the appointment and the dismissal of an external accountant and the determination of his/her/its remuneration;
  - (l) After consultation with the Treasurer, the preparation of, the draft annual accounts and the draft budget that must be submitted to the Steering Committee for review and the Executive Board for finalisation and approval;
  - (m) The preparation of the draft annual report that must be submitted to the Steering Committee for review and the Executive Board for finalisation and approval;
  - (n) The supervision of the financial affairs of the Association, under the supervision of the Treasurer;
  - (o) Jointly with the Treasurer, the determination of the data of the Individual Full European Members;
  - (p) The decision of the invoicing procedure and the time for payment of the membership fees;
  - (q) Ensuring the public relations of the Association, particularly regarding communication with third parties;
  - (r) Deciding to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Task Forces and the overseeing (including reviewing the progress) of this/these; and
  - (s) The overseeing of the daily operations of the Technology Working Group(s), the Policy Working Group(s) and Task Force(s) .

- 46.2.** The Secretary General shall always act under the responsibility of the Executive Board and within the approved budget. The Secretary General shall report periodically to the Executive Board on his/her/its actions and activities, and/or at the request of the Executive Board.

## **TITLE XI. LIABILITY**

### **Article 47. Liability**

- 47.1.** The members of the Executive Board, the President, the Vice-President, the Treasurer, and the Secretary General are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.
- 47.2.** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

## **TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **Article 48. External representation of the Association**

- 48.1.** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by two (2) members of the Executive Board, acting jointly.
- 48.2.** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Secretary General, acting alone.
- 48.3.** None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.
- 48.4.** In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Executive Board, or two (2) members of the Executive Board, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

## **TITLE XIII. INTERNAL RULES AND PROCEDURES**

### **Article 49. Internal rules and procedures**

- 49.1.** To detail and complete the provisions of these Articles of Association, the Executive Board may adopt, amend and/or revoke internal rules, upon proposal of the Steering Committee.
- 49.2.** On the date of the last amendments to these Articles of Association, the last version of the internal rules has been adopted on 15 May 2024.
- 49.3.** The Executive Board is further entitled to adopt Executive Board internal procedures and any other kind of statement that falls within the scope of its powers.

#### **TITLE XIV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

##### **Article 50. Financial year**

**50.1.** The financial year of the Association shall run from 1 January to 31 December.

##### **Article 51. Annual Accounts. Budget**

**51.1.** The Executive Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

**51.2.** Each year, within six (6) months following the end of the financial year, the Executive Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

**51.3.** The draft annual accounts and the draft budget shall be circulated amongst all Members at least fifteen (15) calendar days before the Ordinary General Assembly.

##### **Article 52. Auditing of the annual accounts**

**52.1.** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren*”, for a three (3) years term.

**52.2.** If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

**52.3.** The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

#### **TITLE XV. AMENDMENTS TO THESE ARTICLES OF ASSOCIATION**

##### **Article 53. Amendments to these Articles of Association**

**53.1.** The General Assembly can validly decide on amendments to these Articles of Association only if (i) said amendments have been proposed by the Executive Board or at least half of the Full European Members, (ii) the Full European Members present or represented, hold together at least fifty percent (50%) of the total number of votes and (iii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full European Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full European Member whose Representative is the

President shall have the decisive vote and in its absence (whether represented or not), the Full European Member whose Representative is the Vice-President. If the Full European Member whose Representative is the President and the Full European Member whose Representative is the Vice-President are both absent (whether represented or not), the Full European Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote. However, the General Assembly shall always be composed of at least two (2) natural persons present.

- 53.2.** If at least half of the Full European Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least one (1) month after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full European Members present or represented, in accordance with the voting majority stipulated in paragraph 53.1, and decide on the amendments.
- 53.3.** The main terms of any proposal to amend these Articles of Association shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Executive Board.
- 53.4.** The date on which the amendments to these Articles of Association shall enter into force shall be determined by the decision of the General Assembly regarding the amendments to these Articles of Association.
- 53.5.** Any decision of the General Assembly relating to the amendments of these Articles of Association is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Articles of Association must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE XVI. DISSOLUTION. LIQUIDATION**

### **Article 54. Dissolution. Liquidation**

- 54.1.** The General Assembly can validly decide on the dissolution of the Association only if (i) the dissolution has been proposed by the Executive Board or at least half of the Full European Members, (ii) the Full European Members present or represented, hold together at least fifty percent (50%) of the total number of votes and (iii) the decision obtains at least a majority of two-thirds (2/3) of the votes cast by the Full European Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full European Member whose Representative is the President shall have the decisive vote and in its absence (whether represented or not), the Full European Member whose Representative is the Vice-President. If the Full European Member whose Representative is the President and the Full European Member whose Representative is the Vice-President are both absent (whether represented or not), the Full European Member whose Representative has been designated by the General Assembly to chair the General

Assembly shall have the decisive vote. However, the General Assembly shall always be composed of at least two (2) natural persons present.

- 54.2.** If at least half of the Full European Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least one (1) month after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full European Members present or represented, in accordance with the voting majority stipulated in paragraph 54.1, and decide on the dissolution.
- 54.3.** Any proposal to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Executive Board.
- 54.4.** Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Executive Board shall be deemed to be jointly in charge of the Association's liquidation.
- 54.5.** The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose.

## **TITLE XVII.           VARIA**

### **Article 55. Notifications**

- 55.1.** Any notice or other communication under or in connection with these Articles of Association shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Articles of Association, the terms below shall be defined as follows:
- “Regular means of communication” means regular mail or any other means of written communication (including email); and
  - “Special means of communication” means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

### **Article 56. Computation of time**

- 56.1.** For the use of the computation of time limits set out in these Articles of Association, the terms below shall be defined as follows:
- “Month(s)” mean(s) (a) calendar month(s); and



- “Calendar day(s)” mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

#### **Article 57. Abstentions**

- 57.1.** For the determination of the voting majorities set out in these Articles of Association, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

#### **Article 58. Varia**

- 59.1.** Anything that is not provided for in these Articles of Association or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Articles of Association and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Articles of Association shall prevail.
- 59.2.** Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Secretary General to do so. Members shall have no claim on the Association’s assets.
- 59.3.** For the performance of their duties, members of the Executive Board and the Secretary General can elect domicile at the registered office of the Association.
- 59.4.** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Articles of Association are written in French and English, but only the French version shall be the official text.