



## Association of Cities and Regions for sustainable Resource management

### STATUTES (English version)

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#### Table of Contents

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE .....	3
Article 1. Name. Legal form. Term .....	3
Article 2. Registered office .....	3
TITLE II. NON-PROFIT PURPOSE. OBJECT .....	3
Article 3. Non-profit purpose .....	3
Article 4. Object.....	3
TITLE III. MEMBERS .....	4
Article 5. Membership.....	4
Article 6. Full Members .....	4
Article 7. Associate Members .....	5
Article 8. Admission to membership.....	6
Article 9. Representation of Members.....	6
Article 10. Resignation. Exclusion.....	7
Article 11. Membership fees .....	8
Article 12. Compliance with the Statutes and the internal rules .....	9
Article 13. Register of Members.....	9
TITLE IV. ORGANISATIONAL STRUCTURE.....	9
Article 14. Bodies .....	9
TITLE V. GENERAL ASSEMBLY .....	9
Article 15. Composition. Voting rights.....	9
Article 16. Powers.....	10
Article 17. Meetings.....	10
Article 18. Proxies .....	11
Article 19. Convening notices. Agenda.....	11
Article 20. Presence quorum. Voting majority. Votes .....	12
Article 21. Register of minutes .....	13
Article 22. Written procedure .....	13
TITLE VI. BOARD OF DIRECTORS .....	14
Article 23. Composition .....	14
Article 24. Powers.....	15
Article 25. Meetings.....	16
Article 26. Proxies .....	16

Article 27.	Convening notices. Agenda.....	17
Article 28.	Presence quorum. Voting majority. Votes .....	17
Article 29.	Register of minutes .....	18
Article 30.	Written procedure .....	18
TITLE VII. PRESIDENT, VICE-PRESIDENT(S) AND TREASURER .....		19
Article 31.	Election and function of the President, Vice-President(s) and Treasurer .....	19
Article 32.	Powers of the President, Vice-President(s) and Treasurer .....	19
TITLE VIII. WORKING GROUP(S) .....		20
Article 33.	Working Group(s) .....	20
TITLE IX. SECRETARY GENERAL.....		20
Article 34.	Appointment and function of the Secretary General .....	20
Article 35.	Powers of the Secretary General .....	21
TITLE X. LIABILITY.....		22
Article 36.	Liability .....	22
TITLE XI. EXTERNAL REPRESENTATION OF THE ASSOCIATION .....		22
Article 37.	External representation of the Association .....	22
TITLE XII. INTERNAL RULES AND PROCEDURES.....		22
Article 38.	Internal rules and procedures .....	22
TITLE XIII. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS		
	23	
Article 39.	Financial year .....	23
Article 40.	Annual Accounts. Budget .....	23
Article 41.	Auditing of the annual accounts .....	23
TITLE XIV. AMENDMENTS TO THESE STATUTES .....		23
Article 42.	Amendments to these Statutes .....	23
TITLE XV. DISSOLUTION. LIQUIDATION .....		24
Article 43.	Dissolution. Liquidation.....	24
TITLE XVI. VARIA.....		24
Article 44.	Notifications .....	24
Article 45.	Computation of time .....	25
Article 46.	Abstentions .....	25
Article 47.	Secret ballot .....	25
Article 48.	Varia .....	25

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

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

**1.1** The international non-profit association named “**Association of Cities and Regions for Sustainable Resource Management**”, abbreviated “**ACR+**” (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 Brussels-Capital Region.

**2.2** The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not imply a change of the language of these Statutes 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 Statutes 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 20 of these Statutes.

**2.4** The Association may establish offices in any country or place.

## **TITLE II. NON-PROFIT PURPOSE. OBJECT**

### **Article 3. Non-profit purpose**

**3.1** The non-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to:

- a) Contribute on a European and international level to reduce the cycle of primary and secondary raw materials (resources, products and waste) notably through the promotion of resource efficiency, the circular economy and waste prevention to support a more just, equitable and sustainable global community;
- b) Create and maintain a network for exchanging information on sustainable resource management;
- c) Encourage the harmonisation of concepts, definitions, norms and standards in the domain of resources, products and waste; and
- d) Improve co-operation and collaboration amongst the Members of the Association.

### **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) Take part in lobbying activities to promote the purpose of the Association;
- (b) Facilitate the exchange of experiences and expertise between the Members;
- (c) Animate and developed the Members' network;
- (d) Disseminate and share technical, legal and political information and issue publications;
- (e) Participate in projects at a European Union level and beyond;
- (f) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (g) Collect and analyse statistical data;
- (h) Conducting studies related to the Association's purpose upon request of the Members and/or third parties; and
- (i) 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 organisations.

**4.2** The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-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 two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members.

**5.2** All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.

**5.3** The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.

**5.4** Membership is *intuitu personae* and can neither be transferred nor assigned.

#### **Article 6. Full Members**

**6.1** The category of Full Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having a legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (c) Being :
  - (i) A local, regional or national authority or agency dealing with sustainable resource management; or
  - (ii) A network of decentralised authorities or agencies which has a large number of local or regional authorities and/or agencies dealing with sustainable resource management.

**6.2** For the purpose of Article 11.1 of these Statutes, the Full Members shall be divided in the following categories (hereafter: “**Categories**”):

- (a) City, Metropolitan District, Province, Region or other Decentralised Authority;
- (b) National Authorities or Agencies; and
- (c) Networks of Decentralised Authorities and/or Agencies.

**6.3** At the time of its admission as a Full Member, each new Full Member shall communicate to the Secretary General to which Category it belongs. Each Full Member having moved from one Category to another shall communicate this to the Secretary General within two (2) months following the change of Category. If a Full Member is unable or unwilling to communicate the information, the Secretary General shall determine the Category of the concerned Full Member. The decisions of the Secretary General regarding the determination of the Category of a Full Member are final, sovereign, and shall not be motivated.

**6.4** Full Members shall enjoy all membership rights, including voting rights.

## **Article 7. Associate Members**

**7.1** The category of Associate 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 Member;
- (b) Having a legal personality;
- (c) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (d) Supporting the work which forms the object of the Association, by its advice, influence and activities.

**7.2** For the purpose of Article 11.3 (a) of these Statutes, the Associate Members being consultancy firms shall be divided in the following size-based categories (hereafter: “**Enterprise Size-Based Categories**”):

- (a) The category of micro-enterprises, the category of small enterprises and the category of medium-sized enterprises, in accordance with the Commission Recommendation of May 6, 2003 concerning the definition of micro, small and medium-sized enterprises, as amended from time to time; and
- (b) The category of large-sized enterprises and the category of very large-sized enterprises;

in accordance with the (i) annual turnover and (ii) headcount as specified in the internal rules.

Where there is a discrepancy between categorization by turnover and headcount, the turnover shall determine the Enterprise Size-Based Category.

**7.3** At the time of its admission as an Associate Member, each new Associate Member being a consultancy firm shall communicate to the Secretary General to which Enterprise Size-Based Category it belongs. Each Associate Member being a consultancy firm having moved from Enterprise Size-Based Category shall communicate this to the Secretary General within two (2) months following the change of the Enterprise Size-Based Category. The Secretary General can request to an Associate Member being a consultancy firm that it provides its (i) annual turnover and (ii) headcount as specified in the internal rules, if any, as evidence to which Enterprise Size-Based Category it has moved. If an Associate Member being a consultancy firm is unable or unwilling to communicate its (i) annual turnover and/or (ii) headcount, the Secretary General shall determine the (i) annual turnover and/or (ii) headcount of the concerned Associate Member being a consultancy firm. The decisions of the Secretary General regarding the determination of the (i) annual turnover and/or (ii) headcount of an Associate Member being a consultancy firm are final, sovereign, and shall not be motivated.

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

**7.5** Associate Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

**7.6** If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 42 of these Statutes, the Associate Members shall neither be consulted nor have voting rights.

#### **Article 8. Admission to membership**

**8.1** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Secretary General.

**8.2** After having verified that all conditions for membership are complied with the Secretary General shall decide on the admission to Full or Associate membership. The decisions of the Secretary General regarding membership admissions are final, sovereign and shall not be motivated.

**8.3** Notwithstanding the precedent paragraph, in case the Secretary General considers an application for admission to membership unsuitable and/or has a doubt regarding the completion of the relevant membership criteria, he/she/it can consult the Board of Directors and ask for its non-binding advice(s) on the admission.

#### **Article 9. Representation of Members**

**9.1** 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.

**9.2** 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.

**9.3** Each Member shall inform, via regular means of communication, the Secretary General of the identity, contact details, and, as the case may be, appointment as Voter, of its/their Representative(s).

#### **Article 10. Resignation. Exclusion**

**10.1** Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 30 September of each year, to the Secretary General. The Secretary General shall submit the resignation to the Board of Directors, which shall in turn acknowledge 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.

**10.2** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, 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, may be excluded from membership, upon proposal of the Board of Directors and upon decision of the General Assembly.

**10.3** By derogation to paragraph 10.2 of the present Article, a Member which does not pay all its membership fee within the stated period may be excluded from membership, upon decision of the Board of Directors. The decisions of the Board of Directors regarding the exclusion of Members which do not pay all their membership fee within the stated period are final, sovereign and shall be motivated.

**10.4** Before recommending the exclusion of a Member to the General Assembly in accordance with paragraph 10.2 of the present Article, the Board of Directors shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty-five (35) 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 its exclusion. The Board of Directors may decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the proposal of exclusion. The decisions of the Board of Directors regarding the proposal of exclusion of a Member to the General Assembly are final, sovereign and shall be motivated.

**10.5** Upon recommendation from the Board of Directors, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and shall be motivated.

**10.6** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Board of Directors not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Board of Directors decides to recommend the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly.

**10.7** By derogation to paragraph 10.6 of the present Article, 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, all its membership rights shall be automatically and immediately suspended until the payment of the membership fee or the decision of the Board of Directors to exclude the concerned Member, in accordance with paragraph 10.3 of the present Article.

**10.8** 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. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) 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.

**10.9** 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 11. Membership fees**

**11.1** Each Full Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Board of Directors and decided by the General Assembly. The membership fees of the Full Members belonging to the following Categories shall be calculated as follows:

- (a) City, Metropolitan District, Province, Region or other Decentralised Authority: based on the number of inhabitants of the geographical area which constitutes its territorial jurisdiction;
- (b) National Authorities or Agencies: according to a flat rate membership fee;
- (c) Networks of Decentralised Authorities and/or Agencies: based on the number of inhabitants of the geographical areas which constitute the territorial jurisdictions of the local or regional authorities and/or agencies being members of the Full Member.

**11.2** Before 1 October of each year, as the case may be, each Full Member belonging to the Categories of (i) City, Metropolitan District or Waste Management Regional Authority and (ii) Networks of Decentralised Authorities or Agencies shall communicate to the Secretary General the data based on which its membership fees shall be calculated. The person(s) who can legally bind the Full Member shall certify that the data which has been communicated to the Secretary General is not false, not incorrect, and not misleading. Upon request of the Secretary General, each Full Member shall provide the data certified and audited by an external independent auditor. If a Full Member is unable or unwilling to communicate the required data, the Secretary General shall try to determine the data of the concerned Full Member. The decisions of the Secretary General regarding the determination of the data of a Full Member are final, sovereign, and shall not be motivated.

**11.3** Each Associate Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Associate Member shall be proposed by the Board of Directors and decided by the General Assembly. The membership fees of the Associate Members shall be calculated as follow:

- (a) The Associate Members being consultancy firms : based on the Enterprise Size- Based Category to which they belong, in accordance with Article 7.2 of these Statutes; and
- (b) The Associate Members not being consultancy firms: according to a flat rate membership fee.



**11.4** Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.

**11.5** 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 Board of Directors to the General Assembly for approval.

**11.6** The Board of Directors shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

## **Article 12. Compliance with the Statutes and the internal rules**

**12.1** Any Member shall expressly adhere to these Statutes 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 fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 8 of these Statutes.

## **Article 13. Register of Members**

**13.1** 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 Secretary General, the Board of Directors or the General Assembly has taken a decision.

# **TITLE IV. ORGANISATIONAL STRUCTURE**

## **Article 14. Bodies**

**14.1** The bodies of the Association are:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The President;
- (d) The Vice-President(s);
- (e) The Treasurer;
- (f) The Working Group(s); and
- (g) The Secretary General.

# **TITLE V. GENERAL ASSEMBLY**

## **Article 15. Composition. Voting rights**

**15.1** 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 9 of these Statutes.

**15.2** Each Full Member shall have one (1) vote.

**15.3.** Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard upon decision of the chairperson.

**15.4.** Each director shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each director shall be authorised to vote only in its specific capacity as Full Member.

**15.5.** 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 having the oldest permanent representative (in age). If the President and the Vice-President having the oldest permanent representative (in age) are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the other Vice-President, as the case may be. If the President and the Vice-President(s) are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the director present having the oldest permanent representative (in age).

**15.6.** 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 16. Powers**

**16.1** The General Assembly shall have the powers specifically granted to it by law or these Statutes. 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 Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The exclusion of Members, upon proposal of the Board of Directors;
- (c) The election and dismissal of the directors and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each director will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (d) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (e) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (f) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;
- (g) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board of Directors;
- (h) The approval of the amount of the additional contributions, upon proposal of the Board of Directors;
- (i) The approval of the annual accounts and the budget of the Association;
- (j) The amendment of these Statutes; and
- (k) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
- (l) The restructuring 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 17. Meetings**

**17.1** The General Assembly shall meet at least once a year upon convening by the President or the Board of Directors, 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 Board of Directors shall determine the exact date of the Ordinary General Assembly.

**17.2** A meeting of the General Assembly shall be convened at any time by the President, or the Board of Directors whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Board of Directors at the written request of at least half of the Full Members. In this last case, the President or the Board of Directors shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the fortieth (40<sup>th</sup>) calendar day following this request.

#### **Article 18. Proxies**

**18.1** Each 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 of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than two (2) proxies.

**18.2** Each 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 of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes 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 42 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

#### **Article 19. Convening notices. Agenda**

**19.1** Convening notices for the General Assembly shall be notified to the Members and the directors by the Secretary General via regular means of communication at least twenty-one (21) 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 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 or the Board of Directors. The material documents necessary for the discussion shall be sent to the Members and the directors by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting.

**19.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one (1) Full Member and notified to the President at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the directors 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.

**19.3** No vote shall be cast regarding an item that is not listed on the agenda, except if all the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

**19.4** Each Member and each director 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 it disagrees, any Member present or represented and any director present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

## **Article 20. Presence quorum. Voting majority. Votes**

**20.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least ten percent (10%) of the Full Members are present or represented.

**20.2** If at least ten percent (10%) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-one (21) 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 Members present or represented, in accordance with the voting majority stipulated in the paragraph 20.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**20.3** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**20.4** In the event of a tie, the President shall have the decisive vote and in its absence (whether represented or not), the Vice-President having the oldest permanent representative (in age). If the President and the Vice-President having the oldest permanent representative (in age) are both absent (whether represented or not), the other Vice-President shall have the decisive vote, as the case may be. If the President and the Vice-President(s) are all absent (whether represented or not), the Full Member being the director having the oldest permanent representative (in age) shall have the decisive vote.

**20.5** 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 Members present or represented.

**20.6** By derogation to the paragraphs 20.3 and 20.4 the present Article, for the election of the directors referred to in Article 23.4 of these Statutes, decisions of the General Assembly regarding the election of one or more director(s) shall be validly adopted as follows:

- (a) If the number of candidate directors is lower or equal to the number of mandates of directors to be fulfilled:
  - i. The General Assembly shall vote once on the list of candidates director as a whole; and
  - ii. The list of candidates director shall obtain at least fifty per cent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
- (b) If (i) there are more candidates director than the number of positions of director to be fulfilled or (ii) the chairperson of the General Assembly decides to derogate to paragraph 20.6, (a) of the present Article:
  - i. The ballot shall be organized in a way that each Full Member be able to cast its vote as many times as there are open position(s) of directors to be fulfilled (e.g. if five (5) directors shall be elected, the Full Member can cast five (5) votes, i.e. one (1) vote per position of director to be elected); and
  - ii. The candidate director(s) shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Full Members present or

represented. In the event of a tie between two (2) or more candidates director, one or more subsequent voting round(s) shall take place until the tie is broken.

**20.7** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Board of Directors 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 Board of Directors 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 and shall meet physically.

**20.8** Provided that this possibility has been granted by the Board of Directors and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Board of Directors shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

**20.9** 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 21. Register of minutes**

**21.1** Minutes shall be drawn up at each meeting of the General Assembly by the Secretary General. 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.

## **Article 22. Written procedure**

**22.1** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous 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 19 of these Statutes do not have to be complied with.

**22.2** For this purpose, the President, upon request of the Board of Directors, and 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 directors, with request to the Full Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Board of Directors and within the time limit mentioned in the notice.

**22.3** If the votes in favor of all the Full 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, Full Members are not allowed to grant proxies to other Full Members.

**22.5** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and directors.

**22.6** The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the Members.

**22.7** The directors and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

## **TITLE VI. BOARD OF DIRECTORS**

### **Article 23. Composition**

**23.1** The Association shall be administered by a Board of Directors composed of at least six (6) directors.

**23.2** Each director shall be a Full Member.

**23.3** Each director shall appoint a permanent representative being a natural person, in charge of the execution of the mission of the director in the name and on behalf of the legal entity. Each permanent representative shall be a (one of the) Representative(s) of the Full Member which has appointed him/her as its permanent representative.

**23.4** The General Assembly shall elect the directors. The term of office of the directors is a two (2) years term, indefinitely renewable. Their mandate shall be non-remunerated.

**23.5** Each Full Member may propose one (1) candidate director to the Board of Directors at least forty-two (42) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be elected. The Board of Directors shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Board of Directors, taking into account the criterion set out in paragraph 23.2 of the present Article, shall draw up a list of all proposed candidate directors. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more director(s) will be elected. The list shall indicate for each proposed candidate director the criterion set out in paragraph 23.2 of the present Article. If there is no list or an incomplete list of candidate directors, the General Assembly may freely elect without any formality one or more director(s) out of the Full Members. The detailed procedures for the election of directors shall be determined in the internal rules, if any.

**23.6** The mandate of a director terminates by expiry of its directorship. The mandate of a director terminates as of right and with immediate effect, (i) if the director, for whatever reason, ceases to be a Full Member, or (ii) if the director 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 (iii) if the director has substantially modified its activities, or (iv) if the director does no longer meet the criterion set out in paragraph 23.2 of the present Article, or (v)

if following the end of the mandate of its permanent representative for whatever reason, the director has not appointed a new permanent representative within thirty (30) calendar days.

**23.7** The mandate of a director also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a director at any time and shall not motivate its decisions, without any compensation or cost becoming due by the Association, and provided that the director concerned is convened at the meeting and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the dismissal.

**23.8** The directors 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 director for whatever reason, except the cases of automatic termination of the mandate of a director, or dismissal, the director shall continue performing the duties of its office until it has been replaced within sixty (60) calendar days.

**23.9** If the mandate of a director ceases before its term, for whatever reason, the Board of Directors may freely appoint (by co-optation) a new director for the remainder of the term, provided that the director appointed (by co-optation) fulfils the criteria for the composition of the Board of Directors of the replaced director. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the director appointed (by co-optation). If the mandate of the director appointed (by co-optation) is confirmed by the General Assembly, said director shall complete the term of office of the replaced director, except if the General Assembly otherwise decides. If the mandate of the director appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said director will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.

**23.10** In case of termination of the mandate of a director for whatever reason, the director 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.

**23.11** The Board of Directors shall be chaired by the President. If the President is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Vice-President having the oldest permanent representative (in age). If the President and the Vice-President having the oldest permanent representative (in age) are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the other Vice-President, as the case may be. If the President and the Vice-President(s) are all unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the director present having the oldest permanent representative (in age).

**23.12** The Board of Directors 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 Board of Directors.

## **Article 24. Powers**

**24.1** The Board of Directors 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 Statutes. The Board of Directors shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

**24.2** The Board of Directors 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 Statutes 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 Article 10.1 of these Statutes;
- (g) The recommendation to exclude Members to the General Assembly;
- (h) The exclusion of Members which did not pay their membership fees within the stated period, pursuant to Article 10.3 of these Statutes;
- (i) The election and dismissal of the President, the Vice-President(s), and the Treasurer;
- (j) The appointment 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 proposal of the amount of the additional contributions to the General Assembly;
- (m) Upon receipt of the draft annual working plan, 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 working plan;
- (n) The adoption, the amendment and the revocation of the internal rules, if any;
- (o) The decisions to amend Article 38.2 of these Statutes;
- (p) The adoption of propositions to be submitted to the General Assembly; and
- (q) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these.

**24.3** Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors 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.

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

## **Article 25. Meetings**

**25.1** The Board of Directors shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of two (2) directors, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Vice-President having the oldest permanent representative (in age). If the President and the Vice-President having the oldest permanent representative (in age) are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the other Vice-President, as the case may be. If the President and the Vice-President(s) are all unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the director having the oldest permanent representative (in age).

## **Article 26. Proxies**



**26.1** Each director shall have the right, via regular means of communication, to give a proxy to another director, to be represented at a meeting of the Board of Directors. No director may hold more than two (2) proxies.

#### **Article 27. Convening notices. Agenda**

**27.1** Convening notices for the Board of Directors shall be notified to the directors by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. In addition, the convening notices shall mention if the directors 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 Board of Directors 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 having the oldest permanent representative (in age). If the President and the Vice-President having the oldest permanent representative (in age) are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the other Vice-President, as the case may be. If the President and the Vice-President(s) are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the director having the oldest permanent representative (in age).

**27.2** Each director shall have the right to propose additional item(s) to be included on the agenda of the Board of Directors, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular means of communication at least three (3) calendar days before the meeting of the Board of Directors.

**27.3** No vote shall be cast regarding an item that is not listed on the agenda, except if two thirds (2/3) of the directors are present or represented at a meeting of the Board of Directors and vote to proceed with such vote.

**27.4** Each director shall have the right, before, during or after a meeting of the Board of Directors, to waive the convening formalities and periods required by the present Article. Unless it disagrees, any director present or represented at a meeting of the Board of Directors shall be considered to have been regularly convened to this meeting.

#### **Article 28. Presence quorum. Voting majority. Votes**

**28.1** Unless otherwise stipulated in these Statutes, the Board of Directors shall be validly constituted when at least half of the directors are present or represented. In any case, the Board of Directors shall always be constituted of at least two (2) directors physically or virtually present.

**28.2** If at least half of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 27 of these Statutes, at least seven (7) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the voting majority stipulated in the paragraph 28.3 of the present Article. In any case, the Board of Directors shall always be constituted of at least two (2) directors physically or virtually present.

**28.3** Unless otherwise stipulated in these Statutes, decisions of the Board of Directors shall be validly adopted if they obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes

cast by the directors present or represented. Each director shall have one (1) vote. Blank votes, invalid votes and abstentions shall not be counted.

**28.4** In the event of a tie, the President shall have the decisive vote and in its absence (whether represented or not), the Vice-President having the oldest permanent representative (in age). If the President the Vice-President having the oldest permanent representative (in age) are both absent (whether represented or not), the other Vice-President shall have the decisive vote, as the case may be. If the President and the Vice-President(s) are all absent (whether represented or not), the director present having the oldest permanent representative (in age) shall have the decisive vote.

**28.5** A duly convened meeting of the Board of Directors shall be validly held even if all or some of the directors are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the directors 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 directors shall be deemed present.

**28.6** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the directors may vote via electronic means during a meeting of the Board of Directors. The Secretary General shall take the necessary steps allowing the directors to vote electronically. The Secretary General shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronical voting used allows for (i) the identification of the directors having expressed their vote and (ii) the control of compliance with the prescribed time limit.

#### **Article 29. Register of minutes**

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

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

**30.1** The Board of Directors 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 27 of these Statutes do not have to be complied with.

**30.2** For this purpose, the Secretary General, upon request of the President or two (2) directors acting jointly, 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 directors, with request to the directors 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** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the directors 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 a majority of at least fifty percent (50%) plus one vote of the votes cast by the directors 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, directors are not allowed to grant proxies to other directors.

**30.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the directors.

**30.6** The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the directors.

## **TITLE VII. PRESIDENT, VICE-PRESIDENT(S) AND TREASURER**

### **Article 31. Election and function of the President, Vice-President(s) and Treasurer**

**31.1** The Board of Directors shall elect a President, at least one (1) and up to two (2) Vice-President(s), and a Treasurer amongst the directors. The President, the Vice-President(s) and Treasurer shall be three (3)/four (4) distinct directors. Their mandate shall be non-remunerated. Their term of office is a two (2) years term, indefinitely renewable.

**31.2** Each new President, Vice-President or Treasurer who is elected by the Board of Directors to replace a President, Vice-President or Treasurer whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the President, Vice-President or Treasurer being replaced.

**31.3** The mandate of the President, the Vice-President(s) and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

**31.4** The Board of Directors may further dismiss the President as President, the Vice-President(s) as Vice-President(s) or the Treasurer as Treasurer at any time and shall not motivate its decisions, without any compensation or cost becoming due by the Association, and provided that the President, Vice-President or Treasurer concerned is convened at the meeting and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the dismissal. The concerned President, Vice-President or Treasurer shall not participate in the deliberation of the Board of Directors regarding such decision or action, and also not to the relevant voting.

**31.5** The President, Vice-President(s) and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board of Directors. In case of the end of the mandate of the President, Vice-President(s) or Treasurer for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the President, Vice-President(s) or Treasurer, as the case may be shall continue performing the duties of its office until the Board of Directors has provided in its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**31.6** In case of termination of the mandate of the President, Vice-President(s) or Treasurer for whatever reason, the President, Vice-President(s) 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 32. Powers of the President, Vice-President(s) and Treasurer**

**32.1** The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Board of Directors, after preparation by the Secretary General;
- (b) Presiding the meetings of the General Assembly and the Board of Directors;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;
- (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 Board of Directors.

**32.2** The Vice-President(s) shall have the powers specifically reserved for them by these Statutes. As a general rule, the Vice-President having the oldest permanent representative (in age) shall replace the President in its absence. If the Vice-President having the oldest permanent representative (in age) is unable or unwilling to replace the President, the other Vice-President shall replace the President, as the case may be.

**32.3** The Treasurer shall have the powers specifically granted to it by these Statutes and by the Board of Directors. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Board of Directors.

## **TITLE VIII. WORKING GROUP(S)**

### **Article 33. Working Group(s)**

**33.1** The Board of Directors may establish, dissolve and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Board of Directors on specific issues. The Board of Directors 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 Working Group(s).

**33.2** The Working Group(s) shall not represent the Association vis-à-vis third parties.

**33.3** The Working Group(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors.

**33.4** The 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 Working Group(s).

## **TITLE IX. SECRETARY GENERAL**

### **Article 34. Appointment and function of the Secretary General**

**34.1** The Board of Directors shall appoint a natural person or legal entity, not being a director 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 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 Board of Directors.

**34.2** 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.

**34.3** Unless otherwise agreed, the Board of Directors may dismiss the Secretary General at any time and possibly with immediate effect, without (i) having to motivate 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.

**34.4** 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 Board of Directors, 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 Board of Directors 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.

**34.5** 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.

**34.6** 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.

**34.7** Notwithstanding the above paragraph, the President may decide that the Secretary General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

## **Article 35. Powers of the Secretary General**

**35.1** The Secretary General shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Secretary General shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The admission of new Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Board of Directors;
- (e) The hiring and the dismissal of the employees of the secretariat of the Association;
- (f) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (g) Submitting the applications for admission to membership to the Board of Directors;
- (h) Executing the decisions of the Board of Directors;
- (i) Sending the convening notices of the General Assembly and the Board of Directors;
- (j) After consultation with the Treasurer, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;
- (k) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and

- (l) Ensuring the public relations of the Association, particularly regarding communication with third parties.

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

**35.3** At any time, the Secretary General may delegate specific powers to one or more Deputy Secretary General or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

## **TITLE X. LIABILITY**

### **Article 36. Liability**

**36.1** The directors, the President, the Vice-President(s), 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.

**36.2** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

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

### **Article 37. External representation of the Association**

**37.1** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) directors, acting jointly.

**37.2** 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.

**37.3** None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

**37.4** 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 Board of Directors, the President acting alone, or two (2) directors, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

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

### **Article 38. Internal rules and procedures**

**38.1** To detail and complete the provisions of these Statutes, the Board of Directors may adopt, amend and/or revoke internal rules.

**38.2** On the date of the last amendments to these Statutes, no internal rules have been adopted.

**38.3** The Board of Directors is further entitled to adopt Board of Directors internal procedures and any other kind of statement that falls within the scope of its powers.

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

#### **Article 39. Financial year**

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

#### **Article 40. Annual Accounts. Budget**

**40.1** The Board of Directors 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.

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

**40.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty-one (21) calendar days before the Ordinary General Assembly.

#### **Article 41. Auditing of the annual accounts**

**41.1** 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.

**41.2** 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.

**41.3** 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 XIV. AMENDMENTS TO THESE STATUTES**

#### **Article 42. Amendments to these Statutes**

**42.1** The General Assembly can validly decide on amendments to these Statutes only if (i) at least twenty percent (20%) of the Full Members are present or represented and (ii) the decisions to amend obtain a majority at least of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**42.2** If at least twenty percent (20%) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-one (21) 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 Members present or represented, in accordance with the voting majority stipulated in the paragraph 42.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**42.3** By derogation to paragraph 42.1 of the present Article, the Board of Directors can also validly decide on amendments to Article 38.2 of these Statutes.

**42.4** The main terms of any proposal to amend these Statutes 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 directors.

**42.5** The date on which the amendments to these Statutes shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.

**42.6** Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE XV. DISSOLUTION. LIQUIDATION**

### **Article 43. Dissolution. Liquidation**

**43.1** The General Assembly can validly decide on the dissolution of the Association only if (i) at least twenty percent (20%) of the Full Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**43.2** If at least twenty percent (20%) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-one (21) 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 Members present or represented, in accordance with the voting majority stipulated in the paragraph 43.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**43.3** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the directors.

**43.4** Except in case of a dissolution and liquidation of the Association in a single notarial deed, 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 directors shall be deemed to be jointly in charge of the Association's liquidation.

**43.5** The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Statutes.

## **TITLE XVI. VARIA**

### **Article 44. Notifications**



**44.1** Any notice or other communication under or in connection with these Statutes 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 Statutes, 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 45. Computation of time**

**45.1** For the use of the computation of time limits set out in these Statutes, 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 46. Abstentions**

**46.1** For the determination of the voting majorities set out in these Statutes, “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 47. Secret ballot**

**47.1** For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Full Members, the directors, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Secretary General and the staff of the Association.

#### **Article 48. Varia**

**48.1** Anything that is not provided for in these Statutes 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 Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

**48.2** 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 Board of Directors to do so. Members shall have no claim on the Association’s assets.

**48.3** For the performance of their duties, directors may elect domicile at the registered office of the Association.

**48.4** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

***[Remark to the attention of EY Law: The change of corporate name shall be included as the first resolution to be adopted by the Extraordinary General Assembly in the notarial deed].***