

**Statutes of
The European Association for Potato Research**

[The official text is in Dutch – English convenience translation for information purposes only]

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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 “The European Association for Potato Research”, abbreviated “EAPR” (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 “internationale vereniging zonder winstoogmerk” or by the abbreviation “IVZW”, the address of the registered office of the Association, the enterprise number and the mention “rechtspersonenregister” or abbreviated “RPR” 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 Flemish region.
- 2.2. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Council, 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) Promote the exchange of scientific and general information relating to all phases of the potato industry between the various countries of Europe and worldwide; and
 - (b) Encourage and assist international cooperation in the study of problems of common interest in the field of potato research.

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) Disseminate information and issue publications;
 - (b) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
 - (c) Collect and analyse statistical data; and
 - (d) 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. 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 one (1) membership category: Full Members. The Association shall always consist of at least two (2) Full Members.
- 5.2. The rights and obligations of the Full Members shall be as defined in and pursuant to these Statutes.
- 5.3. 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:
 - (a) Natural person cumulatively meeting the following criteria:
 - i. Having a legitimate interest in the non-profit purpose and object of the Association; and
 - ii. Wishing to receive one (1) copy of each issue of the Journal of the Association.

(b) Natural person being an Honorary Member pursuant to Article 13 of these Statutes.

This subcategory of Full Members shall be referred to as the “**Ordinary Members**”.

The category of Full Membership is also open and accessible to any:

- (a) Natural person cumulatively meeting the following criteria:
 - i. Having a legitimate interest in the non-profit purpose and object of the Association; and
 - ii. Wishing to be able to receive up to two (2) copies of each issue of the Journal of the Association.
- (b) 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 a legitimate interest in the non-profit purpose and object of the Association;
 - iv. Wishing to be able to receive up to two (2) copies of each issue of the Journal of the Association;
 - v. Wishing to be able to send an unlimited number of representatives to the congresses and/or conferences organized by the Association; and

- vi. Wishing to be able to receive up to five (5) online access codes for each issue of the Journal of the Association.

This subcategory of Full Members shall be referred to as the “**Sustaining Members**”.

- 6.2. The Ordinary Members and Sustaining Members shall be jointly referred to as the “**Full Members**” or as the “**Members**”.
- 6.3. Full Members shall enjoy all membership rights, including voting rights at the General Assembly.
- 6.4. Legal entities of a same companies group may each become Full Members with their own voting rights, provided that they each pay membership fees.

Article 7. Admission to membership

- 7.1. Any applicant to membership shall submit an application for admission to membership via the online platform of the Association.
- 7.2. Once (i) the application for admission to membership submitted via the online platform and (ii) the first membership fee is paid, the candidate to membership automatically and immediately becomes a Member unless the Council decides otherwise in cases where the candidate to membership does not meet the membership criteria and/or for any reasonable cause which will harm the interests of the Association. The Council shall give reasons for its decisions.

Article 8. Representation of Members

- 8.1. Each Sustaining Member, being a legal entity, shall appoint one natural person, called the “Representative”, to represent it within the Association. The Representative shall have the full capacity powers to represent his/her Sustaining Member.
- 8.2. If a Representative ceases to be employed by or is no longer otherwise linked to the Sustaining 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 Sustaining Member, if any) and (ii) said Sustaining Member shall immediately replace this Representative unless the Sustaining Member has another Representative.
- 8.3. Each Sustaining Member shall inform, via regular means of communication, the Vice-President of the identity and contact details of its Representative.

Article 9. Resignation. Exclusion

- 9.1. Full Members are free to resign from the Association by giving written notice via special means of communication to the Vice-President. The Vice-President shall submit the resignation to the Council, 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 Vice-President.
- 9.2. A Full Member which (i) ceases to satisfy the definition of the Full Membership category as set out in Article 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the By-Laws and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the

Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the Council.

- 9.3. Before excluding a Full Member, the Council shall provide the concerned Full 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 Full Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Full Member. The Council may decide to exclude a Full Member, provided that the concerned Full Member is convened at the meeting of the Council and has received the possibility to defend his/her/its position during this meeting and prior to the voting on the exclusion. The Council can validly decide on the exclusion of a Full Member only if the decision obtains a majority of at least two-thirds (2/3) of the votes cast by the members of the Council present or represented. The decisions of the Council regarding the exclusion of a Full Member are final, sovereign and the Council shall give reasons for its decisions.
- 9.4. All membership rights of the Full Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Council.
- 9.5. A Full Member who/which, in whatever way and for whatever reason, ceases to be a Full Member shall remain liable for its obligations towards the Association, including for the payment of the membership fees for the financial year during which notice is given. A Full Member who/which in whatever way and for whatever reason, ceases to be a Full Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Full Member in any manner, and (iii) upon decision of the Vice-President, 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.
- 9.6. A Full Member who/which has resigned or has been excluded from the Association and wishes to re-join the Association as a Full Member may be considered as an applicant to membership.

Article 10. Membership fees

- 10.1. Except for the Honorary Members, each Ordinary Member shall pay membership fees per year, as decided by the Council. Each year, the amount of the membership fees and the calculation method of the membership fees for each Ordinary Member shall be decided by the Council.
- 10.2. Each Sustaining Member shall pay membership fees per year, as decided by the Council. Each year, the amount of the membership fees and the calculation method of the membership fees for each Sustaining Member shall be decided by the Council.
- 10.3. Any Ordinary Member having been granted the title of Honorary Member shall not pay membership fees.
- 10.4. Without prejudice to Article 9 of these Statutes, if a Full Member fails to pay its membership fees within thirty (30) calendar days after a reminder has been sent to it by the Vice-President, its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due.
- 10.5. Full Members joining the Association part way through a financial year shall pay the full amount of membership fees as calculated for their membership subcategory.

- 10.6.** The Council shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

Article 11. Compliance with the Statutes and the By-Laws

- 11.1.** Any Member shall expressly adhere to these Statutes and the By-Laws 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 7 of these Statutes.

Article 12. Register of Members

- 12.1.** The Vice-President shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain (i) 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 being a legal entity and (ii) the first name, second name, and address of each Member being a natural person. 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 Vice-President, immediately after the Council has taken a decision.

TITLE IV. HONORARY MEMBERS

Article 13. Honorary Members

- 13.1.** Upon proposal of the Council, the General Assembly shall have the right to grant the title of Honorary Member to any natural person who has (i) contributed in an outstanding manner to the interests of potato growing, utilisation or research, and (ii) rendered exceptionally meritorious services to the Association. The General Assembly may revoke the title of Honorary Member granted to one or more natural person(s) at any time. The decisions of the General Assembly regarding the granting or revocation of the title of Honorary Member are final, sovereign and the General Assembly shall not give reasons for its decisions.
- 13.2.** The number of Honorary Members shall at no time exceed twenty-five (25) and not more than four (4) shall be elected in each year. Honorary Members shall receive one (1) copy of each issue of the Journal of the Association free of charge.

TITLE V. ORGANISATIONAL STRUCTURE

Article 14. Bodies

- 14.1.** The bodies of the Association are:
- (a) The General Assembly;
 - (b) The Council;
 - (c) The President;
 - (d) The President-Elect;
 - (e) The Secretary;
 - (f) The Treasurer;
 - (g) The Vice-President;
 - (h) The Section(s) and Committee(s); and
 - (i) The Editor(s) of the Journal.

TITLE VI. GENERAL ASSEMBLY

Article 15. Composition. Voting rights

- 15.1.** The General Assembly shall be composed of all Full Members. Each Sustaining Member being a legal entity shall be represented at the General Assembly by its Representative pursuant to Article 8 of these Statutes.
- 15.2.** Each Full Member shall have one (1) vote.
- 15.3.** Each member of the Council 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 Council who has been appointed as Representative shall be authorised to vote in this specific capacity for the Sustaining Member he/she represents.
- 15.4.** 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 President-Elect. If the President, Vice-President and President-Elect are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Secretary. If the President, Vice-President, President-Elect and Secretary are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Treasurer. If the President, Vice-President, President-Elect, Secretary and Treasurer are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest member of the Council (in age) present.
- 15.5.** 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 chairman 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 election and dismissal of the members of the Council and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Council will be granted and exercised as well as the conditions under which said mandate can be terminated;
 - (c) The dismissal of the President and the determination of the conditions (including the financial conditions, if any) upon which the mandate of the President can be terminated;
 - (d) The election and dismissal of the President-Elect, Vice-President, Secretary and Treasurer and the determination of the conditions (including the financial conditions, if any) upon which the

- mandate of the President-Elect, Vice-President, Secretary and Treasurer will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (e) The granting and revocation of the title of Honorary Member;
 - (f) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
 - (g) If applicable, the appointment and dismissal of an external auditor and the determination of his/her/its remuneration;
 - (h) The discharge to be given to the members of the Council and, if any, to the statutory auditor, or to the external auditor;
 - (i) The approval of the annual accounts and the budget of the Association;
 - (j) The amendment of these Statutes;
 - (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 Council, 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 Council 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 Council whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Council at the written request of at least half of the Full Members. In this last case, the Council 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 (40th) calendar day following this request.

Article 18. Proxies

- 18.1.** Each Full Member shall have the right, via regular means of communication, always with copy to the Vice-President via similar means, to give a proxy to another Full Member to be represented at a meeting of the General Assembly. No Member may hold more than two (2) proxies.
- 18.2.** Each Full Member shall have the right via regular means of communication, always with copy to the Vice-President via similar means, to give a proxy to another Full Member 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 45 of these Statutes. In that case, each Full 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 Full Members and the members of the Council by the President via regular means of communication at least twenty-one

(21) calendar days before the meeting. If the President is unable or unwilling, the convening notices for the General Assembly shall be notified by the President-Elect. If both the President and President-Elect are unable or unwilling, the convening notices for the General Assembly shall be notified by the Secretary. If the President, President-Elect and Secretary are all unable or unwilling, the convening notices for the General Assembly shall be notified by the Vice-President. 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 Full 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 President and adopted by the Council.

- 19.2.** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members 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 Full Members and the members of the Council 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 at least two thirds (2/3) of the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.
- 19.4.** Each Full Member and each member of the Council 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 Full Member present or represented and any member of the Council 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 twenty (20) Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons present.
- 20.2.** If at least twenty (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 paragraph 20.3 of the present Article.
- 20.3.** Unless otherwise stipulated in these Statutes, 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 Members present or represented.
- 20.4.** 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 its absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the President-Elect shall have the decisive vote. If the President, Vice-President and President-Elect

are all absent (whether represented or not), the Secretary shall have the decisive vote. If the President, Vice-President, President-Elect and Secretary are all absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, Vice-President, President-Elect, Secretary and Treasurer are all absent (whether represented or not), the oldest member of the Council (in age) present 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.** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Council 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 Full 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 Full Members, (ii) the Full 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 Full Members to participate to the deliberations and ask questions. The Council shall set up the practical procedures to organise this in practice. In such a case, the Full 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.
- 20.7.** Provided that this possibility has been granted by the Council and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Council 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.
- 20.8.** 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 21. Register of minutes

- 21.1.** Minutes shall be drawn up of each meeting of the General Assembly. They shall be approved at the next General Assembly 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 Vice-President to the Full Members. The register of minutes shall be kept at the registered office of the Association where all Full 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 Council, and with the assistance of the Vice-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 Full Members and members of the Council, 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 Council and within the time limit mentioned in the notice.
- 22.3.** If the votes in favor of all of 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 Full Members and members of the Council.
- 22.6.** The decisions taken via written procedure shall be sent via regular means of communication by the Vice-President to the Full Members.
- 22.7.** The members of the Council and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VII. COUNCIL

Article 23. Composition

- 23.1.** The Association shall be administered by a Council composed of minimum five (5) and maximum nine (9) members of the Council.
- 23.2.** The Council shall be composed as follows:
- (a) The Vice-President is as of right a member of the Council; and
 - (b) Between four (4) and eight (8) additional members of the Council.
- 23.3.** Each member of the Council shall be:
- (a) An Ordinary Member;
 - (b) A Sustaining Member being a natural person; or
 - (c) A Representative of a Sustaining Member being a legal entity.
- 23.4.** Except for the member of the Council referred to in paragraph 23.2 (a) of the present Article who is elected by the General Assembly in accordance with Article 34 of these Statutes, the General Assembly shall elect the members of the Council. Except for the member of the Council referred to in paragraph 23.2 (a) of the present Article, the term of office of the members of the Council is a three (3) years term, once renewable. By derogation to the preceding sentence, if a member of the Council is the President or is elected as President-Elect, Secretary, or Treasurer, his/her term of office as member of the Council shall be extended until the end of his/her mandate as, respectively, President, President-Elect, Secretary, or Treasurer. Their mandate shall be non-remunerated.

- 23.5.** The Council shall inform the Full Members as soon as a new election by the General Assembly is necessary. For the members of the Council referred to in paragraph 23.2 (b) of the present Article, each Full Member may propose one (1) candidate member of the Council to the Council at least forty-two (42) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Council will be elected. The Council, taking into account the criteria set out in paragraph 23.3 of the present Article, shall draw up a list of all proposed candidate members of the Council to the Council. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Council will be elected. The list shall indicate for each proposed candidate member of the Council the criteria set out in paragraph 23.3 of the present Article. If there is no list or an incomplete list of candidate members of the Council, the General Assembly may freely elect without any formality one or more member(s) of the Council out of the Full Members. The candidate members of the Council having obtained the highest number of votes cast by the Full Members present or represented shall be elected by the General Assembly. In case of a tie, a second voting round shall take place immediately. The candidate member of the Council having obtained the highest number of votes cast by the Full Members present or represented shall be elected by the General Assembly. The detailed procedures for the election of members of the Council referred to in paragraph 23.2 (b) of the present Article shall be determined in the By-Laws.
- 23.6.** Except for the member of the Council referred to in paragraph 23.2 (a) of the present Article, the mandate of a member of the Council terminates by expiry of his/her membership of the Council. The mandate of a member of the Council terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) as the case may be, if a member of the Council ceases to be employed by or is no longer otherwise linked to a Sustaining Member being a legal entity and has not become an Ordinary Member, or (iii) if the Sustaining Member being a legal entity which the member of the Council represents, for whatever reason, ceases to be a Sustaining Member, or (iv) if the Sustaining Member being a legal entity which the member of the Council 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 a member of the Council does no longer meet the criteria set out in paragraph 23.3 of the present Article.
- 23.7.** Except for the member of the Council referred to in paragraph 23.2 (a) of the present Article, the mandate of a member of the Council also terminates upon dismissal by the General Assembly. Except for the member of the Council referred to in paragraph 23.2 (a) of the present Article, the General Assembly may dismiss a member of the Council 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 Council 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.
- 23.8.** The members of the Council 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 Council for whatever reason, except the cases of automatic termination of the mandate of a member of the Council, or dismissal, the member of the Council shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.
- 23.9.** Except for the member of the Council referred to in paragraph 23.2 (a) of the present Article who is elected by the General Assembly in accordance with Article 34 of these Statutes, if the mandate

of a member of the Council ceases before its term, for whatever reason, the Council may freely appoint (by co-optation) a new member of the Council for the remainder of the term, provided that the member of the Council appointed (by co-optation) fulfils the criteria for the composition of the Council. In this case, the appointment (by co-optation) of said member of the Council shall be confirmed by the first upcoming General Assembly. If the term of office of the appointed member of the Council (by co-option) is not confirmed by the General Assembly, the term of office of said member of the Council expires at the end of the meeting of the General Assembly, without prejudice to the regularity of the composition of the Council until that time. The mandate of a new appointed member of the Council (by co-optation) for the remainder of the term shall not count in the calculation of the number of term of offices, as provided for in paragraph 23.4 of the present Article.

- 23.10.** In case of termination of the mandate of a member of the Council for whatever reason, the member of the Council shall have no claims for compensation on the Association or for its assets.
- 23.11.** The Council shall be chaired by the President. If the President is unable or unwilling to chair the Council, the Council shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Council, the Council shall be chaired by the President-Elect. If the President, Vice-President and President-Elect are all unable or unwilling to chair the Council, the Council shall be chaired by the Secretary. If the President, Vice-President, President-Elect and Secretary are all unable or unwilling to chair the Council, the Council shall be chaired by the Treasurer. If the President, Vice-President, President-Elect, Secretary and Treasurer are all unable or unwilling to chair the Council, the Council shall be chaired by the oldest member of the Council (in age) present.
- 23.12.** The Council 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 Council.

Article 24. Powers

- 24.1.** The Council 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 Council shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).
- 24.2.** The Council 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 admission of new Full Members;
 - (g) The acknowledgement of the resignation of a Full Member pursuant to Article 9 of these Statutes;
 - (h) The exclusion of Full Members;
 - (i) The proposition of candidates to be granted the title of Honorary Member;
 - (j) The appointment and dismissal of Editor(s) of the Journal of the Association;
 - (k) The determination of policies governing publication of the Journal of the Association jointly with the Editor(s) of the Journal of the Association, if any;

- (l) The hiring and the dismissal of the employees of the secretariat of the Association;
- (m) The decision of the amount of the membership fees and the calculation method of the membership fees;
- (n) Upon receipt of the draft annual accounts and the draft budget from the Treasurer, the finalisation and approval of these draft documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (o) The adoption of the agenda of the meetings of the General Assembly prepared by the President;
- (p) The adoption, the amendment and the revocation of the By-Laws, if any;
- (q) The decisions to amend Article 41.2 of these Articles of Associations;
- (r) The adoption of propositions to be submitted to the General Assembly; and
- (s) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Section(s) and/or Committee(s) and the overseeing of this/these.

24.3. Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Council 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, and (ii) the setting of the calculation method and the amount of the annual membership fees.

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

Article 25. Meetings

25.1. The Council shall meet every time the interests of the Association so require and at least once a year, upon convening by the President or at the request of three (3) members of the Council, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Council, the Council shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Council, the Council shall be convened by the President-Elect. If the President, Vice-President and President-Elect are all unable or unwilling to convene the Council, the Council shall be convened by the Secretary. If the President, Vice-President, President-Elect and Secretary are all unable or unwilling to convene the Council, the Council shall be convened by the Treasurer. If the President, Vice-President, President-Elect, Secretary and Treasurer are all unable or unwilling to convene the Council, the Council shall be convened by the oldest member of the Council (in age).

Article 26. Proxies

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

Article 27. Convening notices. Agenda

27.1. Convening notices for the Council shall be notified to the members of the Council by the President via regular means of communication at least fourteen (14) calendar days before the meeting of the Council. If the President is unable or unwilling, the convening notices for the Council shall be notified by the President-Elect. If both the President and President-Elect are unable or unwilling, the convening notices for the Council shall be notified by the Secretary. If the President, President-Elect and Secretary are all unable or unwilling, the convening notices for the Council shall be notified by the Vice-President. The convening notices shall mention the date, time and place of

the meeting of the Council. In addition, the convening notices shall mention if the members of the Council can vote electronically. The agenda shall be attached to the convening notices. The material documents necessary for the discussion shall be sent to the members of the Council via regular means of communication at least one (1) calendar day before the meeting. The agenda of the meetings of the Council shall be prepared and adopted by the President. If the President is unable or unwilling to prepare and adopt the agenda, the agenda shall be prepared and adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to prepare and adopt the agenda, the agenda shall be prepared and adopted by the President-Elect. If the President, Vice-President and President-Elect are all unable or unwilling to prepare and adopt the agenda, the agenda shall be prepared and adopted by the Secretary. If the President, Vice-President, President-Elect and Secretary are all unable or unwilling to prepare and adopt the agenda, the agenda shall be prepared and adopted by the Treasurer. If the President, Vice-President, President-Elect, Secretary and Treasurer are all unable or unwilling to prepare and adopt the agenda, the agenda shall be prepared and adopted by the oldest member of the Council (in age).

- 27.2.** Each member of the Council shall have the right to propose additional item(s) to be included on the agenda of the Council, which shall be notified via regular means of communication to the President at least seven (7) calendar days before the meeting. In such a case, the President shall inform the members of the Council of the additional item(s) on the agenda of the Council via regular means of communication at least five (5) calendar days before the meeting of the Council.
- 27.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if at least two-thirds (2/3) of the members of the Council are present or represented at a meeting of the Council and vote to proceed with such vote.
- 27.4.** Each member of the Council shall have the right, before, during or after a meeting of the Council, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Council present or represented at a meeting of the Council 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 Council shall be validly constituted when at least half of the members of the Council are present or represented. In any case, the Council shall always be constituted of at least two (2) members of the Council present.
- 28.2.** If at least half of the members of the Council are not present or represented at the first meeting, a second meeting of the Council may be convened pursuant to Article 27 of these Statutes, at least fourteen (14) calendar days after the first meeting of the Council. The second meeting of the Council shall validly deliberate irrespective of the number of members of the Council present or represented, in accordance with the voting majority stipulated in paragraph 28.3 of the present Article.
- 28.3.** Unless otherwise stipulated in these Statutes, decisions of the Council 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 Council present or represented. Each member of the Council shall have one (1) vote.

- 28.4.** 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 President-Elect shall have the decisive vote. If the President, Vice-President and President-Elect are all absent (whether represented or not), the Secretary shall have the decisive vote. If the President, Vice-President, President-Elect and Secretary are all absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, Vice-President, President-Elect, Secretary and Treasurer are all absent (whether represented or not), the oldest member of the Council (in age) present shall have the decisive vote.
- 28.5.** A duly convened meeting of the Council shall be validly held even if all or some of the members of the Council are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Council to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Vice-President shall set up the practical procedures to organise this in practice. In such a case, the members of the Council shall be deemed present.
- 28.6.** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Council may vote via electronic means during a meeting of the Council. The Vice-President shall take the necessary steps allowing the members of the Council to vote electronically. The Vice-President 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 identification of the members of the Council 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 of each meeting of the Council. They shall be approved at the next meeting of the Council 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 Vice-President to the members of the Council. The register of minutes shall be kept at the registered office of the Association where all members of the Council may consult it, without, however, displacing it.

Article 30. Written procedure

- 30.1.** The Council 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 Vice-President, upon request of the President or three (3) members of the Council, 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 members of the Council, with request to the members of the Council to vote on the proposals and to send their vote(s) back via the mean of communication designated by the Council 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 members of the Council 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 vote of the votes cast by the members of the Council 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.

- 30.4.** For the purpose of the present Article, members of the Council are not allowed to grant proxies to other members of the Council.
- 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 Council.
- 30.6.** The decisions taken via written procedure shall be sent via regular means of communication by the Vice-President to the members of the Council.

TITLE VIII. PRESIDENT, PRESIDENT-ELECT, SECRETARY AND TREASURER

Article 31. Election and function of the President, President-Elect, Secretary and Treasurer

- 31.1.** The General Assembly shall elect a President-Elect, a Secretary, and a Treasurer amongst the members of the Council. The President, President-Elect, Secretary, and Treasurer shall be four (4) distinct natural persons. Their mandate shall be non-remunerated. The candidate President-Elect, Secretary, or Treasurer having obtained the highest number of votes cast by the Full Members present or represented shall be elected by the General Assembly. In case of a tie, a second voting round shall take place immediately. The candidate President-Elect, Secretary, or Treasurer then having obtained the highest number of votes cast by the Full Members present or represented shall be elected by the General Assembly. The detailed procedures for the election of the President-Elect, the Secretary, and the Treasurer shall be determined in the By-Laws, if any.
- 31.2.** The President-Elect shall be a member of the Council who pertains to the country in which the next following Triennial Conference will be held. The term of office of the President-Elect is a three (3) years term, not renewable.
- 31.3.** Once the mandate of the President-Elect has terminated, except the cases of automatic termination of membership of the Council or dismissal, the President-Elect shall become as of right the President. The term of office of the President is a three (3) years term, not renewable.
- 31.4.** The term of office of the Secretary and Treasurer is a three (3) years term, once renewable.
- 31.5.** The mandate of the President, the President-Elect, the Secretary, and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their mandate as member of the Council.
- 31.6.** The General Assembly may further dismiss the President as President, the President-Elect as President-Elect, the Secretary as Secretary 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 President, President-Elect, Secretary, or Treasurer 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. The concerned President, President-Elect, Secretary or Treasurer shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting as Full Members.

- 31.7.** The President, President-Elect, Secretary, and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Council. In case of the end of the mandate of the President, the President-Elect, the Secretary, or the Treasurer for whatever reason, except the cases of automatic termination of the mandate as member of the Council or dismissal, the President, President-Elect, Secretary, or Treasurer, as the case may be, shall continue performing the duties of his/her office until the General Assembly 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.
- 31.8.** If the mandate of the President ceases before its term, for whatever reason, the General Assembly shall elect a new President for the remainder of the term of the replaced President. The new President shall be a member of the Council who pertains to the same country as where the upcoming Triennial Conference will be held.
- 31.9.** If the mandate of the President-Elect ceases before its term, for whatever reason, the General Assembly shall elect a new President-Elect for the remainder of the term of the replaced President-Elect. The new President-Elect shall be a member of the Council who pertains to the same country as where the Triennial Conference after the upcoming one will be held.
- 31.10.** If the mandate of the Secretary or Treasurer ceases before its term, for whatever reason, the Council may freely appoint a new Secretary or Treasurer amongst the members of the Council for the remainder of the term. In this case, the appointment of the Secretary or Treasurer shall be confirmed by the first upcoming General Assembly. If the appointment of the appointed Secretary or Treasurer is not confirmed by the General Assembly, the term of office of said Secretary or Treasurer expires at the end of the meeting of the General Assembly, without prejudice to the regularity of the composition of the Council until that time. The mandate of a new appointed Secretary or Treasurer for the remainder of the term shall not count in the calculation of the number of term of offices, as provided for in paragraph 31.4 of the present Article.
- 31.11.** In case of termination of the mandate of the President, the President-Elect, the Secretary, or the Treasurer for whatever reason, the President, President-Elect, Secretary, or Treasurer as the case may be shall have no claims for compensation on the Association or for its assets.

Article 32. Powers of the President and President-Elect

- 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) Preparing and adopting the agenda of the meetings of the General Assembly and the Council;
 - (b) Sending the convening notices of the General Assembly and the Council;
 - (c) Presiding the meetings of the General Assembly and the Council;
 - (d) Signing the minutes of the meetings of the General Assembly and the Council;
 - (e) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
 - (f) In the event of a tie vote, having the casting vote within the General Assembly and the Council.
- 32.2.** The President-Elect shall have the powers specifically reserved for him/her by these Statutes. In particular, the President-Elect shall have the following powers:

- (a) Replacing the President in his/her absence;
- (b) Closely collaborating with the President on the work of the Association; and
- (c) Ensuring the continuity of the presidency.

Article 33. Powers of the Secretary and Treasurer

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

- (a) Closely collaborating with the President on the work of the Association; and
- (b) Keeping the register of minutes of the meetings of the General Assembly and the Council.

33.2. The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Council. In particular, the Treasurer shall have the following powers:

- (a) Overseeing the financial affairs of the Association and report in this respect to the Council; and
- (b) Preparing of the draft annual accounts and the draft budget that must be submitted to the Council for finalisation and approval before being sent to the General Assembly.

TITLE IX. VICE-PRESIDENT

Article 34. Election and function of the Vice-President

34.1. The General Assembly shall elect a natural person as Vice-President being (i) an Ordinary Member, (ii) a Sustaining Member being a natural person, or (iii) a Representative of a Sustaining Member being a legal entity. His/her office may be remunerated. The Vice-President's mandate shall be of a definite or indefinite duration. The terms and conditions of his/her office shall be determined by the General Assembly.

34.2. The mandate of the Vice-President terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Vice-President 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 General Assembly may dismiss the Vice-President 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.

34.4. The Vice-President is free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the General Assembly, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Vice-President for whatever reason, except the cases of automatic termination of the mandate of the Vice-President or dismissal, the Vice-President shall continue performing the duties of his/her/its office until the General Assembly 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 Vice-President for whatever reason, the Vice-President 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 Vice-President shall be a permanent observer at all the bodies of the Association other than the General Assembly and the Council, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights in this capacity and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Vice-President.

Article 35. Powers of the Vice-President

- 35.1.** The Vice-President shall have the powers specifically granted to him/her by these Statutes. In particular, the Vice-President shall have the following powers:
- (a) The daily management of the Association, within the approved budget;
 - (b) The recruitment of new Full 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 Council;
 - (e) The delegation of tasks to the secretariat of the Association and the overseeing of it;
 - (f) Executing the decisions of the Council;
 - (g) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
 - (h) Ensuring the public relations of the Association, particularly regarding communication with third parties.
- 35.2.** The Vice-President shall always act under the responsibility of the Council and within the approved budget. The Vice-President shall report periodically to the Council on his/her actions and activities, and/or at the request of the Council.

TITLE X. SECTION(S) AND COMMITTEE(S)

Article 36. Section(s) and Committee(s)

- 36.1.** The Council may establish, dissolve and delegate tasks to one or more Section(s) and/or Committee(s). The Section(s) and Committee(s) shall have a supporting role to the Council on specific issues. The Council 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 Section(s) and Committee(s).
- 36.2.** The Section(s) and Committee(s) shall not represent the Association vis-à-vis third parties.
- 36.3.** The Section(s) and Committee(s) shall always act under the responsibility of the Council and shall report periodically to Council on its/their activities, and/or at the request of the Council.

TITLE XI. EDITOR(S) OF THE JOURNAL

Article 37. Appointment and function of the Editor(s) of the Journal

- 37.1.** The Council shall appoint one or more Editor(s) of the Journal. Their mandate may be remunerated. Their mandate may be of a definite or an indefinite duration. The terms and conditions of their mandate shall be determined by the Council.
- 37.2.** Unless otherwise agreed, the Council may dismiss the Editor(s) of the Journal 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.
- 37.3.** The Editor(s) of the Journal are free to resign from their office at any time by submitting, via special means of communication, their resignation to the Council, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Editor(s) of the Journal for whatever reason, their powers shall return to the Council.
- 37.4.** In case of the end of the mandate of the Editor(s) of the Journal for whatever reason, the Editor(s) of the Journal 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.
- 37.5.** The Editor(s) of the Journal shall be (a) permanent observer(s) at the Council, and shall have the right to attend all meetings of the aforementioned body, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned body shall simultaneously be notified to the Editor(s) of the Journal.

Article 38. Powers of the Editor(s) of the Journal

- 38.1.** The Editor(s) of the Journal shall have the powers specifically granted to them by these Statutes. In particular, the Editor(s) of the Journal shall have the following powers:
- (a) Discussing and deciding policies governing publication of the Journal of the Association jointly with the Council; and
 - (b) Rejecting any paper considered unworthy of publication in the Journal of the Association.

TITLE XII. LIABILITY

Article 39. Liability

- 39.1.** The members of the Council, the President, the Vice-President, the President-Elect, the Secretary and the Treasurer 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.
- 39.2.** The Full Members, in their capacity of Full Members, shall not be held liable for the commitments taken on by the Association.

TITLE XIII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 40. External representation of the Association

- 40.1. 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 Council, acting jointly.
- 40.2. 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 Vice-President, acting alone.
- 40.3. None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.
- 40.4. 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 Council, two (2) members of the Council, acting jointly, or, within the framework of daily management, by the Vice-President, acting alone.

TITLE XIV. BY-LAWS AND PROCEDURES

Article 41. By-Laws and procedures

- 41.1. To detail and complete the provisions of these Statutes, the Council may adopt, amend and/or revoke internal rules (i.e. the By-Laws) only if (i) at least half of the members of the Council are present or represented and (ii) the decisions to adopt, amend and/or revoke obtain at least a majority of two thirds (2/3) of the votes cast by the members of the Council present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 41.2. On the date of the last amendments to these Statutes, no By-Laws have been adopted.
- 41.3. The Council is further entitled to adopt Council internal procedures and any other kind of statement that falls within the scope of its powers.

TITLE XV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

Article 42. Financial year

- 42.1. The financial year of the Association shall run from 1 January to 31 December.

Article 43. Annual Accounts. Budget

- 43.1. The Council 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.
- 43.2. Each year, within six (6) months following the end of the financial year, the Council shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.
- 43.3. The draft annual accounts and the draft budget shall be circulated amongst all Full Members at least twenty-one (21) calendar days before the Ordinary General Assembly.

Article 44. Auditing of the annual accounts

- 44.1.** 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.
- 44.2.** 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.
- 44.3.** 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 XVI. AMENDMENTS TO THESE STATUTES

Article 45. Amendments to these Statutes

- 45.1.** The General Assembly can validly decide on amendments to these Statutes only if (i) at least forty (40) Full Members are present or represented and (ii) the decisions to amend obtain at least a majority 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.
- 45.2.** If at least forty (40) 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 paragraph 45.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons present.
- 45.3.** By derogation to paragraph 45.1 of the present Article, the Council can also validly decide on amendments to Article 41.2 of these Statutes.
- 45.4.** 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 Full Members and the members of the Council.
- 45.5.** The date on which the amendments to these Statutes shall enter into force shall be determined in the By-Laws, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.
- 45.6.** 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 XVII. DISSOLUTION. LIQUIDATION

Article 46. Dissolution. Liquidation

- 46.1.** The General Assembly can validly decide on the dissolution of the Association only if (i) at least forty (40) 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.
- 46.2.** If at least forty (40) 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 paragraph 46.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.
- 46.3.** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Full Members and the members of the Council.
- 46.4.** 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 members of the Council shall be deemed to be jointly in charge of the Association's liquidation.
- 46.5.** 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 XVIII. VARIA

Article 47. Notifications

- 47.1.** 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 48. Computation of time

- 48.1.** 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 49. Abstentions

- 49.1.** 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 50. Secret ballot

- 50.1.** 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 members of the Council, 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 Vice-President and the staff of the Association.

Article 51. Varia

- 51.1.** Anything that is not provided for in these Statutes or the By-Laws, 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 By-Laws, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.
- 51.2.** Membership of the Association does not imply or represent any endorsement by the Association of a Full Member or of an activity undertaken by a Full Member. Full Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Council to do so. Full Members shall have no claim on the Association’s assets.
- 51.3.** For the performance of their duties, members of the Council may elect domicile at the registered office of the Association.
- 51.4.** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in Dutch and English, but only the Dutch version shall be the official text.

Article 52. Transitory provisions

- 52.1** Notwithstanding Articles 23 and 31 of these Statutes regarding the election and term of office of the members of the Council and the President-Elect, the Extraordinary General Assembly of June 30, 2022 shall have the right to elect a new member of the Council and a new President-Elect for the remainder of the term of the replaced President-Elect.

- 52.2** Notwithstanding Article 23.5 of these Statutes regarding the election of the members of the Council, the General Assembly of July 4, 2022 shall have the right to (re)elect one or more (new) members of the Council.