

# Zero Waste Europe AISBL/IVZW

## Articles of Association

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This is a translation of the [original](#) Articles of Association (in Dutch), published in the Belgian State Gazette on 18 September 2024 as part of the entity conversion of ZWE from the Netherlands to Belgium.

ZWE is registered under entity number 597.908.295 ([link](#) to trade register)

*Approved by the General Assembly of ZWE*

## TITLE I. NAME, LEGAL FORM. SEAT

### Article 1. Name, Legal Form, and Seat

- The association takes the form of an international not-for-profit association (AISBL or Ivzw) and bears the name "Zero Waste Europe" (hereinafter: the "Association").
- The registered office of the Association is located in the Brussels-Capital Region.
- The registered office of the Association may be transferred to any other place in Belgium by decision of the Board of Administration, provided that this transfer does not lead to a change in the language of the present articles of association (FR or NL), in accordance with the legal provisions relating to the use of official languages in Belgium.
- If the transfer of the registered office of the Association entails a change in the language of these articles of association in accordance with the legal provisions relating to the use of official languages in Belgium, only the General Assembly is authorised to decide on the transfer of the registered office of the Association.

## TITLE II. DISINTERESTED PURPOSE OBJECT

### Article 2. Disinterested purpose & Object

§1. The purpose of this international not-for-profit association is:

- to promote the Zero Waste strategy in Europe and beyond;
- to act as a catalyst for European good practices in the field of waste;
- to promote a responsible resource use and treatment of waste aimed at responsible waste prevention and management, to prevent non-sustainable solutions such as landfilling and incineration;
- to increase awareness about the health effects of the current
- throw-away economy and waste management and to promote non-toxic alternatives;



- to encourage public participation in the prevention, reduction, separation, recycling and composting of waste;
- to promote environmental policy and social justice; and
- to perform any acts relating or potentially conducive thereto.

§2. The Association seeks to achieve these objects by, inter alia:

- influencing policy-making at European, national and local level;
- coordinating and organising activities aimed at and with groups working towards zero waste in Europe;
- promoting collaboration and twinning relations between European municipalities that are committed to zero waste;
- organising activities and campaigns aimed at realising alternatives to toxic production;
- publishing best practices, studies and documents on waste management and the material and social aspects of waste management;
- developing research and initiating pilot projects in all areas related to waste management and technical, economic, social and environmental resources; and
- organising training and educational programmes to accelerate the transition at the local level.

§3. In addition, the Association may develop, support, set up, or participate in any Belgian or foreign legal entity, commercial or not, for profit or non-profit, private, or public or partially public, with or without legal personality, which pursues objectives and activities similar to those of the Association and having an interest therein (including the holding of shares, bonds, warrants, options, participations and/or investments, etc.).

## TITLE III. MEMBERS

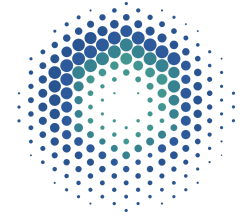
### Article 3. Membership

§1. The Association is composed of Full Members and Associate Members. The Association will always be composed of at least two (2) Full Members.

§2. The following may become members of the Association: non-for-profit organisations, with legal personality, which endorse the Association's objects and the Articles of Association, without prejudice to the right of the Board of Administration to accept non-for-profit organisations without legal personality as Members.

Members must:

- be active in the area of work of the Association;
- endorse the objects of the Association;
- contribute actively to the achievement of the object of the Association; agree and comply with the Articles of Associations, Internal Rules and Membership Agreement;
- align with the membership requirements as set out in the membership application process; and
- pay the annual membership fees in accordance with Article 7 of the present articles of association.



§3. The rights and obligations of Members are governed by the present articles of association, internal rules and the membership agreement signed by both Full and Associate Members.

§4. Membership is non transferrable.

§5. Unless stated otherwise, any references in these articles and in the internal rules to “member” or “members” of the Association are references to full members and associate members collectively.

## Article 4. Full Members

§1. Full Members enjoy all Members’ rights as set out in the present articles of association, internal rules and membership agreement. They participate actively and collectively in the activities of the Association.

§2. Full Members have the right to attend the meetings of the General Assembly.

§3. Each Full Member has a right to vote (one vote per Full Member).

## Article 5. Associate members

§1. The rights of Associate members are set out in the present articles of association, internal rules and membership agreement. Associate Members may participate in the activities of the Association.

§2. Associate Members may participate in the meetings of the General Assembly upon invitation.

§3. Associate members do not have the right to vote.

§4. The provisions set forth for members in the present articles of association concerning admission, suspension, and termination, with the resulting consequences, also apply to Associate Members to the extent possible.

## Article 6. Admission as Member

§1. Each candidate for membership submits a request for admission via an application form.

§2. The Board of Administration decides on admission or not as a Member. The Board of Administration can reject an application for membership. In case of rejection by the Board of Administration, the Board of Administration must inform the General Assembly who may agree with the rejection decision by the Board of Administration, or decide to admit the applicant in question as a member during the next meeting of the General Assembly.

§3. The other rules and procedure for admission as a Member are set out in the internal rules.



## Article 7. Membership Fees

§1. Each Full and Associate Member shall pay an annual membership fee.

§2. The Board of Administration can decide to grant a Member a total or partial exemption from the obligation to pay the membership fee for any given year or allow to pay the fee by instalments. The member must make this request in writing (email or letter) to the Board of Administration before the deadline for payment.

§3. The amount and process to set the membership fees are detailed in the internal rules.

## Article 8. Discharge Suspension. Termination of membership.

§1. Membership of the Association ends:

- If a member resigns from the Association; or
- If the member ceases to exist; or or
- If a members' membership is terminated following article 8 of the present Articles.

§2. A member which, in whatever way and for whatever reason, ceases to be a member of the Association will have no claim for compensation from the Association, no claim on the Association's assets and no claim for damages against the Association or its assets. Further conditions are set out in the Internal Rules.

§3. Members are free to resign from the Association by written notification (including electronic) to the Board of Administration. The membership fee for the current year will remain payable by the member.

§4. If a Member contravenes or fails to comply with their obligations as Members, the Articles of Association, regulations or resolutions of the Association, or acts in a way that is detrimental to the interests of the Association or its members, the Board of Administration may suspend such member for a period of time determined by the Board of Administration.

§5. The Board of Administration must notify said Member in writing (email or letter) of the suspension and the conditions for the member to remedy the issues that led to the proposal for their suspension. Within one month of the date on which a member is notified of the suspension, such member has the right to appeal against the decision to the General Assembly by writing to the Board of Administration. The Board of Administration must then communicate to the General Assembly about the suspension and the request to appeal. The member in question has the right to put forward a defence at the next meeting of the General Assembly. During the period pending the appeal, the member in question will remain suspended from membership.

§6. During this suspension period, the Member cannot exercise their membership rights. Their membership obligations remain in force.



§7. A suspension can lead to a termination of membership, which is then decided by the General Assembly. This should be included in the written notification of suspension.

§8. The General Assembly may decide to terminate the membership of a member if said member:

- no longer meets the membership requirements set out in the present articles of association and/or membership agreement; Or
- acts in a way that is detrimental to the interests of the Association or its members; Or
- fails to meet their obligations to the Association despite receiving a written warning; Or
- the Association cannot reasonably be expected to allow membership to continue.

§9. The Board of Administration must notify the member concerned in writing (email or letter) of the termination. The notification must be sent at least thirty (30) calendar days before the proposed date of termination and contain justifications for the termination and the possible conditions to remedy the issues that led to the proposal for their exclusion. The Member has the right to defend their point of view during a meeting of the General Assembly or in writing (email or letter), before the vote on the termination by the General Assembly takes place.

§10. The resolution regarding termination of membership at an Ordinary or Extraordinary Meeting of the General Assembly is validly adopted if they receive a majority of at least two-thirds vote of the votes cast by the Members present (as opposed to fifty percent (50%) plus one (+1) in Article 15.3). As opposed to Article 15.1, in regards to termination of membership, the General Assembly is only validly composed when at least two-thirds of the Full Members are present and at least two (2) Members present.

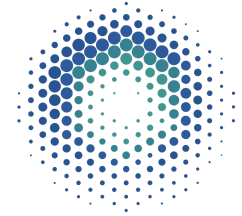
§11. The decisions of the General Assembly concerning the termination of a Member are final. All the rights of the Member subject to the aforementioned exclusion procedure are suspended for the duration of the procedure until the decision of the General Assembly. However the membership fee for the current year will remain payable.

## TITLE IV. STRUCTURE

### Article 9. Statutory bodies

The Association is composed of:

- i. The General Assembly;
- ii. The Board of Administration;
- iii. The President;
- iv. The Secretary, as the case may be;
- v. The Treasurer; and
- vi. The Executive Director.



## TITLE V. GENERAL ASSEMBLY

### Article 10. Composition

§1. The General Assembly consists of all Full Members. Members whose membership has been suspended or is pending termination are not part of the General Assembly.

§2. The meetings of the General Assembly are chaired by the President. If the President is unable to chair a meeting of the General Assembly, the meeting will be chaired by a representative appointed by the Board of Administration.

### Article 11. Powers & Duties

§1. The General Assembly has the powers expressly granted to it by law or by the present articles of association.

§2. In particular, the General Assembly has the following powers:

- I. the participations and contribution in achieving the goals of the Association;
- II. the election and dismissal of Board Members.
- III. the decision on whether or not to remunerate the Board Members' mandate, and the decision of the remuneration amounts if applicable;
- IV. discharge the Board Members from liability for the previous year, and, the auditor or the external accountant if applicable;
- V. the approval of the annual accounts and the budget of the Association;
- VI. the termination of Members;
- VII. where applicable, the appointment and dismissal of a statutory auditor and the setting of their remuneration;
- VIII. where applicable, the appointment and dismissal of an external accountant and the determination of their remuneration;
- IX. the modification of the present articles of association (see article 36);
- X. the dissolution of the Association;
- XI. the restructuring or transformation of the Association in accordance with the law;
- XII. the transfer of the registered office of the Association if this leads to a change in the language of the present articles of association.

### Article 12. Meetings of the General Assembly

§1. There is one Ordinary Meeting of the General Assembly that takes place at least once a year, convened by the Board of Administration, and held within six (6) months following the end of the financial year.

§2. The Ordinary Meeting of the General Assembly deliberates in particular on:

- The approval of the accounts and activity report for the previous year;



- The proposal to discharge the Board Members from liability for the past financial year;
- The final approval of the budget and operating programme for the current year;
- The provisional approval of the budget and work programme for the following year;
- The election of Board Members in the event of a vacancy within the Board of Administration;
- The appointment of the auditor for the new financial year if applicable (see article 35); and
- Any other proposals from the Board of Administration or the Members, as announced in the convocation to the meeting.

§3. The meetings of the General Assembly are convened by the Board of Administration each time the interest of the Association so requires. A meeting of the General Assembly can also be convened by the Board of Administration following a written request by minimum one tenth (1/10) of the Full Members. In the latter case, the Board of Administration will send the convening notice for the meeting of the General Assembly within fourteen (14) days after the request by the Members. The meeting of the General Assembly will take place no later than four (4) weeks following the convening notice has been sent. If the Board of Administration has not sent the invitation for the meeting of the General Assembly within fourteen days of receipt of this request, the Members may convene the meeting of the General Assembly themselves.

§4. All Full members have the right to attend meetings of the General Assembly and to vote. Associate members may be invited to attend the meetings of the General Assembly, without voting rights. Members whose membership has been suspended or terminated can only access part of the meeting of the General Assembly where the appeal against their suspension or termination is heard, without voting rights.

§5. Each Board Member of the Association has the right to attend the meetings of the General Assembly and to be heard. The meetings of the General Assembly are also open to the team members of the Association as needed.

§6. The Board of Administration may decide to admit other persons to (parts of) the meeting, without voting rights.

## Article 13. Proxy Vote

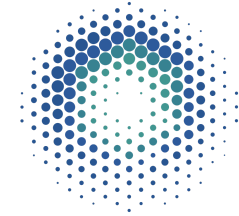
§1. A voting Member may authorise another voting Member to vote on their behalf. This proxy must be submitted in writing (electronic) to the Board of Administration before the vote.

§2. A Member cannot hold more than one proxy vote.

## Article 14. Convening notice. Agenda

§1. Notification for a meeting of the General Assembly will be sent to all Members and all Board Members, and, if applicable, the auditor via electronic and/or written communication at least fourteen (14) calendar days before the meeting. The convening notice indicates the date, time and place of the meeting of the General Assembly and

whether the meeting can be held by electronic means of communication. The agenda and the materials necessary for the discussion must be attached to the invitations.



§2. Any proposal for additional item(s) on the agenda of the meeting of the General Assembly, signed by at least one twentieth (1/20) of the Members, and communicated to the Board of Administration at least seven (7) calendar days before the meeting, must be included in the agenda. In this case, the Board of Administration will inform the Members and all Board Members at least seven (7) calendar days before the meeting of the General Assembly of the additional point(s) on the agenda of the meeting.

§3. No vote can be cast on an item which is not on the agenda unless all Full Members are present at a meeting of the General Assembly and all vote in favour. This applies only to any decisions related to the statutory powers held by the General Assembly.

## Article 15. Quorum. Majority. Vote

§1. Unless otherwise provided in the present articles of association, the General Assembly is validly composed when at least half of the Full Members are present (50%). In any case, the General Assembly is always composed of at least two (2) Members present (as per Article 3.1).

§2. If at least half of the Members are not present at the first meeting, a second meeting of the General Assembly is convened in accordance with Article 14 of the present articles of association, at least fourteen (14) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly deliberates validly, regardless of the number of Members present, in accordance with the majority provided for in the third paragraph of this article.

§3. Unless otherwise stated in the present articles of association, the resolutions of the General Assembly are validly adopted if they receive a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the Members present. Blank votes, invalid votes and abstentions do not count for the decision-making process, but they do count for the determination of the quorum provided for in the present articles of association.

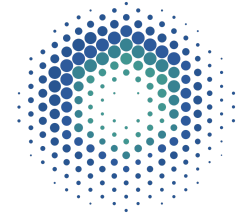
§4. If a vote on the election of persons does not obtain a majority in the first round (so results in a tie), a new voting round is organised. If no majority is obtained in the second round, a vote by lot is organised, upon which the drawn lot is decisive.

§5. If there is a tie vote on a proposal that does not concern the election of persons, the proposal is rejected.

§6. All votes are oral, unless the President or at least three Members request a written vote before the vote takes place.

§7. All votes are public, unless anonymous voting is requested by the President or at least 3 Members.





§8. A Member entitled to vote may express their vote by electronic means of communication before the meeting of the General Assembly, but at the earliest on the thirtieth day before that of the meeting. This vote is assimilated to the votes cast during the meeting. A vote thus cast cannot be revoked.

§9. Provided that the possibility of participating in the meeting of the General Assembly by electronic means of communication is mentioned in the notice, a meeting of the General Assembly will be validly held even if all or part of the Members are not physically present, but take part by any electronic means of communication. The means of communication must (i) allow the verification of the status and identity of the Member participating in the meeting and (ii) ensure that the Members hear and communicate with each other. Members may vote electronically at such meetings of the General Assembly.

## Article 16. Unanimous written resolutions

§1. Except for the modification of the present articles of association, the General Assembly can adopt written resolutions unanimously without holding a discussion.

§2. To this end, the Board of Administration will send to all the Board Members a notice indicating the proposals for decisions, asking the Full Members to approve the proposals and to issue their vote(s) to the Association via electronic and written means, within the time period specified in the letter.

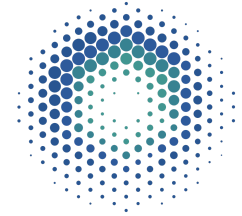
§3. If the approval of all Members on the items on the agenda is not obtained within this period, the resolutions are deemed rejected.

§4. For the purposes of this article, Members are not permitted to grant proxy votes to other Members.

§5. Resolutions adopted by unanimous written resolutions shall be deemed to come into force on the date indicated on the notice sent to Members. A resolution taken unanimously by all the Full Members has the same value as a resolution of the General Assembly.

## Article 17. Register of minutes

Minutes are drawn up after each meeting of the General Assembly. They are administered by the Secretary and approved and signed (electronically or in writing) by the President and recorded in a register of minutes. Copies of decisions will be sent to Members through the usual channels of communication. The register of minutes is kept at all times either at the registered office of the Association or in electronic form, where it can be consulted by all Members.



## TITLE VI. Board of Administration

### Article 18. Composition and appointment

§1. The Association is managed by a Board of Administration (hereafter the Board) composed of at least three (3) Board Members and at most seven (7) Board Members, who must be natural persons. Board Members act in the interests of all members and the whole association, and do not represent their own organisation's views in the Board. Board Members may also be appointed from outside membership. The General Assembly shall determine the number of Board Members.

§2. The General Assembly shall appoint the Board Members. The appointment of Board Members takes place on the basis of a list of candidates put together by the Board in office at that moment. In order to allow all interested Members to propose their candidacy, the Board must inform the Members of any vacancy within the Board within an acceptable time frame prior to the General Assembly Meeting. An acceptable time frame is considered to be 12-8 weeks prior to the General Assembly Meeting, with a strict minimum of 6 weeks. Vacancies can also be promoted outside of the membership. Any candidates must submit their interest 3 weeks before the General Assembly. The final list of candidates for the appointment of Board Members, proposed by the Board, is sent to the Members at least fourteen (14) days before the meeting.

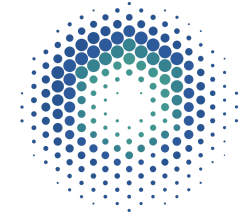
§3. Board Members shall be appointed for a maximum term of (3) three years. Board Members shall retire in accordance with a retirement schedule to be prepared by the Board. A Board Member retiring in accordance with the retirement schedule will be eligible for immediate reappointment twice. A Board Member who is not eligible for immediate reappointment may not be appointed as Board Member until two (2) years have elapsed following the end of their term of appointment.

§4. The Board is made up of at least a President, a Treasurer and a Secretary. The Board itself determines the distribution of functions. The functions of Secretary and Treasurer may be held combined by one person. For each of these roles, the Board may appoint from among its members a deputy who, in the event of absence or impediment, fulfils the function of the person for whom they have been appointed substitute.

### Article 19. Board: Termination of membership, suspension

§1. The mandate of a Board Member ends at its expiry date. The mandate of a Board Member ends automatically and with immediate effect:

- I. if a Board Member resigns,
- II. in the event of death or incapacity,
- III. if a Board Member is no longer employed or otherwise associated with the Member, if applicable, they were associated with, due to dismissal for serious grounds (e.g. criminal activity, gross misconduct, theft of company resources, etc.),



- IV. if a Board Member is placed under guardianship or if all the assets of a Board Member are placed under fiduciary administration,
- V. if a Board Member is declared bankrupt, enters into a debt payment programme under the statutory debt arrangement scheme for natural persons, or obtains court protection from creditors (moratorium),
- VI. if a Board Member is removed from office pursuant to a resolution passed by the General Assembly with a majority of at least two thirds of the votes cast following criteria set out in Article 19 §2,
- VII. if a Board Member no longer fulfils the criteria set out in article 18 §1 of these articles of association.

§2. A Board Member may be suspended at any time by the General Assembly. This suspension occurs by decision taken by a majority of at least two thirds of the votes cast. The reasons for suspension must be justified. The suspension may not exceed three months and may be extended once by the General Assembly, by the same period. The Board Member has the possibility of defending themselves before the General Assembly concerned and can be assisted for this purpose by a legal adviser. If no dismissal is made during the suspension, the suspension will end after the expiration of the term. If a dismissal is made, the dismissal decision is taken by a majority of at least two thirds of the votes cast.

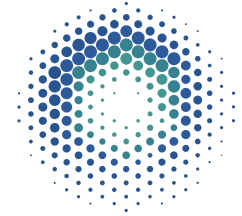
§3. In the event of termination of the mandate of a Board Member, suspension, or dismissal, for any reason whatsoever, the Association is not liable for any compensation or costs to the Board Member. The Board Member may not claim any compensation or assets from the Association.

## Article 20. Powers

§1. The Board holds all the powers necessary to achieve the purpose of the Association, with the exception of the powers expressly attributed to other bodies of the Association by law or the present articles of association. The Board acts as a collegiate body.

§2. Amongst other things, the Board has the following powers:

- I. the transfer of the registered office of the Association if this does not lead to a change in the language of the present articles of association in accordance with the legal provisions relating to the use of official languages in Belgium;
- II. the general management and administration of the Association;
- III. oversee and approve the strategic action plan and its periodical update which outlines the activities to be carried out by the Association;
- IV. oversee budget expenditure and budget allocation;
- V. keep the books, records and other data carriers for seven years so that the rights and obligations of the Association can be known at any time;
- VI. ensure the implementation of the resolutions of the General Assembly;
- VII. the admission of new Members;
- VIII. adopt and approve the draft annual accounts and the draft budget to be submitted for approval by the General Assembly;
- IX. approve proposals to be submitted to the General Assembly;
- X. the suspension of members and proposal for termination;



- XI. the election and removal of the President, the Treasurer and the Secretary, if applicable;
- XII. the adoption, modification and cancellation of the internal rules;
- XIII. appoint, suspend and dismiss the Executive Director.

In addition, each Board Member is under an obligation to the Association to discharge the duties assigned to them in a proper manner.

§3. Each year, before the approval of the annual accounts at the Ordinary Meeting of the General Assembly, the Board reports to the General Assembly on the annual activity of the Association, which includes at least information on (i) the use of the budget, (ii) the amount of the annual expenses and revenues, and (iii) the activities of the Association.

§4. The Board may at any time delegate specific powers to one or more Board Member(s) or other persons or bodies, with or without the power of sub-delegation insofar as this is legally possible.

## Article 21. Meetings

§1. The Board is chaired by the President. If the President is unable to chair, a representative designated by the Board will chair the meeting.

§2. The Board meets each time the interest of the Association requires it and at least three (3) times a year when convened by the President, at the times and place specified in the notice. If the President is unable to convene the Board, it is convened by another Board Member.

§3. The Board and Executive Director may invite one or more third parties to attend, without the right to vote, one or more meeting(s) or part(s) of meeting(s) of the Board.

## Article 22. Powers of attorney

Each Board Member has the right, by an Ordinary Means of Communication, to give proxy to another Board Member to be represented at a meeting of the Board. No Board Member may hold more than two (2) proxies.

## Article 23. Convening notices. Agenda

The convening notices to the Board are notified to the Board Members at least seven (7) calendar days before the meeting by the usual means of communication. The convening notice indicates the date, time and place of the meeting. The agenda and the documents and materials necessary for the discussion are attached to the convening notices. The agenda for meetings of the Board are approved by the President in collaboration with other Board Members and the Executive Director.



## Article 24. Attendance quorum. Majority. Vote

§1. Unless otherwise provided in the present articles of association, the Board is validly composed when at least half of the Board Members are present or represented. In any case, the Board will always be composed of at least two (2) Board Members present.

§2. If at least half of the Board Members are not present or represented at the first meeting, a second meeting of the Board may be convened in accordance with article 23 of the present articles of association, seven (7) calendar days at least after the first meeting of the Board. The second meeting of the Board will validly deliberate regardless of the number of Board Members present or represented, by majority of votes, as provided in the third paragraph of this article.

§3. Unless otherwise provided in the present articles of association, the resolutions of the Board are validly adopted if they obtain a majority of fifty percent (50%) plus one (1) vote of the Board Member present or represented. Each Board Member has one (1) vote.

§4. In the event of a tie, the decision is postponed to the next meeting of the Board. In the event of a tie vote at the next meeting of the Board, the President has the casting vote.

§5. Provided that the possibility of participating in the meeting of the Board by electronic means of communication is mentioned in the convening notice, a validly convened meeting of the Board, will be validly held even if all or part of the Board Member are not physically present or represented but participate in the deliberations by any means of telecommunication, such as telephone, videoconference or web conference. The means of telecommunication made available to the Board Member by the Association must (i) enable the verification of the capacity of Board Members and the identity of the Board Members participating in the meeting and (ii) ensure that the Board Members agree directly and communicate directly with each other.

§6. Board Members can vote electronically at a meeting of the Board.

## Article 25. Register of minutes

Minutes are drawn up after each meeting of the Board. The minutes are approved by the Board, signed electronically by the President and recorded in a register of minutes. The register of minutes is kept digitally, where any Board Member can consult it without however moving it.

## Article 26. Unanimous Written procedure

§1. The Board can take decisions by written procedure.



§2. To this end, the President or two (2) Board Members send, by an Ordinary Means of Communication, to all the Board Members a notice indicating the agenda and the proposals for the decisions to be taken, asking them to approve the proposals and cast their vote by an Ordinary Means of Communication to be returned to the Association within the time specified in the notice.

§3. If the approval of all Board Members, with respect to the items on the agenda, the use of the written procedure and the proposed resolutions is not received within this time frame, the resolutions will be deemed not adopted.

§4. For the purposes of this article, Board Members are not authorised to give proxies.

§5. Resolutions passed by written resolution are deemed to come into force on the date indicated on the notice addressed to the Board Members.

## Article 27. Executive Director and Daily Management

§1. The Board appoints, suspends and dismisses the Executive Director. The Executive Director represents the Association, appoints, suspends and dismisses the staff and executes the programme and the budget decided by the General Assembly. The Executive Director is accountable to the Board.

§2. The Board may delegate the daily management of the Association on a case-by-case basis or on a continuing basis to the Executive Director, to one or more employees of the Association and/or to one or more third parties, acting individually or jointly, as the case may be.

## TITLE VII. PRESIDENT, TREASURER & SECRETARY

### Article 28. Appointment and functions

§1. The Board appoints a President and Treasurer among the Board Members. The Board can also appoint a Secretary. The functions of Secretary and Treasurer may be combined by one person. Their mandate is not remunerated unless approved by the General Assembly as mentioned in Article 11.2.iii of this document.

§2. The mandate of President, Vice-President or Treasurer ends at the end of their appointment or, automatically and with immediate effect, in the event of resignation or dismissal.

§3. The Board may dismiss the President, Treasurer or Secretary at any time and must justify its decision, without the Association being liable for compensation or costs.

§4. The President, Treasurer or Secretary are also free to resign at any time by sending their resignation to the Board via Ordinary Means of Communication.



## Article 29. Powers

§1. The President has the powers that are specifically attributed to them by the present articles of association. In particular, the President has the following powers:

- I. Approve the agenda for the meetings of the General Assembly and the Board of Administration;
- II. chair the meetings of the General Assembly and the Board;
- III. sign the minutes of the meetings of the General Assembly and the Board;
- IV. ensure the link between the various bodies of the Association; and
- V. act as a mediator in the event of differences of opinion, both within the Association and vis-à-vis third parties.

§2. The Treasurer has the powers that are specifically attributed to them by the present articles of association and by the Board. In general, the Treasurer will oversee the financial affairs of the Association and report to the Board thereon. If no Treasurer has been elected in accordance with article 28, 1 of the present articles of association, the powers set forth in this article are exercised by the Board.

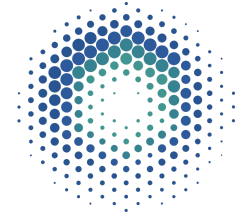
§3. The Secretary has the powers that are specifically attributed to them by the present articles of association and by the Board. In general, the Secretary will assist the Board with preparing, convening and organising the meetings of the Board and the General Assembly, monitor that the procedures followed by the Board are in compliance with the Association's statutes and internal rules, and support the Board in following-up on action points. If no Secretary has been elected in accordance with article 28, 1 of the present articles of association, the powers set forth in this article are exercised by the Board.

## TITLE VIII. LIABILITY

### Article 30. Liability

§1. The Board Members, the President, the Vice-President (if any), the Treasurer, and the Secretary (if any), are not personally bound by the obligations of the Association. Their liability is limited to the execution of the tasks assigned to them and to the faults committed in the (non-)execution of their duties and tasks.

§2. Members, in their capacity as Members, cannot be held responsible for the commitments made by the Association.



## TITLE IX. EXTERNAL REPRESENTATION OF THE ASSOCIATION

### Article 31. External representation of the Association

§1. The Association is legally represented vis-à-vis third parties and with respect to all judicial and extrajudicial acts by two (2) Board Members acting jointly, at least one of whom must be the President or the Treasurer. The power of the Board and the Board Members provided for in this article to represent the Association is also applicable in the event of a conflict of interest between the Association and one or more Board Members.

§2. In the context of day-to-day management, the Association is also legally represented by the Executive Director vis-à-vis third parties and with respect to all judicial and extrajudicial acts.

§3. None of the aforementioned persons has to prove their powers to third parties.

§4. In addition, the Association is validly represented vis-à-vis third parties, within the framework of their mandates, by one or more representative(s) duly appointed by the General Assembly or the Board, under their respective mandates.

§5. In all cases where the Association has a conflict of interest with one or more Board Members, the General Assembly may appoint one or more persons to represent the Association.

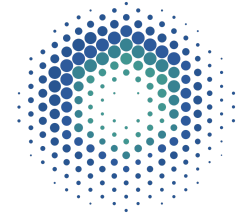
## TITLE X. INTERNAL REGULATIONS AND PROCEDURES

### Article 32. Internal rules and procedures

§1. In order to develop and supplement the provisions of the present articles of association, the Board may adopt, modify and/or withdraw internal rules.

§2. The Board also has the right to adopt rules of procedure within the Board, as well as any other type of declaration falling within its competence.





## TITLE XI. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. ANNUAL ACCOUNTS AUDIT

### Article 33. Financial year

The financial year of the Association runs from January 1 to December 31.

### Article 34. Currency

The currency of the Association is the Euro for the annual accounts and all other official accounting, tax and legal documents.

### Article 35. Annual accounts audit

§1. If required by law, the General Assembly appoints an auditor, chosen from among the members of the Belgian Institute of Company Auditors, for a term of three (3) years.

§2. If the Association is not required by law to appoint an auditor, the General Assembly may nevertheless appoint an auditor or external accountant to audit the annual accounts.

## TITLE XII. AMENDMENT OF THE ARTICLES OF ASSOCIATION

### Article 36. Amendment of the Articles of Association

§1. The General Assembly can only validly decide on the modifications of the present articles of association if (i) at least two-thirds (2/3) of the Members are present or represented and (ii) the resolutions to modify the articles of association are voted on majority of at least two-thirds (2/3) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions are not counted.

§2. If at least two-thirds (2/3) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened in accordance with article 14 of these articles of associations, at least fourteen (14) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly will validly deliberate, regardless of the number of Members present or represented, in accordance with the majority of votes provided for in Article 15 3 of these articles of association, and will decide on the amendments. However, the General Assembly must always be composed of at least two (2) natural persons present.

§3. The main provisions of any proposal to amend the present articles of association are expressly mentioned in the agenda or in a separate document forming part of or appended to the convening notice sent to the Members and the Board Members.



## TITLE XIII. DISSOLUTION. LIQUIDATION

### Article 37. Dissolution. Liquidation

§1. The General Assembly can only declare the dissolution of the Association valid if (i) at least two-thirds (2/3) of the Members are present and (ii) the resolution is adopted by a majority of at least two-thirds (2/3) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions are not counted.

§2. If at least two-thirds (2/3) of the Members are not present at the first meeting, a second meeting of the General Assembly may be convened in accordance with article 14 of the present articles of association, at least fourteen (14) days after the first meeting of the General Assembly. The second meeting of the General Assembly deliberates validly, regardless of the number of Members present, in accordance with the majority of votes provided for in the first paragraph of this article, and decides on the dissolution. However, the General Assembly must always be composed of at least two (2) natural persons present.

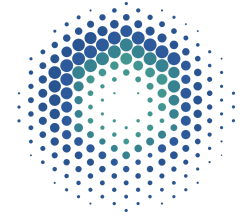
§3. In the event of dissolution and liquidation of the Association, the General Assembly decides on the appointment of one or more liquidators, on the mode of decision-making by the liquidators if several liquidators are appointed, and on the scope of their mandate/powers. In the absence of appointment of one or more liquidator(s), all the Board Members are deemed to be jointly and severally responsible for the liquidation of the Association.

§4. After the decision to dissolve the Association, the latter is in liquidation. The Association will continue to exist after its dissolution if and insofar as this is necessary for the liquidation of its assets. During the liquidation, the provisions of the present articles of association will remain in force to the extent possible and necessary. In documents and announcements issued by the Association, “in liquidation” must be added to the name of the Association.

§5. The General Assembly also decides on the destination of the net assets of the Association, it being understood however that the net assets of the Association may only be used for disinterested purposes.

### Article 38. Equity in case of conversion

The assets of the Association, as shown in the balance sheet of the Association as of the date of the conversion, may not be spent otherwise than prescribed for the purposes of the conversion, unless authorisation granted by the court. This provision must also be included in the articles of association of the legal entity to which the assets are transferred in the event of a merger or demerger.



## TITLE XIV. MISCELLANEOUS

### Article 39. Notifications

Any notice or other communication under or in connection with the present articles of association will be drafted in English, subject to compliance with the legal provisions concerning the use of the official languages in Belgium. Further, with respect to the transmission of any notice or communication under or in connection with the present articles of association, the terms below shall be defined as follows: "Ordinary Means of Communication" means ordinary mail or any other written means of communication (including electronic mail).

### Article 40. Durations

For the calculation of durations in the present articles of association, the following durations are defined as follows:

- I. "month" means the calendar month(s); and
- II. "calendar day(s)" means that when computing a period of notice, that term does not include the calendar day on which the notice is given or deemed to have been given, nor the calendar day on which the notice will take effect.

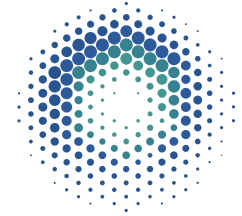
### Article 41. Miscellaneous

§1. Anything not provided for in the present articles of association or the internal regulations is governed by the provisions of Book 10 and all other provisions of the Code applicable to international non-profit associations. In the event of a conflict between the present articles of association and the internal regulations, internal procedures or other regulations of the Association, the present articles of association shall prevail.

§2. Membership in the Association does not imply or represent an endorsement by the Association of a Member or of any activity undertaken by a Member. Members may not in any way use the name and logo(s) of the Association, unless they have received prior written authorization from the Board. Members have no rights upon the assets of the Association.

§3. For the exercise of their mandate, the Board Members may elect domicile at the registered office of the Association.

§4. The business of the Association shall be conducted in English, without prejudice to any applicable legal obligations.



## Article 42. First mandates

The General Assembly which constitutes the Association has the right to appoint (i) the first Board Members, (ii) the first President, the Vice-President, if any, and the Treasurer, if any, and to decide on the term of office.