

**Statutes of
POLIS AISBL**

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

[We have made amendments to the current Statutes (i) to render them compliant with the companies and associations Code of March 23, 2019 (hereafter: “Code”), (ii) for consistency purposes, (iii) for good governance purposes and (iv) to avoid potential litigation]

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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 “**POLIS**” (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 The Association is a network of European cities and regions supporting sustainable mobility and innovation in local transport.

1.3 All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

2.1 The registered office of the Association is located in the region of Brussels-Capital.

2.2 The registered office of the Association may be transferred to any other location in Belgium by a decision of the Management Committee, 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 21 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 Europe and worldwide:

- (a) To enhance the exchange of experiences among its Members and between European cities, regions and related organisations in the field of sustainable mobility and related fields;
- (b) To further the knowledge of innovative technologies and know-how in these areas;
- (c) To widely disseminate and promote good practice of Members to all key stakeholders;
- (d) To facilitate the involvement of Members in R&I programmes and projects and share relevant results;
- (e) To co-operate closely with other organisations with similar objectives, as well as with industry and research;

- (f) To contribute to European harmonisation of technology and standardisation by bringing together users, operators, industry, science and European institutions; and
- (g) To promote a higher level of co-operation between Members and the European institutions, safeguarding that the urban and regional dimension is taken into account appropriately in Community programmes and in the policies of the European Union.

3.2 For the purpose of these Statutes, the term “Europe” shall mean the member States of the European Region of the World Health Organisation.

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) Facilitate peer-to-peer exchange between Members;
- (b) Perform researches and studies and participate in European R&I projects;
- (c) Disseminate information and issue publications;
- (d) Represent the interests of Members through policy and advocacy actions;
- (e) Organise and arrange training sessions, conferences, congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (f) Collect and analyse statistical data and carry out surveys;
- (g) 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; and
- (h) Facilitate exchange with research and industry stakeholders.

4.2 The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

4.3 In addition, the Association may develop, support, incorporate, constitute, set up, participate in, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

TITLE III. MEMBERS

Article 5. Membership

5.1 The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least six (6) Full Members.

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

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

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

Article 6. Full Members

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

- (a) Having the legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (c) Being (i) a city, region, local or regional transport authority, or related local or regional publicly owned legal entity in Europe having (aa) the character of a local authority and (bb) a democratically elected government, (ii) a European national mobility authority, provided that it partially complies with the criteria provided under Paragraph 6.1, (c), (i) of the present Article or (iii) a local or regional public transport corporation or transport authority having its registered seat in Europe.

6.2 Legal entities of a same group of legal entities may each become a Full Member with their own membership rights, provided that they each pay membership fees.

6.3 Full Members shall enjoy all membership rights, including voting rights.

Article 7. Associate Members

7.1 The category of Associate Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Not meeting the criteria to be eligible as a Full Member;
- (b) Having the legal personality;
- (c) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (d) Being (i) a research institute, (ii) a university or other academic institute, (iii) any private non-commercial legal entity having a similar purpose and/or similar activities as the Association, (iv) a public authority which is not a local or regional transport authority and does not partially comply with the criteria provided under Article 6.1, (c) of these Statutes or (v) a non-European city or region.

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

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

7.4 If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 46 of these Statutes, the Associate Members shall neither be consulted nor have voting rights.

Article 8. Admission to membership

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

8.2 The Secretary General shall submit this application for admission to the Management Committee. After having verified that all conditions for membership are complied with, the Management Committee shall decide on the admission to membership. The decisions of the Management Committee regarding membership admissions are final, sovereign and the Management Committee shall not be obliged to give reasons for its decisions.

Article 9. Representation of Members

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

9.2 If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative unless the Member has another Representative and, if applicable, another Representative who has been appointed as Voter.

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

Article 10. Suspension

10.1 A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights) upon decision of the Management Committee.

10.2 Before deciding to suspend the membership rights of a Member, the Management Committee shall provide the concerned Member with the relevant details in writing via special means of communication at least fourteen (14) calendar days in advance of the proposed suspension date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of suspension of the concerned Member. The Management Committee may decide to suspend the membership rights of a Member, provided that the concerned Member is convened at the meeting of the Management Committee and has received the possibility to defend its position during the meeting of the Management Committee and prior to the voting on the suspension. In case one of the members of the Management Committee is employed by or otherwise linked to the Member concerned by the procedure of suspension, this member of the Management Committee shall

not participate in the deliberation of the Management Committee regarding such decision or action, and also not to the relevant voting. The decisions of the Management Committee regarding the suspension of a Member are final, sovereign and the Management Committee shall give reasons for its decisions.

10.3 All membership rights (including voting rights) of the Member concerned by the abovementioned suspension procedure shall be suspended for a period of time, as decided by the Management Committee.

Article 11. Resignation. Exclusion

11.1 Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 30 September of each year, to the Secretary General. The Secretary General shall submit the resignation to the Management Committee, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Secretary General.

11.2 A Member is deemed resigning if the Member is in one of the following situations:

- (a) Voluntary/as of right/legal dissolution/liquidation;
- (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- (c) Judicial administration/reorganisation;
- (d) Merger (only if the concerned Member is the acquired legal entity);
- (e) Transfer of a universality; and
- (f) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes following a (partial) demerger or transfer of a branch of activity.

11.3 This resignation shall be effective upon a decision of the Management Committee. A Member has the right to defend its position at (or in writing prior to) the meeting of the Management Committee at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under Paragraph 11.2 of the present Article. The decisions of the Management Committee regarding the resignation of Members as referred to in the Paragraphs 11.2 and 11.3 of the present Article are final, sovereign and the Management Committee shall give reasons for its decisions.

11.4 A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be excluded from membership, upon proposal of the Management Committee and upon decision of the General Assembly.

11.5 By derogation to Paragraph 11.4 of the present Article, a Member which does not pay all of its membership fees within the stated period may be excluded from Membership upon decision of the Management Committee. The decisions of the Management Committee regarding the exclusion of Members which do not pay all of their membership fees within the stated period are final, sovereign and the Management Committee shall give reasons for its decisions.

11.6 Before recommending the exclusion of a Member to the General Assembly in accordance with Paragraph 11.4 of the present Article, the Management Committee shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of its exclusion. The Management Committee may decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Management Committee and has received the possibility to defend its position during the meeting of the Management Committee and prior to the voting on the proposal of exclusion. The decisions of the Management Committee regarding the proposal of exclusion of a Member to the General Assembly are final, sovereign and the Management Committee shall give reasons for its decisions.

11.7 Upon proposal of the Management Committee, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The Member concerned by the procedure of exclusion shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.

11.8 All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Management Committee not to propose the exclusion of the concerned Member to the General Assembly, or (ii) if the Management Committee decides to propose the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly.

11.9 By derogation to Paragraph 11.8 of the present Article, if a Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Secretary General, all its membership rights shall be automatically and immediately suspended until the payment of the membership fee or the decision of the Management Committee to exclude the concerned Member, in accordance with Paragraph 11.5 of the present Article.

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

11.11 A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

Article 12. Membership fees

12.1 Each Full Member shall pay membership fees per year, as decided by the Management Committee, based on the population of the largest urban area of the territory over which the Full Member

has authority. Each year, the amount of the membership fees and the calculation method of the membership fees for each Full Member shall be decided by the Management Committee.

12.2 Each Associate Member shall pay membership fees per year, as decided by the Management Committee. Each year, the amount of the membership fees and the calculation method of the membership fees for each Associate Member shall be decided by the Management Committee.

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

12.4 In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be approved by the Management Committee.

12.5 The Secretary General shall decide on the invoicing procedure and the time for payment of the membership fees.

Article 13. Compliance with the Statutes and the internal rules

13.1 Any Member shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 8 of these Statutes.

Article 14. Register of Members

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

TITLE IV. ORGANISATIONAL STRUCTURE

Article 15. Bodies

15.1 The bodies of the Association are:

- (a) The General Assembly;
- (b) The Management Committee;
- (c) The President;
- (d) The Vice-President;
- (e) The Treasurer;
- (f) The Working Group(s), Political Group(s) and/or Task Force(s); and
- (g) The Secretary General.

TITLE V. GENERAL ASSEMBLY

Article 16. Composition. Voting rights

16.1 The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 9 of these Statutes.

16.2 Each Full Member shall have one (1) vote.

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

16.4 Each member of the Management Committee 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 Management Committee who has been appointed as Voter shall be authorised to vote in this specific capacity for the Full Member he/she represents.

16.5 The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by another Representative of the Full Member whose Representative is the President, as designated by that Full Member.

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

Article 17. Powers

17.1 The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The exclusion of Members, upon proposal of the Management Committee;
- (c) The election and dismissal (*ad nutum*) of the members of the Management Committee and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Management Committee will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (d) The election and dismissal (*ad nutum*) of the President;
- (e) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (f) The discharge to be given to the members of the Management Committee and, if any, to the statutory auditor;
- (g) The discussion of the overall programme and policies of the Association for each financial year;
- (h) The approval of the annual accounts and the budget of the Association;
- (i) The determination of the work programme and overall direction of the Association in conjunction with the Management Committee;
- (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 18. Meetings

18.1 The General Assembly shall meet at least once a year upon convening by the President or the Management Committee, 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 Management Committee shall determine the exact date of the Ordinary General Assembly.

18.2 A meeting of the General Assembly shall be convened at any time by the President or the Management Committee whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Management Committee at the written request of at least one fourth (1/4) of the Full Members. In this last case, the President or the Management Committee 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 19. Proxies

19.1 Each Member shall have the right, via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than one (1) proxy.

19.2 Each Member shall have the right via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 46 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 20. Convening notices. Agenda

20.1 Convening notices for the General Assembly shall be notified to the Members and the members of the Management Committee by the Secretary General via regular means of communication at least twenty-one (21) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be sent to the Members and the members of the Management Committee by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly. The agenda of the meetings of the General Assembly shall be prepared by the Secretary General and adopted by the President or the Management Committee.

20.2 Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one fourth (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 Members and the members of the Management Committee 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. If the President is unable or unwilling to perform the competences granted to him/her according to this Paragraph, they shall be performed by another Representative of the Full Member whose Representative is the President, as designated by that Full Member.

20.3 No vote shall be cast regarding an item that is not listed on the agenda.

20.4 Each Member and each member of the Management Committee shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any Member present or represented and any member of the Management Committee present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 21. Presence quorum. Voting majority. Votes

21.1 Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least one fourth (1/4) of the Full Members are present or represented.

21.2 If at least one fourth (1/4) 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 20 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 21.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

21.3 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. Blank votes, invalid votes and abstentions shall not be counted.

21.4 In the event of a tie, the President shall have the decisive vote, and in his/her absence another Representative of the Full Member whose Representative is the President, as designated by that Full Member.

21.5 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.

21.6 By derogation to the Paragraphs 21.3 and 21.4 the present Article, for the election of the members of the Management Committee referred to in Article 25.3 of these Statutes, decisions of the General Assembly regarding the election of one or more member(s) of the Management Committee shall be validly adopted as follows:

- (a) If the number of candidate members of the Management Committee is equal or lower to the number of mandates of members of the Management Committee to be fulfilled:

- i. The General Assembly shall vote once on the list of candidate members of the Management Committee as a whole; and
 - ii. The list of candidate members of the Management Committee shall obtain at least fifty per cent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
- (b) If (i) there are more candidate members of the Management Committee than the number of mandates of members of the Management Committee to be fulfilled or (ii) the chairperson of the General Assembly decides to derogate to Paragraph 21.6, (a) of the present Article:
- i. The ballot shall be organized in such way that each Full Member is able to cast its vote as many times as there are mandate(s) of members of the Management Committee to be fulfilled (e.g. if five (5) members of the Management Committee shall be elected, the Full Member can cast five (5) votes, i.e. one (1) vote per member of the Management Committee to be elected); and
 - ii. The candidate member(s) of the Management Committee shall obtain at least a simple majority of the votes (i.e., he/she obtains the highest number of the votes) cast by the Full Members present or represented. In the event of a tie between two (2) or more candidates member of the Management Committee, subsequent voting round(s) shall take place until the tie is broken.

21.7 Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Management Committee and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Management Committee shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall be present physically.

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

21.9 The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

Article 22. Upfront remote voting via electronic means

22.1 Provided that this possibility has been granted by the Management Committee and is mentioned in the convening notice, each Full Member may vote remotely before a meeting of the General Assembly, by means of an electronic upfront voting form attached to the convening notice or made available by the Association. The Management Committee shall ensure that the system for upfront remote voting via electronic means 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 time limit mentioned in the convening notice. The Management Committee shall set up the practical procedures to organise the upfront remote voting via electronic means.

22.2 The Association must receive the completed and signed electronic upfront voting form within the time limit mentioned in the convening notice. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly shall remain valid for those agenda items which have not been modified or added. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly, shall not count for those agenda items which have been validly modified or added on the agenda of the General Assembly pursuant to the Article 20.2 of these Statutes. Notwithstanding the above sentence, a Full Member may cast its upfront remote vote via electronic means with respect to any modified or additional agenda item(s) on the agenda of the General Assembly pursuant to Article 20.2 of these Statutes within the time limit mentioned in the convening notice.

22.3 A Full Member who has voted remotely via electronic means before the meeting of the General Assembly in accordance with the provisions of this Article may no longer choose any other way of casting its vote(s), either during the meeting of the General Assembly or by proxy.

22.4 All Full Members having validly voted remotely via electronic means in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable presence quorum in accordance with these Statutes. All upfront remote votes via electronic means which have been validly sent or submitted to the Association in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable voting majority in accordance with these Statutes.

22.5 Blank votes, invalid votes and abstentions shall not be counted.

Article 23. Register of minutes

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

Article 24. Written procedure

24.1 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 20 of these Statutes do not have to be complied with.

24.2 For this purpose, the President, upon request of the Management Committee, and with the assistance of the Secretary General, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Management Committee, 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 Management Committee and within the time limit mentioned in the notice.

24.3 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.

24.4 For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

24.5 The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Management Committee.

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

24.7 The members of the Management Committee and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VI. MANAGEMENT COMMITTEE

Article 25. Composition

25.1 The Association shall be administered by a Management Committee composed of minimum six (6) and maximum fifteen (15) members of the Management Committee.

25.2 Each member of the Management Committee shall be a Representative of a Full Member. No more than three (3) members of the Management Committee may be Representatives of Full Members having their registered office in the same country.

25.3 The General Assembly shall elect the members of the Management Committee. The term of office of the members of the Management Committee is a three (3) years term, once renewable in a row. The mandate performed by a President, Vice-President or Treasurer pursuant to Article 33.2 and Article 35.3 of these Statutes shall not be taken into account for the computation of the number of terms of office. After two (2) consecutive terms of office as member of the Management Committee, a natural person can only be elected again as a member of the Management Committee after a one (1) year cool-off time period. The mandate of the members of the Management Committee shall be non-remunerated.

25.4 Each Full Member may propose one (1) candidate member of the Management Committee to the Secretary General at least ten (10) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Management Committee will be elected. The Secretary General shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Secretary General, taking into account the criteria set out in Paragraph 25.2 of the present Article, shall draw up a list of all proposed candidate members of the Management Committee. The list shall be sent to the

Members and the members of the Management Committee by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly at which one or more member(s) of the Management Committee will be elected. The list shall indicate for each proposed candidate member of the Management Committee the criteria set out in Paragraph 25.2 of the present Article. If there is no list or an incomplete list of candidate members of the Management Committee, the General Assembly may freely elect without any formality one or more member(s) of the Management Committee out of the Representatives of the Full Members.

25.5 The mandate of a member of the Management Committee terminates by expiry of his/her membership of the Management Committee. The mandate of a member of the Management Committee terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Management Committee ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, or (iii) if the Full Member the member of the Management Committee represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the member of the Management Committee represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the member of the Management Committee represents, has substantially modified its activities, or (vi) if a member of the Management Committee does no longer meet the criteria set out in Paragraph 25.2 of the present Article.

25.6 The mandate of a member of the Management Committee also terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss a member of the Management Committee 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 Management Committee 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.

25.7 The members of the Management Committee 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 Management Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Management Committee, or dismissal, the member of the Management Committee shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

25.8 If the mandate of a member of the Management Committee ceases before its term, for whatever reason, the Member by whom the concerned member of the Management Committee is employed by or otherwise linked to may propose a candidate member of the Management Committee. In case (i) no candidate is proposed by the Member by whom the concerned member of the Management Committee is employed by or otherwise linked to or (ii) if the Management Committee does not agree with the proposal of the Member by whom the concerned member of the Management Committee is employed by or otherwise linked to, the Management Committee may freely appoint (by co-optation) a new member of the Management Committee for the remainder of the term, provided that the member of the Management Committee appointed (by co-optation) fulfils the criteria for the composition of the Management Committee of the replaced member of the Management Committee. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the member of the Management Committee appointed (by co-optation). If the mandate of the member of the Management Committee appointed (by co-optation) is confirmed by the General Assembly, said member of the Management Committee shall complete the term of office of the replaced member of the

Management Committee, except if the General Assembly otherwise decides. If the mandate of the member of the Management Committee appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said member of the Management Committee will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Management Committee until that date.

25.9 In case of termination of the mandate of a member of the Management Committee for whatever reason, the member of the Management Committee shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

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

25.11 The Management Committee 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 Management Committee.

Article 26. Powers

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

26.2 The Management Committee 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;
- (c) The determination of the work programme and overall direction of the Association in conjunction with the decisions of the General Assembly;
- (d) The general management and administration of the Association;
- (e) The guidance and supervision of the policies and budget expenditures and the allocation of the budget;
- (f) The execution of the decisions of the General Assembly;
- (g) The admission of new Members;
- (h) The acknowledgement of the resignation of a Member pursuant to Articles 11.1 through 11.3 of these Statutes;
- (i) The exclusion of Members pursuant to Article 11.5 of these Statutes;
- (j) The suspension of Members;
- (k) The election and dismissal (*ad nutum*) of the Vice-President, and the Treasurer;

- (l) The appointment and dismissal (*ad nutum*) of the Secretary General, including the discharge to be given;
- (m) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (n) The decision on the amount of the membership fees and the calculation method of the membership fees;
- (o) The decision on the amount of the additional contributions;
- (p) The finalisation and approval of the draft annual working plan, the draft annual accounts and the draft budget that shall be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (q) The adoption, the amendment and the revocation of the internal rules, if any;
- (r) The decisions to amend Article 42.2 of these Statutes;
- (s) The adoption of propositions to be submitted to the General Assembly; and
- (t) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s), Political Group(s) and/or Task Force(s) and the overseeing of this/these.

26.3 Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Management Committee 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 activities of the Association.

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

Article 27. Meetings

27.1 The Management Committee shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of two (2) members of the Management Committee, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Management Committee, the Management Committee shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Management Committee, the Management Committee shall be convened by the Treasurer. If the President, the Vice-President and the Treasurer are all unable or unwilling to convene the Management Committee, the Management Committee shall be convened by the oldest member of the Management Committee (in age).

Article 28. Proxies

28.1 Each member of the Management Committee shall have the right, via regular means of communication, to give a proxy to another member of the Management Committee, to be represented at a meeting of the Management Committee. No member of the Management Committee may hold more than three (3) proxies.

Article 29. Convening notices. Agenda

29.1 Convening notices for the Management Committee shall be notified to the members of the Management Committee by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting of the Management Committee. The convening notices shall mention the date, time and place of the meeting of the Management Committee. In addition, the convening notices shall mention if the members of the Management Committee 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 Management Committee shall be prepared by the Secretary General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the President, the Vice-President and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted the oldest member of the Management Committee (in age).

29.2 Each member of the Management Committee shall have the right to propose additional item(s) to be included on the agenda of the Management Committee, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Management Committee of the additional item(s) on the agenda of the Management Committee via regular means of communication at least three (3) calendar days before the meeting of the Management Committee.

29.3 No vote shall be cast regarding an item that is not listed on the agenda.

29.4 Each member of the Management Committee shall have the right, before, during or after a meeting of the Management Committee, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Management Committee present or represented at a meeting of the Management Committee shall be considered to have been regularly convened to this meeting.

Article 30. Presence quorum. Voting majority. Votes

30.1 Unless otherwise stipulated in these Statutes, the Management Committee shall be validly constituted when at least half of the members of the Management Committee are present or represented. In any case, the Management Committee shall always be constituted of at least two (2) members of the Management Committee physically or virtually present.

30.2 If at least half of the members of the Management Committee are not present or represented at the first meeting, a second meeting of the Management Committee may be convened pursuant to Article 29 of these Statutes, at least seven (7) calendar days after the first meeting of the Management Committee. The second meeting of the Management Committee shall validly deliberate irrespective of the number of members of the Management Committee present or represented, in accordance with the voting majority stipulated in the Paragraph 30.3 of the present Article.

30.3 Unless otherwise stipulated in these Statutes, decisions of the Management Committee shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Management Committee present or represented. Each member of the Management Committee shall have one (1) vote.

30.4 Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Vice-President and the Treasurer are all absent (whether represented or not), the oldest member of the Management Committee (in age) present shall have the decisive vote.

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

30.6 Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Management Committee may vote via electronic means during a meeting of the Management Committee. The Secretary General shall take the necessary steps allowing the members of the Management Committee to vote electronically. The Secretary General 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 Management Committee having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 31. Register of minutes

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

Article 32. Written procedure

32.1 The Management Committee 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 29 of these Statutes do not have to be complied with.

32.2 For this purpose, the Secretary General, upon request of the President or two (2) members of the Management Committee 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 Management Committee, with request to the members of the Management Committee to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Secretary General and within the time limit mentioned in the notice.

32.3 The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Management Committee have sent their vote(s) back via the mean of written communication designated by the Secretary General within the time limit, and (ii) if the items on the agenda have obtained

at least a majority of fifty percent (50%) plus one vote of the votes cast by the members of the Management Committee having sent their vote(s) back via the mean of written communication designated by the Secretary General. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

32.4 For the purpose of the present Article, members of the Management Committee are not allowed to grant proxies to other members of the Management Committee.

32.5 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 Management Committee.

32.6 The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the members of the Management Committee.

TITLE VII. PRESIDENT

Article 33. Election and function of the President

33.1 The General Assembly shall elect a President amongst the members of the Management Committee. The mandate of the President shall be non-remunerated. His/her term of office is a two (2) years term, non-renewable. After having completed a mandate as President, a member of the Management Committee can only be re-elected as President after a one (1) year cool-off time period.

33.2 Each new President who is elected by the Management Committee to replace a President whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the President being replaced. The mandate performed by a President pursuant to this Paragraph shall not be taken into account for the computation of the number of terms of office.

33.3 The mandate of the President terminates by expiry of the term of his/her mandate or, as of right and with immediate effect, by expiry of his/her membership of the Management Committee.

33.4 The General Assembly may further dismiss (*ad nutum*) the President 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 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 shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

33.5 The President is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Management Committee. In case of the end of the mandate of the President for whatever reason, except the cases of automatic termination of the membership of the Management Committee, or dismissal, the President 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.

33.6 In case of termination of the mandate of the President for whatever reason, the 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.

Article 34. Powers of the President

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

- (a) Organising and hosting one congress and one General Assembly during the two (2) years term of his/her mandate;
- (b) Adopting the agenda of the meetings of the General Assembly and the Management Committee, after preparation by the Secretary General;
- (c) Presiding the meetings of the General Assembly and the Management Committee;
- (d) Signing and approving the minutes of the meetings of the General Assembly and the Management Committee;
- (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 Management Committee.

TITLE VIII. VICE-PRESIDENT AND TREASURER

Article 35. Election and function of the Vice-President and Treasurer

35.1 The Management Committee shall elect a Vice-President and a Treasurer amongst the members of the Management Committee. Their mandate shall be non-remunerated. Their term of office is of minimum one (1) year and maximum three (3) years, renewable between one (1) and three (3) time(s) in a row. In any case, the Vice-President and Treasurer shall not remain, respectively, Vice-President and Treasurer for more than six (6) years in a row.

35.2 The President, Vice-President, and Treasurer shall be three (3) distinct members of the Management Committee.

35.3 Each new Vice-President or Treasurer who is elected by the Management Committee to replace a Vice-President or Treasurer whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the Vice-President or Treasurer being replaced. The mandate performed by a Vice-President or Treasurer pursuant to this Paragraph shall not be taken into account for the computation of the number of terms of office.

35.4 The mandate of the Vice-President and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their membership of the Management Committee.

35.5 The Management Committee may further dismiss (*ad nutum*) the Vice-President as Vice-President and the Treasurer as Treasurer at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Vice-President or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Management Committee and prior to the voting on the dismissal. The concerned Vice-

President or Treasurer shall not participate in the deliberation of the Management Committee regarding such decision or action, and also not to the relevant voting.

35.6 The Vice-President and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Management Committee. In case of the end of the mandate of the Vice-President or the Treasurer for whatever reason, except the cases of automatic termination of the membership of the Management Committee, or dismissal, the Vice-President or Treasurer as the case may be shall continue performing the duties of his/her office until the Management Committee 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.

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

Article 36. Powers of the Vice-President and Treasurer

36.1 The Vice-President shall have the powers specifically reserved for him/her by these Statutes. As a general rule, the Vice-President shall replace the President in his/her absence.

36.2 The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Management Committee. As a general rule, the Treasurer shall:

- (a) Replace the Vice-President in his/her absence; and
- (b) Oversee the financial affairs of the Association and report in this respect to the Management Committee.

TITLE IX. WORKING GROUP(S), POLITICAL GROUP(S) AND/OR TASK FORCE(S)

Article 37. Working Group(s), Political Group(s) and/or Task Force(s)

37.1 The Management Committee may establish, dissolve and delegate tasks to one or more Working Group(s), Political Group(s) and/or Task Force(s). The Working Group(s), Political Group(s) and/or Task Force(s) shall have a supporting role to the Management Committee on specific issues. The Management Committee determines amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s), Political Group(s) and/or Task Force(s).

37.2 The Working Group(s), Political Group(s) and/or Task Force(s) shall not represent the Association vis-à-vis third parties.

37.3 The Working Group(s), Political Group(s) and/or Task Force(s) shall always act under the responsibility of the Management Committee and shall report periodically to Management Committee on its/their activities, and/or at the request of the Management Committee.

TITLE X. SECRETARY GENERAL

Article 38. Appointment and function of the Secretary General

38.1 The Management Committee shall appoint a natural person or legal entity, not being a member of the Management Committee and not being a Representative, as Secretary General. His/her/its office may be remunerated. When a legal entity is appointed as Secretary General, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Secretary General in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Management Committee.

38.2 The mandate of the Secretary General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary General is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

38.3 Unless otherwise agreed, the Management Committee may dismiss (*ad nutum*) the Secretary General at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

38.4 The Secretary General is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Management Committee, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Secretary General for whatever reason, except the cases of automatic termination of the mandate of the Secretary General or dismissal, the Secretary General shall continue performing the duties of his/her/its office until the Management Committee 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.

38.5 In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

38.6 The Secretary General shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Secretary General.

38.7 Notwithstanding the above Paragraph, the President may decide that the Secretary General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Management Committee.

Article 39. Powers of the Secretary General

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

- (a) The daily management of the Association, within the approved budget;
- (b) The management of any and all banking matters (including opening, closing and managing bank accounts) without any amount limit but within the approved budget;
- (c) The keeping of all non-financial records (e.g. minutes, correspondence, registration of Members, etc.)
- (d) The recruitment of new Members;
- (e) In cooperation with the President and the Management Committee, the coordination and the organisation of the meetings of the General Assembly;
- (f) In cooperation with the President, the coordination and the organisation of the meetings of the Management Committee;
- (g) The delegation of tasks to the secretariat of the Association and the general supervision of the activities of the secretariat;
- (h) Deciding on the invoicing procedure and the time for payment of the membership fees;
- (i) Submitting the applications for admission to membership to the Management Committee;
- (j) Executing the decisions of the Management Committee;
- (k) Sending the convening notices of the General Assembly and the Management Committee;
- (l) The hiring and the dismissal of all agents, employees and members of the staff of the secretariat of the Association, the decision-making on their working conditions, and their daily management;
- (m) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (n) Ensuring the public relations of the Association, particularly regarding communication with third parties.

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

TITLE XI. LIABILITY

Article 40. Liability

40.1 The members of the Management Committee, the President, the Vice-President, the Treasurer, and the Secretary General are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

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

TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 41. External representation of the Association

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

41.2 Within the framework of (i) daily management and (ii) any and all banking matters (including opening, closing and managing bank accounts) without any amount limit, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Secretary General, acting alone.

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

41.4 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 Management Committee, the President acting alone, or two (2) members of the Management Committee, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

TITLE XIII. INTERNAL RULES AND PROCEDURES

Article 42. Internal rules and procedures

42.1 To detail and complete the provisions of these Statutes, the Management Committee may adopt, amend and/or revoke internal rules.

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

42.3 The Management Committee is further entitled to adopt Management Committee internal procedures and any other kind of statement that falls within the scope of its powers.

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

Article 43. Financial year

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

Article 44. Annual Accounts. Budget

44.1 The Management Committee shall establish and finalize each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year and the draft working plan. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

44.2 Each year, within six (6) months following the end of the financial year, the Management Committee shall submit the draft annual accounts, the draft budget and the draft working plan to the Ordinary General Assembly for approval.

44.3 The draft annual accounts, the draft budget and the draft working plan shall be circulated amongst all Members at least seven (7) calendar days before the Ordinary General Assembly.

Article 45. Auditing of the annual accounts

45.1 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.

45.2 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.

45.3 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 at least one (1) week before the approval of the annual accounts.

TITLE XV. AMENDMENTS TO THESE STATUTES

Article 46. Amendments to these Statutes

46.1 The General Assembly can validly decide on amendments to these Statutes only if (i) at least half of the 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.

46.2 If at least half 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 20 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 46.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

46.3 By derogation to Paragraph 46.1 of the present Article, the Management Committee can also validly decide on amendments to Article 42.2 of these Statutes.

46.4 The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Management Committee.

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

46.6 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 XVI. DISSOLUTION. LIQUIDATION

Article 47. Dissolution. Liquidation

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

47.2 If at least half 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 20 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 47.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

47.3 Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Management Committee.

47.4 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 Management Committee shall be deemed to be jointly in charge of the Association's liquidation.

47.5 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 XVII. VARIA

Article 48. Notifications

48.1 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 49. Computation of time

49.1 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 50. Abstentions

50.1 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 51. Secret ballot

51.1 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 Management Committee, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Secretary General and the staff of the Association.

Article 52. Miscellaneous

52.1 Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

52.2 Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Management Committee to do so. Members shall have no claim on the Association’s assets.

52.3 For the performance of their duties, members of the Management Committee may elect domicile at the registered office of the Association.

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

Article 53. Transitory provision

53.1 Without prejudice to Article 25 of these Statutes, the new rules regarding the mandate of the members of the Management Committee and their term of office shall enter into force as from the

meeting of the Extraordinary General Assembly of November 29, 2022. Moreover, the Extraordinary General Assembly of November 29, 2022 shall have the right to (i) acknowledge the end of the mandates of the members of the Management Committee, (ii) elect the new members of the Management Committee and (iii) determine the duration of their mandates.

53.2 Without prejudice to Article 33 and Article 35 of these Statutes, the new rules regarding the President, the Vice-President, and the Treasurer and their term of office shall enter into force as from the meeting of the Extraordinary General Assembly of November 29, 2022. Moreover, the Extraordinary General Assembly of November 29, 2022 shall have the right to (i) acknowledge the end of the mandates of the President, Vice-President and Treasurer, (ii) elect the new President, Vice-President and Treasurer, and (iii) determine the duration of their mandates.