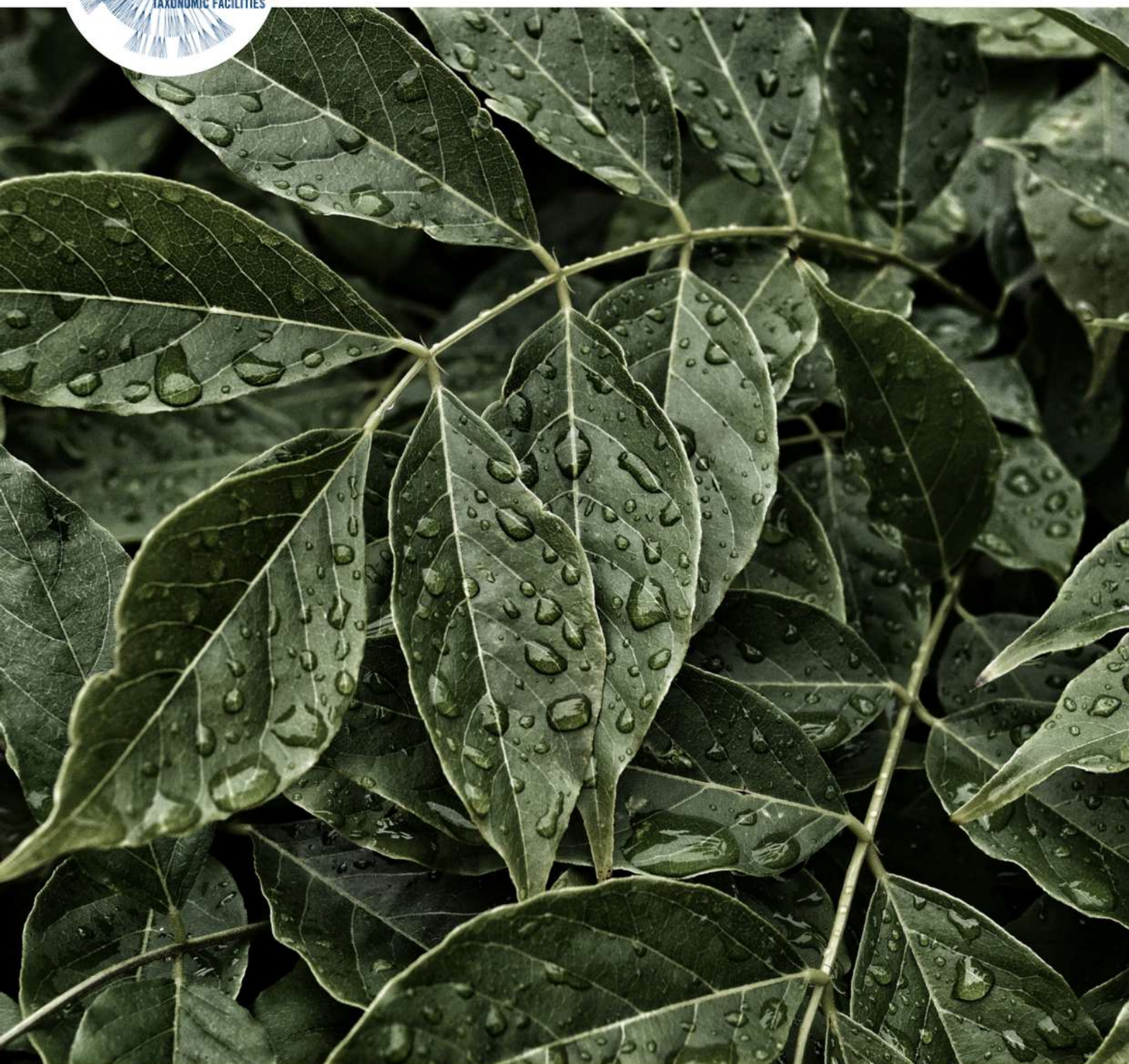


CETAF - Consortium of European Taxonomic Facilities

STATUTES



AMENDMENT OF THE STATUTES AND ADOPTION OF NEW STATUTES TO BRING THEM INTO COMPLIANCE WITH THE PROVISIONS OF THE CORPORATE AND ASSOCIATION CODE - MISCELLANEOUS PROVISIONS - POWERS



ONECOMMUNITY **25+**COUNTRIES **75+**INSTITUTIONS **5000+**SCIENTISTS **1.5BILLIONS**SPECIMENS

SECTION I - Section I: Legal Status / Name / Registered office / Objectives / Duration

Article 1: Legal Status

The association is incorporated as an International Non-Profit Association (AISBL - Association Internationale Sans But Lucrative).

Article 2: Denomination

The association takes the name of "CONSORTIUM OF EUROPEAN TAXONOMIC FACILITIES", abbreviated "CETAF" (hereinafter "the Association").

The full and abbreviated names can be used together or separately.

Article 3: Registered Office

The registered office of the Association is established in the Brussels-Capital Region. It can be transferred to any place in the Brussels-Capital Region or in the French-speaking region of Belgium, by simple decision of the Executive Committee, which has all powers for the purpose of authentically verifying the possible statutory modification which results therefrom, without this leading to a change in the language of the articles of the Association.

If, due to the relocation of the registered office, the language of the Statutes must be changed, only the general assembly (hereinafter the General Assembly) has the power to take this decision, subject to compliance with the rules prescribed for the modification of the Statutes.

The Association may establish, by simple decision of the Executive Committee, administrative headquarters, agencies, workshops, depots and branches, both in Belgium and abroad.

Article 4: Objectives

The objectives of the Association shall be:

- to promote scientific research in the field of biological systematics, paleobiology and mineralogy;
- to promote access to the collections of its members;

- to allow the formation of partnerships with a view to joint projects;
- to be a European voice for taxonomy and systematics.

All to the exclusion of all industrial or commercial operations.

In the context of achieving the above objectives, the Association may use all necessary resources and act as a forum for the exchange of information and in initiating and assuring the follow-up of activities that contribute to its objectives, insofar as these require or benefit from a coordinated approach.

Article 5: Activities

Within the framework of achieving its objectives, the Association will carry out the following activities:

- SUPPORT the operation of the CETAF AISBL in its legal, financial and administrative dimensions and develop strategies, work plans and research agendas to implement the strategic vision of CETAF.
- ORGANIZE and attend conferences, symposia, workshops, round tables, meetings, consultations and any other type of fora for discussion and networking, to represent CETAF and its interests as in other key initiatives and major taxonomy and natural sciences collections related events. –
- COORDINATE and assist to run meetings of its governing and executive bodies as well as its working and interest groups and other collaborative working initiatives within the membership.
- PARTICIPATE, alone and/or in collaboration with others, in projects, service contracts and other initiatives funded at local, national, European and/or international levels.
- COLLECT and analyse, display and sustain information and data relevant to the activities and assets of the membership, by any kind of consultation and survey process, including checklists and databases.
- BUILD and maintain new tools, mechanisms, repositories and platforms in support of the CETAF activities as well as data portals, registries and repositories of geo and biodiversity data.

- PRODUCE guidelines, best practices, codes of conducts, as well as criteria, standards and principle guides, protocols and policies to support taxonomy, taxonomic expertise
- and natural sciences collections.
- CREATE in all possible formats and channels, communication campaigns and actions, communication material and visual items, participate in joint dissemination activities, and procure CETAF outreach through its website and social media, and other dissemination tools such as exhibitions, events, visits, science cafes, information days, and others.
- PUBLISH reports, papers and documents relevant to the CETAF scope of activity and its membership while supporting the European Journal of Taxonomy (EJT) as the taxonomic journal for the community.
- DEVELOP training courses and capacity building programmes and certificates, while supporting DEST as the community driven training platform.
- AGREE on alliances and sign collaborations with sister initiatives, organizations and entities in Europe and beyond, including for citizen science and crowdsourcing, to develop shared services and/or products.
- SUPPORT and promote the CETAF E-SCoRe awards and other prizes.

The Association may also perform all acts relating directly or indirectly to its objectives, in particular taking all initiatives, encouraging all collaborations, collecting all donations or loans, in kind or in cash, organizing all operations or taking all measures likely to contribute to the achievement of its objectives, in accordance with the law.

Article 6: Duration

The Association is created for an indefinite duration.

SECTION II - Members

Article 7: Types of members and admission requirements

a) Generalities

The Association is made up of full members and associate members. The number of members may not be less than two, including at least two full members.

Each member, full or associated, is represented within this association by a natural person designated by it and whose identity will be communicated to the Executive Committee of the Association. In the event that a member decides to designate another natural person to represent it than the one whose identity was communicated to the Executive Committee of the Association, it will inform the Executive Committee of the Association and will communicate to the latter the identity of the newly appointed representative.

The Association may include among its members several institutions from the same European country.

b) Full Members

Full Members are:

- founders;
- legal entities who are admitted as a Full Member in accordance with Article 8 of the present Statutes and who meet the following cumulative conditions:

Be a legal entity (institutions, individually or in the form of a consortium of institutions) of taxonomic collections from a European country which:

- a) is recognized as a non-profit association by the law of the European country where its registered office is located, and, if the latter allows it to be endowed with a legal entity;
- b) adhere to the objectives of the Association, as described above in Article 4;
- c) have a clear and democratic governance structure;
- d) have transparent accounting;
- e) holds, hosts and / or manages important scientific collections and which has a significant capacity for taxonomic research which allows it to contribute to the activities pursued by the present Association.

c) Associate Members

- Associate Members are legal entities who are admitted as Associate Members in accordance with Article 8 of the present Statutes, who correspond to one and/or other of the categories listed in points a), b), and c) above and which hold, host and/or manage important scientific collections and which have a significant capacity for taxonomic research which allow them to contribute to the activities pursued by the Association:
- a) a legal entity (institutions, individually or in the form of a consortium of institutions) which do not meet all the conditions prescribed to be a Full Member of the Association.
- b) a legal entity (association, institution, organization or consortium) who wishes to familiarize themselves with the functioning of the Association before possibly joining the latter as a Full Member.
- c) members who, due to temporary financial difficulties, can no longer be considered as Full Members.

The quality of an Associate Member is limited in time. It may be renewed one or more times without the total duration of membership as Associate Member exceeding the period established for this case in the internal regulations. At the end of the period initially provided for, the Associate Member must decide whether to join the Association as a Full Member or to leave it. In the absence of a decision within fifteen (15) days following the expiry of the period initially provided for or of its possible renewal, the Associate Member is presumed to have left the Association.

Article 8: Admission Formalities

a) Full Members

8.a.1. To be admitted as a Full Member, the legal entity who meets the conditions stipulated in the previous article must obtain the approval of the General Assembly via a ruling by a two thirds (2/3) majority of the members present or represented, in good standing, and as long as the members present or represented in good standing represent the majority of members in good standing.

8.a.2. To this end, the candidate must address themselves to the Executive Committee, by registered letter, by ordinary letter or by e-mail sent to the Association's email address, including a reasoned request:

- 1.a letter signed by the official legal representative of the applicant legal entity in which the latter affirms that it intends to become a member of the Association and that it meets the conditions provided for in these Statutes to become a Full Member. In the event that the applicant legal entity is a consortium, only one letter must be signed by the different official legal representatives of the different legal entities belonging to the consortium.
2. proof that the person signing the letter provided for in point 1) above is able to legally represent the applicant's legal entity. In the event that the applicant legal entity is a consortium, the request must include proof that the persons signing the letter provided for in point 1) above are the persons able to legally represent the legal entity they represent and who are part of the consortium.
3. the membership application form. In the event that the applicant legal entity is a consortium, an application form for membership as a member must be completed by each legal entity who is a member of the consortium and all of these forms will be sent to the Executive Committee.

8.a.3. The membership form may be obtained by the applicant legal entity by submitting a request to this effect to the Executive Committee of the Association. In such a case, in addition to the membership form, the Executive Committee will send to the applicant legal entity a copy of these Statutes and any internal regulations of the Association, as well as a copy of the minutes of the last General Assembly and of the organisational and financial model of the Association.

8.a.4. In the event that an application for membership turns out to be incomplete, the Executive Committee will inform the applicant legal entity so that it can take the necessary measures to complete its application.

8.a.5. The Executive Committee assesses in its sovereign capacity whether the applicant legal entity and their membership request meet the formal conditions provided for herein.

In the event that the Executive Committee decides that an applicant legal entity and/or its membership request does not meet the formal conditions to become a member of the Association, it will inform the applicant legal entity by ordinary mail or by e-mail.

In the event that the Executive Committee decides that a candidate legal entity and its application for membership meet the formal conditions to become a member of the Association, the candidacy of the candidate legal entity will be submitted for approval at the next General Assembly meeting, in accordance with paragraph 1 of this article, provided that the complete and final candidacy of the applicant legal entity has reached the Executive Committee at least six (6) weeks before the General Assembly called to decide on the said candidacy.

8.a.6. All postulating legal entities to which the General Assembly has given its approval, in accordance with the first paragraph of this article, will be considered as a member of the Association from the date of the decision of the General Assembly and by the simple effect thereof. The Executive Committee will communicate the admission decision to the member concerned within fifteen (15) days by e-mail to the e-mail address it communicated to the Association.

b) Associate Members

8.b.1. To be admitted as an Associate Member, the legal entity who meets the conditions stipulated in the previous article must obtain the approval of the General Assembly ruling by a two-thirds (2/3) majority of the members present or represented in good standing, and provided that the members present or represented in good standing represent the majority of members in good standing.

8.b.2. To this end, the candidate must send to the Executive Committee, by registered letter, by ordinary letter or by e-mail to the Association's email address, a reasoned request including:

- 1.a letter signed by the official legal representative of the applicant legal entity in which the latter affirms that it intends to become a member of this Association and that it meets the conditions provided for in these Statutes to become an Associate Member.
2. proof that the person signing the letter provided for in point 1) above is able to legally represent the applicant legal entity.
3. the membership application form.

8.b.3. The membership form may be obtained by the applicant legal entity by submitting a request to this effect to the Executive Committee of the Association. In such a case, in addition to the membership form, the Executive Committee will send to the applicant legal entity a copy of these Statutes and any internal regulations of this Association, as well as a copy of the minutes of the last general assembly and of the organizational and financial model of this Association.

8.b.4. In the event that an application for membership turns out to be incomplete, the Executive Committee will inform the applicant legal entity so that it can take the necessary measures to complete its application.

8.b.5. The Executive Committee will assess in its sovereign capacity whether the applicant legal entity and its membership request meets the formal conditions provided for herein.

In the event that the Executive Committee decides that an applicant legal entity and/or its membership request does not meet the formal conditions to become a member of the Association, it will inform the applicant legal entity by ordinary mail or by e-mail.

In the event that the Executive Committee decides that a candidate legal entity and its application for membership meet the formal conditions to become a member of the Association, the candidacy of the candidate legal entity will be submitted for approval at the next General Assembly meeting, in accordance with paragraph 1 of this article, provided that the complete and final candidacy of the applicant legal entity has reached the Executive Committee at least six (6) weeks before the General Assembly called on to decide on the said candidacy.

8.b.6. All postulating legal entities to which the general assembly has given its approval, in accordance with paragraph 1 of this article, will be considered as a member of the Association from the date of the decision of the General Assembly and by the simple effect thereof. The Executive Committee will communicate the admission decision to the member concerned within fifteen (15) days by e-mail at the e-mail address it communicated to the Association.

Article 9: Resignation, exclusion, suspension

a) Resignation

9.a.1. Each Full or Associate Member of the Association is free to resign at any time. This resignation must be addressed to the Executive Committee by ordinary letter at the headquarters of the Association or by e-mail to the Association's email address.

This resignation does not become effective until three months after receipt by the Association of the ordinary letter or e-mail in which the member notifies of its resignation.

The resigning member must pay the contributions due, which include those for the current year, as well as all financial contributions voted for that same year.

9.a.2. The Full or Associate Member who no longer meets the requirements stipulated in 7 the present Statutes to become a Full or Associate Member is at that time considered in default. At this time, it is automatically deprived of exercising all and any of the rights attached to its status as Full Member.

9.a.3. In the event of bankruptcy, collapse, liquidation or ban of a Full or Associate Member, it is deemed to have resigned all rights on that date.

b) Exclusion

- Full and Associate Members

9.b.1. The Association may, on a proposal from the Executive Committee or a third of the Full Members, exclude a Full or Associate Member for just cause or when they no longer meet one or any of the admission criteria.

9.b.2. Only the General Assembly is qualified to pronounce on the exclusion of a member. The exclusion must be indicated in the convocation.

The motion for exclusion is communicated to the Full Member concerned by e-mail at the e-mail address it communicated to the Association, at least six (6) weeks before the date of the General Assembly.

The Full or Associate Member whose exclusion is requested must be heard at the General Assembly. It also has the right to make its observations known in writing and in accordance with the same procedures beforehand at the General Assembly, after the communication of the motion for exclusion.

The exclusion of a Full or Associate Member can only be pronounced by the General Assembly in compliance with the conditions of quorum (i.e. two-thirds (2/3) of the members in good standing) and the majority required for the modification of the Statutes.

9.b.3. The Executive Committee shall communicate the exclusion decision to the member concerned by e-mail to the e-mail address it communicated to the Association within fifteen (15) days.

c) Suspension

- Full Members

9.c.1. The Executive Committee may suspend Full Members who have been found guilty of a serious breach of the Statutes until the decision of the General Assembly concerning the possible exclusion of the Full Member concerned, taken in accordance with point b) above of the present article.

9.c.2. The Executive Committee shall communicate the suspension decision to the Full Member concerned within fifteen (15) days by e-mail to the e-mail address it communicated to the Association.

Associate Member

- 9.c.3. The President of the Executive Committee may suspend Associate Members who have been found guilty of a serious breach of the Statutes until the decision of the Executive Committee concerning the possible exclusion of the Associate Member concerned, taken in accordance with point (b) below of this article.
- 9.c.4. The President of the Executive Committee shall communicate the suspension decision to the Associate Member within fifteen (15) days by email to the email address it communicated to the Association.
- Article 10: Absence of rights on social funds
- The resigning, suspended or excluded Full or Associate Member, as well as its possible beneficiaries, cannot claim on the assets of the Association and cannot claim the reimbursement of their contribution and of the contributions they have paid.
- It cannot claim or require, a statement, the rendering of accounts, the affixing of seals, or an inventory.

Article 11: Rights and obligations

a. Full Members

1. Rights

The Full Members:

- must be kept informed of all activities of the Association
- can have access to all documents and all information produced and compiled by the Association
- may use the logo and image of the Association on their own brochures and on any other medium or means used for advertising
- can participate in all meetings and events organized, promoted and/or to which the Association is invited or participates, all at their own expense
- have the right to vote at the General Assembly.

2. Obligations

The Full Members:

- must pay their membership fee
- must adhere to the objectives pursued by the Association
- must protect and defend the interests of the Association

must have a transparent, honest and fair attitude towards the Association and its members.

b. Associate Members Rights and obligations

Associate Members have the same rights and obligations as Full Members, with the exception of the right to vote at the General Assembly, which they do not have.

SECTION III - Membership contributions

Article 12: Annual contributions

Full and Associate Members pay an annual membership fee which may be a different amount per category of member. The amounts of this contribution are fixed by the General Assembly.

The rights, including the right to vote at the General Assembly, of Full Members who do not pay their contributions within six (6) months of the due date are automatically suspended until their payment is made.



SECTION IV - General Assembly

Article 13: Composition

The General Assembly is made up of all members.

Article 14: Powers

The General Assembly is the sovereign power of the Association. It has the powers which are expressly recognized by the law or by the present Statutes. In particular, the following matters are reserved for its competence:

- the admission of new full or associate members
- the appointment and the dismissal of members of the Executive Committee and the discharges to be granted to them concerning the execution of their mandate - the approval of the annual accounts and budgets
- the amendment of the Statutes
- the voluntary dissolution of the Association and its liquidation
- the exclusion of members
- determining the amount of contributions to be borne by the members - all other cases where the law or the Statutes require.

Article 15: Holding and convocation

15.1 General Assembly ordinary meeting is held each year, within six months of the end of the financial year, at the registered office or at any other place indicated in the notice of meeting in order to:

- approve the annual accounts for the past financial year;
- approve the budget for the financial year following the financial year to which the annual accounts to be approved relate;
- approve the management report drawn up by the Executive Committee and discharge the administrators;
- define an annual action plan, determine the operations, actions and activities of the Association.

This General Assembly is called by the Executive Committee.

The date and place of the General Assembly are determined by the Executive Committee, which may consult the members of the General Assembly on this matter.

15.2 Extraordinary General Assemblies must also be convened by the Executive Committee and whenever the interests of the Association require or at the request of members representing at least one third (1/3) of the Full Members in good standing. In the latter case, members indicate their request and the subjects to be included in the agenda. The Executive Committee convenes the General Assembly within one month of the request.

15.3 Invitations to attend General Assemblies contain the agenda. They are made by e-mail sent at least two months before the meeting to members of the Association. They are sent by ordinary letter to persons for whom the Association does not have an e-mail address, on the same day as the sending of electronic notices.

15.4 Any member may waive the convocation and, in any case, will be considered as having been duly convened if they are present or represented at the meeting.

Article 16: Admission to the General Assembly

16.1 Each Full Member has the right to attend the General Assembly, provided that they are in good standing.

16.2 Associate Members can participate in the meetings of the General Assembly, but in a consultative capacity and without the right to vote.

16.3 When the agenda so requires, one or more observers from outside the General Assembly may attend the General Assembly and, with the agreement of the President of the Assembly. The General Assembly may request these observers to leave the Assembly for agenda items which do not require their presence.

Article 17: Representation at the general assembly

Any member may give any other person, by any means of transmission, a written proxy to represent them at the General Assembly and vote in their stead. A member cannot be the bearer of more than one proxy.

Article 18: Attendance list

Before entering the meeting, an attendance list indicating the names of the members, their status as Full or Associate Member and, where applicable, the proxies are signed by all the members or representatives present.

Article 19: Composition of the board

The General Assembly is chaired by the President of the Executive Committee or, in their absence, by the Vice President, or, failing that, by the eldest member.

In the event of the absence or incapacity of the aforementioned persons, the General Assembly is chaired by a Full Member appointed by the General Assembly.

The President by virtue of this article forms the board.

Article 20: Deliberation

20.1 Only Full Members in good standing have equal voting rights at the General Assembly, each having only one vote.

20.2 Unless otherwise provided in the present Statutes, it decides by a majority (half plus one) of the votes, provided that the Full Members present or represented at the General Assembly represent the majority of the Full Members.

In case of a tie of votes, that of the person who chairs the meeting is overriding.

20.3 Any General Assembly can only deliberate on the motions appearing on the Agenda, unless all the Full Members to be convened are present or represented, and, in the latter case, if the proxies expressly mention it.

Article 21: General Assembly by written procedure

Only Full Members can, within the limits of the law, take in writing all the decisions which fall within the power of the General Assembly, with the exception of those relating to the modification of the Statutes and those which must be received in an authentic act.

In such a case, a proposal for a decision (or a copy of this proposal for a decision) will be sent by email to each Full Member in order to obtain their approval as to the latter.

For items on the Agenda of the General Assembly to be voted on, members may choose to vote in writing. They can vote by mail or by email provided that their vote is received fifteen (15) days before the General Assembly. Their vote will be considered as a valid vote for this point at the meeting.

Article 22: Participation in the General Assembly by electronic means

22.1 Full Members and administrators can participate remotely in the General Assembly through electronic means of communication made available by the Association. The Full Members, and the administrators who participate in this way in the General Assembly are deemed to be present at the place where the General Assembly is held for the respect of the conditions of presence and majority.

The quality of Full Member, and of administrator, and the identity of the person wishing to participate in the General Assembly are controlled and guaranteed by the terms defined in internal regulations established by the Executive Committee and approved by the General Assembly. This regulation also sets the terms according to which it is noted that a Full Member, and that an administrator, participates in the General Assembly by means of electronic communication and can therefore be considered as present.

In order to guarantee the security of electronic communication, the internal regulations may subject the use of the electronic means of communication to conditions that it determines.

It is the responsibility of the board of the General Assembly to verify compliance with the conditions provided for by the law and the internal regulations and to ascertain whether a Full Member and an administrator validly participates in the General Assembly through electronic communication and can therefore be considered present.

The invitation to the General Assembly contains a clear and precise description of the procedures relating to remote participation.

When the Association has a website referred to in Article 2:31 of the Companies and Associations Code, these procedures are made accessible to those who have the right to participate in the General Assembly on the website of the Association.

22.2 The electronic means of communication made available by the Association must at least allow the members, and the administrators, directly, simultaneously and continuously, to take note of the discussions during the Assembly and, for the members, on all the points on which the meeting is called to vote, to exercise their right to vote.

This electronic means of communication must also allow the members and the administrators to participate in the deliberations and exercise their right to ask questions.

Article 23: Minutes of the General Assembly

The minutes of the General Assembly meetings are approved by the members and signed by the President of the Executive Committee.

They are recorded in a special register kept at the headquarters of the Association where all members can read them, but without moving the register.

Except when the decisions of the General Assembly must be recorded by authentic deed, the copies and extracts of the minutes are signed (physically or electronically) by the President of the Executive Committee or by two administrators who act jointly.

Article 24: Conditions under which the decisions of the General Assembly are brought to the attention of the members

The Executive Committee communicates to the Full and Associate Members the resolutions taken by the General Assembly by e-mail at the e-mail address they communicated to the Association.



SECTION V - Executive Committee

Article 25: Executive Committee

The Association is administered by a collegial committee, called the "Executive Committee" or "EC" composed of at least four (4) members and at most eight (8) members, appointed from among the Full Members by the General Assembly to a term of four (4) years, and at any time revocable by it. The President of the General Assembly is the President of the Executive Committee. Outgoing Executive Committee members can be re-elected for a single mandate and may only exercise the same function for two (2) mandates.

The mandate of outgoing administrators who are not re-elected ends immediately after the General Assembly which proceeded with the re-election.

When an administrator seat becomes vacant before the end of their term, the remaining members have the option of co-opting a new member.

The first General Assembly that follows must confirm the mandate of the co-opted administrator. If confirmed, the co-opted member terminates the term of office of their predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the term of office of the co-opted member ends after the General Assembly, without prejudice to the regularity of the composition of the Executive Committee until that date.

Article 26: President - Vice President - Treasurer - Secretary

The General Assembly elects the members of the Executive Committee by secret ballot, a President, a Vice-President, a Treasurer, a Secretary and up to four (4) ordinary members, from among all the members of the General Assembly who have applied.

In case of incapacity of the President, their functions are assumed by the Vice President, or, failing that, by the eldest of the Executive Committee members present. In the event of the resignation of the President, the Vice-President will assume their functions ad interim for the remainder of the mandate, which must be approved by the General Assembly.

The General Assembly can, to the contrary, request new elections by a majority vote of the members in good standing, present or represented, for which the electoral period must begin immediately after that General Assembly.

Article 27: Holding and convening

The Executive Committee meets when convened by the President or, if the President is unable to attend, the Vice President or, failing the Vice President, another EC member appointed by their colleagues, whenever the interests of the Association require it.

The convocation is made in writing or by any other means of communication, at the latest 5 days before the meeting, except in an emergency. In the latter case, the nature and reasons for the emergency are mentioned in the notice or in the minutes of the meeting.

The meeting is held at the place, physical or virtual, indicated in the invitation and in the absence of such indication, at the headquarters of the Association.

The meeting is chaired by the President or, in their absence, by the Vice-President or Treasurer or Secretary, who was present, in that order. The Executive Committee is required to meet at least twice a year.

Article 28: Deliberations of the Executive Committee

The Executive Committee can only validly deliberate and rule if the majority of its members are present or represented.

The members may validly attend a meeting of the Executive Committee by telephone conference, videoconference, instant messaging or any other visual, audio or written technical means allowing them to deliberate and will, in this case, be deemed to be present at the place, physical or virtual, indicated in the summons. The Executive Committee organizes the modalities of this type of communication and informs the members of the Executive Committee.

Any administrator may give a mandate to one of their colleagues to represent them at a specific meeting of the Executive Committee and to vote there in their place, physical or virtual, and in place. This mandate must be given in writing or by any other means of communication. The mandate is, in this case, deemed to be present.

The Executive Committee cannot validly deliberate and rule on items which are not on the agenda unless all of its members are present at the meeting and give their consent.

Decisions of the Executive Committee may be taken by unanimous consent of the administrators, expressed in writing. There is the possibility of having inter-meeting decisions, as required by the President and approved by the members of the Executive Committee.

The decisions of the Executive Committee are taken by majority vote. In the event of a tie, the vote of the person chairing the meeting is decisive.

Article 29: Minutes of the Executive Committee

The decisions of the Executive Committee are noted in minutes signed by the President of the meeting and by the administrators who so agree.

These minutes are entered in a special register.

The members of the Executive Committee may request that their opinions or objections to a decision of the Executive Committee be mentioned in the minutes. All copies and extracts of the minutes are signed by the President of the Executive Committee or by two (2) administrators who act jointly.

Article 30: Powers

The Executive Committee has the power to perform all acts necessary or useful for the achievement of the objectives and purpose of the Association, with the exception of those that the law or these Statutes reserve for the General Assembly.

Article 31: Representation of the Association

31.1. Without prejudice to the general power of representation of the Executive Committee as a body, the Association is validly bound, in and out of court, by all acts which are signed by the President of the Executive Committee or by two administrators who act jointly.

31.2. Within the limits of day-to-day management, the Association is also validly represented in all acts and in court by the person or persons delegated to this management.

31.3. They must not prove their powers vis-à-vis third parties.

31.4. The Executive Committee may confer one or more special mandates to one or more persons. The Association is validly represented by these special representatives within the limits of their mandate, without prejudice to the responsibility of the Executive Committee in the event of an excessive mandate.

Article 32: Remuneration of members

All positions are filled on a voluntary basis. But certain expenses can be reimbursed as needed (e.g. representation, travel and subsistence expenses).

Article 33: Method of revocation and termination of functions

33.1 Each member of the Executive Committee may resign by simple notification to the Executive Committee. They can themselves do whatever is necessary to make the end of their mandate effective against third parties.

33.2 The General Assembly can terminate at any time, with immediate effect and without explanation, the mandate of each member. This decision must be taken by two-thirds (2/3) of the votes.

The administrator concerned has the right to be heard beforehand by the General Assembly.

33.3 The mandate of an administrator ends by death, bankruptcy, winding up, liquidation, banning, resignation, civil incapacity, revocation or expiration of their term.

Article 34: Conflict of interest

34.1 When the Executive Committee is called upon to make a decision or to rule on an operation falling within its competence in respect of which an administrator has a direct or indirect interest of a financial nature which is opposed to the interest of the Association, this member must inform the other members thereof before the Executive Committee takes a decision. The declaration and explanations on the nature of this opposing interest must appear in the minutes of the meeting of the Executive Committee in which the decision is to be taken. The Executive Committee is not allowed to delegate this decision.

An administrator with a conflict of interest within the meaning of the first paragraph may not take part in the deliberations of the Executive Committee concerning these decisions or operations, nor take part in the vote on this point.

34.2 If all of the administrators have a conflict of interest, they can make the decision themselves or complete the transaction.

34.3 The preceding paragraphs do not apply when the decisions of the Executive Committee that concern usual transactions are concluded under normal market conditions and under the guarantees for transactions of the same nature.

34.4 The other administrators describe in the minutes the nature of the decision or transaction referred to in the first paragraph, as well as the patrimonial consequences thereof for the Association and justify the decision that was taken. This part of the minutes is included in its entirety in the management report or in the document filed at the same time as the annual accounts.

SECTION VI - Daily Management

Article 35: Delegation

The Executive Committee delegates day-to-day management to the President, assisted by a General Secretariat headed by an Executive Director. The Executive Director is appointed and/or dismissed by the Executive Committee on the motion of the President. The Executive Director hires the staff necessary for the good management of the Association within the framework of the budget set by the General Assembly. They can co-opt volunteer collaborators. The attributions and the functioning of the General Secretariat are decided by the Executive Committee.

Article 36: Appointment, dismissal and termination of their functions

The Executive Director is appointed by a majority (half plus one vote) of the votes of all the Executive Committee members on the motion of the President.

In the event of a division of votes, that of the President is overriding.

Their functions will end by death, bankruptcy, collapse, liquidation, ban, resignation, civil incapacity, revocation or expiration of the term for which the said functions were conferred.

The dismissal of the Executive Director takes place according to the rules of deliberation established by Article 28.

The person concerned cannot take part in the deliberation but has the right to be heard beforehand.



SECTION VII - Permanent representative and advertising

Article 37: Permanent representative

When a member assumes a mandate as a member of the General Assembly, it appoints a natural person as the permanent representative responsible for carrying out this mandate in the name and on behalf of this legal entity. This permanent representative must meet the same conditions as the legal representative and is jointly and as severally liable with this person for civil and criminal responsibilities as if they had exercised this mandate in their name and on their behalf.

The conflict-of-interest rules applicable to the administrators of the Executive Committee apply, where applicable, to the permanent representative. The permanent representative may not sit on the relevant Executive Committee either in a personal capacity or as a representative of another member. The legal entity may not terminate the permanent representation without having simultaneously appointed a successor.

The publicity rules regarding the designation and termination of the mandate of a legal entity apply also to the permanent representative of the latter.

Article 38: Publication in the Annexes of the Belgian Official Gazette

In accordance with the Companies and Associations Code, the following, in particular, must be published in the Appendices of the Belgian Monitor:

- any modification to the Statutes.
- any appointment, resignation or dismissal of administrators, of persons responsible for day-to-day management and of the person or persons able to represent the Association vis-à-vis third parties.

SECTION VIII - Control

Article 39: Control

The Association has auditors, elected each year from the General Assembly and who volunteer to audit the accounts.

SECTION IX - Funding, Financial Year

Article 40: Funding

In addition to the contributions that will be paid by the members, the Association will be financed, among other things, by donations, bequests, subsidies from public and private institutions, and income from its activities and publications.

Article 41: Financial year

The financial year begins on the first of January and ends on the thirty first of December, each year.

In the six (6) months following this last date, the accounting entries are finalized and the Executive Committee draws up the annual accounts in accordance with the applicable legal provisions. The Executive Committee will have established a budget proposal for the following financial year at the last meeting of the General Assembly in the year.

The Executive Committee submits the annual accounts for the previous financial year and the budget proposal for the following financial year to the annual General Assembly.

SECTION X - Statutory amendments - Dissolution - Liquidation

Article 42: Statutory Modifications

42.1 The Statutes can be modified by decision of the General Assembly which can only deliberate on the statutory modifications of the Association if two-thirds (2/3) of the Full Members in good standing are present or represented.

The proposed modifications will have to carry two-thirds (2/3) of the votes. If two-thirds (2/3) of the members are not present or represented at the first meeting, a second meeting may be convened which may deliberate regardless of the number of members present or represented, but no decision will be adopted unless it is voted on by a majority of two-thirds (2/3) of the members present or represented.

42.2 In the cases provided for by the law, the modifications to the Statutes must be established by authentic deed.

Article 43: Dissolution or Liquidation

The Association may be dissolved in the cases provided for by the law, and at any time, by a decision of the General Assembly taken under the same conditions as those provided for the modification of the object or the disinterested purpose of the Association. Any reporting obligations applicable in accordance with the law will be complied with in this context.

Article 44: Liquidators

Except in the event of judicial dissolution, in the event of dissolution of the Association, the Executive Committee are appointed as liquidators by virtue of these Statutes if no other liquidator has been appointed, without prejudice to the option of the General Assembly to appoint one or more liquidators and determine their powers and emoluments.

Article 45: Heritage destination

The net assets must be allocated to a foundation or an association with a similar object or, failing that, to a disinterested work which will be appointed by the meeting in office at the time of its dissolution.

SECTION XI - Miscellaneous

Article 46: Internal regulations

Internal regulations in accordance with the Companies and Associations Code and these Statutes may be established by the Executive Committee and presented to the General Assembly for approval. Amendments to these regulations will be made by the Executive Committee and presented to the General Assembly for approval, the latter ruling by a simple majority of the Full Members present or represented.

The internal regulations may not contain provisions:

1. contrary to mandatory legal provisions or to the articles of Association;
2. relating to matters for which the current code requires a statutory provision;
3. affecting the rights of members, the powers of the Executive Committee or the organization and mode of operation of the General Assembly.

The internal regulations and any possible modification thereof are:

- communicated by the Executive Committee, within fifteen (15) days of its approval or possible modification by the General Assembly, to the members of the Association by e-mail at the e-mail address they communicated to the Association. and/or
- made available on the website of the Association.

The Statutes refer to the last approved version of the internal regulations.

Article 47: Election of domiciliation

For the execution of these Statutes, any member, administrator or liquidator domiciled abroad, elects domiciliation at the head office where all communications, summons, subpoenas and notifications can be validly made if they have not elected another domicile in Belgium vis à-vis the Association.

Article 48: Jurisdiction

For any dispute between the Association, its members, administrators, commissaries and liquidators relating to the affairs of the Association and the execution of these Statutes, exclusive jurisdiction is attributed to the courts of the head office, unless the Association expressly waives this.

Article 49: Supplementary nature of the Code

Everything not provided for in these Statutes will be regulated in accordance with the provisions of the Companies and Associations Code.

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