

**Statutes of
European Coalition for Corporate Justice**

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

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[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]

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

Article 1. Name. Legal form. Term

The non-profit association named "European Coalition for Corporate Justice", abbreviated "ECCJ" (hereafter: "**Association**"), is constituted for an indefinite period under the provisions of Book 9 and any other provisions applicable to non-profit associations of the companies and associations Code of March 23, 2019.

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 sans but lucratif" or by the abbreviation "ASBL", 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, 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

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

The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 20 of these Statutes.

The Association may establish offices in any country or place.

Article 3. Official email address

The official email address of the Association is as follows: eccj@corporatejustice.org (hereafter: “**Email Address**”).

If a Member, a representative, a director, the President, the Secretary, the Treasurer, the Director General or the statutory auditor, if any, chooses to send any notice or other communication pursuant to or in connection with these Statutes to the Association via email he/she/it shall use the Email Address. Any communication made to the Email Address shall be deemed to have validly occurred.

The Email Address stipulated in the present Article may be amended by a decision of the Board of Directors.

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 4. Non-profit purpose

The non-profit purpose of the Association shall be to:

- (a) Develop a common vision of the corporate responsibility;
- (b) Strengthen the capacities and the knowledges of the organisations of the civil society in the field of corporate social responsibility;
- (c) Influence the policies of the European Union, the Member States and the international community regarding corporate social responsibility, in the sense of a clear and binding legal framework and a citizen and civil society participation in the policy development;
- (d) Act to protect human rights;
- (e) Act to respect the environment and consumers’ interests;
- (f) Promote transparency regarding the influence of private stakeholders on public decision making;
- (g) Promote civil society’s principles;
- (h) Increase the public awareness on corporate social responsibility;
- (i) Strengthen the right to development; and
- (j) Reduce poverty resulting from the activities of the private sector.

The Association has been constituted in order to coordinate and support the Association’s network to realise the above-mentioned purpose.

Article 5. Object

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) Set up and execute campaigns on corporate social responsibility, protection of human rights and environment, consumers’ rights and other public interest issues;

- (b) Participate to the public decision making processes;
- (c) Perform advocacy and lobbying activities;
- (d) Create, maintain and assist a network of organisations which aim to realise one or several purposes of the Association;
- (e) Communicate on the activities and achievements of the Association;
- (f) Disseminate information and issue publications;
- (g) Organise , arrange and support congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (h) Collect and analyse statistical data; and
- (i) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

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.

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

The Association shall be politically neutral.

TITLE III. MEMBERS

Article 6. Membership

The Association shall have one (1) membership category: the Members. The Association shall always consist of at least two (2) Members.

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

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

Article 7. Members

Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Being duly constituted in accordance with the laws and practices of its country of origin;
- (b) Having the legal personality;
- (c) Having a non-profit purpose;

- (d) In the country where it has its registered office, being the legal entity which is organising a network of, or which is the most representative of a broad range of civil society organisations of that country; and
- (e) Being able to usefully contribute to the achievement of the non-profit purpose of the Association.

(hereafter: “**Network/Representative Member**”).

Notwithstanding the preceding paragraphs of the present Article, if in a country no legal entity meets the criterion set out in paragraph 1 (d) of the present Article, membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Being duly constituted in accordance with the laws and practices of its country of origin;
- (b) Having the legal personality;
- (c) Having a non-profit purpose; and
- (d) In the country where it has its registered office, being able to usefully contribute to the achievement of the non-profit purpose of the Association.

(hereafter: “**National Member**”).

There shall be only one Network/Representative Member or National Member per country.

Membership is also open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Being duly constituted in accordance with the laws and practices of its country of origin;
- (b) Having the legal personality;
- (c) Having a non-profit purpose;
- (d) Being a legal entity which is organising a network of, or which is representative of a broad range of civil society organisations being active in more than one (1) country; and
- (e) Being able to usefully contribute to the achievement of the non-profit purpose of the Association.

Legal entities of a same group of legal entities may each become a Member with their own membership rights (including voting rights), provided that they each pay membership fees.

Members shall enjoy all membership rights, including voting rights.

Article 8. Admission to membership

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

After having verified that all conditions for membership are complied with, the Director General shall submit this application for admission to the General Assembly at its next meeting. The General Assembly, after having verified that all conditions for membership are complied with shall decide on the admission to membership. The General Assembly can validly decide on the admission of a Member only if (i) at least half (50%) of the Members are present or represented and (ii) the decision to admit a Member obtains a majority of three-quarters (3/4) of the votes cast by the Members present or represented. The decisions of the General Assembly regarding the admission of a Member are final, sovereign and the General Assembly shall give the reasons for its decisions.

The detailed procedures for the admission to membership shall be determined in the internal rules, if any.

Article 9. Representation of Members

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 who shall cast the vote of his/her Member (hereafter: “**Voter**”). If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Member.

Each Voter must have full capacity powers to represent his/her Member. Upon request of the Director General, a Member shall communicate to him/her/it the document(s) and data evidencing that its Representative(s) has/have the full capacity powers to represent his/her/their Member. The person(s) who can legally bind the Member shall certify that the communicated document(s) and data which has been provided to the Director General are not false, not incorrect, and not misleading. If a Member is unable or unwilling to communicate the required document(s) and data, the Director General shall inform the Board of Directors.

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, if applicable, any capacity to cast the vote of his/her Member) and (ii) said Member, shall immediately replace this Representative unless the Member, has another Representative who, if applicable, has been appointed as Voter.

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

Article 10. Resignation. Exclusion

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 Director General. The Director General shall submit the resignation to the Board of Directors, which shall in turn acknowledge it. The

resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Director General.

A Member, being a legal entity, is deemed resigning if the Member is in one of the following situations:

- (a) Voluntary/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) (Partial) demerger; and
- (f) Transfer of a branch of activity/an universality.

This resignation shall be effective upon a decision of the Board of Directors. A Member, being a legal entity, has the right to defend its position at (or in writing prior to) the meeting of the Board of Directors at which decisions are proposed in respect of the resignation of a Member, being a legal entity, which is in at least one of the situations described under paragraph 2 of the present Article. The decisions of the Board of Directors regarding the resignation of Members as referred to in the paragraphs 2 and 3 of the present Article are final, sovereign and the Board of Directors shall give the reasons for its decisions.

A Member which (i) ceases to satisfy the definition of the membership category as set out in 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) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly.

Before excluding a Member, the General Assembly shall provide the concerned Member with the relevant details in writing via special means of communication at least fifteen (15) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. 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 proposed exclusion of the concerned Member shall be explicitly mentioned in the agenda included in or attached to the convening notice sent to the Members and the directors. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give the reasons of its decisions. The Director General shall notify the decision of the General Assembly, via special means of communication, to the excluded Member within fifteen (15) calendar days from the decision of the General Assembly. All membership rights of the Member concerned by the above-mentioned exclusion procedure shall be suspended during the entire procedure until the decision of the General Assembly.

The General Assembly can validly decide on the exclusion of a Member only if (i) at least two-thirds (2/3) of the Members are present or represented and (ii) the decision to exclude a Member obtains at least a majority of two-thirds (2/3) of the votes cast by the Members present or represented.

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

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

Article 11. Membership fees

Each Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method, if any, of the membership fees for each Member shall be proposed by the Board of Directors and decided by the General Assembly.

The membership fees for each Member will be of a maximum 50,000 EUR per year.

Without prejudice to Article 10 of these Statutes, if a Member fails to pay his/her/its membership fees within thirty (30) calendar days after a reminder has been sent to him/her/it by the Director General, his/her/its membership rights (including voting rights, if any) may be suspended until the payment of the membership fees due upon decision of the Board of Directors.

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 full year basis.

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

Article 12. Compliance with the Statutes and the internal rules

Any Member of the Association 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 application for admission to membership is submitted, pursuant to Article 11 of these Statutes.

Article 13. Register of Members

The Board of Directors 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 Board of Directors, represented by the President, within eight (8) calendar days from the Board of Directors was informed of the decision or took a decision.

TITLE IV. ORGANISATIONAL STRUCTURE

Article 14. Bodies

The bodies of the Association are:

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

TITLE V. GENERAL ASSEMBLY

Article 15. Composition. Voting rights

The General Assembly shall be composed of all Members. Each Member, being a legal entity, shall be represented at the General Assembly by its Representative pursuant to Article 9 of these Statutes.

Each Member shall have one (1) vote.

Each director of the Association shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each director being a Member shall be authorised to vote in its capacity of Member.

The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Secretary. If the President and the Secretary are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Treasurer. If the President, the Secretary and the Treasurer are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Member designated for this purpose by the General Assembly.

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

Article 16. Powers

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

- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the directors and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each director will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (d) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;
- (e) The filing of a claim in front of the competent court against the directors and, if any, the statutory auditor, or the external accountant;
- (f) The approval of the amount of the membership fees and the calculation method, if any, of the membership fees, upon proposal of the Board of Directors;
- (g) The approval of the annual accounts and the budget of the Association;
- (h) The exclusion of Members;
- (i) The admission of Members;
- (j) The providing of non-binding advices to the Board of Directors regarding the adoption, the amendment and the revocation of the internal rules, if any;
- (k) The amendment of these Statutes;
- (l) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s);
- (m) 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;
- (n) The transformation of the Association in an international non-profit association, a cooperative company recognised as a social enterprise (*in French* : "*société cooperative agréée comme entreprise sociale*"/*in Dutch* : "*coöperatieve vennootschap erkend als sociale onderneming*"), or a recognised cooperative company social enterprise (*in French*: "*société cooperative entreprise sociale agréée*"/*in Dutch*: "*erkende coöperatieve vennootschap sociale onderneming*"); and
- (o) The realisation or the approval of a contribution for free of a universality.
- (p) The approval of the overall strategic steps of the coalition by approving the Mission Statement, the Strategic Framework and the Annual Operational Plan.

Article 17. Meetings

The General Assembly shall meet at least once a year upon convening by the Board of Directors, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Board of Directors shall determine the exact date of the Ordinary General Assembly.

A meeting of the General Assembly shall be convened at any time by the Board of Directors whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Board of Directors at the written request of at least one fifth (1/5) of the Members. In this last case, the Board of Directors shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Members. The General Assembly shall take place at the latest on the fortieth (40th) calendar day following this request.

Article 18. Proxies

Each Member shall have the right, via regular means of communication, always with copy to the Director 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.

Article 19. Convening notices. Agenda

Without prejudice to Article 43 and Article 44 of these Statutes, convening notices for the General Assembly shall be notified to the Members and the directors by the Director General via regular means of communication at least fifteen (15) 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 attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Director General and adopted by the Board of Directors.

Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one twentieth (1/20) of the Members and notified to the President at least seven (7) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the directors of the additional item(s) on the agenda of the General Assembly via regular means of communication at least three (3) calendar days before the meeting of the General Assembly.

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

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

Article 20. Presence quorum. Voting majority. Votes

Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.

If at least half of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least fifteen (15) 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 Members present or represented, in accordance with the voting majority stipulated in the third paragraph of the present Article.

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 Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and, in its absence, (whether represented or not), the Secretary. If the President and the Secretary are both absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Secretary and the Treasurer are all absent (whether represented or not) the Member which has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

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 Members present or represented.

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

Provided that the possibility has been granted by the Board of Directors and is mentioned in the convening notice, the Members may vote via electronic means during a meeting of the General Assembly. The Board of Directors shall set up the practical procedures to organise the vote via

electronic means in practice, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and the identity of the Members having expressed their vote and (ii) the control of compliance with the prescribed time limit.

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

Article 21. Register of minutes

Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the person who has chaired the meeting of the General Assembly and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Director 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.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

Article 22. Written / online platform procedure

Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written/online platform procedure. In that case, the convening formalities referred to in Article 19 of these Statutes do not have to be complied with.

For this purpose, the President, upon request of the Board of Directors, and with the assistance of the Director General, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and directors, with request to the Members to vote on the proposals and to send their vote(s) back via regular means of communication to the Association, or, if provided for by the Board of Directors, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

If the votes in favor of all of the 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.

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

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

The decisions taken via written/online platform procedure shall be sent via regular means of communication by the Director General to the Members.

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

TITLE VI. BOARD OF DIRECTORS

Article 23. Composition

23.1. The Association shall be administered by a Board of Directors composed of minimum three (3) directors. However, if and as long as, the Association only has two (2) Members, the Board of Directors can be composed of only two (2) directors.

23.2. Each director shall be a Member. Each director shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission of director in the name and on behalf of the Member. Upon request of the Director General, a Member shall communicate to him/her/it the document(s) and data evidencing that its permanent representative has the full capacity powers to represent his/her Member. The person who can legally bind the Member shall certify that the communicated document(s) and data which has been provided to the Director General are not false, not incorrect, and not misleading. If a Member is unable or unwilling to communicate the required document(s) and data, the Director General shall inform the Board of Directors.

23.3. The General Assembly shall elect the directors. The term of office of the directors is a two (2) years term, indefinitely renewable. The mandate of each director shall terminate at the end of the Ordinary General Assembly of the second financial year following the one during which the director has been appointed. Their mandate shall be non-remunerated.

Each Member may propose its candidature to directorship to the Director General at least thirty (30) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be elected. The Director General must inform the Members as soon as a new election by the General Assembly is necessary. The Director General, taking into account the criterion set out in paragraph 23.2 of the present Article, shall draw up a list of all the candidates to directorship. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more director(s) will be elected. If there is no list or an incomplete list of candidates to directorship, the General Assembly may freely elect without any formality one or more director(s) out of the Members. The detailed procedures for the election of directors shall be determined in the internal rules, if any.

23.4. The mandate of a director terminates by expiry of its directorship. The mandate of a director terminates as of right and with immediate effect, if it does no longer meet the criterion set out in paragraph 23.2 of the present Article.

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

23.6. The directors are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a director for whatever reason, except the cases of automatic termination of the mandate of a director, or dismissal, the director shall continue performing the duties of its office until it has been replaced within sixty (60) calendar days.

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

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

23.9. The Board of Directors shall be chaired by the President. If the President is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by Secretary. If the President and the Secretary are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Treasurer. If the President, the Secretary and the Treasurer are all unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired the director appointed by the Board of Directors.

23.10. The Board of Directors may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board of Directors.

Article 24. Powers

The Board of Directors shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Board of Directors shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).

The Board of Directors shall, in particular, have the following powers:

Concerning the administration of the association:

- (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 amendment of the Email Address provided in Article 3 of the present Statutes;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The acknowledgement of the resignation of a Member, being a legal entity, pursuant to Article 10, paragraphs 1 through 3 of these Statutes;
- (g) The election and dismissal of the President, the Secretary and the Treasurer;
- (h) The appointment and dismissal of the Director General, including the discharge to be given;
- (i) The proposal of the amount of the membership fees and the calculation method, if any, of the membership fees to the General Assembly;
- (j) Upon receipt of the draft annual operational plan, the draft annual accounts and the draft budget from the Director General, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual operational plan;
- (k) The adoption, the amendment and the revocation of the internal rules, if any;
- (l) The adoption of propositions to be submitted to the General Assembly;
- (m) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these.

Concerning the strategy and content of the association's day-to-day work:

- (n) The proposal of the Association's strategies and policies (i.e. the mission statement, the strategic framework, and the operational plan) to the General Assembly;
- (o) The implementation of the Association's strategies and policies (i.e. the mission statement, the strategic framework, and the operational plan) decided by the General Assembly; and
- (p) The decisions regarding activities or policies outside of the annual operational plan if deemed urgent or necessary.

Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method, if any, and the amount of the annual membership fees, and (iii) the activities of the Association.

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

Article 25. Meetings

The Board of Directors shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or two (2) directors, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board of

Directors, the Board of Directors shall be convened by the Secretary. If the President and the Secretary are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Treasurer. If the President, the Secretary and the Treasurer are all unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by two (2) directors, acting jointly.

Article 26. Proxies

Each director shall have the right, via regular means of communication, to give a proxy to another director, to be represented at a meeting of the Board of Directors. No director may hold more than one (1) proxy.

Article 27. Convening notices. Agenda

Convening notices for the Board of Directors shall be notified to the directors by the Director General via regular means of communication at least seven (7) calendar days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board of Directors shall be prepared by the Director General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Secretary. If the President and the Secretary are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the President, the Secretary and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted by two (2) directors, acting jointly.

Each director shall have the right to propose an additional item to be included on the agenda of the Board of Directors, which shall be notified via regular means of communication to the President at least four (4) calendar days before the meeting. In such a case, the President shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular means of communication at least two (2) calendar days before the meeting of the Board of Directors.

No vote shall be cast regarding an item that is not listed on the agenda, except if all the directors are present or represented at a meeting of the Board of Directors and vote to proceed with such vote.

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

Article 28. Presence quorum. Voting majority. Votes

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

If at least half of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 27 of these Statutes, at least seven (7) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the voting majority stipulated in the third paragraph of the present Article.

Unless otherwise stipulated in these Statutes, decisions of the Board of Directors 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 directors present or represented. Each director shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in its absence (whether represented or not), the Secretary. If the President and the Secretary are both absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Secretary and the Treasurer are all absent (whether represented or not), the director which is chairing the meeting shall have the decisive vote. If and as long as the Board of Directors is only composed of two (2) directors, the decisive vote mechanism described in the present paragraph shall not be used.

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

Article 29. Written/online platform procedure

The Board of Directors may take decisions via written/online platform procedure. In that case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.

For this purpose, the Director General, upon request of the President or two (2) directors acting jointly, shall send a notice including (i) the agenda and (ii) the proposals for the decisions to be taken, via regular means of communication to all the directors, with request to the directors to vote on the proposals and to send their vote(s) back via regular means of communication to the Association or, if provided for by the President, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

If the votes in favor of all the directors 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.

For the purpose of the present Article, directors are not allowed to grant proxies.

The decisions taken by written/online platform resolutions are deemed to come into force on the date mentioned on the notice sent to the directors.

The decisions taken via written/online platform procedure shall be sent via regular means of communication by the Director General to the directors.

Article 30. Conflict of interests

In case a director (hereafter: “**Concerned Director**”) has a direct or indirect interest of a patrimonial nature which is conflicting with the interests of the Association in a decision or an operation falling within the powers of the Board of Directors (hereafter: “**Conflicting Interest**”), it shall notify the Conflicting Interest to the Board of Directors and provide all facts material to understanding the nature and scope of the conflict, as soon as possible and before the Board of Directors takes the concerned decision.

If the Concerned Director fails to do so, any director aware of the potential Conflicting Interest shall raise the issue to the Board of Directors before it takes a decision in relation thereof.

The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned Director shall be recorded in the minutes of the meeting of the Board of Directors that shall take the concerned decision. The nature of the concerned decision/operation and the patrimonial consequences thereof for the Association and the reason of the decision that has been taken shall be described by the Board of Directors in the minutes of the meeting of the Board of Directors that shall take the concerned decision.

If a statutory auditor has been appointed, the minutes of the meeting of the Board of Directors shall be communicated to the statutory auditor, if any.

The Concerned Director shall neither participate in the deliberations of the Board of Directors nor participate in the vote related to the items on the agenda relating to the Conflicting Interest.

In relation to the items on the agenda relating to the Conflicting Interest, the Concerned Director shall not be taken into account for the calculation of the presence quorum as provided for by Article 28, paragraphs 1 and 2 of these Statutes. The rules relating to the voting majority provided for by Article 28, paragraphs 3 and 4 of these Statutes remain unchanged.

If at least half of the directors present or represented have a Conflicting Interest, the decision or operation will be submitted to the General Assembly. If the General Assembly approves the decision or the operation, the Board of Directors may implement said decision or operation.

Notwithstanding the preceding paragraphs, the procedure of conflict of interests described above shall not be applied when the decisions of the Board of Directors relate to regular operations concluded on normal market terms and guarantees for operations of the same type.

The procedure of conflict of interests described above shall also apply in case the permanent representative of a Director has a Conflicting Interest.

Article 31. Register of minutes

Minutes shall be drawn up at each meeting of the Board of Directors. They shall be approved and signed by the person who has chaired the meeting of the Board of Directors and any willing director(s) and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Director General to the directors. The register of minutes shall be kept at the registered office of the Association where all directors may consult it, without, however, displacing it.

The copies of minutes of the Board of Directors to be delivered to third parties shall be signed by the director(s) entitled to represent the Association in accordance with Article 38 of these Statutes.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

TITLE VII. PRESIDENT, SECRETARY AND TREASURER

Article 32. Election and function of the President, Secretary and Treasurer

The Board of Directors shall elect a President, a Secretary and a Treasurer amongst the directors. The President, the Secretary and the Treasurer shall be three (3) distinct directors except if the Association only has two (2) Members. Their mandate shall be non-remunerated. Their term of office is a two (2) years term, indefinitely renewable.

Each President, Secretary or Treasurer which is elected by the Board of Directors to replace a President, a Secretary, or a Treasurer whose mandate has terminated, shall only be elected for the remainder of the term of the President, Secretary or Treasurer being replaced.

The mandate of the President, the Secretary and Treasurer terminates by expiry of the term of their mandate or, as the case may be, as of right and with immediate effect, by expiry of their directorship.

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

The President, Secretary, and Treasurer are also free to resign from their office at any time, subject to a prior notice period of thirty (30) calendar days, by submitting, via special means of communication, their resignation to the Board of Directors. In case of the end of the mandate of the President, the Secretary or the Treasurer for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the President, Secretary, or Treasurer as the case may be shall continue

performing the duties of its office until the Board of Directors has provided in its replacement within sixty (60) calendar days, without prejudice to the mandatory services agreement provisions, if applicable.

In case of termination of the mandate of the President, the Secretary or Treasurer for whatever reason, the President, Secretary 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 services agreement provisions, if applicable.

Article 33. Powers

The President shall have the powers specifically granted to it by these Statutes. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Board of Directors, after preparation by the Director General;
- (b) Chairing the meetings of the General Assembly and the Board of Directors;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;
- (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (e) In the event of a tie vote, having the casting vote within the Board of Directors.

The Secretary shall have the powers specifically reserved for it by these Statutes. As a general rule, the Secretary shall replace the President in its absence.

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

TITLE VIII. WORKING GROUP(S)

Article 34. Working Group(s)

The Board of Directors may establish and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Board of Directors on specific issues. The Board of Directors shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s).

The Working Group(s) may be composed of Members or not, directors or not who (i) must be experts in the respective fields covered by the Working Group(s) concerned and (ii) are able to substantially contribute to support the Board of Directors. The Working Group(s) shall be chaired by a chairman being a Representative.

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

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

The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

Any director shall have the right to attend the meetings of the Working Group(s) without voting right and with the right to be heard.

TITLE IX. DIRECTOR GENERAL

Article 35. Appointment and function of the Director General

The Board of Directors may appoint a natural person or a legal entity, being a Member or not, not being a director, and being a Representative or not as Director General. His/her/its office is remunerated. The Association shall cover all reasonable expenses exposed by the Director General. The Director General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board of Directors in accordance with the mandatory labour law provisions, if applicable. When a legal entity is appointed as Director General, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission of Director General in the name and on behalf of the legal entity.

The mandate of the Director General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Director 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.

Unless otherwise agreed, the Board of Directors may dismiss the Director 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.

The Director General is free to resign from his/her office at any time, by submitting, via special means of communication, his/her/its resignation to the Board of Directors, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Director General for whatever reason, except the cases of automatic termination of the mandate of the Director General or dismissal, the Director General shall continue performing the duties of his/her/its office until the Director General has provided in his/her/its replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

In case of the end of the mandate of the Director General for whatever reason, the Director 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.

The Director General shall be a permanent observer at the General Assembly, the Board of Directors, 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 must simultaneously be notified to the Director General.

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

Article 36. Powers of the Director General

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

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Board of Directors;
- (e) If applicable, in collaboration with the Treasurer, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration ;
- (f) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (g) The hiring and the dismissal of the employees of the secretariat of the Association;
- (h) The execution of the decisions of the Board of Directors;
- (i) The sending of the convening notices of the General Assembly and the Board of Directors;
- (j) After consultation with the Treasurer, the preparation of the draft annual operational plan, the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;
- (k) The supervision of the financial affairs of the Association, under the supervision of the Treasurer;
- (l) Ensuring the public relations of the Association, particularly regarding communication with third parties; and
- (m) Leading and managing the secretariat team of the Association.

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

If no Director General is appointed, the powers listed in the present Article and specially granted to him/her/it by these Statutes shall be exercised by the Board of Directors.

TITLE X. RESPONSIBILITY

Article 37. Responsibility

The directors, the President, the Secretary, the Treasurer, and the Director 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.

The Members, in their capacity of Members, are not liable for the commitments taken on by the Association.

TITLE XI. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 38. External representation of the Association

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by a director acting, alone.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Director General, acting alone.

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

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Board of Directors, by a director, acting alone, or, within the framework of daily management, by the Director General, acting alone.

TITLE XII. INTERNAL RULES AND PROCEDURES

Article 39. Internal rules and procedures

To detail and complete the provisions of these Statutes, the Board of Directors may adopt, amend and/or revoke internal rules provided that it submits the draft of the internal rules, the amendments to the internal rules or the proposal to revoke the internal rules to the General Assembly which shall render a non-binding advice on respectively the draft amendments or proposal of the Board of Directors.

The internal rules and any amendment to these shall be communicated to the Members via regular means of communication.

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

The Association does not currently have internal rules.

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

Article 40. Financial year

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

Article 41. Annual Accounts. Budget

The Board of Directors shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

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

The draft annual accounts and the draft budget shall be circulated amongst all Members at least fifteen (15) calendar days before the Ordinary General Assembly.

Article 42. Auditing of the annual accounts

If the law requires so, the General Assembly shall appoint a statutory auditor, chosen among the members of the Belgian “Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren”, for a three (3) years term.

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.

The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XIV. AMENDMENTS TO THESE STATUTES

Article 43. Amendments to these Statutes

The General Assembly can validly decide on amendments to these Statutes only if (i) at least two-thirds (2/3) of the 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 Members present or represented. However, any decision to amend the purpose for which the Association has been constituted shall be validly adopted only if it obtains at least a majority of four-fifths (4/5) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the

President shall have the decisive vote and in its absence (whether represented or not), the Secretary. If the President and the Secretary are both absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Secretary and the Treasurer are all absent (whether represented or not), the Member who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If at least two-thirds (2/3) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least fifteen (15) 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 Members present or represented, in accordance with the voting majority stipulated in the first paragraph 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 present.

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

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.

TITLE XV. DISSOLUTION. LIQUIDATION

Article 44. Dissolution. Liquidation

The General Assembly can validly decide on the dissolution of the Association only if (i) at least two-thirds of the Members are present or represented and (ii) the decision obtains at least a majority of four-fifth (4/5) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in its absence (whether represented or not), the Secretary. If the President and the Secretary are both absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Secretary and the Treasurer are all absent (whether represented or not), the Member who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If at least two-thirds (2/3) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant Article 19 of these Statutes, at least fifteen (15) 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 Members present or represented, in accordance with the voting majority stipulated in the first paragraph 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 present.

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

Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the directors shall be deemed to be jointly in charge of the Association's liquidation.

The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose to the most extent possible similar to the purpose of the Association as defined in Article 4 of these Statutes.

TITLE XVI. VARIA

Article 45. Notifications

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 46. Communication via email

At any time, a Member, a director, the President, the Secretary, the Treasurer, the Director General, or the statutory auditor, if any, can send via regular means of communication to the Association an email address. Any communication made to this email address shall be deemed to have validly occurred. The Association can use this email address until the concerned Member, director, President, Secretary, Treasurer, Director General, or statutory auditor, if any, provides the Association with another email address or expresses his/her/its wish not anymore to communicate via email.

Article 47. Computation of time

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 48. Abstentions

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 49. Varia

Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 9 and any other provisions applicable to 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, the internal procedures, if any, or any other kind of rules of the Association, these Statutes shall prevail.

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

For the performance of their duties, directors can elect domicile at the registered office of the Association.

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.