

statutes

European Youth Forum AISBL

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

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

Article 1. Name. Legal form. Term

- 1.1. The international non-profit association named “European Youth Forum”, abbreviated “YFJ” (hereafter: **“Association”**), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.
- 1.2. All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mention “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” (register of legal persons) or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

- 2.1. The registered office of the Association is located in the region of Brussels-Capital.
- 2.2. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.
- 2.3. If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in the Articles 22.1, 22.2 and 22.3 of these Statutes.
- 2.4. The Association may establish offices in any country or place by decision of the Board.

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

- 3.1. The non-profit purpose of international utility of the Association shall be, within Europe and worldwide, to:
 - (a) Be the voice of young people in Europe, representing National Youth Councils and international youth organisations from across Europe;
 - (b) Promote and defend the rights and interests of young people in Europe and increase the participation of young people and youth organisations in society;
 - (c) Promote issues relevant to its Members towards the Council of Europe, the European Union, the United Nations and other policy makers and institutions;
 - (d) Promote the concept of youth policy as an integrated and cross-sectorial element of overall policy development;
 - (e) Promote the exchange of ideas and experience, mutual understanding, as well as the equal rights and opportunities among young people in Europe;
 - (f) Contribute to the development of youth work in Europe and other regions of the world;
 - (g) Uphold and promote intercultural understanding, democracy, respect, diversity, human rights, active citizenship and solidarity;

- (h) Positively influence policy issues, especially those affecting young people and youth organisations directly;
- (i) Support, promote and coordinate the work of its Members and provide help and assistance to them;
- (j) Be an independent, democratic, youth and volunteer-led platform;
- (k) Work to empower young people to participate actively in society to improve their own lives, by representing and advocating their needs and interests and those of their organisations, where young people are equal citizens and are encouraged and supported to achieve their fullest potential as global citizens;
- (l) Make connections between youth associations and youth-oriented organisations; and
- (m) Promote the representation of young people at the national level through legally and financially recognised National Youth Councils.

3.2. Unless otherwise stipulated in these Statutes, within the context of these Statutes the terms “Europe”, “European countries” and “European” shall be construed as referring mainly to the countries included in the Council of Europe geographic area.

Article 4. Object

4.1. To that effect, the Association may develop, alone or in collaboration with third parties all activities related 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) Act as a forum to make connections between National Youth Councils and international youth organisations and young people;
- (b) Act as a partner for international institutions, namely the European Union, the Council of Europe and the United Nations;
- (c) Develop policies, and organize, conduct, support or enable research and studies;
- (d) Perform advocacy and representation work through both direct engagement with policymakers and the organisation or support of campaigns, the dissemination of information and the issuance of publications;
- (e) Assist with the development and obtention of funding of sustainable and independent youth organisations at the national and international level;
- (f) Organise and arrange congresses, seminars, workshops, debates and other programs and convenings at international and national levels; and
- (g) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

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

4.3. In addition, the Association may develop, support, incorporate, constitute, set up, participate 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 as the ones of the Association. If the Association engages in this activity, the goals and ambitions of the concerned legal entity shall be in line with the purpose and the object of the Association.

TITLE III. MEMBERS

Article 5. Membership

- 5.1. The Association shall have three (3) membership categories: Full Members, Observer Members and Associate Members. The Association shall always consist of at least two (2) Full Members.
- 5.2. All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members, Observer Members and Associate Members collectively.
- 5.3. The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.
- 5.4. Membership is *intuitu personae* (i.e. the person of the Member is an essential term of the contract) and can neither be transferred nor assigned.

Article 6. National Youth Councils and International Non-Governmental Youth Organisations

- 6.1. Full and Observer Membership of the Association is only open and accessible to:
 - (a) National Youth Councils in Europe (hereafter: “**NYC**”); and
 - (b) International Non-Governmental Youth Organisations in Europe (hereafter: “**INGYO**”).
- 6.2. Only one (1) NYC per European country can become either a Full Member or an Observer Member. By derogation to the previous sentence, the General Assembly can decide to admit more than one (1) NYC per European country as Full Member and/or Observer Member in case such exception is considered appropriate for cultural, constitutional and/or historic reasons. By derogation to Article 22.5 of these Statutes, decisions of the General Assembly regarding the admission of additional NYCs for a specific European country shall be validly adopted if they obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present. The decisions of the General Assembly in this respect are final, sovereign and the General Assembly shall give reasons for its decisions.
- 6.3. As an exception, the General Assembly can decide to admit an INGYO largely identical in terms of aims, membership and structures to an existing INGYO, which is already a Full Member or Observer Member, as new Full Member or Observer Member. By derogation to Article 22.3 of these Statutes, decisions of the General Assembly in this respect shall be validly adopted if they obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present. The decisions of the General Assembly in this respect are final, sovereign and the General Assembly shall give reasons for its decisions.

Article 7. Full Members

- 7.1. The category of Full Membership is open and accessible to any legal entity, being a NYC or an INGYO, cumulatively meeting the following criteria:
 - (a) Having a legal personality. Under exceptional circumstances, the Board can decide to derogate from this criterion upon receiving the non-binding advice of the Consultative Body on Membership Applications;
 - (b) Having been duly constituted;
 - (c) Being a non-governmental, semi-public or a not-for-profit organisation, which:
 - i. Has democratic aims and structures and accepts the principles of the European Convention on Human Rights (updated in 2021);

- ii. Works with young people and whose main decision-making body is led by young people;
 - iii. Accepts and works for the purpose of the Association;
 - iv. Is not subject to direction in its decisions by any external authority; and
 - v. Expressly adheres to these Statutes, the internal rules and the Code of Conduct of the Association, if any; and
- (d) Having been an Observer Member for at least twelve (12) months prior to requesting its admission to membership as Full Member of the Association; and
- (e) Being:
- i. A NYC cumulatively meeting the following criteria (hereafter: "**Full Member NYC**"):
 - 1. Being the national coordinating body of non-governmental youth organisations in a European country; and
 - 2. Being open to all and include most of the main democratic youth movements and organisations on the national level in that country;
- Or
- ii. An INGYO cumulatively meeting the following criteria (hereafter: "**Full Member INGYO**"):
 - 1. Having a least five thousand (5,000) young members in ten (10) European States, and under no circumstances having less than three hundred (300) young members in any of one of these ten (10) European States; or
 - 2. Having received a positive recommendation for membership as Full Member of the Association from either the Board or the Consultative Body on Membership Applications, under special circumstances based on the relevance of their work for the Association.

7.2. All references in these Statutes to "Full Member" or "Full Members" without any other specification are references to Full Members NYC and Full Members INGYO collectively.

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

Article 8. Observer Members

8.1. The category of Observer Membership is open and accessible to any legal entity, being a NYC or an INGYO, cumulatively meeting the following criteria:

- (a) Having a legal personality. Under exceptional circumstances, the Board can decide to derogate from this criterion upon receiving the non-binding advice of the Consultative Body on Membership Applications;
- (b) Having been duly constituted;
- (c) Being a non-governmental, semi-public or a not-for-profit organisation, which:
 - i. Has democratic aims and structures and accepts the principles of the European Convention on Human Rights (updated 2021);
 - ii. Works with young people and whose main decision-making body is led by young people;
 - iii. Accepts and works for the purpose of the Association;
 - iv. Is not subject to direction in its decisions by any external authority; and
 - v. Expressly adhere to these Statutes, the internal rules and the Code of Conduct of the Association, if any; and
- (d) Being:
 - i. A NYC cumulatively meeting the following criteria (hereafter: "**Observer Member NYC**"):
 - 1. Being the national coordinating body of non-governmental youth organisations in a European country; and

2. Being open to all democratic youth organisations at the national level;

Or

ii. An INGYO cumulatively meeting the following criteria (hereafter: "**Observer Member INGYO**"):

1. Having a least three thousand (3,000) young members in six (6) European States, and under no circumstances having less than one hundred (100) young members in any one of those European States; or

2. Having received a positive recommendation for Observer Membership from either the Board or the Consultative Body on Membership Applications, under special circumstances based on the relevance of their work for the Association.

8.2. All references in these Statutes to "Observer Member" or "Observer Members" without any other specification are references to Observer Members NYC and Observer Members INGYO collectively.

8.3. Observer Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly and Council of Members.

8.4. If the rights specifically granted to and/or the obligations of the Observer Members pursuant to these Statutes are amended in accordance with Article 72 of these Statutes, the Observer Members shall not have voting rights.

Article 9. Associate Members

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

(a) Having a legal personality. Under exceptional circumstances, the Board can decide to derogate from this criterion upon receiving the non-binding advice of the Consultative Body on Membership Applications;

(b) Having been duly constituted;

(c) Being a non-governmental, semi-public or a not-for-profit organisation, which:

i. Is not a subsidiary of, nor organisationally dependent on a for-profit organisation;

ii. Has democratic aims and structures and accepts the principles of the European Convention of Human Rights (updated 2021);

iii. Includes young people in its decision-making processes and/or has activities run entirely by young people;

iv. Accepts and works for the purpose of the Association;

v. Is not subject to direction in its decisions by any external authority; and

vi. Expressly adhere to these Statutes, the internal rules and the Code of Conduct of the Association, if any; and

(d) Meeting either of the following criteria:

i. Engaging with at least one thousand five hundred (1,500) young members; or

ii. Having received a positive recommendation for Associate Membership from either the Board or the Consultative Body on Membership Applications, under special circumstances based on the relevance of their work for the Association.

(hereafter: "**Associate Members**").

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

- 9.3.** If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 72 of these Statutes, the Associate Members shall not have voting rights.

Article 10. Admission to membership

- 10.1.** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Secretary-General. The application for admission to membership must contain all elements to allow the appraisal of whether the membership criteria are fulfilled for its category.
- 10.2.** The Secretary-General shall submit this application for admission to the Consultative Body on Membership Applications, not later than thirty (30) calendar days after receiving a complete application. After having verified that all membership criteria are complied with, the Consultative Body on Membership Applications shall render a membership application report verifying that all membership criteria are complied with and a non-binding advice on the admission to membership to the Board.
- 10.3.** After having obtained the non-binding advice of the Consultative Body on Membership Applications, the Board shall render a non-binding advice on the admission to membership to the General Assembly.
- 10.4.** After having obtained the non-binding advice of the Consultative Body on Membership Applications and the non-binding advice of the Board, the General Assembly shall decide on the admission to membership. The General Assembly can validly decide on the admission to membership only if (i) at least half of the Full Members are present and (ii) the decision on the admission to membership obtains at least a majority of two-thirds (2/3) of the votes cast by the Full Members present. Blank votes, invalid votes and abstentions shall not be counted. The decisions of the General Assembly regarding membership admissions are final, sovereign and the General Assembly does not need to give reasons for its decisions.
- 10.5.** In case of admission to membership by the General Assembly, the status of Member shall be acquired on the day following the closing of the General Assembly deciding on such admission to membership.
- 10.6.** If an Observer Member applying for Full membership does not fulfil the specific criteria provided for in Article 7 of these Statutes, the applicant to Full membership remains an Observer Member (provided that it meets the specific criteria provided for in Article 8 of these Statutes) for a period of at least nine (9) months pursuant to Article 7.1 (d) of these Statutes.

Article 11. Representation of Members

- 11.1.** Each Member shall appoint one (1) or more natural person(s), called the "Delegate(s)", to represent it at the General Assembly and the Council of Members of the Association. A Delegate shall (i) not be a member of the Board and (ii) not be the Delegate of another Member.
- 11.2.** If a Full Member appoints more than one (1) Delegate, it must appoint one (1) official delegate – when applicable – who shall cast the vote of their Full Member at the General Assembly and the Council of Members (hereafter: "**Official Delegate**"). Each Official Delegate must have full capacity powers to represent their Full Member. If a Full Member only appoints one (1) Delegate, they shall be the Official Delegate of their Full Member. Any other Delegate appointed by the Full Member will be considered as extra delegate without voting rights (hereafter: "**Extra Delegate**").

- 11.3.** The Official Delegate(s) cannot be older than thirty-five (35) years of age at the moment of the General Assembly or the Council of Members.
- 11.4.** The Delegates shall not have the right to delegate their capacity of Delegate to another third person.
- 11.5.** If a Delegate ceases to be acknowledged by a Member as their Delegate, (i) they shall as of right lose their capacity as Delegate (including any capacity to cast the vote of their Member, if any) and (ii) said Member shall immediately replace this Delegate.
- 11.6.** Each Member shall inform, via regular means of communication, the Secretary-General of the identity, contact details, and, as the case may be, appointment as Official Delegate, of its Delegate(s), as well as any changes thereto, minimum thirty (30) calendar days prior to a General Assembly or Council of Members. In case of proved emergency, a Member has the right to change one or more of its Delegates (including its Official Delegate). This has to be communicated to the Secretary-General at the earliest convenience and justification needs to be provided in this respect.

Article 12. Resignation. Exclusion. Modification of membership category. Suspension of rights

- 12.1.** Members are free to resign from the Association by giving written notice via special means of communication to the Secretary-General. The Secretary-General shall submit the resignation to the Board, which shall in turn acknowledge it. The resignation shall be effective on the eighth (8th) calendar day after the acknowledgment of the resignation by the Board.
- 12.2.** A Member is deemed resigning if the Member is in one of the following situations:
- (a) Voluntary/as of right/legal dissolution/liquidation;
 - (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
 - (c) Judicial administration/reorganisation;
 - (d) Merger (only if the concerned Member is the acquired legal entity);
 - (e) Transfer of a universality; and
 - (f) If the Member ceases to satisfy the definition of the membership category it belongs to following a (partial) demerger or a transfer of a branch of activity.
- 12.3.** The resignation in accordance with Paragraph 12.2 of this Article shall be effective on the eighth (8th) calendar day after the decision of the Board. A Member has the right to defend its position at (or in writing prior to) the meeting of the Board at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under Paragraph 12.2 of this Article. The decisions of the Board regarding the resignation of Members as referred to in Paragraph 12.2 of this Article are final, sovereign and the Board shall give reasons for its decisions. By derogation to the Paragraph 12.2 of this Article, for the purpose to protect the civic space, the Board may decide to ignore the resignation rules in Paragraph 12.2 of this Article with the consent of the concerned Member, and confirm their membership in the Association.
- 12.4.** The membership category of a Member which:
- (a) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 7, Article 8 or Article 9 of these Statutes, while still satisfying the membership criteria of another membership category as set out in Article 7, Article 8 or Article 9 of these Statutes; or
 - (b) Does not pay all its membership fees within the stated period;

can be modified by the General Assembly upon proposal of the Board or at the request of at least ten (10) Full Members, introduced with an appropriate justification letter. The membership category of a Member can also be modified for any other reasonable cause with similar and appropriate gravity.

12.5. A Member which:

- (a) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 7, Article 8 or Article 9 of these Statutes; or
- (b) Is not duly or timely or fully complying with these Statutes, the internal rules and/or any decision validly taken by the bodies of the Association; or
- (c) Does not pay all its membership fees within the stated period; or
- (d) Infringes the interests of the Association;

may be excluded from membership by the General Assembly upon proposal of the Board or at the request of at least ten (10) Full Members, introduced with an appropriate justification letter. A Member can also be excluded for any other reasonable cause with similar and appropriate gravity.

12.6. Within thirty (30) calendar days of the reception of the proposal of the Board or the request of at least ten (10) Full Members referred to in the Paragraphs 12.4 and 12.5 of this Article, the Secretary-General shall transfer the demand to the Consultative Body on Membership Applications and to the concerned Member. The Consultative Body on Membership Applications shall (i) perform a review and (ii) give a non-binding advice to the Board with regard to the proposed exclusion from membership. Within thirty (30) calendar days of receiving such demand, the concerned Member shall be able to address to the Consultative Body on Membership Applications all the information it considers useful or relevant in this respect.

12.7. After having obtained the non-binding advice of the Consultative Body on Membership Applications in case of a proposed exclusion, the Board shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date or the proposed date of modification of its membership category. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of exclusion or modification of membership category of the concerned Member. The Board may decide to propose the exclusion or the modification of membership category of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Board (whether present or not) and has received the possibility to defend its position during the meeting of the Board and prior to the voting on the exclusion or the modification of membership category. The decisions of the Board regarding the proposal of exclusion or modification of membership category of a Member to the General Assembly are final, sovereign and the Board shall give reasons for its decisions.

12.8. In line with the above mentioned procedure, the General Assembly may decide to exclude or modify the membership category of a Member, provided that the concerned Member is convened at the meeting of the General Assembly (whether present or not) and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion or the modification of membership category. By derogation to Article 22.3 of these Statutes, decisions of the General Assembly on the exclusion and the modification of the membership category of a Member shall be validly adopted if they obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present. The decisions of the General Assembly regarding the exclusion or the modification of the membership category of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.

- 12.9.** The Board may decide at any time during the exclusion or modification of membership category procedure that all membership rights of the Member concerned by the above mentioned procedure are suspended during the entire procedure:
- (a) Until the decision of the Board not to propose the exclusion or the modification of membership category of the concerned Member to the General Assembly; or
 - (b) If the Board decides to propose the exclusion or the modification of membership category of the concerned Member to the General Assembly, until the decision of the General Assembly.
- 12.10.** The membership rights of a Member which:
- (a) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 7, Article 8 or Article 9 of these Statutes; or
 - (b) Is not duly or timely or fully complying with these Statutes, the internal rules and/or any decision validly taken by the bodies of the Association; or
 - (c) Does not pay all its membership fees within the stated period; or
 - (d) Infringes the interests of the Association;

can also be suspended by the Board or at the request of at least ten (10) Full Members, introduced with an appropriate justification letter. The membership rights of a Member can also be suspended for any other reasonable cause with similar and appropriate gravity. The maximum suspension time of a Member in accordance with this Paragraph is four (4) years, after which the exclusion of the concerned Member must be proposed.

- 12.11.** A Member which, in whatever way and for whatever reason, ceases to be a Member shall remain liable for its obligations towards the Association, including for the payment of the membership fees for the financial year during which notice is given.
- 12.12.** 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 itself out as a Member in any manner, and (iii) upon decision of the Secretary-General, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.
- 12.13.** A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership. All decisions with regard to a suspension of rights, a revision of status or an end of membership of a Member shall take effect immediately.

Article 13. Membership fees

- 13.1.** Each Full Member, Observer Member and Associate Member shall pay membership fees per year, as proposed by the Board and decided by the General Assembly. The amount of the membership fees and the division of the membership fees for each Full Member, Observer Member and Associate Member shall be proposed by the Board and decided by the General Assembly.
- 13.2.** Without prejudice to Article 12 of these Statutes, if, after the reminders sent by the Secretary-General, a Member fails to pay all its membership fees by 31 December, its voting rights shall be automatically and immediately suspended as of the following 1 January until the payment of all membership fees due. The voting rights shall be granted back by the Secretary-General as soon as the defaulting Member has paid all membership fees due.
- 13.3.** Members joining the Association shall only pay the applicable pro rata amount of membership fees, as calculated on the yearly amount of membership fees applicable to them.

- 13.4.** The Board can decide to waive part or all outstanding unpaid membership fees of a Member under special circumstances.
- 13.5.** The Secretary-General shall decide on the invoicing procedure and the time for payment of the membership fees.
- 13.6.** The Board may specify the calculation of the membership fees and any specific additional rules regarding the membership fees in the internal rules, if any.

Article 14. Compliance with the Statutes, the internal rules and the Code of Conduct

- 14.1.** Any Member shall expressly adhere to these Statutes, the internal rules and the Code of Conduct, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 13.5 of these Statutes.
- 14.2.** All Members have the responsibility to fulfill in a permanent manner all of the membership criteria that apply to them according to these Statutes and shall inform the Secretary-General of the Association via regular means of communication of any changes relevant to their membership status (such as changes to their statutes and legal status).

Article 15. Register of Members

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

TITLE IV. ORGANISATIONAL STRUCTURE

Article 16. Bodies

- 16.1.** The bodies of the Association are:
- (a) The General Assembly;
 - (b) The Council of Members;
 - (c) The President;
 - (d) The Vice-Presidents;
 - (e) The Board;
 - (f) The Financial Control Commission (FCC);
 - (g) The Chair of the Financial Control Commission (FCC);
 - (h) The Consultative Body on Membership Applications (CBMA);
 - (i) The Chair of the Consultative Body on Membership Applications (CBMA);
 - (j) The Working Structure(s); and
 - (k) The Secretary-General.

TITLE V. GENERAL ASSEMBLY

Article 17. Composition. Voting rights

- 17.1. The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Delegate(s) pursuant to Article 11 of these Statutes.
- 17.2. Each Full Member shall have one (1) vote.
- 17.3. By derogation to Paragraph 17.2 of this Article, if there are two (2) or more Full Members NYC representing the same European country, these Full Members NYC shall together (aa) constitute a constituency of Full Members NYC (hereafter: “**Constituency NYC**”) and (bb) together appoint one (1) Official Delegate who shall cast the vote of the Constituency NYC. The Constituency NYC shall have one (1) vote.
- 17.4. Observer Members and Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.
- 17.5. The General Assembly is composed of two (2) groups: the NYC pillar, regrouping the NYCs (hereafter: “NYC Pillar”), and the INGYO pillar, regrouping the INGYOs (hereafter: “INGYO Pillar”).
- 17.6. Each Full Member shall be part of respectively the NYC Pillar or the INGYO Pillar. No Member shall be part of both groups.
- 17.7. Whatever the number of Full Members present, each of the NYC Pillar and the INGYO Pillar shall have an equal number of votes, representing the same voting weight. The total number of votes casted in the NYC Pillar shall represent fifty percent (50%) of the total number of votes cast in the General Assembly and the total number of votes casted in the INGYO Pillar shall represent the other fifty percent (50%) of the total number of votes casted in the General Assembly. To reach this parity, the total number of votes cast in the NYC Pillar shall be multiplied by the total number of votes cast in the INGYO Pillar and the total number of votes cast in the INGYO Pillar shall be multiplied by the total number of votes cast in the NYC Pillar.
- 17.8. Each member of the Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.
- 17.9. The Board shall propose to the General Assembly two (2) to four (4) co-chairs to chair the next General Assembly, who are not Delegates.
- 17.10. The General Assembly, Board or Secretary-General 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 co-chairs of the General Assembly these third parties will receive the right to speak.

Article 18. Powers

- 18.1. The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:
 - (a) The determination of the Association's long-term strategy and policy programme;
 - (b) The evaluation of the Association based on a report presented by the Board and the Secretary-General;

- (c) 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;
- (d) The admission of new Members, after having acknowledged the non-binding advice of the Consultative Body on Membership Applications and the Board;
- (e) The exclusion of Members, upon proposal of the Board or of at least ten (10) Full Members;
- (f) The election and dismissal of the members of the Board and the determination of the conditions upon which the mandate of each member of the Board will be exercised as well as the conditions under which said mandate can be terminated;
- (g) If the mandate of a member of the Board ceases before its term, the confirmation of the appointment (by co-optation) of a new member of the Board for the remainder of the term by the Board;
- (h) The election and dismissal of the President and the Vice-Presidents;
- (i) If applicable, the appointment and dismissal of a statutory auditor and the determination of their remuneration;
- (j) The discharge to be given to the members of the Board and, if any, to the statutory auditor, or to the external accountant;
- (k) The decision to appoint a Secretary-General and the renewal of their mandate, upon proposal of the Board;
- (l) The dismissal of the Secretary-General, including the discharge to be given;
- (m) The provision of guidelines on the basis where of the Board shall establish financial regulations concerning travel expenses, expenses arising from external representations, the payment of membership fees, etc.;
- (n) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board;
- (o) If applicable, the approval of the provisional budget of the Association;
- (p) The approval of the annual accounts and the budget of the Association;
- (q) The amendment of these Statutes;
- (r) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s);
- (s) 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;
- (t) The election of the members of the Consultative Body on Membership Applications and the dismissal of the members of the Consultative Body on Membership Applications;
- (u) The election of voting members of the Financial Control Commission and the dismissal of the members of the Financial Control Commission; and
- (v) The election of two (2) to four (4) co-chairs to chair the next General Assembly, upon proposal of the Board.

Article 19. Meetings

- 19.1.** The General Assembly shall meet at least once a year upon convening by the Board, 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 shall determine the exact date of the Ordinary General Assembly.
- 19.2.** A meeting of the General Assembly shall be convened at any time by the Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Board at the written request of at least one quarter (1/4) of all Members. In this last case, the Board shall convene the General Assembly within forty-five (45) calendar days after

the request of convening of the Full Members. The General Assembly shall take place at the latest on the sixty-fifth (65th) calendar day following this request.

Article 20. Proxies

- 20.1.** Members shall not have the right to give a proxy to be represented at a meeting of the General Assembly.
- 20.2.** By derogation to Paragraph 20.1 of this Article, each Full Member shall have the right via regular means of communication, always with copy to the Secretary-General via similar means, to give a proxy to another Full Member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 72 of these Statutes. In that case, each Full Member or third party may hold an unlimited number of proxies.

Article 21. Convening notices. Agenda

- 21.1.** The convening notices for the General Assembly shall be notified to the Members and the members of the Board by the Secretary-General via regular means of communication at least forty-five (45) calendar days before the meeting. In case of urgency, the Board may decide to reduce the convening notices period by half. The decisions of the Board regarding the decision to reduce the convening notices period are final, sovereign and the Board shall give reasons for its decisions.
- 21.2.** 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 in the meeting via electronic means and if the Full Members can vote electronically. The agenda of the General Assembly shall be prepared by the Secretary-General and adopted by the Board.
- 21.3.** The material documents necessary for the discussion shall be notified to the Members and the members of the Board by the Secretary-General via regular means of communication at least thirty (30) calendar days before the meeting.
- 21.4.** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one (1) Full Member and notified to the Secretary-General at least thirty (30) calendar days before the meeting must be included in the agenda. In such a case, the Secretary-General shall inform the Members and the members of the Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at least fifteen (15) calendar days before the meeting of the General Assembly. In case of urgency, the Board may decide to reduce these notification periods by half. The decisions of the Board regarding the decision to reduce these notification periods are final, sovereign and the Board shall give reasons for its decisions. The Board has the right to reject the inclusion of additional item(s) on the agenda of the General Assembly. However, in case of such rejection by the Board, the proposed additional item(s) on the agenda shall be the subject of a vote at the beginning of the General Assembly. Upon adoption by the General Assembly, the proposed additional item(s) shall be included on the agenda of the General Assembly.
- 21.5.** No vote shall be cast regarding an item that is not listed on the agenda, except if the decision to add an item on the agenda for reasons of importance or urgency obtains a majority of two-thirds (2/3) of the votes cast by the Full Members present.

- 21.6.** Each Member and each member of the Board 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 they disagree, any Member present and any member of the Board present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.
- 21.7.** Any proposal of additional motions and/or documents on the agenda/convening notice of the General Assembly signed by at least one (1) Full Member and notified to the Secretary-General at least thirty-five (35) calendar days before the meeting must be included on/in the agenda/convening notice. In case of urgency, any proposal of additional motions and/or documents on the agenda/convening notice of the General Assembly signed by at least one (1) Full Member and notified to the Secretary-General or the President at least one (1) hour before the meeting must be included on the agenda. The detailed procedure for the adoption of motions and/or documents on the agenda/convening notice of the General Assembly shall be determined in the internal rules. The Board has the right to reject the inclusion of additional motions and/or documents on the agenda/convening notice. However, in case of such rejection by the Board, the proposed additional motions and/or documents on the agenda/convening notice shall be the subject of a vote at the beginning of the General Assembly. Upon adoption by the General Assembly, the proposed additional motions and/or documents shall be included on the agenda/convening notice of the General Assembly.

Article 22. Presence quorum. Voting majority. Votes¹

- 22.1.** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Full Members are present.
- 22.2.** If at least half of the Full Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least forty-five (45) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present, in accordance with the voting majority stipulated in Paragraph 22.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons present. In case of urgency, the Board may decide to reduce the notification period by half. The decisions of the Board regarding the decision to reduce the notification period are final, sovereign and the Board shall give reasons for its decisions.
- 22.3.** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain the simple majority of the votes cast by the Full Members present (hereafter: **“Standard Voting System”**).
- 22.4.** By derogation to the Standard Voting System and with respect to the election of the members of the Board or other elections, in which multiple seats of the same type and class shall be filled, the Board shall appoint one or more independent scrutineer(s) who is/are (an) experienced and reputable scrutineer(s) in the field of providing, organising, and supervising the election voting system (hereafter: **“EV Voting System”**) who/which shall be in charge of organizing the vote in accordance with the EV Voting System which shall determine the election of seats according to the system laid out below in Paragraph 22.5 of this Article. With the exception of the Full Members referred to in Article 17.3 of these Statutes, who shall vote as their Constituency NYC, all Full Member may vote in the EV Voting System and shall cast as many votes as there are seats to be filled in the election in question.

¹ Discussions on the votes will follow at the MOs retreat.

- 22.5.** The votes under the EV voting system shall be computed as follows:
- (a) All votes shall be counted, each carrying an equal weight;
 - (b) Any candidate who fails to attain a number of votes at least equal to one third (1/3) of the votes of the Full Members in each of the NYC Pillar and the INGYO Pillar as defined in the Articles 17.5 to 17.7 of these Statutes, shall not be eligible for election; and
 - (c) Upon the counting of the votes, the candidates who have attained the highest number of votes and who have not been declared ineligible under item (b) of this Paragraph shall be elected.
- 22.6.** The elections for each of the NYC Pillar and the INGYO Pillar shall be conducted on separate ballots in congruence with the composition requirements of the Articles 33.1 and 35.1 of these Statutes.
- 22.7.** Under the Standard Voting System, blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decision is not adopted.
- 22.8.** Under the Standard Voting System, the votes are issued by a call out, by a show of hands, or by electronic means, unless a secret ballot is requested by at least one third (1/3) of the Full Members present. Under the EV Voting System, the votes are issued by a secret ballot, under supervision of the President and the Secretary-General. In case of a conflict of interest of the President and/or the Secretary-General with respect to the decisions to be taken through the EV Voting System, the General Assembly shall decide who shall supervise the EV Voting System.
- 22.9.** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Board 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, 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 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 two (2) to four (4) co-chairs of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.
- 22.10.** Provided that this possibility has been granted by the Board and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Board shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit.
- 22.11.** 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 23. Register of minutes

- 23.1.** Minutes shall be drawn up at each meeting of the General Assembly. During each meeting of the General Assembly, Full Members can explicitly request to include their statements made

during the meeting in the minutes. The draft minutes shall be (i) approved and signed by the two (2) to four (4) co-chairs of that General Assembly and (ii) kept in a register of minutes. The draft minutes may be discussed and amended, as the case may be, by the General Assembly at its first upcoming meeting. The final version of the minutes shall be signed by the Board and kept in a register of minutes. Copies of the final version of the minutes shall be sent via regular means of communication by the Secretary-General to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

Article 24. Written procedure

- 24.1.** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website). In that case, the convening formalities referred to in Article 21 of these Statutes do not have to be complied with.
- 24.2.** For this purpose, the Board, with the assistance of the Secretary-General, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Board, with request to the Full Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Board and within the time limit mentioned in the notice.
- 24.3.** If the votes in favor of all of the Full Members regarding the items on the agenda are not received/ submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.
- 24.4.** For the purpose of the present Article, Full Members are not allowed to grant proxies.
- 24.5.** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Board.
- 24.6.** The decisions taken via written procedure shall be sent via regular means of communication by the Secretary-General to the Members.
- 24.7.** The members of the Board and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VI. COUNCIL OF MEMBERS

Article 25. Composition. Voting rights

- 25.1.** The Council of Members shall be composed of all Members. Each Member shall be represented at the Council of Members by one (1) Delegate pursuant to Article 11 of these Statutes.
- 25.2.** Each Full Member shall have one (1) vote.
- 25.3.** By derogation to Paragraph 25.2 of this Article, if there are two (2) or more Full Members NYC representing the same European country, these Full Members NYC shall together (aa) constitute a constituency of Full Members NYC (hereafter: “**Constituency NYC**”) and (bb) together appoint one (1) Official Delegate who shall cast the vote of the Constituency NYC. The Constituency NYC shall have one (1) vote.

- 25.4.** Observer Members and Associate Members shall have the right to attend the meetings of the Council of Members without voting rights and with the right to be heard.
- 25.5.** The Council of Members is composed of two (2) groups: the NYC pillar, regrouping the NYCs (hereafter: “**NYC Pillar**”), and the INGYO pillar, regrouping the INGYOs (hereafter: “**INGYO Pillar**”).
- 25.6.** Each Full Member shall be part of respectively the NYC Pillar or the INGYO Pillar. No Member shall be part of both groups.
- 25.7.** Whatever the number of Full Members present, each of the NYC Pillar and the INGYO Pillar shall have an equal number of votes, representing the same voting weight. The total number of votes casted in the NYC Pillar shall represent fifty percent (50%) of the total number of votes cast in the Council of Members and the total number of votes casted in the INGYO Pillar shall represent the other fifty percent (50%) of the total number of votes casted in the Council of Members. To reach this parity, the total number of votes cast in the NYC Pillar shall be multiplied by the total number of votes cast in the INGYO Pillar and the total number of votes cast in the INGYO Pillar shall be multiplied by the total number of votes cast in the NYC Pillar.
- 25.8.** Each member of the Board shall have the right to attend the meetings of the Council of Members without voting rights and with the right to be heard.
- 25.9.** The Board shall propose to the Council of Members two (2) to four (4) co-chairs to chair the next Council of Members, who are not Delegates.
- 25.10.** The Council of Members, Board or Secretary-General 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 Council of Members. Upon authorisation of the co-chairs of the Council of Members these third parties will receive the right to speak.

Article 26. Powers

- 26.1.** The Council of Members shall have the powers specifically granted to it by these Statutes. In particular, the Council of Members shall have the following powers:
- (a) The fostering of exchange, cooperation, network and capacity building amongst the Members of the Association;
 - (b) The coordination with Members on policy, campaigns and direction of the Association.
 - (c) The evaluation of the Association based on a progress report presented by the Board and the Secretary-General;
 - (d) The election and dismissal of the members of the Board, with the exception of the members of the Board referred to in Article 35.1 (a) and (b), and the determination of the conditions upon which the mandate of these members of the Board will be exercised as well as the conditions under which said mandates can be terminated;
 - (e) If the mandate of a member of the Board ceases before its term, the confirmation of the appointment (by co-optation) of a new member of the Board for the remainder of the term by the Board;
 - (f) If applicable, the approval of the provisional budget of the Association;
 - (g) The election of the members of the Consultative Body on Membership Applications and, unless otherwise stipulated in these Statutes, the dismissal of the members of the Consultative Body on Membership Applications;
 - (h) The election of voting members of the Financial Control Commission and, unless otherwise stipulated in these Statutes, the dismissal of the members of the Financial Control Commission; and

- (i) The election of two (2) to four (4) co-chairs to chair the next Council of Members, upon proposal of the Board.

26.2. The Board shall determine amongst others the conduct of meetings and governance, working and procedures of the Council of Members, in the internal rules, if any.

Article 27. Meetings

27.1. The Council of Members shall meet at least once a year, unless there have been or will be at least two (2) meetings of the General Assembly during that year. The Council of Members shall be convened by the Board, and at such time and place as determined in the convening notice.

27.2. The Article 19.2 of these Statutes applies *mutatis mutandis* to Council of Members.

Article 28. Proxies

28.1. The Article 20 of these Statutes applies *mutatis mutandis* to the Council of Members.

Article 29. Convening notices. Agenda

29.1. The Article 21 of these Statutes applies *mutatis mutandis* to the Council of Members.

Article 30. Presence quorum. Voting majority. Votes

30.1. The Article 22 of these Statutes applies *mutatis mutandis* to the Council of Members.

Article 31. Register of minutes

31.1. The Article 23 of these Statutes applies *mutatis mutandis* to the Council of Members.

Article 32. Written procedure

32.1. The Article 24 of these Statutes applies *mutatis mutandis* to the Council of Members.

TITLE VII. PRESIDENT AND VICE-PRESIDENTS

Article 33. Election and function of the President and Vice-Presidents

33.1. The General Assembly shall elect a President and two (2) Vice-Presidents from amongst the candidates proposed by the Full Members. One (1) Vice-President shall be elected amongst the candidates of the NYC Pillar and one (1) Vice-President shall be elected amongst the candidates of the INGYO Pillar.

33.2. The President and the Vice-Presidents shall be three (3) distinct natural persons. Their mandate shall be remunerated or non-remunerated, upon decision of the Board upon proposal of the Secretary-General based on budgetary considerations of the Association.

33.3. Their term of office is a two (2) years term, once renewable in a row, starting on 1 July following the General Assembly during which they were elected.

- 33.4.** Each new President or Vice-President who is elected by the General Assembly to replace a President or Vice-President, whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the President or Vice-President, being replaced. By derogation to Paragraph 33.3 of the present Article, the term of office of the President or a Vice-President can exceed two (2) terms of office if the President or Vice-President has started their term of office pursuant to the present Paragraph. In this case, the mandate performed by a President or Vice-President for the remainder of a term pursuant to the present Paragraph (which therefore only constitutes a partial term) shall not be taken into account for the computation of the number of terms of office as referred to in Paragraph 33.3 of this Article.
- 33.5.** The mandate of the President and the Vice-Presidents terminates by expiry of the term of their mandate.
- 33.6.** The General Assembly may further dismiss the President or Vice-President at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President or Vice-President concerned is convened at the meeting (whether present or not) and has received the possibility to defend their position during the meeting of the General Assembly and prior to the voting on the dismissal. The concerned President or Vice-President shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The dismissal is without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 33.7.** The President and Vice-Presidents are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board. In case of the end of the mandate of the President or a Vice-President for whatever reason, except for dismissal and automatic termination of their mandate, the President or Vice-President as the case may be shall continue performing the duties of their office until the Board has provided in their replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 33.8.** In case of termination of the mandate of the President or a Vice-President for whatever reason, the President or Vice-President as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 34. Powers of the President and Vice-Presidents

- 34.1.** The President shall have the powers specifically granted to them by these Statutes. In particular, the President shall have the following powers:
- (a) Adopting the agenda of the meetings of the Board, after preparation by the Secretary-General;
 - (b) Presiding the meetings of the Board and acting as team leader and facilitator of the Board;
 - (c) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties;
 - (d) In the event of a tied vote, having the casting vote within the Board; and
 - (e) Line management of the Secretary-General.
- 34.2.** The Vice-Presidents shall have the powers specifically granted to them by these Statutes. As a general rule, the Vice-Presidents shall assist the President with their duties and replace the President in their absence. The President shall duly inform the Vice-Presidents in the exercise of the powers listed in Paragraph 34.1 of the present Article.

TITLE VIII. BOARD

Article 35. Composition

- 35.1.** The Association shall be administered by a Board composed as follows:
- (a) The President is as of right a member of the Board;
 - (b) The two (2) Vice-Presidents are as of right members of the Board; and
 - (c) Eight (8) other members of the Board, of which four (4) members are elected from amongst the candidates of the NYC Pillar and four (4) members are elected from amongst the candidates of the INGYO Pillar.
- 35.2.** Except for the members of the Board referred to in Paragraph 35.1 (a) and (b) of the present Article who are elected by the General Assembly in accordance with Article 33 of these Statutes, the General Assembly or the Council of Members shall elect the members of the Board. The term of office of the members of the Board is a two (2) years term, once renewable in a row, starting on 1 July following the General Assembly or Council of Members during which they were elected. Their mandate shall be remunerated or non-remunerated, as decided by the Board upon a proposal of the Secretary-General. A natural person shall serve for maximum two (2) consecutive terms of office in the Board, regardless of their specific function in the Board.
- 35.3.** For the members of the Board referred to in Paragraph 35.1, (c) of this Article, any Full Member may propose one (1) candidate member to the Board at least sixty-five (65) calendar days in advance of a meeting of the General Assembly or the Council of Members at which one or more member of the Board(s) will be elected. There cannot be more than one (1) member of the Board nominated by one (1) Full Member at any time. The Board shall inform the Full Members as soon as a new election by the General Assembly or the Council of Members is necessary. The Board, taking into account the applicable criteria, shall draw up a list of all proposed candidate members of the Board. The list shall be attached to the agenda of the meeting of the General Assembly or the Council of Members at which one or more member(s) of the Board will be elected. The list shall indicate for each proposed candidate member of the Board the applicable criteria. If there is no list or an incomplete list of candidate members of the Board, the General Assembly or the Council of Members may elect one or more member(s) of the Board waving the formalities regarding the deadlines.
- 35.4.** The mandate of a member of the Board terminates by expiry of their directorship. The mandate of a member of the Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Board does no longer meet the criteria set out in these Statutes and/or the internal rules, if any.
- 35.5.** Except for the members of the Board referred to in Paragraph 35.1 (a) and (b) of the present Article who are elected by the General Assembly in accordance with Article 33 of these Statutes, the mandate of a member of the Board also terminates upon dismissal by the General Assembly or the Council of Members. The General Assembly or the Council of Members may dismiss a member of the Board at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Board concerned is convened at the meeting (whether present or not) and has received the possibility to defend their position during the meeting of the General Assembly or the Council of Members and prior to the voting on the dismissal.
- 35.6.** Except for the members of the Board referred to in Paragraph 35.1 (a) and (b) of the present Article who are elected by the General Assembly in accordance with Article 33 of these Statutes, the members of the Board are also free to resign from their office at any time by submitting,

via special means of communication, their resignation to the President. In case of termination of the mandate of a member of the Board for whatever reason, except the cases of automatic termination of the mandate of a member of the Board, or dismissal, the member of the Board shall continue performing the duties of their office until they have been replaced within sixty (60) calendar days.

- 35.7.** Except for the members of the Board referred to in Paragraph 35.1 (a) and (b) of the present Article who are elected by the General Assembly in accordance with Article 33 of these Statutes, if the mandate of a member of the Board ceases before its term, for whatever reason, the Board may freely appoint (by co-optation) a new member of the Board for the remainder of the term, provided that the member of the Board appointed (by co-optation) fulfils the criteria for the composition of the Board of the replaced member of the Board. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the member of the Board appointed (by co-optation). If the mandate of the member of the Board appointed (by co-optation) is confirmed by the General Assembly, said member of the Board shall perform the mandate for the remainder of the term of the replaced member of the Board. If the mandate of the member of the Board appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said member of the Board will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board until that date. The mandate performed by a member of the Board (by co-optation) for the remainder of a term pursuant to the present Paragraph (which therefore only constitutes a partial term) shall not be taken into account for the computation of the number of terms of office as referred to in the Paragraph 35.2 of the present Article.
- 35.8.** In case of termination of the mandate of a member of the Board for whatever reason, the member of the Board 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.
- 35.9.** The Board shall be chaired by the President. If the President is unable or unwilling to chair the Board, the Board shall be chaired by the Vice-President selected in this respect by decision of the Board at the start of their mandate. If this Vice-President is unable or unwilling to chair the Board, the Board will be chaired by the other Vice-President. If the President and both Vice-Presidents are all unable or unwilling to chair the Board, the Board shall be chaired by the member of the Board who has received the highest number of votes at their election.
- 35.10.** The President 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.
- 35.11.** The Secretary-General shall be a permanent observer at the Board and shall have the right to attend all meetings of the Board without voting rights and with the right to be heard. All convening notices to all meetings of the Board shall simultaneously be notified to the Secretary-General.
- 35.12.** Notwithstanding the above Paragraph, the President may decide that the Secretary-General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board.
- 35.13.** The Board can appoint and revoke amongst the members of the Board, one (1) person who shall be responsible for finances.

Article 36. Powers

- 36.1.** The Board 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 shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").
- 36.2.** The Board shall in particular have the following powers:
- (a) The transfer of the Association's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
 - (b) The decision to establish offices of the Association in any country or place;
 - (c) The adoption of the yearly work programme in line with the directions of the General Assembly, including the power to evaluate and take appropriate measures on the work of the Secretary General;
 - (d) The general management and administration of the Association, including the power to evaluate and take appropriate measures on the work of the Secretary General;
 - (e) Ensuring the measurement of performance and overseeing the implementation of the work plan of the Association;
 - (f) The proposal to the General Assembly of two (2) to four (4) co-chairs, who are not Delegates, to chair the next General Assembly;
 - (g) The proposal to the Council of Members of two (2) to four (4) co-chairs, who are not Delegates, to chair the next Council of Members;
 - (h) The monitoring of the budget expenditures and the allocation of the budget;
 - (i) After having verified that all conditions for membership are complied with and after having obtained the non-binding advice of the Consultative Body on Membership Applications, the submission of the application for admission to membership to the General Assembly;
 - (j) The acknowledgement of the resignation of a Member pursuant to Article 12 of these Statutes;
 - (k) The proposal to exclude Members to the General Assembly, after having obtained the non-binding advice of the Consultative Body on Membership Applications;
 - (l) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly ;
 - (m) The decision on the remuneration of the members of the Board, upon proposal of the Secretary-General;
 - (n) The decision on the remuneration of the President and Vice-Presidents, upon proposal of the Secretary-General;
 - (o) If the mandate of a member of the Board ceases before its term, the appointment (by co-optation) of a new member of the Board for the remainder of the term, upon confirmation of the General Assembly;
 - (p) The establishment, on the basis of guidelines provided by the General Assembly, of financial regulations concerning travel expenses, expenses arising from external representations, the payment of membership fees, etc.;
 - (q) If applicable, the appointment and dismissal of an external accountant and the determination of their remuneration;
 - (r) The proposal to appoint or renew the mandate of a Secretary-General to the General Assembly;
 - (s) The dismissal of the Secretary-General, including the discharge to be given;
 - (t) The decision to reduce the convening notices period of the General Assembly by half;
 - (u) The decision to waive part or all outstanding unpaid membership fees of a Member, after having acknowledged the non-binding advice of the Financial Control Committee;

- (v) Upon receipt of the draft annual accounts and the draft budget from the Secretary-General and, as the case may be, the provisional budget approved by the Council of Members or the General Assembly, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- (w) The adoption, the amendment and the revocation of the internal rules, if any;
- (x) The adoption, the amendment and the revocation of financial regulations concerning travel expenses, expenses arising from external representations, the payment of membership fees, etc., if any;
- (y) The decisions to amend Article 68.2 of these Statutes;
- (z) The adoption of formal propositions to be submitted to the General Assembly;
- (aa) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Structure(s) and the overseeing of this/these;
- (ab) Representing the Association at the key events defined as such by the Board;
- (ac) Speaking on behalf of the Association;
- (ad) The determination of the remuneration of the Secretary-General in line with the collective bargaining agreement, if any; and
- (ae) Signing the final version of the minutes of the meetings of the General Assembly, the Council of Members and the Board.

36.3. Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board 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 and the amount of the annual membership fees, and (iii) the activities of the Association.

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

Article 37. Meetings

37.1. The Board shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of at least six (6) members of the Board, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board, the Board shall be convened by the Vice-President selected in this respect by decision of the Board at the start of their mandate. If this Vice-President is unable or unwilling to convene the Board, the other Vice-President shall convene the Board. If the President and both Vice-Presidents are all unable or unwilling to convene the Board, the Board shall be convened by the member of the Board who has received the highest number of votes at their election.

Article 38. Proxies

38.1. The members of the Board shall not have the right to give a proxy to another member of the Board, to be represented at a meeting of the Board.

Article 39. Convening notices. Agenda

39.1. The convening notices for the Board shall be notified to the members of the Board by the Secretary-General via regular means of communication at least seven (7) calendar days before the meeting of the Board. The convening notices shall mention the date, time and place of the meeting of the Board. In addition, the convening notices shall mention if the members of the Board 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 Board shall be prepared

by the Secretary-General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President selected in this respect by decision of the Board at the start of their mandate. If the President and this Vice-President are both unable or unwilling to adopt the agenda of the Board, the agenda shall be adopted by the other Vice-President. If the President and both Vice-Presidents are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the member of the Board who has received the highest number of votes at their election.

- 39.2.** Each member of the Board shall have the right to propose additional item(s) to be included on the agenda of the Board, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Board of the additional item(s) on the agenda of the Board via regular means of communication at least three (3) calendar days before the meeting of the Board.
- 39.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if half of the members of the Board are present at the meeting of the Board and vote to proceed with such vote.
- 39.4.** Each member of the Board shall have the right, before, during or after a meeting of the Board, to waive the convening formalities and periods required by the present Article. Unless they disagree, any member of the Board present at a meeting of the Board shall be considered to have been regularly convened to this meeting.

Article 40. Presence quorum. Voting majority. Votes

- 40.1.** Unless otherwise stipulated in these Statutes, the Board shall be validly constituted when at least half of the members of the Board are present (electronically or physically).
- 40.2.** If at least half of the members of the Board are not present at the first meeting, a second meeting of the Board may be convened pursuant to Article 39 of these Statutes, at least seven (7) calendar days after the first meeting of the Board. The second meeting of the Board shall validly deliberate irrespective of the number of members of the Board present, in accordance with the voting majority stipulated in Paragraph 40.3 of the present Article. In any case, the Board shall always be constituted of at least two (2) members of the Board present (electronically or physically).
- 40.3.** Unless otherwise stipulated in these Statutes, decisions of the Board shall be validly adopted if they obtain at least a simple majority of the votes cast by the members of the Board present. Each member of the Board shall have one (1) vote.
- 40.4.** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in their absence, the Vice-President selected in this respect by decision of the Board at the start of their mandate shall have the decisive vote. If the President and this Vice-President are both absent, the other Vice-President shall have the decisive vote. If the President and the Vice-Presidents are all absent, the member of the Board who has received the highest number of votes at their election present shall have the decisive vote.
- 40.5.** A duly convened meeting of the Board shall be validly held even if all or some of the members of the Board are not physically present, but participate in the deliberations via any electronic means of communication that allow the members of the Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Board shall be deemed present.

- 40.6.** Provided that the possibility to vote via electronic means of communication is mentioned in the convening notices, the members of the Board may vote via electronic means of communication during a meeting of the Board. The Secretary-General shall take the necessary steps allowing the members of the Board to vote electronically. The Secretary-General shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 41. Register of minutes

- 41.1.** Minutes shall be drawn up at each meeting of the Board. They shall be approved and signed by the Board and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Secretary-General to the members of the Board. The register of minutes shall be kept at the registered office of the Association where all members of the Board may consult it, without, however, displacing it.
- 41.2.** Minutes shall be made available and accessible to the Members, unless (a) resolution(s) and/or item(s) has/have been flagged as being 'confidential' or 'sensitive' during a meeting of the Board by a decision of the Board requiring a simple majority.

Article 42. Written procedure

- 42.1.** The Board may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 39 of these Statutes do not have to be complied with.
- 42.2.** For this purpose, the President, or the Secretary-General, upon request of the President, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Board, with request to the members of the Board to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the President, or Secretary-General upon the request of the President, and within the time limit mentioned in the notice.
- 42.3.** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Board have sent their vote(s) back via the means of written communication designated by the President, or Secretary-General and within the time limit mentioned in the notice, and (ii) if the items on the agenda have obtained at least a simple majority of the votes cast by the members of the Board having sent their vote(s) back via the means of written communication designated by the President, or Secretary-General. 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 their absence, the Vice-President selected in this respect by decision of the Board at the start of their mandate. If the President and this Vice-President are both absent, the other Vice-President shall have the decisive vote. If the President and the Vice-Presidents are all absent, the member of the Board who has received the highest number of votes at their election present shall have the decisive vote.
- 42.4.** The members of the Board are not allowed to grant proxies.
- 42.5.** The decisions taken by written procedure are deemed to come into force when the President formally closes the vote, unless otherwise stipulated in the notice of the vote itself.

42.6. The decisions taken via written procedure shall be sent via regular means of communication by the Secretary-General to the members of the Board and inserted in the minutes of the next Board meeting.

TITLE IX. FINANCIAL CONTROL COMMISSION (FCC)

Article 43. Composition

43.1. The Financial Control Commission shall be composed as follows:

- (a) Four (4) members with voting rights, being:
 - i. Four (4) members elected by the General Assembly, for a two (2) years term, once renewable in a row, starting on 1 July following the meeting of the General Assembly during which they have been appointed.

(hereafter: **“The voting members of the FCC”**),

And

- (b) Between two (2) to four (4) members without voting rights, being:
 - i. The Secretary-General, who is as of right a member of the Financial Control Commission;
 - ii. A person in the secretariat responsible for the operations and finance management of the Association, but who may be represented on an ad-hoc basis by another member of staff;
 - iii. As the case may be, any other member of the Board appointed by the Board in this respect; and
 - iv. As the case may be, an external advisor with experience in auditing and accountancy in Belgium, appointed by the Financial Control Commission;

(hereafter: **“The non-voting members of the FCC”**).

43.2. Persons having served as members of the Board cannot be members of the Financial Control Commission immediately following the end of such mandate as member of the Board for a period of 2 (two) years.

43.3. Each new member of the Financial Control Commission who is elected to replace a member of the Financial Control Commission whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the member of the Financial Control Commission, being replaced. The mandate performed by a member of the Financial Control Commission for the remainder of a term pursuant to the present Paragraph (which therefore only constitutes a partial term) shall not be taken into account for the computation of the number of terms of office as referred to in Article 43.1 of these Statutes.

43.4. The mandate of the member of the Financial Control Commission terminates by expiry of the term of their mandate. The mandate of a member of the Financial Control Commission terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Financial Control Commission does no longer meet the criteria set out in Paragraph 43.1 of the present Article.

43.5. Except for the members of the Financial Control Commission referred to in Paragraph 43.1, b. (i) and (ii) of the present Article, the General Assembly may further dismiss a member of the Financial Control Commission at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of

the Financial Control Commission concerned is convened at the meeting (whether present or not) and has received the possibility to defend their position during the meeting of the General Assembly and prior to the voting on the dismissal. The concerned member of the Financial Control Commission shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

- 43.6.** Except for the members of the Financial Control Commission referred to in Paragraph 43.1.1, b. (i) and (ii) of the present Article, the members of the Financial Control Commission are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board. In case of the end of the mandate of the member of the Financial Control Commission for whatever reason, except the cases of automatic termination of the mandate, or dismissal, the member of the Financial Control Commission as the case may be shall continue performing the duties of their office until it has been provided in their replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 43.7.** In case of termination of the mandate of the member of the Financial Control Commission for whatever reason, the member of the Financial Control Commission as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 43.8.** The Financial Control Commission 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 Financial Control Commission.

Article 44. Powers

- 44.1.** The Financial Control Commission shall have the powers specifically granted to it by these Statutes. In particular, the Financial Control Commission shall have the following powers:
- (a) Oversee the internal audit of the finances of the Association;
 - (b) Advise the General Assembly and the Board on the allocation of existing resources in line with the strategic priorities and the work plan of the Association, as well as the identification of new resources; and
 - (c) Draft a written report to the General Assembly with regard to the draft annual accounts and to the draft budget of the Association.

Article 45. Meetings

- 45.1.** The Financial Control Commission shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the Chair of the Financial Control Commission or at the request of (2) two members of the Financial Control Commission, acting jointly, and at such time and place as determined in the convening notice. If the Chair of the Financial Control Commission is unable or unwilling to convene the Financial Control Commission, the Financial Control Commission shall be convened by the replacement Chair of the Financial Control Commission.

Article 46. Proxies

- 46.1.** The members of the Financial Control Commission shall not have the right to give a proxy, to be represented at a meeting of the Financial Control Commission.

Article 47. Convening notices. Agenda

- 47.1.** The convening notices for the Financial Control Commission shall be notified to the members of the Financial Control Commission by the Chair of the Financial Control Commission via regular means of communication at least seven (7) calendar days before the meeting of the Financial Control Commission. The convening notices shall mention the date, time and place of the meeting of the Financial Control Commission. In addition, the convening notices shall mention if the members of the Financial Control Commission 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 Financial Control Commission shall be prepared and adopted by the Chair of the Financial Control Commission. If the Chair of the Financial Control Commission is unable or unwilling to adopt the agenda, the agenda shall be adopted by the replacement Chair of the Financial Control Commission.
- 47.2.** Each member of the Financial Control Commission shall have the right to propose additional item(s) to be included on the agenda of the Financial Control Commission, which shall be notified via regular means of communication to the Chair of the Financial Control Commission at least five (5) calendar days before the meeting. In such a case, the Chair of the Financial Control Commission shall inform the members of the Financial Control Commission of the additional item(s) on the agenda of the Financial Control Commission via regular means of communication at least three (3) calendar days before the meeting of the Financial Control Commission.
- 47.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if half of the members of the Financial Control Commission are present at the meeting of the Financial Control Commission and vote to proceed with such vote.
- 47.4.** Each member of the Financial Control Commission shall have the right, before, during or after a meeting of the Financial Control Commission, to waive the convening formalities and periods required by the present Article. Unless they disagrees, any member of the Financial Control Commission present at a meeting of the Board shall be considered to have been regularly convened to this meeting.

Article 48. Presence quorum. Voting majority. Votes

- 48.1.** Unless otherwise stipulated in these Statutes, the Financial Control Commission shall be validly constituted when at least half of the voting members of the Financial Control Commission are present.
- 48.2.** Unless otherwise stipulated in these Statutes, decisions of the Financial Control Commission shall be validly adopted if they obtain a simple majority of the votes cast by the voting members of the Financial Control Commission present. The voting members of the Financial Control Commission shall each have one (1) vote.
- 48.3.** The non-voting members of the Financial Control Commission shall have the right to attend the meetings of the Financial Control Commission without voting rights and with the right to be heard, upon invitation of the Chair of the Financial Control Commission.
- 48.4.** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chair of the Financial Control Commission shall have the decisive vote and in their absence, the replacement Chair of the Financial Control Commission shall have the decisive vote.

- 48.5.** A duly convened meeting of the Financial Control Commission shall be validly held even if all or some of the members of the Financial Control Commission are not physically present, but participate in the deliberations via any means of telecommunication that allow members of the Financial Control Commission to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Financial Control Commission shall be deemed present.
- 48.6.** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the voting members of the Financial Control Commission may vote via electronic means during a meeting of the Financial Control Commission. The Chair of the Financial Control Commission shall take the necessary steps allowing the voting members of the Financial Control Commission to vote electronically. The Chair of the Financial Control Commission shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the voting members of the Financial Control Commission having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 49. Register of minutes

- 49.1.** Minutes shall be drawn up at each meeting of the Financial Control Commission. They shall be approved and signed by the Chair of the Financial Control Commission and kept in a register of minutes. Copies shall be sent via regular means of communication by the Chair of the Financial Control Commission to the members of the Financial Control Commission. The register of minutes shall be kept at the registered office of the Association where all members of the Financial Control Commission and the Board may consult it, without, however, displacing it.

Article 50. Written procedure

- 50.1.** The Financial Control Commission may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 47 of these Statutes do not have to be complied with.
- 50.2.** For this purpose, the Chair of the Financial Control Commission, upon their own initiative or upon request of two (2) voting members of the Financial Control Commission acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Financial Control Commission, with request to the voting members of the Financial Control Commission to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Secretary-General and within the time limit mentioned in the notice.
- 50.3.** The decisions are deemed to have been taken if (i) at least half of the voting members of the Financial Control Commission have sent their vote(s) back via the mean of written communication designated by the Secretary-General, within the time limit, and (ii) if the items on the agenda have obtained at least a simple majority of the votes cast by the voting members of the Financial Control Commission having sent their vote(s) back via the mean of written communication designated by the Secretary-General. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chair of the Financial Control Commission shall have the decisive vote.
- 50.4.** The members of the Financial Control Commission are not allowed to grant proxies.
- 50.5.** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Financial Control Commission.

- 50.6.** The decisions taken via written procedure shall be sent via regular means of communication by the Chair of the Financial Control Commission to the members of the Financial Control Commission.

TITLE X. CHAIR OF THE FINANCIAL CONTROL COMMISSION (FCC)

Article 51. Chair of the Financial Control Commission

- 51.1.** The voting members of the FCC shall elect a Chair of the Financial Control Commission amongst the voting members of the FCC. Their mandate shall not be remunerated.
- 51.2.** The term of office of the Chair of the Financial Control Commission is a two (2) years term, once renewable in a row.
- 51.3.** The voting members of the FCC shall elect a replacement Chair of the Financial Control Commission amongst the voting members of the FCC, if the Chair of the Financial Control Commission is unable or unwilling to perform an action.

Article 52. Powers

- 52.1.** The Chair of the Financial Control Commission shall have the powers specifically granted to them by these Statutes. In particular, the Chair of the Financial Control Commission shall have the following powers:
- (a) Represent the Financial Control Commission at the Board, upon invitation of the President, and at the General Assembly;
 - (b) Convene and chair the meetings of the Financial Control Commission; and
 - (c) In case of a tied vote, have the casting vote within the Financial Control Commission.

TITLE XI. CONSULTATIVE BODY ON MEMBERSHIP APPLICATIONS (CBMA)

Article 53. Composition

- 53.1.** The Consultative Body on Membership Applications shall be composed as follows:
- (a) One (1) or two (2) members elected by the General Assembly amongst the candidates of the NYC Pillar for a two (2) years term, once renewable in a row, starting on 1 July following the meeting of the General Assembly during which they have been appointed; and
 - (b) One (1) or two (2) members elected by the General Assembly amongst the candidates of the INGYO Pillar, for a two (2) years term, once renewable in a row, starting on 1 July following the meeting of the General Assembly during which they have been appointed.
- 53.2.** Upon proposal of the Board, the General Assembly shall vote once on the list of candidate members of the Consultative Body on Membership Applications as a whole and the candidate members of the Consultative Body on Membership Applications shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Full Members present.
- 53.3.** Each new member of the Consultative Body on Membership Applications who is elected by the General Assembly to replace another member of the Consultative Body on Membership Applications, whose mandate has terminated before the expiry of its term, shall only be elected for the member of the Consultative Body on Membership Applications, being replaced. By derogation

to Paragraph 53.1 of the present Article, the term of office of a member of the Consultative Body on Membership Applications can exceed two (2) terms of office if the member of the Consultative Body on Membership Applications has started their term of office pursuant to the present Paragraph. In this case, the mandate performed by a member of the Consultative Body on Membership Applications for the remainder of a term pursuant to the present Paragraph (which therefore only constitutes a partial term) shall not be taken into account for the computation of the number of terms of office as referred to in Paragraph 53.1 of this Article.

- 53.4.** The mandate of the members of the Consultative Body on Membership Applications, terminates by expiry of the term of their mandate. The mandate of a member of the Consultative Body on Membership Applications terminates as of right and with immediate effect, by death or incapacity.
- 53.5.** The General Assembly may further dismiss a member of the Consultative Body on Membership Applications at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Consultative Body on Membership Applications concerned is convened at the meeting (whether present or not) and has received the possibility to defend their position during the meeting of the General Assembly and prior to the voting on the dismissal. The concerned member of the Consultative Body on Membership Applications shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.
- 53.6.** The members of the Consultative Body on Membership Applications are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board. In case of the end of the mandate of the member of the Consultative Body on Membership Applications for whatever reason, except the cases of automatic termination of the mandate, or dismissal, the member of the Consultative Body on Membership Applications as the case may be shall continue performing the duties of their office until the Board has provided in their replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 53.7.** In case of termination of the mandate of the member of the Consultative Body on Membership Applications for whatever reason, the member of the Consultative Body on Membership Applications as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 53.8.** The Consultative Body on Membership Applications 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 Consultative Body on Membership Applications.

Article 54. Powers

- 54.1.** The Consultative Body on Membership Applications shall have the powers specifically granted to it by these Statutes. In particular, the Consultative Body on Membership Applications shall have the following powers:
- (a) Reviewing the applications of applicants to membership and drafting membership application reports verifying that all membership criteria are complied with and non-binding advices on the membership applications to the Board and the General Assembly;
 - (b) Reviewing the membership of existing members to verify that membership criteria are complied with;
 - (c) Giving a non-binding advice on the proposals of exclusion of a Member to the Board and the General Assembly; and

- (d) Acting as contact for existing Members in relation to both proposed as well as adopted changes relevant to their membership status, such as changes of statutes and/or legal status.

Article 55. Meetings

- 55.1.** The rules regarding the meetings of the Board provided for in Article 37 of these Statutes shall apply *mutatis mutandis* to the meetings for the Consultative Body on Membership Applications.

Article 56. Proxies

- 56.1.** The member of the Consultative Body on Membership Applications shall not have the right to give a proxy, to be represented at a meeting of the Consultative Body on Membership Applications.

Article 57. Convening notices. Agenda

- 57.1.** The rules regarding the convenings of the meetings of the Board and the establishment of the agenda of the meetings of the Board provided for in Article 39 of these Statutes shall apply *mutatis mutandis* to the convenings of the meetings of the Consultative Body on Membership Applications and the establishment of the agenda of the meetings of the Consultative Body on Membership Applications.
- 57.2.** The rules regarding the right to propose an additional item to be included on the agenda of the Board provided for in Article 39.2 of these Statutes shall apply *mutatis mutandis* to the right to propose an additional item to be included on the agenda of the Consultative Body on Membership Applications.
- 57.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if half of the members of the Consultative Body on Membership Applications are present at the meeting of the Consultative Body on Membership Applications and vote to proceed with such vote.
- 57.4.** Each member of the Consultative Body on Membership Applications shall have the right, before, during or after a meeting of the Consultative Body on Membership Applications, to waive the convening formalities and periods required by the present Article. Unless they disagree, any member of the Consultative Body on Membership Applications present at a meeting of the Consultative Body on Membership Applications shall be considered to have been regularly convened to this meeting.

Article 58. Presence quorum. Voting majority. Votes

- 58.1.** The rules regarding the presence quorum, voting majority and voting within the Board provided for in Article 40 of these Statutes shall apply *mutatis mutandis* to the presence quorum, voting majority and voting within the Consultative Body on Membership Applications.
- 58.2.** The members of the Consultative Body on Membership Applications shall each have one (1) vote.
- 58.3.** The rules regarding the virtual meetings and vote via electronic means of the Board provided for in Article 40.5 and Article 40.6 of these Statutes shall apply *mutatis mutandis* to the virtual meetings and vote via electronic means of the Consultative Body on Membership Applications.

Article 59. Register of minutes

- 59.1.** The rules regarding the minutes of the Financial Control Commission provided for in Article 41 of these Statutes shall apply *mutatis mutandis* to the minutes of the Consultative Body on Membership Applications.

Article 60. Written procedure

- 60.1.** The rules regarding the written procedure of the Board provided for in Article 42 of these Statutes shall apply *mutatis mutandis* to the written procedure of the Consultative Body on Membership Applications.

TITLE XII. CHAIR OF THE CONSULTATIVE BODY ON MEMBERSHIP APPLICATIONS (CBMA)

Article 61. Chair of the Consultative Body on Membership Applications (CBMA)

- 61.1.** The Consultative Body on Membership Applications shall elect a Chair of the Consultative Body on Membership Applications amongst the members of the Consultative Body on Membership Applications. Their mandate shall not be remunerated.
- 61.2.** The term of office of the Chair of the Consultative Body on Membership Applications is a two (2) years term, once renewable in a row.
- 61.3.** The members of the Consultative Body on Membership Applications shall elect a replacement Chair amongst the members of the Consultative Body on Membership Applications present at the meeting, if the Chair of the Consultative Body on Membership Applications is unable or unwilling to perform an action.

Article 62. Powers

- 62.1.** The Chair of the Consultative Body on Membership Applications shall have the powers specifically granted to them by these Statutes. In particular, the Chair of the Consultative Body on Membership Applications shall have the following powers:
- (a) Represent the Consultative Body on Membership Applications at the Board, the General Assembly and the Council of Members;
 - (b) Convene and chair the meetings of the Consultative Body on Membership Applications; and
 - (c) In case of a tied vote, having the casting vote within the Consultative Body on Membership Applications.

TITLE XIII. WORKING STRUCTURE(S)

Article 63. Working Structure(s)

- 63.1.** The Board may establish, dissolve and delegate tasks to one or more Working Structure(s), such as Working Group(s) and Expert Group(s). The Working Structure(s) shall have a supporting role to the Board on specific issues. The Board 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 Structure(s).

- 63.2.** The Working Structure(s) shall not represent the Association vis-à-vis third parties, unless the Board otherwise decides.
- 63.3.** The Working Structure(s) shall always act under the responsibility of the Board and shall report periodically to Board on its/their activities, and/or at the request of the Board.
- 63.4.** The Working Structure(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 Structure(s).

TITLE XIV. SECRETARY-GENERAL

Article 64. Appointment and function of the Secretary-General

- 64.1.** Upon proposal of the Board, the General Assembly shall appoint a natural person or legal entity, not being a member of the Board and not being a Delegate, as Secretary-General. Their office is remunerated. When a legal entity is appointed as Secretary-General, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Secretary-General in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses incurred by the Secretary-General. The term of office of the Secretary-General is a three (3) year term, which can be extended once in a row with a two (2) year term. The contract can be renewed by the General Assembly before the first three (3) year mandate is complete. The terms and conditions and the remuneration of the Secretary General in line with the collective bargaining agreement, if any, shall be determined by the Board.
- 64.2.** The mandate of the Secretary-General terminates as of right and with immediate effect, (i) by death, or (ii) if the Secretary-General, being a legal entity, 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.
- 64.3.** Unless otherwise agreed, the Board or the General Assembly may replace the Secretary-General at any time and possibly with immediate effect, for a definite or indefinite duration, in case of incapacity of the Secretary-General to exercise their powers linked to their function of Secretary-General within the Association, until the Secretary-General is capable to take back their function.
- 64.4.** Unless otherwise agreed, the Board or the General Assembly may dismiss the Secretary-General at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 64.5.** The Secretary-General is free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Secretary-General for whatever reason, except the cases of automatic termination of the mandate of the Secretary-General or dismissal, the Secretary-General shall continue performing the duties of their office until the Board has provided in their replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

- 64.6.** In case of the end of the mandate of the Secretary-General for whatever reason, the Secretary-General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 64.7.** The Secretary-General shall be a permanent observer at all bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Secretary-General.
- 64.8.** Notwithstanding the above Paragraph, the Board may decide that the Secretary-General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board.

Article 65. Powers of the Secretary-General

- 65.1.** The Secretary-General shall have the powers specifically granted to them by these Statutes. In particular, the Secretary-General shall have the following powers:
- (a) The delegation of tasks to, supervision of and coordination of the work of the secretariat of the Association;
 - (b) The daily management of the Association, within the approved budget;
 - (c) The recruitment of new Members;
 - (d) Fundraise and grow the capacity of the Association;
 - (e) The decision on the invoicing procedure and the time for payment of the membership fees;
 - (f) In cooperation with the Board, the coordination and the organisation of the meetings of the General Assembly and the Council of Members;
 - (g) In cooperation with the President and Vice-Presidents, the coordination and the organisation of the meetings of the Board;
 - (h) Submitting the applications for admission to membership to the Consultative Body on Membership Applications;
 - (i) Executing the decisions of the Board;
 - (j) Sending the convening notices of the General Assembly, the Council of Members and the Board;
 - (k) The hiring and the dismissal of the employees of the secretariat of the Association;
 - (l) Preparation of the draft annual working plan, the draft annual accounts and the draft budget and submitting them to the Board for finalisation and approval;
 - (m) The supervision of the financial affairs of the Association, under the supervision of the Financial Control Commission; and
 - (n) Ensuring the public relations of the Association, particularly regarding communication with third parties.
- 65.2.** The Secretary-General shall always act under the responsibility of the Board and within the approved budget.

TITLE XV. LIABILITY

Article 66. Liability

- 66.1.** The members of the Board, the Financial Control Commission, the Consultative Body on Membership Applications, the President, the Vice-Presidents and the Secretary-General are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

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

TITLE XVI. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 67. External representation of the Association

67.1. The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by:

- (a) The President acting alone; or
- (b) Two (2) members of the Board, acting jointly; or
- (c) One (1) member of the Board and the Secretary-General, acting jointly.

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

67.3. None of the aforementioned persons must justify their powers vis-à-vis third parties.

67.4. In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by (i) the Board, (ii) the President acting alone, (iii) two (2) members of the Board, acting jointly, (iv) one (1) member of the Board and the Secretary-General, acting jointly, or, (v) within the framework of daily management, by the Secretary-General, acting alone.

TITLE XVII. INTERNAL RULES

Article 68. Internal rules

68.1. To detail and complete the provisions of these Statutes, the Board may adopt, amend and/or revoke internal rules.

68.2. On the date of the last amendments to these Statutes, the last version of the internal rules, named "Rules of Procedure", has been adopted on 24 November 2018.

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

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

Article 69. Financial year

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

Article 70. Annual Accounts. Budget

- 70.1.** The Board 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.
- 70.2.** Each year, the Board shall submit the draft annual accounts and the draft budget to the Financial Control Commission for a non-binding advice. After the Financial Control Commission has rendered its non-binding advice on the draft annual accounts and the draft budget and within six (6) months following the end of the financial year and after the Council of Members or the General Assembly, as the case may be, has approved the provisional budget, the Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.
- 70.3.** By derogation to Article 21.3 of these Statutes, the draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty-one (21) calendar days before the Ordinary General Assembly.

Article 71. Auditing of the annual accounts

- 71.1.** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.
- 71.2.** If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.
- 71.3.** The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XIX. AMENDMENTS TO THESE STATUTES

Article 72. Amendments to these Statutes

- 72.1.** The General Assembly can validly decide on amendments to these Statutes only if (i) at least two-thirds (2/3) of the Full Members are present and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present. Blank votes, invalid votes and abstentions shall not be counted.
- 72.2.** If at least two-thirds (2/3) of the Full Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least two (2) months after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present, in accordance with the voting majority stipulated in Article 72.1 of these Statutes, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons present.
- 72.3.** The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Board.

- 72.4.** 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.
- 72.5.** Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.
- 72.6.** By derogation to Paragraph 72.1 of the present Article, the Board can also validly decide on amendments to Article 68.2 of these Statutes.

TITLE XX. DISSOLUTION. LIQUIDATION

Article 73. Dissolution. Liquidation

- 73.1.** The General Assembly can validly decide on the dissolution of the Association only if (i) at least two-thirds (2/3) of the Full Members are present and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present. Blank votes, invalid votes and abstentions shall not be counted.
- 73.2.** If at least two-thirds (2/3) of the Full Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least two (2) months after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present, in accordance with the voting majority stipulated in Article 73.1 of these Statutes, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.
- 73.3.** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Board.
- 73.4.** Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of their/their powers. Failing the appointment of one or more liquidator(s), all the members of the Board shall be deemed to be jointly in charge of the Association's liquidation.
- 73.5.** The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Statutes.

TITLE XXI. VARIA

Article 74. Notifications

- 74.1.** Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages

in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

- “Regular means of communication” means regular mail or any other means of written communication (including email); and
- “Special means of communication” means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

Article 75. Computation of time

75.1. For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- “Month(s)” mean(s) (a) calendar month(s); and
- “Calendar day(s)” mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

Article 76. Simple majority

76.1. For the determination of the voting majorities set out in these Statutes, the term below shall be defined as follows:

- “Simple majority” means that the proposal which obtains the highest number of the votes cast by the Members/members of the Board present or represented is adopted.

Article 77. Abstentions

77.1. For the determination of the voting majorities set out in these Statutes, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision. For the avoidance of doubt, abstentions do not affect the presence quorum.

Article 78. Secret ballot

78.1. For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Full Members, the members of the Board, etc.) votes are anonymous.

Article 79. Varia

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

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

79.3. The candidate members to the Board, the candidate members to the Financial Control Commission and the candidate members to the Consultative Body on Membership Applications cannot respectively be elected as members of the Board, members of the Financial Control Commission

and Consultative Body on Membership Applications if they will turn thirty-five (35) years old during their term of office as members respectively of the Board, members of the Financial Control Commission, or members of the Consultative Body on Membership Applications. By derogation to the above, this age restriction only applies to fifty percent (50%) of the members of the Financial Control Commission.

- 79.4.** For the performance of their duties, members of the Board may elect domicile at the registered office of the Association.
- 79.5.** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

Article 80. Transitional provisions

- 80.1.** By derogation to Article 35.2 of these Statutes, the Extraordinary General Assembly deciding on the adoption of these Statutes may resolve to reduce the duration of the mandate of the current members of the Board, President and Vice-Presidents until July 1st 2024.



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