

**Articles of Association of  
European Diabetes Forum**

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

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

**Article 1. Founding Members**

The founding members of the Association are (hereafter: “**Founding Members**”):

- European Association for the Study of Diabetes e.v., abbreviated “EASD”, a non-profit association incorporated under German law, having its registered office located at Rheindorfer Weg 3, 40591 Düsseldorf, Germany and registered with the Düsseldorf Local Court under the register number VR 7031 (hereafter: “**EASD**”);
- European Foundation for the Study of Diabetes, abbreviated “EFSD”, a non-profit foundation incorporated under German law, having its registered office located at Rheindorfer Weg 3, 40591 Düsseldorf, Germany and registered in the electronic Foundation Register under the register number 21.13 St 767 (hereafter: “**EFSD**”);
- Juvenile Diabetes Research Foundation, abbreviated “JDRF”, a non-profit organisation incorporated under US law, having its registered office located at 26 Broadway, 14<sup>th</sup> floor, New York, NY10004, United States of America (hereafter: “**JDRF**”); and
- Foundation of European Nurses in Diabetes, abbreviated “FEND”, a non-profit organisation incorporated under English law (Register Number 7114723), having its registered office located at 37 Earls Drive, Newcastle On Tyne, NE15 7AL, United Kingdom and registered as a charity under the charity number 1134995 (hereafter: “**FEND**”).

**Article 2. Name. Legal form. Term**

The international non-profit association named “European Diabetes Forum”, abbreviated “EUDF” (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.

All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number, and the mention “registre des

personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

**Article 3. Registered office**

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

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

If the transfer of the registered office of the Association implies a change of the language of these Articles of Association according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 21 of these Articles of Association.

The Association may establish offices in any country or place.

**TITLE II. NON-PROFIT PURPOSES. OBJECT**

**Article 4. Non-profit purposes**

The non-profit purposes of international utility of the Association shall be, within the European Union and worldwide to:

(a) Provide an international powerful and cohesive platform in which diverse stakeholders are working together to further the improvement of diabetes prevention and diabetes care;

(b) Enable healthcare systems to cope with the diabetes pandemic while achieving the best possible outcomes for people with diabetes;

(c) Ensure the translation of research into policy actions towards better diabetes care at national and international level; and

(d) Defend, represent, and promote in the broadest sense of the word the common interests of its Members.

**Article 5. Objects**

To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purposes including, but not limited to:

(a) Facilitating and supporting the cooperation between Members and/or stakeholders to address and work on matters related to diabetes care by:

a. Exchanging, collecting and distributing information on diabetes, diabetes prevention and diabetes care;

b. Addressing diabetes issues through the development of policy actions at national and international level;

c. Developing and coordinating joint projects of Members on diabetes care; and

d. Communicating on the activities and achievements of the Association;

(b) Disseminate information and issue publications;

(c) Organise and arrange congresses, seminars, workshops, and other programmes and convenings at international and national levels;

(d) Collect and analyse statistical data;

(e) Participate in European Union or other public authorities' programmes, calls for proposals of the European Union, national governments or other public and semi-public authorities, and in general to apply for grants from the European Union, national governments or other public and semi-public authorities; and

(f) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purposes of the Association, as well as other regional and/or international initiatives and/or organisations.

### **TITLE III. MEMBERS**

#### **Article 6. Membership**

The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members. The Founding Members shall be the first Full Members.

All references in these Articles of Association to "Member" or "Members" without any other specification are references to Full Members and Associate Members collectively.

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

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

#### **Article 7. Full Members**

The category of Full Membership is open and accessible to any legal entity which:

- (a) Works in the diabetes scope and/or has a purpose similar to the purposes of the Association;
- (b) Is duly constituted in accordance with the laws and practices of its country of origin;  
and
- (c) Has the legal personality.

For the purpose of Article 21, Article 22, Article 44 and Article 45 of these Articles of Association, the Full Members shall be divided in the following stakeholders groups:

- (a) Non-profit legal entities; and
- (b) For profit legal entities.

At the time of admission to membership, the Board shall determine to which stakeholders group each new Full Member belongs.

Full Members shall enjoy all membership rights, including voting rights at the General Assembly.

#### **Article 8. Associate Members**

The category of Associate Membership is open and accessible to any legal entity:

- a) Duly constituted in accordance with the laws and practices of its country of origin;
- b) Having the legal personality;
- c) Does not meet the criteria to be eligible as a Full Member; and

- d) Wishing to support the work which forms the purpose of the Association, by its advice, influence, and activity.

Associate Members shall have the rights specially granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights at the General Assembly.

#### **Article 9. Admission to membership**

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

The Board shall submit this application for admission to the General Assembly after having verified that all conditions for membership are complied with. Subsequently, the General Assembly shall decide on the admission to membership either during a physical meeting or via the written/online procedure as described under Article 22 of these Articles of Association. The decisions of the General Assembly regarding membership admissions are final and sovereign and shall not be justified.

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

#### **Article 10. Representation of Members**

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

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

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

#### **Article 11. Resignation. Exclusion**

Members are free to resign from the Association at all times by giving written notice via special means of communication, at least three (3) months before 31 December of each year, to the Chief Executive Officer. The Chief Executive Officer shall submit the resignation to the Board, which

shall in turn take note of it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Chief Executive Officer.

A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 7 and Article 8 of these Articles of Association, or (ii) is not duly or timely or fully complying with these Articles of Association, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be excluded from membership, upon proposal by the Board and decision of the General Assembly.

Before excluding a Member, 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. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The General Assembly may decide to exclude a Member, provided that the concerned Member is convened to the meeting and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The General Assembly can validly decide on the exclusion of a Member only if (i) the Standard Voting System is used and (ii) the decisions to exclude a Member obtain at least a two-thirds (2/3) majority of the votes cast by the Full Members present or represented. The decisions of the General Assembly regarding the exclusion of a Member are final and sovereign and shall be justified. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the General Assembly.

A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner, and (iv) upon decision of the Chief Executive Officer, 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.

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

## **Article 12. Membership fees**

Each Full Member shall pay membership fees per year depending of the stakeholders group to which it belongs, as proposed by the Board and decided by the General Assembly. Each year, the amount of membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Board and decided by the General Assembly.

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

Without prejudice to Article 11 of these Articles of Association, if a Member fails to pay its membership fees within thirty (30) calendar days after a reminder has been sent to it by the Chief Executive Officer:

- (a) Its voting rights shall be automatically and immediately suspended;
- (b) Its Representative(s) shall not be entitled to attend any meeting of the General Assembly

until the payment of the membership fees due.

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

In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Board to the General Assembly for approval.

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

#### **Article 13. Compliance with the Articles of Association and the internal rules**

Any Member shall expressly adhere to these Articles of Association and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purposes of the Association and (ii) pay the annual membership fees, including those for the year in which the application for admission to membership is submitted.

#### **TITLE IV. SUPPORTING COLLABORATORS**

##### **Article 14. Supporting Collaborators**

The Board shall have the right to grant the status of Supporting Collaborator to any legal entity willing to assist in the promotion and the development of the Association. The Board may revoke the status of Supporting Collaborator granted to one or several legal entity(ies) at any time. The decisions of the Board regarding the granting or the revocation of the status of Supporting Collaborator are final and sovereign and shall be justified.

The Supporting Collaborators shall have, in this capacity, no rights whatsoever (included voting rights) pursuant to these Articles of Association. Supporting Collaborators may be invited by the Board to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board.

Each Supporting Collaborator shall pay a Supporting Collaborator contribution per year, as decided by the Board. Each year, the amount of the Supporting Collaborator contribution and the calculation method of the Supporting Collaborator contribution for each Supporting Collaborator shall be decided by the Board.

Each Supporting Collaborator shall appoint one or two natural person(s), called the “Supporting Collaborator Representative(s)”, to represent it within the Association.

If a Supporting Collaborator Representative ceases to be employed by or is no longer otherwise linked to the Supporting Collaborator he/she is representing, (i) he/she shall as of right lose his/her capacity as Supporting Collaborator Representative and (ii) the said Supporting Collaborator shall immediately replace this Supporting Collaborator Representative unless the Supporting Collaborator has another Supporting Collaborator Representative.

Each Supporting Collaborator shall inform, via regular means of communication, the Chief Executive Officer of the identity, contact details, of its/their Supporting Collaborator Representative(s).

## **TITLE V. ORGANISATIONAL STRUCTURE**

### **Article 15. Bodies**

The statutory bodies of the Association are:

- (a) The General Assembly;
- (b) The Board;
- (c) The Chair; and
- (d) The Vice-Chair.

In addition to the above described mandatory bodies, the Association may have the following bodies and officers:

- (a) The Strategy Forum; and
- (b) The Chief Executive Officer.

## **TITLE VI. GENERAL ASSEMBLY**

### **Article 16. Composition. Voting rights**



The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 10 of these Articles of Association.

Each Full Member shall have one (1) vote.

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

Each member of the Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Board who has been appointed as Voter shall be authorised to vote in this specific capacity for the Full Member he/she represents.

The General Assembly shall be chaired by the Chair. If the Chair is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Representative designated for this purpose by the General Assembly.

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

#### **Article 17. Powers**

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

- (a) The admission of new Members;
- (b) Upon proposal of the Board, the exclusion of Members;
- (c) 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 granted and exercised as well as the conditions under which said mandate can be terminated;
- (d) Upon proposal of the Board, the approval of the Association's strategies and policies;
- (e) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (f) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (g) The discharge to be given to the members of the Board and, if any, to the statutory auditor, or to the external accountant;
- (h) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board;

- (i) The approval of the amount of the additional contributions, upon proposal of the Board;
- (j) The approval of the annual accounts and the budget of the Association;
- (k) The amendment of these Articles of Association; and
- (l) The dissolution of the Association, the allocation of the Association’s net assets in case of dissolution, and the appointment of one or more liquidator(s).

#### **Article 18. Meetings**

The General Assembly shall meet at least once a year upon convening by the Chair or 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.

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

If the Chair is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Board.

#### **Article 19. Proxies**

Each Member shall have the right, via regular means of communication, always with copy to the Chief Executive Officer via similar means, to give a proxy to another Member of its membership category to be represented at a General Assembly meeting. No Member may hold more than two (2) proxies.

Each Member shall have the right via regular means of communication, always with copy to the Chief Executive Officer via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary amendments to these Articles of Association 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 44 of these Articles of Association. In that case, each Member or third party may hold an unlimited number of proxies.

#### **Article 20. Convening notices. Agenda**

Convening notices for the General Assembly shall be notified to the Members and the members of the Board by the Chief Executive Officer via regular means of communication at least

twenty-one (21) calendar days before the meeting. The convening notice shall mention the date, time and place of the meeting of the General Assembly. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Chief Executive Officer and adopted by the Chair or the Board.

Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members and notified to the Chair at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the Chair 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 seven (7) calendar days before the meeting of the General Assembly.

No vote shall be cast regarding an item that is not listed on the agenda, except if at least two thirds (2/3) of the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

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 he/she/it disagrees, any Member present or represented 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.

#### **Article 21. Voting systems. Presence quorum. Voting majority. Votes**

Unless otherwise stipulated in these Articles of Association, the General Assembly shall be validly constituted when (i) at least two (2) of the Full Members belonging to the stakeholders group of the non-profit legal entities and (ii) at least half of all the Full Members irrespectively to which stakeholders group they belong to are present or represented.

If at least (i) two (2) Full Members belonging to the stakeholders group of the non-profit legal entities and (ii) at least half of all the Full Members irrespectively to which stakeholders group they belong to are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate provided that at least two (2) Full Members belonging to the stakeholders group of the non-profit legal entities are present or represented, in accordance with the voting majority stipulated in the third paragraph of the present Article.

Prior to any meeting of the General Assembly, the Board shall decide which of the following voting systems shall be used for each item on the agenda:

(a) The standard voting system (hereafter: **“Standard Voting System”**): Unless otherwise stipulated in these Articles of Association, decisions of the General Assembly shall be validly adopted if they obtain (i) a number of the votes cast by the Full Members belonging to the

stakeholders group of the non-profit legal entities present or represented greater than fifty percent (50%), and (ii) a number of the votes cast by all the Full Members present or represented irrespectively to which stakeholders group they belong greater than fifty percent (50%); or

(b) The single transferable vote (hereafter: “STV”) voting system: 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 STV voting system who/which shall be in charge to organise the vote in accordance with the STV voting system which shall be designed to achieve proportional representation through ranked voting. More specifically, the STV voting system shall be a voting system of proportional representation in which a Full Member's vote can be transferred to a second or further competing proposal (according to the Full Member's stated order of preference) if the proposal of first choice is eliminated during a succession of counts or has more votes than are needed for election. The detailed rules governing the STV voting system shall be determined in the internal rules. In any case, the STV voting system shall always take place electronically.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member whose Representative is the Chair shall have the decisive vote and in its absence (whether represented or not), the Full Member whose Representative is the Vice-Chair. If the Full Member whose Representative is the Chair and the Full Member whose Representative is the Vice-Chair are both absent (whether represented or not), the Full Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

Except in case of STV voting system, the votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.

Provided that the possibility to participate in the General Assembly via electronic means of communication is mentioned in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the Members to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Board shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present.

Provided that the possibility to vote electronically is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Board shall take the necessary steps allowing the Full Members to vote electronically. It shall set up the practical procedures for the electronic voting, and shall ensure that the system of electronic voting used allows for (i) the identification of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit.

## **Article 22. Written/online procedure**

Except for (i) the amendment of these Articles of Association, and (ii) the dissolution and liquidation of the Association, the General Assembly may take decisions via written/online procedure.

For this purpose, the Chair, upon request of the Board, and with the assistance of the Chief Executive Officer shall send a notice including (i) the agenda, (ii) the proposals for the decisions to be taken, and (iii) which voting systems described under Article 21, paragraphs 2 (a) and (b) of these Articles of Association shall apply to each item on the agenda 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 votes back via regular means of communication to the Association or, if provided for by the Board, by submitting their votes via an online platform, and within the term indicated in the notice which shall be at least twenty one (21) calendar days.

Notwithstanding the voting system used, a number of Full Members greater than fifty percent (50%) shall cast their votes, within this period, for the voting procedure to be valid. In the event of a tie, the decisions are deemed not to be taken.

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

Decisions taken by written/online resolutions are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Board.

### **Article 23. Register of minutes**

Minutes shall be drawn up at each General Assembly meeting. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Chief Executive Officer to the Members.

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

## **TITLE VII. BOARD**

### **Article 24. Composition**

**24.1.** The Association shall be administered by a Board composed of minimum four (4) and maximum ten (10) members of the Board.

**24.2.** Each member of the Board shall be a Representative of a Full Member.

**24.3.** The Board shall be composed as follows:

(a) Each Founding Member may as of right have one (1) Representative being a member of the Board; and

(b) Upon decision of the General Assembly, between one (1) and six (6) additional members of the Board.

**24.4.** Except for the members of the Board referred to in paragraph 24.3 (a) of the present Article, the General Assembly shall elect the members of the Board. The term of office of the members of the Board shall be two (2) years, renewable twice. Their mandate shall be non-remunerated. The Association shall cover all reasonable travel and accommodation expenses incurred by the members of the Board to attend the meetings of the Board.

**24.5.** The Chair shall inform via regular means of communication, the Founding Members as soon as they may each appoint one (1) Representative as member of the Board. Each Founding Member shall inform the Chair regarding the Representative it has appointed as member of the Board within the term indicated by the Chair. The Chair, taking into account the criteria set out in paragraphs 24.2 and 24.3 of the present Article, shall draw up a list of each of the Representatives the Founding Members have appointed as members of the Board. The list shall be attached to the convening notice of the meeting of the General Assembly at which one or more member(s) of the Board may be appointed for acknowledgement purposes. The detailed procedures for the appointment of members of the Board shall be determined in the Internal Rules, if any.

**24.6.** Each Full Member may propose at least one (1) candidate member of the Board to the Board at least forty-two (42) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Board will be elected. The Board must inform the Full Members as soon as a new election by the General Assembly is necessary. The Board, taking into account the criteria set out in paragraphs 24.2 and 24.3 of the present Article, shall draw up a list of all proposed members of the Board. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Board will be elected. If there is no list or an incomplete list of candidate members of the Board, the General Assembly may freely elect without any formality one or more member(s) of the Board out of the Representatives of the Full Members. The detailed procedures for the election of members of the Board shall be determined in the internal rules, if any.

**24.7.** The mandate of a member of the Board terminates by expiry of his/her membership of the Board. 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 ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, or (iii) if the Full Member the member of the Board represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the member of the Board represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the

member of the Board represents, has substantially modified its activities, or (vi) if a member of the Board does no longer meet the criteria set out in paragraphs 24.2 and 24.3 of the present Article.

**24.8.** Except the members of the Board referred to in paragraph 24.3 (a) of the present Articles, the mandate of a member of the Board also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Board at any time and does not need to justify its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Board concerned is convened to the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

**24.9.** 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 Chair. 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 his/her office until he/she has been replaced within sixty (60) calendar days.

**24.10.** 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.

**24.11.** 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 labor law provisions and the services agreement provisions, if applicable.

**24.12.** The Board shall be chaired by the Chair. If the Chair is unable or unwilling to chair the Board, the Board shall be chaired by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to chair the Board, the Board shall be chaired, by the oldest member of the Board (in age) being a Representative of a Founding Member present.

**24.13.** The Board 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.

## **Article 25. Powers**

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

Articles of Association. The Board shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).

The Board shall in particular have the following powers:

- (c) The transfer of the Association’s registered office;
- (d) The determination of the Association’s strategies and policies to be submitted to the General Assembly for approval;
- (e) The general management and administration of the Association;
- (f) The monitoring of the budget expenditures and the allocation of the budget;
- (g) The execution of the decisions of the General Assembly;
- (h) The appointment and dismissal of the Chief Executive Officer, including the discharge to be given;
- (i) Except if a Chief Executive Officer has been appointed, the daily management of the Association, within the approved budget;
- (j) Except if a Chief Executive Officer has been appointed, the hiring and the dismissal of the employees of the secretariat of the Association;
- (k) In cooperation with the Chief Executive Officer, if any, the delegation of tasks to the secretariat of the Association and the overseeing of it;
- (l) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (m) The proposal of the amount of the additional contributions to the General Assembly;
- (n) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Chief Executive Officer, if any, the finalization and approval of these documents that must be submitted to the General Assembly for approval;
- (o) The adoption, the amendment and the revocation of the internal rules, if any;
- (p) The adoption of propositions to be submitted to the General Assembly; and
- (q) The decisions to establish, dissolve, determine the working and governance rules of, and delegate tasks to the Strategy Forum and the overseeing of this.

If no Chief Executive Officer is appointed in accordance with Article 36 of these Articles of Association, all the powers listed in Article 37 of these Articles of Association and specially entrusted to the latter by these Articles of Association will be exercised by the Board.

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.

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 26. Meetings**

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 Chair, and at such time and place as determined in the convening notice. If the Chair is unable or unwilling to convene the Board, the Board shall be convened by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to convene the Board, the Board shall be convened by the oldest member of the Board (in age) being a Representative of a Founding Member.

**Article 27. Proxies**

Each member of the Board shall have the right, via regular means of communication, to give a proxy to another member of the Board, to be represented at a Board meeting. No member of the Board may hold more than two (2) proxies.

**Article 28. Convening notices. Agenda**

Convening notices for the Board shall be notified to the members of the Board by the Chief Executive Officer via regular means of communication at least seven (7) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting. 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 Chief Executive Officer and adopted by the Chair. If the Chair is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Board (in age) being a Representative of a Founding Member present.

Each member of the Board shall have the right to propose an additional item to be included on the agenda of the Board, which shall be notified via regular means of communication to the Chair at least five (5) calendar days before the meeting. In such a case, the Chair 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.

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

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 he/she disagrees, any member of the Board present or represented at a meeting of the Board shall be considered to have been regularly convened to this meeting.

**Article 29. Presences quorum. Voting majority. Votes**

Unless otherwise stipulated in these Articles of Association, the Board shall be validly constituted when at least three (3) members of the Board are present.

If at least three (3) members of the Board are not present or represented at the first meeting, a second meeting of the Board may be convened pursuant to Article 28 of these Articles of Association, 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 or represented, in accordance with the voting majority stipulated in the third paragraph of the present Article.

Unless otherwise stipulated in these Articles of Association, decisions of the Board shall be validly adopted if they obtain a majority of the votes cast by the members of the Board present or represented greater than fifty percent (50%). Each member of the Board shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chair shall have the decisive vote and in his/her absence (whether represented or not), the Vice-Chair. If the Chair and the Vice-Chair are both absent (whether represented or not), the oldest member of the Board (in age) being a Representative of a Founding Member present shall have the decisive vote.

Provided that the possibility to participate in the meeting of the Board via electronic means of communication is mentioned in the convening notice, 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 or represented, but participate in the deliberations via any electronic means of communication that allow members of the Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Chief Executive Officer shall set up the practical procedures to organise this in practice. In such a case, the members of the Board shall be deemed present.

Provided that the possibility to vote electronically is mentioned in the convening notice, the members of the Board may vote via electronic means during a meeting of the Board. The Chief Executive Officer shall take the necessary steps allowing the members of the Board to vote electronically. It shall set up the practical procedures for the electronic voting, and shall ensure that the system of 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 30. Written/online procedure**

When the urgency of the matter requires, the Board may take decisions via written/online procedure.

For this purpose, the Chief Executive Officer, upon request of the Chair, shall send a notice including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all the members of the Board, with request to the members of the Board to vote

on the proposals and to send their votes back via regular means of communication to the Association or, if provided for by the Chair, by submitting their votes via an online platform, and within the term indicated in the notice.

If the votes in favor of at least two thirds (2/3) of all members of the Board regarding the items on the agenda is not received/submitted within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

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

Decisions taken by written/online resolutions are deemed to come into force on the date mentioned on the notice sent to the members of the Board.

### **Article 31. Conflict of interests**

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

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

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

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

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

In relation to the items on the agenda relating to the Conflicting Interest, the Concerned Member of the Board shall not be taken into account for the calculation of the presence quorum as provided for by Article 29 of these Articles of Association. The rules relating to the voting majority provided for by Article 29 of these Articles of Association remain unchanged.

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

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

Paragraphs 1, 2, 3, 5 and 8 of the present Article shall also apply mutatis mutandis to any person other than the members of the Board attending a meeting or part(s) of a meeting of the Board (e.g. the Chief Executive Officer or Supporting Collaborators Representatives).

### **Article 32. Register of minutes**

Minutes shall be drawn up at each Board meeting. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Chief Executive Officer to the members of the Board.

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

## **TITLE VIII. CHAIR AND VICE-CHAIR**

### **Article 33. Election and function of the Chair and Vice-Chair**

A Chair and a Vice Chair shall be appointed amongst the members of the Board by the board of **EASD** and the board of **EFSD**, acting jointly. The Chair and Vice-Chair shall be two (2) distinct members of the Board. Their mandate shall be non-remunerated. Their term of office is a two (2) years term, renewable twice. If the board of EASD and the board of EFSD, acting jointly, do not appoint a Chair and/or a Vice-Chair or if the proposed candidate is unwilling or unable to be the Chair or the Vice-Chair, the Board may freely appoint as Chair or Vice-Chair one of the members of the Board.

Each new Chair or Vice-Chair who is appointed by the board of EASD and the board of EFSD, acting jointly, to replace a Chair or Vice-Chair, whose mandate has ended for whatever reason before the end of the appointed term of office, shall only be appointed for the remainder of the term of the Chair or Vice-Chair being replaced.

The mandate of the Chair and the Vice-Chair terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their membership of the Board.

The board of EASD and the board of EFSD, acting jointly, may further dismiss the Chair as Chair, and the Vice-Chair as Vice-Chair, at any time and do not need to justify their decision without any compensation or cost becoming due by the Association, and provided that the Chair or Vice-Chair concerned is convened to the meeting and has received the possibility to defend his/her position during the meeting of the board of EASD and the board of EFSD and prior to the joint decision of the latter on the dismissal.

The Chair and Vice-Chair are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board, the board of EASD and the board of EFSD. In case of the end of the mandate of the Chair, or the Vice-Chair for whatever reason, except the cases of automatic termination of the membership of the Board, or dismissal, the Chair or Vice-Chair as the case may be shall continue performing the duties of his/her office until the board of EASD and the board of EFSD, acting jointly, have provided in his/her replacement within ninety (90) calendar days.

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

### **Article 34. Powers of the Chair and Vice-Chair**

The Chair shall have the powers specifically granted to him/her by these Articles of Association. In particular, the Chair shall have the following powers:

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

The Vice-Chair shall have the powers specifically reserved for him/her by these Articles of Association. As a general rule, the Vice-Chair shall replace the Chair in his/her absence.

## **TITLE IX. STRATEGY FORUM**

### **Article 35. Strategy Forum**

The Board may establish and delegate tasks to the Strategy Forum. The Strategy Forum shall have a supporting role to the Board on specific issues and can form the policy of the Association when requested by the Board. The Board shall determine amongst others the appointment, reappointment, discharge, mission, composition, powers, terms of office, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorums, voting majorities, and voting procedures, and drafting of minutes of the Strategy Forum.

The Strategy Forum shall not represent the Association vis-à-vis third parties.

The Strategy Forum shall always act under the responsibility of the Board and shall report periodically to the Board on its activities, and/or at the request of the Board and at least annually.

## **TITLE X. CHIEF EXECUTIVE OFFICER**

### **Article 36. Appointment and function of the Chief Executive Officer**

The Board may appoint a natural person or legal entity, not being a member of the Board and not being a Representative, as Chief Executive Officer. His/her/its office may be remunerated. The Association shall cover all reasonable expenses incurred by the Chief Executive Officer. The Chief Executive Officer's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board.

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

The Board may dismiss the Chief Executive Officer at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the

Association, and (iii) prejudice to the applicable mandatory labor law provisions and services agreement provisions, if applicable.

The Chief Executive Officer is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Board, without prejudice to the mandatory labor law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Chief Executive Officer for whatever reason, except the cases of automatic termination of the mandate of the Chief Executive Officer or dismissal, the Chief Executive Officer shall continue performing the duties of his/her/its office until the Board has provided in his/her/its replacement within ninety (90) calendar days.

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

The Chief Executive Officer shall be a permanent observer at the General Assembly, the Board, and the Strategy Forum, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies must simultaneously be notified to the Chief Executive Officer.

Notwithstanding the right of the Chief Executive Officer to attend meetings, the Board shall have the power to convene a “closed business” session exclusive to voting members of the Board. The Chief Executive Officer may be invited to attend but has no established right to do so. Moreover, notwithstanding the preceding paragraph, the Chair may decide that the Chief Executive Officer cannot attend one or more meeting(s) or part(s) of meeting(s) of the Board.

#### **Article 37. Powers of the Chief Executive Officer**

The Chief Executive Officer shall have the powers specifically granted to him/her/it by these Articles of Association. In particular, the Chief Executive Officer shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The identification of possible new Members;
- (c) In cooperation with the Chair, the coordination and the organisation of the Ordinary General Assembly;
- (d) In cooperation with the Chair, the coordination and the organisation of the Board meetings;
- (e) In cooperation with the Board, the delegation of tasks to the secretariat of the Association and the overseeing of it;
- (f) Submitting the applications for admission to membership to the Board;
- (g) Executing the decisions of the Board;
- (h) Sending the convening notices of the General Assembly and the Board;

- (i) The preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Board for finalisation and approval;
- (j) The administration of the financial affairs of the Association, under the supervision of the Chair;
- (k) In cooperation with the Board, the hiring and the dismissal of the employees of the secretariat of the Association and
- (l) Ensuring the public relations of the Association, particularly regarding communication with third parties.

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

## **TITLE XI. RESPONSIBILITY**

### **Article 38. Responsibility**

The members of the Board, the Chair, the Vice-Chair, and the Chief Executive Officer are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

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

## **TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **Article 39. External representation of the Association**

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

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 Chief Executive Officer, acting alone, if any.

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

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Board, the Chair acting alone, or two (2) members of the Board, acting jointly, or, within the framework of daily management, by the Chief Executive Officer, acting alone, if any.

## **TITLE XIII. INTERNAL RULES AND PROCEDURES**



**Article 40. Internal rules and procedures**

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

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

On the date of the constitutive General Assembly of the Association, no internal rules have been adopted.

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

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

**Article 41. Financial year**

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

**Article 42. Annual Accounts. Budget**

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.

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

The draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty-one (21) calendar days before the Ordinary General Assembly.

#### **Article 43. Auditing of the annual accounts**

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.

If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

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

### **TITLE XV. AMENDMENTS TO THESE ARTICLES OF ASSOCIATION**

#### **Article 44. Amendments to these Articles of Association**

The General Assembly can validly decide on amendments to these Articles of Association only if (i) (aa) at least two (2) of the Full Members belonging to the stakeholders group of the non-profit legal entities and (bb) at least half of all the Full Members irrespectively to which stakeholders group they belong to are present or represented, (ii) the Standard Voting System is used, and (iii) the decisions to amend obtain (aa) at least a three-quarter (3/4) majority of the votes cast by the Full Members belonging to the stakeholders group of the non-profit legal entities present or represented, and (bb) at least a three-quarter (3/4) majority of the votes cast by all the Full Members present or represented irrespectively to which stakeholders group they belong to. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member whose Representative is the Chair shall have the decisive vote and in its absence (whether represented or not), the Full Member whose Representative is the Vice-Chair. If the Full Member whose Representative is the Chair and the Full Member whose Representative is the Vice-Chair are both absent (whether represented or not), the Full Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If (i) at least two (2) Full Members belonging to the stakeholders group of the non-profit legal entities and (ii) at least half of all the Full Members irrespectively to which stakeholders group they belong to are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, provided that at least two (2) Full Members belonging to the stakeholders group of the non-profit legal entities are present or represented, in accordance with the voting system and the voting majority stipulated in the first paragraph of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

The main terms of any proposal to amend these Articles of Association shall be explicitly mentioned in the agenda or a separate document included in or attached to the convening notice to the Members and the members of the Board.

The date on which the amendments to these Articles of Association 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 Articles of Association.

Any decision of the General Assembly relating to the amendments of these Articles of Association is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Articles of Association must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE XVI. DISSOLUTION. LIQUIDATION**

### **Article 45. Dissolution. Liquidation**

The General Assembly can validly pronounce the dissolution of the Association only if (i) (aa) at least two (2) of the Full Members belonging to the stakeholders group of the non-profit legal entities and (bb) at least half of all the Full Members irrespectively to which stakeholders group they belong to are present or represented, (ii) the Standard Voting System is used, and (iii) the decision obtains (aa) at least a three-quarter (3/4) majority of the votes cast by the Full Members belonging to the stakeholders group of the non-profit legal entities present or represented, and (bb) at least a three-quarter (3/4) majority of the votes cast by all the Full Members present or represented irrespectively to which stakeholders group they belong to. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member whose Representative is the Chair shall have the decisive vote and in its absence (whether represented or not), the Full Member whose Representative is the Vice-Chair. If the Full Member whose Representative is the Chair and the Full Member whose Representative is the Vice-Chair are both absent (whether represented or not), the Full Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If (i) at least two (2) Full Members belonging to the stakeholders group of the non-profit legal entities and (ii) at least half of all the Full Members irrespectively to which stakeholders group they belong to are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, provided that at least two (2) Full Members belonging to the stakeholders group of the non-profit legal entities are present or represented, in accordance with the voting system and the voting majority stipulated in the first paragraph of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

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

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

The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association shall be allocated to EASD.

**TITLE XVII. VARIA**

**Article 46. Notifications**

Any notice or other communication under or in connection with these Articles of Association shall be written in English, without prejudice to applicable legal obligations. Additionally, with respect of the sending of any notice or communication under or in connection with these Articles of Association, 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 47. Computation of time**

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

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

**Article 48. Abstentions**

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

**Article 49. Varia**

Anything that is not provided for in these Articles of Association 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 Articles of Association and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Articles of Association shall prevail.

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

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

**Article 50. Allocation of the first mandates**

Without prejudice to Article 24 and Article 33 of these Articles of Association, the constitutive General Assembly of the Association shall be entitled to appoint (i) the first members of the Board, (ii) the first Chair, and (iii) the first Vice-Chair, and to decide on their term of office.