



INTERNATIONAL INSTITUTE  
OF SUGAR BEET RESEARCH

***Statutes of the  
International Institute of  
Sugar Beet Research (IIRB)***

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***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 "International Institute of Sugar Beet Research", abbreviated "IIRB" (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.

### **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 Administrative Council, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

**2.3** If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 17 of these Statutes.

**2.4** The Association may establish offices in any country or place.

## **TITLE II. NON-PROFIT PURPOSE. OBJECT**

### **Article 3. Non-profit purpose**

**3.1** The Association's purpose is to promote science and research. The statutory purpose is achieved in particular by means of conducting scientific congresses, seminars and study group meetings. The non-profit purpose of international utility of the Association shall be, worldwide, to:

- (a) Study and promote science and research on sugar beet and exchange results of research to improve the efficiency of sugar beet production;
- (b) Make known discoveries, new procedures and methods; and
- (c) Establish international cooperation in the field of sugar beet research and encourage contacts with other international agricultural organizations.

### **Article 4. Object**

**4.1** To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Organise assemblies and meetings of experts, scientists and persons involved in efforts to improve the efficiency of sugar beet production;

- (b) Coordinate activities concerning specific problems of international importance by compiling reports (which may include recommendations strictly based on science) to be transmitted to its Members and where appropriate, to directly or indirectly concerned, national and international organisations;
- (c) Disseminate information and issue publications;
- (d) Organise and arrange congresses, seminars, workshops, study group meetings and other activities to which all Members, as well as other interested parties, are invited;
- (e) Create working groups which enable those concerned in the field of sugar beet research to establish international cooperation;
- (f) Stimulate, arrange and put into effect any meeting, investigation or research work regarding sugar beets;
- (g) Collect and analyse statistical data; and
- (h) 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 Association does not take part in any political activity and is not part of a commercial entity. The Association exclusively and directly pursues public-benefit purposes within the meaning of the section "Steuerbegünstigte Zwecke" ("Tax-Privileged Purposes") of the Abgabenordnung (German Fiscal Code). The Association does not take part in any political activity or in any commercial activity of its Members.

**4.3** The Association's activities are of a selfless nature; it does not primarily pursue any commercial purposes.

**4.4** The Association's activities on ancillary basis (i.e. not primarily) can be of a commercial and profitable nature, provided always that the profit generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

**4.5** The Association's funds may only be used for the statutory purposes. The Members shall not receive any benefits from the Association's funds.

**4.6** No person may benefit from disbursements which are alien to the Association's purposes, or from disproportionately high compensations.

### **TITLE III. MEMBERS**

#### **Article 5. Membership**

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

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

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

## **Article 6. Membership criteria**

**6.1** The Membership is open and accessible to any natural person cumulatively meeting the following criteria (a) and (b):

- (a) Being:
  - i. A member of the National Research Entity of his/her/its country of origin or any other institute or centre specially engaged in sugar beet research; or
  - ii. A scientist and/or expert recognized for his/her/its work relevant for sugar beet; or
  - iii. A delegate of a group of sugar beet growers and/or sugar beet processors; or
  - iv. A sugar beet grower or member of the personnel of the sugar beet processing industry; and
- (b) Being concerned with sugar beet and able to contribute towards improving the economic production and sustainable development of the sugar beet crop.

**6.2** Persons being members of the same National Research Entity or other institute specially engaged in sugar beet research may each become a Member with their own membership rights, provided that they each pay membership fees.

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

## **Article 7. Admission to membership**

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

**7.2.** The Secretary General shall submit this application for admission to the Administrative Council. After having verified that all conditions for membership are complied with, the Administrative Council shall decide on the admission to membership. The decisions of the Administrative Council regarding membership admissions are final, sovereign and the Administrative Council shall give reasons for its decisions.

## **Article 8. Resignation. Exclusion**

**8.1** 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 Administrative Council. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Secretary General.

**8.2** A Member who (i) ceases to satisfy the definition of the membership as set out in Article 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the Administrative Council.

**8.3** Before excluding a Member, the Administrative Council shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the

consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Administrative Council may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the Administrative Council and has received the possibility to defend his/her/its position during the meeting of the Administrative Council and prior to the voting on the exclusion. The decisions of the Administrative Council regarding the exclusion of a Member are final, sovereign and the Administrative Council shall give reasons for its decisions.

**8.4** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Administrative Council.

**8.5** By derogation to Paragraph 8.4 of the present Article, if a Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Secretary General, all its membership rights shall be automatically and immediately suspended until the payment of the membership fee or the decision of the Administrative Council to exclude the concerned Member, in accordance with Paragraph 8.2 of the present Article.

**8.6** A Member who, 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. 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.

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

#### **Article 9. Membership fees**

**9.1** Each Member shall pay membership fees per year, as decided by the Administrative Council. The amount of the membership fees and the calculation method of the membership fees for each Member shall be decided by the Administrative Council.

**9.2** Without prejudice to Article 8 of these Statutes, if a Member fails to pay its membership fees within thirty (30) calendar days after an official final reminder has been sent to it by the Secretary General, its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due.

### **TITLE IV. NATIONAL RESEARCH ENTITIES**

#### **Article 10. National Research Entities**

**10.1** The Association works closely together with regional, national and international institutes and centres which have been established in view of doing research in the field of sugar beet. Such entities may propose candidate members of the Administrative Council in accordance with Article 19 of these Statutes if they cumulatively meet the following criteria (hereafter: "**National Research Entities**"):

- (a) Representing a country or region which has:
  - i. A permanent and significant sugar beet crop area, as well as an industry for sugar beet processing;
  - ii. A formal inter-professional agreement already existing between sugar beet growers and the sugar industry; and
  - iii. A sufficient research structure for sugar beet;
- (b) Having members actively contributing to the activities of the Association, of which at least six (6) are Members of the Association paying membership fees of the Association; and
- (c) Paying an annual subscription fee to the Association.

**10.2** Each National Research Entity shall pay an annual subscription fee to the Association, as decided by the Administrative Council. The amount of the annual subscription fee and the calculation method of the annual subscription fee for each National Research Entity shall be decided by the Administrative Council.

**10.3** If a National Research Entity fails to pay its annual subscription fee within thirty (30) calendar days after an official final reminder has been sent to it by the Secretary General, its rights pursuant to these Statutes (including the right to propose candidate members of the Administrative Council) shall be automatically and immediately suspended until the payment of the annual subscription fee due.

**10.4** The National Research Entities are not part of the Association and do not represent the Association. The National Research Entities shall bear the cost of their activities.

## **TITLE V. ORGANISATIONAL STRUCTURE**

### **Article 11. Bodies**

**11.1** The bodies of the Association are:

- (a) The General Assembly;
- (b) The Administrative Council;
- (c) The President;
- (d) The Incoming President;
- (e) The Outgoing President;
- (f) The Treasurer;
- (g) The Committee(s), Study Group(s) and Project Group(s)
- (h) The Scientific Advisory Committee; and
- (i) The Secretary General.

## **TITLE VI. GENERAL ASSEMBLY**

### **Article 12. Composition. Voting rights**

**12.1** The General Assembly shall be composed of all Members.

**12.2** Each Member shall have one (1) vote.



**12.3** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Incoming President. If the President and the Incoming President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Outgoing President. If the President, the Incoming President and the Outgoing President are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest member of the Administrative Council (in age) present.

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

### **Article 13. Powers**

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

- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the members of the Administrative Council and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Administrative Council will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (d) The discharge to be given to the members of the Administrative Council, and, if applicable, to the statutory auditor;
- (e) The approval of the annual accounts and the budget of the Association;
- (f) The amendment of these Statutes;
- (g) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
- (h) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

### **Article 14. Meetings**

**14.1** The General Assembly shall meet at least once a year upon convening by the President or the Administrative Council, 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 Administrative Council shall determine the exact date of the Ordinary General Assembly.

**14.2** A meeting of the General Assembly shall be convened at any time by the President or the Administrative Council whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Administrative Council at the written request of at least one-fifth (1/5) of the Members. In this last case, the President or the Administrative Council shall

convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Members. The General Assembly shall take place at the latest on the fortieth (40<sup>th</sup>) calendar day following this request.

#### **Article 15. Proxies**

**15.1** Each Member shall have the right, via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member to be represented at a meeting of the General Assembly. No Member may however hold proxies for more than one-tenth (1/10) of the total number of votes at the General Assembly.

**15.2** Each Member shall have the right via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member 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 39 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

#### **Article 16. Convening notices. Agenda**

**16.1** Convening notices for the General Assembly shall be notified to the Members and the members of the Administrative Council by the Secretary General 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 of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Secretary General and adopted by the President or the Administrative Council.

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

**16.3** Each Member and each member of the Administrative Council 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 Administrative Council present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

#### **Article 17. Presence quorum. Voting majority. Votes**

**17.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least thirty-five (35) Members are present or represented.

**17.2** If at least thirty-five (35) Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 16 of these Statutes, at least seven (7) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority stipulated in Paragraph 17.3 of the present Article. In any case, the

General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**17.3** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**17.4** In the event of a tie, the President shall have the decisive vote and in its absence (whether represented or not), the Incoming President. If the President and the Incoming President are both absent (whether represented or not), the Outgoing President shall have the decisive vote. If the President, the Incoming President and the Outgoing President are all absent (whether represented or not), the oldest member of the Administrative Council (in age) present shall have the decisive vote.

**17.5** The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one (1) of the Members present or represented.

**17.6** By derogation to the Paragraph 17.3 of the present Article, for the election of the members of the Administrative Council referred to in Article 19.4 of these Statutes, decisions of the General Assembly regarding the election of one or more member(s) of the Administrative Council shall be validly adopted as follows:

- (a) If the number of candidate members of the Administrative Council is less or equal to the number of mandates of directors to be fulfilled:
  - i. The General Assembly shall vote once on the list of candidates members of the Administrative Council as a whole; and
  - ii. The list of candidate members of the Administrative Council shall obtain at least fifty per cent (50%) plus one (1) vote of the votes cast by the Members present or represented.
  
- (b) If (i) there are more candidate members of the Administrative Council than the number of mandates of directors to be fulfilled or (ii) if the chairperson of the General Assembly acting alone decides to derogate to Paragraph 17.6 (a) of the present Article:
  - i. The ballot shall be organized in a way that each Member be able to cast its vote as many times as there are mandate(s) of members of the Administrative Council to be fulfilled (e.g. if five (5) directors shall be elected, the Member can cast five (5) votes, i.e. one (1) vote per member of the Administrative Council to be elected); and
  - ii. The candidate member(s) of the Administrative Council shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Members present or represented. In the event of a tie between two (2) or more candidate members of the Administrative Council, subsequent voting round(s) shall take place until the tie is broken.

**17.7** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Administrative Council and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the

Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Administrative Council shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

**17.8** Provided that this possibility has been granted by the Administrative Council and is mentioned in the convening notice, the Members may vote via electronic means during a meeting of the General Assembly. The Administrative Council 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 Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

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

#### **Article 18. Register of minutes**

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

### **TITLE VII. ADMINISTRATIVE COUNCIL**

#### **Article 19. Composition**

**19.1** The Association shall be administered by an Administrative Council composed of minimum five (5) members.

**19.2** Each member of the Administrative Council shall be:

- (a) A Member; and
- (b) A member or representative of a National Research Entity he/she/it is employed by or otherwise linked to.

**19.3** Each National Research Entity which cumulatively meets the criteria set out in Paragraph 10.1 (a) through (c) of the Statutes shall have the right to have one (1) or more of its members or representatives being elected as member of the Administrative Council. Each member of the Administrative Council shall represent the Association and shall act in the interest of the Association and not in the interest of the National Research Entity he/she/it is a member of, is employed by or otherwise linked to.

**19.4** The General Assembly shall elect the members of the Administrative Council. The term of office of the members of the Administrative Council is a four (4) years term, indefinitely renewable. Their mandate shall be non-remunerated.

**19.5** Each National Research Entity which cumulatively meets the criteria set out in Paragraph 10.1 (a) through (c) of the Statutes shall have the right to nominate one (1) or more candidate member(s) to the Administrative Council 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 Administrative Council will be elected, provided that the National Research Entity has paid its national subscription fee as referred in Article 10.1, (c) of these Statutes for the past five (5) years in a row. The Administrative Council shall inform the Members as soon as a new election by the General Assembly is necessary. The Administrative Council, taking into account the criteria set out in Paragraph 19.2 of the present Article, shall draw up a list of all proposed candidates. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Administrative Council will be elected. If there is no list or an incomplete list of candidates, the General Assembly may freely elect without any formality one or more member(s) of the Administrative Council out of the Members who are members or representatives of a National Research Entity. The detailed procedures for the election of the members of the Administrative Council shall be determined in the internal rules, if any.

**19.6** The mandate of a member of the Administrative Council terminates by expiry of his/her/its directorship. The mandate of a member of the Administrative Council terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Administrative Council ceases to be employed by or is no longer otherwise linked to the National Research Entity he/she/it is employed by or otherwise linked to, or (iii) if the member of the Board, for whatever reasons, ceases to be a Member, or (iv) if the National Research Entity the member of the Board is employed by or otherwise linked to, 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 National Research Entity the member of the Administrative Council is employed by or otherwise linked to, has substantially modified its activities.

**19.7** The mandate of a member of the Administrative Council also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Administrative Council 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 Administrative Council concerned is convened at the meeting and has received the possibility to defend his/her/its position during the meeting of the General Assembly and prior to the voting on the dismissal.

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

**19.9** If the mandate of a member of the Administrative Council ceases before its term, for whatever reason, the Administrative Council may freely appoint (by co-optation) a new member of the Administrative Council for the remainder of the term, provided that the member of the Administrative Council appointed (by co-optation) (i) fulfils the criteria set out in Paragraph 19.2 of the present Article

and (ii) his/her/its candidature has been proposed within thirty (30) calendar days as from the end of the mandate of the outgoing member of the Administrative Council by the National Research Entity whose member or representative is the outgoing member of the Administrative Council without prejudice to the regularity of the composition of the Administrative Council. Notwithstanding the preceding sentence, if the National Research Entity whose member or representative is the outgoing member of the Administrative Council does not propose a candidate within thirty (30) calendar days as from the end of the mandate of the outgoing member of the Administrative Council, the Administrative Council may freely appoint a new member of the Administrative Council for the remainder of the term, provided that the member of the Administrative Council appointed fulfils the criteria set out in Paragraph 19.2 of the present Article without prejudice to the regularity of the composition of the Administrative Council. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the member of the Administrative Council appointed (by co-optation). If the mandate of the member of the Administrative Council appointed (by co-optation) is confirmed by the General Assembly, said member of the Administrative Council shall complete the term of office of the replaced member of the Administrative Council, except if the General Assembly otherwise decides. If the mandate of the member of the Administrative Council appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said member of the Administrative Council will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Administrative Council until that date.

**19.10** In case of termination of the mandate of a member of the Administrative Council for whatever reason, the member of the Administrative Council 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.

**19.11** The Administrative Council shall be chaired by the President. If the President is unable or unwilling to chair the Administrative Council, the Administrative Council shall be chaired by the Incoming President. If the President and the Incoming President are both unable or unwilling to chair the Administrative Council, the Administrative Council shall be chaired by the Outgoing President. If the President, the Incoming President and the Outgoing President are all unable or unwilling to chair the Administrative Council, the Administrative Council shall be chaired by the oldest member of the Administrative Council (in age) present.

## **Article 20. Powers**

**20.1** The Administrative Council 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 Administrative Council shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

**20.2** The Administrative Council shall in particular have the following powers:

- (a) The transfer of the Association's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association's strategies and policies;
- (c) The general management and administration of the Association;

- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The admission of new Members;
- (g) The exclusion of Members;
- (h) The election and dismissal of the President, the Incoming President, the Outgoing President and the Treasurer;
- (i) The adoption of the agenda of the meetings of the General Assembly, after preparation by the Secretary General;
- (j) The appointment and dismissal of the Secretary General, including the discharge to be given;
- (k) If applicable, the appointment and dismissal of an external auditor and the determination of his/her/its remuneration;
- (l) If applicable, the discharge to be given to the external auditor;
- (m) The hiring and the dismissal of the employees of the secretariat of the Association;
- (n) The decision on the amount of the membership fees and the calculation method of the membership fees;
- (o) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Secretary General, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (p) The adoption, the amendment and the revocation of the internal rules, if any;
- (q) The decisions to amend Article 35.2 of these Statutes;
- (r) The adoption of propositions to be submitted to the General Assembly; and
- (s) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Study or Projects Group(s) and the overseeing of this/these.

**20.3** Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Administrative Council 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 amount of the annual membership fees, and (iii) the activities of the Association.

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

### **Article 21. Meetings**

**21.1** The Administrative Council shall meet every time the interests of the Association so require and at least once a year, upon convening by the President or at the request of three (3) members of the Administrative Council, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Administrative Council, the Administrative Council shall be convened by the Incoming President. If the President and the Incoming President are both unable or unwilling to convene the Administrative Council, the Administrative Council shall be convened by the Outgoing President. If the President, the Incoming President and the Outgoing President are all unable or unwilling to convene the Administrative Council, the Administrative Council shall be convened by the oldest member of the Administrative Council (in age).

## **Article 22. Proxies**

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

## **Article 23. Convening notices. Agenda**

**23.1** Convening notices for the Administrative Council shall be notified to the members of the Administrative Council by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting of the Administrative Council. The convening notices shall mention the date, time and place of the meeting of the Administrative Council. In addition, the convening notices shall mention if the members of the Administrative Council 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 Administrative Council 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 Incoming President. If the President and the Incoming President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Outgoing President. If the President, the Incoming President and the Outgoing President are all unable or unwilling to adopt the agenda, the agenda will be adopted by the oldest member of the Administrative Council (in age).

**23.2** Each member of the Administrative Council shall have the right to propose additional item(s) to be included on the agenda of the Administrative Council, 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 Administrative Council of the additional item(s) on the agenda of the Administrative Council via regular means of communication at least three (3) calendar days before the meeting of the Administrative Council.

**23.3** 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 members of the Administrative Council are present or represented at a meeting of the Administrative Council and vote to proceed with such vote.

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

## **Article 24. Presence quorum. Voting majority. Votes**

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



**24.2** If at least half of the members of the Administrative Council are not present or represented at the first meeting, a second meeting of the Administrative Council may be convened pursuant to Article 23 of these Statutes, at least seven (7) calendar days after the first meeting of the Administrative Council. The second meeting of the Administrative Council shall validly deliberate irrespective of the number of members of the Administrative Council present or represented, in accordance with the voting majority stipulated in the Paragraph 24.3 of the present Article.

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

**24.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her/its absence (whether represented or not), the Incoming President. If the President and the Incoming President are both absent (whether represented or not), the Outgoing President shall have the decisive vote. If the President, the Incoming President and the Outgoing President are all absent (whether represented or not), the oldest member of the Administrative Council (in age) present shall have the decisive vote.

**24.5** A duly convened meeting of the Administrative Council 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 of the Administrative Council to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Secretary General shall set up the practical procedures to organise this in practice. In such a case, the members of the Administrative Council shall be deemed present.

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

#### **Article 25. Register of minutes**

**25.1** Minutes shall be drawn up at each meeting of the Administrative Council. They shall be approved and signed by the President 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 Administrative Council. The register of minutes shall be kept at the registered office of the Association where all members of the Administrative Council may consult it, without however, displacing it.

#### **Article 26. Written procedure**

**26.1** The Administrative Council 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 23 of these Statutes do not have to be complied with.

**26.2** For this purpose, the Secretary General, upon request of the President or two (2) members of the Administrative Council 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 Administrative Council, with request to the said members 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.

**26.3** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Administrative Council have sent their vote(s) back via the mean of written communication designated by the Secretary General within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one vote of the votes cast by the members of the Administrative Council having sent their vote(s) back via the mean of written communication designated by the Secretary General. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**26.4** For the purpose of the present Article, members of the Administrative Council are not allowed to grant proxies to other members.

**26.5** 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 Administrative Council.

**26.6** The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the members of the Administrative Council.

## **TITLE VIII. PRESIDENT, INCOMING PRESIDENT, OUTGOING PRESIDENT AND TREASURER**

### **Article 27. Election and function of the Incoming President, President, Outgoing President and Treasurer**

**27.1** The Administrative Council shall include an Incoming President, a President, an Outgoing President and a Treasurer amongst its members. The Incoming President, the President, the Outgoing President and Treasurer shall be four (4) distinct members of the Administrative Council, with the exception of the Treasurer, who may also have the mandate of Incoming President or Outgoing President. Their mandate shall be non-remunerated. Their term of office is a two (2) years term, not renewable.

**27.2** The Incoming President and the Treasurer shall be elected by the Administrative Council amongst its members.

**27.3** Once the mandate of the Incoming President has terminated, except in the case of dismissal, the Incoming President shall become President upon decision of the Administrative Council.

**27.4** Once the mandate of the President has terminated, except in the case of dismissal, the President shall as of right become Outgoing President, unless otherwise decided by the Administrative Council.

**27.5** The Outgoing President and the Treasurer can only be re-elected as Incoming President or as Treasurer after a period of four (4) years has elapsed since the end of their mandate as respectively Outgoing President or Treasurer.

**27.6** The mandate of the incoming President, the President, the Outgoing President and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their mandate as member of the Administrative Council.

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

**27.8** The Incoming President, President, Outgoing President and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Administrative Council. In case of the end of the mandate of the Incoming President, the President, the Outgoing President or the Treasurer for whatever reason, except the cases of automatic termination of their mandate as member of the Administrative Council, or dismissal, the Incoming President, President, Outgoing President or Treasurer as the case may be shall continue performing the duties of his/her/its office until the Administrative Council has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**27.9** If the mandate of the Incoming President ceases before his/her/its term, for whatever reasons, the Administrative Council shall freely elect amongst the members of the Administrative Council a new Incoming President for the remainder of the term of the Incoming President being replaced. If the mandate of the President ceases before his/her/its term, for whatever reason, the Incoming President shall become as of right the President for the remainder of the term of the President being replaced, unless otherwise decided by the Administrative Council. If the mandate of the Outgoing President ceases before his/her/its term, for whatever reasons, the Administrative Council shall freely elect amongst the previous Presidents or amongst the members of the Administrative Council a new Outgoing President for the remainder of the term of the Outgoing President being replaced. If the mandate of the Treasurer ceases before his/her/its term, for whatever reason, the Administrative Council shall freely elect amongst the members of the Administrative Council a new Treasurer for the remainder of the term of the Treasurer being replaced. The mandate performed by a President, Incoming President, Outgoing President or Treasurer pursuant to this Paragraph shall not be taken into account for the computation of the number of terms of office in accordance with Paragraph 27.1 of this Article.

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

## **Article 28. Powers of the Incoming President, President, Outgoing President and Treasurer**

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

- (a) Adopting the agenda of the meetings of the General Assembly and the Administrative Council, after preparation by the Secretary General;
- (b) Presiding the meetings of the General Assembly and the Administrative Council;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Administrative Council;
- (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 decisive vote within the Administrative Council.

**28.2** The Incoming President and the Outgoing President shall have the powers specifically reserved for them by these Statutes. As a general rule, the Incoming President shall replace the President in his/her/its absence. If the Incoming President is unable or unwilling to replace the President, the President shall be replaced by the Outgoing President. The Outgoing President shall in particular ensure the continuity during a period of two (2) years as from the start of the mandate of the new President.

**28.3** The Treasurer shall have the powers specifically granted to him/her/it by these Statutes and by the Administrative Council. As a general rule, the Treasurer shall administer the funds of the Association, oversee the financial affairs of the Association and report in this respect to the Administrative Council.

## **TITLE IX. COMMITTEES, STUDY GROUPS AND PROJECT GROUPS**

### **Article 29. Committees, Study Groups and Project Groups**

**29.1** The Administrative Council may establish, on its own initiative or upon proposal of the Scientific Advisory Committee, dissolve and delegate tasks to one or more Committee(s), Study Group(s) and/or Project Group(s).

**29.2** The Committees, Study Groups and Project Groups shall have a supporting role to the Administrative Council on specific issues. The Administrative Council 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 Committees, Study Groups and Project Groups.

**29.3** The Committees, Study Groups and Project Groups shall not represent the Association vis-à-vis third parties.

**29.4** The Committees, Study Groups and Project Groups shall always act under the responsibility of the Administrative Council and shall report periodically to Administrative Council on its/their activities, and/or at the request of the Administrative Council.

**29.5** The Committees, Study Groups and Project Groups 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 Committees, Study Groups and Project Groups.

## **TITLE X. SCIENTIFIC ADVISORY COMMITTEE**

### **Article 30. Scientific Advisory Committee**

**30.1** The Administrative Council may establish, dissolve and delegate tasks to the Scientific Advisory Committee. The Scientific Advisory Committee shall have a supporting role to the Administrative Council. In particular, the Scientific Advisory Committee shall have the following powers:

- (a) Performing the technical and scientific activities entrusted to it by the Administrative Council;
- (b) Giving advice concerning technical and scientific problems referred to it by the Administrative Council;
- (c) Submitting to the Administrative Council suggestions relating to the development of the scientific and technical activities of the Association;
- (d) Preparing the Association's congresses, deciding on their programmes, appointing the session organizers and session chairs and coordinating and stimulating their activities;
- (e) Coordinating and stimulating the activities of the Committee(s), Study Group(s) and Project Group(s) which are subordinate to the Scientific Advisory Committee;
- (f) Advise the Administrative Council with regard to the creation or dissolution of Committee(s), Study Group(s) and Project Group(s); and
- (g) Taking part, on the Administrative Council's decision, in the organization of congresses or meetings with which the Scientific Advisory Committee is concerned and which are organized in common agreement with other scientific or technical organizations.

**30.2** The Administrative Council shall determine amongst others the composition, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Scientific Advisory Committee.

**30.3** The Scientific Advisory Committee shall not represent the Association vis-à-vis third parties.

**30.4** The Scientific Advisory Committee shall always act under the responsibility of the Administrative Council and shall report periodically to Administrative Council on its/their activities, and/or at the request of the Administrative Council.

**30.5** The Scientific Advisory Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Scientific Advisory Committee.

## **TITLE XI. SECRETARY GENERAL**

### **Article 31. Appointment and function of the Secretary General**

**31.1** The Administrative Council shall appoint a natural person or legal entity, not being a member of the Administrative Council, as Secretary General. His/her/its office may be remunerated. When a legal entity is appointed as Secretary General, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Secretary General in the name and on behalf

of the legal entity. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Administrative Council.

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

**31.3** Unless otherwise agreed, the Administrative Council 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.

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

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

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

**31.7** Notwithstanding the above Paragraph, the President may decide that the Secretary General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Administrative Council.

### **Article 32. Powers of the Secretary General**

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

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Administrative Council;
- (e) 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 Administrative Council;

- (g) Executing the decisions of the Administrative Council;
- (h) Sending the convening notices of the General Assembly and the Administrative Council;
- (i) After consultation with the Treasurer, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Administrative Council for finalisation and approval;
- (j) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (k) Ensuring the public relations of the Association, particularly regarding communication with third parties.

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

## **TITLE XII. LIABILITY**

### **Article 33. Liability**

**33.1** The members of the Administrative Council, the Incoming President, the President, the Outgoing President, the Treasurer, and the Secretary General are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

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

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

### **Article 34. External representation of the Association**

**34.1** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Administrative Council, or by the Treasurer and the Secretary General, acting jointly.

**34.2** 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.

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

**34.4** In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Administrative Council, the President acting alone, or two (2) members of the Administrative Council, or the Treasurer and the Secretary General, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

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

##### **Article 35. Internal rules and procedures**

**35.1** To detail and complete the provisions of these Statutes, the Administrative Council may adopt, amend and/or revoke internal rules.

**35.2** On the date of the last amendments to these Statutes, the last version of the internal rules has been adopted on June 21, 2022.

**35.3** The Administrative Council is further entitled to adopt internal procedures and any other kind of statement that falls within the scope of its powers.

#### **TITLE XV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

##### **Article 36. Financial year**

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

##### **Article 37. Annual Accounts. Budget**

**37.1** The Administrative Council 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.

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

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

##### **Article 38. Auditing of the annual accounts**

**38.1** 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.

**38.2** 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 auditor to audit the annual accounts.

**38.3** The statutory auditor or the external auditor, 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 XVI. AMENDMENTS TO THESE STATUTES**

### **Article 39. Amendments to these Statutes**

**39.1** The General Assembly can validly decide on amendments to these Statutes only if (i) at least half (1/2) of the Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**39.2** If at least half of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 16 of these Statutes, at least seven (7) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority stipulated in the Paragraph 39.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**39.3** By derogation to Paragraph 39.1 of the present Article, the Administrative Council can also validly decide on amendments to Article 35.2 of these Statutes.

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

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

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

## **TITLE XVII. DISSOLUTION. LIQUIDATION**

### **Article 40. Dissolution. Liquidation**

**40.1** The General Assembly can validly decide on the dissolution of the Association only if (i) at least half (1/2) of the Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**40.2** If at least half of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 16 of these Statutes, at least seven (7) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority stipulated in the Paragraph 40.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**40.3** 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 Administrative Council.

**40.4** Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Administrative Council shall be deemed to be jointly in charge of the Association's liquidation.

**40.5** In the event of a dissolution or liquidation of the Association or in case of discontinuation of tax-privileged purposes, the liquidation balance of the Association shall pass to a legal entity under public law or another tax-privileged legal entity to be used for the purpose of promoting science and research. The General Assembly shall 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 as described in this Paragraph.

## **TITLE XVIII. VARIA**

### **Article 41. Notifications**

**41.1** 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 42. Computation of time**

**42.1** 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 43. Abstentions**

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

**Article 44. Secret ballot**

**44.1** For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Members, the members of the Administrative Council, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Secretary General and the staff of the Association.

**Article 45. Varia**

**45.1** 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.

**45.2** 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 Administrative Council to do so. Members shall have no claim on the Association’s assets.

**45.3** For the performance of their duties, members of the Administrative Council may elect domicile at the registered office of the Association.

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