



## STATUTES OF COCIR AISBL

As revised by COCIR General Assembly on 17 May 2022

Crossroads Bank of Enterprises number 478.589.387

The official language of COCIR Statutes is French. In the event of any divergence in meaning between the English and the French versions, the terms of the French version will prevail.

### I. FORM, NAME, REGISTERED OFFICE, PURPOSE, DURATION

#### **Article 1. Form - Name**

- 1.1 The international non-profit association (AISBL) is named: "COMITÉ EUROPÉEN DE COORDINATION DES INDUSTRIES RADIOLOGIQUES, ÉLECTROMÉDICALES ET D'INFORMATIQUE DE SANTE" in French, "EUROPEAN COORDINATION COMMITTEE OF THE RADIOLOGICAL, ELECTROMEDICAL AND HEALTHCARE INFORMATION TECHNOLOGY (IT) INDUSTRY" in English, shortened to "COCIR" (hereinafter the "Association").

The complete and abbreviated names may be used together or separately.

The name must always be preceded or followed by the words "association internationale sans but lucratif" (international non-profit association) or the abbreviation "AISBL".

- 1.2 The Association is governed by the Belgian Companies and Associations Code of 23 March 2019, as amended from time to time.

#### **Article 2. Registered office**

The registered office of the Association is located in the Brussels Capital Region. . Upon decision of the Board of Directors, the registered office may be transferred to any other place in the Brussels Capital Region , insofar the transfer of the registered office does not require changing the language of the Statutes of the Association.

#### **Article 3. Purpose**

- 3.1 The Association has a non-profit aim of international utility:

- to carry out studies on the development of the radiological, electromedical and health informatics industries and to support their progress;



- to develop scientific knowledge concerning the industrial, legal and technical environment of the radiological, electromedical and health informatics industries
- to promote, support and co-ordinate the economic interests and activities of its members belonging to the radiological, electromedical and health informatics industries at European level.

and in particular

- to promote the effective development of international, and if possible identical international and European, standards compatible with the maintenance of quality, safety, efficiency and the promotion of the worldwide liberalised trade in medical devices;
- promote the harmonisation of global regulatory control of medical devices, consistent with the maintenance of patient and user safety
- to encourage the use of technologies capable of providing medical care at efficient prices;
- promote the use of progressive design and production techniques by the European medical device industry, in order to maintain and strengthen its position in international markets
- improve technology transfer and promote knowledge and use of available research and development funds;
- to ensure that European authorities are notified of trade discrimination and other market distortions
- to act as a communication platform between the European authorities, the European Commission and the members of COCIR
- to find common solutions with other associations;

In addition, the Association may represent and promote the various interests of its members.

3.2 In order to achieve its aim, the Association may use all appropriate means, including

- o the constitution of working committees
- o the organisation of meetings;
- o support for the activities of national committees
- o publications;
- o exchange of information.

3.3 The organs of the Association are: the General Assembly, the Board, the President, the General Secretariat and the Committee of Secretaries.



## **Article 4. Duration**

The Association is established for an indefinite period.

## **Article 5. Financial means**

- 5.1 The financial means available to the Association are:
- membership fees from active members and associate members;
  - subsidies from public and private institutions;
  - payments receivable for general services and the sale of publications;
  - donations and legacies; and
  - any other financial or in-kind contributions from active members or associate members.
- 5.2 The scale of membership fees and the methods of payment may be determined annually by the General Assembly upon the proposal of the Board of Directors. In the absence of an express decision of the General Assembly, membership fees are to be paid within thirty (30) calendar days after the receipt of the invoice.
- 5.3 The annual membership fee shall not exceed € one hundred and fifty thousand euros (EUR 150,000.00) per member.
- 5.4 Active members shall pay a full membership fee for access to any committees mentioned in article 25 and associate members shall pay a limited membership fee for access to a limited number of committees mentioned in the same article.
- 5.5 Based on a proposal of the Board of Directors, the General Assembly reserves the right to approve any additional amount to cover exceptional expenditures or specific projects.
- 5.6 Any payment default may lead to the suspension or restriction of the rights of the member concerned.

If the payment of membership fees or contributions mentioned above is three months in arrears despite a written reminder, the Secretary General is entitled to issue a debit note at the current legal interest rate.

## **II. MEMBERS**

### **Article 6. Classes of membership – Register of members**

6.1 The Association is composed of minimum two (2) members which can be either Belgian or foreign legal persons only.

The Association is composed of two categories of members, i.e. active members or associate members.



6.2 Active members and associate members may be:

- national trade associations of manufacturers for the radiological, radiotherapy, electromedical and healthcare information technology industries and related sectors established in the European Union, the EFTA, the United Kingdom of Great Britain and Northern Ireland and Turkey; or
- companies in the radiological, radiotherapy, electromedical and healthcare information technology industries and related sectors
  - a) whose registered office is established in the European Union, the EFTA, the United Kingdom of Great Britain and Northern Ireland, Turkey; or
  - b) which are members of the national trade associations involved in the radiological, radiotherapy, electromedical or healthcare information technology and related sectors of at least three countries of any of the following areas which are the European Union, the EFTA, the United Kingdom of Great-Britain and Northern Ireland, Turkey.

6.3 A register of members is kept at the registered office of the Association. This register includes the denomination, the legal form and the registered office of each member. The Board of Directors records all decisions regarding admission, resignation and dismissal of members in the said register within eight (8) calendar days after being informed of the relevant decision.

## **Article 7. Admission of members**

Provided that the candidate member complies with the requirements for active or associate members set out under article 5.2, applications for membership must be submitted in writing to the Secretary General who shall then submit applications to the Board of Directors once applicants have signed a statement of acceptance of the statutes of the Association, and any other applicable internal rules, if any, as well the code of conduct of the Association and have undertaken to pay the membership fees or any other financial contributions mentioned in 5.1. The Board of Directors may conditionally admit new members before the next General Assembly.

Nevertheless, such new members shall be finally approved by at least two-thirds of the members present or represented at the General Assembly. The decision of the General Assembly is final, does not have to state reasons and is not capable of appeal.

## **Article 8. End of membership**

### **8.1 Resignation**

A member, whether active member or associate member, may decide to resign from the Association at any time by informing the Secretary General and the President of the Board with a prior written notice by mail, fax or electronic mail received at least three months before the end of the Association's financial year.



The resignation shall become effective the 1<sup>st</sup> of January of the year following the year where the letter of resignation was received by the Association.

For the avoidance of doubt, any membership fees or financial contributions or payment of whatsoever nature, due to the Association by a resigning member will remain payable to the Association by this member, even in case of its resignation for whatever reason.

## 8.2 Dissolution and reorganisation

The membership of a member comes automatically to an end by the voluntary or forced dissolution of this member, no notice period being required. It is the responsibility of a member to inform the Board of Directors, without delay about any major organisational changes such as a merger, that may have an impact on the future participation of the member in the Association.

## 8.3 Exclusion

If an active member or an associate member:

- (i) contravenes the statutes or any internal rules issued by the Association, if any;
- (ii) is no longer fulfilling conditions laid down in article 6.1 and 6.2 of the statutes;
- (iii) is declared bankrupt or is the subject of insolvency or reorganisation proceedings linked to insolvency; or
- (iv) is carrying out acts that are contrary to the aims and/or values of the Association,

the Board of Directors, deciding at the simple majority of the votes, or one-fifth (1/5<sup>th</sup>) of the active paid-up members may request the exclusion of an active member or an associate member of the Association. If the member who is the subject of the proposal to expel is also a member of the Board of Directors, the member may not participate in the vote.

The proposal to exclude a member will be communicated to the member concerned in writing and will be submitted to the General Assembly within two months following the date of the proposal to exclude. In case of urgency, the Board of Directors may decide to suspend the rights of the member suspected of a breach as mentioned under (i) from (iv) above, until the next General Assembly. The member shall comply with its obligations as a member of the Association during the period of suspension.

After having given such active or associate member an opportunity to present a defence, the General Assembly shall decide on the exclusion of this member by a two-thirds majority of the members present or represented, it being understood that the member who is subject to the proposal to expel may not participate in the vote. The vote shall be secret.

Notwithstanding the above, if a member fails to pay the membership fee within thirty (30) calendar days after a written reminder has been sent, the General Assembly may decide to terminate the membership with a simple majority of members present or represented, provided that the Board of Directors has passed a resolution to this



effect. The member involved shall be notified of the exclusion by registered mail.

For the avoidance of doubt, any membership fees or financial contributions or payment of whatsoever nature, due to the Association by an excluded member will remain payable to the Association by this member, even in case of its exclusion for whatever reason.

#### 8.4 Right to financial assets

Members which have resigned, been dissolved or been excluded shall have no right to the financial assets of the Association and cannot claim any reimbursement of membership fees or any financial contributions, of whatsoever nature, paid to the Association.

### **Article 9. Duties and rights of the members**

9.1 Active members and associate members shall pay a membership fee and financial contributions, as set forth in article 5.

In addition, each member undertakes to:

- contribute to the development of the policies of the Association and implement the decisions taken by the General Assembly;
- contribute to the budget of the Association as agreed by the General Assembly; and
- abide by the terms of the statutes or any other internal rules, if any and by the code of conduct regarding ethics.

9.2 Active members and associate members shall also have the right to take part in the general assemblies and committees of the Association under the conditions laid down in these statutes.

## **III. THE GENERAL ASSEMBLY**

### **Article 10. Composition**

The General Assembly is composed of all active and associate members.

#### Article 11. Powers

The General Assembly shall exercise all the powers attributed to it by the law and by the statutes.

The General Assembly determines the common policy to be pursued to achieve the objectives of the Association as well as the means to implement the policy.

In particular, the General Assembly has the following exclusive powers:

- a) approve the annual accounts and provide discharge to the members of the Board of Directors and to the statutory auditor, if any;



- b) determine the income and expenditure budget for the period until the next ordinary General Assembly meeting and determine the amount of the annual membership fees;
- c) determine the general rules for financial contributions
- d) appoint the President and Vice-President of the Board from the active members of the Association and revoke them;
- e) appoint the members of the Board of Directors from the active members of the Association and revoke them;
- f) approve or exclude members;
- g) appoint and revoke the statutory auditor, if any, who will audit the accounts of the Association as well as approve the remuneration of the statutory auditor proposed by the Board of Directors, where applicable;
- h) approve the annual budget proposed to it by the Board of Directors;
- i) approve and accept donations and legacies for the Association;
- j) bring legal proceedings on behalf of the Association against the directors and, as the case may be, the statutory auditor;
- k) amend the statutes;
- l) dissolve the Association on a voluntary basis;
- m) decide, by unanimous approval, to modify the purpose of the Association with the aim of continuing the Association's activities; and
- n) all other cases where the law or these statutes so require.

## **Article 12. Convening notice and meetings**

12.1. An ordinary meeting of the General Assembly shall take place once a year, within six months as from the closing of the last financial year at the registered office of the Association or at any other place indicated in the convening notice.

The ordinary General Assembly is convened by the Board of Directors or the President of the Board or the Secretary General or by the statutory auditor, if any. The notice is sent by ordinary mail, fax, electronic mail or any other means of communication to each member at least thirty (30) calendar days before the date of the General Assembly meeting with the agenda. Documents to support decisions taken by the General Assembly may be made available later at least seven (7) calendar days before the date of the meeting. In such occurrence, it should be announced in the notice.

12.2 The Board of Directors, the President of the Board or the Secretary General may convene an extraordinary meeting of General Assembly whenever the interests of the



Association so require or at the request of at least one-fifth of paid-up active members and not later than two (2) months after the request. The notice is sent by ordinary mail, fax, electronic mail or any other means of communication to each member at least fifteen (15) calendar days before the date of the extraordinary General Assembly meeting with the agenda. Documents to support decisions to be taken by the General Assembly may be made available later, at least five (5) five calendar days before the date of the meeting of the General Assembly. In such occurrence the fact that documents will be made available later on should be announced in the notice.

12.3 Convening notices must mention the date, time and place of the meeting of the General Assembly, as well as its agenda.

12.4 The General Assembly may meet physically, by conference call, videoconference, or any other means of telecommunication.

12.5 The Board of Directors may offer the members the possibility to remotely participate in the General Assembly (by audio or video conference) by means of an electronic means of communication provided by the Association. In that case, the members shall be deemed to be present at the place where the General Assembly is held.

The Association must be able to check the capacity and identity of the remote members by means of the electronic communication tool used, which allows the members and the members of the bureau of the General Assembly and the statutory auditor, if appointed, to hear each other simultaneously.

The electronic means of communication must at least enable the members to take direct, simultaneous and uninterrupted notice of the discussions at the General Assembly and, as far as the active members are concerned, to exercise their voting right with respect to all items on which the General Assembly is required to take a decision.

The electronic means of communication shall also enable members participating at a distance to take part in the deliberations and ask questions. The convocation to the meeting of the general Assembly shall include a clear and precise description of the procedures relating to remote participation.

Those procedures shall be made accessible to those who are entitled to participate in the meeting of the General Assembly. The minutes of the meeting of the General Assembly shall record any technical problems or incidents that prevented or disrupted electronic participation in the meeting or voting.

The members of the bureau of the General Assembly may not participate in the meeting by electronic means.

A representative of any active member may, by means of a document that bears the signature of the representative (including a digital signature in accordance with article 8.1, 3° of the Civil Code) and that has been communicated by ordinary mail, fax, electronic mail or any other means of communication, grant a power of attorney to another active member or someone from the same organisation than the representative of the active member, to represent such active member at a meeting



of the General Assembly and to vote for such active member. Each proxy holder may represent only one member at the same meeting.

12.6 The Board of Directors may determine the form of powers of attorney and require that they are deposited at the place indicated by it within a period of time to be determined by it.

12.7 Any member who is unable to attend the meeting of the General Assembly also has the possibility to cast its vote by ordinary mail, fax, electronic mail or any other means of communication before the meeting. This written vote must be communicated at the latest on the working day before the meeting.

12.8 The General Assembly may only deliberate on items on the agenda, unless there is a unanimous agreement to the contrary from all members present or represented. Notwithstanding the above, the General Assembly is not entitled to adopt amendments to the statutes or to vote on voluntary dissolution of the Association, if such topics have not been mentioned in the agenda of the meeting of the General Assembly.

Meetings of the General Assembly are chaired by the President of the Board or, failing that, by the Vice-President of the Board or failing that, a director of the Board of Directors or the Secretary General or a permanent representative of an active paid-up member of the Association or an employee of the Association. If the number of persons present so permits, the chairman of the meeting of the General Assembly shall appoint a secretary, who will in principle be the Secretary General.

## **Article 13. Admission to the meetings of the General Assembly**

Any paid-up member of the Association may participate to the meetings of the General Assembly.

## **Article 14. Decision-making**

### 14.1 Attendance quorum

Unless the law or these statutes provide otherwise, deliberations of the General Assembly shall be valid only if at least fifty (50) % of all active members are present or represented. If this quorum is not reached, a second General Assembly shall be convened, at the earliest fifteen (15) calendar days later, for the same purpose. The General Assembly held after this second convocation shall be entitled to take decisions, no matter the number of active members present or represented.

### 14.2 Voting quorum

Each active member has only one vote.

Associate members have no voting rights. They may attend meetings of the General Assembly in an advisory capacity.

Members who abstain from voting count towards the attendance quorum.



Unless the law or these statutes provide otherwise stated in the Statutes, resolutions will be adopted by a simple majority of active members present or represented. Abstentions from voting, null and blank votes will not be taken into account for the calculation of the majorities.

In the event of a tie, the chairman of the meeting of the General assembly has a casting vote.

#### Article 14.3 Minutes

All the members are informed of the resolutions adopted by the General Assembly, by ordinary or electronic mail within a month following the meeting of the General Assembly.

The minutes of the meetings of the General Assembly shall be recorded in a register kept at the registered office of the Association where they may be consulted by the members, whether active members or associate members. They shall be signed by members of the bureau and by the active members present who shall so request. Copies or extracts shall be signed by the President of the Board.

#### 14.4 Written resolutions

The active members can by unanimous written resolution decide on any subject-matter within the powers of the General Assembly except for the amendment to the statutes of the Association or voluntary dissolution. In case of written resolutions, the convening formalities do not have to be fulfilled. The invite by the Board of Directors needs to set out the requirements for term and validity of this written decision making.

The member of the Board of Directors and, where applicable, the statutory auditor, may, at their request, take knowledge of these decisions.

### **Article 15. Amendments to the statutes – Voluntary dissolution of the Association**

#### 15.1 Proposal to amend the statutes or voluntarily dissolve the Association

Without prejudice to applicable legislation and article 14 of the statutes, any proposal regarding the amendment to the statutes or the voluntary dissolution of the Association, shall be made by the Board of Directors or by at least seventy-five per cent (75%) of the active members of the Association.

Regarding such proposal mentioned above in article 15.1, the Board of Directors shall inform the active and associate members of the Association of the date of the General Assembly meeting at least two (2) months in advance of the date of the General Assembly meeting.

#### 15.2 Attendance quorum

The General Assembly can only legitimately deliberate on such a proposal if two-thirds (2/3rds) of active paid-up members of the Association are present or



represented.

If this quorum is not reached, a second meeting of the General Assembly shall be convened at the earliest fifteen (15) calendar days later for the same purpose and shall then be entitled to take decisions, no matter the number of active members present or represented.

### 15.3 Voting quorum

Resolutions shall be approved by a majority of two-thirds (2/3<sup>rd</sup>) of the votes. In case the General Assembly has to be reconvened for the same purpose in absence of quorum, resolutions are adopted by a majority of two-thirds (2/3<sup>rd</sup>) of active members present or represented.

In the event of a tie, the chairman of the meeting of the General Assembly meeting has a casting vote.

Abstentions are taken into account in the attendance quorum but not in the voting quorum. For the avoidance of doubt, abstentions from voting, null and blank votes will not be taken into account for the calculation of the majorities.

Amendments to the statutes will only be submitted to the Ministry of Justice, to the extent required by law.

## IV. MANAGEMENT – CONTROL

### **Article 16. Composition of the Board of Directors**

#### 16.1 General

The Association is managed by a Board of Directors, which is composed of – at least three (3) – members or more from active paid-up members of the Association, it being understood that the Board of Directors of the Association shall in any case be composed of an odd number of members.

If a legal person is appointed as director, it shall be required to appoint a permanent representative, who shall be a natural person, to carry out the mandate in the name and on behalf of the legal person. This representative shall be subject to the same conditions and shall incur the same civil and criminal liability as if such person were performing this mandate in such person's own name and own account, without prejudice to the joint and several liability of the legal person the director represents. The legal person may only dismiss its representative by simultaneously appointing the successor. The appointment and termination of the functions of the permanent representative shall be subject to the same rules of publicity as if the director were exercising this mission in such director's own name and own account.



## 16.2 Appointment

The members of the Board Committee are appointed by the General Assembly for a period of four years which may be renewable. For the avoidance of doubt, permanent representatives of Board members may be nominated for a period of four years which may be renewed only once.

Notwithstanding the above and unless otherwise provided by the statutes or unless the General Assembly decides otherwise at the time of this appointment, the mandate of a director shall run from the meeting of the General Assembly that appointed the director until the ordinary meeting of the General Assembly that takes place in the financial year in which such director's mandate ends in accordance with the appointment decision.

Each active paid-up company member under the highest membership category has the right to nominate a candidate for a position on the Board of Directors. Active paid-up Association members have the right to nominate among themselves three (3) candidates for a position on the Board of Directors. The candidates will be appointed by the General Assembly as provided in article 11. Each category of active members (i.e. companies or associations) will nominate their representatives.

In the event that a vacancy arises on the Board of Directors during a member's term, a temporary member may be appointed by the General Assembly or the Board of Directors. In this case, the temporary member serves out the term of the member so replaced.

## 16.3 Vacancy

When the position of a director becomes vacant before the end of such director's mandate, the remaining directors shall have the right to co-opt a new director. The first meeting of the General Assembly that follows must confirm the mandate of the co-opted director. In the event of confirmation, the co-opted director shall end the mandate of the predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted director shall end after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.

## 16.4 Resignation and dismissal

Any member of the Board of Directors may be dismissed at any time, with immediate effect and without cause, by the General Assembly by a two-thirds majority of active members present or represented, with a discharge of duties and liability for decisions of the directors or events which took place after the effective date of the dismissal.

Any director may resign by simply notifying the Board of Directors. At the request of the Association, such director shall remain in office until the Association can reasonably provide for a replacement.

## 16.5 Experts invited to the Board of Directors

By decision taken with a simple majority, the Board of Directors may invite one or



more experts to attend one or more meetings of the Board of Directors to assist the directors to form an opinion on certain specialised or complex subject-matters. Each of these experts may render an advisory opinion, but under no circumstances shall an expert have any voting rights in the Board of Directors. The number of Board of Directors meetings that an expert is entitled to attend or the length of the time period that an expert may attend Board of Directors meetings shall discretionarily be determined by the Board of Directors. The authorisation granted to an expert to attend one or more Board of Directors meetings may be revoked at any time with immediate effect. The Board of Directors does not have to state reasons.

### **Article 17. Remuneration of the directors of the Board**

Directors' mandates are not remunerated. Expenses incurred in the exercise of their function shall not be paid or reimbursed.

### **Article 18. Convening notice and meetings of the Board of Directors**

18.1 The Board of Directors meets as and when necessary, but at least twice a year, and is convened by the President of the Board or the Secretary General or at least by one-third of the Directors of the Board.

18.2 Except in case of force majeure or urgency, duly justified by the Association's interests, convening notices are sent by ordinary mail, fax, electronic mail or any other means of communication at least fifteen (15) calendar days before the date of the Board of Directors meeting.

18.3 Convening notices must mention the date, time and place of the Board meeting, as well as its agenda.

18.4 The Board of Directors may meet physically, by conference call, videoconference or any other means of telecommunication.

18.5 Any director may, by means of a document that bears the signature of such director (including a digital signature in accordance with article 8.1, 3° of the Civil Code) and that has been communicated by ordinary mail, fax, electronic mail or any other means of communication, grant a power of attorney to another director, to represent such director at a Board of Directors meeting and to vote in such director's place. Each proxy holder may represent only one director at the same Board of Directors meeting. This power of attorney may be given for one meeting.

Any director who is unable to attend the Board of Directors meeting also has the possibility to cast his vote by ordinary mail, fax, electronic mail or any other means of communication before the meeting. This written vote must be communicated at the latest on the working day before the Board meeting.

18.6 Meetings of the Board of Directors are chaired by the President of the Board or, failing that, by the Vice-President of the Board or their delegates.



## **Article 19. Powers of the Board of Directors**

19.1 The Board of Directors shall have the power to perform all acts necessary or useful for the realization of the Association's purpose with the exception of those reserved by law or these statutes for the General Assembly.

19.2 In particular, the Board of Directors shall be responsible for organising the General Assembly meetings, drawing up the agenda and writing the minutes for each meeting, which shall be sent to all the members following the General Assembly meeting.

19.3 The Board of Directors is authorized to adopt internal rules. In case internal rules be adopted by the Board of Directors, a reference to it shall be mentioned in these statutes.

19.4 The Board of Directors may delegate the day-to-day management of the Association, as well as the representation of the Association with regard to that management, to the Secretary General, a member of the Board of Directors or an employee of the Association or a third-party. In addition, it may, under its responsibility, confer special and defined powers to one or several special proxy holders.

19.5 The Board of Directors can set up one or more advisory committees under its responsibility. It defines their composition and their tasks.

19.6 The members of the Board of Directors are entitled to attend, ex officio, all meetings of the Association.

## **Article 20. Decision-making of the Board of Directors**

### 20.1 Attendance quorum

Unless the law or statutes provide otherwise, deliberations of the Board of Directors shall be valid only if at least half of the directors are present or represented.

Each director may be represented by another director, upon providing proof of a written proxy. A director may only hold one such proxy.

Abstentions are taken into account in the attendance quorum.

### 20.2 Voting quorum

Each director has one vote.

Unless the law or these statutes provide otherwise, resolutions of the Board of Directors are passed by a simple majority of the directors present or represented. Abstentions, null and blank votes are not taken into account for the calculation of the majorities. In the event of a tie, the President of the Board has a casting vote.



### 20.3 Conflict of interest

A director who, in the context of a decision to be taken, has a direct or indirect conflict of interest which is opposed to the interest of the Association, must inform the other directors before the Board of Directors takes the decision. The declaration and explanation of the nature of the conflicting interest must be included in the minutes of the meeting of the Board of Directors which has to take the decision. The director affected by the conflict of interest described in the previous paragraph may not take part in the deliberations of the Board of Directors concerning this decision, nor may such director take part in the vote on this point. If the majority of the directors, present or represented, are in a position of conflict of interest, the decision shall be submitted to the General Assembly. If the decision is approved by the General Assembly, the Board of Director may execute it.

### 20.4 Minutes

The minutes of the meetings of the Board of Directors shall be recorded in a register kept at the registered office of the Association, where they may be consulted by the members, whether active members or associate members. They shall be signed by the President of the Board and by the directors present who so request. Copies to be issued to third parties be signed by one or more members of the Board of Directors having the representation power.

### 20.5 Written resolutions

Decisions of the Board of Directors may be made by unanimous consent of the directors, expressed in writing.

## **Article 21. President**

The President of the Board is appointed by the General Assembly amongst the members of the Board of Directors, for a four-year period and may be re-elected once by the General Assembly for a further non-renewable four-year period. The President of the Board represents the Association in external relationships with third parties.

Notwithstanding the above and unless otherwise provided by the statutes or unless the General Assembly decides otherwise at the time of the appointment of the President of the Board, the mandate shall run from the meeting of the General Assembly that appointed the President of the Board until the ordinary meeting of the General Assembly that takes place in the financial year in which the mandate ends in accordance with the appointment decision.

Except in case of reelection mentioned above in this article, one active member shall not provide Presidents for two successive periods.

The President of the Board may be dismissed at any time by the General Assembly, with immediate effect and without cause, with a discharge of duties and responsibility for decisions of the directors or events which took place after the effective date of the dismissal.



The President of the Board in particular convenes and chairs the meetings of the General Assembly and the Board of Directors. Should the President of the Board be temporarily unable to perform duties assigned by the function, the Vice-President of the Board will act as a substitute. In case the Vice-President of the Board is unable to act as a substitute, the President of the Board will designate another director to this aim. In the event of death or if the President of the Board is unable to make this decision within a month, the Board of Directors shall designate a director to act as a substitute in a timely manner.

## **Article 22. Vice-President**

The vice-president of the Board who shall be a director of the Board of Directors is proposed by the Board of Directors and appointed by the General Assembly. Should the President of the Board be temporarily unable to perform duties assigned by the function, the vice-president of the Board will act as a substitute under conditions mentioned in article 21.

## **Article 23. General Secretariat**

The Secretary General is appointed by the Board of Directors. The office of the Secretary General may be remunerated.

The mandate of Secretary General may be for an indefinite term, or for a definite term.

Notwithstanding the above, the Board of Directors may revoke the Secretary General at any time and with immediate effect, without having to motivate its decision, unless otherwise contractually agreed, whether the mandate is for an indefinite term or a definite term. In this case, the Secretary General shall not be entitled to any compensation, subject to mandatory labour laws, if applicable.

The Secretary General may resign from office at any time by registered letter sent to the President of the Board. Subject to mandatory applicable labour laws, the Secretary General shall continue to perform duties assigned by the function until the earliest (i) the provision of replacement of the Secretary General or (ii) within ninety (90) calendar days from the date of receipt of the letter of resignation by the President of the Board, unless otherwise contractually agreed.

Should the Secretary General be temporarily unable to perform duties assigned by the function, the Secretary General shall designate an employee or a third-party to act as a substitute. In case of death or if the Secretary General is unable to make this decision or if the inability to perform duties assigned by the function lasts for more than a month, the Board of Directors shall act on behalf of the Secretary General or designate a substitute and/or revoke the Secretary General under the terms mentioned above.

The Secretary General is responsible for the day-to-day management of the Association, the implementation of the decisions of the General Assembly decisions



and the preparation of the meetings of the General Assembly. The Secretary General is also responsible for the management of the financial resources of the Association, under the control of the Board of Directors.

Unless otherwise agreed by the Board of Directors, the Secretary General is entitled to attend, *ex officio*, all meetings of the Association.

The powers and duties of the Secretary General are determined by the Board of Directors.

The Secretary General shall act under the responsibility of the Board of Directors and report regularly actions or activities performed to the Board of Directors or upon request of the Board of Directors.

## **Article 24. External representation of the Association**

Without prejudice to the general representation power of the Board of Directors, the Association is validly represented *vis-à-vis* third parties in all acts, as well as in court:

- by the President of the Board acting alone
- by two directors jointly
- within the limits of the day-to-day management, by the Secretary General or by any person charged with the day-to-day management, acting alone or,
- by one or special proxy holders within the limits of their mandate.

## **Article 25. Committees**

When necessary, the President of the Board or the Board of Directors may set up committees and working groups on either a permanent or temporary basis.

- o Each committee has a chair (hereinafter the "Chair") and a Vice-Chair (the Vice-Chair).
- o The Chair of such committee is responsible for the work of this committee. The Chair is in charge of the preparatory activities, the minutes of the meetings, the final reports and so on. The Chair is supported by the Secretary General or a person designated by the Secretary General.
- o The Chair of the committee reports on the activities of this committee, to the General Assembly.

## **Article 26. Control of the Association**

The control of the financial situation, the annual accounts and the regularity of the



transactions to be reported in the annual accounts shall, if necessary, in accordance with the criteria laid down in the Companies and Associations Code, be conferred to one or more statutory auditor(s), appointed for three years and eligible for reappointment.

## V. FINANCIAL YEAR – ANNUAL ACCOUNTS

### **Article 27. Financial year and annual accounts**

The financial year begins on 1 January and ends on 31 December of each year.

The Board of Directors draws up the annual accounts in accordance with the applicable legal provisions. The Board of Directors also draws up a budget proposal for the following financial year.

The Board of Directors shall submit for the approval of the General Assembly the accounts of the past financial year, as well as the budget for the next financial year.

In accordance with Article 3 :47§7 of the Companies and Associations Code, the annual accounts of the Association will be filed every year to the National Bank of Belgium.

The General Assembly may decide to create a reserve fund. The General Assembly shall determine the amount of the fund and the methods of making contributions due by each member.

If the Association were to generate a profit as a result of its activities, then it may never be distributed to the members of the Association.

## VI. DISSOLUTION AND LIQUIDATION

### **Article 28. Dissolution and liquidation**

The voluntary dissolution of the Association can only be decided by the General Assembly in accordance with article 15 of the statutes.

The liquidation shall be carried out by the liquidator(s) appointed by the general assembly or, in the absence of such appointment, by the Board of Directors in office at that time, acting as a liquidation committee.

The liquidator(s) shall have all the powers provided for by law, without special authorization from the General Assembly. However, the General Assembly may at any time limit these powers by a decision taken by simple majority.

The General Assembly shall determine, where applicable, the emoluments of the liquidator(s).



## **Article 29. Allocation of the assets of the Association**

After settlement of all debts, charges and costs of liquidation or consignment of the sums necessary to pay them, the assets of the Association will be distributed to a non-profit association which pursue the same purpose than the Association, in accordance with law.

## **VII. GENERAL PROVISIONS**

### **Article 30. Election of domicile**

For the execution of these statutes, any member, director, statutory auditor, liquidator, domiciled abroad shall elect domicile at the registered office of the Association where all communications, summons, writs, notifications may be validly served to these persons mentioned above.

### **Article 31. Jurisdiction**

For any dispute between the Association, its members, directors, statutory auditors and liquidators relating to the affairs of the Association and the execution of these articles of association, exclusive jurisdiction shall be attributed to the courts in whose jurisdiction the registered office is located.

### **Article 32. Languages**

For interpretation of these statutes, the French version of the text will be considered the authentic and prevailing version, being understood that all versions in other languages are translations.

### **Article 33. General law**

The provisions of the Companies and Associations Code which are not lawfully derogated from are deemed to be included in these statutes and clauses contrary to the mandatory provisions of the Companies and Associations Code are deemed to be unwritten.