

**ARTICLES OF ASSOCIATION OF THE INTERNATIONAL NON-PROFIT ASSOCIATION
“European Construction and sustainable built environment Technology Platform” (ECTP)**

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I. NAME, REGISTERED OFFICE, PURPOSE AND ACTIVITIES, DURATION

ARTICLE 1 – NAME

1. The international non-profit association, initially created on 30 September 2008 and recognized by Royal Decree dated 20 November 2008 under the name of “Energy Efficient Buildings” (or “E2BA”), registered with the Crossroads Bank for Enterprises (BCE) under reference “0808.218.549 (Brussels)”, renamed “European Construction, built environment and energy efficient buildings Technology Platform” in 2015 (publication in the Annexes to the Belgian State Gazette on 6 May 2015), is designated under the name “European Construction and sustainable built environment Technology Platform” (acronym “ECTP AISBL” or “ECTP”, hereinafter referred to as the “Association”).
2. The Association is governed by the regulations of the Belgian Companies and Associations Code of March 23, 2019, relating to international non-profit-making associations and by the present Articles of Association, as modified from time to time.

ARTICLE 2 – REGISTERED OFFICE

1. The registered office of the Association is established in the Brussels Region.
2. The Steering Committee is authorised, with a majority vote, to transfer the registered office of the Association to other premises within Belgium, to the extent that the transfer does not require a change in the language of these Articles of Association in accordance with the applicable language legislation, to be published in the Annexes to the Belgian State Gazette within one month of this decision.

If, as a result of the transfer of the registered office, the language of the Articles of Association has to be changed, only the General Assembly can take this decision taking into account the requirements for an amendment to the Articles of Association.

ARTICLE 3 – PURPOSE AND ACTIVITIES

1. The purpose of the Association is, without searching for any profit, to represent at the European level the interests of all stakeholders active in the Research, Development and Innovation (hereinafter “RDI”) related to the “Built Environment” (hereinafter “BE”) and to ensure coordination and foster cooperation among these, in order to respond to societal needs and environmental challenges in Europe and globally, by means of RDI.
2. In working towards this purpose, the main activities of the Association, a grouping of stakeholders, shall be:
 - a. ensuring coherence of the position of the stakeholders active in RDI related to the BE fields;
 - b. ensuring a favourable environment in Europe for RDI in the BE fields;
 - c. developing, maintaining and executing an industry-led strategic RDI agenda in the BE fields;
 - d. providing the European institutions with the BE industry’s contribution to RDI policies, programmes and initiatives in fields related to BE, as well as establishing and maintaining relations and partnerships with European institutions, most notably the European Commission and the European Parliament, in particular for the management and implementation of RDI instruments, such as but not limited to Public Private Partnerships (PPP) on Energy Efficient Buildings or in any other BE fields.
 - e. to aim at contributing to cooperation activities in Energy-efficient Buildings, under a public-private partnership in the context of the EU Research Framework Programme, and to fully adhere (taking over the rights and obligations) and implement the commitments taken by the association E2BA and defined in the "Contractual Arrangement setting up a Public-Private Partnership in the area of energy-efficient buildings between the Energy Efficient Buildings A.I.S.B.L and the European Union" signed on 17 December 2013, in order to contribute to reaching the objectives of the European Union and to coordinate and foster cooperation activities in the field of Energy-efficient Buildings.
3. In order to perform these activities aiming at the aforementioned purpose, the Association will seek:
 - a. to collect and contribute the financial resources necessary for the functioning of the Association and the implementation of the aforementioned purpose and activities,
 - b. to buy/sell movable or immovable property in relation to the aforementioned purpose and activities,

- c. to accept grants, donations and, after evaluation, testamentary provisions, and,
- d. in general, to perform everything that is related to the above or may be conducive thereto, in the widest sense,

taking into account that the Association will not undertake any industrial or commercial activity, nor will it seek to provide its Members with any material profits arising from participating to the Association, since the Association is non-profit.

ARTICLE 4 – DURATION

1. The Association is established for an unlimited period of time. It can be dissolved at any time in accordance with Belgian law and these Articles of Association.

II. MEMBERS

ARTICLE 5 – MEMBERSHIP REQUIREMENTS AND CATEGORIES OF MEMBERS

1. The Association has minimum two Members. No maximum number of Members has been determined.
2. Members must be organisations or private persons that contribute to RDI activities in the BE fields and that are legally established in Member States of the European Union, in Third Countries that are eligible to participate to RDI projects funded by the European institutions, or in other Third Countries.
3. The Association has the following categories of Members:
 - “A Members”: large industrial and commercial enterprises, including but not limited to the initial founding members of the Association, and associations of such enterprises (hereinafter “A Members” or “Industry Members”).
 - “B Members”: nationally recognized Universities, public and private non-profit research institutes and non-profit research associations (hereinafter “B Members” or “Research Organisations”).
 - “C Members”: micro, small or medium sized enterprises, and associations of such enterprises (hereinafter “C Members” or “SMEs”).
 - “D Members”: other types of public or private organisations active in RDI or related activities in the BE fields (hereinafter “D Members” or “Other Organisations”).

Whenever in these Articles of Association or rules laid down or resolutions passed by virtue of these the term “Member” or “Members” is mentioned, these terms shall include the “A Members”, the “B Members”, the “C Members” and the “D Members”, unless explicitly stated otherwise.

4. The General Assembly of the Association may decide to establish in the Internal Rules different sub-categories, with different rights and responsibilities towards the Association.

ARTICLE 6 – REGISTER OF MEMBERS

1. The Steering Committee shall keep at all times a register in which all details (including but not limited to the full identification, the contact person(s), the contact details, the registered office, the Recorded Post Address, the Recorded Electronic Address) of all Members of the Association are listed.
2. Each Member must communicate in writing to the Steering Committee the details as requested by the Association as well as any subsequent change thereto. The details of a Member shall remain valid vis-à-vis the Association as long as the Member has not notified in writing a change to the Steering Committee. Failing what, all consequences resulting from inaccurate details of a Member are to be borne exclusively by this Member.

ARTICLE 7 – CHANGE OF STATUS

1. If a Member no longer meets the requirements for Membership as stipulated in these Articles of Association or if a Member is of the opinion that it belongs to another category, the Member must readily notify this information to the Steering Committee within twenty-eight (28) calendar days following its change of status. Failing what, all consequences are to be borne exclusively by this Member.

ARTICLE 8 – ADMISSION OF NEW MEMBERS

1. New Members shall be organisations or private persons that meet the criteria defined in Article 5 of the Articles of Association.
2. Application for membership must be submitted in writing to the Steering Committee. Furthermore, the Steering Committee may decide by its own initiative to invite legal entities to apply for membership.
3. New members are provisionally admitted by decision of the Steering Committee, guided by the principles of fairness, openness, transparency and non-discrimination, by absolute majority vote, subject to

confirmation at the next annual General Assembly. The admission only takes effect upon confirmation from the annual General Assembly of the Members.

4. On each annual General Assembly, the Steering Committee shall provide the General Assembly with a written report, listing both the members provisionally admitted and the candidates whose membership applications have been denied by the Steering Committee, together with the grounds for refusal. As the General Assembly is sovereign, the General Assembly may confirm or overrule, by absolute majority vote of the Members present or represented, the Steering Committee's decision on admitting or refusing membership to a candidate.

ARTICLE 9 – RESIGNATION, SUSPENSION AND EXCLUSION OF MEMBERS

Resignation

1. Members may resign, at any time but with a notice of at least twenty eight (28) calendar days before the end of the fiscal year, from membership to the Association, by means of a registered letter to the Steering Committee. The resignation takes effect on the first day of the new fiscal year.
2. Any Member is deemed to have resigned if, having been summoned by registered letter by the Steering Committee and/or the Treasurer, it has failed to pay for its annual contribution or, if appropriate, the additional annual contribution, within fifty-six (56) calendar days of this request for payment.

Suspension

3. The Steering Committee has the power to suspend with immediate effect any Member that acts contrary to the Articles of Association, the rules or the resolutions of the Association, or that prejudices the Association. The suspension period is determined by the Steering Committee but cannot exceed six (6) months. The suspension shall be notified by registered letter to the Member concerned, and shall mention the date on which the suspension period starts and the date on which the suspension period ends.
4. During the suspension period, the rights of the Member suspended (i.e. the rights to attend any meetings or assembly, to deliberate, to vote, etc. as well as any and all other membership rights mentioned in the Articles of Association) are suspended. However, all obligations attached to the membership of the Member suspended (including but not limited to its financial obligations towards the Association) remain in effect during the suspension period.
5. The Member that wishes to oppose the decision of suspension taken against it by the Steering Committee may appeal this decision to the General Assembly, by means of a registered letter to the Steering Committee, within twenty-eight (28) calendar days from the notification by registered letter, in which case the rules provided in Article 9.12 shall apply. The appeal procedure initiated by the suspended Member has no suspensive effect on the suspension measure taken against it by the Steering Committee. Within fourteen (14) calendar days from the date of the receipt of the registered letter regarding the appeal, the Steering Committee shall call for an extraordinary General Assembly, which shall be held within fifty-six (56) calendar days from the appeal. The General Assembly confirms or overrules the suspension by absolute majority vote.
6. During each annual General Assembly, the Steering Committee shall provide the General Assembly with a written report, listing the members suspended and their respective suspension period, together with the grounds for suspension. As the General Assembly is sovereign, the General Assembly may overrule, by absolute majority vote of the Members present or represented, the Steering Committee's decision on suspending a Member.

Exclusion

7. The exclusion of a Member of the Association may only be envisaged in the following cases:
 - a. The Member does not fulfil its obligations towards the Association and, after having been summoned to do so by registered letter of the Steering Committee, still fails to do so within a period of twenty-eight (28) calendar days from the notification of the aforementioned letter of the Steering Committee;
 - b. The Member has ceased to meet the requirements under Article 5 of the Articles of Association;
 - c. The Member is in a situation of voluntary or compulsory liquidation or is declared insolvent or bankrupt or any winding-up arrangement ;

- d. The Member blatantly violates the rules of the Association, acts against the Articles of Association, rules or resolutions of the Association, or acts against the interests or purpose of the Association.
8. The Steering Committee shall inform the Member concerned by registered letter of its intention to submit a proposal for exclusion at least twenty-eight (28) calendar days before the date of the extraordinary General Assembly. The Steering Committee shall justify its decision and present the grounds for exclusion, in order for the Member concerned to be able to present its means of defence.
9. As from the moment the Steering Committee decides to submit the Member to an exclusion vote by the extraordinary General Assembly and until the date of the effective vote of the General Assembly on the exclusion, the Member is automatically suspended.
10. The proposal to exclude a Member from the Association must be explicitly mentioned in the agenda of the meeting of the extraordinary General Assembly where this decision is to be taken.
11. The General Assembly may exclude, at a two-third majority vote, a Member.

In general

12. Any Member that resigns, is suspended or is subject to an exclusion vote has the right to attend the General Assembly, without voting right, and to explain to the Members the reasons of this resignation or to address the General Assembly on the topic of its suspension or proposed exclusion, as the case may be.
13. If the membership of a Member comes to an end during the course of a fiscal year, whatever the reasons for such a termination, the annual contribution, any additional annual contribution and other liabilities of the Member towards to Association remain entirely due by the Member for both past fiscal years and that particular fiscal year.
14. The loss of membership of the Association as Member does not affect any other contractual obligations, which have been entered into between the Association and the Member of the Association.
15. After a resignation or exclusion, former Members of the Association or their successors will have no right on the Association's patrimony and can at no point in time lay claim to restitution and reimbursement of contributions deposited or expenses contributed.

ARTICLE 10 – MEMBERS' CONTRIBUTIONS

1. The amount of the annual contribution as well as the entrance fee (if any) shall be determined by the General Assembly upon proposal of the Steering Committee for the fiscal year following the fiscal year during which the said General Assembly is held. Different contribution(s) or fee(s) may be determined for each category. Within each Members category it is also possible to differentiate the contributions between different types of Members, based on objective criteria (turnover, staff, etc.). The amount of the additional annual contribution (if any) shall be determined at any time by the General Assembly, upon proposal of the Steering Committee.
2. As long as the General Assembly has not determined a new amount for the next fiscal year(s), the amounts determined at the last meeting of the General Assembly shall remain applicable.
3. Each Member must pay the annual contribution, the additional annual contribution (if any) as well as the entrance fee (if any) to the Association. Members cannot be held liable for any other financial or other commitments of the Association. The entire annual (additional) contribution shall be paid by the Member whatever the date of leaving the Association.

III. ORGANISATION

ARTICLE 11 – GENERAL PRINCIPLES

1. The governance of the Association is ensured by the following bodies:
 - a. The “General Assembly of the Members”, being the highest decision maker of the Association, defines the direction of the Association and can overrule any decision made by other bodies of the Association.
 - b. The “Steering Committee” is responsible for the general management of the Association and for the execution of the decisions taken by the General Assembly.
 - c. The “Presidium” of the Steering Committee, consisting of the President, the Vice-Presidents and the Treasurer of the Association, leads the work of the Steering Committee and in this role leads the management of the Association.
 - d. If any, the “General Secretariat”, headed by a Secretary General, which is entrusted with the day-to-day management of the Association as well as the operational implementation of the decisions taken by the General Assembly, the Steering Committee and the Presidium of the Association.
2. Furthermore, the Steering Committee may establish one or more “Committees” or “Working Groups” on given topics. When doing so, the Steering Committee defines its tasks and terms of reference, appoints for a period of three (3) years its Chairman (who will be designated as Vice-President of the Association) and determines, on an annual basis, its internal budget. All Committees and/or Working Groups shall report to the Steering Committee, at least on annual basis, on the tasks entrusted to them, their past and future activities as well as their use of the internal budget, including any external income (if any).
3. A Committee on Energy Efficient Buildings, running at least while there are commitments related to the EeB PPP, is established to implement the purpose and activities related to Article 3, paragraph 2.e.

ARTICLE 12 – QUORUM, MAJORITY, CHAIRMANSHIP AND MINUTES

1. Unless otherwise provided by Law or in the Articles of Association, the General Assembly or the Steering Committee is able to take valid decisions by absolute majority vote of the Members present or represented, without having regard to any condition of quorum.

In the event of elections where none of the candidates has obtained an absolute majority, a second round is organised between the two candidates who received the highest number of votes in the first round. Election in the second round is taking place based on simple majority.

2. Blank votes and invalid votes shall be counted as negative votes, i.e. as votes cast against the proposed resolution.

In the case of an election, blank or non-valid votes are deemed to be votes against any of the proposed candidates.

3. Unless otherwise provided all votes shall take place with a nominal vote unless the meeting’s Chairman judges that a written vote is desirable or a person allowed to vote asks for this procedure before the vote takes place. The written voting procedure is secret and hence it ensues through the use of relevant, unsigned ballot papers.
4. Unless otherwise provided, when all the Members are present or represented at a meeting of the General Assembly or when all the members of the Steering Committee are present or represented at a meeting of the Steering Committee, valid resolutions may be passed on all subjects brought up during the meeting even if not included in the agenda, provided that resolutions are adopted unanimously.
5. The President of the Steering Committee chairs the meetings of the General Assembly, of the Steering Committee and of the Presidium. In his/her absence the Vice-President present who has been the longest time in the function will assume this task or, in the case of a tie, the most senior Vice-President. The Chairman of the meeting can appoint a Secretary, who will carry out secretarial tasks and prepare the minutes of the meeting.

However the General Assembly or the Steering Committee has the power to designate other persons than the Members of the Steering Committee to chair the meeting of the General Assembly, carry out secretarial tasks and prepare the minutes.

6. The proceedings of the meetings and the results of votes in respect of decisions of the General Assembly or the Steering Committee are recorded in minutes prepared by the Secretary of the meeting or, in his absence, by the Chairman of the meeting.

The minutes of the General Assembly or Steering Committee meetings must be signed by both the Chairman and the Secretary of the meeting.

The minutes and decisions of the General Assembly, once approved by the Presidium, are then communicated to all Members of the Association via their respective Recorded Electronic Address within twenty-one (21) calendar days of the date at which the General Assembly was held.

The minutes and decisions of the Steering Committee, once approved at the same meeting or at the next meeting and signed as proof thereof by the Chairman and Secretary of that meeting, are then communicated to all Administrators of the Association via their respective Recorded Electronic Address within twenty-one (21) calendar days of the date at which the Steering Committee was held.

The minutes of the General Assembly and of the Steering Committee are filed in two registers kept at the registered office of the Association. The President and/or the Secretary General shall ensure that these registers remain at any time available to the Members.

IV. THE GENERAL ASSEMBLY

ARTICLE 13 – MEETINGS

1. An Ordinary General Assembly is held every year, at the latest six (6) months after the end of the previous fiscal year.
2. The Steering Committee may call additional meetings of the General Assembly as frequently as it deems necessary.

The Steering Committee has the obligation to convene a meeting of the General Assembly if so requested in writing by Members who carry together at least 20% of the voting rights. In this case the General Assembly must be held within maximum ninety (90) calendar days after the date of the registered letter containing the request addressed by these Members to the Steering Committee.

ARTICLE 14 – POWERS

1. The General Assembly
 - a. is the body entrusted with the general direction of the Association;
 - b. determines the general policy of the Association and decides on all matters that relate to its purpose;
 - c. deliberates and decides on the orientations proposed by the Steering Committee for the following fiscal year, and on all matters included in the agenda;
 - d. is the only body with the authority to amend these Articles of Association;
 - e. decides the voluntary dissolution of the Association;
 - f. has the power to exclude a Member, upon proposal of the Steering Committee;
 - g. discusses and adopts the annual report submitted by the Steering Committee;
 - h. approves the annual accounts of the preceding fiscal year;
 - i. discusses and adopts the resolution granting discharge to the Steering Committee in respect of their mandate during the past fiscal year;
 - j. appoints the members of the Steering Committee upon proposal of candidates by the respective categories of Members;
 - k. elects the President and the Treasurer of the Presidium, among the Members of the Steering Committee;
 - l. determines the amount of remuneration to and the rights to claim reimbursement for expenses of the Members of the Steering Committee and of the Presidium;
 - m. determines the level of annual contribution, additional annual contribution (if any) and entrance fee (if any) of the Members, upon proposal of the Steering Committee;
 - n. adopts the budget for the following fiscal year;
 - o. appoints and dismisses auditors, in accordance with Article 26.5 of the Articles of Association, when the legal conditions applicable are met; determines the amount of remuneration of the auditors;
 - p. discusses any other pertinent annual documents and adopts them;
 - q. has the power to examine the minutes of all meetings of the Steering Committee and of the Presidium as well as the resolutions adopted by these and to overrule any decision as the General Assembly deems appropriate, without prejudice to the rights of third parties in good faith.

ARTICLE 15 – ADMISSION, CONVENING, VOTING RIGHTS

Admission:

1. All Members of the Association have the right to attend the meetings of the General Assembly.
2. Without prejudice to Article 9.12, Members who have resigned from the Association or whose rights have been suspended are not allowed to attend.

Convening of meetings:

3. Members are convened to attend a meeting of the General Assembly through an invitation issued by the Steering Committee sent to the Recorded Electronic Address of all Members listed in the register of the Association.

4. Invitations are sent out at least twenty-eight (28) calendar days before the date of the meeting. Invitations must include the agenda, the date and the venue of the meeting and indicate the number of voting rights of each Member of the Association.
5. At the time of convening a meeting of the General Assembly, the Steering Committee may decide that any Member allowed to vote may vote using electronic means without being physically present at the meeting. This possibility must be mentioned in the invitation.

Written decision-making:

6. Members may adopt all resolutions by unanimous written decision falling within the powers of the General Assembly, with the exception of amendments to the Articles of Association. In which case, the formalities for convening a meeting don't need to be fulfilled. Members of the Steering Committee and, where applicable, the auditor, may take notice of such resolutions at their request.

Participation:

7. The Steering Committee may offer the Members the opportunity to participate remotely in the General Assembly by means of an electronic means of communication made available by the Association. With regard to compliance with the conditions on attendance and majority, Members participating in the General Assembly in this manner shall be deemed present at the place where the General Assembly is held.

The Association must be able to verify the capacity and check the identity of the participating person concerned based on the electronic means of communication used.

Additional conditions may be imposed on the use of the electronic means of communication with the sole objective of ensuring the security of the electronic means of communication.

Without prejudice to any limitation imposed by or pursuant to the Law, the electronic means of communication must at least enable the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and to exercise their voting rights with regard to all points on which the meeting must decide. The electronic means of communication must also enable the Members to participate in the deliberations and ask questions, unless the Steering Committee justifies in the notice of the General Assembly why the Association does not have such electronic means of communication.

The convocation of the meeting includes a clear and precise description of the procedures regarding remote participation. If the Association has a website as referred to in article 2:31 of the Belgian Companies and Associations Code, those procedures shall be made accessible on the Association's website for those entitled to participate in the General Assembly.

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

The members of the bureau (President, Secretary and a scrutineer) of the General Assembly cannot electronically participate in the meeting.

Voting rights:

8. Every Member who is not suspended nor has resigned has the right to vote.
9. The number of voting rights of each Member is equal to the annual contribution paid during the previous fiscal year divided by one hundred (100), plus ten (10), rounded down to the nearest unit. If a Member has not paid its annual contribution or additional contribution (if any) for the previous fiscal year, the number of voting rights of that Member is equal to zero.
10. Any Member allowed to vote can be represented at the General Assembly by another Member with a special proxy. The proxy can be given by letter, telegram, fax or electronic means, provided that it is drafted in English, mentions the principal Member and the agent Member, details the General Assembly for which proxy is given and can be printed out and attached to the minutes of the meeting. If appropriate the Steering Committee can determine the format of the proxy. In any event a single Member cannot carry more than two proxies.

V. THE STEERING COMMITTEE

ARTICLE 16 – COMPOSITION AND APPOINTMENT

1. The Steering Committee consists of a minimum of 5 and maximum of 30 members, appointed by the General Assembly for a period of three (3) years, beginning at the General Assembly in which the members are elected and terminating at the Ordinary General Assembly called to approve the accounts of the second fiscal year following the year during which the Steering Committee has been appointed. The election of Steering Committee members is made exclusively among the candidates presented by each category of Members. Each category of Members shall therefore designate by absolute majority vote, and present to the General Assembly of the Members, the candidates applicable to its category. The term of a Steering Committee member is renewable without any limitation.
2. Each member of the Steering Committee is a Member of the Association, represented by a natural person who is freely appointed by this Member for that purpose. The natural persons in the Steering Committee are called “Administrators”. The members of the Steering Committee may replace at any time their Administrator by notification in writing to the Steering Committee.

ARTICLE 17 – END OF MANDATE OF MEMBERS OF THE STEERING COMMITTEE

Resignation

1. Members of the Steering Committee may resign at any time by notification in writing addressed to the Steering Committee.
2. Any Member who resigns from the Association is deemed to have also resigned as a member of the Steering Committee, if and where appropriate.

Suspension

3. Members of the Steering Committee may be suspended at any time by the Steering Committee, if they have also been suspended as Members of the Association.

Dismissal

4. The General Assembly may end the mandate of any member of the Steering Committee at any time, by an absolute majority vote of the Members present or represented.

In general

5. In case of a resignation, suspension or dismissal of a member of the Steering Committee, the Steering Committee shall convene a General Assembly, which must necessarily be held within fifty-six (56) days from the date of resignation, suspension or dismissal. This meeting of the General Assembly will decide on the appointment of a new Member of the Steering Committee, to be presented by the applicable category of Members.
6. The Presidium shall take all and any applicable publicity measures (Annexes to the Belgian State Gazette, notification to the SPF Justice, Crossroads Bank for Enterprises, etc.) with respect to the appointment and/or end of function of any member of the Steering Committee, as well as of any member of the Presidium.

ARTICLE 18 – ADMISSION, CONVENING, QUORUM AND RIGHT TO VOTE

Admission

1. All members of the Steering Committee and those persons who have been invited by the Steering Committee may attend at the meetings. Guests have no voting rights.

Convening of meetings

2. The Steering Committee shall meet as is required and a minimum of two (2) meetings shall be held during every fiscal year.

3. The President, one or more Vice Presidents or at least one fourth of the total number of Administrators acting jointly have the power to convene meetings of the Steering Committee. The same persons may decide at the time of sending out the invitation whether persons with voting rights may cast their vote by means of electronic communication.
4. Meetings of the Steering Committee shall be called in writing with a notice of at least seven (7) calendar days to the Recorded Electronic Address. The invitation must include the agenda, the set of rules regulating voting by means of electronic communication - when applicable - and mention the venue and time of the meeting.

Quorum

5. The Steering Committee is able to deliberate and take valid decisions only if at least half of the members of the Steering Committee are present or represented.

Voting rights

6. Every member of the Steering Committee shall be allowed to cast only one (1) vote.
7. Any member allowed to vote can be represented at the Steering Committee by another member with a special proxy. The proxy can be given by letter, telegram, fax or electronic means, provided that it is drafted in English, mentions the principal member and the agent member, details the Steering Committee for which proxy is given and can be printed out and attached to the minutes of the meeting. If appropriate the Steering Committee can determine the format of the proxy. In any event a single member cannot carry more than two proxies.
8. Any Administrator can be represented at any Steering Committee by another person(s) of the organisation of the member. The internal proxy can be given by letter, telegram, fax or electronic means, provided that it is drafted in English, mentions the Administrator and the agent(s), details the Steering Committee for which internal proxy is given and can be printed out and attached to the minutes of the meeting. If appropriate the Steering Committee can determine the format of the internal proxy.
9. Members may adopt all resolutions by unanimous written decision falling within the powers of the Steering Committee.

ARTICLE 19 – POWERS OF THE STEERING COMMITTEE

1. The Steering Committee
 - a. is in charge of the management of the Association in accordance with the resolutions and guidance of the General Assembly and the Articles of Association;
 - b. prepares the annual budget that is submitted to the General Assembly for approval;
 - c. prepares the statement of accounts and annual report of the preceding fiscal year and submits it to the General Assembly for approval;
 - d. prepares resolutions on the orientations and actions of the Association and submits them to the General Assembly for approval;
 - e. appoints and dismisses the Secretary General and approves the appointment by the Secretary General of administrative staff in the General Secretariat;
 - f. may establish specific Committees and/or Working Groups in accordance with Article 11.2 of the Articles of Association;
 - g. keeps the register in which the details of all Members, including but not limited to their full identification, are listed;
 - h. is authorised to enter into agreements to acquire, alienate and encumber registered estate property with a total value of less than fifty thousand euros (EUR 50,000.00).
2. The Steering Committee shall require prior approval of the General Assembly for resolutions concerning:
 - a. entering into any legal acts that may engage the Association above a total amount or value of fifty thousand euros (EUR 50,000.00);
 - b. entering into agreements in which the Association binds itself as guarantor or joint and several co-debtor or gives any guarantee vis-à-vis third parties or vis-à-vis the debt of a third party;
 - c. lending and/or borrowing money;
 - d. entering into settlement agreements that exceed a total amount or value of twenty thousand euros (EUR 20,000.00).

VI. THE PRESIDIUM

ARTICLE 20 – THE PRESIDENT, THE VICE-PRESIDENTS

1. The Presidium consists of the President, the Vice-Presidents and the Treasurer of the Association.

The President and the Treasurer are appointed by the General Assembly for a period of three (3) years, renewable without any limitation.

2. The Vice-Presidents, which are proposed by each Committee or Working Group and appointed by the Steering Committee for a period of three (3) years, renewable without any limitation, substitute the President in case of his/her absence.

ARTICLE 21 – THE TREASURER

1. The Treasurer
 - a. is responsible for the daily financial management of the Association;
 - b. receives the annual financial report from the Vice-President of each Committee or Working Group (if any);
 - c. prepares the annual budget and establishes the annual statement of accounts and ensures that they are checked by the auditor (if any);
 - d. prepares the accounts to be submitted by the Steering Committee to the General Assembly for approval.

VII. THE GENERAL SECRETARIAT

ARTICLE 22 – APPOINTMENT AND ROLE OF THE SECRETARY GENERAL

1. The General Secretariat comprises the Secretary General and the necessary administrative staff.
2. If the Steering Committee establishes a General Secretariat and appoints a Secretary General, the following shall apply:
 - a. The Secretary General must be either a natural person with whom the Association establishes an employment contract according to applicable Belgian legislation or an identified person within an organisation contracted by the Association to provide the services of the General Secretariat and Secretary General.
 - b. In case the Secretary General is a natural person under an employment contract, the Association may dismiss the Secretary General in accordance with the Belgian social legislation applicable to work contracts. The Secretary General may resign at any time but in accordance with the Belgian social legislation applicable to work contracts.
 - c. The Secretary General reports to the Steering Committee and to the General Assembly on the execution of his/her tasks.
 - d. The Secretary General may conclude, subject to prior approval of the Steering Committee, employment contracts with the administrative staff.
 - e. The Secretary General has the right to attend the meetings of the Steering Committee, of the General Assembly and of the Presidium, and he/she is entitled to contribute to these meetings.

VIII. REPRESENTATION OF THE ASSOCIATION

ARTICLE 23 – LEGAL ACTIONS AND REPRESENTATION OF THE ASSOCIATION

1. The Steering Committee, represented by its President and another member of the Presidium, acting together, initiates and monitors judicial actions, whether as prosecutor or defender.
2. The Association is validly represented towards third parties by its President and another member of the Presidium, acting together.
3. The Steering Committee or the Presidium may delegate representatives in circumstances that fall in its areas of competence towards certain organisations as designated by the Steering Committee or the Presidium.

IX. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

ARTICLE 24 – RULES APPLICABLE WHEN AMENDING THESE ARTICLES OF ASSOCIATION

1. The Articles of Association can only be amended by a resolution of the General Assembly adopted during a meeting of the General Assembly duly called for this purpose.
2. Any proposal that aims to amend the Articles of association must be brought forward by the Steering Committee or by at least two thirds of the Members of the Association.
3. The invitation to the meeting of the General Assembly must be sent to the Registered Electronic Address of the Members of the Association at least twenty-eight (28) calendar days in advance of the meeting of the General Assembly and must explicitly mention any proposed amendments to the Articles of Association.
4. A quorum of at least half of the Members of the Association (either present or represented) is required at the meeting of the General Assembly to make a valid decision regarding amendments to the Articles of association. If this condition is not met, a second meeting of the General Assembly must be convened between fourteen (14) to fifty-six (56) calendar days after the first meeting. This second meeting is able to take decisions on amending the Articles of Association even if the quorum required for the first meeting is not met.
5. The decision is deemed adopted by a two-third majority vote of the Members present or represented.
6. Amendments to the Articles of Association will only come into effect once all legal conditions applicable under Belgian law have been fulfilled.

X. DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

ARTICLE 25 – DISSOLUTION AND LIQUIDATION

1. Only the General Assembly may decide to dissolve the Association.
2. Articles 24.3, 24.4 and 24.5 of the Articles Association are applicable in case of a dissolution.
3. In the event of voluntary or judicial dissolution, the General Assembly shall appoint one or more liquidators by absolute majority vote.

If the General Assembly convened to decide on this appointment fails to decide, the relevant Court of Justice (Tribunal de Première Instance) of the registered office of the Association, as requested by the Steering Committee, will appoint the liquidator.

The liquidator(s) shall realise the assets of the Association and settle any debts. Any remaining assets will be transferred to a similar non-profit organisation pursuing the same goals and a similar social object as the Association.

4. After the dissolution, all acts, invoices, announcements, publications and other documents issued in the name of the Association must immediately be preceded, or followed by the following mention: "AISBL association under liquidation".
5. In the event of dissolution of the Association, the Members will be liable only within the limits set by Law and they will not be entitled to claim for any parts of the remaining assets except for the reimbursement of their annual contribution for that year corresponding to the period comprised between the date of the dissolution and the 31st of December in that year. This distribution will be made within the limits of the remaining assets. However, the General Assembly may decide to allocate any exceeding part of the assets coming from the contributions to another purpose.
6. After the dissolution, the Association continues to exist for any necessary period until the liquidation of its assets. During the whole liquidation procedure the Articles of Association remain applicable.

The Association ceases to exist from the moment when its assets as known to it and to the liquidator(s) no longer exist.

Archives, documents and other records of the dissolved association must be kept during the whole duration of the process of liquidation and thereafter as requested by Law. These are kept by the person designated by the liquidator(s) to this end.

XI. GENERAL PROVISIONS

ARTICLE 26 – ADMINISTRATION, FISCAL YEAR AND ANNUAL ACCOUNTS

1. The fiscal year of the Association runs from the 1st of January to the 31st of December.
2. The Steering Committee shall keep the accounts of the Association and relevant books, documents and other records in such a manner, that the rights and obligations of the Association shall be known at any time.

The Steering Committee shall submit to the General Assembly the annual accounts with the balance sheet of the previous financial year together with all necessary explanations and the budget of the following fiscal year. The balance of accounts of the previous year must be signed by the President and the Treasurer.

The annual accounts and the budgets approved by the General Assembly shall be kept at the disposal of the Members at the registered office of the Association.

3. The General Assembly may decide to establish a reserve fund for which it will set the amount and the level of contribution of each Member to this fund.
4. Any profit that might result from the activities of the Association will be used exclusively for the purpose of the objectives of the Association and it must never be distributed to the Members.
5. Unless otherwise decided by the General Assembly when the legal conditions applicable are met, the General Assembly shall appoint an auditor(s) for a period of two (2) years to review the accounts of the Association. The auditor shall submit a detailed written report to the General Assembly each year at the same time as the balance of accounts of the previous fiscal year established by the Steering Committee. The auditor shall report on its audit to the General Assembly and present in his/her report his/her opinion on the accuracy of the annual accounts.

ARTICLE 27 – INTERNAL RULES

1. The General Assembly may adopt Internal Rules, complementing these Articles of Association or regulating any subject that has not been covered in these Articles of Association. Internal Rules are binding to the administration, activities and the Members of the Association in the same way as the Articles of association.
2. Internal Rules may not contain any provisions that are contrary to the law or to the Articles of Association.
3. Internal Rules may be amended and/or repealed by the General Assembly, following a proposition of the Steering Committee or if requested by at least two thirds of the Members, with a majority of at least two thirds of the Members present or represented.
4. Documents describing the Internal Rules must be made available to all Members in a way that is equally accessible to all Members.

ARTICLE 28 – WRITTEN DOCUMENTS

1. Where written documents are required under the Articles of Association, this can also be fulfilled by means of electronic communication except where provided otherwise in the Articles of Association or by the legislation in force.
2. Where required in the Articles of Association, the transmission of delegations or proxies can take place by electronic communication.
3. Electronic communications, including but not limited to the use of the Registered Electronic Address, can be further detailed in the Internal Rules.

ARTICLE 29 – LIABILITIES

1. Liability of the Association: the Association is liable for the faults imputable to its employees and to its bodies through which the leadership ensues.
2. Liability of the members of the Steering Committee: the members of the Steering Committee may not be held personally liable for any commitments of the Association. Their liability is limited to the execution of their mandate and to the faults imputable to them in the framework of their management.
3. Liability of the Members of the Association: the Members of the Association are not liable for any commitments of the Association in their capacity as Members. Therefore the Members of the Association cannot be made liable except for any personal faults that would engage their non-contractual civil liability as stipulated in the article 1382 of the Belgian Old Civil Code.

ARTICLE 30 – CONFLICT OF INTEREST

1. When the Steering Committee has to take a decision or is required to take a decision on a transaction which falls under its competence, where a member of the Steering Committee would have a direct or indirect interest of a proprietary nature which is contrary to the interests of the Association, the member concerned must inform the other members of the Steering Committee before the Steering Committee takes a decision. Its declaration and explanation regarding the nature of this conflicting interest must be recorded in the minutes of the meeting of the Steering Committee at which the decision is taken. The Steering Committee is not authorised to delegate this decision.
2. A member with a conflict of interest cannot take part in the deliberations of the Steering Committee concerning these decisions or transactions, nor have the right to vote on them.
3. If the majority of the members of the Steering Committee present or represented have a conflict of interest, the decision or transaction will be submitted to the General Assembly. If the General Assembly approves the decision or transaction, the Steering Committee shall implement it.
4. This Article 30 does not apply when the decisions of the Steering Committee concern current operations carried out under the conditions and guarantees commonly used on the market for similar transactions.

ARTICLE 31 – OTHER GENERAL PROVISIONS

1. Any matter not covered by the provisions of these Articles of association, in particular the necessary legal publications in the Annexes to the Belgian State Gazette, will be dealt with in accordance with the provisions of the Belgian Companies and Associations Code, as modified from time to time.
2. The official languages of the Association are French and English. All documents requiring official publication according to the law will be produced in French and made available to the Members also in the English language. The working language of the Association is English.
3. These Articles of Association are subject to Belgian law and for any disputes arising the French-speaking Courts of the jurisdiction of the registered office of the Association shall have exclusive jurisdiction.
4. The French version of the Articles of Association, as published in the Annexes to the Belgian State Gazette, is the only one that shall prevail. No consequence can be drawn from any potential mistakes or imprecise translations of these Articles of Association in other languages.

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