

**Statutes of
International Association for the Evaluation of Educational Achievement (I.E.A.)**

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

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

Article 1. Name. Legal form. Term

1.1 The international non-profit association named “International Association for the Evaluation of Educational Achievement”, abbreviated “I.E.A.” (hereafter: “**Association**”), incorporated on May 30, 1967, is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

1.2 All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

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

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

2.3 If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 22 of these Statutes.

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

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

3.1 The non-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to direct, conduct, facilitate, promote, support and advance research into matters of education and educational achievement or associated topics.

Article 4. Object

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

- (a) Conduct research targeted at examining matters of education common to a number of countries with a view to creating a premise for the analysis and development of a policy, both of which are based on conclusive data;
- (b) Conduct education research that organises data collection and data processing of assessments and surveys that run nationally, regionally or only in single federal states;

- (c) Propose, within the framework of the Association, means by which research centres that are Members of the Association may undertake co-operative projects;
- (d) Set up and execute projects in the field of research in the field of education, through:
 - i. Study implementation, translation verification and quality control;
 - ii. The gathering of relevant data;
 - iii. The processing and analysing of existing (or gathered) data; and
 - iv. The reporting of the analysed data;
- (e) Promote and offer expertise towards the reinforcement of capacities to evaluate educational achievement on international, regional or national levels;
- (f) Disseminate information, findings, data and issue publications;
- (g) Organise and arrange conferences, seminars, workshops, and other programs and convenings at international, regional and national levels;
- (h) Collect and analyse statistical data;
- (i) Develop and make available software tools that support in connection to the running and administration of an assessment or projects, or that help to work on analysis of data;
- (j) Cooperate with and direct other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations;
- (k) Provide trainings on education and/or education research at international, regional and national levels; and
- (l) Execute all other activity linked to the abovementioned activities, contributing to executing the purpose of the Association.

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

4.3 In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities to the ones of the Association.

4.4 Upon decision of the Standing Committee, the business of the secretariat of the Association (including certain administration, management and coordination services, financial services and related training functions) may be conducted by the foundation existing under Dutch law “Stichting I.E.A. Secretariaat Nederland”, which is established in The Hague, has its registered office at Keizersgracht 311, 1016 EE Amsterdam, The Netherlands and is registered with the Dutch Chamber of Commerce (KvK) under the number 41158871 (hereafter: “**Foundation**”).

TITLE III. MEMBERS

Article 5. Membership

5.1 The Association shall have one (1) membership category: the Members. The Association shall always consist of at least two (2) Members. The founding members of the Association shall be the first Members of the Association.

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

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

Article 6. Members

6.1 Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having the legal personality; and
- (b) Being a legal entity charged with education research and/or education.

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

Article 7. Admission to membership

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

7.2 The Executive Director shall submit this application to the Standing Committee, which shall in turn submit it for admission to the General Assembly. After having verified that all conditions for membership are complied with, the General Assembly shall decide on the admission to membership. The decisions of the General Assembly regarding membership admissions are final, sovereign and the General Assembly may give reasons for its decisions.

Article 8. Representation of Members

8.1 Each Member, being a legal entity, shall appoint one natural person, called the "Representative", to represent it within the Association. The Representative shall cast the vote of his/her Member at the General Assembly. The Representative must have full capacity powers to represent his/her Member.

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

8.3 Each Member shall inform, via regular means of communication, the Executive Director of the identity, contact details, and, as the case may be, appointment or revocation as Representative.

Article 9. Resignation

9.1 Members are free to resign from the Association at any time by giving written notice via special means of communication, at the latest by August 31 of each year, to the Executive Director. The Executive Director shall submit the resignation to the Standing Committee, which shall in turn acknowledge it. The resignation shall be effective on December 31 of the year during which the written notice has been sent to the Executive Director.

9.2 A Member is deemed resigning if the Member is in one of the following situations:

- (a) Voluntary/as of right/legal dissolution/liquidation;
- (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- (c) Judicial administration/reorganisation;
- (d) Merger (only if the concerned Member is the acquired legal entity);
- (e) Transfer of an universality; and
- (f) Ceases to satisfy the definition of membership as set out in Article 6 of these Statutes following a (partial) demerger or transfer of a branch of activity.

9.3 This resignation shall be effective upon a decision of the Standing Committee. A Member has the right to defend its position at (or in writing prior to) the meeting of the Standing Committee at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under Paragraph 9.2 of the present Article. The decisions of the Standing Committee regarding the resignation of Members as referred to in the Paragraphs 9.2 and 9.3 of the present Article are final, sovereign and the Standing Committee may give reasons for its decisions.

Article 10. Suspension

10.1 A Member which (i) ceases to satisfy the definition of membership as set out in Article 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) does not pay all its membership fees within the stated period, or (v) acts contrary to the common values and ethics of the Association, or (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights) upon decision of the Standing Committee.

10.2 Before suspending a Member, the Standing Committee shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the meeting of the Standing Committee deciding on the suspension. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of suspension. The Standing Committee may decide to suspend a Member, provided that the concerned Member is convened at the meeting of the Standing Committee and has received the possibility to defend its position during the meeting of the Standing Committee and prior to the voting on the suspension. The decisions of the Standing Committee regarding the suspension of a Member are final, sovereign and the Standing Committee may give reasons for its decisions.

10.3 By derogation to the Paragraphs 10.1 and 10.2 of the present Article, the Standing Committee may also suspend part or all of the membership rights (including voting rights) of a Member at the explicit request of such Member.

10.4 All membership rights (including voting rights) of the Member concerned by the abovementioned suspension procedure shall be suspended for a period of time, as decided by the Standing Committee and at the latest until the next meeting of the General Assembly which shall decide whether or not to renew the suspension and if so, for which period of time.

10.5 The General Assembly may decide to renew the suspension of a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on renewing the suspension. The Member concerned by the procedure of suspension shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the renewal of the suspension of a Member are final, sovereign and the General Assembly may give reasons for its decisions. The renewal of the suspension of a Member shall take effect immediately at the end of the meeting of the General Assembly, unless otherwise provided by the General Assembly.

10.6 The maximum period of renewal of the suspension of a Member is until the end of the next meeting of the General Assembly and the suspension can be further renewal by the General Assembly in accordance with the procedures and terms as set in this Article. Before the expiry of the suspension time, the suspension of a Member may also be revoked by the General Assembly, at its next meeting, without retroactive effect.

Article 11. Exclusion

11.1 A Member which (i) ceases to satisfy the definition of membership as set out in Article 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) acts contrary to the common values and ethics of the Association, (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly upon proposal of the Standing Committee.

11.2 Before recommending the exclusion of a Member to the General Assembly in accordance with Paragraph 11.1 of the present Article, the Standing Committee shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days before the meeting of the Standing Committee. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of its exclusion. The Standing Committee may decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Standing Committee and has received the possibility to defend its position during the meeting of the Standing Committee and prior to the voting on the proposal of exclusion. The decisions of the Standing Committee regarding the proposal of exclusion of a Member to the General Assembly are final, sovereign and the Standing Committee may give reasons for its decisions.

11.3 Upon proposal from the Standing Committee, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The Member concerned by the procedure of exclusion shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly may give reasons for its decisions.

11.4 All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Standing Committee not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Standing Committee decides to recommend the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly.

Article 12. Consequences of the end of the membership

12.1 A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees (aa) for the financial year during which notice is given and, (bb) in case the notice is served after August 31, for the financial year during which the notice is given and the following financial year. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Executive Director, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

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

Article 13. Membership fees

13.1 Each Member shall pay membership fees per year, which are calculated on the basis of the weighted average of (i) the gross national product (GNP) per inhabitant per country, (ii) the national expenses on education per inhabitant per country and (iii) the country's percentage of educational development according to the World Bank. The amount of the membership fees and the calculation method of the membership fees for each Member shall be proposed by the Standing Committee and decided by the General Assembly.

13.2 Without prejudice to Article 10 and Article 11 of these Statutes, if a Member fails to pay its membership fees within thirty (30) calendar days after an official final reminder has been sent to it by the Executive Director, its rights (including voting rights) may be immediately suspended upon decision of the Standing Committee, until the payment of the membership fees due.

13.3 Members joining the Association part way through a financial year shall pay the total amount of membership fees.

13.4 The membership fees can be subject to indexation. The amount of the indexation shall be proposed by the Standing Committee and decided by the General Assembly.

13.5 The Standing Committee can decide to reduce or waive all or part of the membership fees for one or more Members.

13.6 The Executive Director shall decide on the invoicing procedure and the time for payment of the membership fees.

Article 14. Compliance with the Statutes and the internal rules

14.1 Any Member shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 7 of these Statutes.

TITLE IV. HONORARY MEMBERS

Article 15. Honorary Members

15.1 Upon proposal of any Member to the Executive Director, who will communicate such proposal to the Standing Committee, the General Assembly shall have the right to grant the title of Honorary Member to any natural person, (i) who has rendered exceptional services to the Association and/or its Members, or (ii) who has attained outstanding eminence in the field of research into matters of education and educational achievement or related fields.

15.2 The General Assembly may revoke the title of Honorary Member granted to one or several natural person(s) at any time. The decisions of the General Assembly regarding the granting or the revocation of the title of Honorary Member are final, sovereign and the General Assembly shall not give reasons for its decisions.

15.3 Honorary Members shall always be invited to the meeting(s) of the General Assembly, without a right to vote and with the right to be heard.

TITLE V. ORGANISATIONAL STRUCTURE

Article 16. Bodies

16.1 The bodies of the Association are:

- (a) The General Assembly;
- (b) The Standing Committee;
- (c) The Chair;
- (d) The Executive Director; and
- (e) The Committee(s), Working Group(s) and Working Structure(s).

TITLE VI. GENERAL ASSEMBLY

Article 17. Composition. Voting rights

17.1 The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative pursuant to Article 8 of these Statutes.

17.2 Each Member shall have one (1) vote.

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

17.4 The General Assembly shall be chaired by the Chair. If the Chair is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the longest standing member of the Standing Committee.

17.5 The Standing Committee and/or the Executive Director may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly these third parties will receive the right to speak.

Article 18. Powers

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

- (a) The determination of the general policy of the Association;
- (b) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (c) The election and dismissal (*ad nutum*) of the members of the Standing Committee and the determination of the conditions upon which the mandate of each member of the Standing Committee will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (d) The election and dismissal (*ad nutum*) of the Chair;
- (e) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (f) The admission of new Members upon receipt of the application for admission to membership from the Standing Committee;

- (g) The renewal of the suspension of Members;
- (h) The exclusion of Members;
- (i) The discharge to be given to the members of the Standing Committee and, if any, to the statutory auditor;
- (j) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Standing Committee;
- (k) The granting and revocation of the title of Honorary Member;
- (l) The approval of the annual accounts and the budget of the Association;
- (m) The amendment of these Statutes;
- (n) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
- (o) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

Article 19. Meetings

19.1 The General Assembly shall meet at least once a year upon convening by the Chair or the Standing Committee, and at such time and place as determined in the convening notice. The General Assembly can either meet in physical or virtual/hybrid form, in the latter case provided that the conditions of Article 22.6 of the present Statutes are met. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"). Each year, the Standing Committee shall determine the exact date of the Ordinary General Assembly.

19.2 Any other meeting of the General Assembly shall be convened at any time by the Chair, or the Standing Committee whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Chair or the Standing Committee at the written request of at least one-fifth (1/5) of the Members. In this last case, the Chair or the Standing Committee shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Members. The General Assembly shall take place at the latest on the fortieth (40th) calendar day following this request.

Article 20. Proxies

20.1 The Members shall endeavour to attend all meetings of the General Assembly. Only when its Representative cannot attend a meeting of the General Assembly, a Member shall have the right, via regular means of communication, always with copy to the Executive Director via similar means, to give a proxy to another Member to be represented at a meeting of the General Assembly. No Member may hold more than one (1) proxy.

20.2 Each Member shall have the right via regular means of communication, always with copy to the Executive Director via similar means, to give a proxy to another Member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 45 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 21. Convening notices. Agenda

21.1 Convening notices for the General Assembly shall be notified to the Members and the members of the Standing Committee by the Executive Director via regular means of communication at least fifteen

(15) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Executive Director and adopted by the Chair or the Standing Committee.

21.2 Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one twentieth (1/20) of the Members and notified to the Chair at least seven (7) calendar days before the meeting must be included in the agenda. In such a case, the Executive Director shall inform the Members and the members of the Standing Committee of the additional item(s) on the agenda of the General Assembly via regular means of communication at least three (3) calendar days before the meeting of the General Assembly.

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

21.4 Each Member and each member of the Standing Committee shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless it disagrees, any Member present or represented and any member of Standing Committee present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 22. Presence quorum. Voting majority. Votes

22.1 Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Members are present or represented.

22.2 If the presence quorum stipulated in Paragraph 22.1 of the present Article is not met at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least fifteen (15) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority stipulated in the Paragraph 22.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

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

22.4 The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by the Chair, the Standing Committee or at least one third (1/3) of the Members present or represented.

22.5 By derogation to the Paragraphs 22.1 and 22.3 of the present Article, for the election of one or more the member(s) of the Standing Committee referred to in Article 25.3 of these Statutes, decisions of the General Assembly shall be validly adopted as follows:

- (a) If the number of candidate members of the Standing Committee is equal or lower to the number of mandates of member of the Standing Committee to be fulfilled:

- i. The General Assembly shall vote for each candidate member of the Standing Committee on the list (one by one); and
 - ii. Each candidate member of the Standing Committee shall obtain at least fifty per cent (50%) plus one (1) vote of the votes cast by the Members present or represented.
- (b) If (i) there are more candidate members of the Standing Committee than the number of mandates of member of the Standing Committee to be fulfilled or (ii) the chairperson of the General Assembly decides to derogate to Paragraph 22.5, (a) of the present Article:
- i. The ballot shall be organised in a way that each Member is able to cast its vote as many times as there are mandate(s) of member of the Standing Committee to be fulfilled (e.g. if five (5) members of the Standing Committee shall be elected, the Member can cast five (5) votes, i.e. one (1) vote per member of the Standing Committee to be elected); and
 - ii. The candidate member(s) of the Standing Committee shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Members present or represented. In the event of a tie between two (2) or more candidates member of the Standing Committee, subsequent voting round(s) shall take place until the tie is broken.

22.6 Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Standing Committee and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Standing Committee shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

22.7 Provided that this possibility has been granted by the Standing Committee and is mentioned in the convening notice, the Members may vote via electronic means during a meeting of the General Assembly. The Standing Committee shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

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

Article 23. Register of minutes

23.1 Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of the minutes shall be sent via regular means

of communication by the Executive Director to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

Article 24. Written procedure

24.1 Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 21 of these Statutes do not have to be complied with.

24.2 For this purpose, the Chair, upon request of the Standing Committee, and with the assistance of the Executive Director, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Standing Committee, with request to the Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Standing Committee and within a reasonable time limit.

24.3 If the votes in favour of all of the Members regarding the items on the agenda are not received/submitted within a reasonable time limit, the decisions are deemed not to be taken.

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

24.5 The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Standing Committee.

24.6 The decisions taken via written procedure shall be sent via regular means of communication by the Executive Director to the Members.

24.7 The members of the Standing Committee and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VII. STANDING COMMITTEE

Article 25. Composition

25.1 The Association shall be administered by a Standing Committee composed as follows:

- (a) The Chair is as of right (automatically) member of the Standing Committee;
- (b) Six (6) other members of the Standing Committee.

25.2 Each member of the Standing Committee shall be a Representative of a Member.

25.3 The members of the Standing Committee shall at all times represent, support and be loyal to the Association and put the interests of the Association before the interests of the respective Member they are a Representative of.

25.4 Except for the member of the Standing Committee referred to in Paragraph 25.1, (a) of the present Article who is elected by the General Assembly in accordance with Article 34 of these Statutes, the General Assembly shall elect the members of the Standing Committee. The term of office of the members of the Standing Committee is a three (3) years term, indefinitely renewable. Their mandate shall not be remunerated.

25.5 For the members of the Standing Committee referred to in Paragraph 25.1, (b) of this Article, each Member may propose one (1) candidate member of the Standing Committee to the Standing Committee at least forty-two (42) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Standing Committee will be elected. The Standing Committee shall inform the Members as soon as a new election by the General Assembly is necessary. The Standing Committee, taking into account the criteria set out in Paragraph 25.2 of the present Article, shall draw up a list of all proposed candidate members of the Standing Committee. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Standing Committee will be elected. The list shall indicate for each proposed candidate member of the Standing Committee the criteria set out in Paragraph 25.2 of the present Article. If there is no list or an incomplete list of candidate members of the Standing Committee, the General Assembly may freely elect without any formality one or more member(s) of the Standing Committee out of the Representatives of the Members.

25.6 Except for the member of the Standing Committee referred to in Paragraph 25.1, (a) of the present Article who is elected by the General Assembly in accordance with Article 34 of these Statutes, the mandate of a member of the Standing Committee terminates by expiry of his/her directorship. The mandate of a member of the Standing Committee terminates as of right (automatically) and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Standing Committee ceases to be a Representative of a Member, or (iii) if the Member represented by the member of the Standing Committee is, for whatever reason, ceases to be a Member, or (iv) if the Member represented by the member of the Standing Committee is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Member represented by the member of the Standing Committee has substantially modified its activities, or (vi) if a member of the Standing Committee does no longer meet the criteria set out in Paragraph 25.2 of the present Article.

25.7 Except for the member of the Standing Committee referred to in Paragraph 25.1, (a) of the present Article who is elected by the General Assembly in accordance with Article 34 of these Statutes, the mandate of a member of the Standing Committee also terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss a member of the Standing Committee at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Standing Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

25.8 Except for the member of the Standing Committee referred to in Paragraph 25.1, (a) of the present Article who is elected by the General Assembly in accordance with Article 34 of these Statutes, the members of the Standing Committee are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Chair. In case of termination of the mandate of a member of the Standing Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Standing Committee, or dismissal, the member of the Standing Committee shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

25.9 Except for the member of the Standing Committee referred to in Paragraph 25.1, (a) of the present Article who is elected by the General Assembly in accordance with Article 34 of these Statutes, if the mandate of a member of the Standing Committee ceases before its term, for whatever reason, the Standing Committee may freely appoint (by co-optation) a new member of the Standing Committee for the remainder of the term, provided that the member of the Standing Committee appointed (by co-optation) fulfils the criteria for the composition of the Standing Committee of the replaced member of the Standing Committee. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the member of the Standing Committee appointed (by co-optation). If the

mandate of the member of the Standing Committee appointed (by co-optation) is confirmed by the General Assembly, said member of the Standing Committee shall complete the term of office of the replaced member of the Standing Committee, except if the General Assembly otherwise decides. If the mandate of the member of the Standing Committee appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said member of the Standing Committee will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Standing Committee until that date.

25.10 In case of termination of the mandate of a member of the Standing Committee for whatever reason, the member of the Standing Committee shall have no claims for compensation on the Association or for its assets.

25.11 The Standing Committee shall be chaired by the Chair. If the Chair is unable or unwilling to chair the Standing Committee, the Standing Committee shall be chaired by the longest standing member of the Standing Committee present.

25.12 The Standing Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Standing Committee.

Article 26. Powers

26.1 The Standing Committee is charged with the overall governance of the Association and shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Standing Committee shall function as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

26.2 The Standing Committee shall in particular have the following powers:

- (a) The transfer of the Association's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association's strategies and policies within the framework of the general policy determined by the General Assembly;
- (c) Any decision on the sale, transfer, acquisition, or any similar operation with the right to acquire, receive, hold, manage, increase or decrease considerable assets and/or liabilities from the Association to the Foundation, and vice versa, which would not be covered under the power (m) of Article 18 of these Statutes;
- (d) The general supervision and governance of the Association;
- (e) The execution of the decisions of the General Assembly;
- (f) The acknowledgement of the resignation of a Member pursuant to Article 9.1 through 9.3 of these Statutes;
- (g) The submission of applications for admission to membership to the General Assembly, upon receipt of the Executive Director;
- (h) The suspension of Members;
- (i) The proposal of exclusion of Members to the General Assembly;
- (j) The appointment and dismissal (*ad nutum*) of the Executive Director, including the discharge to be given;
- (k) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (l) Upon receipt of the draft annual accounts and the draft budget from the Executive Director, the finalisation and approval of these documents that must be submitted to the General Assembly for final approval;

- (m) The adoption, the amendment and the revocation of the internal rules, if any;
- (n) The decisions to amend Article 41.2 of these Statutes; and
- (o) The adoption of propositions to be submitted to the General Assembly.

26.3 Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Executive Director together with the staff members, on behalf of the Standing Committee, shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

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

Article 27. Meetings

27.1 The Standing Committee shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the Chair or at the request of two (2) members of the Standing Committee, acting jointly, and at such time and place as determined in the convening notice. If the Chair is unable or unwilling to convene the Standing Committee, the Standing Committee shall be convened by the longest standing member of the Standing Committee.

Article 28. Proxies

28.1 Each member of the Standing Committee shall endeavour to attend all meetings of the Standing Committee. Only in exceptional cases a member of the Standing Committee shall have the right, via regular means of communication, to give a proxy to another member of the Standing Committee, to be represented at a meeting of the Standing Committee. No member of the Standing Committee may hold more than one (1) proxy.

Article 29. Convening notices. Agenda

29.1 Convening notices for the Standing Committee shall be notified to the members of the Standing Committee by the Executive Director via regular means of communication at least seven (7) calendar days before the meeting of the Standing Committee. The convening notices shall mention the date, time and place of the meeting of the Standing Committee. In addition, the convening notices shall mention if the members of the Standing Committee can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Standing Committee shall be prepared by the Executive Director and adopted by the Chair. If the Chair is unable or unwilling to adopt the agenda, the agenda shall be adopted by the longest standing member of the Standing Committee.

29.2 Each member of the Standing Committee shall have the right to propose additional item(s) to be included on the agenda of the Standing Committee, which shall be notified via regular means of communication to the Chair at least five (5) calendar days before the meeting. In such a case, the Executive Director shall inform the members of the Standing Committee of the additional item(s) on the agenda of the Standing Committee via regular means of communication at least three (3) calendar days before the meeting of the Standing Committee.

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

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

Article 30. Presence quorum. Voting majority. Votes

30.1 Unless otherwise stipulated in these Statutes, the Standing Committee shall be validly constituted when at least half of the members of the Standing Committee are present or represented.

30.2 If the presence quorum stipulated in Paragraph 30.1 of the present Article is not met at the first meeting, a second meeting of the Standing Committee may be convened pursuant to Article 29 of these Statutes, at least seven (7) calendar days after the first meeting of the Standing Committee. The second meeting of the Standing Committee shall validly deliberate irrespective of the number of members of the Standing Committee present or represented, in accordance with the voting majority stipulated in the Paragraph 30.3 of the present Article. In any case, the Standing Committee shall always be constituted of at least two (2) members of the Standing Committee physically or virtually present.

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

30.4 Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chair shall have the decisive vote and in his/her absence (whether represented or not), the longest standing member of the Standing Committee present.

30.5 A duly convened meeting of the Standing Committee shall be validly held even if all or some of the members of the Standing Committee are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Standing Committee to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Executive Director shall set up the practical procedures to organise this in practice. In such a case, the members of the Standing Committee shall be deemed present.

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

Article 31. Register of minutes

31.1 Minutes shall be drawn up at each meeting of the Standing Committee. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Director to the members of the Standing Committee. The register of minutes shall be kept at the registered office of the Association where all members of the Standing Committee may consult it, without, however, displacing it.

Article 32. Written procedure

32.1 The Standing Committee may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 29 of these Statutes do not have to be complied with.

32.2 For this purpose, the Executive Director, upon request of the Chair or two (2) members of the Standing Committee acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Standing Committee, with request to the members of the Standing Committee to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Executive Director and within a reasonable time limit.

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

32.4 For the purpose of the present Article, members of the Standing Committee are not allowed to grant proxies to other members of the Standing Committee.

32.5 The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Standing Committee.

32.6 The decisions taken via written procedure shall be sent via regular means of communication by the Executive Director to the members of the Standing Committee.

Article 33. Conflict of interests

33.1 In case a member of the Standing Committee (hereafter: "**Concerned member of the Standing Committee**") has a direct or indirect interest of a patrimonial and/or functional nature which is conflicting with the interest of the Association in a decision or an operation falling within the powers of the Standing Committee (hereafter: "**Conflicting Interest**"), he/she shall notify the Conflicting Interest to the Standing Committee and provide all facts material to understand the nature and scope of the conflict, as soon as possible and before the Standing Committee takes any decision on such matter.

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

33.3 The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned member of the Standing Committee shall be recorded in the minutes of the meeting of the Standing Committee that shall take the concerned decision. The nature of the concerned decision/operation and the patrimonial consequences thereof for the Association and the reason(s) of the decision that has been taken shall be described by the Standing Committee in the minutes of the meeting of the Standing Committee that shall take the concerned decision.

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

33.5 The Concerned member of the Standing Committee shall neither participate in the deliberations of the Standing Committee nor participate in the vote related to the items on the agenda relating to the Conflicting Interest.

33.6 In relation to the items on the agenda relating to the Conflicting Interest, the Concerned member of the Standing Committee shall not be taken into account for the calculation of the presence quorum as provided for by Article 30.1 of these Statutes. The rules relating to the voting majority provided for by Article 30.3 of these Statutes remain unchanged.

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

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

TITLE VIII. CHAIR

Article 34. Election and function of the Chair

34.1 The General Assembly shall elect a Chair from amongst the candidates proposed by the Members. The Chair shall as of right (automatically) be a member of the Standing Committee.

34.2 The Chair shall be a Representative of a Member.

34.3 The mandate of the Chair may be remunerated, upon decision of the Standing Committee. His/her term of office is a three (3) years term, twice renewable.

34.4 The mandate of the Chair terminates by expiry of the term of his/her mandate.

34.5 The General Assembly may further dismiss (*ad nutum*) the Chair at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Chair concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal. The concerned Chair shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The dismissal is without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

34.6 The Chair is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the General Assembly. In case of the end of the mandate of the Chair for whatever reason, except the cases of automatic termination of his/her mandate, or dismissal, the Chair shall continue performing the duties of his/her office until the General Assembly has provided in his/her replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

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

Article 35. Powers of the Chair

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

- (a) Representing the Association as an ambassador in all matters relating to international studies;
- (b) Adopting the agenda of the meetings of the General Assembly and the Standing Committee, after preparation by the Executive Director;
- (c) Presiding the meetings of the General Assembly and the Standing Committee;
- (d) Approving the minutes of the meetings of the General Assembly and the Standing Committee;
- (e) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (f) In the event of a tie vote, having the casting vote within the Standing Committee.

TITLE IX. EXECUTIVE DIRECTOR

Article 36. Appointment and function of the Executive Director

36.1 Upon proposal of an Appointment Committee that shall nominate a natural person, not being a member of the Standing Committee, as a candidate Executive Director, the Standing Committee shall appoint an Executive Director. By derogation to the preceding sentence, if an Executive Director is appointed by the Standing Committee to temporarily replace an Executive Director, the proposal of an appointment is not required. His/her office may be remunerated. The Association shall cover all reasonable expenses exposed by the Executive Director. The Executive Director's mandate may be of a definite or indefinite duration. The terms and conditions of his/her office shall be determined by the Standing Committee.

36.2 The mandate of the Executive Director terminates as of right and with immediate effect by death or incapacity.

36.3 Unless otherwise agreed, the Standing Committee may dismiss (*ad nutum*) the Executive Director at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

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

36.5 In case of the end of the mandate of the Executive Director for whatever reason, the Executive Director shall have no claims for compensation on the Association or for its assets, including its intellectual property, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

36.6 The Executive Director shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights (except for the Committee(s), Working Group(s) and Working Structure(s) where he/she would have such rights) and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Executive Director.

36.7 Notwithstanding the above Paragraph, the Chair may decide that the Executive Director cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Standing Committee during which decisions on the Executive Director would be discussed and/or taken.

Article 37. Powers of the Executive Director

37.1 The Executive Director is charged with the overall management of the Association and shall have the powers specifically granted to him/her by these Statutes. In particular, the Executive Director shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The hiring and the dismissal of the employees of the secretariat of the Association;
- (c) In cooperation with the Chair, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the Chair, the coordination and the organisation of the meetings of the Standing Committee;
- (e) The determination of fees for international studies;
- (f) The monitoring of the budget expenditures and the allocation of the budget;
- (g) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (h) The submissions of applications for admission to membership to the Standing Committee, which in turn shall submit them to the General Assembly;
- (i) The execution of the decisions of the Standing Committee;
- (j) The sending out of the convening notices of the General Assembly and the Standing Committee;
- (k) In cooperation with the staff, the preparation of the draft annual accounts and the draft budget that must be submitted to the Standing Committee for finalisation and approval before being submitted to the General Assembly for final approval;
- (l) The supervision of the financial affairs of the Association;
- (m) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (n) Ensuring the public relations of the Association, particularly regarding communication with third parties; and
- (o) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Committee(s), Working Group(s) and Working Structure(s) and the overseeing of this/these.

37.2 The Executive Director shall always act under the responsibility of the Standing Committee and within the approved budget. The Executive Director shall report periodically to the Standing Committee on his/her actions and activities, and/or at the request of the Standing Committee.

TITLE X. COMMITTEE(S), WORKING GROUP(S) AND WORKING STRUCTURE(S)

Article 38. Committee(s), Working Group(s) and Working Structure(s)

38.1 The Executive Director may establish, dissolve and delegate tasks to one or more Committee(s), Working Group(s) and Working Structure(s). The Executive Director shall determine amongst others the

mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Committee(s), Working Group(s) and Working Structure(s).

38.2 The Committee(s), Working Group(s) and Working Structure(s) shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Standing Committee.

38.3 The Committee(s), Working Group(s) and Working Structure(s) shall always act under the responsibility of the Executive Director and shall report periodically to the Standing Committee on its/their activities, and/or at the request of the Standing Committee.

38.4 The Committee(s), Working Group(s) and Working Structure(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Committee(s), Working Group(s) and Working Structure(s).

TITLE XI. LIABILITY

Article 39. Liability

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

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

TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 40. External representation of the Association

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

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

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

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

TITLE XIII. INTERNAL RULES AND PROCEDURES

Article 41. Internal rules and procedures

41.1 To detail and complete the provisions of these Statutes, the Standing Committee may adopt, amend and/or revoke internal rules.

41.2 On the date of the adoption of the new Statutes of the Association, no internal rules have been adopted.

41.3 The Standing Committee is further entitled to adopt Standing Committee internal procedures and any other kind of statement that falls within the scope of its powers.

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

Article 42. Financial year

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

Article 43. Annual Accounts. Budget

43.1 Upon proposal and preparation of the Executive Director, the Standing Committee shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

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

43.3 The draft annual accounts and the draft budget shall be circulated amongst all Members at least fifteen (15) calendar days before the Ordinary General Assembly.

Article 44. Auditing of the annual accounts

44.1 If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.

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

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

TITLE XV. AMENDMENTS TO THESE STATUTES

Article 45. Amendments to these Statutes

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

45.2 If the presence quorum stipulated in Paragraph 45.1 of the present Article is not met at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these

Statutes, at least fifteen (15) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority stipulated in the Paragraph 45.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

45.3 By derogation to Paragraph 45.1 of the present Article, the Standing Committee can also validly decide on amendments to Article 41.2 of these Statutes.

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

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

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

TITLE XVI. DISSOLUTION. LIQUIDATION

Article 46. Dissolution. Liquidation

46.1 Any proposal to dissolve the Association shall be proposed by the Standing Committee or at least one-third (1/3) of the Members. The General Assembly can validly decide on the dissolution of the Association only if (i) at least two-thirds (2/3) of the Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

46.2 If the presence quorum stipulated in Paragraph 46.1 of the present Article is not met at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least fifteen (15) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority stipulated in the Paragraph 46.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

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

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

46.5 The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Statutes.

TITLE XVII. VARIA

Article 47. Notifications

47.1 Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

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

Article 48. Computation of time

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

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

Article 49. Abstentions

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

Article 50. Secret ballot

50.1 For the voting regulated in these Article of Association, the term “secret ballot” means a voting method in which the voters’ (i.e. the Members, the members of the Standing Committee, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Executive Director and the staff of the Association.

Article 51. Varia

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

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

51.3 For the performance of their duties, members of the Standing Committee may elect domicile at the registered office of the Association.

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