



Statutes of the Laserlab-Europe Association

Laserlab-Europe AISBL

Final Version

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Contents

Section 1:	Name, registered office, language, duration.....	3
Article 1:	Name	3
Article 2:	Registered office.....	3
Article 3:	Language.....	3
Article 4:	Duration	3
Section 2:	Purposes.....	3
Article 5:	Not-for-profit purpose and activities.....	3
Section 3:	Membership	4
Article 6:	Members.....	4
Article 7:	Admission of new Members.....	5
Article 8:	Rights and obligations of Members	5
Article 9:	Membership fees and contributions.....	7
Article 10:	End of membership.....	7
Section 4:	Governance	8
Article 11:	Governance structure.....	8
Article 12:	General Assembly.....	9
Article 13:	Management Board.....	12
Article 14:	Executive Director.....	14
Article 15:	Representation.....	15
Article 16:	Secretary and Secretariat Office of the Association.....	15
Section 5:	Finances, Accounts and Budget.....	16
Article 17:	Financial resources.....	16
Article 18:	Budget, accounts and audit.....	16
Section 6:	Liability.....	16
Article 19:	Liability	16
Section 7:	Modification of the Statutes and Dissolution.....	16
Article 20:	Modification of the statutes	16
Article 21:	Dissolution.....	17
Section 8:	General Provisions	17
Article 22:	Hierarchy of norms.....	17
Article 23:	Jurisdiction	17
Article 24:	Governing Law	17
Article 25:	Definitions	17

Statutes of the Laserlab-Europe AISBL

Section 1: Name, registered office, language, duration

Article 1: Name

- 1.1 An international not-for-profit association (in French: *association internationale sans but lucratif - aisbl*) with the name "Laserlab-Europe AISBL" (the "**Association**") is hereby established.
- 1.2 The Association is constituted under and governed by the provisions of Title III of the Belgian law of 27 June 1921 on not-for-profit organisations, foundations, European political parties and European political foundations (the "**NPO-Act**") and its subsequent amendments.

Article 2: Registered office

- 2.1 The registered office of the Association is established in Brussels at Rue du Trône 98, B-1050 Brussels.
- 2.2 Without prejudice to the application of the Belgian linguistic legislation, the registered office may be transferred to any other place in Belgium, upon decision of the General Assembly.
- 2.3 The Association may establish offices including the Secretariat Office or operation centres in Belgium or any other country, upon decision of the Management Board.

Article 3: Language

- 3.1 The working language of the Association is English.
- 3.2 The official language of the Association used for the official documents and relations with Belgian authorities shall be French. All documents requiring official publication according to the NPO-Act will be produced in French and made available to the Members in English.
- 3.3 In case of dispute relating to these statutes between Members, the official published French version shall prevail. Towards third parties the official published French version is the only relevant version.

Article 4: Duration

The Association is established for an unlimited period of time. It can be dissolved at any time by decision of the General Assembly according to article 21 of these statutes.

Section 2: Purposes

Article 5: Not-for-profit purpose and activities

- 5.1 The Association has the not-for-profit purpose to promote the cooperation between European-level laser research infrastructures (RI) and to establish and coordinate the operation of laser RIs with the objectives of
 - a) facilitating the development of advanced lasers and laser-based technologies for research and innovation,

- b) stimulating and promoting the efficient utilization of existing advanced laser RIs by Users from academia as well as industry and medical centres, thus exploiting their full scientific and technological potential,
- c) promoting scientific excellence in laser-based research, by allowing experiments of the highest scientific quality to utilize the most suitable laser RI, independently of the affiliation of the Users and of the location of the RI, and
- d) stimulating and reinforcing cost efficient development of European laser RIs, by coordinated R&D efforts, staff exchange and sharing of know-how and by fostering uniqueness and avoiding expensive duplications.

5.2 In order to fulfil its purposes, the Association may carry out the following activities:

- a) coordinate the provision of open access to Users, i.e. researchers given access to a laser research infrastructure, after a selection process based on scientific excellence, to a comprehensive and diverse set of advanced laser RIs,
- b) complement the participating RIs' national or targeted user programmes and research activities with a joint transnational access programme, joint R&D and networking activities,
- c) coordinate joint actions, within the laser community and between the laser community and closely related photon science communities such as those of accelerator-based light sources, in Europe and globally,
- d) organise meetings, workshops, conferences and other events in line with the purposes above,
- e) coordinate long-term planning and strategic actions,
- f) ensure efficient internal and external communication and dissemination of results,
- g) raise funds to support its activities, coordinate trans-community funding applications, attract new Members and donors, and create the basis for its long-term sustainability,
- h) perform any other related action necessary to achieve its purposes.

5.3 The Association may undertake any other activities that are directly or indirectly related to the not-for-profit purpose of the Association or necessary or useful to the realisation of said purpose. Among other things, and provided that such activity is approved by the General Assembly, the Association may, directly or indirectly, take part in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws, and may carry out commercial and profit-making activities on a secondary basis to the extent legally admitted. The proceeds of such activities shall at all times be allocated to the realisation of the not-for-profit purpose of the Association.

5.4 The Association is authorised to raise and collect any financial resources which are necessary to the realisation of its purpose.

Section 3: Membership

Article 6: Members

6.1 The Association is composed of three categories of members: full members, associate members and User Representatives (all together the "**Members**").

- a) Full members are legal entities operating laser research infrastructures or laser research centres, usually of at least national significance and in some cases operated as distinct infrastructure facilities or research units, which are committed to actively support the work and purpose of the Association, to participate in the activities of the Association and to pay the full membership fee. Full members have voting right in the General Assembly (the "**Full Members**").
- b) Associate members are legal entities operating laser research infrastructures or any other kind of legal entities, in some cases operated as distinct infrastructure facilities or research units, which are sharing the values of the Association and

wishing to support the Association in fulfilling its purposes and to pay the associate membership fee. Associate members do not have voting right in the General Assembly (the “**Associate Members**”).

- c) User Representatives are natural persons who represent the laser research infrastructure User community, i.e. researchers with experience of using laser research infrastructures to pursue their scientific research (the “**Users**”), and who are not affiliated with any of the laser research infrastructure facilities or research units of a Full Member or an Associate Member of the Association that have been accepted by the General Assembly as participant in the Association. User Representatives are elected by the General Assembly for a term of three (3) years, renewable. User Representatives are not subject to paying a membership fee and/or contribution.

After having been elected by the General Assembly, User Representatives shall designate up to three (3) User Representatives among themselves to represent them at the meetings of the General Assembly of the Association with the right to vote (the “**Voting User Representatives**”).

- 6.2 The Association shall have, at all times, at least three (3) Full Members.

Article 7: Admission of new Members

- 7.1 The Association is open to new Full or Associate Members who fulfill the criteria in article 6.1 a) and 6.1 b) of these statutes, respectively.

The admission of new Full Members or Associate Members is subject to the following conditions:

- a) Applications for membership shall be submitted in writing to the Chair of the General Assembly and shall include:
- i. The name and address of the applicant;
 - ii. An agreement of the applicant to accept and to comply with these statutes, the Internal Rules and the policies of the Association, signed by the legal representative(s) of the applicant's organisation.
- b) The application shall describe how the applicant will contribute to the Association's purposes and activities described in article 5 of these statutes.
- c) The admission of new Full Members or Associate Members is subject to the approval by the General Assembly. The General Assembly is not required to justify its decision. No notice of appeal can be given against the decision of the General Assembly.

- 7.2 New User Representatives are proposed by the Full Members and Associate Members among the Users who are not affiliated with any of the laser research infrastructure facilities or research units of a Full Member or an Associate Member of the Association that have been accepted by the General Assembly as participant in the Association and are elected by the General Assembly. The General Assembly is not required to justify its decision. No notice of appeal can be given against the decision of the General Assembly.

- 7.3 Further provisions on the application formalities and procedure for Membership may be adopted in the Internal Rules of the Association.

Article 8: Rights and obligations of Members

- 8.1 Full and Associate Members are entitled to exercise their membership rights only when they have paid their membership fees.
- 8.2 Full Members have the following rights:

- a) to take part in the activities of the Association;
- b) to attend meetings of the General Assembly;
- c) to vote in meetings of the General Assembly and thereby exert influence;
- d) to elect the members of the Management Board;
- e) to propose their representatives as candidates for the Management Board;
- f) to use the Laserlab-Europe AISBL brand;
- g) to propose amendments to these statutes;
- h) to have access to the accounts and documents recording the activities of the Association and obtain information on such activities.

8.3 Full Members have the following obligations:

- a) to pay the annual membership fee and/or contribution in accordance with article 9 of these statutes, as the case may be, for each of its distinct laser research infrastructure facilities or research units as defined in article 6.1 a) that has been accepted by the General Assembly as participant in the Association;
- b) to take part in the activities necessary to fulfil its obligations resulting from these statutes;
- c) to appoint one (1) Full Member Representative in accordance with article 12.2 of these statutes, as the case may be, from each of its distinct laser research infrastructure facilities or research units as defined in article 6.1 a) that has been accepted by the General Assembly as participant in the Association;
- d) to empower its Full Member Representative(s) with the full authority to vote on all issues raised during the meetings of the General Assembly;
- e) to comply with the decisions of the bodies of the Association, with these statutes, the Internal Rules and the applicable legislation.

8.4 Associate Members have the following rights:

- a) to take part in the activities of the Association, which are open to Associate Members;
- b) to attend meetings of the General Assembly as observers with the right to speak;
- c) to use the Laserlab-Europe AISBL brand;
- d) to have access to the accounts and documents recording the activities of the Association and obtain information on such activities.

8.5 Associate Members have the following obligations:

- a) to pay the annual membership fee and/or contribution in accordance with article 9 of these statutes, as the case may be, for each of its distinct laser research infrastructure facilities or research units as defined in article 6.1 b) that has been accepted by the General Assembly as participant in the Association;
- b) to take part in the activities necessary to fulfil its obligations resulting from these statutes;
- c) to appoint one (1) Associate Member Representative in accordance with article 12.3 of these statutes, as the case may be, from each of its distinct laser research infrastructure facilities or research units as defined in article 6.1 b) that has been accepted by the General Assembly as participant in the Association;
- d) to comply with the decisions of the bodies of the Association, with these statutes, the Internal Rules and the applicable legislation.

8.6 User Representatives have the following rights:

- a) to exercise their membership rights listed in articles 8.6 b) to f) of these statutes without paying a membership fee and/or contribution;
- b) to designate up to three (3) Voting User Representatives representing them in meetings of the General Assembly with the right to vote and thereby exert influence;
- c) to take part in the activities of the Association, which are open to User Representatives;

- d) if elected as a User Representative in the Management Board or any other body of the Association, to attend meetings of this body and to vote in these meetings;
- e) to use the Laserlab-Europe AISBL brand;
- f) to have access to the accounts and documents recording the activities of the Association and obtain information on such activities.

8.7 User Representatives have the following obligations:

- a) to stand for election for at least one (1) of the statutory or advisory bodies of the Association;
- b) to take part in the activities necessary to fulfil their obligations resulting from these statutes;
- c) to comply with the decisions of the bodies of the Association, with these statutes, the Internal Rules and the applicable legislation.

8.8 Further provisions regarding rights and obligations of the Members may be detailed in the Internal Rules of the Association.

Article 9: Membership fees and contributions

9.1 The Full and Associate Members share the costs of the Association by paying an annual membership fee.

9.2 The details of the calculation of membership fees shall be regulated in the Association's Internal Rules. The method of calculation and the amount of the membership fees for each membership category are fixed annually by the General Assembly upon proposal of the Management Board.

The Management Board shall with immediate effect, suspend all membership rights of the Full Members or Associate Members if the latter does not pay or provide a suitable payment plan for its membership fees after ninety (90) calendar days from the original payment request until payment of these membership fees or exclusion of the concerned Full Member or Associate in accordance with article 10.4 of these statutes.

9.3 In addition to membership fees, Full Members and Associate Members can be subject to the payment of contributions in relation to their choice of participation in certain activities of the Association. The amount of the additional contributions shall be fixed by the General Assembly.

9.4 Further provisions regarding the membership fee and contributions may be detailed in the Internal Rules of the Association.

Article 10: End of membership

10.1 The Membership in the Association's various Membership categories ends (i) in accordance with articles 6.1 c), 10.2. to 10.4 or 12.1 of these statutes or (ii) by dissolution of the Association.

10.2 Full Members and Associate Members have the right to withdraw from the Association by written notice to the Chair of the General Assembly, who shall inform the General Assembly, within thirty (30) calendar days following the notification.

The withdrawal will become effective hundred-eighty (180) calendar days after the information notice to the General Assembly.

As an exception to article 10.2, Para. 2 of these statutes, Full Members and Associate Members have the right to an extraordinary termination of their membership, in case an increase of the membership fees is decided by the General Assembly during the second half of the calendar year. The withdrawal will then become effective at the end of the calendar year.

The withdrawal shall not affect the Full Members' or Associate Members' obligation to pay the membership fee or any other sum due on the date of end of membership.

The withdrawing Member shall be liable for its contributions to the Association until the end of the financial year during which its decision to withdraw comes into force, provided that the budget including the aforementioned contribution has been adopted before the withdrawing Member has notified its decision to withdraw.

- 10.3 User Representatives have the right to withdraw from the Association by written notice to the Chair of the General Assembly, who shall inform the General Assembly, within thirty (30) calendar days following the notification.

The withdrawal will become effective thirty (30) calendar days after the information notice to the General Assembly.

- 10.4 The General Assembly may exclude a Member from membership if one (1) or more of the following conditions are met:

- (a) the Member ceases to comply with the membership conditions stipulated in article 6.1 of these statutes;
- (b) the Full Member or Associate Member fails to pay membership fees due to the Association within ninety (90) calendar days of the original written payment request;
- (c) the Member is in serious breach of one (1) or more provisions or of its obligations under these statutes or under the Internal Rules, policies or decision of the Association;
- (d) if the conduct of that Member is dishonourable or if that Member acts against the purposes of the Association.

Exclusion from membership shall be proposed by the Management Board and decided by the General Assembly with a majority of two-thirds (2/3) of the votes of the Full Members and Voting User Representatives present. The Member concerned shall be invited, indicating the reasons for the proposed exclusion of membership, to attend the General Assembly meeting to present its case or to make a written statement to the General Assembly. The exclusion of membership shall take immediate effect. The exclusion shall not affect the Full Members or Associate Members obligation to pay the membership fee or any other sum due on the date of end of membership.

- 10.5 Members whose membership ended in accordance with article 10.1 to 10.4 of these statutes shall not be entitled to claim any of the financial assets of the Association nor, as the case may be, any reimbursement of membership fees and/or contributions paid to the Association or any other compensation.

Section 4: Governance

Article 11: Governance structure

- 11.1 The governance structure of the Association comprises the following statutory bodies:

- (a) the General Assembly (article 12), responsible for the general direction and policy of the Association,
- (b) the Management Board (article 13), responsible for the executive and administrative management of the Association,
- (c) the Executive Director (Article 14), responsible for the day-to-day management of the Association.

- 11.2 Bodies for advisory purposes including Activity Boards and Panels may be created by the General Assembly or by the Management Board within their respective area of responsibilities in order to assist the Association in achieving its purposes and in order to organise the activities of the Association.

11.3 Further details regarding the composition and the functioning of the statutory bodies, the advisory bodies including the Activity Boards and Panels may be laid down in the Internal Rules of the Association.

Article 12: General Assembly

12.1 The general assembly is the highest body of the Association (the “**General Assembly**”) and is responsible for the general direction and policy of the Association. The General Assembly shall have the following exclusive powers:

- a) Election and dismissal of the Executive Director,
- b) Election and dismissal of members of the Management Board,
- c) Appointment of auditors and determination of their remuneration, if required,
- d) Election and dismissal of User Representatives,
- e) Approval of the annual budget of the next financial year, the annual accounts of the preceding financial year and the activity plans and reports,
- f) Admission and exclusion of Full Members or Associate Members,
- g) Approval of contributions and membership fees,
- h) Modification of the statutes,
- i) Adoption and modification of the Internal Rules proposed by the Management Board,
- j) Discharge of the members of the Management Board and the auditors,
- k) Dissolution of the Association.

12.2 The General Assembly is composed of the Full Members and the Voting User Representatives.

Each Full Member shall have one (1) representative (the “**Full Member Representative**”).

As an exception to the previous paragraph, a Full Member operating more than one distinct major laser research infrastructure facility or research unit as defined in article 6.1 a) of these statutes that has been accepted by the General Assembly as participant in the Association, shall have one (1) Full Member Representative from each of these separate laser research infrastructure facilities or research units.

The Full Member Representatives shall belong to or be officially appointed by the top management level of each Full Member, with full capacity to vote on behalf of the Full Member or, only if unable to attend, his/her officially nominated substitute to the General Assembly. Substitutes not officially nominated as deputies of Full Member Representatives may not exercise the Full Members voting right.

The names of the Full Member Representative(s) shall be previously notified to the Chair.

The User Representatives will be represented at the General Assembly by up to three (3) Voting User Representatives designated according to articles 6.1 c) and 8.6 b) of these statutes. The names of the Voting User Representatives shall be previously notified to the Chair.

12.3 Each Associate Member shall have one (1) representative (the “**Associate Member Representative**”), who shall attend the General Assembly as observer, with the right to speak, but without the right to vote.

As an exception to the previous paragraph, an Associate Member operating more than one distinct major laser research infrastructure facility or research unit that has been accepted by the General Assembly as participant in the Association, shall have one (1) Associate Member Representative from each of these separate laser research infrastructure facilities or research units. The Associate Member Representatives shall belong to or be officially appointed by the top management level of each Associate

Member with full capacity to speak on behalf of the Associate Member or, only if unable to attend, his/her officially nominated substitute to the General Assembly.

The names of the Associate Member Representative(s) shall be previously notified to the Chair.

12.4 Subject to the provisions and limitations stipulated in these statutes or in the Internal Rules of the Association and without prejudice to article 12.2 of these statutes, guests invited by the Chair, the Management Board, the General Assembly or one (1) Member of the General Assembly with the previous approval of the Chair (the “**General Assembly Guests**”) may attend the General Assembly meeting with the right to speak, but without the right to vote.

12.5 Each Full Member and each Voting User Representative have only one (1) indivisible vote.

As an exception to the previous paragraph, a Full Member operating more than one distinct major laser research infrastructure facility or research unit as defined in article 6.1 a) and having more than one (1) Full Member Representative as defined in article 12.2 of these statutes, shall have the same number of votes as the number of Full Member Representatives.

12.6 A Full Member or Voting User Representatives may not be represented by another Member by written proxy.

As an exception to the previous paragraph, a Full Member, a Voting User Representative or a third party may act on behalf of an unlimited number of Full Members and Voting User Representatives by virtue of a written proxy, if the Belgian law requires that the decisions of the General Assembly must be certified by a notarial deed.

12.7 Voting can be done by show of hand, by secret ballot or by electronic means on site.

12.8 The General Assembly meets at least once a year.

Meetings of the General Assembly are convened by the Executive Director with at least twenty-eight (28) calendar days’ notice, and the agenda shall be circulated at least fourteen (14) calendar days before the meeting. The calling notice includes the date, time and place of the meeting. Supporting documents shall be circulated at least seven (7) calendar days before the meeting.

Members have the right to suggest matters for the agenda and the relevant supporting documents up to five (5) calendar days before the meeting.

An extraordinary meeting of the General Assembly may be requested by the Executive Director or by the Management Board or by one third (1/3) of the Members and may be convened by the Executive Director under the conditions set out in the previous paragraph.

12.9 The General Assembly elects a chair (the “**Chair**”) and a vice-chair (the “**Vice-chair**”) amongst the Full Member Representatives by simple majority of the votes of the Full Members and Voting User Representatives present. The Chair and the Vice-chair are elected for a term of two (2) years, renewable.

12.10 Meetings of the General Assembly are chaired by the Chair of the General Assembly or, in his/her absence, by the Vice-chair.

12.11 The General Assembly shall be deemed validly constituted and has the quorum to decide if at least of two thirds (2/3) of the Full Members and Voting User Representatives are present at the meeting. If this quorum is not met, a second meeting for the same purpose and with the same agenda shall be convened within fifty-six (56) calendar days following a new invitation with at least twenty-one (21) calendar days’ notice. In the second meeting, the quorum shall be considered met if half (1/2) of

the Full Members and Voting User Representatives are present. If the quorum is not reached once more at the second meeting, a third meeting shall be convened within twenty-eight (28) calendar days following a new invitation with at least twenty-one (21) calendar days' notice, with the same agenda, which shall be entitled to decide irrespective of the number of Full Members and Voting User Representatives present.

12.12 The General Assembly may only deliberate about the items on the agenda.

12.13 Unless these statutes or the Belgian NPO-Act require another majority, decisions of the General Assembly are taken by a majority of two-thirds (2/3) of all Full Members and Voting User Representatives present.

Associate Members participate in the resolutions of the General Assembly in a consultative capacity.

Abstentions, blank or invalid votes do not count in the calculation of the majority.

12.14 A Full Member or Associate Member who can show that its own work, time for performance, costs, liabilities, intellectual property rights or other legitimate interests would be unduly affected by a decision of the General Assembly may exercise a veto with respect to the corresponding decision only or relevant part of the decision only. When the decision is foreseen on the agenda, a Full Member or an Associate Member may veto such a decision during the meeting in which the agenda is discussed only. In case of exercise of veto, the General Assembly shall make every effort to resolve the matter to the general satisfaction of all Members. The same Full Member or Associate Member may not exercise its veto right on all points of the agenda.

A Member may not veto decisions by the General Assembly relating to its exclusion from membership in the Association, based on the conditions stipulated in article 10.4 of these statutes, or the consequences of these decisions.

12.15 Upon decision of the Chair or in cases approved by the General Assembly a written decision-making procedure may be launched in which the General Assembly may vote in a ballot without personal meeting, i.e. by fax, by e-mail, by exchange of written letter.

The calling notice for written decision-making shall be sent together with the text of the proposal and all supporting documents for decision-making purposes to all Members at least fourteen (14) calendar days before the deadline for voting.

The majority and quorum requirements and any other voting rules as outlined in these statutes shall apply accordingly

The decisions come into effect on the date indicated on the written decisions and are deemed to be taken at the registered office of the Association.

12.16 The minutes of the General Assembly meetings including a record of all decisions of the General Assembly shall be signed by the Chair of the General Assembly or, in his/her absence, by the acting chair of the meeting.

A copy of the minutes of the meeting shall be sent to all Members by electronic mail or by any other written means of communication, within forty-two (42) calendar days of the meeting and made available on the website of the Association.

The original minutes of the General Assembly meetings will be entered into a separate register and kept at the registered office of the Association where they will be made available to the Members for consultation.

12.17 Further provisions on the composition, the appointment of the Full Member Representatives, Associate Member Representatives or Voting User Representatives and their replacement, their powers and responsibilities, the participation of General Assembly Guests in the General Assembly meetings, the meeting rules, the decision-making process or the minutes of meetings may be adopted in the Internal Rules.

Article 13: Management Board

13.1 The management board (the “**Management Board**”) has all executive, administrative and decision powers to manage the Association in accordance with the applicable laws, these statutes and the decisions of the General Assembly, except those powers exclusively reserved to the General Assembly.

The Management Board is responsible for the smooth operation of the Association in line with directions and decisions of the General Assembly.

In particular, the powers of the Management Board shall include, but are not limited to the following:

- a) preparation of the meetings and the agenda of the General Assembly;
- b) proposal of all strategic and budgetary decisions to the General Assembly, including an annual report on the state of the activities and an annual spending and activity plan;
- c) preparation of the annual budget of the following financial year for approval by the General Assembly;
- d) preparation of annual accounts of the preceding financial year for approval by the General Assembly;
- e) elaboration of Internal Rules for approval by the General Assembly;
- f) decision on any other matter or activity serving the purposes of the Association which has not been explicitly conferred to another statutory or advisory body of the Association.

13.2 The Management Board may delegate specific management or representation powers of the Association regarding legal actions or legal acts involving the Association to one (1) or more members of the Management Board, including the Executive Director, or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.

Without prejudice to article 13.2, Para. 1 of these statutes, the Management Board delegates the day-to-day management powers of the Association, including authority to sign on behalf of the Association and powers of representation relating to such day-to-day management to the Executive Director of the Association.

The day-to-day management is to ensure the operational implementation, execution and achievement of the decisions taken by the Management Board. It covers all acts that are driven by the needs of the daily life of the Association and that due to their level of importance and the requirement of a prompt solution do not justify the intervention of the Management Board itself.

13.3 The Management Board of the Association shall consist of at least three (3) and up to eight (8) members in total, including (i) the ex officio Management Board members and (ii) one (1) Voting User Representative.

Members of the Management Board ex officio are

- a) the Executive Director, and
- b) the Chair(s) of any Activity Board(s), appointed according to the relevant articles in the Internal Rules.

The General Assembly elects the members of the Management Board who are not ex officio Board members from among the Full Members Representatives and the Voting User Representative by secret ballot on a personal basis. They cannot be replaced, unless decided otherwise by the General Assembly.

13.4 The term of the mandate of the members of the Management Board is three (3) years, renewable.

13.5 The members of the Management Board shall not be remunerated for the services which they provide to the Association, unless the General Assembly decides otherwise.

- 13.6 The mandate of a member of the Management Board shall end by (i) the death, the resignation or the legal disqualification of the Management Board member, (ii) the revocation by the General Assembly or (iii) the expiration of its term.

The revocation of the Management Board as a whole or of a member of the Management before the end of the term of their respective mandate shall require two-thirds (2/3) of the votes of the Full Members or Voting User Representatives present in the meeting.

The Executive Director or a Management Board Member wishing to resign from office shall submit a written note to the General Assembly through its Chair.

If a position in the Management Board becomes vacant, the composition of the Management Board will remain unchanged until the first following General Assembly meeting at which the General Assembly shall appoint a new Board member for the remainder of the term of office of his predecessor according to article 13.3 of these statutes.

- 13.7 The Executive Director is the Chair of the Management Board. The Management Board elects one (1) of its members as a Vice-Chair.

- 13.8 The Management Board may seek advice from external experts.

Subject to the provisions and limitations stipulated in these statutes or in the Internal Rules of the Association and without prejudice to article 13.3 of these statutes, Members, experts or guests invited by the Executive Director or the Management Board (the “**Management Board Guests**”) may attend the Management Board meeting.

Where necessary, the staff of the Association may attend the meetings of Management Board.

- 13.9 The Management Board shall meet at least twice per year. Additional meetings may be convened on request of the Executive Director or whenever at least one half (1/2) of its members request in writing that a meeting be held.

- 13.10 Attendance is on a personal basis. A Management Board member may not be represented by another Management Board member by written proxy.

Management Board meetings may be held with or without physical location designated as place of the meeting. Management Board members, Management Board Guests, or the staff may attend the meeting in person. They can also participate in the meeting via conference call, video conference, web-conference or by any another electronic means which offers the possibility to them (i) to hear each other at the same time, (ii) to speak to each other and (iii) as far as the members of the Management Board are concerned, to cast definitively although not simultaneously their vote on the agenda items. Any member of the Management Board, Member, expert, Management Board Guest, staff member participating by such means shall be deemed present at such meeting.

- 13.11 Meetings of the Management Board are convened by the Executive Director with at least fourteen (14) calendar days’ notice. The notice includes the date, the time and, unless the meeting is a virtual meeting as provided for in article 13.10 of these statutes, the place of the meeting. The agenda specifying all decisions to be made and the supporting documents shall be circulated at least seven (7) calendar days before the meeting.

The Management Board may only deliberate about the items on the agenda. New items may be added to the original agenda subject to the conditions laid down in the Internal Rules.

- 13.12 Voting can be done by show of hand, by secret ballot or by electronic means in real time.

13.13 The meeting of the Management Board shall be deemed validly constituted and has the quorum to decide, if at least two-thirds (2/3) of its members are present or participating remotely in the meeting. In case the quorum is not reached, the Management Board will be convened again, with the same agenda, within no more than three (3) weeks from this date, and may validly take decisions irrespective of the number of Management Board members present or participating remotely in the meeting. In this case, the agenda to be distributed again no later than seven (7) calendar days in advance of the meeting may not be changed and shall specify in detail all decisions to be made.

13.14 Each member of the Management Board has one (1) vote. Decisions are taken by the absolute majority of the members of the Management Board present or participating remotely in the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority.

In the case of a tied vote, the Executive Director has the casting vote.

13.15 Upon decision of the Executive Director or in cases approved by the Management Board a written decision-making procedure may be launched in which the Management Board may vote in a ballot without personal meeting, i.e. by fax, by e-mail, by exchange of written letter.

The calling notice for written decision-making shall be sent together with the text of the proposal and all supporting documents for decision-making purposes to all Management Board members at least fourteen (14) calendar days before the deadline for voting.

The majority and quorum requirements and any other voting rules as outlined in these statutes shall apply accordingly.

The decisions come into effect on the date indicated on the written decisions and are deemed to be taken at the registered office of the Association.

13.16 The minutes of the Management Board meetings including a record of all decisions shall be signed by the Executive Director or, in his/her absence, by another Management Board member participating in the meeting.

A copy of the minutes of the meeting shall be sent to all members of the Management Board and Members by electronic mail or by any other written means of communication, within forty-two (42) calendar days of the meeting and made available on the website of the Association.

The original minutes of the Management Board meetings have to be entered into a separate register and kept at the registered office of the Association where they must be made available to the members of the Management Board and Members for consultation.

13.17 Further provisions on the composition and on the assignment of the responsibilities and the repartition of work within the Management Board, the meeting rules, the decision-making process, the voting rights and procedure, the quorum and majority rules and the minutes of meetings may be adopted in the Internal Rules.

Article 14: Executive Director

14.1 The General Assembly elects the executive director of the Association (the "**Executive Director**") from among the Full Member Representatives in the General Assembly by secret ballot according to the rules laid down in the Internal Rules. The term for the Executive Director is five (5) years, renewable.

If the Executive Director is prevented by circumstances beyond his control from fulfilling his/her position for more than thirty (30) consecutive calendar days, the Management

Board takes back the day-to-day management powers and may appoint an Interim Director to exercise the day-to-day management power, until he/she is taking back his position, without any prejudice to the powers sub-delegated according to article 14.4 of these statutes. The Vice-Chair of the Management Board will temporarily replace the Executive Director for the exercise of any other specific management or representation powers beyond said day-to-day management powers.

- 14.2 The Executive Director is ex officio member of the Management Board.
- 14.3 The Executive Director shall ensure the operational implementation and execution of the decisions taken by the General Assembly and the Management Board. The Executive Director shall be responsible for the (i) day-to-day management of the Association formally delegated to him by Management Board according to article 13.2, Para. 2 of these statutes and (ii) for any other specific management or representation powers or tasks beyond said day-to-day management powers regarding legal actions or legal acts involving the Association delegated to him according to article 13.2, Para.1 of these statutes.
- 14.4 The Executive Director shall be authorised to sub-delegate, under his own responsibility, one or more powers delegated to him falling within the scope of the day-to-day management or within the scope of the specific management or representation powers going beyond said day-to-day management within the limitations set out in these statutes, the Internal Rules or the relevant delegation of powers. Sub-delegation of powers may be done to the Secretary, any other staff member of the Association or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.
- 14.5 Further provisions on the election, the powers and responsibilities and the sub-delegation of powers may be adopted in the Internal Rules of the Association.

Article 15: Representation

- 15.1 Unless otherwise stipulated in these statutes, the Association is validly represented with respect to all legal acts towards third parties (i) by the Management Board or (ii) by the Executive Director alone who will not have to justify to third parties the powers conferred to this end.
- 15.2 The Association shall be validly represented in all legal actions or arbitration, as plaintiff or defendant before courts, tribunals, or other jurisdictions by the Executive Director alone.

Article 16: Secretary and Secretariat Office of the Association

- 16.1 The Management Board may appoint a Secretary who is not a member of the Management Board and who may be remunerated for his/her services. His/her office shall be the central management office for the daily operation of the Association (the "**Secretariat Office**").

Unless decided otherwise by the Management Board, the Secretariat Office shall not be located at the same place as the registered office.

- 16.2 The Secretariat office shall be managed by the Executive Director. The Association shall cover all reasonable expenses of the Secretary and the Secretariat Office.

Section 5: Finances, Accounts and Budget

Article 17: Financial resources

17.1 The financial resources of the Association shall consist of the following:

- (a) membership fees and financial contributions of the Full Members and Associate Members;
- (b) in-kind contributions of the Full Members and Associate Members;
- (c) donations, gifts, contracts, grants, subsidies, contributions, sponsorings, assets inherited or received as bequests or legacy, capital proceeds or any other legally allowed financial resources that might be paid or granted to the Association under the terms approved by the General Assembly.

17.2 The General Assembly shall establish rules for the acceptance of in kind-contributions.

The General Assembly may also define rules for approving the deduction of in-kind contributions from a Full Member's or Associate's membership fees subject to the conditions set out in the Internal Rules.

17.3 Financial resources available to the Association shall cover the costs of performing the tasks and activities set out in article 5 of these statutes to the extent that these costs are not covered by other funding sources.

Article 18: Budget, accounts and audit

18.1 The financial year of the Association is the calendar year.

18.2 The Management Board shall submit every year for approval by the General Assembly the annual accounts of the preceding financial year and an annual budget of the next financial year.

The Association is subject to the requirements of the Belgian law as regards preparation, filing, auditing and publication of the annual accounts.

The General Assembly may designate one (1) or more auditors to verify the accuracy of the annual accounts. Without prejudice to the General Assembly's right to determine any kind of internal auditing procedure, the annual account of the Association shall be audited by one (1) or more independent external auditors, if required by law.

18.3 Further provisions on the annual budget, the annual accounts, the financial regulations, the financial resources and the use of the financial resources may be adopted in the Internal Rules.

Section 6: Liability

Article 19: Liability

The Association shall only be liable for its debts up to the amount of the Association's own assets. The Members or their respective Member Representatives or User Representatives shall incur neither a personal or joint liability for the debts or for any other commitments of the Association nor for any other liability of whatever nature.

Section 7: Modification of the Statutes and Dissolution

Article 20: Modification of the statutes

20.1 Subject to the provisions of article 12, on a proposal from the Management Board, the General Assembly may decide to modify the statutes of the Association.

20.2 Modifications of these statutes will become effective after approval by the competent authorities and compliance with the conditions of publicity required by the regulations of the Belgian law.

Article 21: Dissolution

21.1 Any decision to dissolve the Association requires a majority of two-thirds (2/3) of the votes of the Full Members or Voting User Representatives present as defined in articles 12.1 and 12.13 of these statutes.

21.2 In case of deliberate dissolution, the General Assembly will determine in the resolution of dissolution the modalities of liquidation, appoint one (1) or several liquidators, determine their powers and indicate the allocation of the net assets of the Association.

21.3 In all cases of deliberate or judicial dissolutions, the net assets of the dissolved Association may not be paid out to the Members of the Association or to the members of the Management Board, but will be allocated to another not-for-profit organisation (i) having the same or similar purposes to those pursued by the Association and (ii) which statutes also prohibit the disbursement of the association's net assets to members or to the board of directors, and which assets, in the event of a liquidation, must be transferred to another not-for-profit organisation with the same or similar purposes.

Section 8: General Provisions

Article 22: Hierarchy of norms

22.1 Internal Rules shall be drawn up by the Management Board and adopted by the General Assembly in order to implement and further detail these Statutes as well as to facilitate the regulation and management of the Association.

22.2 Modifications of the Internal Rules may be proposed by the Management Board and need to be approved by the General Assembly.

22.3 The Internal Rules complete these statutes and are subordinate to the latter. In the case of any contradiction between the Internal Rules and these statutes, the latter shall prevail.

Article 23: Jurisdiction

Any dispute in connection with the statutes of the Association, the Internal Rules and/or any decisions of the bodies of the Association, shall be governed by the Belgian law and shall be exclusively submitted to the competent Brussels courts, if it cannot be settled by direct and amicable efforts.

Article 24: Governing Law

Everything which is not provided for in these statutes shall be settled pursuant to the provisions of the Belgian NPO-Act.

Article 25: Definitions

Terms used, but not defined in these statutes shall have the meaning detailed in the Internal Rules of the Association.