

EMES INTERNATIONAL RESEARCH NETWORK ASBL

Non-profit association under Belgian Law

STATUTES

The articles of association originally approved in April 2002, revised in September 2005 and July 2015, that resulted in the creation of a non-profit association (NPA) under Belgian law, are hereby revised to include the following rules.

TITLE 1. LEGAL FORM - NAME – REGISTERED OFFICE – DURATION

Article 1. Legal Form

1.1 The association is established as a non-profit association (hereinafter referred to as "Association") governed by the Companies and Associations Code of 23 March 2019, published in the Belgian Official Gazette of 4 April 2019 (hereinafter referred to as "CAC").

Article 2. Name

2.1 The name of the association is "EMES International Research Network". The abbreviation "EMES" originates from the first common research project of the network on "the emergence of the social enterprise in Europe".

Article 3. Registered Office

3.1 The Association has its registered office in the Walloon Region.

Article 4. Duration

4.1 The Association is established for an indefinite period of time.

Article 5. Identification of the Association

5.1 In all deeds, invoices, announcements, notices, letters, orders, websites and other documents, whether or not in electronic form, issued by the Association, the Association must state the following information: 1°) name of the Association, 2°) legal form, in full or abbreviated form, 3°) full address of the registered office, 4°) company number, 5°) indication of "register of legal persons" and competent court according to the registered office, 6°) as the case may be: the e-mail address and the website of the Association and 7°) as the case may be, the fact that the Association is in liquidation.

TITLE 2. DISINTERESTED PURPOSE AND OBJECT

Article 6. Disinterested Purpose

6.1 The Association, which does not have a profit-making objective, has as a general aim the creation of a permanent collaboration between research centres and researchers working in the field of social enterprises, the third sector, the social and solidarity economy, social innovation and civil society dynamics (hereinafter referred to as "the SE field"). The geographical scope of the Association is international. It will primarily pursue a scientific aim.

6.2 Secondly, the Association will also pursue a pedagogic objective.

6.3 Thirdly, the Association will pursue an informational and awareness-raising objective.

Article 7. Object: Activities of the Association

7.1 The concrete activities through which the objectives of the Association are achieved include:

- Carrying out research regarding the SE field;
- Carrying out studies on all matters relating to Article 6 mentioned matters and of interest to its members, particularly - but not exclusively - on the subject of initiatives or projects of/at the request of international institutions and interest organizations;
- Organising conferences, study seminars and training activities for the benefit of its members, particularly - but not exclusively - on the questions addressed in its research and studies;
- Developing all kinds of initiatives likely to disseminate scientific works and the pedagogic or other activities carried out by the Association or its members;
- The major activity of the Association will mainly consist in the design, the entire or partial management and the follow-up of projects and research works carried out by members of the Association, organizations and/or by researchers with a similar aim. The Association, through its activities, does thus not aim at obtaining any profit.
- The Association carries out its aims in total independence of all governments or political parties.
- The Association has full capacity to act directly or indirectly, totally or partially, with respect to its objectives, and further develop or facilitate their attainment.
- It can, notably, lend support and take an interest in any organization whose objectives and activities are similar to those of the present Association, or who could help achieve its objectives.
- It can incidentally carry out commercial transactions.

7.2 Finally it can lend support and take an interest in every similar activity in line with its objectives, carry out all transactions which are related, directly or indirectly to its objectives and activities, set up and manage any department or institution with the same objectives.

TITLE 3. MEMBERSHIP

Article 8. Members

8.1 There are at least six members with all rights as defined for members in the CAC. Members can be established in any country in the world.

8.2 Members are not liable for the obligations of the Association.

Article 9. Membership Categories

9.1 Members

9.1.1 There are two categories of members, hereafter jointly referred to as the “Members”:

- Institutional members:
 - o Research centers or teams specialized in a relevant SE field;
- Individual members,
 - o Individual researchers or students enrolled in a relevant programme.

9.2 Associate members

9.2.1 Any natural person or legal entity that supports the objectives of the Association may apply in writing to the Association to become an Associate member.

9.2.2 The Board of Directors shall decide with discretion and without further motivation whether or not to accept an applicant as an Associate member.

9.2.3 The rights and obligations of the Associate members are exclusively defined in these statutes. Associate Members have no voting rights.

9.2.4 Associate members are not considered as Members under these Articles of association or the CAC.

9.2.5 Associate members who act contrary to the objectives of the Association may be expelled as Associate members by a unilateral decision of the Board of Directors.

9.2.6 Associate members may resign at any time by a written notification to the President. The resignation shall take immediate effect.

9.2.7 Associate members shall pay a fee, which shall be determined by the Board of Directors and may vary depending on the status and size of the Associate Member.

Article 10. Requirements and formalities for admission

10.1 The admission of new Members is done according to the membership category.

10.2 Institutional members

10.2.1 The interested research center submits an application to the Board of Directors composed of: a motivation letter; an organizational Curriculum Vitae, hereinafter “CV”; CVs from key researchers who would be the main contact people (and more active); key articles, reports, publications; and any other document that can help support the application.

10.2.2 Upon receipt of these documents, two members of the Board will review the information and report back to the Board.

10.2.3 The Board of Directors decides on the admission of new members. Admission is subject to the acceptance of these Articles of Association and to the agreement to pay all relevant contributions related to membership.

10.3 Individual members

10.3.1 Individual members may apply for membership at any time. Membership is obtained automatically upon registration on the online platform and payment of the fee, without prejudice to the right of the Board of Directors at the first meeting following the registration to refuse the application. In case of refusal of application, the paid membership fee will be reimbursed.

Article 11. Rights and Obligations of Members

11.1 The General Assembly is composed of all Members. They enjoy all the rights and obligations set out in the CAC and these Articles of Association, including a voting power according to their membership category.

11.2 The Members commit themselves to abide by the present Articles of Association.

11.3 Members will pay a membership fee. Failing to do so results in sanctions being imposed as set out in this Article 12.

11.4 The amount and frequency of the contribution shall vary on the category of membership and is determined by the Board. The maximum amount is 10,000 EUR.

11.5 Members who have not fulfilled the duty of paying the membership fees do not have voting rights in the General Assembly.

11.6 No Member, active, resigned, excluded or suspended as well as the heirs of a deceased member have no rights whatsoever over the common funds. The Members remain bound by all potential obligations entered into with the Association on the date of their departure. The Members can neither claim nor request a rendering of their accounts, the imposition of seals by a court, the carrying out of an inventory or the reimbursement of contributions made. This exclusion of rights to the assets applies at all times: during

membership, upon termination of membership for any reason, upon dissolution of the Association, etc.

Article 12. Resignation of Members

12.1 Members of the Association may at any time terminate their membership by addressing their resignation in written form to the Board of Directors.

12.2 Any institutional member who does not pay the relevant fee within six months from receiving notice to pay through electronic or registered mail can be considered by the Board as having resigned from the Association. Any Individual Member who does not pay the relevant fee by the membership renewal date is considered automatically as having resigned.

12.3 Membership is automatically lost on death or when the member is subject to a prohibitive judicial measure or, in the case of the winding up, the merger, the splitting up, the nullity or bankruptcy of a legal person.

Article 13. Exclusion of Members

13.1 Members may at any time, upon proposal of the Board or upon request of at least 1/5 of all Members, be expelled when they seriously fail in their obligations or cause or threaten to cause serious disruption in the operations of the association.

13.2 Exclusion of Members from the Association is determined by the General Assembly by a decision taken with respect of the quorum and majority requirements applicable to the amendment of the articles of associations. Abstentions shall not be counted either in the numerator or in the denominator.

13.3 In such cases, the member concerned must receive prior notice from the Board of Directors of the proposed decision concerning that member and be invited to provide any arguments in his/her defense at the meeting of the General Assembly. The concerned member has the right to be heard prior to the decision of exclusion. Such a decision has immediate effect.

Article 14. Suspension of Members

14.1 The Board of Directors may suspend, until decision by the General Assembly, those Members found guilty of a serious infringement of the Articles of Association, or unacceptable behaviour.

Article 15. The Register of Members

15.1 The Board of Directors of the Association will keep a register of all members at its registered office.

TITLE 4. THE GENERAL ASSEMBLY

Article 16. Composition of the General Assembly

16.1 The General Assembly consists of all the Members. It is presided over by the President of the Board of Directors or, in his/her absence, by the Vice-President or any other person as determined by the Board.

Article 17. Powers of the General Assembly

17.1 The General Assembly has sovereign power over the Association. It possesses all powers as prescribed by law and the Articles of Association.

17.2 The General Assembly has the exclusive right:

1. to amend the Articles of Association;
2. to exclude a Member;
3. to decide on the dissolution up of the Association and to decide upon the destination of the assets in case of a winding up of the Association;
4. to appoint and remove Directors and, if applicable, the determination of their remuneration;
5. to appoint and remove the statutory auditor, the liquidator(s) as well as fix their remuneration in those cases where remuneration is to be granted;
6. to approve the annual accounts and budget;
7. to give discharge to the Directors and to the statutory auditor, and in case of a dissolution to the liquidators;
8. to decide to initiate proceedings in court against any Director, the statutory auditor, any person given a mandate by the General Assembly to represent the Association;
9. to fix the amount of the membership fees;
10. to convert the Association to an international non profit association, a cooperative society recognised as a social enterprise or into a recognised cooperative society social enterprise;
11. to make or accept the contribution of a universality for no charge.

Article 18. Frequency of General Assembly Meetings

18.1 The General Assembly can appoint one or more auditors who are not members of the Association. It listens to and discusses the Board of Directors' reports, or those reports put on the agenda. It decides on the annual projects, votes on the budget, approves the balance sheet and the annual accounts. It ratifies the admission of new institutional members. It may decide upon the creation of offices or representations in other countries. It may decide upon the creation of commissions and work groups or sub-networks, and in such case nominates their managers or approves their designation, lays down or approves their work programmes, and listens to, where necessary, their reports or summaries. It adopts and may modify an internal rule specifying the interpretation and the modalities for the application of the statutes.

18.2 The General Assembly meets ordinarily at least once a year, during the first semester of the civil calendar, the Ordinary General Assembly.

18.3 A Special General Assembly can meet at any time through decision by the Board of Directors or if at least one fifth of (1/5) all members request it.

18.4 A General Assembly relating to an amendment to the articles of association, shall be an Extraordinary General Assembly in accordance with article 9:21 of the CAC.

Article 19. Convocations

19.1 The General Assembly is summoned on behalf of the Board of Directors, by the President of the Board of Directors. The notice shall be sent at the latest 15 days prior the date of the General Assembly by ordinary letter, by e-mail, or by fax to all the Members, Directors and statutory auditor.

19.2 The notice contains the agenda. If the General Assembly has to approve the accounts and the budget, these must be annexed to the notice. Every proposition signed by one twentieth (1/20) of the Members must be put on the agenda.

19.3 In addition, when a General Assembly will be asked to decide upon a proposal for the amendment of the articles of association or for the dissolution of the Association, the Board of Directors must inform the members of the Association, at least three months in advance, of the date of this General Assembly.

Article 20. Quorum, Majority Rules and Voting Rights

20.1 All Members may be represented by another Member with a proxy duly signed. No Member can represent more than two other Members.

20.2 All Members can attend the Assembly. Voting rights of Members at the General Assembly depend on the membership category (two colleges). Each Member has one vote, whereas during the Assembly:

- the votes of all Institutional Members together sum up to a total of two-thirds of the expressed votes.
- the votes of all Individual Members together sum up to a total of one-third of the expressed votes.

20.3 Unless otherwise specified by the CAC or the Articles of Association, the General Assembly validly meets if the majority of its Members are present or represented.

20.4 Unless otherwise specified by the CAC or the Articles of Association, the decisions of the General Assembly are taken by a simple majority of the Members present or represented.

20.5 Decisions which have been taken validly bind all Members, including the absent and dissenting Members.

20.6 Abstentions and invalid votes shall not be calculated either in the numerator or in the denominator.

20.7 In case of even votes, the proposal shall be rejected.

20.8 The amendment of the Articles of Association requires a deliberation in an Extraordinary General Meeting that meets a quorum of two thirds (2/3) of the Members present or represented.

In case less than 2/3 of the Members are present or represented at the first meeting, a second meeting may be convened which can validly deliberate and resolve as well as adopt the amendments by the majorities specified hereafter, regardless of the number of Members present or represented. The second meeting may not be held within fifteen days following the first meeting. The decision is deemed accepted if it is approved by two thirds (2/3) of the votes of the Members present or represented.

If the amendment of the articles of association concerns the disinterested purpose or object for which the non-profit association was founded or the dissolution, it requires a majority of 4/5 of the votes of the Members present or represented. Abstentions and invalid votes shall not be calculated either in the numerator or in the denominator.

20.9 The Members may, unanimously and in writing, take all decisions that fall within the competence of the General Meeting, with the exception of amendments to the Articles of Association. In this case the convocation formalities do not have to be fulfilled.

20.10 Meetings of the General Meeting may also validly be held by video or teleconference using an electronic means of communication provided by the Association. The means of communication made available must at least enable the participants to:

- verify the capacity and identity of the other participants;
- to take direct, simultaneous and uninterrupted notice of the proceedings of the meeting;
- exercise their voting rights on all matters on which the General Meeting is required to take a decision;
- to take part in the debate and ask questions.

The notice convening the General Meeting shall include a clear and precise description of the procedures relating to remote participation. The bureau of the General Meeting's shall be composed by decision of the Chairman.

With respect to the conditions on attendance and majority, members who participate in the General Meeting via said electronic mean are deemed to be present at the place where the General Meeting is held.

Article 21. Deliberations on points not listed on agenda

21.1 The Assembly can only validly deliberate on the points listed on the agenda.

Article 22. Minutes of the General Assembly

22.1 The deliberations of the General Assembly are kept in a specific register containing the minutes. The minutes are written by the Secretary of the Board of Directors or, if the latter is not available, by another Director appointed to do this by the Board of Directors. The minutes are signed by the President of the meeting. Any Member can consult the minutes but may not remove the register containing them.

22.2 Any Member with a legitimate interest may request extracts of the minutes signed by the President or another Director.

Article 23. Publication in the Moniteur Belge (Belgian official journal)

23.1 Any modification to the statutes must be placed without delay at the register of the Company Court and published in the annexes of the Moniteur Belge. The same applies to any nomination or termination of duty of a Director, of a person authorized to represent the Association, of a person delegated with daily management functions or, if need be, of a commissioner.

TITLE 5. BOARD OF DIRECTORS

Article 24. Composition of the Board of Directors

24.1 The Association is administered by the Board of Directors in accordance with article 9.5 et seq. CAC and shall be composed of at least three Directors appointed amongst the Individual Members and representatives of the Institutional Members as further set out in Article 25.

24.2 The legal person appointed as Director shall appoint a natural person as permanent representative.

24.3 The Board of Directors is composed of 15 Directors out of which 13 are elected:

- Eight Institutional Members (elected);
- Five Individual Members (elected);
- The immediate Past President (Institutional or Individual Member, non-elected);
- A PhD representative (non-elected).

24.4 The Directors are appointed by the General Assembly based on the results of the election. The General Assembly must appoint a new Board of Directors within two months after the end of the election. The term of the new Board starts on the first day of the month following the General Assembly.

24.5 The term of office is up to five years with a maximum number of mandates of three, except the previous President who can serve until a future change of Presidency.

24.6 The Directors may be dismissed at any time and with immediate effect by the General Assembly. In addition the mandate of a Director shall also terminate in the event of (i) voluntarily resignation or (ii) when the concerned Director being an Member or when the Institutional Member from which the concerned Director is the representative, withdraws as Member from the Association.

24.7 Any Director wishing to resign must inform the Board of Directors in writing. The resigning Director must stay in office until the date of the next General Assembly if his/her resignation means that the number of Directors will be less than the minimum number stipulated in Article 24.1.

24.8 If a Director's seat becomes vacant due to death, resignation on the Director's own initiative or by rule of law before the end of the term of office, the remaining Directors have the right to co-opt a new Director. This new Director is considered to be validly exercising his mandate until the next General Meeting which decides on the confirmation or non-confirmation of the co-opted Director. Upon confirmation, the co-opted Director completes the mandate of his or her predecessor, unless the General Meeting decides otherwise. In the absence of confirmation, the mandate of the co-opted Director ends at the end of the General Meeting.

Article 25. Board Elections

25.1 Nominating Committee

At the latest six months prior to the election, the Board of Directors appoints a Nominating Committee. This committee advises the Board of Directors on suitable candidates for the election and may invite candidates to put themselves up for election. The Nominating Committee consists of two Directors and two non-Directors.

25.2 Candidacies

There are two categories of candidates: institutional and individual.

Institutional members can put forward a person to represent them in the Association. The candidacy should be submitted to the EMES secretariat by e-mail until the deadline for submission. The submission should contain a CV and an election statement of 100-200 words.

Individual members can submit their candidacy to the EMES secretariat by e-mail until the deadline for submission. The submission should contain a CV and an election statement of 100-200 words.

The deadline for submission is set at three months before the start of the elections.

Candidate profiles should be published on the EMES website within two weeks after the deadline.

25.3 Electoral process

Voting will start two months before the end of the term of the Board Directors and will end after one month.

Each institutional member is allowed to cast a maximum of eight votes in the institutional candidate category. Each individual member is allowed to cast five votes in the individual member category.

Voting will be conducted electronically. The secretariat will send an e-mail through a secured voting platform with the link to all members on the first day of the vote and a reminder after one week.

The final results will be compiled by the secretariat and confirmed by the President.

A maximum of two individual candidates per country and a maximum of one candidate per institution can be elected to the Board. Should the maximum be exceeded, the candidates with the highest numbers of votes are elected.

The voting rights of members who are in arrears with their fees are suspended, and do not count in the calculation of the quorum nor the majority in this electoral process.

25.4 PhD representatives

The PhD representatives in the Board of Directors are appointed by the General Assembly based on a proposal by members during the Assembly.

25.5 Publication and confirmation of the results

The results of the election will be published on the EMES website within four weeks after the election.

Article 26. Powers

26.1 The Board of Directors holds the powers for administrating and managing the Association. All acts which are not expressly reserved by the CAC or the Articles of Association to the General Assembly fall within its competences. The Board also has the authority to draw up Internal Rules.

26.2 Without prejudice to the obligations arising from collegial governance, in particular consultation and supervision, the Directors may divide the management tasks among themselves. Such division of duties cannot be invoked against third parties, even after they have been made public. Non-compliance, however, can trigger the internal liability of the Director(s) concerned.

26.3 The Board may delegate part of its decision-making power to one or more third parties who are not Directors, but this delegation may not relate to the general policy of the Association or the general management powers of the Board.

26.4 The Board of Directors elects for a four-year term a President from the Board, one or two Vice Presidents, a Secretary and a Treasurer.

26.5 If the President is hindered in any way, it is a Vice President which, or in case of default, the most senior Director in terms of years of board membership, who will carry out his/her functions.

26.6 The President chairs the Board of Directors. The Secretary is charged with writing the minutes and conserving the relevant documents.

Article 27. Summons, agenda, quorums and the exercise of the powers

27.1 The Board of Directors shall meet at least twice a year, on the convocation of the President or half of the Directors.

27.2 The convocation of the Board of Directors is sent by e-mail at least two weeks before the scheduled date for the Board of Directors' meeting. It contains the agenda.

27.3 The Directors can be represented by another Director with a signed proxy. Each Director can only hold one proxy.

27.4 The Board of Directors is a collegial body.

27.5 The Board of Directors meets validly if at least half of the Directors are present or represented.

27.6 Its decisions are taken by a majority of the Directors present or represented. Each elected Director can cast one vote. In case of even votes, the President has the decisive vote.

27.7 Void and blank votes as well as abstentions are not taken into account for the calculation of the majority.

27.8 In exceptional circumstances, a point which is not on the agenda may be discussed if at least half of the Directors are present or represented at the Board of Directors meeting and two thirds of them accept to place this point on the agenda.

27.9 The decisions of the Board of Directors may be taken by a unanimous written resolution of all the Directors. In this case the convocation formalities do not have to be fulfilled.

27.10 Meetings of the Board of Directors may also be validly held digitally via video or tele-conference, whereby the verification of attendance, proxies and actual deliberation and decision-making with voting must be possible. These meetings can also take place in hybrid form (partly physical, partly digital).

Article 28. Conflict of Interest

28.1 If a Director has a direct or indirect conflicting interest of a patrimonial nature with the interest of the Association, he must declare this to the other Directors before the Board

of Directors takes a decision. Their declaration and explanation of the nature of this conflicting interest must be included in the minutes of the meeting of the Board of Directors that is to take the decision. The Board may not delegate this decision. If the majority of the Directors have a conflict of interest, the decision or the transaction shall be submitted to the General Assembly. If the General Assembly approves the decision or transaction, the Board may execute it.

28.2 The conflicted Director shall remove himself from the meeting and abstain from the deliberation and the vote on the matter for which he is conflicted.

28.3 If the Association does not (any longer) qualify as a small association according to the criteria of section 3:47, § 2 CAC, the Board shall also describe in the minutes the nature of the decision or transaction and shall record in the minutes its justification and the financial consequences thereof for the Association. This part of the minutes shall be included in its entirety in the annual report or in the document filed together with the annual accounts.

28.4 The aforementioned procedure shall not apply to routine operations which are carried out under the conditions and at the securities normally prevailing on the market for similar operations.

Article 29. Minutes of the Board of Directors

29.1 The decisions of the Board of Directors are recorded in a register of the minutes.

29.2 The minutes are written by the Secretary to the Board of Directors or, in the case of a hindrance, by another Director appointed by the Board of Directors.

29.3 They are signed by the President and any other Director who requests so, and kept in a register at the registered office of the Association.

29.4 Any member may consult the minutes without removing the register.

29.5 Any member with a legitimate interest may request extracts of minutes signed by the president or by another Director.

Article 30. Non-remunerated Activities

30.1 The Directors carry out their functions without remuneration. However, the expenses incurred when exercising their functions can be reimbursed by the Association.

Article 31. Liability of the Directors

31.1 Directors are only liable for decisions, acts or behaviour that are manifestly outside the range within which normally prudent and careful Directors, placed in the same circumstances, may reasonably differ.

31.2 Directors shall only be liable for the errors committed by them personally as Directors in their task of (daily) management and this in accordance with the conditions laid down in Article 2:56 et seq. of the CAC. This liability is joint and several, unless the Directors have had no part in the error and have reported the alleged error to all other members of the Board. This report and the discussion to which it gives rise shall be recorded in the minutes.

Article 32. Delegation of Powers of the Board of Directors by Mandate

32.1 The Association is also validly engaged by special representatives within the limits of their mandates. The Board of Directors can also delegate a part of its powers to one or several Directors or to third parties. In this case, the extent of the representatives' powers as well as the duration of the mandate will be explicitly defined. The termination of a Director's functions ends all powers delegated by the Board of Directors.

Article 33. Organ Dealing with the Day-to-day Management – Daily management

33.1 The Board of Directors can delegate the day-to-day management of the Association with the corresponding representation powers to one or more persons (hereinafter "daily manager"), be they/him/her Director(s) or not, hereinafter the "daily management". Each daily manager can act on an individual basis.

33.2 Pursuant to Article 9:10, second paragraph, of the CAC, acts of daily management include both actions and decisions that do not extend beyond the daily needs of the Association and those which, either for reasons of their minor importance or because of their urgent nature, do not justify the intervention of the Board of Directors, among which (but not limited to):

1. the opening and the management of bank accounts;
2. the relationships with public authorities;
3. the keeping of accounts;
4. the keeping of administrative documents (summons, minutes, social and fiscal documents etc.).

33.3 If this possibility is used, the authority with respect to the daily management relates to both the internal decision-making authority and the external powers of representation.

33.4 The duration of the mandate is laid down by the Board of Directors and is granted for renewable periods of up to five years.

33.5 The mandate shall automatically end when the daily manager ceases to be a Director or if they are no longer a staff member of the Association. The Board of Directors can, at any moment, and without justification, terminate the mandate.

Article 34. External Representation

34.1 The Board shall represent the Association as a college in all judicial and extrajudicial acts. It represents the Association by the majority of its Directors.

34.2 Without prejudice to the general representative powers of the Board as a college, the Association is validly represented for all the acts and in justice by the President and if the latter is not available, by two Directors acting jointly.

34.3 The Board or the Directors authorized to represent the Association may appoint proxies for the Association. Only special and limited powers of attorney for specific or a series of specific legal acts are permitted. The authorised proxyholders shall engage the Association within the limits of their powers, the limits of which are opposable to third parties in accordance with what applies to mandates.

TITLE 6. FINANCE, BUDGET AND ACCOUNTS

Article 35. Funding

35.1 The Association can be financed, *inter alia*, by subsidies, grants, donations, gifts, bequests, given both to support the general objectives of the Association and to support a specific project.

35.2 In addition, the Association may acquire funds in any other way that is not contrary to the law.

Article 36. Accounting and Budget

36.1 The financial year is for a period of one calendar year. It is closed, each year, on 31st December.

36.2 The accounts are kept and filed in accordance with the provisions of Article 3:47 CAC and Royal Decree of 29 April 2019.

36.3 Every year, the Board of Directors is obliged to submit, during the first half of the following year, the outgoing accounts and the budget for the following year to the General Assembly for approval.

Article 37. Supervision by a Statutory Auditor

37.1 As long as the Association does not fall under the application of section 3:47, § 6 CAC for the last closed financial year, the Association is not obliged to appoint a statutory auditor.

37.2 Otherwise, the General Assembly must appoint from among the members of the Institute of Auditors a statutory auditor charged with verifying the financial situation, the annual accounts and the regularity of the transactions in the light of the law and the Articles of Association, the transactions to be recorded in the annual accounts. The General Assembly also determines the remuneration of the statutory auditor.

TITLE 7. DISSOLUTION – LIQUIDATION

Article 38. Dissolution

38.1 The General Assembly shall be convened to discuss proposals regarding dissolution submitted by the Board or by at least 1/5 of all Members.

38.2 The deliberation and decision on the dissolution shall be taken at an Extraordinary General Assembly and shall respect the quorum and majority required for a change of object or disinterested purpose. As from the decision to dissolve the association, the association shall always indicate that it is "an association in liquidation" in accordance with section 2:115, § 1 of the CAC.

Article 39. Liquidation

39.1 In case of dissolution, the General Assembly appoints one or more liquidators, determines their powers and defines the destination for the net remaining assets. The remaining assets have to be directed towards non profit association and, if possible, to an entity with a similar disinterested purpose to those of the Association

TITLE 8. MISCELLANEOUS PROVISIONS

Article 40. Language

40.1 The official working languages of the Association are English and French.

Article 41. Applicable Law

41.1 All matters which do not come within the provisions of these statutes will be governed according to the Companies and Associations Code.

Article 42. Conflicts, Disputes, and Actions in Justice

42.1 In the case of conflict or dispute arising from the application, the interpretation or the execution of these Articles of Association, the disputing parties will attempt to resolve their differences by amicable means.

- 42.2 If such an amicable agreement is not possible, the dispute shall be handled by an internal Arbitration Panel. Failing that the dispute shall be definitively settled in accordance with the arbitration rules of the Belgian Centre for the Study and Practice of National and International Arbitration (CEPANI) with one or several arbitrators nominated according to its rules.
- 42.3 Such arbitration will take place in Brussels under Belgian law and following the procedures of CEPANI, and with the auxiliary status, of the sixth chapter of the Judicial Code.
- 42.4 Actions in justice, as either plaintiff or defendant, are to be decided by the Board of Directors and introduced or supported on behalf of the Association in accordance with the rules of the articles of association or by a lawyer chosen by the Board of Directors.
- 42.5 The lawyer shall receive their mandate *ad litem* from the Board of Directors, from the organ delegated with the task of day-to-day management or from the special representative who has been appointed by the Board of Directors in order to carry out this task.
- 42.6 However, if the action is introduced against a member of the Association, a Director, a statutory auditor, a person capable of representing the Association or a special representative appointed by the General Assembly, the decision shall be taken by the General Assembly.