

STATUTES OF
THE ASSOCIATION INTERNATIONALE SANS BUT LUCRATIF
In-service Aircraft for a Global Observing System
(IAGOS)

CHAPTER I - FORMATION, NAME, SEAT, PURPOSE AND ACTIVITIES

Article 1 – Name

- (1) An international non-profit association (hereinafter referred to as the "**Association**") is hereby formed according to and governed by the Belgian law of 27 June 1921 as modified and amended by subsequent laws, amongst others the laws of 2 May 2002 and 16 January 2003 (the "**Act**").
- (2) The name of the Association shall be: "*In-service Aircraft for a Global Observing System*" or in short "*IAGOS*".
- (3) All documents, invoices, announcements or publications emanating from the Association shall mention its name preceded or followed immediately by the words "*association internationale sans but lucratif*" in French or "*internationale vereniging zonder winstoogmerk*" in Dutch or the abbreviation "*AISBL*" or "*IVZW*", as well as the address of its registered office.

Article 2 – Registered office and Duration

- (1) The registered office of the Association's seat shall be
Rue du Trône 98, 1050 Bruxelles.
- (2) Without prejudice to the application of the Belgian linguistic legislation, the address of the registered office may be changed to any other address in the Brussels Capital Region by a simple decision of the Executive Board. A transfer of the registered office to another address in Belgium outside the Brussels Capital Region shall require a decision of the General Assembly. The decision to move the registered office shall be published in the Appendices to the Belgian Official Journal. The decision of the Executive Board to move the registered office of the Association within the Brussels Capital Region is not considered as an amendment to the Articles of Association and does not require a decision of the General Assembly. In this case, the Executive Board is entitled to establish the coordinated version of the Articles of Association and file it with the competent Tribunal of Commerce.
- (3) The Association may have offices or branches in other countries.
- (4) The Association is established for an unlimited duration.

Article 3 – Objectives and Scope of Activities

- (1) The Association exclusively and directly pursues non-profit-making purposes.
- (2) The Association's purpose is to promote science and research.
- (3) The Association achieves this purpose by promoting, supporting and coordinating research in the field of air pollution and climate change through the establishment and operation of a distributed infrastructure for long-term observations of atmospheric composition and atmospheric properties on the global scale which uses a fleet of in-service aircraft of internationally operating airlines. The Association's objectives are to facilitate coordination of activities, support the development of

relevant technologies and disseminate knowledge on atmospheric composition to the international community.

- (4) The purpose of the Association is in particular fulfilled by (but without being limited to):
- a. coordinating the following activities:
 - i. deployment of high-tech instruments for regular airborne observations of atmospheric parameters for atmospheric and climate research and associated fields;
 - ii. maintaining of and offering publicly accessible databases and other information generated within the Association
 - iii. dissemination and exchange of information, where applicable via communication/information platforms, including data provision in near-real-time;
 - iv. joint analysis of the collected data, including joint publications; according of the rules of good scientific practice;
 - v. preparation of joint project proposals;
 - vi. education of young scientists in the field of atmospheric and climate research;
 - b. conducting the following activities:
 - i. organisation of the logistics between airlines and the Members for worldwide operation of the instruments;
 - ii. organisation of conferences;
 - iii. input to strategic research agendas and other public requests;
 - iv. promotion of cost-effective, coordinated basic and applied research in the field of atmospheric composition change;
 - v. facilitation of the coordination, maintenance and future development of innovative infrastructure for atmospheric research.

Article 4 – Activity Plan

- (1) Without prejudice to Article 22, the activities of the Association shall be planned and organised on the basis of an Activity Plan to be proposed by the Executive Board for five years and to be adapted if necessary each calendar year by the Executive Board in consultation with all Members who wish to provide specific input. The Activity Plan shall be adopted by the General Assembly. The proposal on how to finance the activities of the Association as set out in the Activity Plan is submitted as a Financial Plan which is adopted by the General Assembly, subject to the release of the contributions in cash and in kind to be made by the Members. Further details concerning the submission and decision of the Activity Plan and the Financial Plan shall be regulated in an internal regulation (Appendix II).
- (2) The Activity Plan shall contain outlines of the general policy of the Association, the Association's main positions regarding actual issues, any other activities carried out by the Association to pursue its purpose and the associated budget and a prioritisation of the activities and the related budget.

CHAPTER II - MEMBERS

Article 5 – Membership

- (1) The Association shall consist of both "**Full Members**" and "**Honorary Members**" hereafter jointly referred to as "**Members**". The Association will have at least three Full Members at all times.
- (2) Membership in general is open to any organisation with legal personality or individual, actively involved or interested in atmospheric research using commercial aircraft platforms. Membership is

further open to any kind of umbrella organisation of the organisations described above, provided it is legally constituted and has legal capacity under its national law.

Full membership shall be open only to public and private non-profit scientific organisations with legal personality contributing to the activities and objectives of the Association provided they are accepted by the General Assembly in such membership category.

Honorary membership shall be open to non-scientific and scientific organisations or individuals who are not directly engaged in the Association's activities as set out in Article 3 (4), but who support and/or advise on the activities of the Association (e.g. by allocating aeroplanes in the case of airlines) provided they are accepted by the General Assembly in this membership category.

- (3) Members shall comply with the Association's statutes in their last amended version as well as with the internal regulations and the decisions of the Association's bodies.
- (4) Full Members shall pay an annual membership fee, the amount of which shall be fixed by the General Assembly on a recommendation from the Executive Board.

Article 6 – Rights of Members

- (1) Without prejudice to other rights set out in these Statutes, the internal regulations, decisions of the General Assembly or the Act, Members have a right:
 - a. to participate in the General Assembly's meetings, with the right to speak and – for Full Members only – the right to vote on any issues submitted to the General Assembly;
 - b. for Full Members only, to elect and be elected to the bodies of the Association, through their representatives whenever the case may arise;
 - c. for Full Members only, to examine the accounts, documents and books concerning the activities of the Association, as well as to request and obtain from the Executive Board of the Association information on the development of such activities;
 - d. to propose the admission of new Members;
 - e. to appoint delegates to sit on the committees and working groups of the Association;
 - f. to withdraw from the Association, according to the terms set out in Article 9.2 of the Statutes.
- (2) The rights and obligations of Full Members described in the Act do not apply to Honorary Members. Only these Statutes govern the rights and obligations of Honorary Members. The rights and obligations of Honorary Members may be amended without their consent. In such a case, the Honorary Members shall be entitled to withdraw from the Association without incurring any costs.

Article 7 – Duties of Members

Without prejudice to other duties set out in these Statutes, the internal regulations, decisions of the General Assembly and the Act, the Members have the duty to:

- a. foster the objectives of the Association and take part in the activities necessary for carrying out the purposes of the Association, as applicable;
- b. as Full Members, contribute to the Association according to the terms set out in Article 22 and according to the terms set out in the internal regulation (Appendix II) of the Association establishing, in as much detail as possible, the qualitative and valuation criteria based on which the level of the contributions in kind should be defined;
- c. hold, with due care and dedication, the offices for which they are elected, appointing their representatives for this purpose, when needed;
- d. comply with the decisions of the bodies, the Statutes, the internal regulations and the applicable legislation;
- e. for Full Members only, pay the membership fees and any contribution in kind or in cash when due and payable.

Article 8 – Admittance of new Members

- (1) An application for membership shall be sent in writing to the Executive Board at the address of the Association and shall include:
 - a. a declaration related to the desired type of membership (Full Member or Honorary Member);
 - b. a declaration that the applicant will fully accept and comply with the Statutes and internal regulations of the Association and the decisions of its bodies;
 - c. the name and address of the applicant.
- (2) After a formal assessment regarding fulfilment of the eligibility criteria for membership, the Executive Board shall submit the application to the General Assembly. The General Assembly shall decide on the application at its next meeting.
- (3) The Chair or Vice-Chair of the Executive Board shall notify the applicant in writing (by post, fax or email or any other means of communication) of the decision within fifteen calendar days after such a decision is adopted. Any decision refusing an application for membership shall contain the grounds upon which the decision is made. Where admission is refused or where no decision is made within a reasonable time frame, the applicant may refer the relevant decision or lack thereof to the courts of Brussels.
- (4) The membership shall be effective upon admittance by the General Assembly and – concerning Full Members – upon payment of the membership fee.

Article 9 – End of Membership

9.1 – General

- (1) The membership in the Association ends:
 - a. in accordance with either Articles 9.2 or 9.3 below;
 - b. by death or loss of legal capacity or wind-up and liquidation of the concerned Member;
 - c. by bankruptcy or, to the fullest extent permitted by law, similar insolvency proceedings affecting the Member concerned;
 - d. by dissolution of the Association.
- (2) If the membership of a Full Member ends during the course of the Association's financial year, the full membership fee for this financial year shall remain due. The Member whose membership has ended (henceforth the "**leaving Member**") shall not be entitled, if it is a Full Member, to claim any reimbursement of its membership fees or contributions in cash or in kind nor, for any category of Member, to claim any compensation and no Member, whichever category this Member may belong to, shall have any claim on the assets of the Association.
- (3) In order to enable the Association to continue its activities as set out in Article 3 (4), the Members endeavour to preserve the measurement systems consisting of the aircraft installation and scientific instruments. In order to allow this, the leaving Member shall offer its part of the system, in compliance with the current national legal regulations for the respective leaving Member, to the other Members. The transfer shall include the technical and legal documents required for installation and operation of the instruments on board passenger aircraft. The offer shall be communicated to the Executive Board at the date the leaving Member becomes aware of its departure. Details of the legal transactions, especially regarding financial compensation corresponding to the current value of the instrument will be agreed between the parties involved under moderation of the Executive Board.
- (4) The leaving Member will endeavour to maintain its support during a reasonable transitional period, within the scope of its membership and in compliance with the current national legal regulations for the respective leaving Member as needed and making it possible to put the other Members in a position to conduct the work and safeguard the continuity of the ongoing research performed with

the Association's support and/or under its coordination. Details of the support especially regarding financial compensation for the services provided and the duration of such services shall be agreed between the parties involved.

9.2 – Withdrawal

- (1) A Member may withdraw from the Association by written notice sent to the Executive Board at the address of the Association for any reason with effect at the end of the Association's financial year with observance of a prior notice period of at least three months before the end of that financial year.
- (2) If a Member fails to meet membership fees or to provide its contributions in kind and in cash for a period exceeding six months after they have become due and does not address this situation after a written notice by the Chair of the Executive Board, it shall be deemed to have withdrawn from the Association and, where applicable, its voting right will be suspended with effect from 30 days after written notice has been given by the Chair of the Executive Board, without prejudice to the ongoing financial obligations of the defaulting Member.
- (3) The General Assembly may readmit a Member who is deemed to have resigned, provided that it has fulfilled all outstanding financial obligations.

9.3 – Expulsion

- (1) A Member may be expelled from the Association by a decision of the General Assembly taken in accordance with Article 13 in the following cases:
 - a. serious breach by that Member of the provisions of these Statutes, the internal regulations or the decisions of its bodies, which cannot be remedied or is not remedied within 30 calendar days after a written notice sent to that effect by the Chair of the Executive Board;
 - b. failing to fulfil the eligibility requirements for membership of the Association (in the category in which the Member has been admitted previously);
 - c. bringing the Association into disrepute or similar unethical behaviour, as judged by the General Assembly.
- (2) Prior to the decision, the Member, whose membership is to be terminated, shall have the opportunity to communicate its views about the envisaged exclusion either by oral or by written statement to the General Assembly. The concerned Member shall be notified by registered post at least 28 calendar days in advance of the meeting of the General Assembly of the intention to exclude it and the reasons for doing so.

The expulsion of Members is decided by the General Assembly, with a majority of two-thirds of the votes cast, after recommendation of the Executive Board.

- (3) The expulsion decision sets forth the grounds on which the expulsion is based but, apart from this, the decision does not need to be justified and is final. The expulsion shall be effective from the date of the decision of the General Assembly and the expulsion must be notified to the Member concerned by registered letter with acknowledgment of receipt within fifteen calendar days.

Article 10 – Liability of Members

Each Member is obliged to comply with these Statutes and the internal regulations, including timely payment of the membership fee as set forth in the corresponding internal regulation. A Member shall, however, not be liable in that capacity for any financial or other commitments of the Association.

CHAPTER III - ORGANISATION

Article 11 – Structure and Bodies of the Association

- (1) The bodies of the Association are:
 - a. the General Assembly (cf. Articles 12 to 14);

- b. the Executive Board (cf. Articles 15 and 16).
- (2) Upon a decision by the General Assembly, the organisational structure of the Association may also include:
- a. committees established and mandated by the General Assembly for the supervision and implementation of activities of the Association;
 - b. an Executive Secretary and staff to support the Executive Board in its tasks.

Article 12 – General Assembly – Powers, Composition, Meetings

12.1 Role and Composition

- (1) The General Assembly is the highest decision making body of the Association. It determines the general policy of the Association and it has all powers needed for the realisation of the Association's objectives, if such powers are not explicitly delegated to another organ of the Association.
- (2) The General Assembly is composed of the Members of the Association. Each Member not being a natural person shall be represented by its legal representative or appoint one natural person as representative to the General Assembly by a written power of attorney (letter or e-mail) to be sent to the Executive Board at least 21 calendar days prior to the next meeting of the General Assembly. The representative of a Member shall be deemed to be duly authorised to deliberate, negotiate and decide on all matters listed in Article 13 of these Statutes. The power or attorney may also indicate the representative's deputy. Such appointments may be modified at any time by the Member represented provided such change is notified to the Executive Board at least 21 calendar days prior to the next meeting of the General Assembly.
- (3) In addition to its own capacity to represent a Member by virtue of the Member's articles of association, a representative may represent a maximum of one other Member.

12.2 Rules for meetings

- (1) The General Assembly shall meet at least once a year. Extraordinary Meetings of the General Assembly shall be convened by decision of the General Assembly at the previous meeting of the General Assembly or upon decision by the Executive Board or upon request of one quarter of the Full Members. In their request, the Full Members must state the items of the agenda to be voted on. The General Assembly must meet within three months after the receipt of the request by the Executive Board.
- (2) The notice calling the meeting indicates the place, date, time and agenda of the meeting and shall be made by the President of the General Assembly by letter, fax or e-mail to the last notified addresses of the Members at least 45 calendar days before the date of the meeting. The final agenda shall be sent to the Members not less than 12 calendar days before the meeting. Where applicable, working documents are attached to the notice.
- (3) The meetings of the General Assembly shall be chaired by the President of the General Assembly, or, if the President of the General Assembly is unable to attend a meeting, by the Vice-President of the General Assembly.
- (4) The Chair of the Executive Board is invited to the meetings of the General Assembly without voting rights.
- (5) The President of the General Assembly may invite guests (without voting rights) to attend meetings of the General Assembly, subject to approval of their presence by the General Assembly.
- (6) Further details concerning the meetings of the General Assembly are provided in the internal regulation (Appendix II).

Article 13 – Decisions of the General Assembly

- (1) Each Full Member of the Association having duly made its contributions (in kind, in cash and membership fee) shall have the right to vote in the decisions of the General Assembly. The General Assembly will fix a minimum proportion of contribution according to the valuation criteria stated in Article 22 (8) through (10). Full Members exceeding their yearly total of contributions according to the valuation criteria stated in Article 22 (8) through (10) shall have three votes, Full Members who have duly made their contributions but whose contributions are below this limit shall have one vote. Honorary Members have a right to state their view, which may be taken into account by the Full Members when taking decisions but shall have no right to vote.
- (2) An attendance list, indicating the Member's name, shall be signed prior to the meeting by the representative.
- (3) Unless otherwise provided for in these Statutes, the General Assembly may only validly proceed if the following quorum is met: half (50%) of the Full Members, who must hold more than half (50%) of the votes, must be present or represented at the meeting.
- (4) Unless these Statutes or the Act require another majority, decisions of the General Assembly shall be adopted by a simple majority (50% +1) of the votes cast and a simple majority of the number of Full Members present or represented.
- (5) For all decisions of the General Assembly:
 - abstentions shall not be taken into account and, in the case of a written vote, blank and irregular votes will not be counted in the votes cast;
 - all votes will be taken by a show of hands, unless the person chairing the meeting or a Full Member requests a written vote (secret ballot) or provides for an alternate method of voting such as voice vote by telephone;
 - minority positions will be reflected in the minutes upon request;
 - the President has a casting vote in case of a tied vote.

The resolutions passed at the General Assembly meetings shall be binding on all Members, including those absent or dissenting.
- (6) The following decisions shall be taken by the General Assembly and shall require a majority of at least three quarters of the votes cast and a majority of three quarters of the number of Full Members present or represented:
 - a. election of the President and Vice-President;
 - b. approval of the Executive Secretary;
 - c. determination of the general policy of the Association;
 - d. admittance of a new Member pursuant to Article 8;
 - e. expulsion of a Member pursuant to Article 9.3;
 - f. election and dismissal of members of the Executive Board;
 - g. adoption of the Activity Plan, the Financial Plan and the Budget, including any revision to these;
 - h. mandate and terms of reference for the representatives of the Association in external bodies approval of the Annual Report on the activities of the Association of the previous year and of the Annual Accounts of the Association (see Article 23) as well as discharge of the Executive Board for its management;
 - i. adoption or amendment of any internal regulations of the Association;
 - j. the establishment of committees and/or advisory bodies and approval of their respective rules on their organisation;

- k. any other prior approvals required for transactions by the Executive Board in accordance with Article 15.1 (3);
 - l. modification of the address of the registered office of the Association outside Brussels Capital Region;
 - m. if applicable, appointment and revocation of the statutory auditor and determination of his/her remuneration.
- (7) The following decisions by the General Assembly can only be taken subject to a specific quorum requirement of at least two-thirds of the voting rights present or represented and shall require a majority of four-fifths of the votes cast and a majority of four-fifths of the number of Full Members present or represented:
- a. any modification or amendment of these Statutes;
 - b. the merger of the Association with other associations;
 - c. dissolution and liquidation of the Association;
 - d. membership of the Association in other associations, taking shares in other legal entities or participation in any joint ventures or any other kind of organisation; transformation of the Association in another legal entity.
- (8) The decision by the General Assembly concerning the determination of the membership fees and conditions of their payment can only be taken subject to a specific quorum requirement of at least two-thirds of the voting rights present or represented and shall require unanimity of the Full Members present or represented.
- (9) In case the mentioned quorum requirements provided for in paragraphs (3), (7) and (8) of this Article are not met, a second meeting may be called and decisions may be taken without the quorum being met if this has been announced at the calling of the second meeting. The second meeting must be convened at least 14 calendar days after the first meeting.
- (10) Decisions on one of the topics listed in paragraph (6), (7) and (8) of this Article may only be taken validly, if this decision has been prepared and announced in advance in accordance with Article 12.2 of these Statutes, except otherwise provided for in these Statutes. If all Full Members are present or represented in the respective meeting they may waive this formal requirement by unanimous vote.
- (11) In urgent matters, as may be determined by the Executive Board, the Full Members of the General Assembly may be asked by the Executive Board to take decisions by written resolutions (communicated to all Members by post, fax or email or any other means of communication), by conference call or by videoconference in accordance with the procedures set out in the Internal Regulations. With respect to conference calls and videoconferences the procedures and requirements set forth in Article 12.2 shall apply accordingly.
- Regarding written resolutions, the Full Members must be given at least 21 calendar days to respond. A Full Member not responding within this period shall be considered as not having participated in the vote. The majority and quorum requirements as well as any other provisions of this Article shall apply accordingly. The decisions taken by written resolutions are considered to be taken at the registered office of the Association and shall come into force on the date mentioned in the written resolutions. The President of the General Assembly shall record the result of the voting thus taken in writing and shall inform all Members of this result respectively. The Executive Board shall do its utmost to ensure that all correspondence will be handled in a proper way. The minutes shall be kept at the registered office of the Association in a register of the minutes of the General Assembly meetings.
- (12) Further provisions on the procedures of the General Assembly and its meetings may be adopted by the General Assembly in internal regulations.

Article 14 – The President and Vice-President of the General Assembly

- (1) Under the terms of Article 13, the General Assembly shall elect a President (the "**President**") and a Vice-President (the "**Vice-President**") of the General Assembly among the Full Members. The President and the Vice-President shall be citizens of two different countries. They shall be elected by the General Assembly for a period of two years and can be re-elected for a maximum of three terms in series.
- (2) Should the position of President fall vacant, the powers of the President shall be taken over by the Vice-President who shall convene a General Assembly within a maximum of three months to elect a new President.
- (3) Should the position of Vice-President fall vacant, the President shall write to all members seeking nominations. Subsequently, he shall convene a General Assembly within a maximum of 6 months after the position became vacant, to elect – if necessary by written procedure – a new Vice-President.

Article 15 – The Executive Board

15.1 Role and Responsibilities

- (1) The Executive Board shall manage and administer the Association in accordance with the applicable laws, these Statutes, the internal regulations and the decisions of the General Assembly.
- (2) The tasks of the Executive Board are limited to the following:
 - a. administrative management of the day-to-day business of the Association ;
 - b. management of the financial affairs of the Association, including due fulfilment of accounting requirements and timely preparation of proposals for the Budget of the Association and how it is financed and the Financial Plan regarding the implementation of the Activity Plan (see Article 22);
 - c. timely preparation of the Annual Report and Annual Accounts (see Article 23) for approval by the General Assembly;
 - d. drawing up proposals for decisions taken by the General Assembly according to Article 13 (6) and (7);
 - e. ensuring the regular flow of information and feedback processes with the Members regarding the ongoing activities of the Association;
 - f. ensuring that any Member of the Association can have access to relevant documentation regarding the activities of the Association;
 - g. proposal of the Executive Secretary;
 - h. entering into obligations for the Association, investments or any waivers within the limits set out by the General Assembly;
 - i. conclusion, modification or termination of any employment contracts explicitly foreseen and approved by the General Assembly in the Budget or in case of emergency or, for the case of a termination, in the event of an emergency even if not foreseen and approved.
- (3) For the avoidance of doubt, the following legal transactions shall require prior approval by the General Assembly pursuant to Article 13 (6) k:

- a. membership of the Association in other associations, taking shares in other legal entities or participation in any business ventures or any other kind of organisation or the modification of any such membership or participation;
 - b. acquisition, encumbrance or disposal of real estate;
 - c. entering into obligations for the Association, investments or any waivers of a total value exceeding the limit decided by the General Assembly pursuant to article 15.1 (2) (h) above, unless already explicitly foreseen and approved by the General Assembly in the Budget;
 - d. conclusion, modification or termination of any employment contracts, unless already explicitly foreseen and approved by the General Assembly in the Budget or except, for the case of a termination, in the event of an emergency.
- (4) Any proposals for decisions by the General Assembly are addressed to the President or, if the President is not available, the Vice-President.
- (5) In case of conflict of interest between the Association and a Member whose representative is serving as the Chair or as another member of the Executive Board, that Executive Board member shall step aside and be replaced by another member of the Executive Board chosen by the General Assembly for the decision in question. For the purpose of this clause "**conflict of interest**" shall be defined as: any interest of a financial nature of the Executive Board member or a close relative thereof which may influence the said Executive Board member's decision.
- (6) The Executive Board may delegate, under its responsibility, a part (but not all) of its powers for particular or specific purposes to the Executive Secretary or to a third party.

15.2 Composition and Election

- (1) The Executive Board shall be composed of at least three members and at most five members. The Executive Board members can only be individuals.
- (2) The members of the Executive Board shall be elected by the General Assembly in accordance with Article 13 (6) for a period of two years upon proposal of the Full Members. Re-election of any Executive Board member is possible for a maximum of three successive terms.

Unless specifically decided otherwise by the General Assembly, the mandate shall come into force at the end of the meeting on which the appointment was made and ends at the closing of the meeting of the General Assembly that approves the annual accounts two years later. The appointments and resignations of the members of the Executive Board are published in accordance with the provisions of the Act.

- (3) The Chair of the Executive Board shall be proposed to the President from among the Executive Board members and shall be appointed by the General Assembly. The General Assembly may also assign the other Executive Board members with special functions, including but not limited to a Vice-Chair.
- (4) The Executive Board members shall not receive any remuneration in that capacity.

15.3 End of Tenure of an Executive Board member

- (1) The General Assembly may dismiss the members of the Executive Board at any time. The tenure of an Executive Board member also ends by expiry of its term, resignation or death of the Executive Board member.
- (2) In case a tenure ends before regular expiry of the term of an Executive Board member, the General Assembly shall make sure that a new Executive Board member is elected for the remaining term as soon as possible.

15.4 Liability of the members of the Executive Board

- (1) As far as legally permissible, the Executive Board members will not be personally liable for the commitments of the Association.

- (2) The Association shall indemnify an Executive Board member against any liability incurred in successfully defending legal proceedings for faults committed in that capacity provided the court decision is final and without appeal.

Article 16 – Meetings and Decisions of the Executive Board

- (1) The Executive Board shall meet at least four times a year and whenever deemed necessary. The General Assembly may fix a minimum amount of meetings per year. Meetings shall also be held upon request of at least half of the Executive Board members. The meetings shall be convened by the Chair of the Executive Board by an invitation by letter, fax or e-mail providing the agenda of the meeting as well as the time and the place of the meeting (if the meeting is in person) to all Executive Board members with a notice period of at least 14 calendar days. If the meeting has been convened upon request of at least half of the Executive Board members, such members shall draft the agenda to be sent with the invitation.
- (2) However, the convocation period mentioned in paragraph (1) of this Article may be waived by unanimous agreement of all Executive Board members.
- (3) The President and the Vice-President of the General Assembly and the Executive Secretary are invited to the meetings of the Executive Board without voting rights.
- (4) Decisions of the Executive Board shall be taken during duly convened meetings. These meetings can either be in person or, e.g. by telephone or video conference. In all cases the convocation requirements set forth in paragraph (1) of this Article shall apply accordingly. The meetings of the Executive Board are chaired by the Chairman of the Executive Board or, in his/her absence, by a person appointed by the Executive Board among its members.
- (5) Decisions may only be adopted in a meeting or other procedure in which at least two thirds of the Executive Board members take part. Each Executive Board member has one vote. Decisions of the Executive Board shall be taken by a simple majority (50% +1) of the votes cast.

For all decisions of the Executive Board:

- abstentions shall not be taken into account and, in the case of a written vote, blank and irregular votes will not be counted in the votes cast;
 - all votes will be taken by a show of hands, unless the person chairing the meeting or an Executive Board member requests a written vote (secret ballot) or provides for an alternate method of voting such as voice vote by telephone or by electronic communications;
 - in the case of a tied vote (or in the case of a draw for written vote), the person chairing the meeting will have a casting vote.
- (6) Items which are not on the agenda may not be discussed unless all members of the Executive Board are present or duly represented and there is unanimous decision of the Executive Board members to discuss such items.
 - (7) The decisions taken by the Executive Board shall be recorded in minutes, which are signed by the chairperson of the meeting and sent out to each Executive Board member. The minutes are also kept in a register, at the disposal of the Executive Board members, at the registered office of the Association. The extracts or copies of the minutes are signed by the Executive Secretary or by any two Executive Board members. The members shall be entitled to consult the records at any time, or request that copies are sent at first request.
 - (8) Decisions may also be taken by written resolutions (communicated to the members of the Executive Board by post, fax or email or any other means of communication), by conference call or by videoconference. Decisions taken by written resolutions, conference call or videoconference are deemed to take place at the registered office of the Association. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter. Decisions taken by conference call or videoconference are deemed to come into force on the date of the meeting.
 - (9) Further details concerning the meetings of the Executive Board are provided in the internal regulation (Appendix II).

Article 17 - Representation

17.1 Representation of the Association

- (1) The Association shall be validly represented with respect to all acts, including court proceedings, by the signature of two Executive Board members, one of which shall be the Chairman of the Executive Board, who shall not be obliged to offer proof to third parties of a prior decision of the Executive Board or of the General Assembly.
- (2) The Executive Secretary shall individually represent the Association with respect to all acts in relation to the delegated tasks and also in court proceedings within the limits of the delegated tasks and shall not be obliged to offer proof to third parties of a prior decision of the Executive Board.
- (3) The Association is also validly represented by an attorney-in-fact, within the limits of his/her power-of-attorney.

17.2 No Representation of the Association's Members

For the avoidance of doubt, it is hereby recalled that unless explicitly authorised in writing to do so by the concerned Member, no member of the Executive Board or other representative of the Association shall describe itself or act as an agent of a Member of the Association and nothing in these Statutes shall be construed as creating the right of such a representative to enter into any obligation on behalf of such Member.

Article 18 – Executive Secretary

18.1 - Role and Responsibilities of the Executive Secretary

- (1) The Executive Board may, under its supervision and subject to approval by the General Assembly, delegate specific tasks to the Executive Secretary, who may be a natural person or a legal entity. The Executive Secretary may not be appointed from amongst the members of the Executive Board.
- (2) The appointment and resignation of the Executive Secretary is published in accordance with the provisions of the Act.
- (3) The Executive Secretary shall be entitled to be convened and attend all meetings of the Executive Board. He/she may express his/her opinion but may not cast a vote.
- (4) Only the Executive Board is competent to revoke the delegation of tasks to the Executive Secretary and to determine the conditions under which the delegation can be terminated.
- (5) In the fulfilment of its tasks, the Executive Secretary may be supported by staff (Secretariat) managed by the Executive Secretary within the limits of his powers. Secretariat functions may also be performed by a third party, as may be decided by the General Assembly.
- (6) The staff of the secretariat may attend the meetings of the organs of the Association and support the organisation of meetings under the supervision of the Executive Board. Consequently they will conclude non-disclosure agreements with the Association.

18.2 - Appointment of the Executive Secretary

The appointment of the Executive Secretary is subject to a proposal by the Executive Board and approval by the General Assembly.

Article 19 – Committees and Advisory Bodies

- (1) In order to pursue and organise the activities of the Association mentioned in Article 3, the General Assembly may establish committees and/or advisory bodies.
- (2) A general outline of the activities and terms of reference of each committee has to be approved by the General Assembly before the respective committee activity is started. Participation in committee activities shall be open to all Members willing to participate in it by appointing experts to such a committee unless the committee serves to represent the interests of a specific group or specific groups of Members. Without prejudice to the participating Members' rights, internal regulations for committee and advisory body activities may be determined by the General Assembly.
- (3) Basic rules and criteria for the installation of committees and/or advisory bodies are specified in the internal regulation (Appendix II).

CHAPTER IV - BUDGET, CONTRIBUTIONS OF MEMBERS AND ANNUAL ACCOUNTS

Article 20 – Financial Year

The financial year of the Association shall coincide with the calendar year.

Article 21 – Resources of the Association

- (1) The Association may realise and finance its activities particularly by:
 - a. membership fees to be paid by its Full Members as decided by the General Assembly according to the Budget;
 - b. cash contributions to be paid by its Full Members according to the Financial Plan and the Activity Plan;
 - c. in kind contributions to be made by its Full Members according to the Financial Plan and the Activity Plan;
 - d. any voluntary participation of or contribution (in cash or in kind) by its Members in the Association's activities;
 - e. any other legally allowed resources that might be voluntarily paid or granted to the Association.
- (2) The Association must however not take up any loan or grant a loan or give any kind of guarantee.
- (3) The means of the Association may only be used for the Association's purpose and activities.

Article 22 – Budget of the Association, Financial Plan, Membership Fees and Contributions of Members (in Kind and Cash)

- (1) Each year, the Budget, concerning the usage of the membership fees for the next financial year, including a proposal on how it will be financed, shall be drafted by the Executive Board and submitted to the General Assembly for decision. Further details regarding the submission and decision of the Budget referred to in this article 22 (1), sentence 1 are determined in the internal regulation (Appendix II).
- (2) Each year and based upon the Activity Plan as outlined in Article 4 (1), the Financial Plan concerning the usage of the contributions in cash and in kind of the Full Members to the Association for the next financial year, including a proposal on how it will be financed, shall be drafted by the Executive Board and submitted to the General Assembly for decision. The decision of the General Assembly shall be taken subject to the confirmation of the availability of the full contributions by the Full Members. Such full availability shall be confirmed in writing by each Full Member within three months from the General Assembly decision. Failing such confirmation of availability of the contributions in cash and in kind within the aforementioned term, the contribution

shall be deemed unavailable. Further details regarding the submission and decision of the Financial Plan referred to in this Article 22 (2) sentence 1 are determined in the internal regulation (Appendix II).

- (3) The contributions of the Members to the Association may be grouped into (i) "**monetary contributions**" (membership fee and cash contributions, cf. paragraph (4) to (6) of this Article); and (ii) "**contributions in kind**" (which shall include goods, especially rights of use concerning data, or services other than monetary contributions, cf. paragraph (7) and (8) of this Article).
- (4) The General Assembly shall, together with adoption of the Budget, decide on the amount and due date of the membership fees as outlined in an internal regulation.
- (5) The Members also agree to make cash contributions. The amount of the cash contribution for each Member will be derived from the activities of the respective Member as outlined in the Activity Plan (cf. Article 4 (1)).
- (6) The monetary contributions shall be made in Euros (€). Where the Euro is not the currency used in the Member's country of origin, the currency shall be converted into Euros using the Euro Foreign Exchange Reference Rates published by the European Central Bank in Frankfurt/Main, Germany on the payment date. This Euro Foreign Exchange Reference Rate is displayed on the appropriate Reuters Screen as of 11.00 a.m., London time.
- (7) The Members agree to make contributions in kind on the terms and conditions set out in a resolution of the General Assembly which shall be in force for a period of time as defined therein and/or in the rules provided in the internal regulations.
- (8) For the purpose of determining the number of votes set out in Article 13 (1) of these Statutes, the General Assembly shall, at the start of each calendar year, place a monetary value on the average of the contributions in kind provided by the Members during the previous two years based on the criteria set out in Article 7 b. of these Statutes.
- (9) The monetary value of the contributions in kind shall be added to the amount of the monetary contributions paid during the previous two years, in order to calculate (i) the total amount of monetary and in kind contributions made during the previous two years in question; and (ii) the specific proportions contributed by each Member to the total amount of contributions.
- (10) The proportion of the average with which each Member contributed during the previous two calendar years to the total amount of the monetary and in kind contributions, shall be taken into account for determining the number of votes of a Full Member in meetings of the General Assembly in accordance with Article 13 (1) above.
- (11) The Budget, as adopted by the General Assembly, shall be binding for the Executive Board. The General Assembly may, however, in exceptional cases and upon a respective request of the Executive Board, decide on a revision of the Budget for a current year.

Article 23 – Annual Report and Annual Accounts

- (1) Within four months after the end of a financial year, the Executive Board shall submit to the General Assembly an Annual Report on the activities of the Association including a report on the status of implementation of the Activity Plan. The Executive Board shall report on its management of the Association in the past year, as well as the Annual Accounts, comprising a balance sheet and a profit and loss account for approval by the General Assembly. The Annual Report shall also include an executive summary of any committee activities that have been carried out during the past year. Chairpersons of Committees or Advisory Bodies may be asked by the General Assembly to deliver further reports.
- (2) The Annual Report and the Annual Accounts of the Association shall be audited by an independent, external auditor at the cost of the Association in case the respective annual expenditure of the Association exceeds 75,000.00 Euros. The auditor shall be appointed by the General Assembly within the current year.

When required by law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the articles of association shall be entrusted to one or several auditors, appointed amongst the

members of the Institute of Auditors ("*Instituut der Bedrijfsrevisoren*"/ "*Institut des Réviseurs d'entreprises*"). The auditor shall be appointed by the General Assembly.

Otherwise, the General Assembly or any Full Member may appoint an internal auditor.

Any Full Member of the Association may request an audit of the Annual Accounts by an independent external auditor at its own cost. In any of the above cases, the auditor's report shall be presented to the General Assembly together with the Annual Report.

- (3) The decision on approval of the Annual Report and the Annual Accounts shall be taken six months after the end of the financial year at the latest.

CHAPTER V - MISCELLANEOUS

Article 24 – Winding up / Liquidation

- (1) Without prejudice to any mandatory provisions of the Belgian law as may be in force at the relevant time, the Association may be dissolved upon decision of the General Assembly in accordance with the provision of Article 13 (7) c. above.
- (2) In the case of liquidation or annulment of the Association or the discontinuation of its non-profit purposes, the remaining assets of the Association will devolve to a public or a tax-privileged body of the European Union fostering research and development, which has to use the assets directly and exclusively for scientific, non-profit purposes.
- (3) In such case the liquidation of the Association shall be carried out by the current Executive Board, unless the General Assembly decides otherwise.

Article 25 – Internal Regulations

Further to the enabling provisions in other Articles of these Statutes, the Executive Board may propose and the General Assembly may adopt internal regulations and codes of behaviour for the Association to further detail these Statutes or the management of the Association as permitted by Belgian law.

Article 26 – Language

The working language of the Association shall be English.

These Articles of Association shall be written in the French and English languages. In case of a dispute relating to the Statutes between the Members the French version of the Statutes shall prevail. Towards third parties the official published French version is the only relevant version.

Article 27 – Dispute Settlement

The disputing Parties shall make every effort to settle amicably all disputes or difficulties arising from these Statutes, its Internal Regulations and Resolutions or any decision of one of its bodies without recourse to the courts. In case an amicable agreement cannot be achieved, notwithstanding all efforts made, the competence for settlement of such disputes shall be governed by Belgian law and shall be submitted to the courts of Brussels.

Article 28 – Applicable Law

These statutes are subject to Belgian law, and should be interpreted based on such law.

Anything that is not expressly covered in the Articles of Association shall be governed by the Act.

Article 29 – Severability Clause

If a provision of these statutes is or becomes illegal, invalid or unenforceable, the validity of the rest of the statutes shall not be affected. Illegal, invalid or unenforceable provisions shall be replaced by

common consent retroactively with provisions which come as close as possible to the intended result of the illegal, invalid or unenforceable provision.

APPENDICES

Appendix 1 - List of Members

Appendix 2 - Internal Regulation

Gezien door Ons afdelingsvoorzitter van de rechtbank
van eerste aanleg West-Vlaanderen, afdeling Kortrijk,
voor echtverklaring van de handtekening van
Maarten Debie
Kortrijk

Voor de afdelingsvoorzitter,
de gemachtigde griffier,

09 MEI 2014



[Handwritten signature]
DOMINIQUE MONTEYNE
griffier-hoofd van dienst

