



***Statutes of  
European Society of Association Executives ASBL***

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

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

**Article 1. Name. Legal form. Term**

**1.1** The non-profit association named “European Society of Association Executives”, abbreviated “ESAE” (hereafter: “Society”), is constituted for an indefinite period under the provisions of Book 9 and any other provisions applicable to non-profit associations of the companies and associations Code of March 23, 2019.

**Article 2. Registered office**

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

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

**2.3** If the transfer of the registered office of the Society implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Society according to the presence quorum and voting majority stipulated in Article 20 of these Statutes.

**2.4** The Society may establish offices in any country or place.

**TITLE II. NON-PROFIT PURPOSE. OBJECT**

**Article 3. Non-profit purpose**

**3.1** The vision of the Society is to establish itself as the leading pan-European network of associations’ leaders and the referenced knowledge source on association management, leadership and governance.

**3.2** The mission of the Society is to:



- (a) Connect European association's leaders and executives to share knowledge, experience and know-how on all aspects of association management leadership and governance;
- (b) Inspire professional development and cultivate future association leaders through peer-to-peer networking events and educational workshops; and
- (c) Establish effectiveness and professionalization of the association sector and promote standards.

**3.3** The non-profit purpose of the Society shall be, within the European Union and worldwide, to promote the profession and the professional standing of managers of international, European and national associations, educate its Members and the public in all areas that affect the development and improvement of associations and similar organisations.

#### **Article 4. Object**

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

- (a) Conduct and co-operate in courses of study for the benefit of persons desiring to prepare themselves for executive and administrative functions in European, national or international associations;
- (b) Administer the examinations and other requirements necessary to enable candidates to obtain the qualifications and certifications in associations management and in related fields;
- (c) Hold meetings and conferences for the mutual improvement, education and professional development of Members;
- (d) Produce, retain and disseminate information relative to the functions and management of associations;
- (e) Participate in public dialogue and debate to represent the interests of the Members and the European association management sector;
- (f) Co-operate with managers of national and international organisations of association executives towards the common purpose of advancing association management as a profession;
- (g) Provide opportunities for the exchange of experience, knowledge and opinions through discussions, meetings, studies and publications;
- (h) Conduct competitions and manage awards for outstanding management ability and association services to the public;
- (i) Support and advise national and international groups of associations, particularly relating to relationships with international bodies, and on issues relating to business and association management;
- (j) Further the exchange of information and experience among relevant national and international bodies;



(k) Consult and advise relevant national and international authorities regarding matters affecting the association management profession; and

(l) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Society, as well as other regional and/or international initiatives and/or organisations.

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

### **TITLE III. MEMBERS**

#### **Article 5. Membership**

**5.1** The Society shall have one (1) membership category: Full Members (hereafter: “**Members**”). The Society shall always consist of at least three (3) Full Members.

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

#### **Article 6. Full Members**

**6.1** The category of Full Membership is open and accessible to any:

(a) Natural person being in charge with some aspects of association management (hereafter: “**Individual Members**”).

(b) Legal entity cumulatively meeting the following criteria:

- i. Having the legal personality;
- ii. Being duly constituted in accordance with the laws and practices of its country of origin;
- iii. Being a non-profit legal entity, i.e. a legal entity which pursues a disinterested purpose and does not distribute among its founders, members and/or directors the profits it generates in the framework of its disinterested purpose; and
- iv. Being in charge with some aspects of association management. (hereafter: “**Association Members**”).

**6.2** Members shall enjoy all membership rights, including voting rights.

#### **Article 7. Admission to membership**



**7.1** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Person Entrusted with the Daily Management.

**7.2** The Person Entrusted with the Daily Management shall submit this application for admission to the Board of Directors. After having verified that all conditions for membership are complied with, the Board of Directors shall decide on the admission to membership. The decisions of the Board of Directors regarding membership admissions are final, sovereign and the Board of Directors shall give reasons for its decisions.

#### **Article 8. Representation of Members**

**8.1** Each Member, being a legal entity, shall appoint between one (1) and three (3) natural person(s), called the "Representative(s)", to represent it within the Society. If a Member appoints more than one (1) Representative, it must appoint one (1) voter – when applicable – who shall cast the vote of his/her Member (hereafter: "**Voter**"). Each Voter must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Member.

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

**8.3** Each Member, being a legal entity, shall inform, via regular means of communication, the Person Entrusted with the Daily Management of the identity, contact details, and, as the case may be, appointment as Voter, of its/their Representative(s). In case of a meeting of the General Assembly, each Member shall inform the Person Entrusted with the Daily Management of the aforementioned information at least ten (10) calendar days before the meeting.

#### **Article 9. Resignation. Exclusion**

**9.1** Members are free to resign at any time from the Society by giving written notice via special means of communication to the Person Entrusted with the Daily Management. The Person Entrusted with the Daily Management shall submit as soon as possible the resignation to the Board of Directors, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Person Entrusted with the Daily Management.

**9.2** A Member which (i) ceases to satisfy the definition of the membership as set out in Article 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Society, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the



Society, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly.

**9.3** Before excluding a Member, the General Assembly shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend his/her/its position during the meeting of the General Assembly and prior to the voting on the exclusion. The proposed exclusion of the concerned Member shall be explicitly mentioned in the agenda included in or attached to the convening notice sent to the Members and the directors. The General Assembly can validly decide on the exclusion of a Member only if (i) at least two-thirds (2/3) of the Members are present or represented and (ii) the decision to exclude a Member obtains at least a majority of two-thirds (2/3) of the votes cast by the Members present or represented. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.

**9.4** The Person Entrusted with the Daily Management shall notify the decision of the General Assembly, via special means of communication, to the concerned Member within fifteen (15) calendar days from the decision of the General Assembly.

**9.5** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the General Assembly.

**9.6** A Member which, in whatever way and for whatever reason, ceases to be a Member shall remain liable for its obligations towards the Society, including for the payment of the membership fees for the financial year during which notice is given. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Society or for its assets, and (ii) forthwith cease to hold itself out as a Member in any manner.

**9.7** A Member which has resigned or has been excluded from the Society and wishes to re-join the Society as a Member may be considered as an applicant to membership after a period of one (1) year following his/her/its resignation or exclusion.

#### **Article 10. Membership fees**

**10.1** Each Individual Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of the membership fees for each Individual Member shall be proposed by the Board of Directors and decided by the General Assembly on the basis of the number of services used by the Individual Member



**10.2** Each Association Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of the membership fees for each Association Member shall be proposed by the Board of Directors and decided by the General Assembly.

**10.3** The membership fees for each Member will be of a maximum 5,000 EUR per year.

**10.4** Without prejudice to Article 9 of these Statutes, if a Member fails to pay its membership fees within thirty (30) calendar days after a reminder has been sent to it by the Person Entrusted with the Daily Management, its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due.

**10.5** Members joining the Society part way through a financial year shall pay reduced membership fees upon decision of the Board of Directors.

**10.6** The Board of Directors shall decide each year on the invoicing procedure and the time for payment of the membership fees.

#### **Article 11. Compliance with the Statutes and the internal rules**

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

#### **TITLE IV. HONORARY PRESIDENTS**

##### **Article 12. Honorary Presidents**

**12.1** The Board of Directors may decide to offer the status of Honorary President to one or more former President(s) of the Society who has/have rendered exceptional services for the benefit of the Society. The Board of Directors may revoke the status of Honorary President granted to one or more former President(s) at any time.

**12.2** The decisions of the Board of Directors regarding the admission or revocation of Honorary Members are final, sovereign and the Board of Directors shall not give reasons for its decisions.

**12.3** Honorary Presidents shall have no rights in or pursuant to these Statutes, except the right to attend and to be heard in the meetings mentioned in Article 12.1 of these Statutes.

#### **TITLE V. PARTNERSHIPS**



### **Article 13. Partnerships**

**13.1** The Board of Directors may decide to seek partnerships such as sponsorships and alliances with companies, organisations, agencies or professionals who are engaged in the provision of goods and/or services to associations and who satisfy the criteria set by the Board of Directors.

## **TITLE VI. ORGANISATIONAL STRUCTURE**

### **Article 14. Bodies**

**14.1** The bodies of the Society are:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The President;
- (d) The Vice-President(s);
- (e) The Treasurer;
- (f) The Committee(s); and
- (g) The Person Entrusted with the Daily Management.

## **TITLE VII. GENERAL ASSEMBLY**

### **Article 15. Composition. Voting rights**

**15.1** The General Assembly shall be composed of all Members. Each Member being a legal entity shall be represented at the General Assembly by its Representative(s) pursuant to Article 8 of these Statutes.

**15.2** Each Member shall have one (1) vote.

**15.3** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the youngest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Representative designated for this purpose by the General Assembly.

### **Article 16. Powers**

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



- (a) The transfer of the registered office of the Society when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the directors and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each director will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (d) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (e) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;
- (f) The filing of a claim in front of the competent court against the directors and, if any, the statutory auditor, or the external accountant;
- (g) The approval of the amount of the membership fees, upon proposal of the Board of Directors;
- (h) The approval of the annual accounts and the budget of the Society;
- (i) The exclusion of Members;
- (j) The amendment of these Statutes; and
- (k) The dissolution of the Society, the allocation of the Society's net assets in case of dissolution, and the appointment of one or more liquidator(s);
- (l) The restructuration or transformation of the Society pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code;
- (m) The transformation of the Society in an international non-profit association, a cooperative company recognised as a social enterprise (in French : "*société cooperative agréée comme entreprise sociale*" /in Dutch : "*coöperatieve vennootschap erkend als sociale onderneming*"), or a recognised cooperative company social enterprise (in French: "*société cooperative entreprise sociale agréée*" /in Dutch: "*erkende coöperatieve vennootschap sociale onderneming*"); and
- (n) The realisation or the approval of a contribution for free of an universality.

## Article 17. Meetings

- 17.1** The General Assembly shall meet at least once a year upon convening by the Board of Directors, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"). Each year, the Board of Directors shall determine the exact date of the Ordinary General Assembly.
- 17.2** A meeting of the General Assembly shall be convened at any time by the Board of Directors whenever required by the interests of the Society. A meeting of the General Assembly shall also be convened by the Board of Directors at the written request of at least one fifth (1/5) of the Members. In this last case, the Board of Directors shall convene the General Assembly



within twenty-one (21) calendar days after the request of convening of the Members. The General Assembly shall take place at the latest on the fortieth (40<sup>th</sup>) calendar day following this request.

#### **Article 18. Proxies**

**18.1** Each Member shall have the right, via regular means of communication, always with copy to the Person Entrusted with the Daily Management via similar means to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than three (3) proxies.

#### **Article 19. Convening notices. Agenda**

**19.1** Convening notices for the General Assembly shall be notified to the Members and the directors by the Person Entrusted with the Daily Management via regular means of communication at least fifteen (15) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Person Entrusted with the Daily Management and adopted by the Board of Directors.

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

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

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

#### **Article 20. Presence quorum. Voting majority. Votes**

**20.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least twenty percent (20%) of the Members are present or represented. In



any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

- 20.2** If at least twenty percent (20%) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least fifteen (15) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority, stipulated in Article 20.3 of these Statutes.
- 20.3** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented.
- 20.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both absent (whether represented or not), the youngest Vice-President (in age) shall have the decisive vote. If the President and the Vice-President(s) are all absent (whether represented or not), the chairperson who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.
- 20.5** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Board of Directors and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Society, such as a telephone, video or web conference, that allows (i) the Society to verify the membership category and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Board of Directors shall set up the practical procedures to organise the vote via electronic means of communication. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau, which is at least the chairman of the General Assembly, of the General Assembly cannot participate in the General Assembly via electronic means of communication.
- 20.6** Provided that this possibility has been granted by the Board of Directors and is mentioned in the convening notice, the Members may vote via electronic means of communication during a meeting of the General Assembly. The Board of Directors shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronical voting used allows for (i) the verification of the identity of the Members having expressed their votes and (ii) the control of compliance with the prescribed time limit.



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

**Article 21. Written/online platform procedure**

**21.1** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written/online platform procedure. In that case, the convening formalities referred to in Article 19 of these Statutes do not have to be complied with.

**21.2** For this purpose, the President, upon request of the Board of Directors, and with the assistance of the Person Entrusted with the Daily Management, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and directors, with request to the Members to vote on the proposals and to send their vote(s) back via regular means of communication to the Society, or, if provided for by the Board of Directors, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

**21.3** If the votes in favour of all the Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

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

**21.5** Decisions taken by written/online platform procedure are deemed to come into force on the date mentioned on the notice sent to the Members and directors.

**21.6** The directors and the statutory auditor, if any, may take note of all decisions taken by the procedure of written/online platform procedure at their request.

**Article 22. Register of minutes**

**22.1** Minutes shall be drawn up by the Person Entrusted with the Daily Management following each meeting of the General Assembly. They shall be approved and signed by the President and one of the Vice-Presidents and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Person Entrusted with the Daily Management to the Members. The register of minutes shall be kept at the registered office of the Society where all Members may consult it, without, however, displacing it.

**TITLE VIII. BOARD OF DIRECTORS**

**Article 23. Composition**



- 23.1** The Society shall be administered by a Board of Directors composed of minimum three (3) and maximum twelve (12) directors.
- 23.2** Each director shall be an Individual Member and/or a Representative of an Association Member.
- 23.3** The General Assembly shall elect the directors. The term of office of the directors is a two (2) years term, twice renewable in a row. The mandate performed by a director pursuant to Article 23.9 of these Statutes, shall not be taken into account for the computation of the number of terms of office.
- 23.4** Their mandate shall be non-remunerated.
- 23.5** Each Member may propose at least one (1) candidate director to the Board of Directors at least fifteen (15) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be elected.
- 23.6** The mandate of a director terminates by expiry of his/her directorship. The mandate of a director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a director ceases to be an Individual Member or a Representative of an Association Member, or (iii) if the Association Member, the director represents, for whatever reason, ceases to be a Member, or (v) if the director or the Member the director represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.
- 23.7** The mandate of a director also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a director at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Society, and provided that the director concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.
- 23.8** The directors are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President.
- 23.9** If the mandate of a director ceases before its term, for whatever reason, the Board of Directors may freely appoint (by co-optation) a new director for the remainder of the term, provided that the director appointed (by co-optation) fulfils the criterion set out in Article 23.2 of these Statutes. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the director appointed (by co-optation). If the mandate of the director appointed (by co-optation) is confirmed by the General Assembly, said director shall complete the term of office of the replaced director. If the mandate of the director appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said director will



come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.

**23.10** The Board of Directors shall be chaired by the President. If the President is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the oldest Vice- President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the youngest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the oldest director (in age) present.

**23.11** The Board of Directors may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board of Directors.

#### **Article 24. Powers**

**24.1** The Board of Directors shall have all powers necessary to accomplish the purpose of the Society, except for the powers that are specifically granted to other bodies of the Society by law or these Statutes. The Board of Directors shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

**24.2** The Board of Directors shall in particular have the following powers:

- (a) The transfer of the Society's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Society's strategies and policies;
- (c) The general management and administration of the Society;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The admission of new Members;
- (g) The election and dismissal of the President, the Vice-President(s), and the Treasurer;
- (h) The appointment and dismissal of the Person Entrusted with the Daily Management, including the discharge to be given;
- (i) The hiring and the dismissal of the employees of the secretariat of the Society;
- (j) The proposal of the amount of the membership fees to the General Assembly;
- (k) Upon receipt of the draft annual accounts and the draft budget from the Person Entrusted with the Daily Management, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- (l) The adoption, the amendment and the revocation of the internal rules, if any;
- (m) The adoption of propositions to be submitted to the General Assembly; and
- (n) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Committee(s) and the overseeing of this/these.



**24.3** If no Person Entrusted with the Daily Management is appointed in accordance with Article 35 of these Statutes, all the powers listed in Article 36 of these Statutes and specially entrusted to the latter by these Statutes will be exercised by the Board of Directors.

**24.4** At any time, the Board of Directors may delegate specific powers to one or more director(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

#### **Article 25. Meetings**

**25.1** The Board of Directors shall meet every time the interests of the Society so require and at least once (1) a year, upon convening by the President or at the request of two (2) directors, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the youngest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the oldest director (in age).

#### **Article 26. Proxies**

**26.1** Each director shall have the right, via regular means of communication, to give a proxy to another director, to be represented at a meeting of the Board of Directors. No director may hold more than one (1) proxy.

#### **Article 27. Convening notices. Agenda**

**27.1** Convening notices for the Board of Directors shall be notified to the directors by the Person Entrusted with the Daily Management via regular means of communication at least five (5) calendar days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. In addition, the convening notices shall mention if the directors can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board of Directors shall be prepared by the Person Entrusted with the Daily Management and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Vice- President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the youngest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest director (in age).

**27.2** Each director shall have the right to propose additional items to be included on the agenda of the Board of Directors, which shall be notified via regular means of communication



to the President at least four (4) calendar days before the meeting. In such a case, the President shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular means of communication at least two (2) calendar days before the meeting of the Board of Directors.

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

**Article 28. Presence quorum. Voting majority. Votes**

- 28.1** Unless otherwise stipulated in these Statutes, the Board of Directors shall be validly constituted when at least half of the directors are present or represented. In any case, the Board of Directors shall always be constituted of at least two (2) directors present.

- 28.2** If at least half of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 27 of these Statutes, at least seven (7) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the voting majority stipulated in Article 28.3 of these Statutes.

- 28.3** Unless otherwise stipulated in these Statutes, decisions of the Board of Directors shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the directors present or represented. Each director shall have one (1) vote.

- 28.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both absent (whether represented or not), the youngest Vice-President (in age) shall have the decisive vote. If the President and the Vice-Presidents are all absent (whether represented or not), the oldest director (in age) present shall have the decisive vote.

- 28.5** A duly convened meeting of the Board of Directors shall be validly held even if all or some of the directors are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the directors to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Person Entrusted with the Daily Management shall set up the practical procedures to organise this in practice. In such a case, the directors shall be deemed present.

- 28.6** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the directors may vote via electronic means during a meeting of the Board of Directors. The Person Entrusted with the Daily Management shall take the necessary steps allowing the directors to vote electronically. The Person Entrusted with the Daily Management shall set up



the practical procedures to organise this in practice, and shall ensure that the system for electronical voting used allows for (i) the identification of the directors having expressed their votes and (ii) the control of compliance with the prescribed time limit.

#### **Article 29. Written/online platform procedure**

**29.1** The Board of Directors may take decisions via written/online platform procedure. In that case, the convening formalities referred to in Article 27 of these Statutes do not have to be complied with.

**29.2** For this purpose, the Person Entrusted with the Daily Management, upon request of the President or two (2) directors, acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all directors, with request to the directors to vote on the proposals and to send their vote(s) back via regular means of communication to the Society or, if provided for by the Person Entrusted with the Daily Management, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

**29.3** If the votes in favor of all the directors, regarding the items on the agenda are not received/submitted within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

**29.4** For the purpose of the present Article, directors are not allowed to grant proxies to other directors.

**29.5** Decisions taken by written/online platform procedure are deemed to come into force on the date mentioned on the notice sent to the directors.

#### **Article 30. Conflict of interests**

**30.1** In case a director (hereafter: “**Concerned Director**”) has a direct or indirect interest of a patrimonial nature which is conflicting with the interest of the Society in a decision or an operation falling within the powers of the Board of Directors (hereafter: “**Conflicting Interest**”), he/she shall notify the Conflicting Interest to the Board of Directors and provide all facts material to understand the nature and scope of the conflict, as soon as possible and before the Board of Directors takes the concerned decision.

**30.2** If the Concerned Director fails to do so, any director aware of the potential Conflicting Interest shall raise the issue with the Board of Directors before it takes a decision in relation thereof.

**30.3** The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned Director shall be recorded in the minutes of the meeting of the Board of Directors that shall take the concerned decision. The nature of the concerned decision/operation and the



patrimonial consequences thereof for the Society and the reason(s) of the decision that has been taken shall be described by the Board of Directors in the minutes of the meeting of the Board of Directors that shall take the concerned decision.

**30.4** If a statutory auditor has been appointed, the minutes of the meeting of the Board of Directors shall be communicated to the statutory auditor.

**30.5** The Concerned Director shall neither participate in the deliberations of the Board of Directors nor participate in the vote related to the items on the agenda relating to the Conflicting Interest.

**30.6** In relation to the items on the agenda relating to the Conflicting Interest, the Concerned Director shall not be taken into account for the calculation of the presence quorum as provided for by Article 28.1 of these Statutes. The rules relating to the voting majority provided for by Article 28.3 of these Statutes remain unchanged.

**30.7** If at least half of the directors present or represented have a Conflicting Interest, the decision or operation will be submitted to the General Assembly. If the General Assembly approves the decision or the operation, the Board of Directors may implement said decision or operation.

**30.8** Notwithstanding the preceding paragraphs, the procedure of conflict of interests described above shall not be applied when the decisions of the Board of Directors relate to regular operations concluded on normal market terms and guarantees for operations of the same type.

#### **Article 31. Register of minutes**

**31.1** Minutes shall be drawn up at each meeting of the Board of Directors. They shall be approved by the directors who were present or represented at the concerned meeting. They shall be signed by the President and any willing director(s) and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Person Entrusted with the Daily Management to the directors. The register of minutes shall be kept at the registered office of the Society where all directors may consult it, without, however, displacing it.

**31.2** The copies of minutes of the Board of Directors to be delivered to third parties shall be signed by the director(s) entitled to represent the Society in accordance with Article 37 of these Statutes.

#### **TITLE IX. PRESIDENT, VICE-PRESIDENT(S), AND TREASURER**

##### **Article 32. Election and function of the President, Vice-President(s), and Treasurer**



**32.1** The Board of Directors shall elect a President, minimum one (1) and maximum two (2) Vice-President(s), and a Treasurer amongst the directors. The President, Vice-President(s), and Treasurer shall be three (3) or four (4), in case two (2) Vice-Presidents are elected, distinct Individual Members and/or Representatives of Association Members. Their mandate shall be non-remunerated. Their term of office is a two (2) years term, once renewable in a row. The mandate performed by a President, Vice-President or Treasurer pursuant to Article 32.2 of these Statutes, shall not be taken into account for the computation of the number of terms of office.

**32.2** Each new President, Vice-President, or Treasurer who is elected by the Board of Directors to replace a President, Vice-President, or Treasurer, whose mandate has terminated, shall only be elected for the remainder of the term of the President, Vice-President, or Treasurer being replaced.

**32.3** The mandate of the President, the Vice-President(s), and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

**32.4** The Board of Directors may further dismiss the President as President, a Vice-President as Vice-President, and the Treasurer as Treasurer at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Society, and provided that the President, Vice-President, or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Board of Directors and prior to the voting on the dismissal. The concerned President, Vice-President, or Treasurer shall not participate in the deliberation of the Board of Directors regarding such decision or action, and also not to the relevant voting.

**32.5** The President, Vice-President(s), and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board of Directors. In case of the end of the mandate of the President, the Vice-President(s), or the Treasurer for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the President, Vice-President(s), or Treasurer as the case may be shall continue performing the duties of his/her office until the Board of Directors has provided in his/her/their replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

### **Article 33. Powers of the President, Vice-President(s), and Treasurer**

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

- (a) Adopting the agenda of the meetings of the General Assembly and the Board of Directors, after preparation by the Person Entrusted with the Daily Management;
- (b) Presiding the meetings of the General Assembly and the Board of Directors;



(c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;

(d) Acting as a conciliator when differences of opinion occur, both within the Society and vis-à-vis third parties; and

(e) In the event of a tie vote, having the casting vote within the General Assembly and the Board of Directors.

**33.2** The Vice-President(s) shall have the powers specifically reserved for him/her/them by these Statutes. As a general rule, the Vice-President(s) shall replace the President in his/her absence. The Vice-President(s) should not automatically become the next President.

**33.3** The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Board of Directors. As a general rule, the Treasurer shall oversee the financial affairs of the Society and report in this respect to the Board of Directors.

## **TITLE X. COMMITTEE(S)**

### **Article 34. Committee(s)**

**34.1** The Board of Directors may establish and delegate tasks to one or more Committee(s). The Committee(s) shall have a supporting role to the Board of Directors on specific issues. The Board of Directors shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Committee(s).

**34.2** The Committee(s) shall not represent the Society vis-à-vis third parties.

**34.3** The Committee(s) shall always act under the responsibility of the Board of Directors and shall report periodically to the Board of Directors on its/their activities, and/or at the request of the Board of Directors.

## **TITLE XI. PERSON ENTRUSTED WITH THE DAILY MANAGEMENT**

### **Article 35. Appointment and function of the Person Entrusted with the Daily Management**

**35.1** The Board of Directors may appoint and delegate the powers listed in Article 36 of these Statutes to a natural person or legal entity, being a director or not, being a Member or not, and being a Representative or not. If the person entrusted with the powers listed in Article 36 of these Statutes is also a director, he/she shall carry the title of "Managing Director". If the person entrusted with the powers listed in Article 36 of these Statutes is not a director, he/she/it shall carry the title as decided by the Board of Directors. For the purpose of the present Statutes, the Managing Director or the person listed in Article 35 of these Statutes not being a director shall be referred to as the "Person Entrusted with the Daily Management".



- 35.2** His/her/its office may be remunerated. When a legal entity is appointed as Person Entrusted with the Daily Management, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission of Person Entrusted with the Daily Management in the name and on behalf of the legal entity. The Society shall cover all reasonable expenses exposed by the Person Entrusted with the Daily Management. The Person Entrusted with the Daily Management's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board of Directors.
- 35.3** The mandate of the Person Entrusted with the Daily Management terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Person Entrusted with the Daily Management is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.
- 35.4** Unless otherwise agreed, the Board of Directors may dismiss the Person Entrusted with the Daily Management at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Society, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 35.5** The Person Entrusted with the Daily Management is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Board of Directors, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Person Entrusted with the Daily Management for whatever reason, except the cases of automatic termination of the mandate of the Person Entrusted with the Daily Management or dismissal, the Person Entrusted with the Daily Management shall continue performing the duties of his/her/its office until the Board of Directors has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 35.6** In case of the end of the mandate of the Person Entrusted with the Daily Management for whatever reason, the Person Entrusted with the Daily Management shall have no claims for compensation on the Society or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 35.7** The Person Entrusted with the Daily Management shall be a permanent observer at all the bodies of the Society, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Person Entrusted with the Daily Management.



**35.8** Notwithstanding the above paragraph, the President may decide that the Person Entrusted with the Daily Management cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

**Article 36. Powers of the Person Entrusted with the Daily Management**

**36.1** The Person Entrusted with the Daily Management shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Person Entrusted with the Daily Management shall have the following powers:

- (a) The daily management of the Society, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Board of Directors;
- (e) The delegation of tasks to the secretariat of the Society and the overseeing of it;
- (f) Submitting the applications for admission to membership to the Board of Directors;
- (g) Executing the decisions of the Board of Directors;
- (h) Sending the convening notices of the General Assembly and the Board of Directors;
- (i) After consultation with the Treasurer, the preparation of the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;
- (j) The supervision of the financial affairs of the Society, under the supervision of the Treasurer; and
- (k) Ensuring the public relations of the Society, particularly regarding communication with third parties.

**36.2** The Person Entrusted with the Daily Management shall always act under the responsibility of the Board of Directors and within the approved budget. The Person Entrusted with the Daily Management shall report periodically to the Board of Directors on his/her/its actions and activities, and/or at the request of the Board of Directors.

**36.3** If no Person Entrusted with the Daily Management is appointed, the powers listed in the present Article and specifically granted to him/her/it by these Statutes shall be exercised by the Board of Directors.

**TITLE XII. EXTERNAL REPRESENTATION OF THE SOCIETY**

**Article 37. External representation of the Society**

**37.1** The Society shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) directors, acting jointly.



**37.2** Within the framework of daily management, the Society shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Person Entrusted with the Daily Management, acting alone.

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

**37.4** In addition, the Society shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Board of Directors, the President acting alone, or two (2) directors, acting jointly, or, within the framework of daily management, by the Person Entrusted with the Daily Management, acting alone.

### **TITLE XIII. INTERNAL RULES AND PROCEDURES**

#### **Article 38. Internal rules and procedures**

**38.1** To detail and complete the provisions of these Statutes, the Board of Directors may adopt, amend and/or revoke internal rules.

**38.2** On the date of the last amendments to these Statutes, the last version of the internal rules has been adopted on [*To be completed with the date*].

**38.3** The Board of Directors is further entitled to adopt Board of Directors internal procedures and any other kind of statement that falls within the scope of its powers.

### **TITLE XIV. FINANCIAL YEAR**

#### **Article 39. Financial year**

**39.1** The financial year of the Society shall run from 1 January to 31 December.

### **TITLE XV. AMENDMENTS TO THESE STATUTES**

#### **Article 40. Amendments to these Statutes**

**40.1** The General Assembly can validly decide on amendments to these Statutes only if (i) at least two-thirds (2/3) of the Members are present or represented and (ii) the decision to amend obtains at least a majority of two-thirds (2/3) of the votes cast by the Members present or represented. However, any decision to amend the purpose for which the Society has been constituted shall be validly adopted only if it obtains at least a majority of four-fifths (4/5) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.



**40.2** If at least two-thirds (2/3) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least fifteen (15) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority stipulated in Article 40.1 of these Statutes, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons present.

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

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

## **TITLE XVI. DISSOLUTION. LIQUIDATION**

### **Article 41. Dissolution. Liquidation**

**41.1** The General Assembly can validly decide on the dissolution of the Society only if (i) at least two-thirds of the Members are present or represented and (ii) the decision obtains a majority of at least a four-fifths (4/5) of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**41.2** If at least two-thirds (2/3) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least fifteen (15) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the voting majority stipulated in Article 41.1 of these Statutes and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.

**41.3** Any proposition to dissolve the Society shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the directors.

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



**41.5** The General Assembly shall also decide upon the allocation of the net assets of the Society, provided however that the net assets of the Society may only be allocated to a disinterested purpose.

**TITLE XVII. VARIA**

**Article 42. Notifications**

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

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

**Article 43. Abstentions**

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

**Article 44. Varia**

**44.1** Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 9 and any other provisions applicable to non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Society, these Statutes shall prevail.

**Article 45. Transitional provision**

**45.1** Without prejudice to Articles 23.3 and 32.1 of these Statutes, the directors, the President, the Vice-President(s) and the Treasurer in office on the date of the Extraordinary General Assembly of June 18, 2021, are presumed to serve their first mandate respectively as directors, President, Vice-President(s) and Treasurer.



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