

**ARTICLES OF ASSOCIATION
OF THE
EUROPEAN RESUSCITATION COUNCIL**

RLE (Antwerp): 461.204.217

New articles of Association approved by the General Assembly of ERC vzw of 12.12.2019.

ARTICLE 1 – Name, legal form and general provisions

- 1.1 The organisation is founded as a non-profit organisation (hereinafter “**NPO**” or “**Organisation**”) in accordance with the Belgian Legal Code on Enterprises and Associations of 23 March 2019 (hereinafter “LCEA”).
- 1.2 The NPO carries the name “European Resuscitation Council”, abbreviated “ERC”.
- 1.3 Throughout this document, “in writing” or “written” includes email and other electronic communication that can form a permanent written record.

ARTICLE 2 – Registered offices

- 2.1 The registered offices of the NPO are located in the Flemish Region.
- 2.2 The ERC Office is the body of staff members (including the Chief Executive Officer (CEO)) and volunteers who administratively support the Organisation and that is coordinated from the registered offices.
- 2.3 If these Articles of Association or the Internal Rules state that letters or documents are sent to the Board, these letters or documents are to be sent, preferably via e-mail with receipt confirmation (secretariat@erc.edu) or alternatively by regular mail to the address of the registered offices of the Organisation.

ARTICLE 3 – Objectives and activities

- 3.1 The Organisation has the objective “To preserve human life by making high quality resuscitation available to all.”
- 3.2 The Organisation pursues its objective, *inter alia*, by the following activities:
 - a) Promoting and strengthening the network of National Resuscitation Councils (hereafter called NRCs, as defined in the Internal Rules) in Europe.
 - b) Producing guidelines and recommendations appropriate to Europe for the practice of Cardiopulmonary Resuscitation (CPR) and related areas of immediate medical care.
 - c) Updating these guidelines in the light of critical reviews of CPR science and practice.
 - d) Promoting the audit of resuscitation practice including standardisation of records of resuscitation attempts.
 - e) Designing and supporting standardised teaching programmes suitable for trainees, ranging from the lay public to the qualified healthcare professional.
 - f) Promoting and co-ordinating appropriate research.
 - g) Organising relevant congresses and other scientific meetings.
 - h) Promoting political and public awareness of resuscitation requirements and practice.
 - i) Promoting exchanges among different healthcare professional disciplines.
 - j) Advising relevant European and other national and international bodies on all matters related to CPR.

- 3.3 The main geographic focus of the ERC is Europe.
In these Articles of Association, "Europe" is defined as the countries according to the definition of the Council of Europe (www.coe.int).
European citizens are residents of one of the countries of Europe according to the definition above.
The foregoing activities may be expanded outside Europe where deemed fit.

ARTICLE 4 – Duration

- 4.1 The Organisation is founded for an indefinite duration.

ARTICLE 5 – Members of the Organisation

- 5.1 The Organisation is composed of Full Members, Corresponding Members and Honorary Members. These members accept the ERC Ethical Code and only have the rights and obligations as set out in these Articles of Association and in the Internal Rules.
In accordance with article 6.2 said members may also become Voting Members.
- 5.2 **Full Members** are individuals who wish to participate in the activities of the ERC. They pay an annual fee, determined by the Board. This fee does not exceed 250.00 EUR.
They receive the journals and the electronic newsletters of the Organisation and have the other rights as listed in the Internal Rules.
All rights of such Full Membership are suspended if the membership fee is not renewed on time.
- 5.3 **Corresponding Members** are individuals or organisations who wish to stay informed about the activities of the ERC. They receive the electronic newsletters of the Organisation and have any other rights if listed in the Internal Rules.
- 5.4 **Honorary Members**
The Board may appoint Honorary Members. These are individuals who have displayed outstanding merit in promoting the objectives of the Organisation. Honorary Members have the same rights as Full Members but are exempted from payment of all membership fees.
- 5.5 **Acceptance / Resignation / Suspension / Exclusion**
- 5.5.1 Full Membership and Corresponding Membership are granted upon (i) application, (ii) acceptance of the Ethical Code and (iii) payment of the appropriate fee.
- 5.5.2 A Full, Corresponding or Honorary Member may resign from membership at any time and with immediate effect, by addressing a formal written letter of resignation to the Board.
- 5.5.3 Full, Corresponding or Honorary Membership ceases automatically on death of the member.
- 5.5.4 The Board may suspend Full, Corresponding and Honorary Membership when:
- a a member acts in violation of the Ethical Code of the ERC or violates its obligations under the LCEA, the Articles of Association or the Internal Rules. The initial suspension does not last longer than six months, during which period a meeting of a review body of the Organisation, as stated in the Internal Rules, is convened to review the member's activities and to decide on a period of further suspension or exclusion. Where the review body decides not to exclude the suspended member, it may decide to continue the suspension pending further investigation or to terminate the suspension.
 - b the appropriate annual membership fee has not been paid within the period determined by the Board. If this membership fee has not been paid within 2 months from the notice of suspension, the member will be deemed to have resigned.

- 5.5.5 Notwithstanding art. 5.5.4, Voting Members can only be excluded from the General Assembly according to art. 6.4.7.
- 5.5.6 A member who has resigned or has been excluded and their heirs, cannot lay claim to the assets of the Organisation nor can they reclaim annual fees that have already been paid.

ARTICLE 6 – General Assembly

6.1 General Assembly

6.1.1 The General Assembly of the Organisation is composed of all Voting Members.

6.2 Voting Members

6.2.1 The minimum number of Voting Members is three.

6.2.2 Voting Members belong to one of the following categories:

- a. Representatives of **National Resuscitation Councils (NRCs)**, having similar objectives to the ERC and having concluded an Agreement or a Memorandum of Understanding with the ERC, subject to the NRC representative being accepted as a Voting Member by the Board. NRCs will each appoint a permanent representative (hereinafter "NRC Representative") from among the Full Members (see Art. 5.2). This person acts as an individual in the General Assembly.
An NRC is also entitled to appoint a permanent deputy, to attend and act if the NRC Representative is unavailable. This permanent deputy has the same representative powers as the permanent representative.
The NRC confirms its permanent representative(s), and/or its permanent deputy/deputies, by means of a written notification to the GPC in the first quarter of every odd year, and can withdraw and appoint other persons as a permanent representative, or permanent deputy, subject to acceptance by the GPC.
Notwithstanding these rules, the following applies according to the country of the NRC:
 - European NRCs:
If a European NRC who has an Agreement with the ERC has more than 75 Full Members on the 31st of December of any year, it is entitled for the following year to appoint a second permanent representative and a second deputy as additional Voting Members.
 - Non-European NRCs
The total number of Permanent Representatives from non-European NRCs, does not exceed one-third of the total NRC Permanent Representatives, as determined on the 1st of January each year. If this proportion is exceeded, the number of Non-European NRC Representatives is reduced by an internal vote amongst the Non-European NRCs. In such case, a similar vote is organised each two years.
- b. **Directors** of the Organisation, for as long as they remain in office.
- c. One of the co-chairs of each of the ERC **Science and Education Committees** (hereinafter "Representative Co-chair"), as determined by the concerned Science and Education Committee (see art. 6.5.1). The other co-chairs act as deputies, attending and acting with the same powers if the Representative Co-chair is unavailable.
The Representative Co-chairs are Voting Members for as long as they remain in office as a co-chair.
- d. Two (2) **representatives of the Full Members** (hereinafter "Full Member Representatives"), elected by the Full Members at the time of the call for candidates. The

two Full Members Representatives are residents of different European countries; their term of membership is 2 years and is renewable.

- e. **Qualified Individuals** accepted as Voting Members by the Board according to the Internal Rules (hereinafter "Qualified Individuals"). Their term of membership is 2 years, and is renewable. The number of Qualified Individuals is limited to five.
- f. **Representatives of European Associations**, having activities relevant for ERC purposes, subject to their European Association being accepted as a partner organisation by the General Assembly following proposal by the Board, and the representative being accepted as a Voting Member by the Board. The European Association concerned appoints a permanent representative (hereinafter "EA Representative"), and a permanent deputy, who has the powers of representation of the permanent representative if the latter cannot attend. These persons act as individuals in the General Assembly.
The European Association confirms its permanent representative, and/or its permanent deputy, by means of written notification to the GPC in the first quarter of every odd year, and may withdraw and appoint other persons as a permanent representative or permanent deputy, subject to acceptance by the GPC. Representatives of European Associations are exempted from payment of all membership fees.

6.2.3 An individual cannot act as a Voting Member under more than one of the above categories (6.2.2.a-f). Notwithstanding, Voting Members, or their deputies, who cannot attend a meeting may be represented by another Voting Member provided a written mandate is received by ERC Office at least 24 hours before the meeting is scheduled to start. Any Voting Member may represent a maximum of one (1) other Voting Member.

As for the Voting Members sub. Article 6.2.2.a, if neither a permanent NRC Representative, nor the permanent deputy is present, the NRC Representative may only grant a proxy to another Voting Member residing in the same country as the NRC.

6.2.3/1 The Full Members Representatives category is incompatible with any other category in the General Assembly.

6.2.4 All Voting Members (with the exception of the European Associations Representatives (6.2.2.f) and Honorary Members), who have been appointed as Voting Members in accordance with article 6.2.2, must be Full Members of the ERC.

6.2.5 Voting Members sub. Article 6.2.2. b (Directors) and 6.2.2. c (co-chairs of Science and Education Committees) are *ex officio* accepted as Voting Members. Candidates for any of the other four categories (6.2.2.a, d, e and f), send their applications to the Board. The Board will decide, in line with the timeline as stated in the Internal Rules, on the acceptance of this application at its next meeting. The Board may at its own discretion reject an application for Voting Membership without prejudice.

6.2.6 Voting Members have all rights and obligations contained in the LCEA and in these Articles of Association.

6.2.7 Each Voting Member has one vote.

6.3 **Powers of the General Assembly and Voting Members**

6.3.1 The General Assembly has the powers explicitly reserved by the LCEA and by these Articles of Association.

6.3.2 In particular, according to the LCEA the General Assembly has the following exclusive powers:

- a modification of the Articles of Association;

- b appointment and dismissal of Directors (see 7.1);
- c appointment and dismissal of statutory Auditors and fixation of their remuneration, if any;
- d granting of discharge to the Directors and – in a separate vote – statutory Auditors;
- e approval of the budget and the accounts;
- f voluntary dissolution of the Organisation;
- g exclusion of Voting Members;
- h conversion of the Organisation from a non-profit organisation into a Company with Social Purpose or International Non-Profit Organisation;
- i making or accepting a contribution of a “generality” without payment;
- j submitting a claim on behalf of the Organisation against Directors or financial Auditors;
- k other powers granted to the General Assembly by legislation or the Articles of Association.

6.3.3 The General Assembly has the power to advise on matters submitted by the Board to the General Assembly for advice.

At the General Assembly meeting, individual Voting Members have the right to question the Board about the Board’s governance.

6.4 Meetings

6.4.1 The **ordinary meetings** of the General Assembly are held twice a year. One meeting is held during the first half of the year in order to approve the annual accounts of the immediate past financial year and confirm (as a legal requirement) approval of the budget of the current financial year. The second ordinary meeting is held during the second half of the year in order to approve the budget for the following year.

6.4.2 **Special meetings** of the General Assembly may be called by the Board or upon request of at least one-fifth of all Voting Members, or at the request of the Financial Auditor. Such meetings are scheduled to take place within two calendar months after such decision or request with the required quorum has been received.

6.4.3 **Notifications** are sent by the Board to all Voting Members at least 30 days prior to the specified date of an Ordinary or Special General Assembly. Notifications are sent by e-mail to the address the Voting Member has supplied to the Board. The **invitations** and the meeting agenda are sent at least 15 days prior to the specified date of the General Assembly.

6.4.4 a) The GPC prepares and approves the agenda for the General Assembly.

b) If at least one-twentieth of the Voting Members submit in writing to the Board, at least 60 days prior to an ordinary meeting, a request to include an item in the agenda, this is included, provided the subject is within the competency of the General Assembly. In addition to this, Voting Members numerically representing at least 1/20 of all Voting Members can submit a written request to the Board, on at least 60 days notice prior to the General Assembly meeting, to include a specific matter on the agenda of the General Assembly for advice. In the case of such a request, the Board decides, within its own discretion, whether or not to agree to such a request at its next Board meeting.

6.4.5 Except where the LCEA or these Articles of Association provide otherwise, decisions are taken with a quorum of one-third of the Voting Members, and by simple majority of the votes cast by the Voting Members present or represented. A simple majority of the votes cast means that absent Voting Members or abstentions are neither counted in the numerator nor denominator. Decisions may also be taken by means of electronic, online voting following the distribution of proper and appropriate information, and allowing for appropriate and proper discussion. The **invitation** explains the procedure to be followed by all Voting Members.

6.4.6 The General Assembly may deliberate on a modification of the Articles of Association or on the dissolution of the Organisation only if at least two-thirds of the Voting Members are present or represented. In the event that this quorum is not reached at the first meeting, a second meeting

may be called, which can deliberate on the matter regardless of the number of members present or represented. The second meeting cannot be held within 15 days of the first meeting. Decisions to modify the Articles of Association require a majority of two-thirds of votes cast by the Voting Members present or represented. Decisions to dissolve the Organisation, or when a modification of the Articles of Association relate to the statutory charitable purpose of the Organisation, require a majority of four-fifths of the votes cast by the Voting Members present or represented. For these majorities, absent Voting Members and abstentions are neither counted in the numerator nor in the denominator.

6.4.6/1 For elections and nominations, a secret vote applies. In such cases, abstentions and invalid votes are taken into account in the denominator for the quorum of attendance and for a majority.

6.4.7 Voting Members can only be excluded from membership by the General Assembly with a majority of two-thirds of the votes cast by the Voting Members present or represented. The Voting Member to whom the decision relates has the right to be heard, and the exclusion needs to have been included on the agenda of the General Assembly meeting.

6.4.8 The Board and/or the General Assembly may approve the attendance of other third parties, such as Office staff or experts, at the General Assembly with a simple majority. These attendees do not have voting rights.

The Chief Executive Officer (CEO; manager of the ERC Office) and the Chair or Vice-Chair of the Governance Committee (GC) have the right to attend the meetings of the General Assembly, but without any voting rights.

6.4.9 Minutes are drawn up and kept in a **register of minutes**. Such a register may be consulted by Voting Members upon request to the Chair of the Board. The Board may also grant consultation rights to third parties who demonstrate a legitimate purpose for such consultation.

6.5 **Committees and task forces**

6.5.1 A **Committee** is a structural group, appointed by the Board without time limit, to perform one or more specific functions within the Organisation. The list of committees and their working practices are defined in the Internal Rules. Each committee – except for the Governance Committee which is a *sui generis* committee - belongs to one of the following groups: Development Committees, Science and Education Committees, or Supporting Committees.

6.5.2 A **Task Force** is a structural group, appointed by the Board, a Committee or the General Assembly, to undertake a defined task within a limited time frame. Task forces report to their appointing bodies.

6.6 **Governance Committee**

6.6.1 The Governance Committee monitors how appropriate Good Governance policies are developed, implemented and regularly reviewed.

This includes, *inter alia*, policies relating to:

- the roles and responsibilities of the Board and the operational structures;
- the duties and responsibilities of directors, members/chairs of operational structures
- the ethical conduct including conflict of interest procedures;
- the procedures for the selection and evaluation of directors and members/chairs of operational structures

The Governance Committee monitors how the Organisation brings the tasks of Good Governance into practice in relation to the Objectives of the ERC.

The Governance Committee exerts its functions independently.

- 6.6.2 The Governance Committee exerts its authority by a mandate given by the General Assembly to which it is accountable.
- 6.6.3 The Governance Committee is composed of 5 to 10 members, appointed by the General Assembly for 4 years and renewable once; all of them unpaid volunteers without a relevant conflict of interest (as determined in the Internal Rules pursuant to Article 8):
- Up to 7 European Full Members, not holding a position as a Director, Committee co-chair or staff member.
 - up to 3 additional Advisory Members: citizens of a European country with specific relevant and demonstrable expertise.
- 6.6.4 Operational rules of the Governance Committee are part of the Internal Rules.

ARTICLE 7 – GOVERNMENT

7.1 Composition of the Board (of Directors)

- 7.1.1 The Organisation is governed by a Board comprising at least three Directors. The number of Directors is always lower than the number of Voting Members.
- 7.1.2 The Board is composed of the following Directors:
1. Chair
 2. Chair-Elect
 3. Secretary
 4. Treasurer
 5. Director Guidelines and ILCOR
 6. Director External Affairs
 7. Director Training and Education
 8. Director Science and Research
 9. Director Congresses
 10. Representative of the NRCs
 11. Editor-in-Chief (under the conditions of 7.1.3.c, 2nd paragraph)
- 7.1.3 The election of the Directors is organised according to the following steps:
- a) For Directors sub. Article 7.1.2.1. to 7.1.2.9:
 - i The Board invites applications from all Full Members for the Board functions as listed in art. 7.1.2, 1-9. Applications can only be accepted if they are from Full Members who are citizens of a European country, and if the application is complete according to the Internal Rules and received three months prior to the election.
 - ii The Governance Committee rejects applications that do not meet the administrative criteria as listed in paragraph 7.1.3, a.i., and brings this information to the attention of the General Assembly.
 - iii The Governance Committee then screens the eligible applications against the job description and brings this information, including an assessment of any conflicts of interest, to the attention of the General Assembly.
 - iv The General Assembly subsequently elects one Director per function by secret ballot. An applicant is only elected if he or she gains an absolute majority of the votes cast. If an absolute majority is not reached and there remains more than one candidate, a second round is organised between the candidates with the two highest number of votes in the previous round. If a second round does not lead to such absolute majority for one candidate, a third round is organised between only the candidate(s) with the highest number of votes. If such third round still does not lead to such absolute majority, this voting is deferred to the next General Assembly meeting.

- b) For Directors sub. article 7.1.2.10. (Representative of the NRCs)
- i The Board invites applications from all NRC Representatives (not deputies). Applications can only be accepted if complete according to the Internal Rules, and received at least three months prior to the election.
 - ii The Governance Committee rejects applications that do not meet the administrative criteria as listed in paragraph 7.1.3, b.i., and brings this information to the attention of the General Assembly.
 - iii For every eligible applicant, the Governance Committee brings to the attention of the General Assembly an assessment of any conflicts of interest.
 - iv The NRC Representatives (permanent or deputy) then nominate one applicant as the "Representative-elect of the NRCs" by secret ballot. An applicant is only nominated if he or she gains an absolute majority of the votes cast. If an absolute majority is not reached and there remains more than one candidate, a second round is organised between the candidates with the two highest number of votes in the previous round. If a second round does not lead to such absolute majority for one candidate, a third round is organised with only the candidate(s) with the highest number of votes. If such third round still does not lead to such absolute majority, this voting is deferred to the next General Assembly meeting.
 - v The General Assembly subsequently elects the nominee as the Representative-elect of the NRCs by secret ballot. If the nominee is not supported by an absolute majority of votes cast, a new call for applicants is made, prior to a further election at the next General Assembly.
 - vi During the first two years, the Representative-elect of the NRCs supports the Representative of the NRCs and has the right to attend all Board activities but without voting rights. After two years, and upon ratification by a secret absolute majority vote by the NRC representatives, the Representative-elect of the NRCs becomes the Representative of the NRCs, with a term of office of two years.
- c) For Director sub. Article 7.1.2.11 (Editor-in-Chief)
- The Editor-in-Chief of the Official Journal of the Organisation is assessed as to any conflicts of interest by the Governance Committee.
- The Editor-in-Chief may be operating on one of the following three activity levels:
- The *opt-in*: upon proposal by the Board, the Editor-in-Chief may be appointed as a Director (with voting rights) by the General Assembly with a secret absolute-majority of the votes cast.
 - The *standard*: the Editor-in-Chief has the right to attend all Board activities, but without voting rights.
 - The *opt-out*: the General Assembly may decide to revoke any rights of attendance for the Editor-in-Chief, with a secret absolute-majority of the votes cast.

7.1.4 If the GA is unsuccessful in electing one or more Directors, a new call for applicants is made for these positions, prior to a further election at the next General Assembly.

7.1.5 The following terms of office are applicable:

- a) The Chair-Elect is elected for a term of two years by the General Assembly. He or she can express a wish to extend this by a further 2 years, subject to ratification by a secret, absolute-majority vote of the votes cast by the General Assembly and following advice from the Governance Committee. When the term of office of the Chair ends, the Chair-Elect becomes Chair, subject to ratification by a secret absolute majority vote of the votes cast by the General Assembly following advice from the Governance Committee.
- b) The term of the Chair is two years. He or she can express a wish to extend this by a further 2 years, subject to ratification by a secret absolute majority vote of the votes cast by the General Assembly following advice from the Governance Committee. No further extension or re-election is permitted.
- c) If no absolute majority is reached for the extension of the term of office of the Chair, or for the Chair-Elect to become the Chair, the current Chair and the current Chair-Elect prolong their

terms of office until a new Chair and/or Chair-Elect are elected, which takes place within one year.

- d) The term of office of the Representative of the NRCs is defined in art. 7.1.3, b.vi.. The same person cannot be re-elected to this same position at any time.
- e) The term of office of the Editor-in-Chief as a Director (7.1.2.11) is two years and is renewable so long as the holder remains the Editor-in-Chief of the Official Journal of the Organisation.
- f) All other Directors are elected for a term of two years. Each of these Directors can express a wish to extend their term of office by a further 2 years, subject to ratification by a secret absolute majority vote of the votes cast by the General Assembly, and following advice from the Governance Committee. These Directors may then apply for re-election to the same post for another 2-year period, with an extension for a further 2 years. But no further re-election or extension is permitted that would result in an individual holding the same post for more than 8 years; he or she is eligible to hold a different post on the Board, subject to a new overall period of office of 8 years.
- g) A Director may be dismissed from the Board by the General Assembly at any time during his or her term of office. Each Director may resign by formal written notification to the Board. The resignation takes effect following a reasonable period of time to allow for the election of a successor.

The remaining directors may co-opt a new director, subject to confirmation by the next GA meeting, according to art. 9:6, §2 LCEA. A newly elected or co-opted Director only completes the term of office of his or her predecessor. If such remaining term is less than two years, the director may be re-elected twice for the same function.

- 7.1.6 Directors are not remunerated for any work undertaken for the Organisation. Reimbursement of travel, hotel or other *ad hoc* expenses incurred in connection with activities undertaken on behalf of the ERC will be made in accordance with the ERC Travel Policy and other ERC reimbursement policies.

7.2 Meeting, deliberations and decisions of the Board

- 7.2.1 The Chair convenes a meeting of the Board whenever the interests of the Organisation require it. In addition, the Chair convenes a meeting within 30 days of receipt of a request by two Directors or one Director plus the CEO, if supported by the GPC (see Art. 7.4).
- 7.2.2 The Board is presided over by the Chair, or, in the absence of the Chair, by the Chair-Elect or, in the absence of the Chair-Elect, by a Director appointed by the Directors present. Meetings are held at the location stated in the agenda.
- 7.2.3 The Board can function only when at least a majority of the Directors are present at the meeting. Meetings are valid if they are held in person, by video-conference or by telephone conference. Decisions are taken by a simple majority vote of the Directors present. In case of a tied vote, the person chairing the meeting has a second, casting vote.
- 7.2.4 Decisions may also be made by **unanimous** written (including online) consent of **all** the Directors.
- 7.2.5 After being approved by the Board, the minutes of all Board meetings are signed by the Chair and by a Director who requests so. They are kept in a Register of Minutes at the registered offices. They may be consulted by the Voting Members. Copies to third parties are signed by a person with representative powers.

7.3 Powers of the Board

- 7.3.1 The Board has the power to take all decisions and enter into transactions related to the governance that is necessary or useful for the realisation of the purposes of the Organisation, with the exception

of decisions and transactions falling within the scope of the powers allocated to the General Assembly in accordance with Article 9:12 LCEA or these Articles of Association.

7.3.2 The Board has the power to introduce or change Internal Rules, in line with art. 2:59 of the LCEA. The current version of the Internal Rules are the Bylaws in their version of 3 May 2014.

7.3.3 The Board may delegate specific powers to one or more proxy holders, including the GPC (see 7.4.), who may or may not be Directors. An overview of specific mandates is listed in the Internal Rules.

7.4 **Daily management - General Purpose Committee (GPC)**

7.4.1 The "Daily Management" comprises any of the following:

- operations and decisions that do not reach further than the needs of the daily life of the Organisation, or
- operations and decisions that do not justify the intervention of the Board:
 - o because they appear to be of less importance, or
 - o because of their urgent nature.

7.4.2 The Board may assign the Daily Management of the Organisation and the preparation and follow-up of Board and GA meetings and decisions to the General Purpose Committee (GPC), composed of the following individuals:

- Chair
- Chair-Elect
- Secretary
- Chief Executive Officer

The GPC can meet and decide if three of its members are present.

The chair of the GPC is appointed according to the Internal Rules.

The chair of the GPC can invite other Directors (based on their responsibilities), or other individuals for specific agenda items.

Additionally, the GPC can invite one staff member for administrative support.

The GPC acts as a collegiate body and decides by consensus. If no consensus can be reached, the issue is referred to the Board for resolution.

The GPC informs the Board about the decisions made.

The Internal Rules detail the functioning of the GPC.

7.5 **Representation of the Organisation**

7.5.1 The Board represents the Organisation in and out of court.

7.5.2 The Organisation is represented as well by two of the following persons jointly: Chair, Chair-Elect and Treasurer. The Board may include rules and limitations in the Internal Rules or for specific topics, for which these individuals can represent the Organisation.

7.5.3 The Board may assign the representation powers of the Organisation, related and limited to the Daily Management, to the Chair, the Chair-Elect and the CEO, acting individually and under supervision of the Board.

7.5.4 For very specific cases, the Board may assign representation power(s) to any one or more individuals. Such mandate will clearly specify the boundaries of such representation power(s) and is to be interpreted restrictively.

ARTICLE 8 – CONFLICT OF INTEREST

8.1 The Internal Rules provide for procedures to be observed in cases of conflict of interest arising within the Organisation.

- 8.2 Notwithstanding the previous article, and unless such decisions are related to usual transactions that take place under conditions and guarantees that are quite common in trade for similar transactions: if the Board needs to make a decision or operation within their powers, and where a Director has a direct or indirect conflicting interest related to assets, conflicting with the interests of the organisation, this Director shall notify the other Directors before the Board makes a decision. The minutes of the Board meeting include the declaration and clarification about the nature of this conflicting interest, as well as the consequences on the assets of the Organisation and a justification of the decision made. To the extent that the organisation still exceeds more than one criterium listed in art. 3:47, §2 LCEA, this part of the minutes is included integrally in the year report or the document that is submitted, together with the year accounts. The financial Auditor is also notified about this decision or operation.
- 8.3 In a case covered by art. 8.2, the Director with such conflicting interest is excluded from discussions and votes about this decision or operation. In the situation where the majority of the Directors present have such conflicting interest, the decision is taken by the General Assembly.

ARTICLE 9 – CONTROL

- 9.1 An Auditor is appointed and charged with the control of the finances of the Organisation, the balance sheet and the regularity of the transactions of the Organisation. The Auditor is appointed by the General Assembly from among the members of the “Instituut van de Bedrijfsrevisoren” for a period of three years, after an assessment as to any conflicts of interest by the Governance Committee. The General Assembly determines the appropriate remuneration of the Auditor.

ARTICLE 10 – ANNUAL ACCOUNTS

- 10.1 The financial year of the Organisation begins on 1 January and ends on 31 December.
- 10.2 The accounts are kept in accordance with the provisions of art. 3:47 LCEA and the implementation decrees.
- 10.3 The balance sheet is deposited with the Registry of the Court of Commerce in accordance with the provisions of art. 2:49, §2, 8^o jo. 10^o LCEA. In so far as required, the balance sheet is deposited with the Belgian National Bank in accordance with the provisions of art. 3:47, §7 LCEA and the implementation decrees.
- 10.4 Within six months after the closing date of the financial year, the Board submits the year accounts of the immediate past financial year and the budget for the current financial year to the General Assembly for approval.

ARTICLE 11 – TEMPORARY MEASURES

- 11.1 The existing “Associate Representatives” on 12.12.2019 will continue and complete their term as “Full Members Representatives”
- 11.2 [Not used]

ARTICLE 12 - DISSOLUTION

- 12.1 A proposal of dissolution of the Organisation can be made by the Board or by at least one-fifth of the Voting Members.

- 12.2 The dissolution of the Organisation can only be approved by the General Assembly with the required quorum and a majority vote as set out in Article 6.4.6.
- 12.3 Following a decision to dissolve the Organisation, the General Assembly appoints liquidators to manage the appropriate distribution of all the assets and financial holdings of the Organisation. The General Assembly defines their assignment.

In the event of dissolution and liquidation of the Organisation, the General Assembly decides upon the allocation of the net assets of the Organisation. These net assets shall be allocated to another European non-profit Organisation with a similar or related purpose.