

May 2021



EurEau

# Articles of Association of the European Federation of National Associations of Water Services AISBL



Approved by the General Assembly of 27 May 2021



EurEau



## 1. Chapter I – Name, registered office, purpose and duration

### Article 1 – Name

The name of the international non-profit association is “European Federation of National Associations of Water Services” and in abbreviated form, “EurEau”. In French, the Association is known as the “Fédération européenne des Associations nationales de Services d’Eau” (hereinafter referred to as the “Association”).

The English full version, the French full version and the abbreviated version of the name of the Association can each be used separately.

The Association is governed by the provisions of Title III of the Belgian Act of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations (the “Act”).

All acts, invoices, announcements, publicity, letters, orders and other documents issued by the Association, shall indicate the name of the Association preceded or followed by the words “internationale vereniging zonder winstoogmerk” or “association internationale sans but lucratif” or the abbreviation “IVZW” or “AISBL”, as well as the indication of the registered office of the Association.

### Article 2 – Registered office

The registered office of the Association is established at 47-51, Rue du Luxembourg, 1050 Brussels.

The registered office may be transferred to any other location within the Brussels Capital Region by decision taken by the Executive Committee. The decision to move the registered office must be published in the Annexes to the Belgian Official Gazette.

The decision of the Executive Committee to move the registered office of the Association within the Brussels Capital Region is not considered as an amendment to the Articles of Association and does not require a decision of the General Assembly. The Executive Committee is entitled to establish a coordinated version of the Articles of Association and file it with the Commercial Court.

### Article 3 – Purpose and objectives

Considering that the objectives of the water utilities, represented by the national associations, are to provide to all type of users, on a permanent basis, services which:

- ~ are a component of integrated water cycle management,
- ~ comply with EU legislations, which set up a high level of requirements,
- ~ meet the objectives determined by their responsible bodies,



- ~ represent locally the optimal way for combining affordability for the users, and sustainability for the utilities, for the communities and for the environment;

The objectives of the non-profit Association are:

- ~ to defend the general interest of the water services, and to represent the common interests of its members with third parties, in particular the European institutions,
- ~ to act as a forum for the exchange of information and experience between its members, and
- ~ to take all steps and engage in any activities which are necessary or desirable to those purposes.

The Association is empowered to accomplish all acts or operations relating directly or indirectly to its purpose.

The Association may also exercise, lend its support to, or take an interest in, all similar, comparable, accessory or connected activities that would foster directly or indirectly the accomplishment of its purpose.

## Article 4 – Duration

The Association is incorporated for an unlimited period of time. It may only be dissolved in accordance with the procedure laid down in Article 35 of the Articles of Association.

## 2. Chapter II – Members

### Article 5 - Criteria for membership

The Association is composed of full members and associate members.

The quality of member may not be assigned to a third party.

Any national association of water services of the countries - including those which are former members - of the EU or of the European Free Trade Association (EFTA) may apply to become a full member of the Association.

Any national association of water services of an applicant country to the EU or the EFTA or of a country sharing a river basin with a country of a full member of the Association may apply to become an associate member.

If a national association of water services is registered in a country eligible for membership and if national legislation leads to the creation of a new, representative entity of water services, both the association and the entity can be accepted for full or associate membership, provided they comply with the criteria listed below.



If no national association of water services is registered in a country eligible for membership, other entities of water services can be accepted for full or associate membership, provided they comply with the criteria listed below.

National associations, or other entities, applying for full or associate membership must:

- ~ contribute to the objectives of the Association,
- ~ be incorporated according to laws and customs of their country,
- ~ be representative at national level,
- ~ pursue no profit-making objectives, and
- ~ undertake to comply with the provisions of the Articles of Association, the Internal Regulations and decisions of the bodies of the Association.

## Article 6 – Admission of members

Full membership to the Association may be applied for from the effective date of accession to the full membership of the EU or the EFTA of the country to which the national association of water services concerned belongs. Associations from former member states of the EU or EFTA may apply for full membership to the Association at any time.

Associate membership to the Association by national associations of EU or EFTA applicant countries may be applied for from the effective date of accession to the status of applicant member to the EU or to the EFTA of the country to which the national association of water services concerned belongs.

Any application for membership shall be addressed to the President, in writing. The President shall submit the application to the Executive Committee, which will examine whether or not the application meets the membership requirements. The President will submit the assessment and recommendation of the Executive Committee to the General Assembly. The General Assembly shall take its decision with a majority of two-thirds of the votes cast. Its decision does not need to be justified and is final.

The decision must be taken by the General Assembly at the latest 12 months as of the date of receipt of the application by the President. The decision is communicated to the applicant by the Secretary General by registered mail at the latest 1 month after the decision of the General Assembly.

## Article 7 - Rights and obligations of members

Unless explicitly provided otherwise in the Articles of Association, all members enjoy the same rights and have the same obligations.

Full members have the right to take part in the meetings of the General Assembly, to voice their opinion and to vote, in accordance with the principles laid down in article 14 of the Articles of Association.



Associate members have the right to take part in the meetings of the General Assembly, to voice their opinion but they do not have the right to vote.

All members pay a yearly subscription fee (or any other form of financial contribution), in accordance with the rules laid down in the Articles of Association and the Internal Regulations.

## Article 8 – Resignation of members

Any member may resign from the Association at any time. Such decision must be notified by registered letter at the registered office of the Association, to the President not less than four months before the end of the calendar year. The President will acknowledge receipt of the resignation letter in writing.

All resigning members will remain liable for all their financial obligations vis-à-vis the Association until the end of the financial year in the course of which the resignation comes into effect.

Resigning members cannot claim the reimbursement of the subscription fee due or paid for the calendar year in which it has resigned nor any rights over all or any part of the assets of the Association.

Any full member is deemed to have resigned if the country to which it belongs ceases for any reason or in accordance with any procedure whatsoever to be part of the EU or of the EFTA. The same rule applies for an associate member when the country to which it belongs ceases to be applicant member to the EU or to the EFTA.

If a member fails to meet its financial obligations for one financial year, it will be considered as having resigned as from the first day of the following financial year.

## Article 9 – Expulsion of members

Any member who (i) fails to meet the criteria for membership, and/or (ii) fails to fulfil its obligations under the Articles of Association and/or the Internal Regulations, and/or (iii) acts in a manner which is seriously injurious to the interests of the Association and/or (iv) acts contrarily to the common values and ethics of the Association, may be expelled by a resolution of the General Assembly which, after having heard representations in the defence of the member concerned, shall take its decision with a majority of two-thirds of the votes cast. The member concerned will not be entitled to vote on the resolution of expulsion nor shall it count for the attendance quorum. The member concerned shall have the right to address to the Executive Committee and to circulate (at its expense) its comments on the proposed resolution of expulsion.

The expulsion decision sets forth the grounds on which the expulsion is based but, this apart, the decision does not need to be motivated and is final. The Secretary General will send a copy of the decision to the expelled member by registered letter,



within 15 calendar days. The expulsion shall come into force immediately but the expelled member will remain liable for its outstanding financial obligations towards the Association.

Until there is a decision by the General Assembly, the Executive Committee is entitled to suspend the member (including its voting right) for whom there exist serious and consistent indications of breaches of the obligations referred under paragraph 1 (i) to (iv) above, notwithstanding the obligation of the suspended member to fulfill its financial obligations.

The member expelled may not claim reimbursement neither of the subscription fee due or paid for the calendar year in which it is expelled nor any rights on all or part of the assets of the Association.

### 3. Chapter III – Association bodies

#### Article 10 - Association bodies and officers

The bodies of the Association are:

- ~ the General Assembly;
- ~ the Executive Committee; and
- ~ the Secretary-General.

The officers of the Association are:

- ~ the President; and, if relevant, in accordance with article 18,
- ~ the Vice-President.

### 4. Chapter IV – General Assembly

#### Article 11 - Composition

The General Assembly is composed of all member countries of the Association.

Other people may be invited by the president to attend a meeting of a General Assembly.

#### Article 12 - Powers

The resolutions passed at the meetings of the General Assembly shall be binding on all members, including those absent or dissenting.

The General Assembly shall have the broadest powers to do anything that is necessary or useful to achieve the purpose of the Association, with the only exception of the powers reserved by the Articles of Association to the Executive Committee.



It includes the power:

- a. to decide the overall strategy and policy of the Association,
- b. to approve position papers proposed and established by the Committees,
- c. to decide on applications to become member of the Association,
- d. to fix the annual fees to be paid by the members of the Association,
- e. to approve the annual budget and the annual financial accounts of the Association,
- f. to appoint, dismiss, release from liability the auditors and determine their remuneration,
- g. to elect and dismiss the President,
- h. to appoint and dismiss the Secretary-General,
- i. to create Committees and elect the Committee Chairs,
- j. to create joint working groups,
- k. to appoint the members of the Internal Audit Committee,
- l. to elect the members of the Executive Committee,
- m. to receive or hear the reports of the Executive Committee and the auditor(s), if the Association decides to appoint one or more auditors, in accordance with article 30,
- n. to ask to the President to decide whether to propose to the Executive Committee to reconsider one or more of its decisions when delegated from the General Assembly,
- o. to give discharge to the members of the Executive Committee,
- p. to take appropriate measures ensuring the continuity in the leadership of the Association in case of necessity,
- q. to record the resignation of a member of the Association,
- r. to expel a member of the Association,
- s. to approve and amend the Articles of Association,
- t. to approve and amend the Internal Regulations, knowing that all or part of this power may be delegated by the General Assembly to the Executive Committee.
- u. to dissolve the Association and take all adequate measures therefore,
- v. to decide, in case of disagreement, on the allocation of powers between the bodies of the Association.
- w. on recommendation of the Executive Committee, to approve agreements with water services associations from European Neighbourhood Countries not eligible for associate membership.

The General Assembly may, under its responsibility, for particular and specific purposes, delegate a part of its powers to a third party.

## Article 13 – Meetings

At least two meetings of the General Assembly must be held each year. One of these two meetings must be held not later than July.



The President may also call a meeting of the General Assembly whenever s(he) deems necessary or within a month when at least one third of the members put an application in this way. This application states the matters to be put on the agenda.

All members must be convened to the meetings of the General Assembly.

The meetings of the General Assembly take place at the date, time and place indicated in the notice.

The notice letters to attend the General Assembly meeting are communicated (by post, fax or email or any other means of communication) at least 21 calendar days before the date of the meeting. The notice letter encompasses the agenda. As the case may be, the working documents are communicated or made available on the extranet page of the Association at least 14 calendar days before the date of the meeting.

A member present at the General Assembly is deemed to have been duly and regularly convened to such meeting.

The meetings of the General Assembly will be chaired by the President. In the absence of the President, the meeting shall be chaired by the Vice-President, if a Vice-President has been elected. In the absence of the President and of the Vice-President, the General Assembly shall appoint a chairman among its members.

An attendance list, indicating the member's name, shall be signed before the meeting by the representative of the member.

## Article 14 – Proceedings, quorums and votes

The General Assembly is not validly constituted unless two-thirds of all the full members are present or represented. If for any reason this quorum should not be reached at a meeting of the General Assembly, the President adjourns the session until a new date within the two next months.

The General Assembly shall try to take all its decisions by consensus. Only if a consensus fails to be found shall the General Assembly proceed to vote.

Only the full members of the Association are entitled to vote, with one single vote per full member. In the case there is more than one full member per country, the full members of that country must act in concert and will only have the right to express one single vote, in accordance with the rules laid down in the Internal Regulations.

Decisions will be made by a two-thirds majority of the votes cast. Abstentions shall not be taken in account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast.

Decisions to approve agreements with water services associations from European Neighbourhood Countries not eligible for associate membership shall require unanimous support.



Members cannot take part to the votes concerning matters of EU legislation that is not influencing the applicable legislation in their countries.

Decisions may also be taken by written resolutions (communicated to the members by post, fax or email or any other means of communication), by conference call or by videoconference, in accordance with the rules laid down in the Internal Regulations. Decisions taken by written resolutions, conference call or videoconference are deemed to take place at the registered office of the Association. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter. Decisions taken by conference call or videoconference are deemed to come into force on the date of the meeting.

## Article 15 – Representation of the members

The members are represented at the meetings of the General Assembly in accordance with the rules laid down in the Internal Regulations.

## Article 16 – Representation by power-of-attorney

A member may be represented by another member, or by a duly authorised natural person allowed by that member to represent it, by virtue of a written power-of-attorney.

## Article 17 – Minutes

The decisions taken by the General Assembly shall be recorded in minutes, which are signed by the chairperson of the meeting and kept in a register at the members' disposal at the registered office of the Association.

# 5. Chapter V – Executive Committee

## Article 18 – Composition

The Executive Committee consists of the President, the Committee Chairs and a maximum of seven people, appointed by the General Assembly among the representatives of the members upon President's proposal. This proposal shall take into account both geographical criteria and the diversity in management.

Upon proposal of the President, the Executive Committee may elect Vice-Presidents from the members of the Executive Committee. In such case, the Executive Committee defines the functions of the Vice-Presidents.

The General Assembly appoints the members of the Executive Committee in accordance with the rules laid down in the Internal Regulations. The General



Assembly may at any time dismiss any members of the Executive Committee.

The members of the Executive Committee are appointed for two years by the General Assembly during the same meeting at which a new President is appointed.

The mandate of the President and the Committee Chairs on the Executive Committee ceases automatically at the end of their respective functions. The mandate of the members of the Executive Committee proposed by the President ceases automatically at the end of the two years period.

The mandate of member of the Executive Committee shall not be remunerated.

In the event that a vacancy occurs (including as a result of a resignation) a new member of the Executive Committee can be appointed by the Executive Committee. The term of office of the new member of the Executive Committee shall expire at the same time as the term of the replaced member of the Executive Committee would have expired. The confirmation of the appointment of the new member of the Executive Committee is submitted for approval to the next meeting of the General Assembly.

The Secretary General shall be convened and shall attend the meetings of the Executive Committee, except in the event of a conflict of interest.

In order to help the Executive Committee in its strategic analyses and deliberations, its meetings can be extended to the leaders of the joint Task Forces or joint Working Groups, to the leaders of the Committees' Task Forces or Work Groups, with the agreement of the relevant Chair, to the representatives of the Association in external experts groups and/or to other experts, upon invitation of the President. These persons do however not come into consideration for any of the procedure or voting provisions applicable to the Executive Committee.

## Article 19 – Powers

The Executive Committee has the following restrictive powers:

- ~ to take all initiative resulting from the decisions and guidelines issued by the General Assembly and to implement the strategy and the policy decided by the latter,
- ~ to coordinate the activities of the Committees and, in co-operation with the Committee Chairs, the President and the Secretary-General, to lay down their policy work plans that must fit into the strategic plan of the Association,
- ~ to propose to the General Assembly the creation of new Committees or Joint Working Groups, with their terms of reference, or the disbanding of one or several of the Committees or Joint Working Groups,
- ~ to establish joint Task Forces and to receive or hear the reports on their activities,
- ~ to designate and dismiss the persons who will represent the Association on external groups or who will speak on its behalf at conferences, workshops or



- meetings,
- ~ to prepare the decisions of the General Assembly,
  - ~ to manage any issue for which it will be delegated by the General Assembly,
  - ~ to submit an annual budget and the annual financial accounts to the General Assembly and to propose to it amounts for membership fees,
  - ~ to report on its activities to the General Assembly.

The Executive Committee may delegate, under its responsibility, special and specific powers to one or more third parties.

## Article 20 - Meetings

The Executive Committee meets when required by the President or by at least two other members of the Executive Committee.

The meetings of the Executive Committee will be chaired by the President. In the absence of the President, the meeting shall be chaired by the Vice-President. In the case of absence of the President and of the Vice-President, the Executive Committee shall appoint a chairperson among its members.

The agenda of the meeting (including annexed document) of the Executive Committee must be notified not less than 7 calendar days before the date of the meeting.

Each member of the Executive Committee may be represented by another member of the Executive Committee. However, one member of the Executive Committee may not hold more than one power-of-attorney.

## Article 21 – Proceedings, quorums and votes

The Executive Committee is not validly constituted unless one half of the persons who make it up are present or represented. If for any reason this quorum is not reached, the President adjourns the meeting until a new date as early as possible.

The Executive Committee shall try to take all its decisions by consensus. Only if a consensus fails to be found shall the Executive Committee proceed to vote.

Decisions will be made by a two-thirds majority of the votes cast. Abstentions shall not be taken in account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast.

Decisions may also be taken by written resolutions (communicated to the members of the Executive Committee by post, fax or email or any other means of communication), by conference call or by videoconference, in accordance with the rules laid down in the Internal Regulations. Decisions taken by written resolutions, conference call or videoconference are deemed to take place at the registered office of the Association. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter. Decisions taken by conference call or



videoconference are deemed to come into force on the date of the meeting.

## Article 22 – Minutes

The decisions taken by the Executive Committee shall be recorded in minutes, which are signed by the chairperson of the meeting and sent out to each member of the Executive Committee and of the members of General Assembly within 15 calendar days of the decision. The minutes are also kept in a register, at the disposal of the members of the Executive Committee, at the registered office of the Association.

The extracts or copies of the minutes are signed by the Secretary-General.

## 6. Chapter VI - President

### Article 23 – Election

The President is elected by the General Assembly for a term of two years, among the candidates presented by full members from EU or EFTA countries. The outgoing President can be re-elected once for another two years maximum,

To be eligible, the candidates:

- ~ must have been a representative of a member of the General Assembly or a Committee chair for at least the period of one year immediately preceding the date of the election, and
- ~ may neither be a representative of a member of the same countries as the members which the Presidents represented for the 4 years preceding the term they apply for.

The candidacies for the Presidency must be sent to the Secretary-General, in writing at the registered office of the Association, at least 30 calendar days before the meeting of the General Assembly during which the President is to be elected.

The President is elected through a secret ballot, at the absolute majority of votes cast. Abstentions shall not be taken in account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast.

In case no candidate reaches the absolute majority at the first ballot, a second ballot is organized between the two candidates having obtained the most votes or, if there are more than two candidates having obtained the most votes in equal number, between the two of these candidates having the highest number of years as representative of a member of the General Assembly or as member of the Executive Committee.

In case of a second ballot where the two candidates obtain the same number of votes, the candidate having served the longest continuously in the General Assembly is elected President.



The election of the President takes place during the meeting of the General Assembly approving the annual accounts of the precedent year.

The mandate of the President shall not be remunerated.

## Article 24 – Functions

The functions of the President are as follows:

- a. to preside the Association, to look after its development and to ensure its representation,
- b. to defend the interests of the Association towards the European institutions and other relevant stakeholders,
- c. to ensure that a strategy and policies are approved by the General Assembly and to control that they are implemented,
- d. to ensure contacts with high ranking EU officials,
- e. to convene and to chair the meetings of the General Assembly as well as the meetings of the Executive Committee, and to establish their agenda and minutes, in co-operation with the Secretary-General,
- f. following the request of the General Assembly, to decide whether a decision of the Executive Committee must be submitted to the Executive Committee to be reconsidered, as long as this decision was taken after delegation from the General Assembly,
- g. to propose up to 7 people to be elected to the Executive Committee,
- h. to take any actions at law for the Association, whether as defendant or plaintiff, to sign all acts binding the Association and all letters on behalf of the Association, together with another member of the Executive Committee,
- i. to report on his/her activities to the General Assembly or to the Executive Committee, according to their respective competences.

The President may delegate members of the Executive Committee, including the Vice-President, to assume representation missions and/or parts of his/her other functions as he may seem appropriate.

## 7. Chapter VII – Secretary General

### Article 25 – Appointment

The Secretary General shall be appointed by the General Assembly.

### Article 26 – Functions

The Secretary General is entrusted with the daily management of the Association. His/her functions include:



- ~ to assist the President and work with him/her in close cooperation,
- ~ to look after the development of the Association, to coordinate its activities and to ensure its representation and its communication, notably towards high ranking stakeholders,
- ~ to attend the meetings of the General Assembly, and of the Executive Committee, to establish their respective agendas & minutes in co-operation with the President and after contact with the Committee Chair, and to keep them recorded,
- ~ to attend the meetings of the Committees, the Working Groups and the Task Forces,
- ~ to hire, manage, evaluate and dismiss the staff of the General Secretariat and to be responsible for the daily administrative management of the Association,
- ~ to take any actions at law, whether as defendant or plaintiff, and to sign all acts binding the Association and all letters on behalf of the Association, within the daily management of the Association,
- ~ to execute the financial operations, eventually together with the President as from a certain amount which is determined by the Internal Regulations,
- ~ report on his/her activities to the Executive Committee,

In case of conflicting opinion between the President and the Secretary-General, the opinion of the President will always prevail.

The Secretary General may delegate special and specific powers deriving from the powers listed here above to one or more members of the staff of the Association and to one or more third parties upon approval of the President.

## 8. Chapter VIII – Committee Chairs

### Article 27 – Appointment and functions

For each Committee it decides to establish, the General Assembly shall appoint a Chair.

The functions and appointment rules of the Committee Chairs are determined by the Internal Regulations.

## 9. Chapter IX – Representation of the association

### Article 28 - Representation of the Association

The Association shall be validly represented with respect to all acts within the powers of the Executive Committee, including in court proceedings, by the joint signature of the President and another member of the Executive Committee, who shall not be obliged to offer proof to third parties of a prior decision of the Executive Committee.



The Association shall be validly represented by the Secretary General with respect to all acts of daily management.

## 10. Chapter X: Annual accounts - Financing – Subscriptions – Audit - Treasurer

### Article 29 - Annual accounts and budget

Each year, the Executive Committee shall present the annual auditor's report according to art. 30, establish the annual accounts and a proposal of budget for the following calendar year. These documents shall be submitted for approval to the General Assembly, together with a proposal of amount of fee to be paid by the members and associations covered by the European Neighbourhood Policy but not eligible for associate membership. The annual fees to be paid by the members and associations covered by the European Neighbourhood Policy but not eligible for associate membership are calculated in accordance with the rules laid down in the Internal Regulations.

A member can apply for reduction of its fee in case of financial difficulties.

The Secretary General shall execute the financial operations, eventually together with the President as from a certain amount to be defined in the Internal Regulations.

The financial year starts the 1st of January and ends on 31rd of December of the same year.

### Article 30 - Audit

To the extent required by the Act, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of Association, shall be entrusted to one or several auditors ("commissaires"), appointed amongst the members of the Institute of Auditors (Institut des Réviseurs d'Entreprises/ Instituut der Bedrijfsrevisoren).

In the case that the Act does not require the appointment of an auditor ("commissaire"), the Association is still entitled to appoint one or more auditors; they need not to be members of the Institute of Auditors (Institut des Réviseurs d'Entreprises / Instituut der Bedrijfsrevisoren).

The auditors shall establish an annual report.

### Article 31 – Treasurer

The General Assembly shall appoint a treasurer for general financial oversight, the



function and appointment are defined in the Internal Regulations.

## 11. Chapter XI: Internal regulations

### Article 32 - Internal Regulations

The General Assembly may adopt and amend Internal Regulations, including schedules and annexes, of the Association, upon recommendation of the Executive Committee. The decision must be taken with a majority of two-thirds of the votes cast. The Internal Regulations may not conflict with the Articles of Association. The power to adopt and amend parts of the Internal Regulations may be delegated by the General Assembly to the Executive Committee. The scope of such delegations is specified in the decisions of the General Assembly.

## 12. Chapter XII: Limited liability

### Article 33 - Limited liability

Members will not be personally liable for the commitments of the Association. Their liability is limited to the payment of their financial obligations.

The members of the Executive Committee, Internal Audit Committee, President, Vice-President, Secretary General and Committee Chairs will not be personally liable for the obligations of the Association. Their liability is limited to the proper performance of their function.

## 13. Chapter XIII: Amendments to the Articles of Association

### Article 34 - Amendments to the Articles of Association

Any proposal to amend these Articles of Association shall only be valid where it is proposed to the General Assembly by the Executive Committee or one quarter of the full members.

Motions containing amendments to the Articles of Association shall not be voted on unless attached to the notice calling the meeting.

Decisions regarding amendments to the Articles of Association shall be taken with a majority of two-thirds of the votes cast.

Amendments to the Articles of Association shall be published in the annexes of the Belgian Official Journal.



## 14. Chapter XIV: Dissolution

### Article 35 - Dissolution

Any proposal to dissolve the Association shall only be valid where it is proposed to the General Assembly by the Executive Committee or one quarter of the full members.

Motions containing the dissolution of the Association shall not be voted on unless attached to the notice calling the meeting.

Decisions regarding the dissolution of the Association shall only be passed if at least two-thirds of the full members are present or represented.

However, if at least two-thirds of the full members are not present or duly represented at this meeting of the General Assembly, a new meeting of the General Assembly will be convened in the same conditions as stated here-above. This second meeting of the General Assembly may validly decide on the items of the agenda, regardless of the number of full members present or duly represented.

Decisions regarding the dissolution of the Association shall be taken with a majority of two-thirds of the votes cast. The General Assembly shall also decide with a simple majority of the votes cast on (i) the appointment, powers and remuneration of the liquidators, (ii) the methods and procedures for the liquidation of the Association and (iii) the destination to be given to the net assets of the Association that will have to be allocated to a non-profit purpose.

## 15. Chapter XV: Final provisions

### Article 36 - Languages

These Articles of Association shall be written in the French and English languages. The French version of the Articles of Association shall take precedence.

The languages of the Association are English and French. The rules for the use of the working languages are determined by the Internal Regulations.

### Article 37 - Competent courts

Any dispute in connection with the Articles of Association, the Internal Regulations and/or any decision of one of the bodies of the Association, shall be governed by Belgian law and shall be submitted to the Brussels courts.

### Article 38 - Notifications

Any notice served pursuant to these Articles of Association by fax or by email shall



be deemed to have been received on the third calendar day following the date it was delivered or transmitted.

