European Food Information Resource  
In short EuroFIR  
Association International Sans But Lucratif  
Rue Washington number 40  
Brussels (1050 Brussels)

CO-ORDINATED  
ARTICLES OF ASSOCIATION

Article 1: Legal Form and Name

1.1 The Association has the status of an International non-profit association (AISBL) and it is governed by Title III of the Belgian law of June 27, 1921 and subsidiary decisions on the non-profit associations, the international non-profit associations and the foundations (in these Articles of Association further on referred to as “the Law”).

1.2 The name of the Association is “European Food Information Resource AISBL” abbreviated “EuroFIR AISBL”. The full and the abbreviated names may be used together or separately. They shall always be preceded or followed by the words “Association Internationale Sans But Lucratif” or the initials “AISBL”.

Article 2: Registered office

2.1 The registered office of the Association is established at 40 rue Washington, 1050 Brussels, Belgium.

2.2 Any transfer of the registered office must be published in the annexes to the Belgian State Gazette under the responsibility of the Executive Director. The transfer of the registered office within Belgium can be decided by the Executive Board.

Article 3: Purpose and activities

3.1 The purpose of the Association is the development, publication, management and exploitation of food composition data, and the promotion of international cooperation and harmonization through improved data quality, improved database searchability, standards development, dissemination and training for all users and stakeholders.

3.2 The Association is of a scientific, educational, research, innovation and publication nature, and has a non-profit international purpose. More specifically, its strategic objectives and activities include:

   a) Maintaining and expanding the network of food composition data compiler organizations in European countries and beyond is a central activity. This includes composing, managing, updating/upgrading and fostering maintenance of food
composition databanks and systems, the European and international harmonization and related elements pertinent to these data. It also includes provision of these data to interested parties and exploitation of the data and associated products/services thereof. This also includes support to the network of compilers in multiple ways, including but not limited to the provision of technical support, training, documentation and meetings.

b) Maintaining/promoting/disseminating online data resources including: a) online access to national food composition and related datasets; b) maintenance and development of specialised datasets; c) maintenance of common support datasets and appropriate thesauri; development of added value tools, software and services as considered necessary; (e) improvement/extension of availability of validated food composition datasets for other compound classes and foods from new countries; and extension/application of datasets using novel/innovative food database systems and tools. The detailed list of offerings and services will be defined by the Executive Board.

c) Conducting external affairs, disseminating and publishing including hosting public and non-public website and documents; organising/hosting national and international meetings, events, conferences and seminars intending to allow exchange of experiences and information between the groups sharing common interests.

d) Identifying areas of priority for the development of scientific and technical cooperation in the field of food composition, related and beyond.

e) Promoting and facilitating common research between members, in close connection with existing organisers, administrations or others and European research programs.

f) Cooperating in the development and interpretation of food composition and related methods, especially those relevant to EU Directives and Agreements, or European certification schemes, as a contribution to the development and implementation of appropriately recognised international standards (e.g. European Standardization Committee, CEN; and International Standardization Organization, ISO).

g) Fostering cooperation between laboratories, national food composition database compilers and standardization bodies on matters of common interest relating to establishing best practice and standards.

h) Providing information on the availability of reference food composition issues, identification of needs and facilitation of development of new food composition issues and related to meet new needs.

i) Representing, and defending the interests of its members, at national, European and international level as to the policy, or other, on promotion of the research, innovation and other issues linked to food composition issues and related, including enhancing voice and lobbying for key users and stakeholders;

j) Ensuring durability and access to new funds/sponsorships/advertising to the benefit of its Members.

k) Conducting training and education activities internally to the members of, and to third parties outside the Association.

l) Developing/disseminating of rules of standards and guidelines.

3.3 Any activities relating to National Compiler Organizations (that are Full or Associate Members of the Association) should be organised in such a way that they produce common benefit to
both the National Compiler Organizations that are members of the Association (Full or Associate Members), as well as Ordinary Members and the Association itself.

3.4 The Association may carry out all acts directly or indirectly related to the achievement of its objects and activities, including commercial and profit making activities within the confines of the applicable laws and to the extent these activities are merely accessory to the non-profit activities of the Association and the benefits of which will be solely used to achieve the non-profit activities of the Association.

To that end, the Association may buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage the same, accept inter vivos and testamentary gifts subject to the requisite statutory authorizations, take out loans and hold participations in limited liability companies.

Article 4: Duration

The Association is created for an unlimited duration.

Article 5: Definitions

In these Articles of Association the following definitions apply:

a) **National Compiler Organizations**: Organizations or other specialised bodies responsible for the development, management and publication of food composition databases.

b) **Member**: a member of EuroFIR AISBL, i.e. each party which subscribes to the aims of the Association, and has been accepted, according to the Articles of Association. Members may be organizations or individuals. There are four main categories of Members:
   - **Full Member**: as defined in Articles 6.3 and 6.4 of the Articles of Association;
   - **Associate Member**: as defined in Article 6.5 of the Articles of Association;
   - **Ordinary Member**: as defined in Article 6.6 of the Articles of Association;
   - **Honorary Member**: as defined in Article 6.7 of the Articles of Association.

c) **General Assembly** (GA) is the main forum of the Association whose functioning is described in Article 10 of the Articles of Association.

d) **Permanent Delegate**: as defined in Article 10.11 of the Articles of Association.

e) **Operating Procedures**: any additional decisions or procedures to be taken and modified in the future as agreed by the Executive Board and ratified by the General Assembly in
compliance with Article 15.1 of the Articles of Association.

f) **Executive board**: as referred to in Article 11 of the Articles of Association.

Article 6: Categories of Members – Rights

6.1 All Members will preserve and uphold the Articles of Association, and will not:
(a) subvert or oppose the aims of the Association;
(b) bring the Association into disrepute.

6.2 All Members will act as in good faith of the Association and will abide by all applicable rules and decisions of the Association as approved by the General Assembly.

6.3 Full Members are legal entities signatories of the deed of incorporation of the Association, and any organisation which has been admitted as a Full Member by the General Assembly in compliance with Article 7.2 (hereafter referred to as ‘**Full Members**’) and which have appointed a Permanent Representative, according to Article 10.11 of these Articles of Association. Full Members can be National Compiler Organisations or non compilers.

6.4 Full Members have voting rights at the closed and open sessions of the General Assembly meetings and have the full rights granted to members by the Law and these Articles of Association. In addition, Full Members shall have: full data access and user rights (subject to agreement of individual National Compiler Organisations); technical support; training; certification at cost; and discounted rates for training/conference at cost.

6.5 Associate Members are National Compiler Organisations which did not wish to become Full Members and wish to join the Association (see Articles 7.1 & 7.2 below) (hereafter also referred to as ‘**Associate Member**’) and which have appointed a Permanent Delegate, in accordance with the rules by which Full Members appoint their Permanent Delegate as set out in Article 10.11 of these Articles of Association. Associate Members can be National Compiler Organisations or non compilers.

The Associate Members are entitled to participate in the open and closed sessions of the General Assembly. They have no voting rights in the open sessions of the General Assembly organised immediately before a closed session of the General Assembly and do not have any voting rights in the closed sessions of the General Assembly (see Article 10.2 below) In addition, Associate Members shall have: full data access and user rights (subject to agreement of individual National Compiler Organisations); technical support; training; certification at cost; and discounted rates for training/conference at cost.

6.6 Ordinary Members shall be divided into two subcategories: (1) Ordinary Member Organisations and (2) Ordinary Member Individuals.

- Ordinary Member Organizations shall have the right to participate and vote during the open sessions of the General Assembly and shall have the right to participate and vote at the closed
session of the General Assembly on any voting issue excluding financial matters, the modification of the articles of association and/or the dissolution of the Association.

- Ordinary Member Individuals and students shall have the right to participate but not to vote during the open and closed sessions of the General Assembly.

Ordinary Members shall only have those rights which are expressly granted to Ordinary Members by these Articles of Association and the Operating Procedures. Ordinary Member Organizations shall appoint a Permanent Delegate, in accordance with the rules by which Full Members appoint their Permanent Delegate as set out in Article 10.11 of these Articles of Association.

6.7 Honorary Members shall be appointed by the General Assembly by a majority vote upon recommendation by the Executive Board. Honorary Members can participate in open sessions of the General Assembly without being entitled to vote. Honorary Members cannot take part in the closed sessions of the General Assembly.

6.8 The Members shall not be liable for any commitments entered into by the Association.

Article 7: Admission

7.1 Admissions of new Members shall be decided in the sole discretion of the General Assembly (closed session), by a majority of the votes of the present, or represented Full Members.

Admission can only be refused on the ground that:
(i) the candidate is not dedicated to the purposes of the Association;
(ii) the bad faith of the candidate, taking into account publicly available information, would seriously harm the Association’s reputation;
(iii) the activities of the candidate adversely affect or disparage the Association and/or its goals (e.g. by denigrating or criticizing the Association);
(iv) there are concrete indications that the candidate would shortly after admission meet the conditions for suspension or exclusion of membership, as defined in Article 8 of these Articles of Association;
(v) the candidate does not meet the admission criteria determined and approved by the Executive Board from time to time.

7.2 The Association will actively seek further participation of new National Compiler Organisations. The Associate Members may, after a satisfactory trial period to be set by the General Assembly, become Full Members of the Association at a later date subject to the General Assembly approval by a majority of the votes of the present or represented Full Members. Their status will change in Full Member and they will have the same rights as Full Members from the date they sign the incorporation deed except if provided otherwise in the Articles of Association, and pay the necessary subscriptions.

7.3 Admission of other individual researchers and students, as well as organizations as Ordinary Members is at the sole discretion of the Executive Board and need not be justified.
7.4 Membership of the Association automatically entails acceptance of the Articles of Association and its Operating Procedures.

Article 8: Resignation, Exclusion and Suspension

8.1 Full and Associate Members can resign and Full Members can change their member status to Ordinary Members, and vice-versa, by giving at least 3-months written notice to the Secretary of the Association. These written notices will be included under agenda items for the next meeting of the General Assembly and the effective date will be taken as the date of this General Assembly's meeting. Any Member can revert back to its previous membership status by giving at least 3-months written notice to the Secretary of the Association for approval but this can only occur once, and any subsequent change will be irreversible. The General Assembly should not unduly oppose any such of the above notices.

Ordinary Members can at any time resign by giving three-month notice at least in writing to the Secretary.

Ordinary, Full and Associate Members will be deemed to have resigned in case of failure to pay the membership fee within the prescribed delay, without the procedure provided for in Article 8.4 being applicable.

8.2 Membership ends automatically by death or voluntary dissolution, bankruptcy, insolvency, civil incapacity or provisional administration, and exclusion by the Association.

8.3 Membership shall terminate upon a material breach by a Member of its obligations for participation in the Association (which include, without being limited thereto, the continued compliance with and the satisfaction of the admission requirements provided under Article 7.1), Exclusion of a Member shall be decided by the General Assembly by a majority of two-thirds (2/3) of the votes of the Full Members present, or represented, without counting the Members. The Member concerned shall have the possibility to defend itself before the General Assembly in a closed session prior the decision of exclusion is made. Such exclusion shall be notified by registered letter and will be effective as of its sending date, the postmark providing evidential proof of the sending.

8.4 Failing to abide with these Articles of Association, or the Operating Procedures, such as, for example, a failure to pay the membership fees within prescribed delay may result in the Member being initially suspended. If the matter is not resolved within a period of one (1) month upon the request of the Executive Board to abide by the Articles of Association or the Operation Procedures, as the case may be, a motion will be brought by the Secretary before the General Assembly for approval to exclude the Member from the Association in conformity with Article 8.3 above. The same shall apply when, as a result of its actions, a Member harms seriously the interests of the Association or risks to compromise them.

8.5 Members who resigned, or were excluded, as well as their successors, or possible creditors,
shall have no rights whatsoever, on the assets of the Association, and shall not be entitled to claim any reimbursement whatsoever. Should any of them be in debt to the Association, such debt shall be immediately due and payable.

Article 9: Membership fees

An annual membership fee is due at 1st January of each year by all Members as agreed by the General Assembly, and shall be payable in full by the last day of end of February each year. Any new Member shall pay the membership fee within the first month following its admission, pro-rata to the period of membership during the ongoing financial year. The annual fee shall vary according to the categories of Members as specified in the Operating Procedures of the Association. Specific rights and other provisions for the following financial year shall be proposed by the Executive Board to be specified in the Operating Procedures and ratified by the General Assembly at its annual meeting in accordance with article 15 of these Articles of Association. These Operating Procedures may change every year. Elements of subsidiary importance can be added to, or be changed, in the Operating Procedures more frequently following unanimous agreement by the Executive Board only.

Resignation of a membership shall not affect the enforceability of the fees to be paid for the current membership year.

Article 10: Bodies of the Association and the General Assembly

10.1 The Association has the following bodies and officials:

   a) General Assembly with individuals designated as Chairperson and vice-Chairperson
   b) Executive Board
   c) Managing Director
   d) Secretary

Other bodies such as technical boards or working groups can be established and terminated by the Executive Board and ratified by the General Assembly.

10.2 The General Assembly is composed of all the Full & Ordinary Members and will meet in both open and closed sessions at least once per year. Associate Members have the right to be present in open and closed sessions, and express an opinion but have no voting rights. All Members of the Association and other interested parties shall be able to attend the open sessions of the General Assembly meetings, but only the Full Members and Ordinary Member Organisations will have the right to vote. The Executive Board shall decide on the closed, or the open character, of the sessions, and, be responsible for preparing the agenda of the General Assembly meetings for both the open and closed sessions.

10.3 The General Assembly has the following exclusive competences:

   a) Strategic decisions for the activities of the Association;
   b) Definition and annual revision of the common objectives in terms of roadmap from which joint projects may follow, involving allocation of personnel, equipment, facilities and other
resources of partners;
c) Approval of the revised business plan including annual accounts, updated budget and annual membership fees for all Members;
d) Appointment of the Chairperson and vice-Chairperson of the General Assembly;
e) Appointment of the members of the Executive Board, Managing Director and Secretary;
f) Appointment of the members of an advisory board to the Executive Board, upon proposal by the Managing Director and/or an individual Director.
g) Amendments of the Articles of Association (provided that the Executive Board can also decide on the transfer of the registered office in accordance with Article 2.2); admission, suspension and exclusion of Members of the Association;
h) Revocation of members of the Executive Board;
i) Adoption and amendments and eventual ratification of the Operating Procedures;
j) The appointment, the determination of the remuneration and the revocation of the auditor(s);
k) Discharge of the members of the Executive Board and of the auditor(s), if any;
l) The voluntary dissolution of the Association.

10.4 The General Assembly shall appoint, by a majority of votes, the Chairperson and vice-Chairperson of the General Assembly (also becoming the Chairperson and vice-Chairperson of the Association) (in these Articles of Association, the “Chairperson” and “vice-Chairperson”), who must be individuals elected from the Representatives of the Full and Ordinary Members, it being understood that, for Full and Ordinary Members which are a legal entity, these will be the Permanent Delegates of such Member. The term of office of the Chairperson shall be for three (3) years, and is renewable.

10.5 In case of vacancy of the Managing Director position, the Executive Board shall convene an extraordinary meeting of the General Assembly (see 10.19 below) in order to elect a new Managing Director and appoint a temporary Managing Director from existing members of the Executive Board.

10.6 The General Assembly shall meet at least once a year upon notice of the Secretary in conformity with Article 10.8. This ordinary meeting (also called Annual General Assembly) acknowledges the reports possibly prescribed by the Operating Procedures and the report of the auditor, if any, discusses the annual accounts and, after approval of same, grants discharge to the Managing Director, the members of the Executive Board and auditor(s), if any. It shall also approve, upon proposal of the Executive Board, the budget for the forthcoming year.

10.7 The meetings of the General Assembly are held at the registered office or at any other place indicated in the notice. They shall be chaired by the Chairperson or, in his absence, by the vice-Chairperson, or in both their absences, by the Managing Director. The Secretary of the Association will perform the secretarial function at the meetings. In case of hindrance of the latter, the Chairperson of the meeting shall appoint another person to perform this function, who need not be a Member of the Association. The Chairperson of the meeting
shall designate two or more tellers chosen from among the Members, or their representatives, or Permanent Delegates present, or the Administrative office.

10.8 All of the Members shall be convened for meetings of the General Assembly, which always consist of an open session followed by a closed session. The notice contains the agenda and is sent, on behalf of the Chairperson, by the Secretary, by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least thirty (30) calendar days prior to the date of the meeting. If all the Full and Ordinary Members have agreed to attend the general Assembly (the attendance of Associate Members, Ordinary Individual Members and Honorary Members being optional), and all are present or represented, or have cast their votes in writing by letter or by email in advance of the meeting, the General Assembly shall be duly constituted without observing any delay nor sending any notice.

10.9 Each Full Member and each Ordinary Member Organisation has the right to vote at the General Assembly meetings with voting rules of one vote per Full Member for all matters except for the Business Plan (see 10.3c above) for which the voting rules set out in the Operating Procedures shall apply. Each Ordinary Member Organisation has the right to vote for all matters, where the voting rules set out in Operating Procedures shall apply. Ordinary Member Organisations cannot vote on financial matters, the modification of the articles of association and/or the dissolution of the Association.

10.10 Each Full Member and each Ordinary Member is allowed, by means of a document carrying his signature, including the digital signature as defined in article 1322 of the Belgian Civil Code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to give a proxy to another Full Member (in case of a Full Member) or Full Member or an Ordinary Member (in case of a Full Member or an Ordinary Member), physical person, or to the Permanent Delegate of another Full or Ordinary Member (as the case may be), to represent him at a given General Assembly meeting and to vote in his name. A proxy holder can not hold more than one proxy.

10.11 Each Full Member and Ordinary Member Organisation is represented at the General Assembly meetings, either by its President, or by a member of its own Board of Directors, or Executive Committee or by an official representative (in these Articles of Association referred to as “Permanent Delegate”), who must be individuals, who only will be authorized to vote at the General Assembly meetings. The Permanent Delegate must be especially and validly designated to this end by the competent office of the Member and for the duration it determines. His identity is notified in writing, by postal or electronic way, to the Secretary of the Association together with a copy of the appointment minutes. To be admitted to General Assembly meetings, any Full Member and Ordinary Member will have to inform the Secretary of Association, in writing, at least three (3) working days before the date of the foreseen meeting, of his intention to attend the meeting by indicating the identity and the capacity of the person who will represent it. Any correspondence going out from the Association and intended for a Full Member and Ordinary Member shall validly be sent
to its Permanent Delegate. The mandate of the Permanent Delegate of each Full Member and Ordinary Member in accordance with Article 10.10 can be terminated by the Full and Ordinary Member concerned by a written notification sent to the Secretary confirming (i) the termination of the mandate of the Permanent Delegate and (ii) the designation of a new Permanent Delegate. Such a notification shall also be requested in the event of end of mandate of the Permanent Delegate at term expiration or for any other reason.

10.12 Unless otherwise provided in these Articles of Association, the General Assembly can only validly deliberate and decide if at least half \((1/2)\) of the Full Members and Ordinary Member Organizations are present, or duly represented. If this quorum is not met, a second meeting of the General Assembly may be convened, with the same agenda, and under the same conditions as the first one, which shall then validly decide regardless of the number of the Full and Ordinary Member Organizations present or represented. The second meeting shall not be held earlier than fifteen (15) days, nor later than six (6) weeks after the first meeting.

10.13 Unless otherwise provided in these Articles of Association, the decisions shall be adopted by a majority of the votes of the Full Members and Ordinary Member Organizations present or represented. When these Articles of Association indicate that the decision is made by “a majority of the votes”, it is to be understood as a simple majority of half \((1/2)\) of the votes plus one \((1)\) calculated on the total number of the votes validly cast. Abstentions, the blank and null votes shall not be taken into account for the calculation of the majorities.

10.14 In case of a tie, the vote of the Chairperson of the General Assembly meeting is decisive.

10.15 When the General Assembly has to deliberate on appointments for the offices of Chairperson, vice-Chairperson, members of the Executive Board, Managing Director and Secretary, or on revocations of same, it shall be done by secret vote in a closed session.

10.16 A decision can also be adopted by the General Assembly without effective meeting if the Association communicates an application form for a vote in writing to each Full Member and Ordinary Member Organisation having a voting right. The application form must mention all the items on which a decision must be taken and must offer the possibility to vote in favour or against each proposed decision. Approval by written vote forms is valid only if the number of the so collected votes is equal or exceeds the required quorum for the decision concerned and if this number of votes is equal or exceeds the number of votes which would be necessary at a General Assembly meeting for the approval of the decisions concerned. The solicitation of written votes must:

a) indicate the number of answers needed in order to meet the quorum conditions;
b) indicate the requested majority in order to adopt the proposed decisions other than appointments of the Managing Director and the Executive Board, and
c) mention the delay at which the voting form must be received by the Association in order to be taken into account. A vote provided in writing cannot be revoked.
However, such written procedure provided by this Article 10.16 cannot be used for the Annual General Assembly, or the meetings called to deliberate on issues requiring a secret vote, or the decisions concerning the remuneration of the Managing Director and the Executive Board as well as for any decision of the General Assembly to be executed by a notarial deed.

10.17 Each meeting of the General Assembly shall be recorded in minutes drafted by the Secretary. A draft of the minutes shall be sent to each Member present at the meeting within thirty (30) calendar days after the date of the meeting for possible comments. The minutes shall be considered as approved if within thirty (30) calendar days following its notification, no objections have been notified, in writing or by electronic mail, to the Secretary. In case of objections, the Chairperson will solely decide on the final version of the minutes thirty (30) calendar days after the deadline for objections. Once approved, the minutes are signed by the Chairperson and the Secretary. Each Member shall receive a copy of the minutes. The minutes - except those to be executed by a notarial deed - and their attachments shall be kept at the registered office of the Association either in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing perenniality, readability, integrity, reliable and durable reproducibility.

10.18 Only the General Assembly, resulting from a decision adopted by a majority of four fifth (4/5) of its present Full Members, can authorise the Managing Director to enter in any transaction involving a mortgage on the assets of the Association, to take out loans or to acquire a participation in limited liability companies.

10.19 Extraordinary meetings of the General Assembly must be convened by the Secretary upon request of at least one fourth (1/4) of the Full Members and Ordinary Members within a month following the request. Extraordinary meetings of the General Assembly may be convened at any time by the Executive Board in line with the notice requirements set out in Article 10.8.

Article 11: Executive Board and the Managing Director

11.1 The Executive Board has the authority to carry out all acts that are necessary or useful to achieve the objectives of the Association, with the exception of those reserved for the general assembly by the Law or these Articles of Association. Its role is in particular to ensure the proper functioning of the Association, to supervise the activities of the Managing Director, to advise the Executive Director in the management of the Association and the realization of its objectives. The Executive Board and each of its members act in the interest of the Association only. The tasks and authorisations of the Executive Board include:

a) Management of the Association, and representing the Association towards third parties including in court;
b) Preparation of Operating Procedures for the efficient operation of the Association.
c) Supervising the activities and performance of the Managing Director, the Secretary, the managing office and the organization;
d) The preparation of a business plan (the „Business Plan“) and budget for each succeeding year of operation to be submitted for approval to the General Assembly not later than 1 October in the year preceding the year to which the plan relates;
e) The preparation of an annual report on the affairs of the Association for approval by the General Assembly, such report to be submitted within six months of the end of the calendar year to which it related;

11.2 In the event that the Managing Director or one or more members of the Executive Board are prevented from acting or are failing, one or more of the remaining members of the Executive Board shall temporarily be assigned by the Chairperson the task(s) allocated to the prevented/failing person.

In the event that both the Managing Director and all members of the Executive Board are prevented from acting or are failing, a person from the Full Members designated by the Chairperson will temporarily take charge, provided that such designated person shall take immediate measures as soon as possible for definitive arrangements.

11.3 Should a conflict of interest occur between the Association and one of the members of the Executive Board, the Association can be represented by other members of the Executive Board.

Should a conflict of interest or dispute arise between the Association and the Managing Director, the Chairperson (or vice-Chairperson) will seek to resolve such conflicts or disputes if necessary with the aid of the Executive Board, if necessary. If these cannot be amicably resolved, the matter will be addressed to the General Assembly for final arbitration.

11.4 The Executive Board may grant, under its responsibility, the Managing Director, one or more other persons or employees of the Association a written proxy to represent the Association in connection with clearly defined legal acts laid down in said proxy.

11.5 The Executive Board may delegate to officers all matters relating to the day-to-day operation of the Association except that it must reserve to itself the power to:

- Approve the appointment of employees
- Approve the appointment of contractors, including consultants
- Invite institutions to apply to become Members

11.6 The Executive Board is composed of maximum eight (8) individuals, including, ex officio, the Chairperson of the General Assembly. Each Executive Board Member shall be a Permanent Delegate of a Full Member and/or Ordinary Member Organisation in compliance with Article 10.11 of the Articles of Association. At least four National Compiler Organizations (excluding the Chairperson and no more than two Ordinary Members) shall be represented in the Executive Board. The Managing Director and the Secretary shall attend the meetings of the Executive Board but have no voting rights.
11.7 The Executive Board Members are appointed for a three (3) year term by decision of the General Assembly taken by a majority of votes, on the basis of list of candidates, physical persons, proposed by the Executive Board or one or more Full Members. Nominations have to be addressed in writing to the Secretary at least four weeks in advance of the meeting of the General Assembly at which members of the Executive Board are to be appointed.

11.8 The Executive Board shall meet every six (6) months and each time the Chairperson, or at least when four (4) of the Executive Board Members requests this. The meetings are held at the registered office, or at any other place indicated in the notice.

11.9 The notice for meetings of the Executive Board contains the agenda and is sent, on behalf of the Chairperson, by the Secretary, by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least seven (7) calendar days before the meeting date.

11.10 The Chairperson of the General Assembly shall also act as Chairperson of the Executive Board. In case of the absence of the Chairperson, the vice-Chairperson shall chair the meeting. If both are absent then the Managing Director will chair the meeting.

11.11 The Executive Board can only validly deliberate and decide if at least half of its members and the Chairperson (or in case of absence of the latter, the vice-Chairperson, or Executive Director, in that order) are present. If the required presence has not been attained, a second meeting will be convened with the same agenda and this meeting can validly decide regardless of the number of members of the Executive Board present or represented. The decisions of the Executive Board are taken by a majority of votes. Each member of the Executive Board has one vote except that Executive Board Members representing Ordinary Member Organizations shall have no voting rights with regard to financial matters and dissolution of the Association. In case of a tie, the vote of the Chairperson (or the vice-Chairperson, or the Director replacing the Chairperson) is decisive.

11.12 Each meeting of the Executive Board shall be recorded in minutes drafted by the Secretary. A draft of the minutes shall be sent to each of the members of the Executive Board within seven (7) calendar days after the date of the meeting for possible comments. The minutes shall be considered as approved if within twenty-one (21) calendar days following its notification no objections have been notified, in writing or by electronic mail, to the Secretary. In case of objections by any of the members of the Executive Board, the Chairperson (or vice-Chairperson, or Managing Director if they replaced the Chairperson during the meeting) shall solely decide on the final version of the minutes, within fourteen (14) calendar days. Once approved, the minutes are signed by the Chairperson and the Secretary. Each Executive Board Member shall receive or have access to a copy of the minutes. The minutes and their attachments are kept at the registered office, either in their original material form, in a dedicated register, or in a secure electronic form, on any support and under conditions guaranteeing readability, integrity, reliable and durable reproducibility.

11.13 Any expert attending or any other person attending meetings of the Executive Board have no
voting rights. Such persons can attend on invitation by the Managing Director or the Secretary.

11.14 Membership of the Executive Board terminates by:
- The expiry of the time period for which the member in question was appointed;
- Interim resignation;
- Interim suspension or dismissal by a decision of the majority of the Executive Board;
- a Member losing full control over his assets due to a judicial ruling having been handed down, against which no further appeal may be lodged;
- Their membership affiliation changes, i.e. when the Member is no longer a Full or Ordinary Member.

In the case of an interim resignation, suspension or dismissal, the decision has to be ratified by a General Assembly that will be convened by the secretary within two months of the decision.

11.15 The Executive Board shall determine, following proposals from the Managing Director, which of its members shall be charged with which of its tasks, and the Chairperson is responsible for clear, collegial decision-making on the part of the Executive Board.

11.16 The Managing Director is appointed, discharged or suspended by the General Assembly by a majority of votes. The appointment is made on the basis of a list of candidates proposed by the Executive Board on recommendations from Full and Ordinary Members. The Managing Director is responsible for the daily operation and business of the Administrative Office of the Association including the legal, procedural accounting, procedural fiscal matters and meeting minutes. The Managing Director will be supported by the Secretary and Administrative Office.

Article 12: Administrative Office

12.1 The Association shall be supported by an Administrative Office composed by physical persons and secretarial support as it is considered necessary by the Executive Board. This Administrative Office may be at a different location to the Registered Office but must be in Belgium.

12.2 The Executive Board is responsible for the appointment and removal of all the employees and members of the Administrative Office of the Association and for determining their competencies, salaries and remunerations. These decisions will be ratified by the General Assembly by majority of votes.

12.3 The persons working at the Administrative Office shall be liable only for the performance of their mandate and actions as covered by the Belgian employment law. In the case of vacancy, the Managing Director must provide for a replacement.

Article 13: Meetings of the General Assembly and Executive Board
13.1 The meetings are held at the registered office of the Association, or the place indicated in the notices pertinent to the meetings.

Article 14: The Secretary

14.1 The Secretary shall be appointed, discharged or suspended, by a decision of the General Assembly taken by a majority of votes upon proposal of the Managing Director.

14.2 The Secretary should be either a Permanent Delegate of a Full or Ordinary Member, or a third party expert individual nominated with the sole purpose of the proper administrative functioning of the Association, and/or any individual employed in the Administrative Office, proposals for such nominations should come from the Managing Director and/or the Executive Board only, and be ratified by the General Assembly by a simple majority.

14.3 The Secretary is responsible for all the administrative and technical tasks needed for the proper functioning of the Association in terms of legal, procedural accounting and procedural fiscal matters which s/he shall carry out in accordance with the principles, objectives and directions defined in conformity with these Articles of Association, the Operating Procedures and Belgian Law. The Secretary also attends the meetings both of the General Assembly and the Executive Board, provides a true and conform copy of the minutes and is responsible for the records of the Association.

Article 15: Operating procedures, conditions and terms of remunerations and payments

15.1 The Operating Procedures will be kept at both the Registered and (if applicable) Administrative Offices and maintained by the Secretary. They detail the provisions of these Articles of Association and define the practical modalities for the functioning of the Association. Their approval and amendments are of the sole competence of the Executive Board but the Operating Procedures and amendments thereof are notified to the General Assembly at the Annual General Assembly meeting, except voting rights which shall be ratified by the General Assembly.

15.2 The conditions and terms of payment of remunerations and expenses of the Chairperson, Executive Board, the Managing Director, the Secretary, and all the employees and members of the personnel in both the registered and (if applicable) administrative offices of the Association or other expenses shall be defined in the Business Plan.

Article 16: Representation

16.1 The Association shall be validly represented towards third parties including a public officer: a) either by the Managing Director, acting alone, regarding the competence of the Managing Director as mentioned in Article 11.16 above; or b) by two members of the Executive Board regarding their competence pursuant to Article 11.1 above; or, c) within the limits of day-to-day management, by the persons to whom this task has been granted by the Executive Board regarding their competence as published in the annexes to the Belgian
Any legal proceeding, as a plaintiff or defendant, shall be exercised by the Managing Director or by any person especially appointed for that purpose by the Executive Board.

Article 17: Annual accounts

17.1 The financial year shall begin 1st January and end 31st December of each calendar year.

17.2 Each year, the Executive Board draws up the annual accounts of the past financial year after maximum six months after the expiry of the financial year, in accordance with the legal provisions regulating this matter, as well as the budget for the forthcoming financial year. The annual accounts shall consist of a balance sheet, as of the close of the financial year, an account of revenues and charges for that financial year and background information to those documents. The annual accounts shall be accompanied by a report from and a declaration made by the certified Accountant. The annual accounts shall be signed by the Executive Board Members; should any one of their signatures be missing, mention shall be made of this, under cover of the reasons for it. The budget for the forthcoming financial year shall specify any financial means or external funding the Executive Board intends to solicit as well as any intended transactions that increase the liabilities side of the balance sheet and the expenses side of the revenues and charges accounts of any kind or value. Both balance sheet and the account of revenues and charges and the budget for the forthcoming financial year shall be submitted for approval to the General Annual Assembly. The approved annual accounts shall then be filed by the Executive Board with the clerk's office of the competent Commercial Court and all books will be made available to any Member of the Association upon its reasonable request for inspection.

17.3 The accounting and fiscal issues shall be conducted in accordance with the legal provisions regulating these matters. To the extent the Association is so legally required, the audit of its financial situation, the financial statements and the compliance with the Law and these Articles of Association of the operations to be entered in the annual accounts, must be entrusted to one or more auditors, appointed by the General Assembly among the members of the Institute of Company Auditors.

Article 18: Amendment of the Articles of Association and Dissolution

18.1 The Articles of Association may be amended at any time by a decision of an Extraordinary General Assembly meeting convened by the Secretary of the General Assembly at the initiative of the Executive Board, or upon request of at least one third (1/3) of the Full Members.

18.2 The notice to such a meeting contains a detailed agenda of the proposed amendments and must be sent to all members at least three (3) months before the meeting date.
18.3 The General Assembly can only validly deliberate and decide on an amendment of the Articles of Association if at least two thirds (2/3) of the Full Members are present or represented. If this quorum is not met, a second meeting must be convened with the same agenda and under the same conditions as the first one, which shall validly decide regardless the number of the Full Members present or represented. The second meeting cannot be held earlier than twenty-one (21) days, nor later than six (6) weeks after the first meeting.

18.4 Any amendment to the Articles of Association or dissolution of the Association shall be adopted provided it is approved by a majority of two thirds (2/3) of the votes of the Full Members present or represented. Any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes noted by notarial act and, must be approved by a royal decree. Amendments to the statutory provisions referred to in article 48, 5° and 7° of the Law must, as for them, be recorded in a notarial deed.

18.5 Without prejudice of the provisions of Article 55 of the Law, the Association can be dissolved at any time by a decision of the General Assembly taken under the same conditions as for the amendments to the Articles of Association.

18.6 In the case of dissolution of the Association, for whatever reason, the liquidation shall be carried out by maximum three (3) liquidators, who shall perform their duties, by virtue of either a decision of the General Assembly or, in the absence of such, a court decision. Proceedings in this respect can be initiated by any interested party.

18.7 In all cases of voluntary or legal dissolution of the Association, at any time and due to any cause, the allocation of the net assets, if any, after liquidation shall be determined by the competent General Assembly. These assets will have to be allocated to a non-profit destination, to one or more organisations whose purpose should be as nearest as possible to the purposes of the Association.

18.8 Any member, director, auditor or liquidator residing abroad who has not elected domicile in Belgium, validly reported to the Association, shall be deemed of having elected domicile at the registered office where all instruments can be validly served or notified to them, with no other obligation for the Association than to keep them at the disposal of the addressee. A copy of said documents and notifications shall also be sent, for information, to the addressee's residence abroad.

Article 19: Financial means

19.1 The Association is an international non-profit organisation. The reinvestment of any financial surplus will be determined according to principles agreed in the Articles of Association and reviewed annually by the General Assembly.

19.2 The financial means of the Association shall be formed by:

   a) Annual membership fees to be paid by the Members are decided on a yearly basis in
accordance with Article 9 of the present Articles of Association;
b) Contributions made by the Members;
c) Grants from the European Communities, industry and other funding bodies for specific work
d) Gifts, bequests and legacies. Bequests and legacies will solely be accepted by the Association with the benefit of inventory.
e) Income generated through the activities of the Association including but not limited to services and consultancies;
f) Additional sources of income including but not limited to training, licensing, sponsorship and advertising (e.g. by industry at meetings and conferences); events and conferences; and sales of publications and technical/standard documents/reports.

Article 20: Applicable Law

20.1 All issues not explicitly covered by these Articles of Association and the Operating Procedures are governed by Belgium law. Consequently, the provisions of Belgian law which cannot be lawfully departed from shall be deemed incorporated in these Articles of Association and any clause which contradict or might become contradictory the imperative provisions of the Belgian law, shall be deemed as unwritten.

20.2 These Articles of Association are written in French. An English translation has been drafted for information purposes only.

20.3 All disputes or differences arising in connection with these Articles of Association, the Operating Procedures and the relation between the members and the Association, which cannot be amicably settled within the General Assembly, shall be finally settled through arbitration in Brussels under the Rules of the International Chamber of Commerce (ICC). Arbitration shall be conducted in the English language.

The arbitration award, if providing for damages, shall include interest from the date of any breach or other violation of these Articles of Association. The arbitration award shall be final and binding upon the Members, not subject to appeal, and honoured by the Association without having resort to any court; however, if an award is not carried out voluntarily and without delay, it shall be referred to and enforced by any court having jurisdiction over the subject matter or any of the parties or their assets.

Each Member bears its own expenses incurred in utilising arbitration and the fees for arbitration shall be borne by the Association.

Article 21: Language

21.1 The operating language is English. Nonetheless, instruments and documents of the Association as required by the Law and regulations for legal publicity or filling requirements shall be also drawn up in French.
TABLE 1: Voting Rules for Full Members of the Association for the approval of the Annual Business Plan (including annual accounts, updated budget and annual membership fees for all Members)

<table>
<thead>
<tr>
<th>Full Member: Type</th>
<th>Annual Fees (€)*</th>
<th>Number of Votes per Full Member</th>
</tr>
</thead>
<tbody>
<tr>
<td>National Compiler (NC) Organisations</td>
<td>(a) 5,000 or more (GDP &gt; 20,000)</td>
<td>(a) 4</td>
</tr>
<tr>
<td></td>
<td>(b) 4,000 (GDP 10,000 – 20,000)</td>
<td>(b) 3</td>
</tr>
<tr>
<td></td>
<td>(c) 2,000 (GDP &lt; 10,000)</td>
<td>(c) 2</td>
</tr>
<tr>
<td>All others</td>
<td>(d) 2,000:</td>
<td>(a) 2</td>
</tr>
<tr>
<td></td>
<td>(e) 1,000:</td>
<td>(b) 1</td>
</tr>
</tbody>
</table>

*Based on annual Gross Domestic Product (GDP) per capita
TABLE 2: Voting Rules for Full Members & Ordinary Members of the Association EXCLUDING the approval of the Annual Business Plan (including annual accounts, updated budget and annual membership fees for all Members)

<table>
<thead>
<tr>
<th>Membership category</th>
<th>Numbers of voting rights</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full members</td>
<td>2</td>
</tr>
<tr>
<td>Ordinary Organisations members</td>
<td>1</td>
</tr>
</tbody>
</table>