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

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

**1.1.** The international non-profit association named “World Association of Public Employment Services”, abbreviated “WAPES” (hereafter: “Association”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019, under Belgian law.

**1.2.** All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales”, abbreviated “RPM” (in English: “register of legal entities”, abbreviated “RLE”) followed by the court with jurisdiction in the district where the Association has its registered office.

**Article 2. Registered office**

**2.1.** The registered office of the Association is located in the Brussels-Capital Region and shall be located at all times in Belgium.

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

**2.3.** If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 29 of these Statutes.

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

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

### **Article 3. Non-profit purpose**

**3.1.** The non-profit purpose of international utility of the Association shall be, worldwide, to bring together, on a voluntary basis, institutions, organizations and departments in the field of public employment services, to foster contacts and to promote learning, knowledge-building, cooperation and dissemination of information and experiences useful to Members, in particular between the most developed and the least developed institutions, organizations and departments, in order to add value in the fields of employment, migration and education.

### **Article 4. Object**

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

- a) Provide services of common interest, such as surveys, studies, databank management, training and professional development;
- b) Organise and arrange events, congresses, conferences, meetings, workshops, seminars and other programs and convenings at international and national levels on themes of common interest to the majority or a specific group of Members;
- c) Disseminate information and issue publications;
- d) Collect and analyse statistical data; and
- e) Cooperate with and assist other initiatives and/or organisations having a similar purpose to the one of the Association, as well as other regional and/or international initiatives and/or organisations.

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

**4.3.** In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

### **Article 5. Code of conduct**

**5.1.** The Association shall refrain from adopting any positions or carrying out any activity of a political or ideological nature. It shall also refrain from interfering in any national decisions.

### TITLE III. MEMBERS

#### Article 6. Membership

6.1. The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall consist of at least two (2) Full Members.

6.2. All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.

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

6.4. Membership is *intuitu personae* and can neither be transferred nor assigned.

6.5. Private employment management organisations, employer organisations, trade unions and private individuals are not eligible to become Members.

6.6. For the purpose of Article 41 and Article 43 of these Statutes, the Members shall be divided into the following geographical regions: Africa (sub-Saharan), Americas, Asia and Pacific, Europe, Middle East and Arab countries (hereafter: “Regions”). At the time of their admission, the Region to which each Member shall belong shall be determined by the President with the approval of the Vice-President of the Region to which the applicant to membership will belong.

#### Article 7. Full Members

7.1. The category of Full Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- a) Having a legal personality;
- b) Being duly constituted in accordance with the laws and practices of its country of origin; and
- c) Being (I) a national public or governmental body or organisation or (II) a public-sector institution or government department with responsibility for the implementation of labour market policies or labour management (public employment services) of a State being admitted to the membership of the United Nations:
  - (i) Having as its main task to ensure the integration of workers into the labour market; and
  - (ii) Having as possible other tasks the placement of young people or workers into training courses, vocational guidance, the production of labour market data, the management of unemployment insurance, the rehabilitation of human resources, the organisation of migratory flows, the management of special programmes for the promotion of employment and, sometimes, professional training and development.

**7.2.** The Full Membership is granted at national level. Each State can only be represented by one (1) Full Member. When the various tasks relating to the management of employment are carried out by different national bodies or organisations, the body or organisation eligible to join the Association will be the one entrusted with responsibility for the placement of the workforce.

**7.3.** Full Members shall enjoy all membership rights, including voting rights.

## **Article 8. Associate Members**

**8.1.** The category of Associate Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- a) Not meeting the criteria to be eligible as Full Member;
- b) Having a legal personality;
- c) Being duly constituted in accordance with the laws and practices of its country of origin;
- d) Being (I) a national, sub-national or local public or governmental body or organisation or (II) a public-sector institution or government department (such as a province, territory, region and/or autonomous community and municipality) of a State being admitted to the membership of the United Nations, having as its task(s) one or more of the task(s) listed in Article 7.1, c) of these Statutes and representing (i) a State which is not represented by a Full Member or (ii) a State which is already represented by a Full Member and having being authorised by its Full Member to be an Associate Member.

**8.2.** Bodies, organizations, institutions and departments representing the same State may each become an Associate Member with their own membership rights provided that they each pay membership fees in accordance with Article 14 of these Statutes.

**8.3.** Associate Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly or the right to directly or indirectly hold office as a member of the Association's decision-making bodies. If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 67 of these Statutes, the Associate Members shall neither be consulted nor have voting rights.

## **Article 9. Admission to membership**

**9.1.** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Executive Secretary.

**9.2.** In its application, the applicant shall specify the identity and contact details of its Representative.

**9.3.** The Executive Secretary shall submit an application for admission to the President via regular means of communication. After having verified that all conditions for membership are complied with, the President in consultation with the Vice-Presidents shall decide on the admission to membership. The decisions of the President regarding membership admissions are final, sovereign and the President shall give reasons for its decisions.

**9.4.** The Executive Secretary shall share the decision of the President via regular means of communication , to the applicant to membership. A copy of this communication is sent to the Vice-President of the Region to which the applicant to Membership belongs.

### **Article 10. Representation of Members**

**10.1.** Each Member shall appoint a natural person, being its respective Director General or, if not possible, another natural person, called the “Representative”, to represent it within the Association and - when applicable - to cast the vote of that Member.

**10.2.** If a Representative ceases to be employed by or is no longer in some official way linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative.

**10.3.** Each Member shall inform, via regular means of communication, the Executive Secretary of the identity and contact details of its Representative and any related changes.

### **Article 11. Resignation**

**11.1.** Members are free to resign from the Association by giving written notice via special means of communication, at any time, to the Executive Secretary. The Executive Secretary shall submit the resignation to the President, which shall in turn acknowledge it and to the Vice-President of the Region to which the resigning Member belongs for information purposes. The resignation shall be effective on the date the Executive Secretary receives the written notice of resignation.

**11.2.** A Member is deemed resigning if the Member is in one of the following situations:

- a) Voluntary/as of right/legal dissolution/liquidation;
- b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- c) Judicial administration/reorganisation;
- d) Merger (only if the concerned Member is the acquired legal entity);
- e) Transfer of a universality; and
- f) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 7 or Article 8 of these Statutes following a (partial) demerger or transfer of a branch of activity.

**11.3.** Any resignation referred under paragraph 11.2 of the present Article shall be effective on the date of acknowledgment thereof by the Executive Committee. A Member has the right to defend its position at (or in writing prior to) the meeting of the Executive Committee at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under paragraph 11.2 of the present Article. The decisions of the Executive Committee regarding all resignations of Members are final, sovereign and the Executive Committee shall give reasons for its decisions.

## **Article 12. Exclusion. Suspension.**

**12.1** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 7 or Article 8 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the Internal and Financial Regulations, if any, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be excluded from membership, by the General Assembly upon proposal of the Managing Board.

**12.2** Before recommending the exclusion of a Member to the General Assembly, the Managing Board shall provide the concerned Member with the relevant details in writing via special means of communication at least forty-four (44) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of its exclusion. The Managing Board may decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Managing Board and has received the possibility to defend its position during the meeting of the Managing Board and prior to the voting on the exclusion. The decisions of the Managing Board regarding the proposal of exclusion of a Member to the General Assembly are final, sovereign and the Managing Board must give reasons for its decisions.

**12.3** Upon recommendation of the Managing Board, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The General Assembly can validly decide on an exclusion only if (i) at least two thirds (2/3) of the Full Members are present or represented and (ii) the decision to exclude a Member obtains at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly must give reasons for its decisions.

**12.4** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure (i) until the decision of the Managing Board not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Managing Board decides to recommend the exclusion of the concerned Member to the General Assembly, the decision of the General Assembly.

**12.5.** Notwithstanding paragraphs 12.1 to 12.3 of the present Article, a Member which does not pay all its membership fees within the stated period may be excluded from membership, by the General Assembly, upon proposal of the Managing Board.

**12.6.** Upon proposal of the Managing Board, the General Assembly may decide to exclude a Member which does not pay all its membership fees within the stated period, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The General Assembly can validly decide on an exclusion only if (i) at least two thirds (2/3) of the Full Members are present or represented and (ii) the decision to exclude a Member obtains at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly must give reasons for its decisions.

**12.7.** By derogation to Article 13.2 of these Statutes, if a Member fails to pay its membership fees within thirty (30) calendar days after a final reminder has been sent to it by the Executive Secretary, its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due or the decision of the General Assembly to exclude the concerned Member.

**12.8.** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 7 or Article 8 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the Internal and Financial Regulations, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests or reputation of the Association, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights) upon decision of the Managing Board.

**12.9.** Before deciding to suspend the membership rights of a Member, the Managing Board shall provide the concerned Member with the relevant details in writing via special means of communication at least forty-four (44) calendar days in advance of the proposed suspension date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of suspension of the concerned Member. The Managing Board may decide to suspend the membership rights of a Member, provided that the concerned Member is convened at the meeting of the Managing Board and has received the possibility to defend its position during the meeting of the Managing Board and prior to the voting on the suspension. The decisions of the Managing Board regarding the suspension of the membership rights of a Member are final, sovereign and the Managing Board shall give reasons for its decisions.

### **Article 13. Consequences of the termination of Membership**

**13.1** A Member which, in whatever way and for whatever reason, ceases to be a Member shall remain liable for its obligations towards the Association, including for the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation or refund on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Executive Secretary, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

**13.2** By derogation to Article 12.7 of these Statutes, in case of resignation of a Member at the latest thirty (30) calendar days after the date on which the invoice for membership fees for the financial year

in which it resigns has been sent out, the Member shall not pay the membership fees for the financial year in which it resigns.

**13.3** If a Full Member ceases, in whatever way and for whatever reason, to be a Full Member, a new candidate to full membership can be filed to represent the concerned State in accordance with Article 9 of these Statutes.

**13.4** A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

#### **Article 14. Membership fees**

**14.1** Each Full Member shall pay membership fees per year, of which the amount and the calculation method shall be decided by the Managing Board. The amount of the membership fees for the Full Members shall be determined on the basis of the following criteria:

- a) The Gross Domestic Product (GDP) per capita of the State represented by the Full Member;
- b) The size of the Full Member on the basis of the number of its full-time equivalent employees/functionaries/staff members over its last financial year; and
- c) The number of inhabitants of the State represented by the Full Member.

These fees shall be indexed when so decided by the Managing Board.

**14.2** Each Associate Member shall pay membership fees per year, of which the amount shall be decided by the Managing Board. The amount of the membership fees for the Associate Members shall be fifty percent (50%) of the amount of the membership fees for the Full Members. These fees shall be indexed when so decided by the Managing Board.

**14.3** The detailed criteria for the determination and calculation of the membership fees shall be determined in the Internal and Financial Regulations, if any. The Managing Board shall also decide on the invoicing procedure and the time for payment of the membership fees.

**14.4** Members joining the Association in the first six (6) months of the financial year shall only pay half of the amount of membership fees, as calculated for their membership category. Members joining the Association in the last six (6) months of the financial year shall not pay membership fees for that financial year.

**14.5** In addition to membership fees, Members can be subject to the payment of additional contributions. The amount and purpose of the additional contributions shall be proposed by the Managing Board to the General Assembly for approval.

## **Article 15. Compliance with the Statutes and the Internal and Financial Regulations**

**15.1** Any Member shall expressly adhere to these Statutes and the Internal and Financial Regulations, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 9 of these Statutes.

## **Article 16. Register of Members**

**16.1** The Executive Secretary shall keep a register of Members in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the representative of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Executive Secretary, immediately following the respective decision of resignation or exclusion.

## **TITLE IV. OBSERVERS**

### **Article 17. Observers**

**17.1** The Managing Board may decide to grant the status of observer to any legal entity cumulatively meeting the following criteria (hereafter: “**Observer**”):

- a) Having the legal personality;
- b) Being duly constituted in accordance with the laws and practices of its country of origin; and
- c) Being (i) a national, sub-national or local public or governmental body or organisation or (ii) a public-sector institution or government department other than a public employment service of a State being admitted to the membership of the United Nations or an international organization.

**17.2** Observers shall have the right to attend the meetings of the General Assembly and the right to participate in other activities of the Association, all without voting rights and with the right to be heard. Observers shall not be eligible to hold an office as a member of the Association’s decision-making bodies. The General Assembly may revoke the status of Observer at any time.

**17.3** Observers shall have no further rights pursuant to these Statutes.

**17.4** Each Observer having been granted the status of Observer by the Managing Board may only enjoy observership for a specific time period determined by the Managing Board. After this time

period, (i) either the Observer shall apply as an applicant to Full membership or Associate membership or (ii) it ceases, as of right and with immediate effect, to be an Observer.

#### **Article 18. Observer Contributions**

**18.1** Each Observer shall pay Observer contributions per year, of which the amount shall be decided by the Managing Board.

### **TITLE V. THE INTERNATIONAL LABOUR ORGANIZATION**

#### **Article 19. Relations with the International Labour Organization**

**19.1** The International Labour Organization (hereafter: “ILO”) is the official and permanent observer of the Association. Notwithstanding with the preceding sentence, provisions of Title IV of these Statutes shall not apply to the ILO.

**19.2** The ILO shall designate a natural person (hereafter: “ILO’s Representative”) to represent ILO and exercise the ILO’s function of permanent observer within all the bodies of the Association.

**19.3** The ILO’s Representative shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the ILO’s Representative.

**19.4** Notwithstanding paragraph 19.3 of the present Article, the President may decide that the ILO’s Representative cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Managing Board.

### **TITLE VI. THE RETURNING OFFICER**

#### **Article 20. Appointment of the Returning Officer**

The elective General Assembly, which takes place every 3 years at the same time as the World Congress, is chaired by the President, (or if applicable, a person who chairs the General Assembly) who assumes the powers of returning officer (President of the Elections).

## **Article 21. Powers of the Returning Officer**

**21.1** The Returning Officer shall have the powers specifically granted to him/her by these Statutes. In particular, the Returning Officer shall act as organisational supervisor for the nominations, appointments, and elections within the Association and in this capacity have the following powers:

- a) To organize nominations, appointments, and elections within the Association;
- b) To ensure the objectivity, accurateness and reliability of the results of these nominations, appointments, elections and consultations within the Association;
- c) To draft the list of candidates and ensure that each elector can vote;
- d) To calculate and verify the results of the vote; and
- e) To announce results.

**21.2** The Returning Officer may select at least two (2) natural persons to assist with these powers as listed under paragraph 21.1 of the present Article and to open and count the votes in case of secret voting. These persons will act under the supervision of the Returning Officer. The candidate(s) for the nominations, appointments and elections have the right to designate a representative to attend the counting of the votes.

## **TITLE VII. PRESIDENT OF HONOUR**

### **Article 22. President of Honour**

**22.1** Upon proposal of the Managing Board, the General Assembly shall have the right to grant the title of President of Honour to any natural person, (i) who has rendered exceptional services to the Association, and (ii) who was employed by or otherwise linked to a Full Member at the time he/she served the Association. The General Assembly may revoke the title of President of Honour granted to one or several natural person(s) at any time. The decisions of the General Assembly regarding the granting or the revocation of the title of President of Honour are final, sovereign and must not be motivated.

**22.2** The natural person(s) carrying the title of President of Honour shall be a permanent observer at the General Assembly, and shall have the right to attend all meetings of the General Assembly, without voting rights and with the right to be heard. All convening notices to all meetings of the General Assembly shall simultaneously be notified to the natural person(s) carrying the title of President of Honour.

**22.3** The natural person(s) carrying the title of President of Honour shall have, in this capacity, no other rights whatsoever (included voting rights) than those granted by these Statutes.

## **TITLE VIII. ORGANISATIONAL STRUCTURE**

### **Article 23. Bodies**

**23.1** The bodies of the Association are:

- a) The General Assembly;
- b) The Managing Board;
- c) The President;
- d) The Vice-Presidents;
- e) The Treasurer;
- f) The Executive Committee;
- g) The Executive Secretary;
- h) The Returning Officer; and
- i) The Working Groups.

## **TITLE IX. GENERAL ASSEMBLY**

### **Article 24. Composition. Voting rights**

**24.1** The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative pursuant to Article 10 of these Statutes.

**24.2** Each Full Member shall have one (1) vote.

**24.3** Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

**24.4** Members of the Managing Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. A member of the Managing Board who has been appointed as Representative of a Full Member shall be authorised to vote in this specific capacity for the Full Member he/she represents.

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

**24.6** Should during a meeting of the General Assembly discussions focus on questions in relation to the public employment service of the President, the latter shall temporarily be replaced by the oldest Vice-President (in age) present, or, in case all Vice-Presidents are unable or unwilling to chair the General Assembly, to a Representative designated for this purpose by the General Assembly. The President may then participate to the meeting of the General Assembly as a representative of the Full Member he/she represents.

**24.7** The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly these third parties will receive the right to speak.

## **Article 25. Powers**

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

- a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- b) The election and dismissal of the members of the Managing Board and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Managing Board will be granted and exercised as well as the conditions under which said mandate can be terminated;
- c) The election and dismissal of the President and the Vice-Presidents
- d) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- e) The appointment and dismissal of two internal auditors;
- f) The discharge to be given to the members of the Managing Board and, if any, to the statutory auditor, or to the internal auditors;
- g) The approval of the amount of the additional contributions, upon proposal of the Managing Board;
- h) Upon proposal of the Managing Board, the approval of the annual accounts and the budget of the Association;
- i) The approval of the management report and the general plan of future activities of the Association;
- j) The decision to exclude Members in accordance with Article 11 of these Statutes, upon proposal of the Managing Board;
- k) The amendment of these Statutes;
- l) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s);
- m) The restructuration or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, under Belgian law, unless otherwise provided for by the companies and associations Code, under Belgian law; and
- n) The decisions to establish, dissolve and delegate tasks to one or more Working Group(s) and the overseeing of this/these.

## **Article 26. Meetings**

**26.1** The General Assembly shall meet at least once a year upon decision of the Managing Board and convening of the Executive Secretary, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held in May or in June of each year (hereafter: “**Ordinary General Assembly**”). Each year, the Managing Board shall determine the exact date of the Ordinary General Assembly.

**26.2** A meeting of the General Assembly shall be convened at any time upon decision of the Managing Board and convening by the Executive Secretary, whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Managing Board at the written request of at least half of the Full Members. In this last case, the Managing Board shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the fifty-first (51<sup>st</sup>) calendar day following this request.

## **Article 27. Proxies**

**27.1** Each Member shall have the right, via regular means of communication, always with copy to the Executive Secretary via similar means, to give a proxy to another Member to be represented at a meeting of the General Assembly. No Member may hold more than two (2) proxies.

**27.2** Each Member shall have the right via regular means of communication, always with copy to the Executive Secretary via similar means, to give a proxy to another Member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 67 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

## **Article 28. Convening notices. Agenda**

**28.1** A save the date for the General Assembly shall be notified to the Members and the members of the Managing Board by the Executive Secretary via regular means of communication at least ninety (90) calendar days before the meeting of the General Assembly. Convening notices and agenda for the General Assembly shall be notified to the Members and the members of the Managing Board by the Executive Secretary via regular means of communication at least twenty-eight (28) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The material documents necessary for the discussion shall be sent to the Members and the members of the Managing Board by the Executive Secretary via regular means of communication at least fourteen (14) calendar days before the meeting of the General Assembly. The agenda of the meetings of the General Assembly shall be prepared by the Executive Secretary and adopted by the Managing Board.

**28.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members and notified to the President at least fourteen (14) calendar

days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Managing Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.

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

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

### **Article 29. Presence quorum. Voting majority. Votes**

**29.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**29.2** If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 28 of these Statutes, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraph 29.3 of the present Article.

**29.3** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.

**29.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the oldest Vice-President (in age). If the President and all the Vice-Presidents are all absent (whether represented or not), the chairperson who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

**29.5** The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one (1) Representative and that the General Assembly approves this request in accordance with the voting majority provided for under paragraph 29.3 of the present Article.

**29.6** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Managing Board and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii)

the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Managing Board shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication.

**29.7** Provided that this possibility has been granted by the Managing Board and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Managing Board shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

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

#### **Article 30. Upfront remote voting via electronic means**

**30.1** Provided that this possibility has been granted by the Managing Board and is mentioned in the convening notice, each Full Member may vote remotely before a meeting of the General Assembly, by means of an electronic upfront voting form attached to the convening notice or made available by the Association. The Managing Board shall ensure that the system for upfront remote voting via electronic means used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the time limit mentioned in the convening notice. The Managing Board shall set up the practical procedures to organise the upfront remote voting via electronic means.

**30.2** The Association must receive the completed and signed electronic upfront voting form within the time limit mentioned in the convening notice. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly shall remain valid for those agenda items which have not been modified or added. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly, shall not count for those agenda items which have been validly modified or added on the agenda of the General Assembly pursuant to the Articles 28.2 or 28.3 of these Statutes. Notwithstanding the above sentence, a Full Member may cast its upfront remote vote via electronic means with respect to any modified or additional agenda item(s) on the agenda of the General Assembly pursuant to Article 28.2 of these Statutes within the time limit mentioned in the convening notice.

**30.3** A Full Member who has voted remotely via electronic means before the meeting of the General Assembly in accordance with the provisions of this Article may no longer choose any other way of casting its vote(s), either during the meeting of the General Assembly or by proxy.

**30.4** All Full Members having validly voted remotely via electronic means in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable presence quorum in accordance with these Statutes. All upfront remote votes via electronic means which have been validly sent or submitted to the Association in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable voting majority in accordance with these Statutes. Blank votes, invalid votes and abstentions shall not be counted.

### **Article 31. Written procedure**

**31.1** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 28 of these Statutes do not have to be complied with.

**31.2** For this purpose, the Executive Secretary, upon request of the Managing Board, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Managing Board, with request to the Full Members to vote on the proposals and to send their vote(s) back via the means of communication designated by the Managing Board and within the time limit mentioned in the notice.

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

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

**31.5** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Managing Board.

**31.6** The decisions taken via written procedure shall be sent via regular means of communication by the Executive Secretary to the Members.

**31.7** The members of the Managing Board and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

### **Article 32. Register of minutes**

**32.1** Minutes shall be drawn up for each meeting of the General Assembly. They shall be approved and signed by the chairperson of the concerned meeting, the Treasurer and the Executive Secretary and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Executive Secretary to the Members. The register of minutes shall be kept at

the registered office of the Association where all Members may consult it, without, however, displacing it.

## **TITLE X. MANAGING BOARD**

### **Article 33. Composition**

**33.1** The Association shall be administered by a Managing Board, which is composed as follows:

- a) The President, who shall be as of right a member of the Managing Board; and
- b) Between ten (10) and sixteen (16) Representatives of Full Members.

**33.2** Each member of the Managing Board shall be a Representative of a Full Member.

**33.3** The General Assembly shall appoint the members of the Managing Board, upon recommendation of the Managing Board. The General Assembly shall endeavour to appoint a Managing Board as balanced and as representative as possible of the geographical diversity of the Full Members. The distribution of the sixteen (16) mandates of members of the Managing Board shall be made according to the total number of Full Members that each Region counts. The term of office of the members of the Managing Board shall be of three (3) years, indefinitely renewable. The mandate of the members of the Managing Board shall start immediately after the meeting of the General Assembly during which they have been appointed, unless otherwise decided by the General Assembly. The mandate of the members of the Managing Board shall be non-remunerated.

**33.4** Each Full Member may propose one (1) candidate to the Managing Board at least ninety (90) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Managing Board will be elected. The Managing Board shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Managing Board, taking into account the criteria set out in paragraph 33.2 of the present Article, shall draw up a list of all proposed candidate members of the Managing Board. By derogation to Article 28.1 of these Statutes, the list shall be sent to the Members and the members of the Managing Board by the Executive Secretary via regular means of communication at least twenty-four (24) hours before to the meeting of the General Assembly at which one or more member(s) of the Managing Board will be elected. If there is no list or an incomplete list of candidates, the General Assembly may freely elect without any formality one or more members(s) of the Managing Board out of the Representatives of the Full Members.

**33.5** Except for the member of the Managing Board referred to in paragraph 33.1, a) of the present Article, the mandate of a member of the Managing Board terminates by expiry of his/her mandate. The mandate of a member of the Managing Board also terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Managing Board ceases to be a Representative of a Full Member, or (iii) if the Full Member the member of the Managing Board is the Representative of, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the member of the Managing Board is the Representative of, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings

of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the member of the Managing Board is the Representative of, has substantially modified its activities.

**33.6** Except for the member of the Managing Board referred to in paragraph 33.1, a) of the present Article, the mandate of a member of the Managing Board also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Managing Board at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Managing Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

**33.7** The members of the Managing Board are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President.

**33.8** Except for the member of the Managing Board referred to in paragraph 33.1, a) of the present Article, if the mandate of a member of the Managing Board ceases before its term, for whatever reason, the Managing Board can appoint a new member of the Managing Board for the remainder of the term, provided that the member of the Managing Board appointed (i) fulfils the criteria for the composition of the Managing Board of the replaced member of the Managing Board, and (ii) his/her candidature has been proposed within ninety (90) calendar days as from the end of the mandate of the outgoing member of the Managing Board by the Full Member whose Representative is the outgoing member of the Managing Board without prejudice to the regularity of the composition of the Managing Board. Notwithstanding the preceding sentence, if the Full Member whose Representative is the outgoing member of the Managing Board does not propose a candidate within ninety (90) calendar days as from the end of the mandate of the outgoing member of the Managing Board, the Managing Board must freely appoint a new member of the Managing Board for the remainder of the term, provided that the member of the Managing Board appointed fulfils the criteria for the composition of the Managing Board of the replaced member of the Managing Board without prejudice to the regularity of the composition of the Managing Board.

**33.9** In case of termination of the mandate of a member of the Managing Board for whatever reason, the member of the Managing Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

**33.10** The Managing Board shall be chaired by the President. If the President is unable or unwilling to chair the Managing Board, the Managing Board shall be chaired by the oldest Vice-President (in age) present. If the President and the Vice-Presidents are all unable or unwilling to chair the Managing Board, the Managing Board shall be chaired by the person designated for this purpose by the Managing Board.

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

**33.12** The Executive Secretary, the ILO's Representative and Synerjob's Representative - provided that none of Synerjob's Representative(s) is a member of the Managing Board - shall be permanent observers at the Managing Board, and shall have the right to attend all meetings of the Managing Boards, without voting rights and with the right to be heard. All convening notices to all meetings of the Managing Board shall simultaneously be notified to the Executive Secretary, the ILO's Representative and Synerjob's Representative.

**33.13** Notwithstanding the above paragraph 33.12 of the present Article, the President may decide that the Executive Secretary, and/or the ILO's Representative, and/or Synerjob's Representative, cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Managing Board.

#### **Article 34. Powers**

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

**34.2** The Managing Board shall in particular have the following powers:

- a) The transfer of the Association's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- b) The election and dismissal of the Treasurer;
- c) The determination of the Association's strategies and policies;
- d) The general management and administration of the Association;
- e) The adoption of the draft annual accounts and the draft budget and the submission thereof to the General Assembly for approval, upon proposal of the Treasurer;
- f) The monitoring of the budget expenditures and the allocation of the budget;
- g) The approval of the amount of the membership fees, upon calculation of the Treasurer;
- h) The proposal of the amount of the *additional contributions* to the General Assembly;
- i) In view of the elections of the members of the Managing Board by the General Assembly, the drawing up a list of proposed candidate members for the Managing Board;
- j) The proposals to the General Assembly to exclude a Member in accordance with Article 12.1 of these Statutes;
- k) The decision-making on the suspension of the membership rights of Members in accordance with 12.4 of these Statutes;
- l) The convening of the General Assembly;
- m) The adoption of the agenda of the meetings of the General Assembly, after preparation by the Executive Secretary;
- n) The adoption of propositions to be submitted to the General Assembly;
- o) The execution of the decisions of the General Assembly;
- p) Upon proposal of the Synerjob, the appointment and dismissal of the Executive Secretary, including the discharge to be given;
- q) The preparation of a triennial management report on the activities of the last three years that must be submitted to the General Assembly for approval;
- r) The preparation of a general plan of future activities (including an overview of expenses and funding) that must be submitted to the General Assembly for approval;

- s) The proposal of modifications to the Statutes;
- t) The decisions to amend 63.2 of these Statutes;
- u) The adoption, the amendment and the revocation of the Internal and Financial Regulations, if any;
- v) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these;
- w) The decisions to determine the working and governance rules of one or more Working Group(s) established by the General Assembly;
- x) The adoption of all measures necessary for the implementation of the duly approved general plan of future activities; and
- y) The adoption of all measures necessary to obtain funds or non-financial resources for the accomplishment of specific activities and the purchase of all necessary equipment or material and conclude contracts for the implementation of duly approved activities.

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

### **Article 35. Meetings**

**35.1** The Managing Board shall meet every time the interests of the Association so require and at least once (1) a year in a State represented by a Full Member of the Association, upon convening by the President or at the request of eight (8) members of the Managing Board, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Managing Board, the Managing Board shall be convened by the oldest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to convene the Managing Board, the Managing Board shall be convened by the Executive Secretary.

### **Article 36. Proxies**

**36.1** Unless otherwise stipulated in these Statutes, each member of the Managing Board shall have the right, via regular means of communication, always with copy to the Executive Secretary, to give a proxy to another member of the Managing Board, to be represented at a meeting of the Managing Board. No member of the Managing Board may hold more than two (2) proxies.

### **Article 37. Convening notices. Agenda**

**37.1** Convening notices for the Managing Board shall be notified to the members of the Managing Board by the Executive Secretary via regular means of communication at least twenty-eight (28) calendar days before the meeting of the Managing Board. The convening notices shall mention the date, time and place of the meeting of the Managing Board. In addition, the convening notices shall mention if the members of the Managing Board can vote electronically. The agenda shall be attached to the convening notices. The material documents necessary for the discussion shall be sent to the members of the Managing Board by the Executive Secretary via regular means of communication at least fourteen (14) calendar days before the meeting of the Managing Board. The agenda of the meetings of the Managing Board shall be prepared by the Executive Secretary and adopted by the

President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the Executive Secretary.

**37.2** Each member of the Managing Board shall have the right to propose an additional item to be included on the agenda of the Managing Board, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Managing Board of the additional item(s) on the agenda of the Managing Board via regular means of communication at least three (3) calendar days before the meeting of the Managing Board.

**37.3** No vote shall be cast regarding an item that is not listed on the agenda, except if all the members of the Managing Board are present or represented at a meeting of the Managing Board and vote to proceed with such vote.

**37.4** Each member of the Managing Board shall have the right, before, during or after a meeting of the Managing Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Managing Board present or represented at a meeting of the Managing Board shall be considered to have been regularly convened to this meeting.

#### **Article 38. Presence quorum. Voting majority. Votes**

**38.1** Unless otherwise stipulated in these Statutes, the Managing Board shall be validly constituted when at least half of the members of the Managing Board are present or represented.

**38.2** If at least half of the members of the Managing Board are not present or represented at the first meeting, a second meeting of the Managing Board may be convened pursuant to Article 37 of these Statutes, at least seven (7) calendar days after the first meeting of the Managing Board. The second meeting of the Managing Board shall validly deliberate irrespective of the number of members of the Managing Board present or represented, in accordance with the decision-making process and the voting majority stipulated in paragraph 38.3 and 38.4 of the present Article.

**38.3** As a matter of principle, the Managing Board shall seek to reach decisions by consensus. If a decision cannot be reached by consensus or if it is decided by the person chairing the meeting of the Managing Board to call a vote, decisions shall be taken according to the voting majority stipulated in paragraph 38.4 of the present Article.

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

**38.5** The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least five (5) members of the Managing Board present or represented.

**38.6** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the oldest Vice-President (in age). If the President and all the Vice-Presidents are all absent (whether represented or not), the person designated to chair the Managing Board and shall have the decisive vote.

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

**38.8** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Managing Board may vote via electronic means during a meeting of the Managing Board. The Executive Secretary shall take the necessary steps allowing the members of the Managing Board to vote electronically. The Executive Secretary shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Managing Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

### **Article 39. Written procedure**

**39.1** The Managing Board may take decisions via written procedure (which means regular/registered mail or any means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 37 of these Statutes do not have to be complied with.

**39.2** For this purpose, the Executive Secretary, upon request of the President or two (2) members of the Managing Board, acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken and (iii) the date of entry into force of each decision via regular means of communication to all members of the Managing Board, with request to the members of the Managing Board to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Executive Secretary and within the time limit mentioned in the notice.

**39.3** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Managing Board have sent their vote(s) back or submitted their vote(s) via an online platform, within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Managing Board having sent their vote(s) back or submitted their vote(s) the mean of written communication designated by the Executive Secretary. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**39.4** For the purpose of the present Article, members of the Managing Board are not allowed to grant proxies to other members of the Managing Board.

**39.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Managing Board.

**39.6** The decisions taken via written procedure shall be sent via regular means of communication by the Executive Secretary to the members of the Managing Board.

## **Article 40. Register of minutes**

**40.1** Minutes shall be drawn up for each meeting of the Managing Board. They shall be approved and signed by the chairperson of the concerned meeting of the Managing Board, the Treasurer and the Executive Secretary and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Executive Secretary to the members of the Managing Board. The register of minutes shall be kept at the registered office of the Association where all members of the Managing Board may consult it, without, however, displacing it.

## **TITLE XI. PRESIDENT, VICE-PRESIDENTS, AND TREASURER**

### **Article 41. Election and function of the President**

**41.1** The General Assembly shall elect one (1) President. The mandate of the President shall be non-remunerated. His/her term of office is a three (3) years term, renewable once.

**41.2** The mandate of the President is open to any natural person cumulatively meeting the following criteria:

- a) Being the Representative of a Full Member; and
- d) Being able to work in English, French or Spanish him/herself or via the assistance of an interpreter provided by the President him/herself.

**41.3** Each new President who is elected by the Managing Board to replace a President whose mandate has terminated before the expiry of his/her term, shall only be appointed for the remainder of the term of the President being replaced. The mandate performed by a President pursuant to this paragraph shall not be taken into account for the computation of the number of terms of office in accordance with paragraph 41.1 of the present Article.

**41.4** The mandate of the President terminates by expiry of his/her mandate. The mandate of the President also terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the President ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, or (iii) if the Full Member the President represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the President represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the President represents, has substantially modified its activities, or (vi) if the President does no longer meet the criteria set out in paragraph 41.2 of the present Article.

**41.5** The President is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Managing Board.

**41.6** The General Assembly may further dismiss the President as President at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the

dismissal. The concerned President shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

**41.7** If the mandate of the President ceases before its term, for whatever reason, the Managing Board must appoint a new President for the remainder of the term, provided that the President appointed (i) fulfils the criteria for the presidency set out in paragraph 41.2 of the present Article, and (ii) his/her candidature has been proposed within ninety (90) calendar days as from the end of the mandate of the outgoing President by the Full Members whose Representative is the outgoing President. Notwithstanding the preceding sentence, if the Full Member whose Representative is the outgoing President does not propose a candidate within ninety (90) calendar days as from the end of the mandate of the outgoing President, the Managing Board must freely appoint a new President for the remainder of the term, provided that the President appointed fulfils the criteria for presidency set out in paragraph 41.2 of the present Article.

**41.8** In case of termination of the mandate of the President for whatever reason, the President shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

#### **Article 42. Powers of the President**

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

- a) The taking of initiatives and proposal of strategies for the development of the Association;
- b) The ensuring that the Association's affairs are managed efficiently by the Executive Secretary;
- c) The decision-taking on grants provided for in the Internal and Financial Regulations;
- d) In cooperation with the Vice-Presidents, the Treasurer, and the Executive Secretary, the recruitment of new Members;
- e) In consultation with the Vice-Presidents, the decision to admit new Members;
- f) In cooperation with the Vice-Presidents, the determination of the Region to which each Member belongs;
- g) The convening of the Managing Board, and the Executive Committee;
- h) The adoption of the agenda of the meetings of the Managing Board and the Executive Committee, after preparation by the Executive Secretary;
- i) Chairing the meetings of the General Assembly, the Managing Board and the Executive Committee;
- j) The acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties;
- k) In the event of a tie vote, having the decisive vote within the General Assembly, the Managing Board and the Executive Committee; and
- l) The participation in the preparation of the management report, which consists of the reports of the President, the Vice-Presidents, the Treasurer and the Executive Secretary, and which is presented by the Managing Board to the General Assembly.

### **Article 43. Election and function of the Vice-President**

**43.1** The General Assembly shall elect five (5) Vice-Presidents representing respectively one of the Regions amongst the members of the Managing Board. The Vice-Presidents shall be five (5) distinct members of the Managing Board and shall neither be the Treasurer nor the President. Their mandate shall be non-remunerated. Their term of office is a three (3) years term, twice renewable in a row. A member of the Managing Board can only be elected again as a Vice-President after a three (3) years cool-off time period.

**43.2** Each new Vice-President who is elected by the Managing Board to replace a Vice-President, whose mandate has terminated before the expiry of his/her term, shall only be elected for the remainder of the term of the Vice-President being replaced. The mandate performed by a Vice-President pursuant to this paragraph shall not be taken into account for the computation of the number of terms of office in accordance with paragraph 43.1 of the present Article.

**43.3** The mandates of the Vice-Presidents terminate by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their membership of the Managing Board.

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

**43.5** If the mandate of a Vice-President ceases before its term, for whatever reason, the Managing Board must appoint a new Vice-President for the remainder of the term, provided that the Vice-President appointed (i) fulfils the criteria for the vice-presidency set out in paragraph 43.1 of the present Article, and (ii) his/her candidature has been proposed within ninety (90) calendar days as from the end of the mandate of the outgoing Vice-President by the Full Members whose Representative is the outgoing Vice-President. Notwithstanding the preceding sentence, if the Full Member whose Representative is the outgoing Vice-President does not propose a candidate within ninety (90) calendar days as from the end of the mandate of the outgoing Vice-President, the Managing Board must freely appoint a new Vice-President for the remainder of the term, provided that the Vice-President appointed fulfils the criteria for vice-presidency set out in paragraph 43.1 of the present Article.

**43.6** In case of termination of the mandate of a Vice-President for whatever reason, the Vice-President shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

### **Article 44. Powers of the Vice-Presidents**

**44.1** The Vice-Presidents shall have the powers specifically reserved for them by these Statutes. As a general rule, the Vice-Presidents shall replace the President in his/her absence according to the chronological order based on the age. In particular, the Vice-Presidents, in cooperation with the States of the Regions that they represent, shall have the following powers, each acting alone:

- a) The gathering of the Members belonging to the Region he/she represents;
- b) The proposal of annual activity programmes for the Region that they represent;
- c) In consultation with the President, the decision to admit new Members;
- d) The planning of the implementation of the activity programmes of the Region that they represent;
- e) The reporting to the President on the activities carried out in the Region that they represent;
- f) In cooperation with the President, the determination of the Region to which each Member belongs;
- g) In cooperation with the President, the Treasurer and the Executive Secretary, the recruitment of new Members;
- h) The cooperation with the Executive Committee, the Executive Secretary and the Members of the Region that they represent;
- i) At the President's request and upon coordination of the Executive Secretariat, the representation of the Association at international meetings;
- j) In coordination with the Executive Secretariat, leading discussion/Working Groups/cooperation projects at cross-cutting topics for all Regions and ensuring steering of actions, organization of meetings, etc.;
- k) The support of new Members and identification of their needs;
- l) The contacts with Members who left the Association and would like to rejoin; and
- m) The participation in the preparation of the management report, which consists of the reports of the President, the Vice-Presidents, the Treasurer and the Executive Secretary, and which is presented by the Managing Board to the General Assembly.

#### **Article 45. Meetings of the Vice-Presidents**

**45.1** Amongst others for coordination purposes, the Vice-Presidents shall meet every time the interests of the Association so require and at least once (1) a year, upon convening of the President and at such time and place as determined in the convening notice.

**45.2** The meeting of the Vice-Presidents can take place via electronic means of communication. Provided that the possibility to participate to the meeting of the Vice-Presidents via electronic means of communication is mentioned in the convening notice, a duly convened meeting of the Vice-Presidents shall be validly held even if all or some of the Vice-Presidents are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the Vice-Presidents to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Executive Secretary shall set up the practical procedures to organise this in practice. In such a case, the Vice-Presidents shall be deemed present.

#### **Article 46. Election and function of the Treasurer**

**46.1** The Managing Board shall elect one (1) Treasurer amongst the members of the Managing Board. The Treasurer shall not be the President or a Vice-President. His/her mandate shall be non-remunerated. His/her term of office is a three (3) years term, twice renewable.

**46.2** Each new Treasurer who is elected by the Managing Board to replace a Treasurer, whose mandate has terminated before the expiry of his/her term, shall only be elected for the remainder of the term of the Treasurer being replaced. The mandate performed by a Treasurer pursuant to this paragraph shall not be taken into account for the computation of the number of terms of office in accordance with paragraph 46.1 of the present Article.

**46.3** The mandate of the Treasurer terminates by expiry of the term of his/her mandate or, as of right and with immediate effect, by expiry of his/her membership of the Managing Board.

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

**46.5** If the mandate of a Treasurer ceases before its term, for whatever reason, the Managing Board must appoint a new Treasurer for the remainder of the term, provided that the Treasurer appointed (i) fulfils the criteria for the Treasurer set out in paragraph 46.1 of the present Article, and (ii) his/her candidature has been proposed within ninety (90) calendar days as from the end of the mandate of the outgoing Treasurer by the Full Members whose Representative is the outgoing Treasurer. Notwithstanding the preceding sentence, if the Full Member whose Representative is the outgoing Treasurer does not propose a candidate within ninety(90) calendar days as from the end of the mandate of the outgoing Treasurer, the Managing Board must freely appoint a new Treasurer for the remainder of the term, provided that the Treasurer appointed fulfils the criteria for the Treasurer set out in paragraph 46.1 of the present Article.

**46.6** In case of termination of the mandate of a Treasurer for whatever reason, the Treasurer shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

#### **Article 47. Powers of the Treasurer**

**47.1** The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Managing Board. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Managing Board. In particular, the Treasurer shall have the following powers:

- a) The support of the financial work of the President;
- b) The calculation of the membership fees;
- c) The collection of the membership fees, contributions for specific activities;
- d) The consultation of the Executive Committee with respect to the preparation of the draft annual accounts and the draft budget;
- e) In cooperation with the Executive Committee, the application of the budget and the reporting on an ongoing basis to the President on his or her management and the nature and amount of sums credited and debited; and

- f) The participation in the preparation of the management report, which consists of the reports of the President, the Vice-Presidents, the Treasurer and the Executive Secretary, and which is presented by the Managing Board to the General Assembly.

## **TITLE XII. EXECUTIVE COMMITTEE**

### **Article 48. Composition**

**48.1** The Executive Committee shall be composed as follows:

- a) The President shall be as of right a member of the Executive Committee;
- b) The Vice-Presidents shall be as of right members of the Executive Committee; and
- c) The Treasurer shall be as of right a member of the Executive Committee.

**48.2** The term of office of the members of the Executive Committee is determined on the basis of their mandates respectively as President, Vice-President or Treasurer.

**48.3** The mandate of the members of the Executive Committee terminates by expiry of their mandates respectively as President, Vice-President or Treasurer.

**48.4** The Executive Committee shall be chaired by the President. If the President is unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the oldest Vice-President (in age) present. If the President and the Vice-Presidents are all unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the Treasurer.

**48.5** The Executive Committee may invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Committee.

**48.6** The Executive Secretary, the ILO's Representative and Synerjob's Representative - provided that none of Synerjob's Representative(s) is a member of the Executive Committee - shall be permanent observers at the Executive Committee, and shall have the right to attend all meetings of the Executive Committee, without voting rights and with the right to be heard. All convening notices to all meetings of the Executive Committee shall simultaneously be notified to the Executive Secretary, the ILO's Representative, and Synerjob's Representative.

**48.9** Notwithstanding the above paragraph 48.6 of the present Article, the President may decide that the Executive Secretary, and/or the ILO's Representative, and/or Synerjob's Representative cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Executive Committee.

### **Article 49. Powers**

**49.1** The Executive Committee shall act as a collegial body (in French: "organe collégial").

**49.2** The Executive Committee shall have the powers specifically granted to it by law or these Statutes. The Executive Committee shall in particular have the following powers:

- a) The taking of initiatives and the proposal of strategies for the development of the Association;
- b) The preparatory work, organization of meetings and follow-up of decisions taken by the General Assembly and the Managing Board;
- c) The support of the planning and the implementation of the regional activities;
- d) The execution of the decisions of the Managing Board and the preparation of decisions to be taken by the Managing Board;
- e) In collaboration with the Executive Secretary, the execution of the decisions of the Managing Board;
- f) The acknowledgement of the resignation of Members as referred in Articles 11.2 and 11.3 of these Statutes;
- g) The supervision of the monitoring and the management of the Association between meetings of the Managing Board;
- h) The participation in the preparation of the management report, which consists of the reports of the President, the Vice-Presidents, the Treasurer and the Executive Secretary, and which is presented by the Managing Board to the General Assembly;
- i) To take on the role of a Committee of Wise Men (Presidents, Vice-Presidents) to analyse, on a case-by-case basis, the situation of excluded members who would like to come back to the Association; and
- j) The making of proposals to the Managing Board to adopt, amend or revoke the Internal and Financial Regulations, if any.

**49.3** At any time, the Executive Committee may delegate specific powers to one or more member(s) of the Executive Committee or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

#### **Article 50. Meetings**

**50.1** The Executive Committee shall meet every time the interests of the Association so require and at least once (1) a year in a State represented by a Full Member, upon convening by the President, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the oldest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to convene the Managing Board, the Managing Board shall be convened by the Treasurer.

#### **Article 51. Proxies**

**51.1** Unless otherwise stipulated in these Statutes, each member of the Executive Committee shall have the right, via regular means of communication, to give a proxy to another member of the Executive Committee, to be represented at a meeting of the Executive Committee. No member of the Executive Committee may hold more than one (1) proxy.

## **Article 52. Convening notices. Agenda**

**52.1** Convening notices for the Executive Committee shall be notified to the members of the Executive Committee by the Executive Secretary via regular means of communication at least twenty-eight (28) calendar days before the meeting of the Executive Committee. The convening notices shall mention the date, time and place of the meeting of the Executive Committee. The agenda shall be attached to the convening notices. The material documents necessary for the discussion shall be sent to the members of the Executive Committee by the Executive Secretary via regular means of communication at least fourteen (14) calendar days before the meeting of the Executive Committee. The agenda of the meetings of the Executive Committee shall be prepared by the Executive Secretary and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer.

**52.2** Each member of the Executive Committee shall have the right to propose one (1) or more additional item to be included on the agenda of the Executive Committee, which shall be notified via regular means of communication to the Executive Secretary at least four (4) calendar days before the meeting. In such a case, the Executive Secretary shall inform the members of the Executive Committee of the additional item(s) on the agenda of the Executive Committee via regular means of communication at least two (2) calendar days before the meeting of the Executive Committee.

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

## **Article 53. Presence quorum. Voting majority. Votes**

**53.1** Unless otherwise stipulated in these Statutes, the Executive Committee shall be validly constituted when at least half of the members of the Executive Committee are present or represented. In any case, the Executive Committee shall always be constituted of at least two (2) members of the Executive Committee present.

**53.2** As a matter of principle, the Executive Committee shall seek to reach decisions by consensus. If a decision cannot be reached by consensus or if it is decided by the person chairing the meeting of the Executive Committee to call a vote, decisions shall be taken according to the voting majority stipulated in paragraph 53.3 of the present Article.

**53.3** Unless otherwise stipulated in these Statutes, decisions of the Executive Committee shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Executive Committee present or represented. Each member of the Executive Committee shall have one (1) vote.

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

**53.5** A duly convened meeting of the Executive Committee shall be validly held even if all or some of the members of the Executive Committee are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Executive Committee to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Executive Committee shall be deemed present.

#### **Article 54. Written procedure**

**54.1** The Executive Committee may take decisions via written procedure (which means regular/registered mail or any means of written communication (including email, application or platform on a website)). The rules provided for under Article 39 of these Statutes shall apply *mutatis mutandis* to the written procedure of the Executive Committee.

#### **Article 55. Register of minutes**

**55.1** Minutes shall be drawn up at each meeting of the Executive Committee. They shall be approved and signed by the chairperson of the concerned meeting of the Executive Committee and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Executive Secretary to the members of the Executive Committee. The register of minutes shall be kept at the registered office of the Association where all members of the Executive Committee may consult it, without, however, displacing it.

### **TITLE XIII. EXECUTIVE SECRETARY**

#### **Article 56. Appointment and function of the Executive Secretary**

**56.1** Upon proposal of Synerjob, the Managing Board shall appoint a natural person, not being a member of the Managing Board, as Executive Secretary. If Synerjob is unable or unwilling to make a proposal, the Managing Board shall freely appoint the Executive Secretary.

**56.2** The mandate of Executive Secretary is open to any natural person cumulatively meeting the following criteria:

- a) Being a senior member of personnel of a member of Synerjob with experience in the field of public employment services;
- b) Having the necessary experience and management skills required for the mandate of Executive Secretary;

- c) Being able to work in English and, at least in one (1) of the other working languages of the Association; and
- d) Exercise his/her function primarily at the registered office of the Association.

**56.3** The mandate of the Executive Secretary will be remunerated. Synerjob or the public employment service, as the case may be, shall cover the cost of the Executive Secretary for the Association, the infrastructure and operating costs of the Executive Secretariat and shall be responsible for providing management support and improving the skills of the Executive Secretary.

**56.4** The Executive Secretary's mandate may be of a definite or indefinite duration. The terms and conditions of his/her office shall be determined by the Managing Board.

**56.5** The mandate of the Executive Secretary terminates as of right and with immediate effect, by death or incapacity.

**56.6** Unless otherwise agreed, the Managing Board may dismiss the Executive Secretary at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**56.7** The Executive Secretary is free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the President, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Executive Secretary for whatever reason, except the cases of automatic termination of the mandate of the Executive Secretary or dismissal, the Executive Secretary shall continue performing the duties of his/her office until the Managing Board has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**56.8** In case of the end of the mandate of the Executive Secretary for whatever reason, the Executive Secretary shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**56.9** The Executive Secretary shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Executive Secretary.

**56.10** Notwithstanding the above paragraph 56.9 of the present Article, the President may decide that the Executive Secretary cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Managing Board.

## **Article 57. Powers of the Executive Secretary**

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

- a) The support of the work of the President, the Vice-Presidents, the Executive Committee and the Treasurer;
- b) The preparation and supervision of the implementation of the activities and programmes decided;
- c) The organisation of support activities for the Association's actions and the regular reporting to the President and the Vice-Presidents;
- d) The publication of information;
- e) The management of the Association's website;
- f) The organisation and ensuring of communication with the Members;
- g) The management of, delegation of tasks to and overseeing of the Executive Secretariat, which shall report on an on-going basis to the President;
- h) The hiring and the dismissal of the employees of the Executive Secretariat of the Association;
- i) The daily management of the Association, within the approved budget;
- j) In cooperation with the President, the Vice-Presidents and the Treasurer, the recruitment of new Members;
- k) The decision-making on the suspension of the membership rights of Members who have not paid their membership fees in accordance with 12.7 of these Statutes;
- l) The sending of reminders for the payment of membership fees by the Members;
- m) The preparation of the agenda of the meetings of the General Assembly, the Managing Board and the Executive Committee;
- n) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly, the Managing Board and the Executive Committee;
- o) The submitting of the applications for admissions of Members to the President
- p) The submitting of the written notices of resignation of Members to the President;
- q) The execution of the decisions of the Managing Board;
- r) The sending of the convening notices of the General Assembly, the Managing Board and the Executive Committee;
- s) The supervision of the financial affairs of the Association, under the supervision of the Treasurer;
- t) The preparation and keeping of the register of Members;
- u) To ensure, jointly with the Executive Secretary, the public relations of the Association, in particular with regard the communication with third parties;
- v) The participation in the preparation of the management report, which consists of the reports of the President, the Vice-Presidents, the Executive Committee, the Treasurer and the Executive Secretary, and which is presented by the Managing Board to the General Assembly.

**57.2** The Executive Secretary shall always act under the responsibility of the Managing Board and within the approved budget. The Executive Secretary shall report periodically to the Managing Board on his/her/its actions and activities, and/or at the request of the Managing Board.

## **Article 58. The Executive Secretariat**

**58.1** The Executive Secretary shall be assisted by the Executive Secretariat for the organisation, administrative coordination and practical elaboration of its tasks. The Executive Secretariat shall be located in Belgium.

**58.2** The Executive Secretariat consists of at least the Executive Secretary, consultants seconded from Members and one or more administrative employees. As far as possible, the staff of the Executive Secretariat should be as balanced and as representative as possible of the geographical and linguistic diversity of the membership of the Association.

## **TITLE XIV. THE WORKING GROUP(S)**

### **Article 59. Working Group(s)**

**59.1** The General Assembly and the Managing Board may each establish, dissolve and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the General Assembly or the Managing Board on specific issues. The Managing Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s) established by itself or by the General Assembly.

**59.2** The Working Group(s) shall not represent the Association vis-à-vis third parties.

**59.3** The Working Group(s) shall always act under the responsibility of the body which has/have established it/them and shall report periodically to General Assembly on its/their activities, and/or at the request of the General Assembly.

**59.4** The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

## **TITLE XV. THE REGIONAL GROUPINGS**

### **Article 60. Creation of Regional Groupings**

**60.1** Full Members from a homogeneous geographical region which may or may not correspond to a Region may set up one (1) Regional Grouping, with its own regional secretariat, in accordance with the guidelines and minimum requirements determined by the General Assembly and indicated in the Internal and Financial Regulations. Upon request of the Full Members from a homogeneous geographical region which may or may not correspond to a Region, the General Assembly shall resolve to grant and revoke the status of Regional Grouping and to delegate tasks to one or more Regional Groupings.

**60.2** The Regional Grouping may carry out exchange and research activities of interest to Full Members concerned. The orientations of future activities of Regional Groupings shall be approved by the General Assembly. Regional Groupings shall bear the cost of their activities.

**60.3** The Regional Grouping are not part of the Association and do not represent the Association.

## **TITLE XVI. LIABILITY**

### **Article 61. Liability**

**61.1** The members of the Managing Board, the President, the Vice-Presidents, the Treasurer, and the Executive Secretary are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

**61.2** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

## **TITLE XVII. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **Article 62. External representation of the Association**

**62.1** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by:

- a) The President and one (1) member of the Managing Board, acting jointly; or
- b) Two (2) members of the Managing Board, acting jointly; or
- c) The Executive Secretary and one (1) member of the Managing Board, acting jointly.

**62.2** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Executive Secretary and one (1) member of the Managing Board, acting jointly.

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

**62.4** In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Managing Board.

## **TITLE XVIII. INTERNAL AND FINANCIAL REGULATIONS AND PROCEDURES**

### **Article 63. Internal and Financial Regulations and procedures**

**63.1** To detail and complete the provisions of these Statutes, the Managing Board may adopt, amend and/or revoke internal and financial regulations.

**63.2** On the date of the last amendments to these Statutes, the last version of the internal and financial regulations, named the “Internal and Financial Regulations”, has been adopted on June 24, 2019.

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

**TITLE XIX. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

**Article 64. Financial year**

**64.1** The financial year of the Association shall run from 1 January to 31 December.

**Article 65. Annual Accounts. Budget**

**65.1** The Managing Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year, upon proposal of the Executive Committee in consultation of the Treasurer. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

**65.2** According to the companies and associations Code, under Belgian law, each year, within six (6) months following the end of the financial year, the Managing Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

**65.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least fourteen (14) calendar days before the Ordinary General Assembly.

**Article 66. Auditing of the annual accounts**

**66.1** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise*”, for a three (3) years term. The statutory auditor, if appointed, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

**66.2** If the Association is not required by law to appoint a statutory auditor, the General Assembly may appoint two internal auditors for a three (3) years term, twice renewable. Each internal auditor must be a Representative of the Association, without necessarily having to be a member of the Managing Board. The internal auditors, shall jointly draw up an administrative and financial audit report of the Association.

**66.3** The statutory auditor or the internal auditors, as the case may be, are accountable solely to the General Assembly and must report to the latter on the sound administrative and financial management of the Association.

**66.4** The statutory auditor or the auditors, as the case may be, must have access to all Association' documents and to all people working officially for the Association.

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

### **Article 67. Amendments to these Statutes**

**67.1** The General Assembly can validly decide on amendments to these Statutes only if (i) at least half of the Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**67.2** If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 28 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraph 67.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons present.

**67.3** By derogation to paragraph 67.1 of the present Article, the Managing Board can also validly decide on amendments to Article 63.2 of these Statutes.

**67.4** The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document which shall be sent to the Members and the members of the Managing Board by the Executive Secretary via regular means of communication at least twenty-eight (28) calendar days before the meeting of the General Assembly.

**67.5** The date on which the amendments to these Statutes shall enter into force shall be determined in the Internal and Financial Regulations, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.

**67.6** Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE XXI. DISSOLUTION. LIQUIDATION**

### **Article 68. Dissolution. Liquidation**

**68.1** The Managing Board shall propose to the General Assembly to dissolve the Association. Any proposition to dissolve the Association shall be supported by two-thirds (2/3) of the members of the Managing Board. The General Assembly can validly decide on the dissolution of the Association only if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decision

obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**68.2** If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 28 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraph 68.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.

**68.3** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda which shall be sent to the Members and the members of the Managing Board by the Executive Secretary via regular means of communication at least twenty-eight (28) calendar days before the meeting of the General Assembly.

**68.4** Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Managing Board shall be deemed to be jointly in charge of the Association's liquidation.

**68.5** The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Statutes.

## **TITLE XXII. MISCELLANEOUS**

### **Article 69. Notifications**

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

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

## **Article 70. Computation of time**

**70.1** For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- a) “Month(s)” mean(s) (a) calendar month(s); and
- b) “Calendar day(s)” mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

## **Article 71. Abstentions**

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

## **Article 72. Secret ballot**

**72.1** For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Full Members, the members of the Managing Board, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Executive Secretary and the staff of the Association.

## **Article 73. Varia**

**73.1** Anything that is not provided for in these Statutes or the Internal and Financial Regulations, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019, under Belgian law. In the event there is a conflict between these Statutes and the Internal and Financial Regulations, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

**73.2** Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Managing Board to do so. Members shall have no claim on the Association’s assets.

**73.3** For the performance of their duties, members of the Managing Board may elect domicile at the registered office of the Association.

**73.4** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in English, French and Spanish, but only the French version shall be the official text.

#### **Article 74. Glossary**

**74.1.** The term “*intuit personae*” shall be understood as “by virtue of the personality of the other party.

**74.2.** The term “universality” (in French: “*universalité*”) shall be understood as a set of properties (i.e. assets and liabilities) considered as forming a whole subject to different rules than those which would apply individually to the items which composes it.



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