

## **European Covenant on Demographic Change**

International non-profit association  
(the "**Association**")

### **Preamble**

Eurostat predicts that while the total number of inhabitants in the EU will continue to increase slightly to 517 million by 2060, the age profile of the population in most regions in Europe will change dramatically. The population of working age will decrease from 67% in 2010 to 56%, the number of people aged 65 and over will almost double from 17% to 30% and the number of 80 and over will increase from 5 to 12%.

This unprecedented demographic change has been identified as a major challenge for employment, social policies and the economy in Europe. Given the conditions prevailing since the beginning of the crisis in 2008, these demographic changes could result in unsustainable pressure for all generations in the decades to come if nothing is done to allow everyone to age in better health and to continue to actively contribute to society as workers, consumers, volunteers and active citizens for much longer than it is the case today. Action is needed at all levels to review the way our society is organized and create a fair and sustainable society for all ages.

An approach is beginning to gain visibility at the European level, inspired by the World Health Organization (WHO), which considers that the physical and social environments have a decisive impact on the ability of everyone to remain healthy, independent and autonomous long into old age. This approach was promoted in the framework of the 2012 European Year on Active ageing and Solidarity between Generations and the European Innovation Partnership on Active and Healthy Aging in good health. This approach is now supported by many stakeholders that were involved in the AFE-INNOVNET project funded by under the ICT Policy Support Programme (ICT PSP) of the European Union, which aimed to create a sustainable structure connecting all stakeholders: different levels of government, including local and regional authorities, civil society organisations, universities and research centres and businesses.

Sharing the vision outlined in the 2013 Dublin Declaration on Age-Friendly Cities and Communities, the founding members have agreed to establish an international non-for-profit association under the Belgian Law to support their joint efforts toward an age-friendly Europe.

## **ARTICLES OF ASSOCIATION**

### **CHAPTER 1: NAME, LEGAL FORM, REGISTERED OFFICE AND TERM**

#### **Article 1: Name**

- 1.1. The Association is named the "**European Covenant on Demographic Change**".
- 1.2. It is hereinafter referred to as the "**Association**".
- 1.3. The Association's name must always be preceded or followed by "*association internationale sans but lucratif*" or, in short, "AISBL".

#### **Article 2: Legal form**

The Association is an international non-profit association. It is governed by the provisions of Title III of the Law of 27 June 1921 on international non-profit associations, foundations and organisations, as amended from time to time and hereafter referred to as the Belgian "**Law of 27 June 1921**"

#### **Article 3: Registered office**

- 3.1. The registered office of the Association is located at AGE Platform Europe, 111 rue Froissart, 1040 Brussels, Belgium, in the judicial district of Brussels.
- 3.2. It may be transferred to any other place in Belgium, in accordance with the law governing the use of languages, by a decision taken at the simple majority of the members of the Board of Directors to be published in the Annexes to the Belgian State Gazette. In case the registered office of the Association is transferred to the Dutch speaking part of Belgium, these articles of association will have to be translated into Dutch, which requires a decision of the General Assembly.

#### **Article 4: Term**

- 4.1. The Association has been set up for an unlimited term.
- 4.2. The Association shall acquire the legal personality from the date of adoption of the Royal Decree issued in accordance with Article 50 of the Law of 27 June 1921.

4.3. The Association may be dissolved at any time in accordance with the Law of 27 June 1921 and these articles of association.

## **CHAPTER 2: PURPOSE**

### **Article 5: Purpose**

5.1. The Association shall pursue educational, scientific and philanthropic ends. Its main objective is to help the European Union to better respond to demographic change by allowing local, regional and national authorities and other stakeholders - who wish to work together to promote innovative solutions to adapt the living and working environments to the needs of the ageing population in Europe - to improve life expectancy in good health, create an inclusive society for all ages, and create new synergies between interested stakeholders and governance levels.

5.2. The Association aims in particular to:

- enable cities and regions in Europe to commit to develop, implement and monitor measures reflecting the principles underlying the "Age-Friendly Cities and Communities" programme of the World Health Organization as an answer to the demographic challenges they face;
- promote networking among its members; and
- build synergies with existing initiatives such as the WHO Global Network of Age-Friendly Cities and Communities, the WHO European Healthy Cities Network, the 2013 Dublin Declaration on age-friendly Cities and the European Innovation Partnership on Active and Healthy Ageing.

5.3. The Association is composed of local, regional or national public authorities, civil society organisations, research centres, universities, companies and other stakeholders.

In this context, the Association aims to:

- Create a European network of public authorities and other stakeholders, supporting the same vision of a society for all ages as defined in the "2013 Dublin Declaration on Age-Friendly Cities and Communities in Europe".
- Promote a comprehensive and integrated approach to demographic change through the promotion of active and healthy ageing based on:
  - o the 2013 Dublin Declaration on age-friendly Cities and Communities;
  - o the World Health Organization methodology on age-friendly cities and communities;
  - o the outcomes of the 2012 European Year of Active Ageing and Solidarity between Generations; and
  - o the objectives of the European Innovation Partnership for Active and Healthy Ageing.

- Allow all members to share their experiences and support each other in their research on - and implementation of - innovative responses to demographic change at local, regional, national, European or international level;
- Create synergies between its members' initiatives and the processes and actions of the European Union, the World Health Organization and the Economic Commission for Europe of the United Nations (UN- ECE), to better support local, regional and national initiatives seeking to adapt the living and working environments to the needs of the ageing population;
- Assist in particular local and regional actors to enrich the debates and initiatives taken by national and European decision-makers by contributing their grass-root experience in the field of active and healthy ageing and;
- Foster open exchange between public authorities and civil society organisations at all levels, encouraging appropriate environments and spaces for such exchange.

5.4. The Association may cooperate with other local, regional, national, European and international organisations with common interests.

In addition, the Association maintains all necessary relationships to promote its objectives in particular with the European Union institutions, the WHO and any other institution or organisation which share its objectives.

To this end, the Association is registered on the EU Transparency Register.

5.5. The Association can undertake and execute all activities which are directly or indirectly related to its missions and objectives and can assign the execution of all activities or a part thereof to third parties (whether profit or not for profit making) who strive for similar objective(s).

### **CHAPTER 3: MEMBERS OF THE ASSOCIATION**

#### **Article 6: Members**

##### **6.1. Composition**

6.1.1. The Association is an association of Members formed by legal persons, entities, associations, corporations, individual firms, public authorities at different levels of government, civil society organisations, research centres, universities, businesses and service providers which adhere to the purposes of the Association set out in Article 5 and which have been accepted by the Secretariat in accordance with what is set out below.

6.1.2. The Members must be legally established in the European Union or a country associated with the HORIZON 2020 programme, or be composed of members legally established in the European Union or a country associated with the HORIZON 2020 programme.

6.1.3. The Association is an open network; all interested legal persons, entities, associations, corporations, and individual firms, may apply to join at any time. Applicants may request to enter the category of their choice provided they fulfill the eligibility criteria of the chosen category.

## **6.2. Number of Members**

The number of Members of the Association is unlimited, but there may never be less than three (3) Members.

## **6.3. Categories of Members**

Membership is divided into four (4) categories, i.e. Founding Members, Full Members, Ordinary Members and Associate Members.

### **6.3.1. Founding Members**

The Founding Members are the legal persons, entities, associations, corporations, individual firms, public authorities at different levels of government, civil society organizations, research centres, universities, businesses or service providers that were responsible for creating the Association, as mentioned in the deed of incorporation of the Association.

### **6.3.2. Full Members**

Can be accepted as Full Member any local, regional or national authority and formally established confederation or federation composed of local, regional or national authorities that meets the criteria set out in Articles 6.1.1. and 6.1.2. and is committed to:

- Accept the Dublin Declaration on Age-Friendly Cities and Communities in Europe 2013 as the shared values and principles of action;
- Implement a formal action plan for the promotion of age-friendly environments within two years of accession: In line with WHO Global Network of Age-Friendly Cities and Communities, applicants for Full membership are not required to have achieved age-friendliness at the time of joining the Network. However, they must commit to preparing within two years an action plan based on their own assessment of needs and priorities and to working towards this objective. To join as Full members, public authorities must have the commitment by the political leadership to engage in this process. They are welcome to remain in the Network as Full member for as long as they stay engaged and share their experience with fellow members.
- Share information about its action plan with other Members of the Association; and
- Submit annually a progress report on its action plan to the Secretariat.

Admission criteria for local authorities joining the Association as Full Members are aligned with those of the WHO Global Network of Age-Friendly Cities and Communities and on this basis Full members are eligible to join the WHO Global Network of Age-Friendly Cities and Communities.

By confirming their wish to join the WHO Global Network of Age-Friendly Cities and Communities, local authorities agree that the information they provide to the Secretariat upon accession and their annual progress reports will be automatically shared with the WHO Global Network of Age-Friendly Cities and Communities and published on the WHO Age-Friendly World website with no further administrative procedure.

At this point in time the GNAFCC does not extend to states or nations but age-friendly programmes or networks at regional or national level may join the GNAFCC as an Affiliated Programme.

### 6.3.3. Ordinary Members

Can be accepted as Ordinary Member any local, regional or national authority having decided to be or not a part of a formal or informal group considered as being an Ordinary Member as such and any other non-for-profit entity that meets the criteria set out in Articles 6.1.1. and 6.1.2. and is committed to:

- Accept the Dublin Declaration on Age-Friendly Cities and Communities in Europe 2013 as the shared values and principles of action;
- Support the objectives of the Association; and
- Share information about its activities on age-friendly environments and cooperate with other Members of the Association.

### 6.3.4. Associate Members

Can be accepted as Associate Member any for-profit entity that meets the criteria set out in Articles 6.1.1. and 6.1.2. and is committed to:

- Support the objectives of the Association; and
- Share information about its activities on age-friendly environments and cooperate with other Members of the Association.

## 6.4. Register of Members

A register of Members of the different categories is established and updated from time to time by the Secretariat and kept at the registered office of the Association. This register includes the following information:

- The full name of each Member;
- The Member's address;
- The contact person's details;
- Their date of accession to the Association;
- The membership category to which they belong under Article 6.3.

## **Article 7: Admission of Members**

### **7.1. Request for admission**

7.1.1. A candidate who wants to become a Member of the Association must apply through the application form which is available upon request or published on the website of the Association.

7.1.2. A candidate must furnish, upon request and under clearly defined conditions of confidentiality, sufficient information to verify that the candidate has an involvement or interest in the age-friendly environments.

Request for admission as a Member must be directed in writing to the Secretariat and must contain a statement of commitment to the Articles of Association and the internal rules of the Association, as well as acceptance of financial responsibility of membership for the duration of membership, if any.

### **7.2. Admissibility**

7.2.1. The Secretariat shall scrutinise the admissibility of a candidate for membership on the basis of the request for admission and in the light of the above conditions.

The Secretariat verifies that the candidate has an involvement or interest in the age-friendly environments.

7.2.2. The Secretary General decides on the admission of candidates based on the assessment made by the Secretariat. This decision must afterwards be reported to the Board of Directors and the General Assembly.

The Secretariat reserves the right to refuse an application for membership.

If the Board of Directors or the General Assembly have doubts as to the compliance of a candidate with the membership criteria, additional information may be requested and the request for admission may be reviewed.

The candidate whose admission has been refused (the "Refused Candidate") will be informed about the reasons for such refusal. The Refused Candidate is entitled to apply again, in accordance with article 7.1, if it can reasonably be considered that the Refused Candidate has addressed the reasons for refusal. In the event this second application is still refused by the Secretary General, such refusal shall be, at the Refused Candidate's request, reported to the Board of Directors which shall decide on the admission of the Refused Candidate at the simple majority of the votes.

In the event the Board of Directors decides to refuse the admission of the Refused Candidate, the decision of the Board of Directors may be appealed by the Refused Candidate before the

General Assembly, within ten (10) working days as of the notification of the decision of refusal to the Refused Candidate.

The General Assembly shall re-examine the application and decide upon the appeal at its next first meeting at the simple majority of the votes

The General Assembly acknowledges the updated membership list once a year at its annual meeting.

7.2.3. Notwithstanding the preceding, Members of the following existing networks are automatically entitled to join the Association in the category of their choice provided they fulfill the eligibility criteria:

- The thematic network AFE-INNOVNET;
- The European Innovation Partnership on Active and Healthy aging;
- The WHO Global Network of Age-Friendly Cities and Communities;
- The WHO European Healthy Cities Network; and
- The signatories of the 2013 Dublin Declaration on age-friendly Cities.

## **Article 8: End of membership**

### **8.1. Principles**

8.1.1. The membership of any Member of the Association shall terminate:

- (i) by resignation of the Member;
- (ii) upon exclusion of the Member;
- (iii) upon bankruptcy, voluntary or forced dissolution or liquidation of a Member;
- (iv) in case of gross negligence, misconduct or fraud of a Member;
- (v) upon bankruptcy, voluntary or forced dissolution or liquidation of the Association.

8.1.2. No Member who has resigned, has been excluded or whose membership is ended otherwise, nor its beneficiaries or creditors will have any right to the assets of the Association, nor to the reimbursement of its membership fee, if any.

8.1.3. Such Member will remain liable for all dues for the current financial year, if any. If such Member or its beneficiaries has any debt towards the Association, such debt shall immediately become due and payable.

### **8.2. Resignation of a Member**

At any time, a Member may resign from the Association by notifying the Secretariat in writing. The resignation takes effect immediately.



### **8.3. Exclusion of a Member**

8.3.1. The Board of Directors may decide to exclude, temporarily or permanently, a Member for one of the following reasons only:

- It does not comply with the Articles of Association, objectives or interests of the Association;
- It does not respect the non-profit character of the Association;
- It discredits the Association;
- It does no longer fulfill the conditions required at the time of its admission; or
- It is guilty of gross negligence, misconduct or fraud.

8.3.2. Any member of the Board of Directors can propose the exclusion of a member.

The Member proposed for exclusion will be informed about the reasons for the proposed exclusion and has the right to explain its position to the Board of Directors before the latter takes the decision. The Member proposed for exclusion will be given ten (10) working days' notice of the intention to hold a vote on the proposal.

8.3.3. The exclusion of a Member can only be decided by the Board of Directors, upon recommendation of the Secretary General, at a majority of two-thirds of the votes cast. The decision is effective immediately.

If the Member who is the subject of the proposal to exclude, is also a member of the Board of Directors, the Member may not participate in the vote.

8.3.4. In case the Board of Directors decides to exclude the Member, the decision on the Board of Directors may be appealed by the Member concerned before the General Assembly, within ten (10) working days as of the notification of decision of exclusion to the concerned Member.

The General Assembly shall decide upon the appeal at its next first meeting at a two-thirds majority of the votes cast. The member who is subject to the decision of exclusion does not take part in the vote.

As long as the appeal is pending, all the rights of the Member concerned are suspended.

8.3.5. A temporarily excluded Member shall not be entitled to vote, attend meetings of the Association, or otherwise participate in the activities of the Association during the suspension period.

#### **8.4 Voluntary or forced dissolution or liquidation of a Member (legal person or association)**

The membership of a Member comes automatically to an end by the voluntary or forced dissolution or liquidation of a Member.

#### **8.5 Voluntary or forced dissolution or liquidation of the Association**

The membership of the Member comes automatically to an end by the voluntary or forced dissolution or liquidation of the Association.

### **Article 9: Operational funding and Membership fees**

9.1. Without prejudice to the below, the members are, in principle, not liable for any financial obligations to the Association.

9.2 To finance its work program, the Association shall raise funds in the form of subsidies from the European Union, public authorities or other sources considered as compatible with its non-profit character.

9.3 If necessary, the General Assembly may decide by a two-thirds majority of votes cast to ask Members to contribute to the financing of the Association's activities according to a membership fees scale approved by the General Assembly and incorporated in the annual budget. Failure to pay such membership fees within six (6) months as of the due date shall be automatically subject to interests for late payments.

## **CHAPTER 4: ORGANISATION OF THE ASSOCIATION**

### **Article 10: Bodies of the Association**

The bodies of the Association are:

- (i) the General Assembly;
- (ii) the Board of Directors;
- (iii) the Secretary General;
- (iv) the Secretariat;
- (v) the Treasurer; and
- (vi) the Honorary Committee.

## **CHAPTER 5: GENERAL ASSEMBLY**

### **Article 11: Composition of the General Assembly**

11.1. The General Assembly shall consist of the representatives (natural persons) elected respectively by the Founding Members, the Full Members, the Ordinary Members and the Associate Members in accordance with the following rules:

A. Number of representatives to be nominated by Founding Members:

- One (1) representative per Founding Member.

B. Number of representatives to be elected by the Full Members of each country represented in the Association through the Full Members:

- One (1) representative per country with less than one million inhabitants;
- Two (2) representatives per country with more than a million and less than 5 million inhabitants;
- Three (3) representatives from each country with more than 5 million and less than 10 million inhabitants;
- Four (4) representatives from each country with more than 10 million and less than 25 million inhabitants;
- Five (5) representatives from each country with more than 25 million and less than 50 million inhabitants;
- Six (6) representatives from each country with more than 50 million and less than 75 million inhabitants;
- Seven (7) representatives from each country with more than 75 million inhabitants.

C. Number of representatives to be elected by the Ordinary Members :

Maximum ten (10) representatives elected by each of the following types of Ordinary Members:

- Public authorities having opted for the ordinary membership;
- Local, regional or national authorities having decided to be or not a part of a formal or informal group considered as being an Ordinary Member as such, represented by one of their members;
- Civil society organisations;
- Universities and research centres.

D. The Associate Members have the right to appoint a representative to attend the meetings of the General Assembly as observer to preserve the non-profit character of the Association.

11.2. Without prejudice to the preceding, one Member shall not have more than one representative in the General Assembly.

The term of the mandate of the representatives elected by the Full Members and the Ordinary Members is three (3) years, renewable.

The representatives of the Members at the General Assembly will not be remunerated for the performance of their mandate. They may however be refunded for the reasonable costs incurred in the performance of their mandate, within the limits of the budget.

11.3. The validly composed General Assembly represents all the Members.

## **Article 12: Powers**

The General Assembly is acting as the general decision-making body of the Association. It has all the powers conferred upon it by the Articles of Association or by the law, namely:

- The amendment of the Articles of Association;
- The appointment and revocation of the President. Only Full Members may nominate a candidate for the position of President;
- The appointment and revocation of the Secretary General. Only Full and Ordinary Members may nominate a candidate for the position of Secretary General;
- The approval of the work programme and of the activities of the Association;
- The appointment and revocation of any directors of the Board of Directors;
- Any resolutions regarding any appeal against a decision of exclusion of a Member;
- The approval of the Association's budgets, accounts for the previous year, balance sheets and any report hereof prepared by the Secretariat and submitted by the Board of Directors;
- The determination of the membership fees, if any;
- The granting of discharge to the directors from the responsibilities arising from the execution of their mandate and as the case may be to the auditor(s) and the Secretary General;
- The appointment and revocation of the statutory auditor(s) and the determination of its remuneration;
- The annual ratification of the updated list of members and dismissals decided by the Board of Directors ; and
- The voluntary dissolution of the Association and the devolution of the Association's assets.

## **Article 13: Types of General Assemblies**

### **13.1. Annual General Meeting**

An Annual General Meeting shall be held once per year, before the end of the month of June of each year in order to deliberate and decide, more particularly on the following items:

- (i) acknowledgement and approval of the annual accounts of the Association, the reports of the Board of Directors and of statutory auditor (if any);
- (ii) release to the directors and the statutory auditor (if any);
- (iii) approval of the budget for the next fiscal year.

### **13.2. Extraordinary General Meeting**

Any other meeting of the General Assembly can be held each time the interest of the Association so requires.

### **Article 14: Convocation**

14.1. The General Assembly shall be convened by the Board of Directors, the Secretary General, the statutory auditor or on the request of at least 20% of the Members, upon a convocation specifying the place, date, time of the meeting and the agenda.

14.2. The notice shall be sent to the Members at least thirty (30) calendar days in advance, by ordinary letter, fax, electronic email or any other written means of communication. In urgent cases, this notice may be shorter.

Any Member may dispense the requirement for such notice and, in any event, shall be regarded as having been properly served notice of the meeting if it is validly represented at such meeting.

14.3. If an extraordinary meeting of the General Assembly is convened by Members, they shall submit an agenda to the Secretary General, who shall send the notice convening the General Assembly to all Members, within thirty (30) calendar days of receipt of such draft agenda and evidence of the request being supported by 20% of the Members or the Board of Directors. This request must be in writing and must contain the reasons for convening an extraordinary meeting of the General Assembly.

14.4. The agenda of the meetings of the General Assembly is set by the Board of Directors. At the request of one or more members of the General Assembly, the Board of Directors may add one or more items on the agenda. Any proposal signed by at least one-twentieth of the members of the General Assembly must be put on the agenda.

The final agenda shall be decided upon by the General Assembly as soon as it opens on a two-thirds majority of the votes cast.

## **Article 15: Meetings**

15.1. The General Assembly shall be chaired by the President or, in his/her absence, by a Vice President, failing which by a member of the Board of Directors designated by his/her colleagues.

15.2. The meeting of the General Assembly can be held physically or by conference call or video conference or any other means of telecommunication. In this case, votes are held electronically and decision making follows the same quorum and majority rules as required for any other meeting of the General Assembly.

15.3. Members of the General Assembly who are unable to attend the meeting can either grant a proxy (by letter, fax, electronic email or any other written means of communication) to represent them and vote at this meeting to a Member of the category having appointed them as representatives or cast their vote in advance and in writing (i.e. by letter, fax, electronic email or any other written means of communication) through the Secretariat.

A member of the General Assembly may hold maximum three proxies.

## **Article 16: Decision making process**

### **16.1. Attendance quorum**

16.1.1. Except for any provisions to the contrary mentioned in these Articles of Association or the Law of 27 June 1921, the General Assembly can validly deliberate and decide if at least 50% of the representatives of the Members are present or represented at the meeting.

16.1.2. If such quorum is not met a new meeting will be convened within fifteen (15) days, which will validly deliberate and decide regardless of the number of the representatives of Members present or represented.

16.1.3. No decision can be taken on a matter not included in the agenda.

### **16.2. Majority requirements**

16.2.1. Each representative of the Members is entitled to one vote, except for the representatives of the Associate Members which are not entitled to vote but act as observers.

16.2.2. Resolutions are adopted by the General Assembly by a simple majority of the votes cast, except where the law or the Articles of Association provide for a qualified majority.

The resolutions regarding amendments to the Articles of Association and the dissolution of the Association are validly adopted by the General Assembly by a majority of the two - thirds of the votes cast.

Abstentions are not taken into account. If the votes are equal, the President may cast an additional vote.

16.2.3. The decisions adopted by the General Meeting are binding for all the Members, even for the absent Members or for the Members who voted against, including for the Associate Members.

### **Article 17: Minutes**

17.1. The resolution of all General Assemblies shall be recorded in minutes. Minutes shall be written for each meeting by the Secretariat and signed by the President and Vice-Presidents or by any person chairing the meeting of the General Assembly. Minutes of the meetings can be sent by electronic means to the Members.

17.2. These minutes are kept in a file at the registered office of the Association where all Members shall be able to consult it and make copies. All Members will receive copies of the minutes or copies will be posted if necessary on the Association's website.

## **CHAPTER 6: MANAGEMENT OF THE ASSOCIATION**

### **Article 18: Board of Directors**

#### **18.1. Composition**

18.1.1. The Association is managed by a Board of Directors, composed of at least the following five (5) directors with a maximum of fifteen (15) directors, appointed by the members of the General Assembly in accordance with the following rules:

- i. The President, who is appointed by the General Assembly from among the candidates nominated by the Full Members. For the election of the President voting shall be by secret ballot;
- ii. Two Vice Presidents: one is appointed by the General Assembly from among the candidates nominated by the Full Members and the other one is appointed by the General Assembly from among the candidates nominated by the Ordinary Members;
- iii. The Treasurer, who is appointed by the General Assembly among the candidates nominated by the Full and Ordinary Members; and
- iv. The Secretary General, who is appointed by the General Assembly among the candidates nominated by the Full and Ordinary Members.
- v. A maximum of ten (10) directors appointed by the General Assembly among the candidates nominated by the non-for-profit Founding Members during the first three years as of the

incorporation of the Association. At the expiry of that period, these directors will be appointed by the General Assembly among the candidates nominated by the Full and Ordinary Members.

18.1.2. Directors shall be appointed for a period of three (3) years. They may be re-appointed once. Their mandate may be revoked at all times (*ad nutum*) by the General Assembly by a majority of two - thirds of the votes cast.

18.1.3. In the event that the mandate of one director is vacant, the remaining directors may fill such vacancies temporarily, it being understood that the same right of proposal shall be vested to the categories of Members which had proposed the director for the position that has become vacant. The director who was unanimously elected in replacement of another director whose mandate had ended, continues this mandate until its expiration. The next General Assembly can decide to elect definitely this new director or to appoint a new director.

18.1.4. All actions regarding the appointment, resignation or revocation of a director shall be published in the Annexes to the Belgian State Gazette, in accordance with the law.

18.1.5. The mandate of the directors is not remunerated unless the General Assembly decides otherwise. They may however be refunded for costs incurred in the framework of their mandate within the limit of the budget.

## **18.2 Powers**

18.2.1. The Board of Directors shall have all powers necessary to pursue the objectives of the Association, and to carry out all management actions, with the exception of the powers reserved by law or by these Articles of Association to the General Assembly. The directors seek to act in the general interest of the Association and the Members, and exercise their function collegially.

18.2.2. The Board of Directors executes in particular the following duties:

- (i) Implementation of the decisions of the General Assembly and for any other matter delegated to it by the latter;
- (ii) Debate on topical issues for members;
- (iii) Adoption of positions, pending a meeting of the General Assembly and especially for timing reasons;
- (iii) Preparation of the meetings of the General Assembly with the Secretariat;
- (iv) Preparation of the annual work programme and of the budget; and
- (v) Decision on membership applications, suspensions and dismissals.

18.2.3. The Board of Directors may delegate special powers to (i) the General Secretary, (ii) to any other person who does not need to be director or (iii) a committee, by way of proxy.



### **18.3 Convocation**

18.3.1. Meetings of the Board of Directors may be called by the President or by the Secretary General, or at the request of two (2) directors.

Any director may dispense the requirement for such notice and, in any event, shall be regarded as having been properly served notice of the meeting if he is present or validly represented at such meeting.

18.3.2. The notice shall be sent to the directors at least four (4) weeks in advance, by ordinary letter, fax, electronic email or any other written means of communication. This notice may be shorter in exceptional circumstances to be justified.

### **18.4 Meetings**

18.4.1. The Board of Directors shall meet at least twice a year and prior to the Annual General Assembly, and each time the interest of the Association required so.

18.4.2. All meetings shall be chaired by the President or, failing such, by a Vice-President, or failing this, by such person as shall be designated by the meeting.

18.4.3. The meeting of the Board of Directors can be held physically, by conference call, video conference or any other means of telecommunication. In this case, votes are held electronically and decision making follows the same quorum and majority rules as required for any other meeting of the Board of Directors.

18.4.4. Directors unable to attend a meeting of the Board of Directors can grant a proxy (by letter, fax, electronic email or any other written means of communication) to another director to represent him and vote in its name and stead at this meeting.

Each member of the Board of Directors may hold more than one proxy.

### **18.5 Decision making process**

#### *18.5.1. Quorum*

The Board of Directors can validly deliberate and decide if more than half of the directors are present or represented at the meeting.

#### *18.5.2. Majority requirements*

Each Director has one vote.

The resolutions of the Board of Directors shall be adopted by a simple majority of the vote of the directors. In case of a tie-vote, the President will have a casting vote.

## **18.6. Minutes**

18.6.1. The resolutions of the Board of Directors shall be recorded in minutes. Minutes shall be written for each meeting by the Secretariat and signed by the President and the Secretary General, or one of the Vice-President, and kept in a register at the Secretariat where all Members shall be able to consult it and make copies. They will be posted if necessary on the Association's website.

18.6.2. Minutes of the meetings can be sent by electronic email to the Members following their approval by the Board of Directors.

## **Article 19: President and Vice-Presidents**

19.1. The President and the two (2) Vice-Presidents are appointed by the General Assembly in accordance with the rules provided for in article 18.1.1. of these Articles of Association.

The President and the Vice-Presidents are members of the Board of Directors.

19.2. The President shall chair the meetings of the General Assembly and of the Board of Directors. Should s/he be absent, the meeting will be chaired by the Vice-President elected by the Full members, or if needed the Vice-President elected by the Ordinary members.

19.3. The President validly represents the Association in Courts.

## **Article 20: Secretary General - Daily management**

### **20.1. Appointment Secretary General**

20.1.1. The General Assembly shall appoint one Secretary General in accordance with the rules provided for in article 18.1.1. of these Articles of Association.

20.1.2. The Secretary General is a member of the Board of Directors.

### **20.2. Powers and duties Secretary General**

The Secretary General shall, under the supervision of the Board of Directors, have the following powers and duties to:

- [(i) be in charge with the daily management of the Association;]
- (ii) within the limits of the Association's budget and work programme approved by the General Assembly, hire the necessary staff to ensure the daily management of the Association;
- (iii) supervise the Secretariat and report to the Board of Directors;
- (iv) participate, if possible, in the meetings of all bodies of the Association;

- (v) decide, following the assessment of each applicant made by the Secretariat, on the admission of news Members;
- (vi) act as an intermediary between the Members, the bodies of the Association and the Secretariat;
- (vii) represent the Association vis-à-vis third parties.

#### **Article 21: Secretariat**

21.1. The composition and the organisation of the Secretariat is determined by the Board of Directors.

21.2. Under the supervision of the Secretary General, the Secretariat performs the administrative tasks necessary for the proper implementation of the work programme and provides support to Members when necessary.

#### **Article 22: The Treasurer**

22.1. The General Assembly shall appoint one Treasurer in accordance with the rules provided for in article 18.1.1. of these Articles of Association.

22.2. The Treasurer is a member of the Board of Directors.

22.3. The Treasurer supervises, under the authority of the Board of Directors, the proper conduct of the financial affairs of the Association and the routine administration which is delegated to the Secretary General.

22.4. The Treasurer shall also be responsible for managing and organising the audit of the financial accounts and for presenting the accounts to the Board of Directors.

#### **Article 23: Honorary Committee**

23.1. The Honorary Committee shall be composed of the past Presidents and any other prominent public figure who has granted the Association his or her High Patronage.

23.2. The Honorary Committee shall be chaired by the last Past President.

23.3. The role of the Honorary Committee is to raise the visibility of the Association.

#### **Article 24: Other Committees**

24.1. Other permanent or ad hoc committees may be created by the Board of Directors including for the purposes of internal audit.

24.2. These committees are established on an advisory capacity which cannot preclude the competencies of the General Assembly and of the Board of Directors.

24.3. The Board of Directors determines the composition, functioning and powers of these committees. These committees can be dissolved at any time by the Board of Directors.

#### **Article 25: Representation of the Association**

25.1. The Board of Directors represents as a body the Association in all acts, matters and operations.

25.2. Notwithstanding the general powers of representation of the Board of Directors as a body, the Association shall be validly represented as follows:

(i) in any legal proceedings by the President individually or by the Secretary General specially delegated for this purpose;

(ii) with regard to third parties, either by two directors acting jointly or by the Secretary General.

25.3. Furthermore the Association is validly represented by special delegates within the limits of their delegation.

### **CHAPTER 7: FUNDS - FINANCIAL YEAR - ACCOUNTS AND AUDIT**

#### **Article 26: Funds**

The Association shall be funded by grants, subsidies, membership fees and subscriptions as well as gifts, donations and legacies awarded in support of the general aims of the Association.

#### **Article 27: Financial year**

The financial year of the Association shall begin on the first of January and shall end on December 31 of each year.

#### **Article 28: Accounts and Audit**

The Board of Directors shall submit the accounts of the last financial year and the budget for the following one for the approval of the General Assembly.

If required by law, the accounts of the Association shall be audited by a statutory auditor appointed by the Annual General Assembly for a renewable term of three (3) years.

## **CHAPTER 8: FINAL PROVISIONS**

### **Article 29: Internal Rules**

The Board of Directors shall have the power to make, repeal and amend Internal Rules for any matter concerned with the administration of the affairs of the Association to complement these Articles of Association and to define the rules whereby the Association shall function, provided they are not inconsistent with these Articles of Association.

Such Internal Rules and any repeals or amendments shall have effect until set aside by the Board of Directors.

### **Article 30: Amendments to the Articles of the Association**

30.1. Notwithstanding the provisions of the Law of 27 June 1921, any proposal aiming at modifying the present Articles of Association must come from the Board of Directors or from General Assembly members, representing at least one fifth of the registered voting rights.

30.2. The convocation to the General Assembly which will vote on such a proposal must include the draft text of the proposal. Amendments will only be adopted if they obtained a qualified two-third majority. The General Assembly may only pass valid decisions if more than two-third of the total votes are present, represented or cast in advance. However, if this General Assembly does not include more than two third of the total votes, a new assembly shall be called on the same conditions as above, which shall give a final and valid ruling on the matter in question, regardless of the number of votes present or represented. There shall be at least fifteen (15) days between the two meetings.

30.3. Amendments to the Articles of Association shall only be valid if the formalities foreseen in Title II of the Belgian Law of 27 June 1921 are observed.

### **Article 31: Dissolution**

31.1. The Association may be dissolved by a decision of the General Assembly, adopted with a qualified three-fourth majority of the votes. The Board of Directors shall inform all Members of the Association and convene an Extraordinary General Assembly, to be held either physically or by conference call or video conference, at least three months in advance of the date of the meeting. The General Assembly shall give a ruling on the said proposal.

31.2. The General Assembly may only pass valid decisions if more than two-third of the total votes are present, represented or cast in advance. However, if this General Assembly does not include more than two third of the total votes, a new assembly shall be called on the same

conditions as above, which shall give a final and valid ruling on the matter in question, regardless of the number of votes present or represented. There shall be at least fifteen (15) days between the two meetings.

31.3. If the Association is dissolved, the General Assembly shall appoint a liquidator and determine its powers.

31.4. Upon dissolution of the Association, and after payment of all indebtedness and obligations, the funds, investments and other assets of the Association shall be divided among the Members of the Association in proportion and up to their contribution. Any amounts outstanding shall be transferred to non-profit organisations having similar objectives.

**Article 32: Applicable Belgian Law**

Any matter not specified in these Articles of Association shall be governed by the Law of 27 June 1921 and any clauses contrary to the mandatory provisions of this law shall not be binding. The French original text shall govern.

Brussels, {date of signature by founding members}