

STATUTES

of the

« European Conference of Transport Research Institutes (ECTRI) »

The Association is incorporated under the legal form of an international non-for-profit association governed by the Belgian Code on Companies and Associations of 23 March 2019, as modified and amended by subsequent laws (the "BCCA") and its implementing Royal Decrees.

ARTICLE 1 – NAME, HEAD OFFICE

- 1.1 The name of the association is: "European Conference of Transport Research Institutes", abbreviated as "ECTRI" (the "**Association**").
- 1.2 The Head Office of the Association is established in the Brussels Region. It shall thus be governed by and registered according to the Belgian laws.

The Head Office may be transferred to any other location in Belgium upon a decision of the General Assembly in accordance with Article 11 and published in the *Annexes* to the *Moniteur Belge*.

- 1.3 The Association may have offices in other countries.

ARTICLE 2 – TERM OF THE ASSOCIATION

- 2.1 The Association is established for an indefinite term. It may be dissolved at any time in accordance with the law and these Statutes.

ARTICLE 3 – PURPOSE AND OBJECT

- 3.1 The Association shall pursue the following disinterested purpose (the "**Purpose**"):
 - a. to promote integrated transport and mobility research, science and development in Europe, and facilitate cooperation in the field;
 - b. to create a network of research centres and provide a platform for the development of further research networks.
- 3.2 The Association shall realise its Purpose by carrying out the following activities (the "**Object**"):
 - a. organise Thematic Groups and Task Forces on subjects of particular interest to the Members;
 - b. provide a platform for the exchange of ideas and knowledge and for networking;
 - c. Offer training and other collaborative opportunities in education, mobility and research infrastructures;
 - d. facilitate the participation of Members in European research and development and innovation (R&D&I) projects and provide them with non-financial support;
 - e. participate, on an exceptional and case-by-case basis, in strategic horizontal European projects as partner or coordinator;
 - f. provide independent, evidence-based advice and expertise to European Institutions and other stakeholders;
 - g. develop common positions on key European policies and programmes and respond to European open consultations based on Members' R&D&I priorities;
 - h. assist Members in their relations with the European Institutions;
 - i. represent Members in various fora and initiatives for increasing their visibility and recognition towards European Union' officials and other stakeholders;
 - j. cooperate with other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as with other regional and/or international initiatives

- and/or organisations;
- k. compile and disseminate information on funding opportunities, policy developments and events to Members;
- l. assure wide and effective dissemination of Members' scientific knowledge and research results;
- m. support major International Conferences for maximizing research results' awareness, utilization and impact to the society;
- n. own the European Transport Research Review and provide incentives to Members for supporting their publications;
- o. make available to the Members, for their occasional use, a centrally located facility in Brussels and basic secretariat services.

3.3 The Members of the Association may in accordance with these Statutes and the law inform other entities or organisations in their country on the Association's past and planned actions.

3.4 The Association may undertake any other activity or action that are directly or indirectly related to the Object of the Association as set out in Article 3.2. of these Statutes or useful to the realisation of its Purpose, including the exercise of commercial and profit-making activities on an ancillary, isolated or exceptional basis, which proceeds shall be allocated to its Purpose and in accordance with its Object.

3.5 The Association may not take up any loan nor may it grant a loan or give any kind of guarantees in favour of its Members, employees or in favour of any other third party. The Association may however acquire all property, whether real or movable, enter into all contractual undertakings, accept donations, sell its property and transfer the same in accordance with legal provisions, these Statutes and all amendments thereto, insofar as they are necessary or useful to the achievement of its Purpose.

ARTICLE 4 – MEMBERS OF THE ASSOCIATION

4.1 The Association has one (1) sole category of members hereinafter altogether referred to as the "**Members**" or in singular as to the "**Member**".

Membership in the Association is open to any research establishment or entity with head office in Europe and full legal personality as established in the respective European country provided that such establishment or entity (i) is tasked with activities of public interest in the field of transport and mobility research, and (ii) conducts considerable research activities in transport and mobility, and (iii) is well recognized in its field in its country. There shall be no legal right or title for any organisation or entity to be admitted as a Member.

4.2 Membership is established by a written request for membership sent either by post or e-mail and a decision of admittance adopted by the General Assembly in accordance with Article 11 of these Statutes. The General Assembly will resolve upon admittance within six (6) months of the application. The President will inform the applicant in writing either by post or e-mail about admittance or refusal.

4.3 Before a decision of admittance or refusal is formally taken by the General Assembly, a dialogue process is established between the applicant and at least three (3) Members, appointed by the Board upon application including one (1) Member from the applicant's country, if already represented, in order to check the applicant's added-value for the Association.

Depending of the outcomes of the dialogue, the admittance or refusal of this applicant as Member, is proposed to the Board and then by the Board for approval to the General Assembly.

- 4.4 If the decision of admittance of a new Member is taken in the first half of a calendar year, the membership starts on 1st of July of that same calendar year. If the decision of admittance is taken in the second half of a calendar year, the membership starts on 1st of January of the following calendar year.

ARTICLE 5 – END OF MEMBERSHIP

- 5.1 The membership ends:
- a. in case of dissolution or bankruptcy of a Member or any similar situation resulting in the cessation of a Member's existence and activity;
 - b. in case of termination by a Member as set forth in this Article 5.2.;
 - c. in case of termination by the Association as set forth in this Article 5.3.
- 5.2 A Member can terminate its membership per the end of a calendar year by giving written notice to the Board of the Association not later than three (3) months before the end of such calendar year.
- 5.3 The Association may terminate a membership by sending a registered letter (joint notice from the President and one (1) other Board member) to the Member either
- a. if a Member has not paid its membership fee for the preceding year, or
 - b. for any other substantial reason, upon resolution by the General Assembly in accordance with Article 11 of these Statutes.
- 5.4 If membership ends in the course of a financial year, the annual membership fee shall remain due for the full year. The Member which membership is ended shall not be entitled to claim any of the Association's assets or any reimbursement of their membership fees, cash contributions or contributions in kind or any compensation.

ARTICLE 6 – RIGHTS AND OBLIGATIONS OF THE MEMBERS

- 6.1 Members shall have the following rights:
- a. to attend, speak and vote at the General Assembly;
 - b. to propose candidates for a Board position;
 - c. to participate in the activities of the Association, either by its Member Representative(s) or by experts appointed by such Member; in case of an activity which includes a representation of the Association towards third parties on expert or policy matters, e.g. external expert groups or events, the participation requires prior endorsement by the competent body of the Association;
 - d. to propose internal and external activities of the Association for decision by the competent bodies of the Association;
 - e. to offer hosting of activities of the Association, such as meetings or events, e.g. the General Assembly or the biennial Young Researcher Seminar;
 - f. to solicit the (non-financial) support from the Association to European project proposal(s) in which they are involved or to conferences they are organizing;
 - g. to ask that relevant information is disseminated to the other Members and on the Association's media;
 - h. to obtain any information about the business of the Association and to look at any business documents, accounts, or archives;

- i. to provide personnel to support the Secretariat;
- j. any other rights granted to them under these Statutes and the law.

6.2 Members are obliged:

- a. to comply with these Statutes, the Internal Regulations and the resolutions of the Association;
- b. to pay an annual membership fee, as determined by the General Assembly, which shall be due not later than 31st March of each calendar year and to self-report in a fair and transparent manner on membership fee calculation criteria set out in Article 7.3 of these Statutes upon request of the Association;
- c. to regularly inform the other Members on the kind of their research activities in the field of transport and to the extent as published or publicly available, to inform on the general research results and any patents or other intellectual property rights obtained from such research;
- d. to actively participate in the activities of the Association, as the case may be, through in-kind contributions pertinent to the means and capacities of the Member;
- e. to fulfil any other obligations imposed to them under these Statutes and the law.

ARTICLE 7 – FINANCES OF THE ASSOCIATION

7.1 The Association is a non-profit organisation.

7.2 The Association shall be financed by:

- a. membership fees;
- b. full cost reimbursements from Members and third parties for expenditures made by the Association within the scope of its activities, including its activities in connection with publications or actual organisation of seminars or other events organised by the Association;
- c. financial resources derived from economic and profit-making activities exercised on an ancillary, isolated or exceptional basis in compliance with Article 3.4. of these Statutes;
- d. any other legally allowed income that might be paid or granted to the Association either from its Members or third parties.

7.3 The membership fee structure of the Association and the resulting calculation of the applicable annual membership fee is based on (i) the volume of activities measured by the number of employees related to transport research of the relevant Member and (ii) on the income level per capita in the Member's country.

The relevant full membership fee is due from all Members on an annual basis. If a new membership starts on 1st of July of a current calendar year, as set out in Article 4.4 of these Statutes, by way of exception, only half (1/2) of the annual membership fees shall be due.

7.4 The amount of the annual membership fee and, if deviating from the general provision of Article 6.2.b. of these Statutes, the due dates of payment or contribution will be proposed within the framework of the annual budget to be submitted by the Board and determined by General Assembly in accordance with Article 11. The obligation of the Members to carry out their commitments shall, where necessary, be subject to the approval of respective funds by the competent budget authorities.

ARTICLE 8 – REPRESENTATION OF MEMBERS' INTERESTS

- 8.1** Within the scope of its Purpose and Object, the Association may represent its Members towards international or national organisations, whether governmental or non-governmental, in order to promote its Members' interests, on the understanding that no obligation or liability whatsoever for one or more Member(s) may be incurred without the prior written approval from such Member(s).

ARTICLE 9 – ORGANISATION OF THE ASSOCIATION

- 9.1** The governing bodies of the Association are the following:
- a. the General Assembly (cf. Articles 10 and 11);
 - b. the Board (cf. Articles 12 through 16);
 - c. the Secretary General (cf. Article 17), where applicable, in accordance with Article 20.2 of these Statutes.
- 9.2** The General Assembly may establish Thematic Groups and Task Forces (cf. Article 18).
- 9.3** The General Assembly and the Board are assisted by a Secretariat composed of a Secretary General and staff (cf. Articles 17 and 19).

ARTICLE 10 – GENERAL ASSEMBLY

- 10.1.** The General Assembly is the highest organ of the Association and shall have full powers to ensure the achievement of the Purpose and the Object of the Association, with the exception of the powers reserved to the Board or another body of the Association, either by these Statutes or by the law.

The General Assembly shall have in particular the following powers:

- a. to admit new Members and to terminate membership by the Association, if Article 5.3 of these Statutes requires a resolution by the General Assembly;
- b. to approve the Association's annual accounts and, as the case may be, the Board report;
- c. to discharge the Board members;
- d. to approve the Association's annual budget or any amendments thereto;
- e. if applicable, to acknowledge the auditor(s) report on the annual accounts and to discharge the auditor(s);
- f. to fix the annual membership fee to be paid by the Members;
- g. to amend these Statutes;
- h. to change the Association's Head Office;
- i. to adopt and amend any Internal Regulations of the Association;
- j. to dissolve and liquidate the Association;
- k. to elect the Association's President, Vice-President, Treasurer as well as the other members of the Association's Board and, to determine the conditions, as the case may be the financial conditions, under which the mandate of Board members is conferred, exercised and terminated;
- l. to revoke the President, the Vice-President and the Treasurer and any other member of the Board;
- m. if applicable, to appoint and remove the auditor(s) and to determine their remuneration upon proposal of the Board;
- n. to establish any Thematic Groups or Task Forces and approve as the case may be, their renewal upon Board recommendation;
- o. to decide on employment and payment of a Secretary General and Secretariat staff for the Association within the adoption of the annual budget or any amendment thereto;

- p. to have the residual powers and to decide on any other matter or activity serving the Purpose of the Association which has not been explicitly conferred to another body of the Association;
- q. to decide on any other matter as defined by these Statutes or by law.

10.2 Each Member shall appoint one (1) natural person to act as its representative at the General Assembly (the "**Member Representative**"). A Member Representative may be accompanied in the meeting of the General Assembly by one (1) or more advisers. Members may be represented at a meeting by the Member Representative of another Member by means of a proxy given in writing, by e-mail or any other electronic means. Each Member Representative of a Member can represent only one (1) other Member.

As an exception to the previous paragraph, a Member Representative or a third party may act on behalf of an unlimited number of Members by virtue of a written proxy, if the Belgian law requires that the decisions of the General Assembly must be certified by a notarial deed.

10.3. The General Assembly shall be convened by the President with a notice period of not less than four (4) weeks. It shall be convened whenever the President, Vice-President, Treasurer or when four (4) Members so require, but at least once every half (1/2) calendar year.

The convening notice must indicate date, time and place of the meeting and be accompanied by a draft agenda proposed by the Board. It shall also indicate whether the meeting will be held physically or semi-virtually as decided by the Board. In case of a semi-virtual meeting, the convening notice shall contain a clear and detailed description of the procedures relating to the remote participation in accordance with the BCCA.

10.4 Any Member may through its Member Representative propose agenda items which, in the case of a proposed resolution by the General Assembly, shall be communicated to the President not later than six (6) weeks in advance to the General Assembly meeting and forwarded in copy to all Members with the convening notice, or which, in the case of a discussion item, shall be communicated to the President and the Members not later than ten (10) days in advance to the General Assembly meeting .

10.5 The General Assembly meeting held in the first half of a calendar year shall decide on the Association's annual accounts, the discharge of the Board members regarding the previous financial year and the membership fees of the forthcoming financial year.

10.6 Unless otherwise provided in these Statutes or by the law, Members, Board members, the Secretary General and guests can attend any semi-virtual meeting of the General Assembly, either (i) physically or (ii) via conference call, video conference, web-conference or by any other electronic means of communications made available by the Association and which offers the possibility for the Association to check the identity of the Member Representatives, Board members, the Secretary General and guests participating in the meeting.

10.7 The meetings of the General Assembly shall be chaired by the Association's President. In the President's absence, the meeting shall be chaired by the Vice-President and in the Vice-President's absence the General Assembly will appoint a chair of the meeting.

10.8 The meetings of the General Assembly and its resolutions shall be minuted by the Secretary General. In the Secretary General's absence, the General Assembly shall elect from among its attendees the person who shall minute the meeting. The minutes shall be kept at the Head Office

of the Association where each Member may consult them.

ARTICLE 11 – VOTING RULES OF THE ASSEMBLY OF MEMBERS

- 11.1** Each Member has one (1) vote.
- 11.2** A quorum of the General Assembly shall be constituted when one half (1/2) of the Members are present via their Member Representative or represented by proxy.
- 11.3** Resolutions of the General Assembly shall be adopted by a simple majority (more than fifty percent (50%)) of the votes of the Members present or represented, unless these Statutes or the law require otherwise.
- 11.4** Any change in the Association's Purpose, such as e.g. to include the conduct of transport research activities by the Association on its own account, whether such activity be conducted generally or on a case-by-case basis as well as any resolution of the General Assembly related to decision items set out in Article 10.1, paragraph 2, a) to j) of these Statutes, require a two-thirds (2/3) majority of the votes of the Members present or represented.
- 11.5** The applicable majority is established before the vote depending on the proposed resolutions in accordance with this Articles 11.3 and 11.4. For a resolution to be voted, the required majority of votes has to be reached. Blank ballots and/or abstentions are counted as votes against. Invalid votes do not count for the calculation of the majority.
- 11.6** When more than two (2) candidates are running for a single position for the Board election as set out in Article 12.1. of these Statutes the following rule will apply:
- If the simple majority is not reached by one (1) candidate after the first round of voting, the two (2) candidates having gathered the two (2) highest number of votes will run for a second round of voting. In case both candidates receive the same number of votes, a third round of voting will be organised after the two (2) candidates have expressed on the three (3) priorities that are – in their opinion – the most important for the Association. In case of a new tied vote, the current President shall have the casting vote.
- 11.7** Voting can be done by roll-call in alphabetic order, by show of hand, by secret ballot or by electronic means in real time. At least five percent (5%) of the Members present or represented at the General Assembly meeting may request secret balloting. Voting by secret ballot usually takes place for the election of the Board and on other personal matters, except if decided otherwise by the General Assembly unanimously.
- 11.8** Unless the decision of the General Assembly results in an amendment of these Statutes, the General Assembly may, in urgent or exceptional matters, as may be decided by the Board, adopt resolutions also unanimously in writing, by written letter, e-mail or any other electronic means.

ARTICLE 12 – BOARD

- 12.1** The Board shall consist of minimum five (5) and maximum seven (7) Board members, who are natural persons, including the President of the Association, its Vice-President and Treasurer. All Board members shall be elected and appointed by the General Assembly for a period of two (2) years from lists of candidates of Member Representatives who may be nominated by any of the Members. As an exception to the foregoing, in exceptional and duly justified circumstances

a Member can nominate a representative other than its Member Representative on the list of candidates for a Board position.

Re-election for the same position (e.g. President, Vice-President or common Board member) is only possible for one (1) additional term of two (2) years. The Treasurer may be re-elected for more than one (1) additional terms. Any former Board member elected twice may be re-elected for another term within the Board but to a different position than the one previously held.

Subject to the applicable voting rules set out in Articles 11 of these Statutes, the voting session of the Board election shall be chaired by the President according to the following scheme:

- a. Written and oral report of the Secretary General on valid nominations
- b. Vote for the President by secret ballot
- c. Vote for the Treasurer by secret ballot
- d. Vote for the Vice-President by secret ballot
- e. Up to four (4) votes for the common Board members (up to four (4) positions in total) by secret ballot.

Revocation of appointment and voluntary retirement of Board members is possible at any time.

12.2 A Board member shall cease to be member of the Board:

- a. upon the member's death or loss of legal capacity;
- b. upon the member's voluntary retirement;
- c. upon revocation of appointment as a Member Representative;
- d. because the membership of the Member represented by the Board member terminates;
- e. upon revocation by the General Assembly;
- f. by expiration of the Board members' term of office.

In case of vacancy not due to a regular expiration of the term of office, the successor of a Board member will be elected by the General Assembly not later than within a period of three (3) months from the cessation of Board membership. Such vote may also be conducted in writing, as set out in Article 11.8 of these Statutes. The successor of a Board member shall be elected for the remaining term. This remaining term shall not be counted with regard to the re-election provisions mentioned above.

12.3 The Board shall act as a collegial body and is vested with the exclusive powers explicitly conferred to it by these Statutes or by the law. The Board shall manage and administer the activities and conduct the affairs of the Association in accordance with the applicable laws, these Statutes and the decisions of the General Assembly.

The Board has the following tasks:

- a. implementation of the decisions of the General Assembly;
- b. preparation of the annual budget for each year and any amendment thereto during the course of the year to be submitted to the General Assembly for adoption;
- c. administration of the Association's finances and timely preparation of the annual accounts (financial statement) and of the Board report (if applicable) as a main responsibility of the Treasurer who shall be assisted in this task by the other Board members and the Secretary General;
- d. adoption and proposal of the Association's annual accounts (financial statement) and of the Board report (if applicable) for approval by the General Assembly;
- e. if applicable, proposal of statutory auditor(s) to the General Assembly;
- f. assessment of the relevance of bottom-up Thematic Group proposal before submission to

the General Assembly, monitoring of and reporting on the work of the Thematic Groups and appointment of the Thematic Group and Task-Force leadership teams;

- g. appointment and dismissal of the Secretary General;
- h. identification of the expert groups in which the Association shall have representatives, organisation of their appointment and endorsement of the Association's representatives to those groups;
- i. assessment of the participation criteria and approval of the participation of the Association as partner or coordinator in European projects, as well as approval of the list of Members to be involved as third parties in such projects (if applicable).

12.4. The Board may be assisted by the Secretary General and/or the Secretariat staff as set forth in Articles 17 and 19 and in accordance with these Statutes and the Association's Internal Regulations.

ARTICLE 13 – MEETINGS OF THE BOARD

13.1 The convocation of Board meetings must be addressed by the President to the Board members by letter, e-mail or any other electronic means at least fifteen (15) calendar days before the meeting, except if all Board members have agreed on a shorter time limit as well as on date and place of the meeting. The notice of convocation shall include the draft agenda along with all necessary documents.

13.2 The Board shall meet personally whenever the President or two (2) Board members so require(s).

Subject to the previous paragraph, Board meetings may be held with or, to the extent legally permitted, without physical location designated as place of the meeting. Board members, the Secretary General, the staff or guests may participate in the meeting either in person or by conference call, video conference, web-conference or by any other electronic communication means made available by the Association and which offers the possibility for the Association to check the identity of the participants. Such electronic means of communication must enable the participants (i) to directly, simultaneously and uninterruptedly follow the discussions during the meeting, (ii) to speak to each other and (iii) as far as the Board members are concerned to participate in the deliberation, to ask questions and to cast definitively their vote on all the agenda items. With regard to compliance with the quorum and majority requirement rules, any Board member, participating by such means shall be deemed present at such meeting.

13.3 The meetings of the Board and its resolutions shall be minuted by the Secretary General. In the Secretary General's absence, the Board shall elect from among its attendees the person who shall minute the meeting. The minutes shall be kept at the Head Office of the Association where each Member may consult them.

ARTICLE 14 – DECISIONS BY THE BOARD

14.1 Each Board member has one (1) vote.

14.2 A Board member may be represented by another Board member by means of a proxy given in writing. A Board member may only represent one (1) other Board member.

14.3 The Board shall adopt its resolutions by a two-thirds (2/3) majority vote of its members present or represented and can adopt decisions only if four (4) Board members are present or

represented. As an exception to the foregoing, the assessment of the participation criteria and approval of the participation of the Association as coordinator in European projects requires unanimity within the Board.

- 14.4** Resolution in writing, by e-mail or any other electronic means, are validly adopted only if all Board members have communicated to each other their agreement with such procedure and have communicated their vote.

ARTICLE 15 – PRESIDENT, VICE-PRESIDENT

- 15.1** The President, who in these Statutes is also referred to as the “President of the Association”, is mainly responsible for the representation of the Association towards third parties and other organisations and shall in accordance with these Statutes as well as the decisions by the General Assembly and the decisions of the Board:
- a. be responsible for legally representing the Association vis-à-vis third parties acting jointly together with another Board member;
 - b. preside over the meetings of the Board ;
 - c. preside over the meetings of the General Assembly;
 - d. inform the Member applicant in writing about admittance or refusal of membership;
 - e. conduct the public relations of the Association and promote its activities towards third parties.
- 15.2** The President may be assisted by the Secretary General and/or the staff members of the Association’s Secretariat as set forth in Articles 17 and 19 and may delegate signature (delegation of signature) for specific responsibilities falling within the scope of his/her management or representation powers to the Secretary General.
- 15.3** The Vice-President shall take over the tasks and responsibilities as well as the authority of the President in case of the President's unavailability.

ARTICLE 16 – TREASURER

- 16.1** The Treasurer assures and supervises the good financial management and accounting of the Association and in particular shall in accordance with these Statutes as well as the decisions by the General Assembly and the decisions of the Board:
- a. administer the Association’s finances and effect payments;
 - b. maintain and supervise the Association’s book keeping;
 - c. assisted by the other Board members, prepare the Association’s annual accounts (financial statements), annual budget and amendment thereto.
- 16.2** The Treasurer may be assisted by the Secretary General and/or staff members of the Association’s Secretariat as set forth in Articles 17 and 19 and may delegate signature (delegation of signature) for specific responsibilities falling within the scope of his/her management or representation powers to the Secretary General.

ARTICLE 17 – SECRETARY GENERAL

- 17.1** A Secretary General may be employed and paid by the Association, if decided so by the General Assembly within its adoption of the annual budget or any amendment thereto.

The Secretary General is appointed by the Board either for a specific term that may be renewed, or, after two (2) renewals of a one-year term, for an undetermined period. He/she is not a Member Representative of a Member of the General Assembly, nor a member of the Board; therefore he/she shall not have voting rights in these bodies.

The mandate of the Secretary General ends upon (i) termination of the employment agreement, (ii) death or legal incapacity of the Secretary General, (iii) dismissal by the Board, (iv) voluntary retirement of the Secretary General or (v) as the case may be, the expiration of its term.

- 17.2** The Secretary General is responsible for the overall organisation of the Association's activities and the daily management of the Association in accordance with the applicable laws, these Statutes and the decisions of the General Assembly and of the Board, as far as these activities and management are not exercised by the Board itself.

In particular the Secretary General shall:

- a. organise the General Assembly and Board meetings;
- b. supervise the archives of the Association;
- c. exercise the tasks related to daily administration and the powers of daily management as delegated to him/her by the Board in accordance with Article 21 of these Statutes.

- 17.3** The Secretary General shall attend Board and General Assembly meetings except when items are related to his/her own personnel status. He/she shall report directly to the Board and assure that the decisions taken by the Board and General Assembly are implemented.

- 17.4** The Secretary General may be assisted by staff members of the Association's Secretariat as set forth in Article 19. The Secretary General is the head of this staff.

ARTICLE 18 – THEMATIC GROUPS AND TASK FORCES

- 18.1** In accordance with these Statutes, the General Assembly may decide to establish Thematic Groups or Task Forces that support the Purpose and Object of the Association and implement the Association's strategy and activities.

The General Assembly shall determine their respective tasks and, if need be, their Internal Regulations including without limitation, the terms of appointment of their members as well as their organisation and functioning.

Thematic Groups and Task Forces may be renewed or terminated, if so decided by the General Assembly upon recommendation of the Board.

- 18.2** Members may initiate a proposal to set up a new Thematic Group or Task Force. The Board shall assess the relevance of such proposal before submission to the General Assembly.
- 18.3** Participation in Thematic Groups and Task Forces is open to all Members.
- 18.4** Thematic Groups and Task Forces report yearly by written report to the General Assembly. The Board shall monitor and report on the work of the Thematic Groups and Task Forces and (re)appoint their leadership teams.

ARTICLE 19 – SECRETARIAT OF THE ASSOCIATION

19.1 In order to carry on the organisational tasks of the Association, a Secretariat may be established.

These tasks, among others, include assisting the Members, the Board and the Secretary General whenever needed, and disseminating and advertising on the Association's activities and results on a large scale.

19.2 To staff the Secretariat, the Association may employ personnel of its own in addition to the Secretary General, if decided so by the General Assembly within its adoption of the annual budget or any amendment thereto.

19.3 The Secretariat staff may also consist of personnel made available by any of the Members on a full-time or on a part-time basis. An agreement signed between the Member and the Association shall rule the modalities of such secondment.

19.4 Costs for personnel made available by a Member to the Secretariat may be reimbursed to that Member by the Association or accounted to such Member's membership fee, pursuant to a respective decision by the General Assembly. Costs for personnel made available through in-kind contributions to the Secretariat shall be recorded in the auditor report.

ARTICLE 20 – REPRESENTATION OF THE ASSOCIATION

20.1 Unless otherwise stipulated in these Statutes, the Association is legally represented with respect to all legal acts vis-à-vis third parties, including in court, arbitration or in front of public officials, by the President (or in his/her unavailability by the Vice President) acting jointly together with any one (1) of the other Board members.

20.2 In the case specified in Articles 17 and 21.2 of these Statutes, the Association is legally represented towards third parties by the Secretary General acting alone.

Within the scope of a special power of attorney or a delegation of signature for specific tasks related to the daily administration of the Association granted by the Board respectively in accordance with Articles 21.1 or 21.3 of these Statutes to the Secretary General and/or one (1) or several other persons, the Association is legally represented towards third parties, by the Secretary General acting either alone or jointly with these other person(s) as specified in the respective delegation of power or delegation of signature.

ARTICLE 21 – DELEGATION OF POWERS

21.1 The Board may delegate special management or representation powers of the Association with the power of sub-delegation regarding legal actions, arbitration or legal acts involving the Association to one (1) or more Board members, and/or to the Secretary General, and/or Secretariat staff members of the Association or to third parties. In this case, the scope of the delegated powers, the way how they are exercised, whether alone or jointly with another person, and the term of the mandate have to be specified.

21.2 The Board may delegate the daily management powers of the Association, including authority to sign alone on behalf of the Association and power of representation relating to such daily management to the Secretary General in accordance with Article 17 of these Statutes.

- 21.3** The Board may delegate signature (delegation of signature) to the Secretary General and/or Secretariat staff members for specific tasks related to the daily administration of the Association. In this case, the scope of the delegated signature, the way how it is exercised, whether alone or jointly with another person, and the term of the mandate have to be specified.
- 21.4** The Secretary General may, upon decision of the Board, sub-delegate, under his/her own responsibility, to one (1) or several staff members of the Association or to any third party, one (1) or more powers delegated to him/her falling within the scope of the daily management (but not the entire daily management) or the tasks related to the daily administration.

ARTICLE 22 – FINANCIAL YEAR, ANNUAL ACCOUNTS

- 22.1** The financial year shall be the calendar year, from 1 January to 31 December.
- 22.2** Within three (3) months after the end of each financial year, the Treasurer shall prepare the Association's annual accounts for adoption by the Board and approval by the General Assembly.

Within six (6) months after the end of each financial year, the Board shall submit the Association's annual accounts of the previous financial year for approval to the General Assembly. Together with this decision, the discharge of the Board for the financial year concerned shall be proposed to the General Assembly for approval.

- 22.3** Each year, the Board shall prepare and submit to the General Assembly before the first day of November, and based on the decision of the General Assembly on the membership fees taken in the previous General Assembly, the annual budget for the forthcoming financial year, and any amendment thereto, for adoption within the General Assembly.
- 22.4** The annual accounts of the previous financial year, the annual budget of the forthcoming financial year and any amendment thereto, shall be submitted to the Members together with the notice convening the respective General Assembly not later than four (4) weeks before the date of the General Assembly. The annual accounts shall consist of and be accompanied by the balance sheet, the profit and loss account with explanatory notes, a report from the Board on the financial and administrative situation of the Association and, if required, the auditor(s)' report and certificate.

ARTICLE 23 – AUDITING

- 23.1** The annual accounts of the Association shall be audited by external auditor(s), if requested by any Member or if the conditions laid down in the BCCA are met. The General Assembly shall determine the auditor(s) who shall be proposed by the Board.
- 23.2** The auditor(s) shall audit the financial situation, the books and the annual accounts of the Association and the compliance with the laws, these Statutes and the decisions of the Assembly. The audit shall include verification that expenditures are conformed to the budget estimates.
- 23.3** The auditor(s) are invited to attend the meeting of the Board during the time in which the annual accounts are adopted by the Board (Article 12.3). The auditor(s) are also invited to attend the meeting of the General Assembly at the time during which the Association's annual accounts are to be discussed and approved.

Any Member may put questions to the auditor(s).

- 23.4** The auditor(s) will be remunerated. This remuneration is fixed by the General Assembly together with the decision on appointment of the auditor(s).

ARTICLE 24 – INFORMATION

- 24.1.** Each Member is entitled to obtain any information about the business of the Association and to look at any business documents or accounts.

ARTICLE 25 – CONFIDENTIALITY

- 25.1** Each Member agrees to not reveal to any third party any information or knowledge, which it has received or will receive by virtue of their activities and participation in the Association or by virtue of any other research activities or coordination projects related to its activity in the Association and which is or has been explicitly designated in writing as “confidential” to that Member.
- 25.2** The Members shall ensure that any third parties acting as adviser, contractors, subcontractors or any other suppliers to them shall be respectively obligated to observe the above safeguards of confidentiality.
- 25.3** The above obligations shall remain in effect for each Member during its membership and, after termination of the membership, for a period of three (3) years after the date of such termination, the reason for termination of the membership being based on any grounds whatsoever.
- 25.4** As an exception to the foregoing, in cases where the Member or any third party as set out in this Article 25.2 is obliged, pursuant to mandatory law, court order, administrative order or other public authority decision, to disclose confidential information, said Member or third party shall not be deemed in breach of these Statutes, provided that such disclosure is limited to what is necessary and that the Member or third party informs the Association and the disclosing party hereof as soon as legally permissible and reasonably practicable.

ARTICLE 26 – INTELLECTUAL PROPERTY RIGHTS

- 26.1** The Members confirm to observe any obligations related to intellectual property rights imposed by the respectively applicable laws or entered into by virtue of contracts.

More detailed provisions on intellectual property rights, in particular on publications or any property rights, that might be acquired by the Association in the course of its activities, may be adopted by decision of the General Assembly as an amendment to these Statutes or as part of the Internal Regulations of the Association to be decided in accordance with Article 11 of these Statutes. In this respect, the Members will pay regard to provide for adequate possibilities of use and dissemination of research results, while also safeguarding the protection of intellectual property and of other intellectual assets.

ARTICLE 27 – LIABILITY

- 27.1** The Members of the Association and their Member Representatives are not and shall not be

responsible for the obligations and liabilities of the Association, except in the case of their own mismanagement.

Therefore, the Association and its representatives shall not bind or otherwise obligate any of its Members towards third parties with respect to the Association's commitments and shall not enter into any other obligation or liability on behalf or in the name of any of its Members without the prior written approval from such Member(s). If the Association acts on behalf or in the name of one (1) or more of its Members upon such Member(s)' express written approval, the respective Member(s) shall be the only one(s) responsible for such act and any ensuing obligations.

ARTICLE 28 – DISPUTES

- 28.1** Any dispute that might arise while the Association lasts or while it is in liquidation, about its validity, the interpretation and the execution of these Statutes, will be judged according to the applicable laws.
- 28.2** These disputes will be reviewed by the qualified courts of the State of registration of the Association.

ARTICLE 29 – LIQUIDATION, DISSOLUTION

- 29.1** If the Association is dissolved pursuant to a resolution of the General Assembly taken in conformity with the Articles 10.3, 10.4 and 11.4 of these Statutes, the General Assembly shall also determine the modalities of the liquidation, appoint one (1) or several liquidator(s) and determine their powers. If in cases of a resolution on the dissolution of the Association duly announced in the convocation notice required according to Article 10.3, the quorum requirement set forth in Article 11.2 has not been met, the Board may request a second vote which shall be taken during the next meeting of the General Assembly where the quorum set for will not apply.

Unless the General Assembly resolves otherwise, the Association shall be liquidated by its Board.

In case a court pronounces the dissolution according to article 2:113 of the BCCA, such court may appoint the liquidator(s) and determine the modalities of the liquidation.

- 29.2** During liquidation, the name of the Association must be followed by the words “Association in liquidation”. The latter addendum and the name of the liquidator(s) must be mentioned on every document emanating from the Association.
- 29.3** After settlement of all debts and liabilities of any sort, the funds, capital and other assets of the Association shall be transferred to one (1) or more international non-for-profit organisations having a disinterested purpose and object similar to the Purpose and Object of the Association, or failing this, to any international organisation devoted to scientific research by resolution of the General Assembly.
- 29.4** After the legal entity has ceased to exist, the books and records of the Association shall remain in the custody of the person designated for that purpose by the General Assembly for a period of seven (7) years.

ARTICLE 30 – STATUTES AMENDMENTS

- 30.1** Any amendment to these Statutes shall be subject to the decision of the General Assembly as set in Article 11.4. of these Statutes.
- 30.2** Any amendment to the Statutes adopted by the General Assembly will enter into force once approved by Royal Decree as far as an amendment to the Purpose and Object of the Association is concerned and once published in the *Annexes* to the *Moniteur Belge*, in application of Article 2:5 §4 of the BCCA.

ARTICLE 31 – LANGUAGE

- 31.1** To the extent legally possible, the working language of the Association shall be English. In accordance with the applicable Belgian law, the official language used for official documents and relations with Belgian authorities shall be French. In case of a dispute between the Members, the French published version of the Statutes shall prevail.

ARTICLE 32 – INTERNAL REGULATIONS

- 32.1** Internal Regulations may be drawn up by the Board and adopted by the General Assembly, in order to implement and further detail these Statutes and to facilitate the regulation and management of the Association.

Without prejudice to the rules set out in these Statutes, further provisions on the practical aspects and modalities regarding (i) the conditions for admission and the membership dialogue process, the rights and obligations of the Members, (ii) the finances of the Association, the way how financial resources can be used and membership fees are collected, (iii) the composition, the organisation and the mode of operation of the governing bodies, the Thematic Groups, the Task Forces or the Secretariat and (iv) the delegation of powers may, alongside others provisions, be laid down in compliance with article 2:59 BCCA in the Internal Regulations of the Association.

The most recent version of the Internal Regulations dates from 25 April 2023.

- 32.2** The Internal Regulations may be amended according to the rules provided for in Article 11 of these Statutes.
- 32.3** The Internal Regulations are available to all Members and are communicated to them in accordance with article 2:32 BCCA.
- 32.4.** The Internal Regulations complement the Statutes. In the case of any contradiction between the Internal Regulations and the Statutes, the Statutes shall prevail.

ARTICLE 33 – GENERAL RULES

- 33.1.** All that is not provided by the present Statutes, in particular concerning requirements with regard to publication in the *Annexes* to the *Moniteur Belge*, shall be governed by the BCCA.