

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

CONSTITUTION

THE YEAR TWO THOUSAND AND EIGHT In front of us, Main Gerard INDEKEU/Dimitri CLEENEWERCK of CRAYENCOUR, associated Notary residing at Brussels, belonging to the Civil society in the form of privately held company with Limited Responsibility " Gerard INDEKEU - Dimitri CLEENEWERCK of CRAYENCOUR" , ECB n° 0890.388.338, of which the head office is established in Brussels, which occurred Louise,126.

APPEARED:

1. The foundation of English right "The British Foundation Nutrition", having its head office in London, High Holborn 52/54, High Holborn House, holder of the serial number 00898651 2.
2. The company of Danish right "Danish Food Information", having its head office with 4000 Roskilde (Denmark), Borgegdet 12, holder of the serial number CVR 12.29.47.35
3. "Technical University off Denmark", established university with DK-2800 Kgs Lyngby, Anker Engelsundsvej 1, holder of the serial number DK30060946
4. The privately held company with responsibility limited "FOODCON", having its head office in 1000 Brussels, street of Lord of the manor 8 box 7, holder of the number of companies 0878.634.710, represented by its manager Mr Georgios CHRYSOCHOIDIS, domiciled with 3 Makrygianm St. Ag. Paraskeyi. GR15341
5. "University off Leeds", established university with LS2 9JT Leeds (England), Woodhouse Lane, established under the terms of a Charter Royal and recognized in so much independent institution by the King Edouard VII in the year millet nine hundred and four.
6. "University off Cork", university established in Cork (Ireland), Road Western, established under the terms of a Royal Charter of the King Edouard VII in the year millet nine hundred and eight.
7. The company of English right "INSTITUTE OF FOOD RESEARCH", having its head office in Norwich Research Park, Colney, NR4 7UA Norwich (United Kingdom), holder serial number 3009972
8. "Swedish University off Agricultural Science", in summary "SLU", university of state, having its official seat with 75007 Uppsala (Sweden) Arrheniusplan 2C, box 7070, registered under the number 202100-2817.

9. Wageningen Universiteit, established university with 6701 BH Wageningen (Netherlands), Costerweg 50, recognized under the terms of the law of October 8, 1992 on higher education and the scientific research.

Originators, promoters of the idea and craftsmen of its construction, the fore mentioned ones are appointed hereafter as founding members of the association.

Which together have required us to draw up, by those statutes of a non-profit-making international association, so they state to constitute them as follows:-

Articles of the Association

Article 1: Status and Name

- 1.1 The Association has the status of an *International non-profit association (AISBL)* and it is governed by Title III of the Belgian law of June 27, 1921 and subsidiary decisions on the non-profit associations, the international non-profit associations and the foundations (in these Articles of Association further on referred to as “the Law”).
- 1.2 The name of the Association is “*European Food Information Resource AISBL*” abbreviated “EuroFIR AISBL”. The full and the abbreviated names may be used together or separately. They shall always be preceded or followed by the words “Association Internationale Sans But Lucratif” or the initials “AISBL”.

Article 2: Registered office

- 2.1 The registered office of the Association is established at 40 rue Washington, 1050 Brussels, Belgium.
- 2.2 Any transfer of the registered office must be published in the annexes to the Belgian State Gazette under the responsibility of the Executive Director. The transfer of the registered office within Belgium can be decided by the Executive Board.

Article 3: Purpose and activities

- 3.1 The purpose of the Association is the development, management, publication and exploitation of food composition data, and the promotion of international cooperation and harmonization through improved data quality, database searchability, standards development, dissemination and training for all users and stakeholders.
- 3.2 The Association is of a scientific, educational, research, innovation and publication nature, and has a non-profit international purpose. More specifically, its strategic objectives and activities include:
 - a) Maintaining and expanding the network of food composition data compiler organizations in European countries and beyond is a central activity. This includes composing, managing, updating/upgrading and fostering maintenance of food composition databanks and systems, the European and international harmonization and related elements pertinent to these data. It also includes provision of these data to interested parties and exploitation of the data and associated products/services thereof. This also includes support to the network of compilers in multiple ways,

including but not limited to the provision of technical support, training, documentation and meetings.

- b) Maintaining/promoting/disseminating online data resources including: a) online access to national food composition and related datasets; b) maintenance and development of specialised datasets; c) maintenance of common support datasets and appropriate thesauri; development of added value tools, software and services as considered necessary; (e) improvement/extension of availability validated food composition datasets for other compound classes and foods from new countries; and extension/application of datasets using novel/innovative food database systems and tools. The detailed list of offerings and services will be defined by the Executive Board.
- c) Conducting external affairs, disseminating and publishing including hosting public and non-public website and documents; organising/hosting national and international meetings, events, conferences and seminars intending to allow exchange of experiences and information between the groups sharing common interests.
- d) Identifying areas of priority for the development of scientific and technical cooperation in the field of food composition, related and beyond.
- e) Promoting and facilitating common research between members, in close connection with existing organisers, administrations or others and European research programs.
- f) Cooperating in the development and interpretation of food composition and related methods, especially those relevant to EU Directives and Agreements, or European certification schemes, as a contribution to the development and implementation of appropriately recognised international standards (e.g. European Standardization Committee, CEN; and International Standardization Organization, ISO).
- g) Fostering cooperation between laboratories, national food composition database compilers and standardization bodies on matters of common interest relating to establishing best practice and standards.
- h) Providing information on the availability of reference food composition issues, identification of needs and facilitation of development of new food composition issues and related to meet new needs.
- i) Representing, and defending the interests of its members, at national, European and international level as to the policy, or other, on promotion of the research, innovation and other issues linked to food composition issues and related, including enhancing voice and lobbying for key users and stakeholders;
- j) Ensuring durability and access to new funds/sponsorships/advertising to the benefit of its Members.
- k) Conducting training and education activities internally to the members of, and to third parties outside the Association.
- l) Developing/disseminating of rules of standards and guidelines.

3.3 Any activities relating to National Compiler Organizations (that are Full Members of the Association) should be organised in such a way that they produce common benefit to both the National Compiler Organizations that are Full Member of the Association and the Association.

3.4 The Association may carry out all acts directly or indirectly related to the achievement of its objects and activities. To that end, it may buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage the same, accept *inter vivos* and testamentary gifts subject to the requisite statutory authorizations.

Article 4: Duration

The Association is created for an unlimited duration.

Article 5: Definitions

In these Articles of Association the following definitions apply:

- a) EuroFIR NoE: European Food Information Resource Network of Excellence funded under Sixth Framework Programme Food Quality and Safety (Contract No: FOOD-CT-2005-513944) for 2005-2009.
- b) National Compiler Organizations: Organizations responsible for the development, management and publication of food composition databases.
- c) EuroFIR Partner: any partner (National Compiler Organization or other support organization) participating in EuroFIR NoE.

Member: a member of EuroFIR AISBL, i.e. each party which subscribes to the aims of the Association, and has been accepted, according to the Articles of Association. Members may be organizations or individuals. There are three main categories of Members:

- Full Member: as defined in Articles 6.3 and 6.4 of the Articles of Association;
 - Associate Member: as defined in Article 6.5 of the Articles of Association;
 - Ordinary Member: as defined in Article 6.6 of the Articles of Association;
- d) General Assembly (GA) is the main forum of the Association whose functioning is described in Article 10 of the Articles of Association.
 - e) Permanent Delegate: as defined in Article 10.11.
 - f) Operating Procedures: any additional decisions or procedures to be taken and modified in the future as agreed by the Executive Board and ratified by the General Assembly in compliance with Article 15.1.
 - g) Unanimous Decision of the General Assembly: a motion carried without votes against the motion being recorded, i.e. in which every Permanent Delegate at the meeting or represented by mandate assented to the motion.

Article 6: Categories of Members - Rights

6.1 All Members will preserve and uphold the Articles of Association, and will not:

- (a) subvert or oppose the aims of the Association;
- (b) bring the Association into disrepute.

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

- 6.3 Full Members are the signatories of the deed of incorporation of the Association (hereafter also referred to as "Full Members"), and any organisation which has been admitted as a Full Member by the General Assembly in compliance with Article 7.2 and which, if such Member is a legal entity (hereafter also referred to as "Full Member Organization"), has appointed a Permanent Representative, according to Article 10.11 of these Articles of Association or which, if such Member if not a legal entity, has delegated a member of such organisation to act as member on behalf of the organisation.
- 6.4 Only Full Members have voting rights at the closed sessions of the General Assembly meetings and have the full rights granted to members by the Law and these Articles of Association. Moreover, Full Members are vested with the specific rights defined in Article 10 of these Articles of Association. In addition, Full Members shall have: full data access and user rights (subject to agreement of individual national compiler organisations); technical support; training; certification at cost; and discounted rates for training/conference at cost.
- 6.5 Associate Members are existing EuroFIR Partners who did not wish to become Full Members at the incorporation of the Association, and any new National Compiler Organizations from outside the current EuroFIR NoE that wish to join the Association (see Article 7.1 & 7.2 below), which, if such Member is a legal entity, has appointed a Permanent Delegate, in accordance with the rules by which Full Members appoint their Permanent Delegate as set out in Article 10.11 of these Articles of Association or which, if such Member if not a legal entity (hereafter also referred to as "Associate Member Organization"), has delegated a member of such organisation to act as member on behalf of the organisation.

The Associate Members do not have any voting rights in the closed sessions of the General Assembly (see Article 10.2 below) and shall have full data access and user rights until 1/1/2013 and discounted rates for training/conferences at cost until 1/1/2013 but do not include technical support, and participation in any certification schemes run by the Association.

- 6.6 Ordinary Members shall have only those rights which are expressly granted to them by these Articles of Association and the Operating Procedures, and which, if such Member is a legal entity, has appointed a Permanent Delegate, in accordance with the rules by which Full Members appoint their Permanent Delegate as set out in Article 10.11 of these Articles of Association or which, if such Member is not a legal entity (hereafter also referred to as "Ordinary Member Organization"), has delegated a member of such organisation to act as member on behalf of the organisation.

Ordinary Members are not entitled to vote or to be invited to participate at the General Assembly decisions *per se* and instead will be entitled to participate in an open meeting which will be organised immediately prior to the General Assembly.

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

Article 7: Admission

- 7.1 Admissions of new National Compiler Organizations from non-EuroFIR Partners after the Incorporation of the Association as Associate Members shall be decided in the sole

discretion of the General Assembly, by a majority of two thirds (2/3) of the votes of the present, or represented Full Members.

- 7.2 The Association will actively seek further participation of new National Compiler Organisations of food composition databases that are currently not members of EuroFIR NoE and these will be permitted to join the Association at a later date as Associate Members in the first instance, in compliance with Articles 7.1 & 7.2. The Associate Members may, after a satisfactory trial period to be set by the General Assembly, become Full Members of the Association at a later date subject to the General Assembly approval by a majority of two thirds (2/3) of the votes of the present or represented Full Members. They will have the same rights as Full Members from the date they sign the incorporation deeds except if provided otherwise in the Articles of Association, and pay the necessary subscriptions.
- 7.3 Admission of other individuals and organizations as Ordinary Members is at the sole discretion of the Executive Board and need not be justified.
- 7.4 Membership of the Association automatically entails acceptance of the Articles of Association and its Operating Procedures.

Article 8: Resignation, Exclusion and Suspension

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

Ordinary Members can at any time resign by giving notice in writing to the Secretary. Ordinary Members will be deemed to have resigned in case of failure to pay the membership fee within the prescribed delay, without the procedure provided for in Article 8 being applicable.

- 8.2 Membership ends by death or voluntary dissolution, bankruptcy, insolvency, civil incapacity or provisional administration, and exclusion by the Association.
- 8.3 Exclusion of a member shall be decided by the General Assembly by a majority of two-thirds (2/3) of the votes of the Full Members present, or represented. The Member concerned shall have the possibility to defend before the General Assembly prior the decision of exclusion is made. Such exclusion shall be notified by registered letter and will be effective as of its sending date, the postmark providing evidential proof of the sending.
- 8.4 Failing to abide with these Articles of Association, or the Operating Procedures, such as, for example, a failure to pay the membership fees within prescribed delay may result the Member being initially suspended. If the matter is not resolved within a period of one (1) month upon the request of the Executive Board, a motion will be brought by the Secretary before the General Assembly for approval to remove the Member from the Association. The same shall apply when, as a result of his actions, a Member harms seriously the interests

of the Association or risks to compromise them. A majority of two thirds (2/3) of the votes of the present or represented Full Members of the General Assembly, and excluding the Member, or Members in question, will be required for removing such Members from the Association.

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

Article 9: Membership fees

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

Article 10: Bodies of the Association and the General Assembly

10.1 The Association has the following bodies and officials:

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

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

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

10.3 The General Assembly has the following exclusive competences:

- a) Strategic decisions for the activities of the Association;
- b) Definition and annual revision of the common objectives in terms of roadmap from which joint projects may follow, involving allocation of personnel, equipment, facilities and other resources of partners;

- c) Approval of the revised business plan including annual accounts, updated budget and annual membership fees for all Members;
- d) Appointment of the Chairperson and vice-Chairperson of the General Assembly;
- e) Appointment of the members of the Executive Board, Executive Director and Secretary;
- f) Appointment of the members of an advisory board to the Executive Board, upon proposal by the Executive Director;
- g) Creation and termination of all committees and work groups;
- h) Amendments of the Articles of Association (provided that the Executive Board can also decide on the transfer of the registered office in accordance with Article 2.2); admission, suspension and exclusion of Members of the Association;
- i) Revocation of members of the Executive Board;
- j) Adoption and amendments and eventual ratification of the Operating Procedures;
- k) The appointment, the determination of the remuneration and the revocation of the auditor(s);
- l) Discharge of the Directors and of the auditor(s), if any;
- m) The voluntary dissolution of the Association.

10.4 The General Assembly shall appoint, by a majority of votes, the Chairperson and vice-Chair of the General Assembly (also becoming the Chairperson and vice-Chairperson of the Association) (in these Articles of Association, the "Chairperson" and "vice-Chairperson"), who must be individuals elected from the Representatives of the Full Members, it being understood that, for Full Members which are a legal entity, those individuals shall be chosen among the persons fulfilling one of the functions defined in Article 10.3. The term of office of the Chairperson shall be for three (3) years, and is renewable.

10.5 In case of vacancy of the Executive Director position, the Executive Board shall convene an extraordinary meeting of the General Assembly (see 10.20 below) in order to elect a new Executive Director.

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

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

10.8 All of the Members shall be convened. The notice contains the agenda and is sent, on behalf of the Chairperson, by the Secretary, by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least thirty (30) calendar days prior to the date of the meeting. If all the Full have agreed to meet Members

(the attendance of Associate Members being optional), and all are present or represented, or have cast their votes in writing by letter or by email in advance of the meeting, the General Assembly shall be duly constituted without observing any delay nor sending any notice.

- 10.9 Each Full Member Organization has the right to vote at the General Assembly meetings with voting rules of one vote per Full Member for all matters except for the Business Plan (see 10.3c above), where the voting is set out in Table 1, annexed to the present statutes.
- 10.10 Each Full Member which is a physical person is allowed, by means of a document carrying his signature, including the digital signature as defined in article 1322 of the Belgian Civil Code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to give a proxy to another Full Member, physical person, or to the Permanent Delegate of another Full Member, legal entity, to represent him at a given General Assembly meeting and to vote in his name. A proxy holder can not hold more than one proxy.
- 10.11 Each Full Member, which is a legal entity, is represented at the General Assembly meetings, either by its President, or by a member of its own Board of Directors, or Executive Committee or by an official representative (in these Articles of Association referred to as "Permanent Delegate"), who must be individuals, who only will be authorized to vote at the General Assembly meetings. The Permanent Delegate must be especially and validly designated to this end by the competent office of the Member and for the duration it determines. His identity is notified in writing, by postal or electronic way, to the Secretary of the Association together with a copy of the appointment minutes. To be admitted to General Assembly meetings, any Full Member which is a legal entity will have to inform the Secretary of Association, in writing, at least three (3) working days before the date of the foreseen meeting, of his intention to attend the meeting by indicating the identity and the capacity of the person who will represent it. Any correspondence going out from the Association and intended for a Full Member which is a legal entity shall validly be sent to its Permanent Delegate. The mandate of the Permanent Delegate of each Full Member in accordance with Article 10.10 can be terminated by the Full Member concerned, by a written notification sent to the Secretary confirming (i) the termination of the mandate of the Permanent Delegate and (ii) the designation of a new Permanent Delegate. Such a notification shall also be requested in the event of end of mandate of the Permanent Delegate at term expiration or for any other reason.
- 10.12 Unless otherwise provided in these Articles of Association, the General Assembly can only validly deliberate and decide if at least half (1/2) of the Full Members are present, or duly represented. If this quorum is not met, a second meeting of the General Assembly may be convened, with the same agenda, and under the same conditions as the first one, which shall then validly decide regardless of the number of the Full Members present or represented. The second meeting shall not be held earlier than fifteen (15) days, nor later than six (6) weeks after the first meeting.
- 10.13 Unless otherwise provided in these Articles of Association, the decisions shall be adopted by a majority of two thirds (2/3) of the votes of the Full Member Organizations present or represented. When these Articles of Association indicate that the decision is made by "a majority of the votes", it is to be understood as a simple majority of half (1/2) of the votes

plus one (1) calculated on the total number of the votes validly cast. Abstentions, the blank and null votes shall not be taken into account for the calculation of the majorities.

- 10.14 In case of a tie, the vote of the Chairperson of the General Assembly meeting is decisive.
- 10.15 When the General Assembly has to deliberate on appointments for the offices of Chairperson, vice-Chairperson, members of the Executive Board, Executive Director and Secretary, or on revocations of same, it shall be done by secret vote.
- 10.16 A decision can also be adopted by the General Assembly without effective meeting if the Association communicates an application form for a vote in writing to each Full Member having a voting right. The application form must mention all the items on which a decision must be taken and must offer the possibility to vote in favour or against each proposed decision. Approval by written vote forms is valid only if the number of the so collected votes is equal or exceeds the required quorum for the decision concerned and if this number of votes is equal or exceeds the number of votes which would be necessary at a General Assembly meeting for the approval of the decisions concerned. The solicitation of written votes must:
- a) indicate the number of answers needed in order to meet the quorum conditions;
 - b) indicate the requested majority in order to adopt the proposed decisions other than appointments of the Director and the Executive Board, and
 - c) mention the delay at which the voting form must be received by the Association in order to be taken into account. A vote provided in writing cannot be revoked.

However, such written procedure provided by this Article 10.17 cannot be used for the Annual General Assembly, or the meetings called to deliberate on issues requiring a secret vote, as well as for any decision of the General Assembly to be executed by a notarial deed.

- 10.17 Each meeting of the General Assembly shall be recorded in minutes drafted by the Secretary. A draft of the minutes shall be sent to each member within thirty (30) calendar days after the date of the meeting for possible comments. The minutes shall be considered as approved if within thirty (30) calendar days following its notification, if no objections have been notified, in writing or by electronic mail, to the Secretary. In case of objections, the Chairperson will solely decide on the final version of the minutes thirty (30) calendar days after the deadline for objections. Once approved, the minutes are signed by the Chairperson and the Secretary. Each Member shall receive a copy of the minutes. The minutes - except those to be executed by a notarial deed - and their attachments shall be kept at the registered office of the Association either in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing perennially, readability, integrity, reliable and durable reproducibility.
- 10.18 Only the General Assembly, resulting from a decision adopted by a majority of four fifth (4/5) of its present Full Members, can authorise the Executive Director to enter in any transaction involving a mortgage on the assets of the Association.
- 10.19 Extraordinary meetings of the General Assembly must be convened by the Secretary upon request of at least one fourth (1/4) of the Full Member Organizations within a month

following the request. Extraordinary meetings of the General Assembly may be convened at any time by the Executive Board.

Article 11: Executive Board, and the Executive Director

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

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

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

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

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

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

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

- 11.5 The Executive Board may delegate to officers all matters relating to the day-to-day operation of the Association except that it must reserve to itself the power to:
- Approve the appointment of employees
 - Approve the appointment of contractors, including consultants
 - Invite institutions to apply to become Members
- 11.6 The Executive Board is composed of six individuals, including, ex officio, the Chairperson of the General Assembly. Each Executive Board Member shall be a Permanent Delegate of a Full Member in compliance with Article 10.11 of the Articles of Association and shall have all voting rights in the Executive Board. At least three National Compiler Organizations (excluding the Chairperson) shall be represented in the Executive Board. The Executive Director and the Secretary shall attend the meetings of the Executive Board but have no voting rights.
- 11.7 The Executive Board Members are appointed for a three (3) year term by decision of the General Assembly taken by a majority of votes, on the basis of list of candidates, physical persons, proposed by one or more Full Member Organizations. Nominations have to be addressed in writing to the Secretary at least four weeks in advance of the meeting of the General Assembly at which members of the Executive Board are to be appointed.
- 11.8 The Executive Board shall meet every six (6) months and each time the Chairperson, or at least three (3) of the Executive Board Members are required. The meetings are held at the registered office or at any other place indicated in the notice.
- 11.9 The notice for meetings contains the agenda and is sent, on behalf of the Chairperson, by the Secretary, by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least thirty (30) calendar days before the meeting date. In case of urgent need an extraordinary Executive Board meeting can be convened with advance notice of seven (7) days.
- 11.10 The Chairperson of the General Assembly shall also act as Chairperson of the Executive Board. In case of the absence of the Chairperson, the vice-Chairperson shall chair the meeting. If both are absent then the Executive Director will chair the meeting.
- 11.11 The Executive Board can only validly deliberate and decide if at least half of its members and the Chairperson (or in case of absence of the latter, the vice-Chairperson, or Executive Director, in that order) are present. The decisions of the Executive Board are taken by a majority of votes. In case of a tie, the vote of the Chairperson (or the vice-Chairperson, or Executive Director) is decisive.
- 11.12 Each meeting of the Executive Board shall be recorded in minutes drafted by the Secretary. A draft of the minutes shall be sent to each of its members within seven (7) calendar days after the date of the meeting for possible comments. The minutes shall be considered as approved if within twenty-one (21) calendar days following its notification; no objections have been notified, in writing or by electronic mail, to the Secretary. In case of objections, the Chairperson (or vice-Chairperson, or Executive Director) shall solely decide on the final version of the minutes, within fourteen (14) calendar days. Once approved, the minutes are signed by the Chairperson and the Secretary. Each Executive Board Member and each Member of the Association shall receive a copy of the minutes. The minutes and their attachments are kept at the registered office, either in their original material form, in a

special register, or in a secure electronic form, on any support and under conditions guaranteeing readability, integrity, reliable and durable reproducibility.

11.13 Any expert attending or any other person attending meetings of the Executive Board have no voting rights.

11.14 Membership of the Executive Board terminates by:

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

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

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

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

Article 12: Administrative Office

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

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

12.3 These individuals shall be liable only for the performance of their mandate and actions as covered by the Belgian employment law. In the case of vacancy, the Executive Director must provide for a replacement.

Article 13: Meetings of the General Assembly and Executive Board

13.1 The meetings are held at the registered office of the Association, or the place indicated in the announcement pertinent to the meetings.

Article 14: The Secretary

- 14.1 The Secretary shall be appointed, discharged or suspended, by a decision of the General Assembly taken by a majority of votes upon proposal of the Executive Director.
- 14.2 The Secretary should be either a Full Member, or a third party expert individual nominated with the sole purpose of the proper administrative functioning of the Association. Proposals for such nominations should come from the Executive Director and/or the Executive Board only, and be ratified by the General Assembly by a simple majority.
- 14.3 The Secretary is responsible for all the administrative and technical tasks needed for the proper functioning of the Association in terms of legal, procedural accounting and procedural fiscal matters which s/he shall carry out in accordance with the principles, objectives and directions defined in conformity with these Articles of Association, the Operating Procedures and Belgian Law. The Secretary also attends the meetings both of the General Assembly and the Executive Board, provides a true and conform copy of the minutes and is responsible for the records of the Association.

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

- 15.1 The Operating Procedures will be kept at both the Registered and (if applicable) Administrative Offices and maintained by the Secretary. They detail the provisions of these Articles of Association and define the practical modalities for the functioning of the Association. Their approval and amendments are of the sole competence of the Executive Board but they are ratified by the General Assembly. Each year the Executive Board shall re-examine the Operating Procedures in force and propose any amendment it deems appropriate or necessary.
- 15.2 The conditions and terms of payment of remunerations and expenses of the Chairperson, Executive Board, the Executive Director, the Secretary, and all the employees and members of the personnel in both the Registered and (if applicable) Administrative Offices of the Association or other expenses shall be defined in the Business Plan.

Article 16: Representation

- 16.1 The Association shall be validly represented towards third parties including a public officer:
- a) either by the Executive Director, acting alone, regarding the competence of the Executive Director as mentioned in Article 11.16 above; or
 - b) by two members of the Executive Board regarding their competence pursuant to Article 11.1 above; or,
 - c) within the limits of day-to-day management, by the persons to whom this task has been granted by the Executive Board regarding their competence as published in the annexes to the Belgian State Gazette. They need not to provide any evidence of a prior decision of the Executive Board nor of their capacity to act as such.
- 16.2 Any legal proceeding, as a plaintiff or defendant, shall be exercised by the Executive Director or by any person especially appointed for that purpose by the Executive Board.

Article 17: Annual accounts

- 17.1 The financial year shall begin 1st January and end 31st December of each calendar year.
- 17.2 Each year, the Executive Board draws up the annual accounts of the past financial year after maximum six months after the expiry of the financial year, in accordance with the legal provisions regulating this matter, as well as the budget for the forthcoming financial year. The annual accounts shall consist of a balance sheet, as of the close of the financial year, an account of revenues and charges for that financial year and background information to those documents. The annual accounts shall be accompanied by a report from and a declaration made by the certified Auditor. The annual accounts shall be signed by the Executive Board Members; should any one of their signatures be missing, mention shall be made of this, under cover of the reasons for it. The budget for the forthcoming financial year shall specify any financial means or external funding the Executive Board intends to solicit as well as any intended transactions that increase the liabilities side of the balance sheet and the expenses side of the revenues and charges accounts of any kind or value. Both balance sheet and the account of revenues and charges and the budget for the forthcoming financial year shall be submitted for approval to the General Annual Assembly. The approved annual accounts shall then be filed by the Executive Board with the clerk's office of the competent Commercial Court and all books will be made available to any Member of the Association upon its reasonable request for inspection.
- 17.3 The accounting and fiscal issues shall be conducted in accordance with the legal provisions regulating these matters. To the extent the Association is so legally required, the audit of its financial situation, the financial statements and the compliance with the Law and these Articles of Association of the operations to be entered in the annual accounts, must be entrusted to one or more auditors, appointed by the General Assembly among the members of the Institute of Company Auditors.

Article 18: Amendment of the Articles of Association and Dissolution

- 18.1 The Articles of Association may be amended at any time by a decision of an Extraordinary General Assembly meeting convened by the Secretary of the General Assembly at the initiative of the Executive Board, or upon request of at least one third (1/3) of the Full Members.
- 18.2 The notice to such a meeting contains a detailed agenda of the proposed amendments and must be sent to all members at least three (3) months before the meeting date.
- 18.3 The General Assembly can only validly deliberate and decide on an amendment of the Articles of Association if at least two thirds (2/3) of the Full Member organizations are present or represented. If this quorum is not met, a second meeting must be convened with the same agenda and under the same conditions as the first one, which shall validly decide regardless the number of the Full Members present or represented. The second meeting cannot be held earlier than twenty-one (21) days, nor later than six (6) weeks after the first meeting.
- 18.4 Any amendment to the Articles of Association shall be adopted provided it is approved by a majority of two thirds (2/3) of the votes of the Full Member organizations present or represented. Any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes noted by notarial act and, must

be approved by a royal decree. Amendments to the statutory provisions referred to in article 48, 5° and 7° of the Law must, as for them, be recorded in a notarial deed.

- 18.5 Without prejudice of the provisions of Article 55 of the Law, the Association can be dissolved at any time by a decision of the General Assembly taken under the same conditions as for the amendments to the Articles of Association.
- 18.6 In the case of dissolution of the Association, for whatever reason, the liquidation shall be carried out by maximum three (3) liquidators, who shall perform their duties, by virtue of either a decision of the General Assembly or, in the absence of such, a court decision. Proceedings in this respect can be initiated by any interested party.
- 18.7 In all cases of voluntary or legal dissolution of the Association, at any time and due to any cause, the allocation of the net assets, if any, after liquidation shall be determined by the competent General Assembly. These assets will have to be allocated to a non-profit destination, to one or more organisations whose purpose should be as nearest as possible to the purposes of the Association.
- 18.8 Any member, director, auditor or liquidator residing abroad who has not elected domicile in Belgium, validly reported to the Association, shall be deemed of having elected domicile at the registered office where all instruments can be validly served or notified to them, with no other obligation for the Association than to keep them at the disposal of the addressee. A copy of said documents and notifications shall also be sent, for information, to the addressee's residence abroad.

Article 19: Financial means

- 19.1 The Association is an international non-profit organisation. The reinvestment of any financial surplus will be determined according to principles agreed in the Articles of Association and reviewed annually by the General Assembly.
- 19.2 The financial means of the Association shall be formed by:
- a) Annual membership fees to be paid by the Members are decided on a yearly basis in accordance with Article 9 of the present Articles of Association;
 - b) Contributions made by the Members;
 - c) Grants from the European Communities, industry and other funding bodies for specific work
 - d) Gifts, bequests and legacies. Bequests and legacies will solely be accepted by the Association with the benefit of inventory.
 - e) Income generated through the activities of the Association including but not limited to services and consultancies;
 - f) Additional sources of income including but not limited to licensing, sponsorship and advertising (e.g. by industry at meetings and conferences); events and conferences; and sales of publications and technical/standard documents/reports.

Article 20: Applicable Law

- 20.1 All issues not explicitly covered by these Articles of Association and the Operating Procedures are governed by Belgium law. Consequently, the provisions of Belgian law

which cannot be lawfully departed from shall be deemed incorporated in these Articles of Association and any clause which contradict or might become contradictory the imperative provisions of the Belgian law, shall be deemed as unwritten.

20.2 These Articles of Association are written in French.

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

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

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

Article 21: Language

21.1 The operating language is English. Nonetheless, instruments and documents of the Association as required by the Law and regulations for legal publicity or filing requirements shall be also drawn up in French.

TABLE 1: Voting Rules for Full Members of the Association for the approval of the Annual Business Plan (including annual accounts, updated budget and annual membership fees for all Members)

Full Member: Type	Annual Fees (€)¹	Number of Votes per Full Member
National Compiler (NC) Organizations	(a) 8,000 or more (GDP > 20,000)	(a) 4
	(b) 4,000 (GDP 10,000 – 20,000)	(b) 3
	(c) 2,000 (GDP < 10,000)	(c) 2
All others	(d) 2,000:	(a) 2
	(e) 1,000:	(b) 1

¹ Based on annual Gross Domestic Product (GDP) per capita