

ARTICLES OF ASSOCIATION “DATACOM INDUSTRY ASSOCIATION” AISBL

TITLE I: LEGAL FORM - NAME - REGISTERED OFFICE - DURATION - PURPOSE - ETHICAL CONDUCT

1 LEGAL FORM - NAME - REGISTERED OFFICE - DURATION

- 1.1 1.1 The association is constituted in the form of an international non-profit association (*‘ivzw’/‘aisbl’*) and is governed by the provisions of the Belgian Code of Companies and Associations. The association is incorporated under the name ‘Datacom Industry Association’ or ‘DIA’ for short (hereinafter the **‘Association’**). The full and abbreviated names may be used together or separately.

Any contract, invoice, advertisement, publication or other document issued by the Association shall mention this name, immediately followed or preceded by the words *‘association internationale sans but lucratif’* or the abbreviation *‘aisbl’*, as well as the address of the Association’s registered office.

- 1.2 The registered office of the Association is located in the Brussels-Capital Region. The Board of Directors has the power to transfer the registered office to any place in the Brussels-Capital Region and to carry out the necessary publication formalities.
- 1.3 The Association is established for an indefinite period. It may be dissolved at any time.

2 PURPOSE

- 2.1 The disinterested purpose of the Association (hereinafter the **‘Purpose’**) is to encourage discussion and cooperation between ICT and vertical businesses in order to (1) stimulate ICT innovation to meet the requirements of vertical industries, (2) accelerate the digital transformation of vertical businesses through ICT innovations, (3) promote research and development to strengthen the communication network industry in the European Economic Area, UK and Switzerland (**“Territory”**), (4) develop technological skills in the Territory by attracting students and (5) increase the competitiveness of European industry by providing new tools and capabilities for the vertical and data telecommunications industries in the Territory .

- 2.2 To achieve its Purpose, the Association may:

- i. Create a single platform for ICT experts to (a) discuss and cooperate with vertical experts, (b) agree on necessary new research, standards and policies, and (c) collaborate to implement them by
 - a. Using pioneering domain experts (“vanguards”) to support vertical industries in technology definition, road mapping, selection and standardisation to accelerate the adoption of domain-specific solutions;
 - b. Stimulating joint innovation and development activities to enable interconnected, integrated, verifiable and large-scale testing and trials;
 - c. Establishing and maintaining open interaction with relevant organisations in the non-ICT sectors or so-called vertical sectors (hereinafter ‘the vertical sectors’), and establishing co-operation between the vertical sectors and the Association and involving the vertical sectors in the activities of the Association, whenever necessary and/or appropriate;

- d. The sharing of information of common interest between all Members (“**Members**”) for the above purposes, to the extent permitted by law;
 - ii. Advocate increased funding for research into communications networks and information technologies as enablers for the vertical sectors, for example by contributing to research programmes.
 - iii. Collaborate and communicate with the European Commission on issues relating to the telecommunications industry;
 - iv. Obtain and use any financial contributions or donations which the Association may receive from sources other than Members, in accordance with the conditions applicable to such contributions or donations;
 - v. Represent and defend the legitimate interests of the Members as a whole and on an individual basis to the European Commission, other public authorities and stakeholders, without having the power to legally bind the Members;
 - vi. Carry out any related activities necessary to achieve the above objectives.
- 2.3** To achieve its Purpose, the Association shall act in agreement with the Founding Members with a view to mobilising their existing activities in the activities of the Association while ensuring equal opportunities for its Founding Members.
- 2.4** The Association shall endeavour to promote its Purpose in a disinterested manner and shall not seek any direct or indirect pecuniary advantage for its Members.

3 ETHICAL CONDUCT

- 3.1** Each Member undertakes to act with integrity and to respect the confidentiality of the Association's internal documents and information.
- 3.2** Each Member shall at all times respect and ensure the respect of lawful business practices in accordance with its own national legislation and shall act in good faith and in a transparent manner towards other Members.
- 3.3** The Association and its Members shall act in compliance with European competition law.

TITLE II: MEMBERSHIP

4 CATEGORIES AND CONDITIONS OF MEMBERSHIP

4.1 General provisions

- 4.1.1 Membership is open to legal entities and individuals who:
- i. have a legitimate interest in pursuing the Purpose;
 - ii. have their registered office and carry out research and development (R&D) activities in the Territory ;
 - iii. meet the conditions of membership described in Article 4.1.2 of these Articles of Association; and
 - iv. support the Purpose of the Association.
- 4.1.2 The conditions for becoming a Member, as defined below, are:
- i. accept and operate in accordance with the Articles of Association, the Bylaws and the law of their country of origin;
 - ii. agree to meet the financial obligations of membership; and
 - iii. have been invited to become a Member by the Board of Directors.
- 4.1.3 The rights and duties of Members are those conferred to them by law, the Articles of Association and the Bylaws.

4.2 Types of membership

- 4.2.1 The Association shall have two types of Members: Members with voting rights, referred to as full members ("**Full Members**"), and Members without voting rights, referred to as associate members ("**Associate Members**").
- 4.2.2 Full Members
- i. The Association comprises four categories of Full Members: industry members ("**Industry Members**"), research members ("**Research Members**"), SME members ("**SME Members**") and association members ("**Association Members**"). Definitions and operating procedures are set out in greater detail in the Bylaws.
 - ii. In addition to the four categories of Full Members specified in Article 4.2.2 i. above, the Association also recognizes a special class of Full Members, the founding members (The "**Founding Members**"), who hold a unique status within the Association.. Founding Member status is granted to those entities that join the Association within the initial six-month period following the Association's establishment. The process for obtaining Founding Member status will be formalized through a legal procedure as specified in the Bylaws, ensuring adherence to relevant governance and membership protocols.
 - iii. All Full Members must be legal entities. They shall be formally represented by a duly authorized natural person. Full Members must at least have regular activities in a European Country as defined in Article 4.1.1. Members who, for example, have their registered office or a branch in one of the countries referred to in Article 4.1.1., are presumed to have regular activities there.

4.2.3 Associate Members

- i. Associate Members are legal entities or natural persons that meet at least one of the following criteria:
 - a. Be involved in significant R&D activities in the Territory;
 - b. Contribute to and/or support the overall value chain;
 - c. Represent interests that are relevant to the Association;

4.3 Members' rights and obligations

4.3.1 The Members of the Association have the rights granted to them by these Articles of Association, the Bylaws and the decisions taken by the Association's bodies in accordance with these Articles of Association and the Bylaws. On the assumption that the Members concerned comply with all the financial and other obligations determined by the Articles of Association, the Bylaws and the decisions of the Association's bodies.

4.3.2 Members have, but are not limited to, the following rights:

- i. attend, also through a duly authorized representative, meetings of the General Meeting;
- ii. in the event of exclusion from membership, to be represented in their defense before the General Meeting;
- iii. participate in the Association's activities;
- iv. elect the members of the Board of Directors;
- v. propose candidates for election to the Board of Directors; and
- vi. any other rights granted in these Articles of Association and by applicable law.

5 APPLICATION FOR MEMBERSHIP

5.1 Full Members

- 5.1.1 Applications for full membership shall be made in writing to the Secretary General of the Association who shall forward them to the Board of Directors.
- 5.1.2 All applications for membership must contain an undertaking to adhere to these Articles of Association, to the Bylaws, where applicable, and to all decisions of the Association's bodies, as well as an undertaking to participate actively in the activities.
- 5.1.3 Any new Member shall become a Member of the Association upon written confirmation by the Chairman (the '**Membership Confirmation Date**') following the decision of the Board of Directors to accept the application for membership.
- 5.1.4 In the event of rejection of an application for membership, the Board of Directors shall state the principal reasons for its decision, which shall be based on the criteria for membership referred to above and on the principles of transparency and non-discrimination. The applicant concerned has the right to appeal against the decision of the Board of Directors to the General Meeting, which will decide on the appeal at its first meeting.
- 5.1.5 The Board of Directors shall keep a register of the Full Members at the registered office of the Association. This register contains the following information, for legal entities: the name, legal form, registered office address, name of the representative and date of membership and for natural persons: the name and personal address. All decisions to admit, resign or exclude Members must also be entered in the register by the Board of Directors within eight (8) days of acknowledgement of receipt of the decision.

5.2 Associate Members

- 5.2.1 Associate Members may join the Association either by invitation or through application:
- i. Legal entities or natural persons that meet at least one of the relevant criteria may be invited by the Chairperson, acting on behalf of the Board of Directors, to become an Associate Member;
 - ii. Legal entities or natural persons that meet at least one of the relevant criteria and wish to apply for Associate Membership may submit a written notice to the Chairperson. The Board of Directors will review all applications, making decisions based on the principles of transparency and non-discrimination, and will provide a rationale for its decision.
- 5.2.2 If the Board of Directors rejects an application for Associate Member status, the reasons for the rejection shall be provided. The applicant has the right to appeal the rejection to the General Meeting. The General Meeting will decide on the appeal at its next meeting.
- 5.2.3 Upon acceptance, each Associate Member must enter into an accession agreement. The term of membership for an Associate Member shall last until the second General Assembly following the date of entering into the accession agreement. There is no limit on the number of subsequent renewals.

6 TERMINATION OF MEMBERSHIP

- 6.1 Any Member may be excluded by the Board of Directors with immediate effect for failure to comply with the law, the Articles of Association, the Bylaws, a resolution of the General Meeting, or for any other legitimate reason, which includes but is not limited to:
- i. non-payment of the Membership Fee or any other fee which are due from Members, including fees for exceptional expenses or charges, provided that the amount concerned remains unpaid one month after a written notice has been sent to the Member concerned by the Secretary General, and such exclusion may take place at the request of any Member;
 - ii. bankruptcy, liquidation or similar proceedings in respect of the Member concerned; and
 - iii. the fact that a Member, directly or indirectly, has supported or initiated any activity or taken any other action contrary to the Purpose of the Association or has acted in a manner seriously prejudicial to the reputation of the Association or the interests of the Members.
- 6.2 Unless otherwise provided for in these Articles of Association, any Member who has been excluded for one of the reasons mentioned in Article 6.1 shall not be exonerated from its obligation to pay the current year's Membership Fees or any other debt. The Member shall have no claim on the property of the Association or on the Membership Fees and other contributions already paid.
- 6.3 In any event, any Full Member who ceases to possess the qualities required to become a Full Member as detailed in Article 4.1.2, is deemed to have resigned and therefore *ipso facto* ceases to be a Full Member of the Association with immediate effect.
- 6.4 Without prejudice to Article 6.1, a Member's membership shall also terminate if the Member withdraws by providing written notice to the Chairperson at least one month in advance.
- 6.5 Procedure for exclusion
- 6.5.1 The Board of Directors may only decide to exclude a Member, with the exception of a Founding Member, by a three-quarters (3/4) majority vote of the directors present or represented. If the Member in question is also a director, they shall abstain from voting on their exclusion. Prior to the vote, the Member subject to potential exclusion has the right to

request an opportunity to present their defense before the Board of Directors. Following the Board of Directors' decision to terminate the membership, the Chairman will formally notify the Member of the decision in writing, including the reasons for termination.

- 6.5.2 The decision to exclude a Member shall only become effective after a 30-day period has elapsed, during which the Member in question shall have the opportunity to present their defense to the Board of Directors. At the conclusion of this 30-day period, the Board of Directors, through the Chairman, shall provide the Member with written notification confirming either the decision to terminate the membership or the withdrawal of this decision, taking into consideration any defense presented by the Member.

7 MEMBERSHIP FEE

- 7.1 In order to achieve the Purpose and carry out the activities of the Association as described in Article 2.1, Members must pay an annual financial contribution (the "**Membership Fee**"). The Membership Fees are determined by the General Meeting on the proposal of the Board of Directors for each financial year. The detailed calculation methods are set out in the Bylaws.
- 7.2 By virtue of their membership, Members of the Association do not incur any individual or joint liability for the commitments of the Association, and the obligations of Members are strictly limited to the amount of their Membership Fee.
- 7.3 The Association may receive grants, donations and testamentary dispositions as well as any transfer not prohibited by law.

8 ASSETS OF THE ASSOCIATION

- 8.1 The assets of the Association shall consist of subsidies, Membership Fees, donations properly obtained in accordance with the applicable law and any other assets or income received.

TITLE III: ORGANISATION OF THE ASSOCIATION

9 ORGANISATIONAL STRUCTURE

9.1 The Association shall be managed by the following bodies:

- i. the general meeting, which shall consist of all Members (the “**General Meeting**”); and
- ii. the Board of Directors (the “**Board of Directors**”)

9.2 The Association shall also appoint a secretary general (the “**Secretary-General**”) who shall be responsible for the day-to-day management of the Association.

9.3 The Association may set up working groups in connection with the Purpose in various forms. They are established under the authority of the Board of Directors. Other forms of working groups, such as interest groups and committees, may be defined and detailed in the Bylaws.

10 GENERAL MEETING

10.1 Organisation of the General Meeting

10.1.1 Each Full Member shall be represented at the General Meeting by a delegate with full powers. Each Full Member shall have one vote. Full Members shall be entitled to exercise their voting rights by proxy. The proxy need not be a member himself.

10.1.2 Associate Members shall have the right to attend and to speak at the General Meeting, but shall have no voting rights at the General Meeting. Each Associate Member shall be entitled to give a proxy to another Associate Member or its representative to attend the General Meeting.

10.1.3 The Chairman shall convene an annual ordinary General Meeting, ensuring that the agenda includes, at minimum, the following items:

- i. approval of annual accounts for the past financial year;
- ii. approval of annual budgets for the current financial year;
- iii. election and dismissal of members of the Board of Directors;
- iv. discharge to members of the Board of Directors and, if applicable, the statutory auditor for the execution of their mandate during the past financial year; and
- v. appointment of the statutory auditor, if applicable.

10.1.4 The Board of Directors must convene an extraordinary General Meeting in all cases provided for by law or the Articles of Association, or at the written request of at least one fifth (^{1/5}th) of the Full Members .

10.1.5 The General Meeting may only validly deliberate on items explicitly included on the agenda. However, it may deliberate on items not included on the agenda if all Full Members are present or represented and provide their unanimous consent.

10.1.6 A notice indicating the date, time, place and agenda of a General Meeting shall be sent to the Members, the directors and the statutory auditor, if any, in the form of a letter or an e-mail, at least 15 days before the date set for the ordinary or extraordinary General Meeting. The arrangements for holding the ordinary or extraordinary General Meeting are indicated in this notice.

- 10.1.7 A copy of the documents which must be submitted to the General Meeting pursuant to the Code of Companies and Associations is sent without delay and free of charge to the Members, directors and statutory auditor, if any, who so request.
- 10.1.8 Meetings may be held in person or by teleconference or videoconference. The Board of Directors may also request that a physical meeting be accessible by teleconference or videoconference. Further details on the organization of General Meeting meetings may be found in the Bylaws.
- 10.1.9 If a physical meeting is to be held, it may be held anywhere in the Territory.
- 10.1.10 If all the Members have agreed to meet and if they are all present or represented or have expressed their vote in writing (including by e-mail), the meeting will be duly constituted without the need to respect any time limits or to send further notices, which will be recorded in the minutes of the meeting.

10.2 Powers of the General Meeting

- 10.2.1 The General Meeting has all powers, except those excluded by law or the Articles of Association. The General Meeting approves the general policy of the Association on the basis of proposals from the Board of Directors and makes recommendations to the Board of Directors for the application of that general policy.
- 10.2.2 In particular, the General Meeting has exclusive powers (which cannot be delegated) in the following areas:
- a) amending the Articles of Association;
 - b) the appointment and dismissal of the members of the Board of Directors and the fixing of their remuneration, if any;
 - c) electing the Chairman;
 - d) to discharge the Chairman, the members of the Board of Directors and, where applicable, the statutory auditor, for the performance of their duties;
 - e) recognition of the appointment of the treasurer appointed by the Board of Directors.
 - f) the appointment and dismissal of the statutory auditor or liquidator(s), and the fixing of their remuneration; on the proposal of the Board of Directors;
 - g) the taking of legal action by the Association against the members of the Board of Directors or the statutory auditor;
 - h) receiving and approving the reports of the Board of Directors on the activities of the past year;
 - i) approving the general strategy and overall policies to be followed by the Association on the basis of the recommendations of the Board of Directors;
 - j) approving the proposed resolutions and programs of activities put forward by the Board of Directors;
 - k) approving the annual accounts and budget proposed by the Board of Directors;
 - l) adopting the internal rules for calculating the Membership Fees and the methods of payment thereof, as proposed by the Board of Directors;
 - m) deciding on the dissolution of the Association;
 - n) the transformation of the Association into a national non-profit association, into a cooperative society approved as a social enterprise or into an approved cooperative social enterprise;
 - o) making or accepting the contribution of a universality free of charge;
 - p) the Association's membership of, or withdrawal from, any other (international) non-profit

- organization or body;
- q) the conclusion of transactions relating to immovable property or loans;
- r) approving all agreements with commitments exceeding one year or exceeding a value of two hundred thousand euros (200,000 EUR);
- s) all other matters provided for by law and the Articles of Association.

10.3 Quorum and adoption of resolutions

- 10.3.1 Except where the Articles of Association require a greater quorum, a General Meeting is validly constituted if the majority of the Full Members are present or represented at the meeting.
- 10.3.2 If the required minimum number of Full Members is not reached, a second General Meeting may be convened with the same agenda, which may deliberate and decide validly, regardless of the number of Full Members present or represented, to the extent permitted by law. The second General Meeting may not be held less than fifteen (15) days and no more than three months after the first General Meeting.
- 10.3.3 Unless otherwise provided in these Articles of Association, resolutions of the General Meeting are adopted by consensus between the Full Members present or represented.
- 10.3.4 In the event that no consensus can be reached, resolutions of the General Meeting are adopted by a majority of two thirds (2/3) of the votes of the Full Members present or represented.
- 10.3.5 General Meetings held by electronic means must be conducted in such a way that it is possible to verify the identity of the Members delegate(s) present and to be able to conduct a voting process that can validate the votes cast. A General Meeting held by electronic means must nevertheless comply with the procedures set out in Article 10.1 The procedures for holding a General Meeting by electronic means may be detailed in the Bylaws.
- 10.3.6 Resolutions adopted are binding on all Members. They shall be communicated to all Members by post or by any other means of communication, such as the Association's website.
- 10.3.7 The General Meeting shall vote only on items on the agenda, unless all Full Members are present or represented and agree to vote on another item.

10.4 Written consent procedures

- 10.4.1 Upon request by the Board of Directors, through the Chairman, or by at least two thirds (2/3) of the Full Members, the General Meeting may decide through a written procedure. For this purpose, the Chairman shall send the proposed resolutions to all Full Members via post or email, accompanied by a memorandum signed by the Chairman, outlining the rationale for the resolutions:
 - i. the reasons for using the written procedure;
 - ii. the background to the proposed resolutions; and
 - iii. the specific terms of this procedure.
- 10.4.2 Resolutions shall be considered approved if, within thirty (30) days, two thirds of the Full Members provide their approval through signed written communications submitted to the Chairman.
- 10.4.3 Full Members who do not respond within this period of thirty (30) days shall be deemed to have abstained.

10.5 Chairman of the General Meeting

- 10.5.1 At all meetings of the General Meeting, the Chairman (see Article 14) shall act as chairman. In his absence, the meeting shall be chaired by the oldest member of the Board of Directors.

10.6 Minutes

- 10.6.1 The proceedings of each meeting of the General Meeting shall be recorded in minutes drawn up by the Secretary General or by another person designated by the person chairing the General Meeting. The opinion expressed by the person chairing the General Meeting on the outcome of a vote is decisive, as is the content of a resolution adopted, provided that it is an unwritten proposal put to the vote.
- 10.6.2 The minutes are submitted to the Members for approval within 30 days of the date of the General Meeting. Resolutions shall be recorded and kept in a minute book at the registered office of the Association, where they shall be made available to all Members .

11 BOARD OF DIRECTORS

11.1 Composition and appointment

- 11.1.1 The Association is managed by the Board of Directors whose members are elected by the General Meeting upon nomination of the Full Members .
- 11.1.2 The term of office of the members of the Board of Directors is, except in the case of renewal, a maximum of two years and always expires at the close of an annual General Meeting.
- 11.1.3 The Board of Directors consists of a maximum of sixteen (16) members and a minimum of three (3) members.
- 11.1.4 In the event that several Industry Members belong to the same brand or to the same holding company, none of these groups may have more than one (1) member on the Board of Directors.
- 11.1.5 Members of the Board of Directors are not entitled to receive any remuneration, unless otherwise specifically provided by the General Meeting.

11.2 Appointment

- 11.2.1 At least four weeks before the ordinary General Meeting, at which the members of the Board of Directors are to be appointed or reappointed, the Chairman shall issue a call for candidates. Each category of Full Members shall draw up a list of all nominations of candidates within their respective category.
- 11.2.2 The list of candidates from each category of Full Members shall be submitted to the General Meeting.
- 11.2.3 The General Meeting shall elect the members of the Board of Directors from the lists of candidates submitted by each category of Full Members . The General Meeting shall elect up to sixteen (16) members of the Board of Directors, taking into account the following principles: each Member may vote for a maximum of ten (10) candidates proposed by Industry Members, two (2) candidates proposed by Research Members, two (2) candidates proposed by SME Members, and two (2) candidates proposed by Association Members.

11.3 Termination

- 11.3.1 Directors shall remain in office until re-elected or until new directors takes office. If, during their term, a director ceases to fulfill the role within their company or association that was a prerequisite for their election, the Board of Directors shall decide, by simple majority vote (excluding the Director in question), whether the director may continue to serve until the end of their term. If the Board of Directors decides otherwise, the director shall be deemed to have resigned from the Board of Directors. This decision is taken with particular regard to meeting the minimum number of directors required by law or these Articles of Association.
- 11.3.2 Notwithstanding any other provision of these Articles of Association, a director's term of office may be terminated at any time by the General Meeting without any obligation to give reasons.
- 11.3.3 Any director wishing to resign must inform the Board of Directors in writing (including by e-mail). The next General Meeting will decide on the replacement of the director and, until that date, the other directors will perform the duties of the resigning director.
- 11.3.4 If the total number of directors, due to resignation, death or dismissal by the General Meeting, is less than the minimum set out in Article 11.1.3, or if a category of Full Members is insufficiently represented or if there is no balance between the directors, as provided for in Article 11.1.4 the remaining directors shall call an extraordinary General Meeting in order to obtain the requested appointment(s). The Board of Directors may decide to correct the balance within the Board of Directors or to temporarily replace the missing director with a delegate from the missing director's organization or with a new person from a Full Member, who is able to fulfil the duties of the missing director, including the representation of the category to which he belongs, until such time as a new elected director can take office.

11.4 Powers of the Board of Directors

- 11.4.1 The Board of Directors has the power to carry out all lawful acts of management and administration which are useful or necessary to achieve the Purpose of the Association, with the exception of those powers exclusively reserved to the General Meeting.
- 11.4.2 The Board of Directors follows and implements the resolutions, instructions and recommendations adopted by the General Meeting. The Board of Directors has, without this list being exhaustive and without prejudice to the other powers vested in it by virtue of the law or the Articles of Association, exclusive powers to carry out and conclude the following matters:
- a) the admission and the exclusion of new Members;
 - b) develop the Association's strategy to be submitted to the General Meeting for endorsement, to implement the execution of this strategy and to take all respective necessary actions within the limitations of these Articles of Association;
 - c) monitor the progress of the Association's activities;
 - d) terminate membership of defaulting Members, in accordance with the provisions of Article 6;
 - e) propose to the General Meeting Membership Fees;
 - f) prepare and file for acceptance by the General Meeting annual budget and annual accounts pursuant to Article 17;
 - g) propose for resolutions by the General Meeting;
 - h) decide about the change of the address of the registered office of the Association insofar as such relocation is not obliged to change the language of the Articles of Association in accordance with the applicable language legislation, the opening of offices for the Association, and decide upon the participation in other non-profit associations;
 - i) creation and dissolution of working groups;
 - j) organize and supervise the management of the Association;
 - k) the preparation of the consolidated annual business plan and the long-term strategic vision of the Association for approval by the General Meeting, on the basis of input from the Full Members, preferably consolidated by working groups;
 - l) drafting, approving and amending the Bylaws;
 - m) entering into and terminating employment or service contracts of employment with the Secretary General of the Association;

- n) proposing the agenda for the General Meeting;
- o) proposing the internal rules for determining the calculation of Members' Membership Fees to the General Meeting;
- p) to invite advisers or honorary members to meetings of the Board of Directors;
- q) the power of ordinary management of the Association, including the right to carry out all necessary administrative acts and other arrangements, including legal proceedings;
- r) to be responsible for financial management, the preparation of budgets, including Membership Fees for approval by the General Meeting, budgets and the control of expenditure;
- s) to propose amendments to the Articles of Association;
- t) to represent the Association at external events and to promote the visibility, public relations and identity of the Association;
- u) to elect the vice-presidents and the treasurer from among the members of the Board of Directors.

11.5 Meetings - Quorum - Adoption of resolutions

- 11.5.1 The Board of Directors meets at least twice a year.
- 11.5.2 Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, who must do so at the request of at least two-thirds (2/3) of the directors.
- 11.5.3 Notice of meetings shall be sent by post or e-mail at least fourteen (14) days before the date of the meeting, including an agenda specifying the items requiring a vote. Meetings may be held without notice if all directors have agreed to meet and are present or represented, which will be recorded in the minutes of the meeting.
- 11.5.4 Notice of the first meeting of the Board of Directors is not required to be given fourteen days in advance and may be given within three days.
- 11.5.5 Each director may, no later than seven (7) days prior to a meeting of the Board of Directors, appoint a proxy to represent them at the meeting. The proxy may be another director or an individual within the director's organization. The appointed proxy shall have full authority to represent, vote, and act on behalf of the director for all matters on the agenda. However, no director may serve as a proxy for more than one other director.
- 11.5.6 With the exception of resolutions that require a certified document, meetings of the Board of Directors may be conducted via teleconference, videoconference, or any other appropriate communication method, in accordance with the practical arrangements outlined in the Bylaws.
- 11.5.7 The Board of Directors may only validly deliberate if at least two thirds of the directors are present or represented.
- 11.5.8 Unless otherwise provided in these Articles of Association, resolutions of the Board of Directors are adopted by a two-thirds (2/3) majority of the votes of the directors present or represented.
- 11.5.9 In the event of a conflict of interest concerning a decision, the member concerned must abstain from taking part in the decision-making process.
- 11.5.10 The Board of Directors, through its Chairman, may invite third parties ("**Observers**") when necessary or useful for the matters on the agenda. Observers have the right to attend the meeting and to speak, but without the right to vote.

11.6 Minutes

- 11.6.1 Resolutions of the Board of Directors are recorded in approved minutes and are circulated to all members of the Board of Directors within two weeks. They are signed by the Chairman and those members of the Board of Directors who so request. They are all archived electronically and are accessible to all Members of the Association.

11.7 Written consent procedures

- 11.7.1 The Board of Directors may also pass resolutions by unanimous written consent of the directors. To this end, the Chairman shall send proposed resolutions by ordinary or electronic mail, together with a memorandum signed by the Chairman, setting out:
- i. the reasons justifying the written procedure;
 - ii. the background to the proposed resolutions;
 - iii. the specific requirements of the written procedure.
- 11.7.2 Resolutions shall be deemed adopted if, within thirty (30) days of their circulation, two-thirds of the members have approved them by means of written communications signed and returned to the Chairman. Directors who have not replied within this period are deemed not to have expressed an opinion.

12 OFFICE OF THE ASSOCIATION

- 12.1 The Association may establish an office which shall operate under the authority of the Secretary General and shall assist the Secretary General in the day-to-day management of the Association (the “**Office**”).
- 12.2 The description of the organisation and administrative tasks of the Office may be specified in the Bylaws.

13 DAY-TO-DAY MANAGEMENT

- 13.1 The Board of Directors may delegate the day-to-day management to a directors or a person who is not a member of the Board of Directors and who shall, in both cases, bear the title of Secretary General.
- 13.2 Day-to-day management includes both acts and decisions which do not exceed the needs of the day-to-day life of the Association and acts and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Board of Directors.
- 13.3 The Secretary General is responsible, inter alia, for preparing, coordinating and following up meetings of the Board of Directors and the General Meeting in coordination with the Chairman of the Association. The Secretary General acts within the framework of the general guidelines he/she receives from the Chairman and the Board of Directors of the Association and under the control and authority of the Board of Directors.
- 13.4 The duties of the Secretary General may be specified at the time of appointment.
- 13.5 The Secretary General is empowered to decide and act alone on all matters of day-to-day management, with the exception of those requiring the prior consent of the Board of Directors and/or the General Meeting and/or any other prior approval. The matters requiring such prior consent and the manner in which evidence of such consent is to be provided may be set out in writing by the Board of Directors or at the time of appointment of the Secretary General.
- 13.6 The term of office of the Secretary General is indefinite and may be terminated at any time by the Board of Directors without giving reasons.
- 13.7 In addition to the foregoing, the Board of Directors may delegate specific decision-making powers and/or entrust specific mandates to an agent.
- 13.8 The appointment, dismissal or resignation of the Secretary General or any proxy shall be filed with the competent company court and shall be published in the Annexes to the Belgian Official

Gazette, if required by law.

14 CHAIRMAN AND TREASURER

- 14.1** The General Meeting elects, on the recommendation of the Board of Directors, a Chairman and a Treasurer from among the members of the Board of Directors, for a renewable period of two years.
- 14.2** The Chairman is responsible for chairing meetings of the Board of Directors and the General Meeting and for representing the Board of Directors in supervising the management of the Association.
- 14.3** The Treasurer is responsible for:
- i. reviewing the Association's annual budget ;
 - ii. reviewing the financial reports and keeping the accounts of the Association;
 - iii. proposing the Membership Fee to be paid by Members, where applicable.
- 14.4** The powers of the Chairman and the Treasurer are further defined in the Bylaws.
- 14.5** The Chairman and the Treasurer shall continue in office until the new Chairman or Treasurer takes office.

15 REPRESENTATION

- 15.1** The Association is validly represented in and out of court by the Chairman, by the Board of Directors acting in an advisory capacity, or by two (2) directors acting jointly, by an agent, within the limits of his mandate, or by the Secretary General, within the limits of day-to-day management.
- 15.2** Any commitment, contract, investment, bank transfer or payment or any other obligation of the Association which has not been provided for in the annual budget of the Association shall require the joint signature of the Chairman on the one hand and the Secretary General or the Treasurer on the other.
- 15.3** The Board of Directors may grant general or specific powers of attorney to any person it deems appropriate. In particular, it may grant specific powers to represent the Association before the European Commission, for example for the signature of a Public-Private Partnership (PPP) Contract, to any person it deems suitable. When the Association is represented at high-level events, this person will be authorised to use the title of 'President of the Association'.
- 15.4** The Board of Directors may delegate or outsource some of its tasks, but not its responsibilities, to an external party. The tasks that may be outsourced are as follows:
- i. bookkeeping and accounting management ;
 - ii. secretarial work
 - iii. collection of membership fees; and
 - iv. any other tasks deemed appropriate by the Board of Directors.

TITLE IV: OTHER CLAUSES

16 ACCOUNTS, BUDGET AND COSTS

- 16.1** The Association's accounting year shall begin on 1 January and end on 31 December of each year.
- 16.2** During the start-up phase of the Association, the accounting year shall begin when the Association acquires legal personality and shall end on 31 December 2025. The first Members' Membership Fees shall be due pro rata temporis until 31 December 2025.
- 16.3** At the end of each financial year, on 31 December, the annual accounts for that year are closed and the budget for the following year is drawn up. The Board of Directors must submit the accounts for the financial year in question and the budget for the following financial year to the Annual General Meeting for approval. By separate vote, the General Meeting grants discharge to the directors and, if applicable, to the auditor. All costs and expenses incurred by the Secretary General and the Executive Committee in the performance of their duties shall be borne by the Association.
- 16.4** Travel, subsistence and accommodation expenses incurred by directors and Members (or their employees) in carrying out their activities for the Association may be reimbursed by the Association in accordance with the terms and conditions periodically laid down by the Board of Directors.
- 16.5** The Board of Directors may decide from time to time to make payments to Members (or their employees) for work for the Association where such work involves an unusually high commitment of time to the Association. Such payments shall be made at rates less than or equal to the rates paid at the time to experts engaged by the European Commission.

17 AMENDMENTS TO THE ASSOCIATION'S ARTICLES OF ASSOCIATION

- 17.1** On the proposal of the Board of Directors, the General Meeting may amend the Articles of Association.
- 17.2** The General Meeting, which decides on amendments to the Articles of Association, is validly constituted when at least three quarters (3/4) of its Full Members are present or represented. Resolutions are passed by a majority of at least three quarters (3/4) of the votes of the Full Members present or represented. However, where the amendment concerns the object, a decision to amend may only be taken by a majority of four-fifths (4/5ths) of the votes of the Full Members present or represented.
- 17.3** If, however, the aforementioned quorum is not present or represented at the meeting of the General Meeting deciding on the amendment of the Articles of Association, a second meeting may be convened with the same agenda. This meeting will take place no less than 15 (fifteen) days after the date of the first meeting. This Meeting will be validly composed regardless of the number of Full Members present or represented. The required majorities mentioned above remain applicable.
- 17.4** Amendments to the Articles of Association do not take effect until they have been approved by the General Meeting.

18 DISSOLUTION AND LIQUIDATION

- 18.1** Dissolution may only be decided by the General Meeting, in accordance with articles 2:109 of the Companies and Associations Code. The General Meeting, which decides on the dissolution of the Association (in particular by deciding on the method, appointing the liquidators and determining their powers and fees), is validly constituted when at least three quarters (3/4) of its Full Members are present or represented. Resolutions shall be passed by a majority of three quarters (3/4) of the votes of the Full Members present or represented.
- 18.2** If, however, the aforementioned quorum is not present or represented at the meeting of the General Meeting deciding on the proposals referred to in Article 19.1, a second meeting may be convened with the same agenda. This meeting will take place at least fifteen (15) days after the date of the first meeting. This Meeting will be validly composed regardless of the number of Full Members present or represented. The required majorities mentioned above remain applicable.
- 18.3** As from the date of the decision to dissolve, the Association shall indicate on all documents and papers that it is 'in liquidation', in accordance with Article 2:115 of the Companies and Associations Code. The decision to dissolve also appoints one or more liquidators.
- 18.4** Upon dissolution of the Association, and after payment of all debts and obligations of any kind, funds, investments and other assets of the Association, the liquidators shall distribute the net assets of the Association, if any, to one or more European non-profit organisations, associations or foundations having objectives similar or closely related to those of the Association. Such organisation, association or foundation shall be identified by the General Meeting following its decision to dissolve and liquidate the Association.
- 18.5** This distribution may be made by any means and in accordance with the method that the General Meeting or the liquidator(s) deem most appropriate.
- 18.6** All decisions relating to the dissolution, the conditions of liquidation, the appointment and resignation of the liquidator(s), the closure of the liquidation and the disposal of the assets shall be filed with the competent company court and shall be published in the Annexes to the Belgian Official Gazette in accordance with the provisions of articles 2:7, 2:13 and 2:136 of the Companies and Associations Code and the related implementing decrees.

19 BYLAWS

- 19.1** Bylaws may be drawn up by the Board of Directors. A resolution of the Board of Directors is required to approve the Bylaws and any amendments thereto. At least three quarters (3/4) of the directors must be present or represented and the decision will be taken by a majority of the directors present or represented. These Articles of Association will always refer to the latest version of the Bylaws, if any.
- 19.2** In the event of any discrepancy between the Bylaws and these Articles of Association, the latter shall prevail.

20 MISCELLANEOUS

- 20.1** The official working language of the Association is English.
- 20.2** The French version of these Articles of Association shall be the official version.
- 20.3** For all matters not governed by these Articles of Association, the Belgian Code of Companies and Associations shall apply.
- 20.4** These Articles of Association shall be interpreted and construed in accordance with Belgian

law. All disputes or differences arising directly from these Articles of Association, the Bylaws and decisions taken by the Association's bodies which cannot be settled amicably shall be submitted to the exclusive jurisdiction of the competent courts in Brussels, Belgium. This court shall also have jurisdiction in the event of a counterclaim by the defendant in any legal action. The Members concerned and the Association may, however, unanimously choose to seek to resolve by mediation any dispute or difference which cannot be settled amicably.