



Approved by the ENPE General Assembly
28 September 2023

ARTICLES OF ASSOCIATION OF EUROPEAN NETWORK OF PROSECUTORS FOR THE ENVIRONMENT

(“I.N.P.A.” / “I.V.Z.W.” / “A.I.S.B.L.”)
International Non-Profit Association

International non-profit association

Registered office: Scotland House, Rond-Point, Schuman 6, 1040 Brussels, Belgium

ARTICLE 1 DEFINITIONS

In these present Articles of Association, the words listed below will have the following meanings:

- 1) **Association:** the International Non-Profit Association named European Network of Prosecutors for the Environment (in short ENPE) or in French “Réseau Européen des Procureurs pour l’Environnement” (“to remain shortened to ENPE.”) organised in accordance with the present Articles of Association;
- 2) Association’s **Internal Rules:** a document setting forth the internal rules of the Association and adopted by the Board of Directors in accordance with Article 14 of these Articles of Association;
- 3) **Organisation:** any organisation, whether or not having legal personality, with responsibility for the prosecution of environmental crimes in a Qualifying Country;
- 4) **Full Member:** the Founding Members and any persons or legal entities granted full membership of the Association from time to time in accordance with Articles 6.1.1., 6.2. and 6.4.;
- 5) **Member:** Full Members and Supporting Members;
- 6) **Permanent Representative:** the individual appointed by each Member for purposes of representing the Member within the Association;

- 7) **Observer:** a natural person, legal entity or institution who is not a Member and who is invited to follow the proceedings of the General Meeting. Observers may in particular include:
- (a) Scientists, academics and universities;
 - (b) EU institutions;
 - (c) National government bodies;
 - (d) NGOs.
- 8) **Qualifying Country:** (i) a current or former Member State of the European Union; (ii) an EU candidate country, a potential candidate or an acceding country; (iii) a Member State of the European Economic Area; (iv) a Member State of the European Free Trade Association and (v) a country that is a member of the European Environmental Agency;
- 9) **Supporting Member:** persons and legal entities that contribute to the purpose of the Association and that are granted supporting membership of the Association from time to time in accordance with Articles 6.1.2., 6.2 and 6.4.; and
- 10) **The Act:** the Belgian Act of 27 June 1921 on the non-profit associations, the international non-profit associations and the foundations as amended by any subsequent laws, as amended last on 25 April 2014.

ARTICLE 2 NAME

By virtue of this deed, an international non-profit association is hereby established, incorporated and formed pursuant to the Act with the English name of “**EUROPEAN NETWORK OF PROSECUTORS FOR THE ENVIRONMENT**”, (in short ENPE”), and the French name of “Réseau Européen des Procureurs pour l’Environnement” (in short “ENPE .”) hereinafter referred to as the “Association”.

All deeds, invoices, notices, websites and documents issued by the Association shall mention the name of the Association preceded or followed by the words “International Non-Profit Association” or by the words “Association Internationale Sans-But Lucratif” or by the acronyms “INPA” or “AISBL”, as well as the address of the registered office of the Association.

ARTICLE 3 REGISTERED OFFICE

The registered office of the Association shall be located at Scotland House, Rond-Point Schuman 6, 1040 Brussels, Belgium. The registered office may be transferred to any other place within the Brussels-Capital Region (“la Région de Bruxelles-Capitale”) by decision of the Board of Directors. The decision of transfer shall be filed with the clerk’s office of the Commercial Court of Brussels, being the court that has territorial jurisdiction over the Association, and shall be published in the Annexes to the Belgian Official Gazette.

The Board of Directors may establish administrative offices in Belgium, in other Member States of the European Union or elsewhere if deemed necessary or useful by the Board of Directors for the Association's operations.

ARTICLE 4 ASSOCIATION'S PURPOSE AND ACTIVITIES

4.1. The Association's Purpose

The Association pursues the following international non-profit purposes:

- to contribute to protecting the environment by supporting the operative work of environmental prosecutors; and
- to contribute to protecting the environment by supporting the implementation and enforcement of national, European and International environmental law by environmental prosecutors, having particular regard to the protection of public health, the desirability of achieving sustainable development and the prevention of organised crime in the field of the environment.

The Association seeks to:

- support the operative work of environmental prosecutors;
- promote the exchange of information and experience of the enforcement and prosecution of environmental crime between Members;
- foster knowledge of environmental law among prosecutors and promote the development of environmental criminal law as an integral part of criminal law enforcement generally;
- share experience of investigations, prosecutions and sanctions in the field of environmental criminal law;
- contribute to better understanding, implementation and enforcement of environmental criminal law;
- encourage and support co-operation between Members and facilitate capacity building in relation to the prevention and prosecution of environmental crime;
- facilitate collection of data about environmental crime across Europe and enforcement action taken in relation to environmental crime;
- identify and develop good, and whenever possible, best practice, for successful prosecutions and produce guidance, tools, common standards and approaches to the prosecution of environmental offences;
- share training programmes in relation to environmental criminal law; and
- cooperate with relevant international organisations.

4.2. The Association's Activities and Role

In order to achieve its purpose, the Association may carry out all actions that are directly or indirectly related to its purpose, including legal action, and may develop or facilitate the implementation thereof. In particular, but without limitation to the generality of the foregoing, the Association may:

- initiate, participate in or promote studies and publish legal papers, reviews, training

material, guidance, case studies, best practice materials and any other similar documentation;

- whilst recognising each other's independence and existing legal frameworks, promote contacts and exchange of information between its Members and Observers and with the European Union authorities, UN Environment and other public international organisations;
- develop relations with networks of judges such as EUFJE, police units and inspectors dealing with criminal law and the protection of public health and the environment, such as EUROPOL, the International Criminal Police Organisation (INTERPOL), Eurojust, IMPEL, INECE and other relevant networks;
- at intervals to be established by the Board of Directors, organise seminars, colloquiums, conventions and other events to promote the Association's purpose;
- establish and/or participate in working groups on topics relevant to the Association's purpose;
- set up a web site, newsletters, social media groups and any other means of dissemination to publicise the activities of the Association;
- undertake the collection of statistical information and other data in relation to the enforcement and prosecution of environmental offences and other ancillary information;
- set up databases relevant to the activities of the Members, such as databases of judgments, reports, studies and legal advices;
- organise all types of meetings, visits, training programs or seminars;
- publish documents, studies or periodicals; and
- participate in any projects (including in particular EU-funded projects) or task-force groups.

4.3. Not-for-Profit

The Association does not pursue a profit-making purpose. Any income resulting from its activities or other sources shall exclusively be used to pursue its corporate purpose.

ARTICLE 5 DURATION

The Association is incorporated for an indefinite period. However, it can be voluntarily dissolved by the General Assembly by the special majority mentioned in Article 9.5.3.2.

ARTICLE 6 MEMBERSHIP

The Association is open to Members of Belgian or foreign nationality. Each legal entity will designate a natural person as its permanent representative ("Permanent Representative") to the Association. The name of this Permanent Representative shall be communicated to the Association in accordance with Article 6.2.2.

Subject to Article 9.1, only the Permanent Representative appointed in accordance with the first paragraph of this Article shall be entitled to represent the relevant Member within the Association.

6.1. Membership

6.1.1. Full Membership

The following persons and legal entities are eligible for Full Membership:

- Organisations; and
- Public officials, representing prosecutors of environmental crimes in a Qualifying Country, provided there is no Organisation in the Qualifying Country concerned.

The Association will recognise only one single Full Member for each Qualifying Country. If a Qualifying Country contains more than one Organisation, the Organisations within that Qualifying Country will decide amongst themselves which of them shall be nominated as a candidate for Full Membership, it being understood that the Organisation thus admitted as Full Member shall be expected to represent the views of its Qualifying Country as a whole and not just of the Organisation. If the representative nature of a Full Member is disputed by Organisations from that Qualifying Country, the Association is entitled to suspend the voting rights of the Full Member concerned until an agreement is reached between the Organisations of the Qualifying Country concerned on the Organisation that will be nominated as Full Member.

6.1.2 Supporting Membership

The following persons and legal entities are eligible for Supporting Membership on a case-by-case basis and to the extent that the Association takes the view that these Supporting Members are capable of contributing to the purpose of the Association:

- (a) any natural person domiciled in a Qualifying Country representing a body of qualified lawyers involved in the prosecution of environmental crimes in a Qualifying Country;
- (b) any Organisation, which would be eligible for Full Membership save for the fact that the Association has already admitted a Full Member in respect of that Organisation's Qualifying Country; and
- (c) any individual legally qualified or legal person who follows the activity of the Association and shares a common interest with the Association provided there is no conflict of interest. The Board will pass judgement on this matter.

6.2. Application for Membership

6.2.1. Application for Membership

Applications for Membership must be submitted in writing to the Chair or the Secretary General to the Board of Directors. The application must contain documents that justify why the candidate is eligible for Membership. The Association's Internal Rules can set forth further details on the information to be submitted in the application for Membership.

6.2.2. Compliance

In its application, the applicant will expressly mention:

- (a) that it accepts these Articles of Association, as well as the Association's Internal Rules; and
- (b) for Organisations and legal entities, the name of the person appointed as Permanent Representative in accordance with Article 6.

Each Member shall be deemed to have accepted and agreed to abide by any other rules and regulations adopted from time to time by the General Meeting and shall pay the annual membership fee, as set forth in Article 7.

6.2.3. Approval and notification of the decision

The application for membership must be approved by the Board of Directors by at least a qualified majority of one half (1/2) of the votes of the Directors present or represented, or if one or more Directors abstain, by at least a qualified majority of one half (1/2) of the votes of the other Directors present or represented.

The decision of the Board of Directors shall be promptly communicated to the applicant.

6.3. Term of Membership

Subject to Article 6.4, membership shall be of an indefinite duration.

6.4. Resignations and terminations of Membership

6.4.1. Resignation

All Members shall be free to resign from the Association at any time by sending a written resignation letter to the Board of Directors. This resignation must be received by the Board of Directors before 1 October of the financial year in order to be effective as from 1 January of the next financial year.

6.4.2. Termination

6.4.2.1. Grounds for termination

A Member may be terminated from membership in the Association in accordance with the procedure described hereinafter, only:

- (a) if the Member no longer complies with the conditions for membership;
- (b) if the Member fails to pay his dues more than ninety (90) calendar days after their due date;
- (c) if the Member violates the provisions of these Articles of Association or of the Association's Internal Rules;
- (d) if the Member conducts itself in a manner which the Board of Directors determines to be reasonably likely to discredit the Association, or adversely affect the Association's reputation; and/or
- (e) for any other serious ground.

6.4.2.2. Decision to terminate

The decision to terminate a Member shall be taken by the Board of Directors by at least a two third (2/3) majority of the Directors present or represented or, if one or more Directors abstain, by at least a two third (2/3) majority of the votes cast by the other Directors.

Before the Board of Directors decides on the termination of a Member, this Member will be invited to appear before the Board of Directors for the purpose of submitting his explanations and observations.

The decisions concerning termination of a Member shall state transparent and objective reasons and shall be effective only on the date on which the notice of termination is served on the Member.

6.4.3. Consequence of termination or resignation

Members who resign or have been terminated or cease for whatever other reason to be a Member (or the heirs, successors or beneficiaries of such Members) shall not have a claim on the Association's assets and may not request a refund, in whole or in part, of any membership fees or other amounts paid.

They shall remain liable to pay any outstanding membership fees as well as any other debts relating to their membership.

6.5. Rights and obligations of the Members

6.5.1. All Members may participate in Association activities and receive periodical information from the Association.

All Members are entitled to attend and to be heard at any General Assembly Meeting. Subject to meeting the quorum specified in Article 9.4, Members have the right: (i) to request that an Extraordinary General Assembly is convened; and (ii) to put an item on the Assembly's agenda.

All Members will be invited to annual events, workshops or other events organised by the Association.

All Members are entitled to preferential participation fees to the different meetings and activities.

6.5.2. Each Member is obliged to pay in due time the annual dues referred to in Article 7.

6.5.3. Only Full Members who have paid the annual dues have the right to vote at any General Assembly Meeting, to hold office and to serve as Directors or on committees.

ARTICLE 7 INCOME OF THE ASSOCIATION AND MEMBERSHIP FEES

The income of the Association shall consist of:

- (a) membership fees due by the Members; membership fees shall be determined by the General Assembly in accordance with Article 9.5.3.1., the initial membership fee being 0 € (zero euro);
- (b) such gifts and grants as may be made by Members , Observers, or by any public or private person or institution, and in particular by any European Union authority, as are accepted by the Board of Directors; and
- (c) receipts resulting from the activities of the Association.

The Association can also be supported by means of sponsorship in kind, such as but not limited to use of offices or facilities or free secretariat. Such sponsorship in kind will be subject to a specific agreement to be entered into between the Association and one or more Members.

ARTICLE 8 STRUCTURE OF THE ASSOCIATION

For purposes of performing the duties set forth in these Articles of Association, the Association shall have:

- a General Assembly;
- a Board of Directors;
- a President who shall be Chair of the Board of Directors (“President”);
- one or more Vice-Presidents of the Board of Directors (“Vice-President(s)”);
- a Treasurer; and
- a Secretary General of the Association (“Secretary General”).

In addition, the Board of Directors may, in accordance with Article 10.4.3, set up one or more special bodies or committees to which it may delegate well-defined powers.

ARTICLE 9 GENERAL ASSEMBLY (“*l’Organe Général de Direction*”)

9.1. Composition and representation

The General Assembly shall be “*l’Organe Général de Direction*” and shall consist of all Full Members.

Each Full Member shall be represented at the General Assembly Meeting by his Permanent Representative appointed in accordance with Article 6.

If the Permanent Representative is prevented from attending a meeting, he may exceptionally, by issuing a special power of attorney, appoint any director or officer of the Full Member or another Full Member to represent the Member at the meeting. Such power

of attorney shall be communicated to the President at least one week before the date scheduled for the meeting.

A Member cannot represent more than two (2) other Members.

The Board of Directors may invite Observers as guests to attend General Assembly Meetings. Observers do not have voting rights.

Supporting Members are entitled to attend General Assembly Meetings, but they do not have voting rights.

9.2. General Assembly Meetings

A General Assembly Meeting known as the "Annual General Assembly Meeting" ("*Réunion Statutaire de l' Organe Général de Direction*") shall be held in accordance with Article 9.7.

All General Assembly Meetings of the Association other than the Annual General Assembly Meeting shall be Extraordinary General Assembly Meetings, and shall be held at such place, date and time determined by the Board of Directors.

Each General Assembly Meeting shall be chaired by the ENPE President or Chair however an alternative chairman may be appointed by the General Assembly at the beginning of the meeting upon proposal by the Board of Directors.

9.3. Powers

The General Assembly shall have the broadest powers within the limits defined by law and, in particular to:

- (a) appoint and dismiss the members of the Board of Directors;
- (b) appoint and dismiss the statutory auditor(s) and to determine their remuneration;
- (c) approve and amend the Articles of Association;
- (d) consider, resolve on and approve: the annual accounts of the preceding financial year; the reports of the Board of Directors; auditor's reports; Treasurer reports concerning these annual accounts; and the discharge of the Directors and the auditor;
- (e) determine the membership fees due for a given financial year;
- (f) approve the budget of revenues and expenditures;
- (g) resolve on the winding-up of the Association and appoint and dismiss one or more liquidators; and
- (h) close-off the liquidation.

Its decisions shall be binding on all Members, whether in attendance or not.

9.4. Convening of General Assembly Meetings and Agenda

The Annual General Assembly Meeting shall be convened by the Board of Directors and shall resolve on the items listed on Article 9.7. All Extraordinary General Assembly Meetings shall be convened by: (i) the Board of Directors; (ii) at the request of at least one-third (1/3rd) of the Full Members; or (iii) at the request of at least one-third (1/3) of the Supporting Members.

Notices to attend a General Assembly Meeting (“Notices to Attend”) shall include the agenda, the place, date and time of the General Assembly Meeting and all supporting documents concerning the items on the agenda.

The Notices to Attend shall be sent to all Full Members and Supporting Members by ordinary letter, fax, or e-mail, or by publication in one of the Association's periodicals, at least four weeks prior to the date scheduled for the meeting.

The General Assembly Meeting's agenda shall be drawn up by the Board of Directors or by the Members convening the meeting. Any proposal signed by: (i) one-third (1/3rd) of the Directors; (ii) one-tenth (1/10th) of the Full Members; or (iii) by one-tenth (1/10th) of the Supporting Members shall also be included on the meeting's agenda.

Unless otherwise agreed by unanimous consent of the Members present or represented, only the points listed on the agenda of the General Assembly Meeting shall be discussed.

9.5. Decision making

9.5.1. Presence Quorum

A General Assembly Meeting deliberates validly if at least half (1/2) of the Full Members are present or represented, or five Full Members are present or represented, whichever is the lower.

Should the above mentioned quorum not be fulfilled at a first meeting, a second meeting shall be convened which shall decide irrespective of the number of Full Members present or represented. Said second meeting shall be held, at the earliest, two weeks after the first meeting.

9.5.2. Voting Rights

Only Full Members who have paid to the Association all their annual dues, shall have the right to vote at any General Assembly Meeting. Each Full Member is entitled to one (1) vote.

9.5.3. Voting Quorum

9.5.3.1. Unless otherwise provided for in these Articles of Association, resolutions of the General Assembly shall be adopted by a simple majority of fifty percent (50%) plus one (1) of the votes of the Full Members present or represented or, if one or more Full Members abstain by a simple majority of fifty percent (50%) plus one (1) of the votes of the other Full Members present or represented.

9.5.3.2. The General Assembly shall be empowered to amend the Articles of Association and to dissolve the Association subject to a majority of two thirds (2/3) of the votes cast by the Full Members present or represented or, if one or more Full Members abstain, by a majority of two thirds (2/3) of the other Full Members present or represented.

9.5.3.3. However, a modification of the purpose of the Association will require a special majority of four fifths (4/5) of the votes cast by the Full Members present or represented or, if one or more Full Members abstain, a special majority of four fifths (4/5) of the other Full Members present or represented.

9.5.4. Additional Requirements

- (a) Pursuant to Article 50 §3 of the Act, an amendment to the Association's purpose as stated in the Articles of Association and the activities it will conduct to realise the Association's purpose as listed in the Articles of Association must be approved by Royal Decree.
- (b) Any modification of the elements pertaining to the General Assembly Meeting listed in Article 48, 5° of the Act (the powers of the General Assembly Meeting, the manner it is convened and how it passes resolutions, the conditions how resolutions are reported to the Members) and Article 48, 7° of the Act (the conditions for amending the Articles of Association for winding up and liquidation, and the allocation of the net assets of the Association), must be passed before a notary in a notarial deed.
- (c) Every amendment to the Articles of Association shall be filed with the clerk's office of the Commercial Court of Brussels, being the court that has territorial jurisdiction over the Association's registered office, and shall be published in the Annexes of the Belgian Official Gazette at the Association's expense.

9.6. Notification of decisions to the Members

The minutes of the General Assembly Meetings shall be signed by the President, the Secretary General and the Treasurer as Directors of the ENPE Board. The minutes shall be kept in a register at the registered office of the Association. A copy of the minute book containing the decisions of the General Assembly Meetings may be kept outside the Association's registered office, at a place specified by the Board of Directors.

Members shall be provided with the minutes by post, electronic mail or by publication in one of the Association's periodicals or on the Association's website.

9.7. Annual General Assembly Meeting

An Annual General Assembly Meeting shall be held each year following the end of the preceding financial year of the Association at a place, date and time determined by the Board of Directors.

The Annual General Assembly Meeting shall discuss and resolve on, and its agenda shall include the following items:

- (a) the annual accounts of the preceding financial year;

- (b) the reports of the Board of Directors, of the auditor(s) (as the case may be) and of the Treasurer concerning the annual accounts;
- (c) the discharge of the Directors and the auditor(s) (as the case may be);
- (d) the extension of periods of office up to a maximum period of five years per extension;
- (e) approve or reject the extension period(s) and ratify;
- (f) the membership fees for the following financial year; and
- (g) appointment of the Directors and the auditor(s), whose term of office has terminated and to determine the auditor's remuneration.

ARTICLE 10 BOARD OF DIRECTORS (“*Organe d’Administration*”)

10.1. Composition

10.1.1 Number, remuneration and representation

10.1.1.1. The Board of Directors shall constitute “*l’Organe d’Administration*” and be composed of at least five (5) and not more than eleven (11) members.

Directors must be natural persons.

The General Meeting appoints the members of the Board of Directors. Immediately after the appointment of the Directors, the Board of Directors shall decide which Director shall assume the function of:

- President or Chair of the Board;
- Vice-President (of which there will be more than one);
- Secretary General; and
- Treasurer.

10.1.1.2. The Directors shall not be remunerated for the performance of their Board duties but shall be entitled to claim their reasonable expenses and disbursements.

10.1.1.3. A Director who is prevented from attending a meeting of the Board of Directors may, appoint another Director to represent him at the meeting.

A Director cannot represent more than two Directors at the meeting.

A Director who already received proxies to represent two Directors at a meeting shall refuse any additional proxies.

Proxies which do not expressly designate a specific Director will be deemed to be given to the President or Chair, who can use them or distribute them to the Directors of his choice (subject to a maximum of two proxies per Director).

10.1.2. President

The General Assembly shall appoint the President by a simple majority of the votes.

10.2. Term of Office of Directors – End of this term

10.2.1. Term of Office of Directors

The initial term of office of each Director shall be for three years from date of appointment or from date of the amendment of this article.

Thereafter, the term of office of the Directors shall be for three years as ratified at the AGM.

No person shall remain a Director for a period of six years from the date of the amendment of this article. However Directors can be re-elected by exception for an extended three year period of office provided that 2/3rds of the membership agree to this proposal at a General Assembly.

10.2.2. Resignation, termination or vacancy

Unless the Board of Directors resolves otherwise a Director who fails to attend four successive meetings of the Board of Directors or to be represented at four successive meetings of the Board of Directors, without being excused for his/her absence in advance shall be deemed to have resigned.

The term of office of a Director shall be automatically terminated in the following events:

- (a) death;
- (b) removal/dismissal by the General Assembly;
- (c) resignation by a Director;
- (d) expiration of the term of the mandate;
- (e) legal incapacity; or
- (f) incompatibility;
- (g) bankruptcy or criminal conviction of a serious nature.

Directors may at all times and on reasonable grounds be removed by a decision of the General Assembly. In case of vacancy of a Director's office during its term, the Board of Directors shall appoint as soon as possible a replacement Director from among the Members for the remainder of the term of appointment of the replaced Director. The appointment of the replacing Director shall be confirmed by the next General Assembly.

10.3 Filings and publication

All minutes regarding the appointment, removal and resignation of the functions of Directors, must be filed with the clerk's office of the Brussels Commercial Court, being the court having territorial jurisdiction over the Association, given the location of the Association's registered office and shall be published in the Annexes of the Belgian Official Gazette at the Association's expense.

10.4. Powers

10.4.1. The Board of Directors is vested with the most extended powers in order to do any acts of management which are necessary or useful for the achievement of the purpose and activities of the Association, it being however understood that the Board of Directors is competent for acts which are not expressly reserved to the General Assembly, and is bound to enforce decisions adopted by the General Assembly.

The Board of Directors is accountable to the General Assembly for the overall performance of the Association.

10.4.2. The Board of Directors shall be executive and have, amongst others, the responsibility to:

- (a) approve or reject a membership application in accordance with Article 6.2.3;
- (b) decide upon the termination of a Member in accordance with Article 6.4.2.2;
- (c) prepare proposals to be presented for the General Assembly's approval;
- (d) establish a register of Members, a register of resolutions of the General Assembly and a register of resolutions of the Board of Directors;
- (e) determine the organisation of the Association and prepare the Association's Internal Rules and regulations applicable to the Association;
- (f) monitor compliance with the Association's Articles of Association;
- (g) develop criteria for membership and recommend annual membership fees to the General Assembly;
- (h) create permanent committees and ad-hoc bodies as required to assist the Board of Directors in performing its mission and to promote the purposes and activities of the Association; to monitor the actions and performance of these bodies; appoint the members of such committees and bodies; the functions of these committee and bodies will be defined in the Association's Internal Rules, of which the final acceptance is submitted to the General Assembly and may appoint Directors or other persons to serve on such committee(s);
- (i) prepare and organise the elections of Directors;
- (j) convene General Assembly Meetings and report on its activities at General Assembly Meetings;
- (k) prepare the annual financial statements and activity reports for the General Assembly;
- (l) approve the budget and, if necessary, make adjustments thereto;
- (m) supervise the use of the Association's funds;
- (n) receive gifts and grants;
- (o) open bank accounts in the name of the Association and make all operations on these accounts;
- (p) rent the Association's premises and open branch offices of the Association, in accordance with the Association's needs; and
- (q) hire the Association's staff, specify their terms of employment and dismiss staff; and

- (r) allowing the Board to set up administrative and governance arrangements for the network to cover appointing accountants, travel agents and setting up insurance.

10.5. Delegation of powers and representation

10.5.1. Delegation of powers

The Board of Directors may delegate the powers of the day-to-day management of the Association to one or more Directors.

The Board of Directors may also grant specific powers to one or more person of their choice and, in particular, to the President and to the Treasurer as specified in the Association's Internal Rules.

10.5.2. Representation

All the documents that contain a commitment from the Association shall be signed, except in the case of special authorisation or proxy, by any two of:

- the President;
- the Vice Presidents;
- the Secretary General; and
- the Treasurer.

These persons will not have to justify to outsiders the powers they have been granted to this end.

The Association shall be validly represented in legal proceedings, as claimant, defendant or interested party by the Secretary General, acting alone.

The delegations of powers made by the Board of Directors pursuant to these Articles of Association, in particular the delegation of day-to-day management, or the delegation of defined powers to a special committee or officer, may be revoked by the Board of Directors at all times in whole or in part.

10.6. Meetings

10.6.1. Frequency of meetings

The Board of Directors shall meet when convened by the President or by a majority of Directors and at least two (2) times per year in accordance with a predefined notice sent to all Directors. Each Director may submit topics to be discussed by the Board to the Secretary General. However, these topics will be formally put on the Board meeting's agenda only with the approval of at least one fifth (1/5) of the Directors.

The Board of Directors shall meet at the Association's registered office or at any other location specified in the convocation notice.

The Directors can participate in a meeting of the Board of Directors by telephone, conference call, video conferencing or similar means of communication which permits all persons taking part in the meeting to hear each other simultaneously. Every person who takes part in a meeting in accordance with this paragraph will be deemed to be present at the meeting and the meeting will be deemed to be held in Belgium.

10.6.2. Convocations

The notice of meetings shall be sent to Directors by ordinary letter, telecopy or e-mail, at least two (2) weeks before the date scheduled for the meeting. The notice of meeting shall specify the agenda. No decision can be adopted on an item that is not included in the agenda, unless all Directors are present and agree to include the item on the agenda.

10.6.3. Rules of operations

The rules of operation of the Board of Directors are set forth in the Association's Internal Rules. The Association's Internal Rules shall, in particular, determine the content of minutes, the presence of the Directors and the President at the Board's meeting, the format of the agenda of the meeting and how points can be added to the agenda.

10.6.4. Presence quorum

The Board of Directors can only validly deliberate if at least three Directors are present in person by telephone or in 'hybrid' format. Directors who take part in a meeting of the Board of Directors held in accordance with the final paragraph of Article 10.6.1., shall be deemed to be present in person.

10.6.5. Voting rights

Each Director has one vote.

10.6.6. Voting quorum

Unless provided otherwise in these Articles of Association, resolutions shall be adopted by a simple majority of fifty percent (50%) plus one (1) of the votes of the Directors present or represented or, if one or more Directors abstain, by a simple majority of fifty percent (50%) plus one (1) of the votes of the other Directors present or represented.

In the event of a tied vote, the President shall have a casting vote.

The resolutions adopted must be made in writing and entered into a minute book signed by the President and kept at the Association's registered office. A copy of the minute book may be kept outside the Association's registered office, at a place specified by the Board of Directors.

10.6.7. Adoption of decisions in writing

In urgent cases as determined by the Board of Directors or in the case of minor points under consideration that do not justify a physical meeting of the Board of Directors, and in

each case at the request of the President or the Secretary General, the Directors can pass resolutions in writing outside Board Meetings.

The decision proposals shall be sent to the Directors by ordinary letter, telecopy or e-mail by the President or Secretary General together with an invitation to vote. The votes shall be returned to the President or to the Secretary General by ordinary letter, telecopy or e-mail as soon as possible and at the latest within the time limit specified in the invitation to vote. Any Directors who do not return their voting paper within this time limit shall be deemed to abstain.

The decision will be passed on the same basis as far as presence quorum and majority are concerned as for physical meetings of the Board of Directors and shall have the same validity and effect as a decision adopted during a physical meeting of the Board of Directors. The resolution shall be effective from the date of the last signature. A copy of every signed resolution shall be kept by the Secretary General.

The resolutions adopted must be entered into a minute book.

ARTICLE 11 GENERAL SECRETARIAT

11.1. Role

The President shall be in charge of the general secretariat of the Association. The President can delegate all or part of the tasks of the general secretariat to others, in particular the Secretary General.

11.2. Responsibilities of the General Secretariat

The general secretariat shall be responsible for:

- setting up and managing the Association's web site and social media groups;
- organising and assuming responsibility of the databases and their up-to-date character;
- promoting and co-ordinating activities relating to development of the studies referred to in Article 3, including by co-operation with academic institutions, and activities relating to the exchange of experience such as training courses;
- suggesting themes for the colloquiums or other meetings of the Association; and
- attempting to strengthen the ties between Members and Observers as well as with the European Union institutions.

11.3. Responsibilities of the Secretary General

The Board of Directors may charge the day-to-day management of the Association to one or more persons, who shall bear the title of Secretary General.

The Secretary General shall have the following powers and responsibilities:

- be in charge of the daily administration of the Association;

- report on his activities to the Board of Directors;
- prepare the meetings of the General Assembly, the Board of Directors and other committees;
- execute the decisions of the Board of Directors; and
- any other responsibilities delegated by the Board of Directors.

The appointment of the Secretary General shall be filed with the clerk's office of the Commercial Court of Brussels, being the court that has territorial jurisdiction over the Association's registered office, and shall be published in the Annexes of the Belgian Official Gazette at the Association's expense.

ARTICLE 12 RESOURCES

The Association's resources shall consist of membership fees, subsidies, donations from Members and others, and grants, including grants from the European Union under its LIFE financial instrument or otherwise.

The membership fee level is freely determined by the General Assembly according to Article 7.

ARTICLE 13 FINANCIAL PROVISIONS AND AUDITOR

13.1. Financial year

The financial year shall start on 1 January, and terminate on 31 December.

However, the first financial year shall start as from the date of the Royal Decree which grants the legal personality to the Association.

The Association will be bound by the legal acts entered into on its behalf before acquiring legal personality on the condition that the Board of Directors approves such legal act within six months after the date of the Royal Decree granting the legal personality to the Association.

The Board of Directors shall resolve on the reimbursement, in whole or in part, of any costs and expenses incurred by any Founding Member in connection with the incorporation of the Association, provided such Founding Member submits an application thereto to the Board of Directors not later than six months after the date of the Royal Decree granting the legal personality to the Association.

13.2. Annual Accounts

The Board of Directors must submit for approval to the General Assembly the annual accounts of the past financial year and a provisional budget for the next financial year. If need be, the Board of Directors carries out adjustments of the budget of the current financial year.

Together with the annual accounts, the Board of Directors submits a report that comments on the annual accounts and the Association's activities during that financial year.

The annual accounts will be drawn up in accordance with Article 53 of the Act.

After approval by the General Assembly, the Association's annual accounts shall be filed with the clerk's office of the Commercial Court of Brussels, being the court that has territorial jurisdiction over the Association.

13.3. Auditor

When the Association exceeds the financial thresholds set forth in Article 53, §7 of the Act, the General Assembly will appoint an auditor for purposes of performing the control of the financial statements. In such case, the auditor shall be a member of the Belgian Institute of Company Auditors and shall be appointed for a term of three (3) years.

13.4. Treasurer

The Treasurer shall manage the Association's finances and monitor the Association's budget. The Treasurer shall also ensure the accurate recording of the Association's financial transactions, both on the level of revenues and on the level of expenditures. In the framework of this mission, he shall perform any task which may be delegated to him by the Board of Directors. The Treasurer shall report on his activities to the Board of Directors.

Should the Association receive grants or subsidies from public authorities (including European Union institutions), the Treasurer shall ensure that the Association keeps the accounting records and documents required by the aforementioned authorities as a condition to the availability and disbursement of these grants or subsidies and shall see to it that the Association complies with the audit requirements imposed by such authorities.

ARTICLE 14 ASSOCIATION'S INTERNAL RULES

14.1. The Board of Directors shall adopt the Association's Internal Rules and any modifications thereto by a simple majority of fifty percent (50%) plus one (1) of the votes cast by the Directors present or represented or, if one or more Directors abstain, by a majority of fifty percent (50%) plus one (1) of the other Directors present or represented.

14.2. The Board of Directors shall determine in the Association's Internal Rules which persons (if any) shall be entitled to remunerations/indemnifications by the Association and under which circumstances. The Association's Internal Rules shall also specify the scope and amount of such remunerations/indemnifications.

ARTICLE 15 WINDING UP - LIQUIDATION

In the event the Association is dissolved by the vote of the General Assembly in conformity with Article 9.5.3.2, the General Assembly shall appoint liquidators and specify their powers and determine how they are dismissed and how their functions cease to exist.

The General Meeting shall, in the same decision, decide on the allocation of the Association's net assets remaining after the liquidation, which shall be allocated to one or more non-profit organisation(s) with similar purposes, or to a non-profit purpose determined by the General Assembly. The Association is not allowed to distribute its property among its Members.

These decisions, as well as the name, address and occupation of the liquidator(s) shall be filed with the clerk's office of the Commercial Court of Brussels, being the court that has territorial jurisdiction over the Association and shall be published in the Annexes to the Belgian Official Gazette.

ARTICLE 16 MISCELLANEOUS

16.1. Controlling version

These Articles of Association have been drawn up in the English language which is the working language of the association. .

16.2. Working Languages

The working language of the Association is English. At the meetings of the General Assembly any other official EU language can be used as a working language in addition to English, if Members have requested this beforehand and pay the associated costs of translation themselves. All documents produced by the Association shall be produced in English. Where considered appropriate, they may also be produced in other languages as well.

In addition, the Association shall comply with the applicable legislation on the use of languages.

16.3 Governing law

In addition, anything that has not been provided for in these Articles of Associations or regulated by the Association's Internal Rules, shall be governed by Belgian law in general and, in particular, Chapter III of the Act.

16.4. Disputes

All disputes arising out of, or in connection with these Articles of Association or the matters of the Association, in particular a dispute between:

- (a) the Association and one or more of its Members; or
- (b) the Association and one or more members of the Board of Directors; or
- (c) one or more Members of the Association and one or more members of the Board of Directors,

shall be settled by resorting first to mediation in accordance with the Centre Belge d'Arbitrage de Médiation (CEPANI) mediation rules. The place of mediation shall be Brussels, Belgium. The proceedings shall be conducted in the English language.

If mediation shall fail to produce a resolution of the dispute and then only, the dispute, shall be definitively settled by arbitration by a single arbitrator appointed under the CEPANI rules of arbitration. The arbitral proceedings will be held in Brussels, in the English language, in accordance with the rules of CEPANI.