ARTICLES OF ASSOCIATION AS AT 4 JULY 2024

ARTICLES OF ASSOCIATION

NAME – LEGAL FORM – REGISTERED OFFICE – DURATION

Article 1 – Name

The name of the international non-profit association is **'Marie Curie Alumni Association'**, hereinafter referred to as '**MCAA'** or 'the Association'.

Article 2 – Legal form

The MCAA is established as an international non-profit association (AISBL) comprising at least six (6) members under the Belgian Code of Companies and Associations.

Article 3 – Registered Office

The MCAA has its registered office at [Brussels-Capital Region, c/o Inovamais, Avenue des Arts 24, B-1000 Brussels, Belgium].

The MCAA's registered office may be transferred to any other location in Wallonie or within the Brussels Region by decision of the Board.

The MCAA may establish representative offices in any country or location.

Article 4 – Duration and dissolution

The MCAA is established for an indefinite period. It may be dissolved at any time in accordance with these Articles of Association and Belgian law.

PURPOSE AND ACTIVITIES

Article 5 – Purpose

The non-profit purpose of the MCAA is to promote and harness, in the broadest sense, the full potential of the community of researchers who have benefited, in terms of mobility, from the 'People' programme under the 7th Framework Programme of the European Community for research, technological development and demonstration activities (2007–2013) (Council Decision L 400/272 of 30 December 2006, and its corrigendum L 54/91 of 22 February 2007), its successors (in the future) and its predecessors (from previous Framework Programmes), and to raise public awareness of European research.

In order to achieve this non-profit objective, the MCAA may undertake, either alone or in collaboration with third parties, directly or indirectly, any activities directly or indirectly related to this objective. The MCAA will operate in Europe and other parts of the world, seeking in particular (but not limited to) to:

- encouraging networking, cooperation and mutual understanding amongst members from different countries, economic sectors and scientific disciplines;
- to foster global relationships as ambassadors within global research and innovation communities, with a particular focus on the Marie Curie experience of international and cross-sectoral mobility;
- to serve as a forum for debate, enabling members to promote the values of the Association and to enhance their own careers and those of their peers;
- to support the dissemination of members' research findings across disciplines and at an international level.

Furthermore, the MCAA may support and hold interests in any other non-profit activity or legal entity similar to or related to those defined above. The MCAA shall carry out and develop its activities both in Belgium and abroad, and may become a member of or establish other non-profit entities whose non-profit objectives are related to those of the Association.

ORGANISATION OF THE ASSOCIATION

Article 6 – Structure and Governing Bodies

The MCAA comprises the following bodies:

- General Assembly;
- Board of Directors;
- Executive Committee.

Article 7 – General Assembly of the MCAA

The General Assembly comprises all ordinary members and, where applicable, the honorary members. It may be held remotely.
The General Meeting, which is responsible in particular for approving the annual accounts and the budget, must be convened by the Board once a year, within a reasonable period following the end of the financial year ('Annual General Meeting'). Each year, the Board shall determine the exact date of the Annual General Meeting.
A letter of invitation to the Annual General Meeting shall be sent by the Chair of the Board of Directors to each member, by ordinary post or by any other means of written communication, including email, to a valid address provided by the member, stating the date, time, the venue and the agenda, at least fifteen (15) calendar days before the date set for the Annual General Meeting. The relevant documents required for the discussion must be enclosed with the invitation letter (sent by ordinary post or by any other means of written communication, including email).
The agenda for the Annual General Meeting shall be prepared by the Chair of the Board and adopted by the Board.
An Extraordinary General Meeting may be convened at any time by the Chair of the Board of Directors whenever the interests of the Association so require. An Extraordinary General Meeting shall be convened by the Chair of the Board of Directors at the written request of at least two members of the Executive Committee or at least one-tenth (1/10) of the total number of Ordinary Members. In such cases, the notice of meeting shall be sent by the Chair of the Board of Directors to each Member, by ordinary post or by any other means of written communication, including email, to a valid address provided by the Member, stating the date, time, venue and agenda, at least fifteen (15) calendar days before the scheduled date of the Extraordinary General Meeting. Any proposal for additional item(s) to be included on the agenda of the General Meeting, signed by at least two members of the Executive Committee or at least one-tenth (1/10) of the total number of Ordinary Members and notified to the Chair of the Board by ordinary post or any other means of written communication, including email, at least twelve (12) calendar days before the meeting, must be included on the agenda. In such cases, the Chair of the Board shall inform Members of the additional item(s) on the agenda of the General Meeting by ordinary post or by any other means of written communication, including email, to a valid address provided by the Member, at least five (5) calendar days before the date of the General Meeting.
No vote shall be taken on an item not included on the agenda, unless two-thirds (2/3) of the Ordinary Members are present or represented at a General Meeting and vote, by a simple majority of the votes of the Ordinary Members present or represented, in favour of proceeding with such a vote.
Each member shall be entitled, before, during or after a meeting of the General Assembly, to waive the formalities and notice periods provided for in this article. Unless they express their disagreement, any Member present or represented at a meeting of the General Assembly shall be deemed to have been duly convened to that meeting.
The General Meeting shall have the powers specifically conferred upon it by law and by these Articles of Association. The General Meeting shall, in particular, have the following powers:
- Approval of the Articles of Association and amendments thereto;
- Appointment, election, and exclusion of members of the Board of Directors;
- Appointment and removal of the Chair of the Board of Directors, where applicable upon a non-binding proposal from the Board of Directors;
- Where applicable, the appointment and removal of an auditor and the determination of their remuneration;
- Where applicable, the appointment and removal of an external accountant and the determination of their remuneration;
- Granting discharge to the members of the Board and, where applicable, to the auditor or external accountant;

- Approval of the budget and the annual accounts;
- Where applicable, deciding to impose a membership fee on Members;
- Appointment and dismissal of members of the Executive Committee;
- Where applicable, deciding whether to bring legal proceedings against directors and auditors;
- Decision on the possible conversion of the Association into a cooperative and participatory cooperative society;
- Resolution on the voluntary dissolution and liquidation of the MCAA, the allocation of the Association's net assets in the event of dissolution, and the appointment of one or more liquidators, by a majority of at least two-thirds (2/3).

All Ordinary Members are entitled to vote, with each Member having one vote. Meetings of the General Assembly are chaired by the Chair of the Board of Directors or, in their absence, by the longest-serving (in terms of age) member of the Board.

The General Assembly may invite one or more third parties to attend, without voting rights, one or more meetings or parts of meetings of the General Assembly. This decision must be passed by a simple majority of the Ordinary Members present or represented.

Each Ordinary Member may grant a written proxy to another Ordinary Member to represent them at the General Meeting. No Ordinary Member may hold more than two (2) proxies.

Each Honorary Member may grant a written proxy to another Honorary Member to represent them at the General Meeting. No Honorary Member may hold more than two (2) proxies.

Unless otherwise provided for in these Articles of Association, the General Meeting shall be validly convened:

- when at least twenty-five (25) Ordinary Members are present or represented; or
- in the event that the General Meeting does not have such a quorum at the time convened, another General Meeting shall be convened one hour later with the same items on the agenda. That General Meeting, regardless of the number of Ordinary Members present or represented, may then validly deliberate.

All decisions shall be taken by a simple majority of the votes of the Ordinary Members present or represented, unless otherwise provided for by law or these Articles of Association. Blank votes, invalid votes and abstentions shall not be taken into account.

Votes shall be cast by roll call or a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Ordinary Members present or represented.

Minutes shall be drawn up for each General Meeting. They shall be approved and signed by the Chair of the Board and another member of the Board, and kept in a register of minutes. Copies of the resolutions shall be sent by ordinary post or by any other means of written communication, including email, by the Chair of the Board to those Members who have requested copies of the resolutions. The register of minutes must be kept at the Association's registered office, where all Members may consult it, provided that they do not remove it from the premises.

Article 8 – MCAA Board of Directors

The MCAA is administered and managed by a Board of Directors comprising a minimum of five (5) and a maximum of eleven (11) voting members.

Members of the Board of Directors are elected by the General Meeting from among the Ordinary Members.

The Board comprises:

- all members of the Executive Committee, acting in their respective capacities, elected by the General Assembly in accordance with the rules set out in Article 9,
- up to 6 additional members.

Members of the Board of Directors are appointed for a term of two (2) years, renewable once, with a maximum term of six years in the event of prior co-optation. The term of office of the members of the Board of Directors shall commence three months after the Annual General Meeting which appointed them and shall end three months after the Annual General Meeting which appoints the new members of the following Board of Directors. At the request of the European Commission, the European Commission shall be represented ex officio on the Board by appointing up to two members from among its own staff. These members shall have an advisory role and shall not have voting rights. They may be removed or resign in accordance with the rules applicable to Board members. Their term of office shall expire when the European Commission notifies the Board of its decision no longer to be

represented on the Board of Directors.
Furthermore, in accordance with the Internal Regulations, other individuals may be invited to attend Board meetings without the right to vote.
The mandate of members of the Board is unremunerated.
A Board member's term of office ends upon the expiry of their term. A Board member's term of office shall automatically terminate with immediate effect upon their death or incapacity, or if a Board member ceases to be an Ordinary Member of the Association. A Board member's term of office shall also end upon their removal by the General Meeting. The General Meeting may remove a member of the Board at any time without having to justify its decision, and without the Association being liable to pay any compensation or indemnity, provided that the member of the Board concerned has been summoned to the meeting and has been given the opportunity to defend their position at that General Meeting, prior to the vote on their removal.
Members of the Board are also free to resign from their posts at any time by sending their resignation, by registered post or by any other means of written communication, including email, with acknowledgement of receipt, addressed to the Chair of the Board of Directors. In the event of the termination of a Board member's term of office for any reason whatsoever, except in cases of automatic termination of a Board member's term of office or dismissal, the Board member shall continue to perform the duties of their office until they are replaced, which must take place within sixty (60) calendar days at the latest.
If a Board member's term of office ends before its expiry, for any reason whatsoever, the Board may freely appoint (by co-optation) a new member of the Board of Directors to perform the duties of a Board member until the next General Meeting.
If the term of office of the Chair of the Board ends before its expiry, for whatever reason, the Board may act collectively or appoint an interim Chair from among the exceptional members of the Board.
In the event that a member's term of office on the Board ends, for whatever reason, that member shall under no circumstances be entitled to any compensation from the Association or its assets, without prejudice, where applicable, to the mandatory provisions of employment law.
The Board of Directors shall have all the powers necessary to achieve the Association's objects, with the exception of those powers specifically granted to other bodies of the Association by law or these Articles of Association. The Board acts as a collegial body.
In particular, the Board shall have the following powers:
- To transfer the Association's registered office;
- The adoption and amendment of the Association's Internal Regulations, and the monitoring of the implementation and development of the Association's activities;
- Monitoring budgetary expenditure and the allocation of the budget;
- Implementing the decisions of the General Meeting;
- The expulsion of Members;
- The power to make a non-binding proposal to the General Meeting concerning the appointment and/or removal of the Chair of the Board of Directors;
- Upon receipt of the draft annual accounts and the draft budget from the Executive Committee, finalising and approving the draft annual accounts and budget, which must be submitted to the General Assembly for approval;
- Where applicable, the option to put forward a proposal to the General Meeting to impose membership fees on members; these fees may under no circumstances exceed [30 EUR].

Each year, prior to the approval of the annual accounts, the Board shall report to the Annual General Meeting on the Association's annual activities, which shall include, at a minimum, information concerning the use of the budget and the Association's activities.
At any time, the Board may delegate specific powers to one or more members of the Board or to other persons or bodies, with or without the power to sub-delegate.
The Board shall meet whenever the interests of the Association so require, and at least once a year (Annual Board Meeting), upon convocation by the Chair of the Board of Directors, at the date and venue specified in the notice of meeting. Meetings of the Board of Directors may be held remotely.
Notices of Board meetings shall be sent to Board members by the Chair of the Board by ordinary post or any other means of written communication, including email, at least seven (7) calendar days before the meeting. Notices shall specify the date, time and venue of the

meeting. The agenda and any supporting documents required for discussion shall be attached to the notices. The agenda for Board meetings shall be drawn up by the Chair of the Board. Each Board member is entitled to propose the inclusion of an additional item on the Board's agenda; such a proposal must be notified to the Chair of the Board by ordinary post or by any other means of written communication, including email, at least five (5) calendar days before the meeting. In such cases, the Chair of the Board shall inform the Board members of the additional item(s) included on the Board's agenda, by ordinary post or by any other means of written communication, including email, at least three (3) calendar days before the Board meeting.

Each member of the Board has the right, before, during or after a Board meeting, to waive the formalities and notice periods set out in this article. Unless they express their disagreement, any Board member present or represented at a Board meeting shall be deemed to have been duly convened to that meeting.

Each member of the Board of Directors is entitled, by ordinary post or by any other means of written communication, including email, to grant a proxy to another member of the Board to represent them at a Board meeting. No member of the Board may hold more than one (1) proxy.

The Board may invite one or more third parties to attend, without voting rights, one or more meetings or parts of meetings of the Board.

Unless otherwise provided in these Articles of Association, the Board shall be validly constituted when one-third (1/3) of the members of the Board are physically present.

If one-third (1/3) of the Board members are not physically present at the first meeting, a second meeting of the Board of Directors with the same items on the agenda may be convened in accordance with the rules for convening meetings set out in this article. The second meeting of the Board shall only be validly constituted if at least three (3) members of the Board (including one member of the Executive Committee) are present or represented, in accordance with the majorities set out in this article. Unless otherwise provided in these Articles of Association, resolutions of the Board of Directors shall be validly adopted if they are supported by a simple majority of the votes cast by the members of the Board present or represented. Each member of the Board shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chair of the Board shall have the casting vote. In the Chair's absence, the vote of a Board member specifically designated by the Chair, or failing that, the vote of the longest-serving (in terms of age) Board member present, shall be the casting vote.

Minutes shall be drawn up at each meeting of the Board. They shall be approved and signed by the Chair of the Board and kept in a register of minutes. Copies of resolutions shall be sent by ordinary post or by any other means of written communication, including email, by the Chair of the Board to those Board members who have requested copies of the resolutions. The register of minutes shall be kept at the Association's registered office, where all Board members may consult it, provided they do not remove it from the premises.

Article 9 – MCAA Executive Committee

The Executive Committee is the governing body of the MCAA and has the power to take all actions and measures relating to the day-to-day running of the Association. It comprises five officers:

a Chair, who shall be the same individual as the Chair of the Board of Directors, two Vice-Chairs, a Secretary and a Treasurer. All members of the Executive Committee must be individuals.

The General Meeting shall appoint the members of the Executive Committee from among those who have been

Ordinary Members of the Association for at least twelve (12) months.

Members of the Executive Committee are appointed for a term of two (2) years, renewable once, with a maximum term of six years in the event of prior co-optation. The term of office of the members of the Executive Committee shall commence three months after the Annual General Meeting which appointed them and shall end three months after the Annual General Meeting which appoints the new members of the following Executive Committee. Their term of office is unpaid.

The term of office of members of the Executive Committee shall end either upon the expiry of their term of office, or automatically and with immediate effect, upon the expiry of their status as Ordinary Members.

The General Assembly may, on the basis of a non-binding proposal from the Board of Directors, remove a member of the Executive Committee at any time and is not required to give reasons for its decision, without any compensation or indemnity being payable by the Association, provided that the member of the Executive Committee concerned has been summoned to the meeting and has had the opportunity to defend their position during that General Assembly meeting, all prior to the vote on the removal.

Members of the Executive Committee are also free to resign from their posts at any time by sending their resignation to the Chair of the Board by registered post or by any other means of written communication, including email, with acknowledgement of receipt. In the event of the termination of a member of the Executive Committee's term of office for any reason whatsoever (with the exception of cases where a member's term of office ceases automatically, or in the event of removal), the member of the Executive Committee shall continue to perform the duties of their office until they are replaced, which must take place within sixty (60) calendar days at the latest.

If the term of office of a member of the Executive Committee ends before its expiry, for any reason whatsoever, the Board may freely appoint a new member of the Executive Committee for the remainder of the term.

If the term of office of the Chair of the Executive Committee ends before its scheduled expiry, the rule set out in Article 8 shall apply.

In the event of the termination of a member's term of office on the Executive Committee, for whatever reason, that member of the Executive Committee shall not be entitled to make any claim for compensation against the Association or its assets, without prejudice, where applicable, to mandatory provisions of employment law.

At the request of the European Commission, the European Commission shall be represented ex officio on the Executive Committee by appointing up to two members from among its own staff. These members shall have an advisory role and shall not have voting rights. They may be removed or resign in accordance with the rules applicable to members of the Executive Committee. Their term of office shall expire when the European Commission notifies the Executive Committee of its decision no longer to be represented on the Executive Committee.

The Executive Committee may invite one or more third parties to attend, without voting rights, one or more meetings or parts of meetings of the Executive Committee.

The Executive Committee shall have the powers expressly conferred upon it by these Articles of Association or by the Board. In particular, the Executive Committee shall have the following

powers:
- The day-to-day management and administration of the Association;
- Facilitating effective decision-making by the Board and implementing the Association's strategy as decided by the Board;
- Assisting in the oversight of the Association's human resources and financial position of the Association;
- Preparing Board meetings; and
- The preparation of the draft annual accounts and the draft budget, which must be submitted to the Board for finalisation and approval.

The Executive Committee shall always act under the responsibility of the Board and shall report periodically to the Board on its actions and activities, and/or at the Board's request. The Executive Committee shall meet whenever the interests of the Association so require, upon convocation by its Chair. Meetings of the Executive Committee shall be chaired by the Chair of the Executive Committee or, in his or her absence, by one of the Vice-Chairs.

The rules governing Board meetings set out in these Articles of Association shall apply *mutatis mutandis* to meetings of the Executive Committee.

Each member of the Executive Committee shall be entitled, by ordinary post or any other written means of communication, including email, to grant a proxy to another member of the Executive Committee to represent them at a meeting of the Executive Committee.

No member of the Executive Committee may hold more than one (1) proxy. The rules relating to the convening of the Board and the drawing up of the Board's agenda as set out in these Articles of Association shall apply *mutatis mutandis* to the convening of Executive Committee meetings and the drawing up of the Executive Committee's agenda. Executive Committee meetings may be held remotely.

The rules relating to the right to propose an additional item for the Board's agenda and to the notification of Board members of the additional item(s) to the Board's agenda as set out in these Articles of Association shall apply *mutatis mutandis* to the right to propose additional items for the Executive Committee's agenda and to the notification of Executive Committee members of the additional item(s) on the Executive Committee's agenda.

Each member of the Executive Committee shall be entitled, before, during or after a meeting of the Executive Committee, to waive the notice and time limits provided for in this article. Unless they object, any member of the Executive Committee who is present or represented at a meeting of the Executive Committee shall be deemed to have been duly notified of that meeting.

Unless otherwise provided in these Articles of Association, the Executive Committee shall be validly constituted if at least half of its members are present or represented.

Unless otherwise provided in these Articles of Association, decisions of the Executive Committee shall be validly taken if they are approved by a simple majority of the votes cast by members of the Executive Committee present or represented. Each member of the Executive Committee shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chair of the Executive Committee meeting shall have the casting vote. The rules relating to the minutes of the Board set out in these Articles of Association shall apply *mutatis mutandis* to the minutes of the Executive Committee.

The Executive Committee may delegate specific powers to its own members, to Members of the Association or to third parties.

MEMBERS

Article 10 – Definition of a member – Eligibility for membership

Membership of the MCAA is open to any natural person or legal person who has benefited from the mobility provisions of the 'People' programme under the European Union's 7th Framework Programme for Research, its successors (in the future) and its predecessors (previous Framework Programmes).

Article 11 – Types of MCAA Members

MCAA recognises the following types of members:
- Ordinary Members;
- Honorary Members.

Any reference in these Articles of Association to 'Member' or 'Members', without further specification, refers to both Ordinary Members and Honorary Members, without distinction.

Ordinary Members are eligible natural persons or legal persons who have applied to

become an Ordinary Member of MCAA and whose application has been approved by a member of the Executive Committee designated for this purpose.
Honorary Members are any natural or legal persons, nominated by the Board and approved by the General Assembly, who have made a significant contribution to the success, reputation and pursuit of the objectives of MCAA and the Research Community.

Article 12 – Members' Rights

Members shall enjoy all the rights attached to membership as set out in these Articles of Association.
Ordinary Members may, in particular, benefit from all the services offered by MCAA, attend and vote at the General Assembly, and be elected to the Board, the Sections and the Working Groups. Ordinary Members may convene an Extraordinary General Assembly in accordance with the conditions set out in these Articles of Association.
Honorary Members may attend General Assembly meetings without the right to vote. Subject to authorisation by the General Assembly by a simple majority of the votes of Ordinary Members present or represented, they shall be entitled to speak.

Article 13 – Expulsion of Members

The Board may decide to expel a Member on the grounds of that Member's failure to comply with the Articles of Association, as amended from time to time, or any conduct on the part of a Member likely to cause harm to the interests, reputation or image of the MCAA. The decision to expel a Member must be taken by a two-thirds (2/3) majority of the votes of the members of the Board.
Before expelling a Member, the Board shall provide the Member concerned with the relevant details in writing, by registered post, thirty (30) calendar days prior to the date of the proposed expulsion. The Member concerned shall then have time to definitively remedy the consequences of the breach or breaches that led to the proposal to expel the Member concerned. The Board may decide to expel a Member, provided that the Member concerned is summoned to the meeting and has been given the opportunity to defend their position during that Board meeting prior to the vote on their expulsion. All membership rights of the Member concerned by the aforementioned expulsion procedure shall be suspended pending the Board's decision. In the event of expulsion, the expelled Member may 'appeal' to the General Assembly if at least ten other Members support their appeal, by sending a registered letter to the General Assembly within thirty (30) calendar days of the Board's decision to expel them.

EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 14 – External representation of the Association

The Association shall be validly represented in dealings with third parties and in all judicial and extrajudicial matters (including the power to sign) by two Members of the Board acting jointly.
In correspondence with postal services, financial, judicial or banking institutions – in particular regarding payments, the collection of registered post, and the opening, closing and management of bank accounts – the Association shall be duly represented by:
- The Chair of the Executive Committee or any Vice-Chair of the Executive Committee; or by
- The Treasurer of the Executive Committee or a person authorised by the Executive Committee for this purpose.

Furthermore, the Association shall also be validly represented in dealings with third parties (including the power to sign), within the limits of their mandate(s), by one or more authorised representatives duly appointed by two members of the Board acting jointly.

ACCOUNTS

Article 15 – Budget and accounts

The Association's financial year begins on 1 January and ends on 31 December.
Each year, the Board shall draw up the draft annual accounts for the previous financial year, as well as the draft budget for the following financial year. The currency used by the Association shall be the euro for the annual accounts and for all other official accounting records, tax and legal documents.
Each year, within three (3) months of the end of the financial year, the Board shall submit the draft annual accounts and the draft budget to the Annual General Meeting for approval.
The draft annual accounts and the draft budget will be sent to all
Members at least fifteen (15) calendar days before the Annual General Meeting.
If required by law, the General Meeting shall appoint an auditor, chosen from among the members of the 'Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren', for a term of three (3) years.
If the Association is not legally required to appoint an auditor, the General Meeting may nevertheless appoint an auditor or an external accountant to audit the annual accounts.
The auditor or external accountant, where applicable, shall draw up an annual report on the Association's annual accounts. This report shall be submitted to the Annual General Meeting prior to the approval of the annual accounts.

AMENDMENTS TO THESE ARTICLES OF ASSOCIATION

Article 16 – Amendments to these Articles of Association

The General Assembly may only validly decide to amend these Articles of Association if (i) at least two-thirds (2/3) of the Ordinary Members are present or represented and
(ii) the proposed amendments receive a two-thirds (2/3) majority of the votes cast by the Ordinary Members present or represented. A special majority of four-fifths (4/5) of the votes cast shall apply where the amendment concerns the Association's purpose or its non-profit nature. Blank votes, invalid votes and abstentions shall not be taken into account.
If two-thirds (2/3) of the Ordinary Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened, in accordance with these Articles of Association, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall be competent to deliberate (regardless of the number of Ordinary Members present or represented, and in accordance with the majorities set out in the first paragraph of this article) and to decide on the Amendments.
The main terms of any proposed amendment to these Articles of Association shall be explicitly set out in the agenda included in the notice of meeting sent to the Members.
The date on which the amendments to these Articles of Association shall come into force shall be determined by the resolution of the General Meeting relating to the amendments in question. Any resolution of the General Meeting relating to amendments to these Articles of Association is subject to the additional requirements imposed by the applicable law. In particular, where required by law, amendments to these Articles of Association must be approved by Royal Decree or recorded in a notarial deed.

WINDING UP AND LIQUIDATION

Article 17 – Dissolution and liquidation

The General Meeting may only validly resolve to dissolve the Association if
(i) at least half of the Ordinary Members are present or represented and (ii) the resolution is passed by a two-thirds (2/3) majority of the votes cast by the Ordinary Members

present or represented. Blank votes, invalid votes and abstentions shall not be taken into account.
If half of the Ordinary Members are not present or represented at the first meeting, a second General Meeting may be convened, in accordance with these Articles of Association, at least thirty (30) calendar days after the first General Meeting. The second meeting of the General Assembly shall be competent to deliberate, regardless of the number of Ordinary Members present or represented, in accordance with the majorities set out in the first paragraph of this article, and to decide on the dissolution of the Association.
Any proposal to dissolve the Association shall be explicitly stated in the agenda set out in the notice of meeting sent to the Members.
Upon the dissolution and liquidation of the Association, the General Meeting shall decide on: the appointment of one or more liquidators; the decision-making process to be followed by the liquidators if more than one is appointed; and the scope of their powers. In the absence of the appointment of one or more liquidators, all members of the Board shall be deemed to be jointly responsible for the liquidation of the Association. The General Meeting shall also decide on the allocation of the Association's net assets, provided, however, that the Association's net assets may only be allocated to a disinterested purpose.

GENERAL PROVISIONS

Article 18 – General Provisions

Any matter not provided for in these Articles of Association, where applicable, shall be governed by the provisions of the Belgian Code of Companies and Associations.
Membership of the Association does not imply or constitute any endorsement by the Association of a Member or of any activity undertaken by a Member. Members shall not use the Association's name and logo(s) in any way whatsoever, unless they have received prior written authorisation in this regard from the Board. Members shall not be entitled to make any claim to the Association's assets.