

European Ventilation Industry Association (EVIa)
Association internationale sans but lucratif

By-laws

**TITLE I – NAME, FORM, DURATION,
REGISTERED OFFICE, PURPOSE, OBJECT AND DEFINITIONS**

Article 1 – Name, Form and Duration

The name of the association is “**European Ventilation Industry Association**”, abbreviated “EVIa.” The association shall hereinafter be referred to as “the Association” or “EVIa”.

EVIa is an international non-profit association governed by:

- (a) the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019, as from time to time amended,
- (b) these By-laws, and
- (c) the Internal Rules of EVIA.

The Association is formed for an indefinite period.

Article 2 – Registered office and Association information

The Association’s registered office shall be located in the region of Brussels-Capital.

The registered office of the Association may be transferred to any other location in Belgium by a decision of the Steering Committee, provided that said transfer will not imply a change of the language of these By-Laws according to the legal provisions governing the use of official languages in Belgium.

If the transfer of the registered office of the Association implies a change of the language of these By-Laws according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 15 of these By-laws.

The Association may establish offices in any country or place.

All acts, invoices, announcements, publications, letters, orders, websites, and other documents, whether in electronic form or not, originating from the Association must include the following information:

- (1) the name of the Association,
- (2) the legal form, in full or abbreviated,
- (3) the complete address of the registered office,
- (4) the enterprise number,
- (5) the mention "register of legal persons" and the competent jurisdiction depending on the address of the registered office,
- (6) if applicable: the email address and website of the Association, and
- (7) if applicable, the fact that the Association is in liquidation.

Article 3 – Non-profit purpose and object

- (a) Non-profit purpose

The Association's non-profit purpose shall be to focus on highly efficient ventilation applications with an European relevance (that means not on systems which have only a local distribution).

The philosophy of EVIA

EVI A takes the view that the ventilation sector can contribute to the energy efficiency targets set by the EU and national European governments and to maintaining a good indoor air quality. Heat recovery and demand control in ventilation systems for instance can result in avoiding large heat losses in buildings and therefore contribute to the overall energy performance of a building. Moreover, through air renewal, ventilation systems help keep indoor pollutant concentrations at levels which are not harmful to building occupants.

What EVIA stands for :

1. Ventilation plays an important role for the health of people in buildings and is an essential element for hygiene and comfort.
2. Ventilation is an enabler for nearly zero-energy buildings.
3. Fresh air and a good indoor air quality are an obligation we have to all building occupants.
4. Ventilation requires electricity. This electricity is an investment, not an expense. The value of health, hygiene and comfort is of a higher order than simple energy efficiency.
5. To avoid large heat losses EVIA recommends the use of demand controlled ventilation or mechanical ventilation with heat recovery

The goals of EVIA

1. Promote high indoor air quality and low energy consumption through quality solutions (products and installation). The rate of air renewal should be dictated by IAQ.
2. Promote the idea that reduced or recovered energy is at least as environment-friendly as renewable energies and that reduced or recovered energy deserves the same position in legislation and – if any – in financial grants as renewable energies.
3. Promote high performance energy savings ventilation at the European and national levels.
4. Secure that regulations will take the quality aspect of ventilation systems including their installation into account. By doing so, they would contribute to consumer protection.

In carrying out these objectives, the Association will base itself on the principles of free enterprise, competition and fair trade in Europe and throughout the world.

(b) Non-profit object

To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

1. Spread best practices regarding design, installation and maintenance;
2. Support suitable training curriculum and quality insurance for installations throughout Europe;
3. Support a harmonisation of local product approval processes towards common European standards;
4. Facilitate interaction with politics, scientists, professionals and consumers;
5. Disseminate information and issue publications;
6. Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;

7. Collect and analyse statistical data; and
8. Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

Article 4 – Definitions

- (a) "Manufacturer" means:
 - (i) Any legal entity which performs the function of producing fan assisted Ventilation Products, including any substantial processing or assembling operation; and/or
 - (ii) Any legal entity which performs the function of producing the fan components of fan assisted Ventilation Products.
- (b) "Annual Sales" means the annual volume, in euros, of sales within Europe of all and any fan assisted Ventilation Products and components of fan assisted Ventilation Products, f.o.b. point of manufacture, less returns and allowances. This includes all products delivered by the Manufacturer, except products which are manufactured outside Europe **or** not sold within Europe.
- (c) "Substantial Volume" means Annual Sales of fan assisted Ventilation Products and components of fan assisted Ventilation Products within Europe of a total value exceeding EUR 6,000,000 Euros.
- (d) "Ventilation Products" means fan assisted units or components for the purpose of ventilation and contribution to reach an adequate IAQ.
- (e) "Production Centre" means a facility where the function of producing fan assisted Ventilation Products, including any substantial processing or assembling operation, and/or components of fan assisted Ventilation Products, is performed.
- (f) "Europe/European" means the European Union (EU), the European Economic Area (EEA), Switzerland and the United Kingdom.

TITLE II – MEMBERS

Article 5 – Membership categories

The Association has at least 2 members and shall have two (2) membership categories:

- (a) *Company Members*

The category of Company Members is open and accessible to any legal entity cumulatively fulfilling the following criteria:

- (i) Having the legal personality;
- (ii) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (iii) Meeting one of the following criteria:
 - (a) Being a Manufacturer having a Substantial Volume with a Production Centre of products within the scope (of one of the Working Group(s) of the Association in Europe and with product sales in more than three (3) European countries. Membership shall, subject to point (b) below, include all divisions or branches of the entity; or
 - (b) Being a subsidiary whose stock is owned in whole or part by another Manufacturer, which is operated and managed as a separate legal entity, may, if otherwise eligible for membership under these By-laws, retain membership or be admitted to membership.

Membership of a subsidiary Manufacturer shall not affect the right of the parent Manufacturer to retain or, if otherwise eligible for membership, to apply for admission to membership in its own name.

Legal entities of a same group of legal entities may each become a Company Member with their own membership rights, provided that they each pay membership fees. By derogation to the above, the Steering Committee may resolve to refuse the admission as Company Member of an applicant to membership if three (3) or more legal entities of the same group of legal entities are already Company Members.

(b) Associate Members

The category of Associate Members is open and accessible to any legal entity cumulatively fulfilling the following criteria:

- (i) Having the legal personality;
- (ii) Being duly constituted in accordance with the laws and practices of its country of origin;
- (iii) Not meeting the criteria to be eligible as a Company Member; and
- (iv) Being a national association whose membership includes manufacturers of fan assisted Ventilation Products, which are sold within Europe.

National associations representative of the same country may each become an Associate Member with their own membership rights.

The rights and obligations of the Company Members and Associate Members (hereinafter referred to as “the Members”) shall be as set forth in these By-laws and/or the Internal Rules and/or the companies and associations Code of March 23, 2019. In their capacity as members, the Company and Associate Members are not liable for the commitments made by the association.

Article 6 - Voting rights

Each Company Member and each Associate Member will have full voting rights in the General Assembly meaning that each of them will have one (1) vote.

Article 7 – Admission procedure

The applicant shall file a completed application for admission with the Secretary General. The application shall be made by using the application form prepared by the Secretary General with the support of the Secretariat.

The Secretary General shall submit this application for admission to the Steering Committee. After having verified that all conditions for membership are complied with, the Steering Committee shall decide whether or not to admit the applicant as a Member of the Association, and its membership category.

Admission can only be refused on the ground that:

- (i) the candidate (including collectively its affiliates) is not meeting the membership criteria under article 5; or
- (ii) the candidate does not meet the admission criteria determined and approved by the Steering Committee from time to time; or
- (iii) the bad faith of the candidate (or any of its affiliates), taking into account publicly available information, would seriously harm the Association's reputation; or
- (iv) the active promotion by the candidate (or any of its Affiliates) of any solution in a way that adversely affects or disparages the Association and/or its goals (e.g. by denigrating or criticizing the Association's standards; or
- (v) there are concrete indications that the candidate would shortly after admission meet the conditions for suspension or termination of membership, as defined in Article 8 of these Articles of Association.

If, once admitted, a Member fails to satisfy any of the admission for the applicable category of Members, the General Assembly may vote to terminate the membership without reimbursement of any fees already paid and without affecting the right to claim membership fees due.

Membership is acquired on the date of the decision of the Steering Committee to admit the candidate as a Member.

Article 8 – Resignation, Exclusion

Any Member can resign from the Association. Membership termination notices for the following year shall be sent via registered mail or other means of written communication (including email), with acknowledgment of receipt to the Secretary General at the latest one (1) month before the annual General Assembly.

A Company Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 5 of these By-Laws, or (ii) is not duly or timely or fully complying with these By-Laws, the Internal Rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not comply with provisions of EU and/or national antitrust laws (hereafter: "**Antitrust Law**"), (iv) does not pay all its membership fees within the stated period, or (v) infringes the interests of the Association or acts contrary to the common values and ethics of the Association, or (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be excluded from membership, upon proposal of the Steering Committee and upon decision of the General Assembly.

Before recommending the exclusion of a Company Member to the General Assembly, the Steering Committee shall provide the concerned Company Member with the relevant details in writing via registered mail or other means of written communication (including email), with acknowledgment of receipt at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Company Member has then time to definitively remedy the breach or breaches having led to the proposal of its exclusion. The Steering Committee may decide to propose the exclusion of a Company Member to the General Assembly, provided that the concerned Company Member is convened at the meeting of the Steering Committee and has received the possibility to defend its position during the meeting of the Steering Committee and prior to the voting on the proposal of exclusion. The decisions of the Steering Committee regarding the proposal of exclusion of a Company Member to the General

Assembly are final, sovereign and the Steering Committee must give reasons for its decisions.

Upon proposal of the Steering Committee, the General Assembly may decide to exclude a Company Member, provided that the concerned Company Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The decisions of the General Assembly regarding the exclusion of a Company Member are final, sovereign and the General Assembly must give reasons for its decisions.

All membership rights of the Company Member concerned by the abovementioned exclusion procedure shall be suspended until the decision of the Steering Committee to or not to recommend the exclusion of the concerned Company Member to the General Assembly is taken.

An Associate Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 5 of these By-Laws, or (ii) is not duly or timely or fully complying with these By-Laws, the Internal Rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not comply with Antitrust Law, (iv) does not pay all its membership fees within the stated period, or (v) infringes the interests of the Association or acts contrary to the common values and ethics of the Association, or (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be excluded from membership, upon decision of the Steering Committee.

Before excluding an Associate Member, the Steering Committee shall provide the concerned Associate Member with the relevant details in writing via registered mail or other means of written communication (including email), with acknowledgment of receipt at least fifteen (15) calendar days in advance of the proposed exclusion date. The concerned Associate Member has then time to definitely remedy the breach or breaches having led to the proposal of exclusion of the concerned Associate Member. The Steering Committee may decide to exclude an Associate Member, provided that the concerned Associate Member is convened at the meeting of the Steering Committee and has received the possibility to defend its position during the meeting of the Steering Committee and prior to the voting on the exclusion. The decisions of the Steering Committee regarding the exclusion of an Associate Member are final, sovereign and the Steering Committee shall give reasons for its decisions.

All membership rights of the Associate Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Steering Committee.

The quality of Member shall cease automatically upon the dissolution of the member or in the case of bankruptcy.

A Member, who, in whatever way and for whatever reason, ceases to be a Member of the Association, shall, because of such cessation of membership, have no claim for compensation from the Association and shall have no claim on the Association's assets or funds. The membership fees remain due (i) for the financial year during which notice is given and, (ii) in case the notice is not served at least four weeks before the Annual General Assembly, for the financial year during which the notice is given and the following financial year.

Article 9 – Representation of Members

Each Member shall appoint one or more natural person(s), called the "Representative(s)", to represent it within the Association. If a Member appoints more than one (1) Representative, it must appoint one (1) voter – when applicable – who shall cast the vote of his/her Member (hereafter: "Voter"). Each Voter must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Member.

If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative unless the Member has another Representative and, if applicable, another Representative who has been appointed as Voter.

Each Member shall inform, by regular mail or by any other written means of communication (including telecopy or e-mail), the Secretary General of the identity, contact details, and, as the case may be, appointment as Voter, of its/their Representative(s).

Article 10 – Membership fees

The Association's membership fees shall be set by the Steering Committee on an annual basis as part of the budget process.

One fee, one vote, one member

Each Company Member shall pay membership fees, per year, as decided by the Steering Committee. Each year, the amount of the membership fees for all the Company Members shall be decided by the Steering Committee.

Each Associate Member shall pay membership fees per year, as decided by the Steering Committee. Each year, the amount of the membership fees for all the Associate Members shall be decided by the Steering Committee.

The following additional rules shall apply:

- (a) Any new Member will pay a proportionate amount of the annual fees obligation for the remaining months of the year effective in the month of approval for membership; and
- (b) Emergency fees. By a two-thirds (2/3) vote of the Steering Committee, a supplementary budget, with the corresponding emergency fees, may be decided in order to meet special emergencies or otherwise as may be deemed necessary for the general welfare of the Association.

TITLE III – ORGANISATIONAL STRUCTURE

Article 11 – Organisational structure

The organisational structure of the Association is:

- the General Assembly;
- the Steering Committee;
- the Chair;
- the Vice Chairs;
- the Treasurer;
- the Working Groups;
- the National Association Liaison Group; and
- The Secretary General.

They are assisted by the Secretariat.

A. General Assembly

Article 12 – Composition and powers

The General Assembly shall consist of all Company Members and Associate Members.

Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 9 of these By-Laws.

The General Assembly shall have the powers specifically granted to it by law or these By-laws. In particular, the General Assembly shall have the following powers:

- (a) transfer the registered office of the Association when it implies a change of language of these By-Laws according to the legal provisions governing the use of official languages in Belgium;
- (b) amend these By-laws;
- (c) dissolve the Association, allocate the Association's net assets in case of dissolution, and appoint one or more liquidator(s);
- (d) elect and dismiss the members of the Steering Committee (hereinafter the “**Directors**”) and determine the conditions (including the financial conditions, if any) upon which the mandate of each Director will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (e) decide on the appointment and the revocation of a statutory auditor or an external accountant and the determination of his/her/its remuneration;
- (f) grant or refuse the discharge to the Directors, and, if any, to the statutory auditor, or to the external accountant;
- (g) upon proposal of the Steering Committee, decide on the exclusion of a Company Member;
- (h) approve the budget and the annual accounts; and
- (i) decide on the restructuration or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code of March 23, 2019, unless otherwise provided for by the companies and associations Code of March 23, 2019.

Article 13 – Meetings

Each year the Steering Committee shall convene an annual General Assembly at the latest by 30th June.

A General Assembly shall also be convened by the Steering Committee whenever required by the interests of the Association or upon request of two thirds (2/3) of the Company Members one fifth (1/5) of the Company Members.

Each Company Member shall have the right, by means of a written document, to be represented at a General Assembly by a proxy-holder who is a Company Member. No Company Member may hold more than two (2) proxies.

Each Company Member shall have the right by regular mail or by any other written means of communication (including telecopy or e-mail), always with copy to the Secretary General via similar means, to give a proxy to another Company Member, as the case may be, or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these By-Laws which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 16 of these By-Laws. In that case, each Company Member or third party may hold an unlimited number of proxies.

The General Assembly may be held by video or teleconference using the electronic communication means made available by the Association. The invitation contains the necessary information to participate in the video or teleconference as well as a description of the procedure to follow for remote participation.

The chosen means of communication allows participants to:

- a) verify the identity and status of other participants;
- b) directly, simultaneously, and without interruption follow the ongoing discussions of the meeting;
- c) participate in the deliberations and ask questions;
- d) exercise their right to vote on all issues on which the General Assembly is called to make a decision.

Any technical difficulties that prevented or disrupted participation by electronic means are mentioned in the minutes of the General Assembly. Regarding quorum and majority requirements, Members who participate in this way in the General Assembly are deemed to be at the location where the General Assembly is held. The bureau may participate in the General Assembly virtually, and is not required to participate physically. The bureau is composed of the Chair and in his absence the oldest Vice Chair. In absence of the latter, the youngest Vice Chair shall compose the bureau.

Article 14 – Convocations, Agenda

Convocations for a General Assembly shall be mailed to the Members at least fifteen (15) calendar days in advance by the Secretary General.

Convocations for a General Assembly which must decide on amendments to the By-laws or the dissolution of the Association shall be mailed to the Members at least one (1) month in advance by the Secretary General.

The convocation shall mention the date, time and place of the meeting of the General Assembly. The draft agenda and the material documents necessary for the discussion which are available at the time the convocations are notified shall be attached to these. The (draft) agenda of the meetings of the General Assembly shall be prepared by the Secretary General and adopted by the Chair or the Steering Committee. Any proposal of additional item(s) on the agenda of the General Assembly requested by any Company Member and notified to the Steering Committee at least ten (10) calendar days before the meeting must be included in the agenda. The final agenda and the remaining material documents necessary for the discussion shall be sent to the Members and the members of the Steering Committee by the Secretary General via regular means of communication at least seven (7) days before the meeting. No vote shall be taken regarding an item that is not listed on the agenda, unless all Company Members are present or represented and agree to such vote.

Each Member shall have the right, before, during, or after the General Assembly, to waive the convocation requirement. Any Member present or represented at a General Assembly shall be deemed to have been regularly convoked. If all Company Members are present or represented, justification of the convocations shall not be required.

Article 15 – Quorum, Votes

Unless otherwise provided by these By-laws or the law, the General Assembly shall be validly constituted if more than half of the Company Members and Associate Members are present or represented. If this condition is not met, the Chair shall call pursuant to Article 14 of these By-laws a second General Assembly, with the same agenda, which shall be validly constituted irrespective of the number of Company Members and Associate Members present or represented.

The first priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if it is decided to call a vote, decisions shall be taken according to the voting majority stipulated in the third paragraph of the present Article.

Unless otherwise provided by these By-laws or the law, resolutions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Member the Chair is employed by or otherwise linked to shall have the decisive vote and in its absence (whether represented or not), the Member the oldest Vice Chair (in age) is employed by or otherwise linked to. If the Member the Chair is employed by or otherwise linked to and the Member the oldest Vice Chair (in age) is employed by or otherwise linked to are both absent (whether represented or not), the Member the youngest Vice Chair (in age) is employed by or otherwise linked to shall have the decisive vote. If the Member the Chair is employed by or otherwise linked to, the Member the oldest Vice Chair (in age) is employed by or otherwise linked to, and the Member the youngest Vice Chair (in age) is employed by or otherwise linked to are all absent, the Member the Treasurer is employed by or otherwise linked to shall have the decisive vote. If the Member the Chair is employed by or otherwise linked to, the Member the oldest Vice Chair (in age) is employed by or otherwise linked to, the Member the youngest Vice Chair (in age) is employed by or otherwise linked to, and the Member the Treasurer is employed by or otherwise linked to are all absent, the natural person who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

Article 16 – Amendments to the By-laws: Quorums, Votes

The General Assembly shall be validly constituted to deliberate on amendments to the By-laws only if the object thereof is mentioned explicitly in the convocation and if two thirds (2/3) of the Company Members and Associate Members are present or represented at the meeting.

If less than two thirds (2/3) of the Company Members and Associate Members are present or represented, the Chair shall convoke pursuant to Article 14 of these By-laws a second General Assembly, with the same agenda, which shall be validly constituted irrespective of the number of Members present or represented.

Any decision shall require a two thirds (2/3) majority of the votes of the Company Members and Associate Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

The date on which the amendments to these By-laws shall enter into force shall be determined in the Internal Rules, if any, or by the decision of the General Assembly regarding the amendments to these By-laws.

Any decision of the General Assembly relating to the amendments of these By-Laws is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these By-Laws must be acknowledged by a Royal Decree or recorded in a notarial deed.

Article 17 – Procedure

The General Assembly shall be chaired by the Chair or, in his/her absence, by the oldest Vice Chair (in age) or, in his/her absence, by the youngest Vice Chair (in age) or, in his/her absence, by the Treasurer, or in his/her absence, by any other person elected by the General Assembly.

The Secretary General shall assure the secretariat of the General Assembly.

The chair of the General Assembly shall grant speaking time, guide discussions, and see to it that the meeting runs its course.

An attendance list shall be signed by the attendees of the General Assembly. The list shall be attached to the minutes of the General Assembly.

The minutes shall be prepared by the Secretary General and shall be kept in a special digital register held at the registered or administrative office of the Association. Copies and excerpts of the minutes to be produced in court or elsewhere shall be signed by the chair of the General Assembly or the Secretary General. The Secretary General shall send a copy of the minutes to all the Members of the Association.

Article 18 – Meeting via written procedure

Except for (i) the amendment of these By-Laws, and (ii) the dissolution and liquidation of the Association, in exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure. To that effect, the Secretary General, at the request of the Steering Committee and with the assistance of the Secretariat, shall send the proposed resolutions to all the Members. The communication shall be accompanied by a memorandum prepared by the Steering Committee setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions.

The proposed resolutions shall be deemed adopted within fourteen (14) calendar days after having been sent to all Members only if there is unanimous support.

B. Steering Committee

Article 19 – Composition

The Association shall be managed by a Steering Committee composed of minimum five (5) and maximum ten (10) Directors. Except for the chair of the National Association Liaison Group, the Directors shall be elected by the General Assembly to serve for a term of up to three (3) years, renewable indefinitely.

The Steering Committee shall be composed as follows:

- (a) At least five (5) but no more than nine (9) Directors must be executive officers or other representatives from senior management of the Company Members; and
- (b) The chair of the National Associations Liaison Group shall be a Director as of right.

The Company Members shall recommend to the General Assembly one or more candidates for the position of Directors who represent the Company Members under the second paragraph, item (a) of the present Article.

The Directors under the second paragraph, items (a) and (b) of the present Article are elected because of their individual merits and not as representatives of their respective Member.

Each Director should show a clear willingness and availability to cover, either immediately or at a later date, the position of Chair, Vice Chair, or Treasurer.

Except if the concerned Director is the chair of the National Association Liaison Group, the mandate of a Director terminates by expiry of his/her membership in the Steering Committee. The mandate of a Director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a Director ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, or (iii) if the Member the Director represents, for whatever reason, ceases to be a Company Member or an Associate Member, or (iv) if the Member the Director represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Member the Director represents, has substantially modified its activities, or (vi) if a Director does no longer meet the criteria set out in the second paragraph of the present Article.

Except if the concerned Director is the chair of the National Association Liaison Group, the mandate of a Director also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a Director at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Director concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

The Directors are also free to resign from their office at any time by submitting, via registered mail or other means of written communication (including email), with acknowledgment of receipt., their resignation to the Chair. In case of termination of the mandate of a Director for whatever reason, except the cases of automatic termination of the mandate of a Director, or dismissal, the Director shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

Except if the concerned Director is the chair of the National Association Liaison Group, in the event of the resignation or revocation of a Director, the Chair may freely appoint a new Director for the remainder of the term, provided that the new Director appointed fulfils the criteria for the composition of the Steering Committee of the replaced Director. The first upcoming meeting of the General Assembly following the appointment shall confirm the mandate of the new Director appointed by the Chair. If the mandate of the new Director appointed by the Chair is confirmed by the General Assembly, said Director shall complete the term of office of the replaced Director, except if the General Assembly otherwise decides. If the mandate of the new Director appointed by the Chair is not confirmed by the General Assembly, the mandate of said Director will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Steering Committee until that date.

In case of termination of the mandate of a Director for whatever reason, the Director shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

At the request of one or more Directors, the Steering Committee may allow third parties to attend part(s) of its meetings and assist in its deliberations; provided that such request for attendance is in accordance with the voting majority provided for in Article 21 third paragraph of these By-laws, not taking into account the vote(s) of the requesting Director(s). These third parties shall have the right to attend the meetings of the Steering Committee without voting right and with the right to be heard.

Article 20 – Powers

The Steering Committee shall have all powers necessary to accomplish the non-profit purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these By-laws. The Steering Committee shall act as a collegial body (in French: “organe collégial” / in Dutch: “collegiaal orgaan”).

The Steering Committee shall have the powers conferred upon it by these By-Laws, including:

- (a) transfer the Association's registered office when it does not imply a change of language of these By-laws according to the legal provisions governing the use of official languages in Belgium;
- (b) elect and dismiss, amongst the Directors, the Chair, the Vice Chairs and the Treasurer;
- (c) appoint and dismiss the Secretary General;
- (d) set future priorities, adopt pro-active plans and final positions;
- (e) accept or reject new Members;
- (f) exclude Associate Members in accordance with Article 8 of the By-laws;
- (g) recommend to the General Assembly the exclusion of any Company Member in accordance with Article 8 of the By-laws ;
- (h) approve the organisation of and the arrangements regarding the Secretariat as proposed by the Secretary General ;
- (i) set up the Working Groups as from time to time deemed appropriate, and with the powers and tasks deemed appropriate;
- (j) adopt, amend and revoke the Internal Rules;
- (k) prepare and file for approval by the General Assembly the budget and annual accounts;
- (l) be responsible for the management of the Association;
- (m) determine the membership fees; and
- (n) establish, dissolve and determine the working and governance rules of, and delegate tasks to, one or more Working Group(s) and the overseeing of this/these; and
- (o) determine the working and governance rules of, and delegate tasks to the National Association Liaison Group.

Article 21 – Procedure

The Steering Committee shall meet at least three (3) times a year. It shall convene upon convocation by the Secretary General at the request of the Chair, on its own initiative, or upon written request of at least two (2) Directors. The Steering Committee shall be validly constituted when at least half of the Directors are present or represented.

The first priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if it is decided to call a vote, decisions shall be taken according to the voting majority stipulated in the third paragraph of the present Article.

Unless otherwise provided by these By-laws, the resolutions of the Steering Committee shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Directors present or represented.

In the event of a tie vote, the vote of the Chair shall prevail, and in his/her absence (whether represented or not), the vote of the oldest Vice Chair (in age). If the Chair and the oldest Vice Chair (in age) are both absent (whether represented or not), the youngest Vice Chair (in age) shall have the decisive vote. If the Chair, the oldest Vice Chair (in age), the youngest Vice Chair (in age) are all absent (whether represented or not), the Treasurer shall have the decisive vote. If the Chair, the oldest Vice Chair (in age), the youngest Vice Chair (in age), and the Treasurer are all absent (whether represented or not), the oldest director (in age) present shall have the decisive vote.

Each Director shall have the right, by means of any written document, to be represented at a meeting by a proxy-holder, who must be a Director. No Director may hold more than two (2) proxies.

The minutes of the Steering Committee shall be prepared by the Secretary General and shall be kept in a special register held at the registered or administrative office of the Association.

The Directors, which are not physically present or represented, may participate in the deliberations via any modern means of telecommunication that allow Directors to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the remote Directors shall be deemed present.

In exceptional cases and when the urgency of the matter so requires, the Steering Committee may make decisions by a written procedure. To that effect, the Secretary General, at the request of the Chair or two (2) Directors, shall send the proposed resolutions to all the Directors. The communication shall be accompanied by a memorandum prepared by the Secretary General setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions.

The proposed resolutions shall be deemed adopted, if within fourteen (14) calendar days after having been sent, the number of duly completed written communications returned to the Secretary General by the Directors is sufficient to meet the presence quorum and voting majority requirements set forth in the first paragraph of the present Article.

Copies and excerpts of the minutes of the Steering Committee to be produced in court or elsewhere shall be signed by the Chair or the Secretary General.

The members of the Steering Committee and, if applicable, the persons delegated to the day-to-day management are not personally liable for the Association's commitments. Their liability to the Association and to third parties is limited to the performance of their duties in accordance with the provisions of common law, the law and the Articles of Association.

The members of the Management Committee shall only be liable for decisions, acts or conduct which manifestly exceed the margin within which normally prudent and diligent directors, placed in the same circumstances, could reasonably deviate.

The members of the Steering Committee are only liable for faults that can be imputed to them personally, committed in the exercise of their management functions. The members of the Steering Committee are jointly and severally liable, but are released from liability if they did not participate in the misconduct and have reported the alleged misconduct to all other members of the Steering Committee. This reporting and the discussions to which it gives rise shall be recorded in the minutes.

Article 21 bis – Conflicts of Interest

"Conflict of Interest" means: any direct or indirect interest of a member of the Steering Committee that conflicts or may conflict with the interests of the Association and that could influence a particular decision-making process by affecting the integrity or reliability of the outcome.

If a member of the Steering Committee is in a situation that gives rise or is reasonably likely to give rise to a Conflict of Interest, he or she shall declare his or her interest to the other members of the Steering Committee, unless or to the extent that the other members of the Steering Committee are already aware of it or should reasonably be aware of it.

If a question arises as to whether a conflict of interest exists for a member of the Steering Committee, it shall be decided by a simple majority vote of the Steering Committee.

When a matter is to be discussed or decided at a meeting and a member of the Steering Committee has a Conflict of Interest with respect to that matter, then he or she shall:

- (a) remain only for that portion of the meeting which, in the opinion of the other members of the Steering Committee, is necessary to inform the discussion;
- (b) not be counted in the quorum for that portion of the meeting; and
- (c) not be entitled to vote on that matter.

C. Working Groups

Article 22 – Working Groups

The Steering Committee may establish, dissolve and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Steering Committee and the Secretary General on specific issues. The Steering Committee shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s).

The Working Group(s) shall always act under the responsibility of the Steering Committee and shall report periodically to the Steering Committee on its/their activities, and/or at the request of the Steering Committee.

The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

Any director shall have the right to attend the meetings of the Working Group(s) without voting right and with the right to be heard.

D. National Association Liaison Group

Article 23 – National Association Liaison Group

The Steering Committee shall delegate tasks to the National Association Liaison Group. The National Association Liaison Group shall have a supporting role to the Steering Committee. The National Association Liaison Group shall discuss national legislative developments. The Steering Committee shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the National Association Liaison Group.

The National Association Liaison Group shall appoint among its members a chair to serve for a term of up to three (3) years, renewable indefinitely. The chair of the National Association Liaison Group shall be a representative of an Associate Member.

The mandate of the chair of the National Association Liaison Group terminates by expiry of his/her term of office as chair of the National Association Liaison Group. The mandate of the chair of the National Association Liaison Group terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Associate Member the chair of the National Association Liaison Group represents, for whatever reason, ceases to be an Associate Member, or (iii) if the Associate Member the chair of the National Association Liaison Group is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Associate Member the chair of the National Association Liaison Group has substantially modified its activities.

Each new chair of the National Association Liaison Group who is elected by the National Association Liaison Group to replace a chair of the National Association Liaison Group whose mandate has terminated before the expiry of his/her term, shall only be elected for the remainder of the term of the chair of the National Association Liaison Group being replaced.

The National Association Liaison Group may further dismiss the chair of the National Association Liaison Group as chair of the National Association Liaison Group at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the chair of the National Association Liaison Group concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the National Association Liaison Group and prior to the voting on the dismissal. The concerned chair of the National Association Liaison Group shall not participate in the deliberation of the National Association Liaison Group regarding such decision or action, and also not to the relevant voting.

The chair of the National Association Liaison Group is also free to resign from his/her office at any time by submitting, via registered mail or other means of written communication (including email), with acknowledgment of receipt, his/her resignation to the National Association Liaison Group. In case of the end of the mandate of the chair of the National Association Liaison Group for whatever reason, except the cases of automatic termination of his mandate as chair of the National Association Liaison Group, or dismissal, the chair of the National Association Liaison Group as the case may be shall continue performing the duties of his/her office until the National Association Liaison Group has provided in his/her replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

In case of termination of the mandate of the chair of the National Association Liaison Group for whatever reason, the chair of the National Association Liaison Group as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

The National Association Liaison Group shall not represent the Association vis-à-vis third parties.

The National Association Liaison Group shall always act under the responsibility of the Steering Committee and shall report periodically to the Steering Committee on its activities, and/or at the request of the Steering Committee.

The National Association Liaison Group may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the National Association Liaison Group.

Any director shall have the right to attend the meetings of the National Association Liaison Group without voting right and with the right to be heard.

E. Officers

Article 26 – Elected Officers

The Association shall have the following Elected Officers, to be appointed by the Steering Committee among the Directors:

- One (1) Chair;
- Two (2) Vice Chairs; and
- One (1) Treasurer.

The term of office of any Elected Officers shall be three (3) years, indefinitely renewable.

Each new Chair, Vice Chair, or Treasurer who is elected by the Steering Committee to replace a Chair, Vice Chair, or Treasurer, whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the Chair, Vice Chair, or Treasurer being replaced.

The mandate of the Chair, the Vice Chairs, and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their membership in the Steering Committee.

The Steering Committee may further dismiss the Chair as Chair, a Vice Chair as Vice Chair, and the Treasurer as Treasurer at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Chair, Vice Chair, or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Steering Committee and prior to the voting on the dismissal. The concerned Chair, Vice Chair, or Treasurer shall not participate in the deliberation of the Steering Committee regarding such decision or action, and also not to the relevant voting.

The Chair, Vice Chairs, and Treasurer are also free to resign from their office at any time by submitting, via registered mail or other means of written communication (including email), with acknowledgment of receipt, their resignation to the Steering Committee. In case of the end of the mandate of the Chair, the Vice Chairs, or the Treasurer for whatever reason, except the cases of automatic termination of the membership in the Steering Committee, or dismissal, the Chair, Vice Chair, or Treasurer as the case may be shall continue performing the duties of his/her/their office until the Steering Committee has provided in his/her/their replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

In case of termination of the mandate of the Chair, the Vice Chairs, or the Treasurer for whatever reason, the Chair, Vice Chairs, or Treasurer as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

(a) Chair

The Chair shall have the powers conferred upon him by these By-laws, including:

- act as spokesman for the Association;
- represent the Association at appropriate levels with regard to all issues of concern to the Association; and
- preside at the General Assembly and the Steering Committee.

(b) Vice Chairs

In the case of the absence or disability of the Chair or in the case of a vacancy in the office of the Chair, the oldest Vice Chair (in age) shall perform the duties of the Chair until the next meeting of the Steering Committee. In the case of the absence or disability of the Chair or in the case of a vacancy in the office of the Chair, and in case of the absence or disability of the oldest Vice Chair (in age), the youngest Vice Chair (in age) shall perform the duties of the Vice Chair until the next meeting of the Steering Committee.

(c) Treasurer

The Treasurer shall have responsibility for the custody of the funds of the Association, keeping an account of all moneys received and expended for the use of the Association, and making disbursements authorized by and in such manner as may be prescribed by the Steering Committee.

The Treasurer shall be responsible for the deposit of all moneys received by the Association in banks or other institutions designated by the Steering Committee and for recommending to the Steering Committee the investment of surplus funds. The Treasurer shall render a report at the annual General Assembly.

At the expiration of his/her term of office, the Treasurer shall deliver to his/her successor all books, moneys, or other properties belonging to the Association that may be in his/her custody or possession.

Article 27 – Appointed Officers

The Association shall have an Appointed Officer, i.e. the Secretary General.

(a) Appointment and function of the Secretary General

The Steering Committee may appoint a natural person or a legal entity, not being a Director and not being a Representative, as Secretary General. When a legal entity is appointed as Secretary General, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission of Secretary General in the name and on behalf of the legal entity.

His/her/its office may be remunerated. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office and the compensation shall be determined by the Steering Committee.

The mandate of the Secretary General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary General is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

Unless otherwise agreed, the Steering Committee may dismiss the Secretary General at any time and possibly with immediate effect without (i) having to give reason(s) to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

The Secretary General is free to resign from his/her/its office at any time by submitting via registered mail or other means of written communication (including email), with acknowledgment of receipt his/her/its resignation to the Steering Committee, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Secretary General for whatever reason, except the cases of automatic termination of the mandate of the Secretary General or dismissal, the Secretary General shall continue performing the duties of his/her/its office until the Steering Committee has provided in his/her/its replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

The Secretary General shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Secretary General.

Notwithstanding the above paragraph, the Chair may decide that the Secretary General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Steering Committee.

(b) Powers of the Secretary General

The Secretary General shall be the chief executive officer of the Association and shall perform the duties of such position and such other duties as may be assigned to him/her by the General Assembly, and the Steering Committee.

The Secretary General shall have the powers conferred upon him/her by these By-Laws, including:

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the Chair, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the Chair, the coordination and the organisation of the meetings of the Steering Committee;
- (e) The delegation of tasks to the Secretariat of the Association and the overseeing of it;
- (f) The hiring and the dismissal of the employees of the secretariat of the Association;
- (g) Submitting the applications for admission to membership to the Steering Committee;
- (h) Sending the convening notices of the General Assembly and the Steering Committee;
- (i) The preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Steering Committee for finalisation and approval;
- (j) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (k) Ensuring the public relations of the Association, particularly regarding communication with third parties.

The Secretary General shall always act under the responsibility of the Steering Committee and within the approved budget. The Secretary General shall report periodically to the Steering Committee on his/her/its actions and activities, and/or at the request of the Steering Committee.

The Secretariat shall have a supporting role to the bodies of the Association by notably assisting to the meetings of these bodies, convening these bodies, organising their meetings and keeping the registers of minutes as well as conducting actions decided by such bodies in the frame of the activity of the Association.

TITLE IV – REPRESENTATION, BUDGETS, AND ACCOUNTS

Article 28 – Representation

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial or extra-judicial deeds by the Chair acting individually or by any two (2) Directors acting jointly.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial or extra-judicial deeds by the Secretary General acting individually.

None of the aforementioned persons must justify his powers vis-à-vis third parties.

In addition, the Association shall be validly represented, within the framework of his mandate, by a proxy-holder duly mandated by the Chair acting individually or by any two (2) Directors acting jointly or, within the framework of daily management, by the Secretary General acting individually.

Article 29 – Budgets and accounts

The financial year of the Association shall be from January 1 through December 31. On December 31 of each year, the books and accounts of the Association will be closed.

The Steering Committee shall prepare before June 30 of each year for the approval by the General Assembly the accounts of the past financial year.

A budget of the anticipated total expense of operating the Association for the ensuing fiscal year shall be prepared before June 30 of each year by the Secretary General with the approval of the Steering Committee and the General Assembly. The budget shall be approved or amended by the Steering Committee by at least a two-thirds (2/3) vote.

TITLE V – DISSOLUTION

Article 30 – Dissolution

The General Assembly shall be validly constituted to deliberate on the dissolution of the Association only if the object thereof is mentioned explicitly in the convocation and if two thirds (2/3) of the Members are present or represented at the meeting.

If less than two thirds (2/3) of the Members are present or represented, the Chair shall convoke pursuant to Article 14 of these By-laws a second General Assembly, with the same agenda, which shall be validly constituted irrespective of the number of Members present or represented.

Any decision shall require a two thirds (2/3) majority of the votes of the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Member the Chair is employed by or otherwise linked to shall have the decisive vote and in its absence (whether represented or not), the Member the oldest Vice Chair (in age) is employed by or otherwise linked to. If the Member the Chair is employed by or otherwise linked to and the Member the oldest Vice Chair (in age) is employed by or otherwise linked to are both absent (whether represented or not), the Member the youngest Vice Chair (in age) is employed by or otherwise linked to shall have the decisive vote. If the Member the Chair is employed by or otherwise linked to, the Member the oldest Vice Chair (in age) is employed by or otherwise linked to, and the Member the youngest Vice Chair (in age) is employed by or otherwise linked to are all absent, the Member the Treasurer is employed by or otherwise linked to shall have the decisive vote. If the Member the Chair is employed by or otherwise linked to, the Member the oldest Vice Chair (in age) is employed by or otherwise linked to, and the Member the Treasurer is employed by or otherwise linked to are all absent, the natural person who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If dissolved, the General Assembly shall appoint two liquidators, Directors or not, and determine their powers. The General Assembly shall decide on the method of liquidation of the Association and the destination of the Association's funds, which shall be allocated to a disinterested purpose.

TITLE VI – GENERAL PROVISIONS

Article 31 – Notification

Unless otherwise specified in these By-laws or in the Internal Rules, all notices shall be sent by regular mail or by any other written means of communication (including fax and e-mail).

Article 37 - Abstentions

For the determination of the voting majorities set out in these By-laws, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

Article 32 – Internal Rules

To detail and complete the provisions of these By-laws, the Steering Committee may adopt, amend and/or revoke Internal Rules provided that it submits the draft of the Internal Rules, the amendments to the Internal Rules or the proposal to revoke the Internal Rules to the General Assembly which shall render a non-binding advice on respectively the draft amendments or proposal of the Steering Committee.

The Internal Rules and any amendment to these shall be communicated to the Members.

On the date of the last amendments to these By-laws, the last version of the internal rules has been adopted on **[To be completed with the date]**.

In the event there is a conflict between these By-laws and the Internal Rules, internal procedures, or any other kind of rules of the Association, these By-laws shall prevail.

Article 33 – Language

The working language of the Association shall be English.

The language used for all legal official documents shall be French.

Article 34 – Applicable law

Anything that is not provided for in these By-laws or the Internal Rules, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these By-laws and the Internal Rules, internal procedures, or any other kind of rules of the Association, these By-laws shall prevail.

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