

ARTICLES OF ASSOCIATION OF THE EUROPEAN RESUSCITATION COUNCIL vzw

RLE (Antwerp): 461.204.217

New articles of Association approved by the General Assembly of ERC vzw on 14.12.2023.

ARTICLE 1 – Name, legal form and general provisions

- 1.1 The organisation is founded as a non-profit association (hereinafter “**NPO**” or “**Organisation**”) governed by the provisions of Book 9 and other applicable provisions of the Belgian Code of Companies and Associations of 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019), as amended from time to time (hereinafter “CCA”).
- 1.2 The NPO carries the name “European Resuscitation Council”, abbreviated “ERC”.
- 1.3 Throughout this document, “in writing” or “written” includes email and other electronic communication that can form a permanent written record.

ARTICLE 2 – Registered office

- 2.1 The registered office of the NPO is located in the Flemish Region.
- 2.2 The ERC Office is the body of staff members (including the Chief Executive Officer (CEO)) and volunteers who administratively support the Organisation and that is coordinated from the registered office.
- 2.3 If these Articles of Association or the Internal Rules state that letters or documents are sent to the Board, these letters or documents are to be sent, preferably via e-mail with receipt confirmation (secretariat@erc.edu) or alternatively by regular mail to the address of the registered office of the Organisation.

ARTICLE 3 – Objectives and activities

- 3.1 The Organisation has the objective “To preserve human life by making high quality resuscitation available to all.”
- 3.2 The Organisation pursues its objective in particular by the following activities:
 - a) Promoting and strengthening the network of National Resuscitation Councils (hereafter called NRCs, as defined in article 3.4) in Europe.
 - b) Producing guidelines and recommendations appropriate to Europe for the practice of Cardiopulmonary Resuscitation (CPR) and related areas of immediate medical care.
 - c) Updating these guidelines in the light of critical reviews of CPR science and practice.
 - d) Promoting the audit of resuscitation practice including standardisation of records of resuscitation attempts.
 - e) Designing and supporting standardised teaching programmes suitable for trainees, ranging from the lay public to the qualified healthcare professional.

- f) Promoting and co-ordinating appropriate research.
- g) Organising relevant congresses and other scientific meetings.
- h) Promoting political and public awareness of resuscitation requirements and practice.
- i) Promoting exchanges among different healthcare professional disciplines.
- j) Advising relevant European and other national and international bodies on all matters related to CPR.

Besides, the Organisation may enter into any other activities and undertake any other actions that are directly or indirectly related to the aforementioned objective or that are necessary or useful for the realization of its objective. Among other things, the Association can solicit grants and contributions, grant security interests in its assets as well as, collaborate with, borrow from, grant loans to, provide guarantees for the obligations of, invest in the capital of, or, in any manner, directly or indirectly, take participations and hold a mandate in other legal entities, associations, bodies and companies of private or public nature, governed by Belgian or foreign laws.

3.3 The main geographic focus of the ERC is Europe.

In these Articles of Association, "Europe" is defined as the countries according to the definition of the Council of Europe (www.coe.int).

European citizens are residents of one of the countries of Europe according to the definition above. The foregoing activities may be expanded outside Europe where deemed fit.

3.4 In these Articles of Association, a National Resuscitation Council (NRC) within the ERC is defined as an organisation, accepted by the Board based on the following characteristics:

- a) Is a legal body.
- b) Has a mission and goal in line with the ERC's mission and goal.
- c) Has a multidisciplinary and interprofessional membership within a transparent structure.
- d) Is an authority on resuscitation at a national level, recognised by the major organisations involved in resuscitation in that country.
- e) Is willing to collaborate with the ERC in auditing resuscitation courses within their country.
- f) Is willing to comply with democratically decided ERC rules and regulations, including European Resuscitation Guidelines.
- g) Is an organisation with the commitment to attend ERC meetings and cooperate in the functioning of the ERC.

and having signed an active Memorandum of Understanding or Agreement (of Cooperation) with the ERC.

Only one organisation per country can be accepted as the NRC.

ARTICLE 4 – Duration

4.1 The Organisation is founded for an indefinite duration.

ARTICLE 5 – Non-voting Members of the Organisation

5.1 The Organisation is composed of Full Members, Corresponding Members and Honorary Members. These members accept the ERC Ethical Code and only have the rights and obligations as set out in these Articles of Association and in the Internal Rules.

In accordance with article 6.2 said members may also become Voting Members.

5.2 **Full Members** are individuals who wish to participate in the activities of the ERC. They pay an annual fee, determined by the Board. This fee does not exceed 250.00 EUR.

They receive the journals and the electronic newsletters of the Organisation and have the other rights as listed in the Internal Rules.

- 5.3 **Corresponding Members** are individuals or organisations who wish to stay informed about the activities of the ERC. They pay an annual fee, determined by the Board. This fee does not exceed 250.00 EUR.

They receive the electronic newsletters of the Organisation and have any other rights if listed in the Internal Rules.

5.4 **Honorary Members**

The Board may appoint Honorary Members. These are individuals who have displayed outstanding merit in promoting the objectives of the Organisation. Honorary Members have the same rights as Full Members but are exempted from payment of all membership fees.

5.5 **Acceptance / Resignation / Suspension / Exclusion**

- 5.5.1 Full Membership and Corresponding Membership are automatically granted upon (i) application, (ii) acceptance of the Ethical Code and (iii) payment of the appropriate fee.

- 5.5.2 A Full, Corresponding or Honorary Member may resign from membership at any time and with immediate effect, by addressing a formal written letter of resignation to the Board.

- 5.5.3 Full, Corresponding or Honorary Membership ceases automatically on death of the member.

- 5.5.4 The Board may suspend Full, Corresponding and Honorary Membership when:

- a. a member acts in violation of the Ethical Code of the ERC or violates its obligations under the CCA, the Articles of Association or the Internal Rules. The initial suspension does not last longer than six months, during which period the Board shall decide on a period of further suspension, on the termination of the suspension or on the exclusion.

If the annual membership fee has not been paid within a period of one month after a payment reminder has been sent in writing by email, the membership shall automatically be suspended. If this membership fee has still not been paid within 2 months from the suspension, the member will be deemed to have resigned.

The Board may decide to exclude a Full, Corresponding or Honorary Member. The Board does not need to motivate its decisions on suspension or exclusion.

- 5.5.5 Notwithstanding art. 5.5.4, Voting Members can only be excluded from the General Assembly according to art. 6.4.7. The General Assembly does not need to motivate its decision.

- 5.5.6 A member who has resigned or has been excluded and their heirs, cannot lay claim to the assets of the Organisation nor can they reclaim annual fees that have already been paid.

ARTICLE 6 – General Assembly

6.1 **General Assembly**

- 6.1.1 The General Assembly of the Organisation is composed of all Voting Members.

- 6.1.2 The bureau of the General Assembly shall consist of the person chairing the meeting. The General Assembly meeting is chaired by the Chair, or, in the absence of the Chair, by the Chair-Elect or, in the absence of the Chair-Elect, by a Director appointed by the Chair or Chair-Elect.

6.2 Voting Members

6.2.1 The minimum number of Voting Members is three.

6.2.2 Voting Members belong to one of the following categories:

- a. Representatives of **National Resuscitation Councils** (NRCs), having similar objectives to the ERC and having concluded an Agreement or a Memorandum of Understanding with the ERC, subject to the NRC representative being accepted as a Voting Member by the Board. NRCs will each appoint a permanent representative (hereinafter "NRC Representative") from among the Full Members (see Art. 5.2). This person acts as an individual in the General Assembly.

An NRC is also entitled to appoint a permanent deputy, to attend and act if the NRC Representative is unavailable. The appointment of a permanent deputy is subject to acceptance of the permanent deputy by the Board. This permanent deputy has the same representative powers as the NRC Representative.

The NRC confirms its NRC Representative(s) (s), and/or its permanent deputy/deputies, by means of a written notification to the GPC in the first quarter of every odd year, and can withdraw and appoint other persons as a NRC Representative, or permanent deputy, subject to acceptance by the GPC.

Notwithstanding these rules, the following applies according to the country of the NRC:

- European NRCs:
If a European NRC who has an Agreement with the ERC has more than 75 Full Members on the 31st of December of any year, it is entitled for the following year to appoint a second NRC Representative and a second deputy as additional Voting Members.
 - Non-European NRCs
The total number of NRC Representatives from non-European NRCs, does not exceed one-third of the total NRC Representatives, as determined on the 1st of January each year. If this proportion is exceeded, the number of Non-European NRC Representatives is reduced by an internal vote amongst the Non-European NRCs. In such case, a similar vote is organised each two years.
- b. **Directors** of the Organisation, for as long as they remain in office.
 - c. One of the co-chairs of each of the ERC **Science and Education Committees** (hereinafter "Representative Co-chair"), as determined by the concerned Science and Education Committee (see art. 6.5.1). The other co-chairs act as deputies, attending and acting with the same powers if the Representative Co-chair is unavailable.

The Representative Co-chairs are Voting Members for as long as they remain in office as a co-chair.

- d. Two (2) **representatives of the Full Members** (hereinafter "Full Member Representatives"), elected by the Full Members at the time of the call for candidates. The two Full Member Representatives are residents of different European countries; their term of membership is 2 years and is renewable.
- e. **Qualified Individuals** are persons who have been nominated by 2 members of the General Assembly, have shown specific expertise that is valuable for the Organization, are keen to support the goals of the ERC and have been accepted as Voting Members by the Board by a secret ballot according to the Internal Rules (hereinafter "Qualified Individuals"). Qualified Individuals can be accepted twice a year. Their term of membership is 2 years, and is renewable. The number of Qualified Individuals is limited to five.
- f. **Representatives of European Associations**, having activities relevant for ERC purposes, subject to their European Association being accepted as a partner organisation by the General Assembly following proposal by the Board, and the representative being accepted as a Voting Member by the Board. The European Association concerned appoints a permanent representative (hereinafter "EA Representative"), and a permanent deputy, who has the powers of representation of the permanent

representative if the latter cannot attend and who also needs to be accepted by the Board. These persons act as individuals in the General Assembly.

The European Association confirms its permanent representative, and/or its permanent deputy, by means of written notification to the GPC in the first quarter of every odd year, and may withdraw and appoint other persons as a permanent representative or permanent deputy, subject to acceptance by the GPC. Representatives of European Associations are exempted from payment of all membership fees.

6.2.3 An individual cannot act as a Voting Member under more than one of the above categories (6.2.2.a- f). Notwithstanding, Voting Members, or their deputies, who cannot attend a meeting may be represented by another Voting Member provided a written mandate is received by ERC Office at least 24 hours before the meeting is scheduled to start. Any Voting Member may represent a maximum of one (1) other Voting Member.

As for the Voting Members sub. Article 6.2.2.a, if neither a permanent NRC Representative, nor the permanent deputy is present, the NRC Representative may only grant a proxy to another Voting Member residing in the same country as the NRC.

6.2.3/1 The Full Members Representatives category is incompatible with any other category in the General Assembly.

6.2.4 With the exception of the European Associations Representatives (6.2.2.f), all Voting Members who have been appointed as Voting Members in accordance with article 6.2.2, must be Full Members or Honorary Members of the ERC. If, with the exception of the European Associations Representatives (6.2.2.f), a Voting Member is no longer a Full Member or Honorary Member of the ERC, this shall result in the automatic termination of the Voting Membership.

6.2.5 Voting Members sub. Article 6.2.2. b (Directors) and 6.2.2. c (co-chairs of Science and Education Committees) are ex officio accepted as Voting Members. Candidates for any of the other four categories (6.2.2.a, d, e and f), send their applications to the Board. The Board will decide, in line with the timeline as stated in the Internal Rules, on the acceptance of this application at its next meeting. The Board may at its own discretion reject an application for Voting Membership without the need to motivate its decision.

6.2.6 Voting Members have all rights and obligations contained in the CCA and in these Articles of Association.

6.2.7 Each Voting Member has one vote.

6.2.8 Except for the ex-officio Voting Members (Article 6.2.2. b (Directors) and 6.2.2. c (co-chairs of Science and Education Committees)), a Voting Member may resign from Voting Membership at any time, by addressing a formal written letter of resignation to the Board.

6.3 Powers of the General Assembly and Voting Members

6.3.1 The General Assembly has the powers explicitly reserved to it by the CCA and by these Articles of Association.

6.3.2 In particular, according to the CCA the General Assembly has the following exclusive powers:

- a a modification of the Articles of Association;
- b appointment and dismissal of Directors (see 7.1);
- c appointment and dismissal of statutory Auditors and fixation of their remuneration, if any;
- d granting of discharge to the Directors and – in a separate vote – statutory Auditors;
- e approval of the budget and the accounts;
- f voluntary dissolution of the Organisation;
- g exclusion of Voting Members;
- h conversion of the Organisation from a non-profit association into a cooperative company recognized as a social enterprise or International Non-Profit association;
- i making or accepting a contribution of a "generality" without payment;

- j submitting a claim on behalf of the Organisation against Directors or statutory Auditors;
- k other powers granted to the General Assembly by legislation or the Articles of Association.

6.3.3 The General Assembly has the power to advise on matters submitted by the Board to the General Assembly for advice.
At the General Assembly meeting, individual Voting Members have the right to question the Board about the Board's governance.

6.4 Meetings

6.4.1 The **ordinary meetings** of the General Assembly are held twice a year. One meeting is held during the first half of the year in order to approve the annual accounts of the immediate past financial year and confirm (as a legal requirement) approval of the budget of the current financial year. The second ordinary meeting is held during the second half of the year in order to approve the budget for the following year.

6.4.2 **Special meetings** of the General Assembly may be called by the Board whenever the interests of the Organisation so require. A special meeting shall be called by the Board upon request of at least one-fifth of all Voting Members. Such meetings are scheduled to take place within two calendar months after such request with the required quorum has been received.

6.4.3 General Assembly meetings shall be convened by or on behalf of the Board of Directors by e-mail to the address the Voting Member has supplied to the Board at least 15 calendar days before the meeting. The convening notice shall indicate the agenda, date, place and time decided by the Board.

6.4.4 The GPC prepares the agenda for the General Assembly and the Board approves the agenda. If at least one-twentieth of the Voting Members submit in writing to the Board a request to include an item in the agenda of the General Assembly, this item shall be included on the agenda of the next General Assembly meeting for which the invitation has not yet been sent out, provided the subject is within the competency of the General Assembly.

6.4.5 Except where the CCA or these Articles of Association provide otherwise, decisions are taken with a quorum of one-third of the Voting Members, and by simple majority (more than 50%) of the votes cast by the Voting Members present or represented. Abstentions, blank and invalid votes are neither counted in the numerator nor denominator, irrespective of the nature of the decision.

/ 1 Upon a decision of the Board, the Voting Members can be offered the possibility to participate in the General Assembly meeting remotely via an electronic means of communication in accordance with applicable law.

/ 2 If so provided in the invitation, the Voting Members can be given the possibility to cast their vote on all or a limited number of the agenda items electronically or in writing in advance of the General Assembly meeting. These votes shall be taken into account for the purpose of the calculation of the quorum and majority requirements applicable to the General Assembly meeting. The Board of Directors will take the necessary measures to ascertain that the capacity and identity of the Voting Members can be verified.

/ 3 The Voting Members of the General Assembly can decide by unanimous written (including electronic) consent in all matters that belong to the powers of the General Assembly, except for those matters for which applicable law excludes this procedure.

6.4.6 The General Assembly may deliberate on a modification of the Articles of Association or on the dissolution of the Organisation only if at least two-thirds of the Voting Members are present or represented. In the event that this quorum is not reached at the first meeting, a second meeting will be called, which can deliberate on the matter regardless of the number of members present or represented. The second meeting cannot be held within 15 days of the first meeting. Decisions to modify the Articles of Association require a majority of two-thirds of votes cast by the Voting Members present or represented. Decisions to dissolve the Organisation, or when a modification of the Articles of Association relate to the statutory charitable purpose or the activities of the Organisation, require a majority of four-fifths of the votes cast by the Voting Members present or represented.

/1 For elections and nominations, a secret vote applies.

6.4.7 Voting Members can only be excluded from membership by the General Assembly in accordance with the quorum and majority requirements applicable to an amendment of the Articles of Association. The Voting Member to whom the decision relates has the right to be heard, and the exclusion needs to have been included on the agenda of the General Assembly meeting.

6.4.8 The Board and/or the General Assembly may invite any number of observers (such as but not limited to Office staff or experts) to the General Assembly to facilitate its business. The General Assembly can decide not to admit observers invited by the Board with a simple majority of the votes cast. These observers do not have voting rights.

The Chief Executive Officer (CEO; manager of the ERC Office) and the Chair or Vice-Chair of the Governance Committee (GC) have the right to attend the meetings of the General Assembly, but without any voting rights.

6.4.9 Minutes are drawn up and kept in a register of minutes. Such a register may be consulted by Voting Members upon request to the Chair of the Board. The Board may also grant consultation rights to third parties who demonstrate a legitimate purpose for such consultation.

6.5 **Committees and task forces**

6.5.1 A **Committee** is a structural group, appointed by the Board without time limit, to perform one or more specific functions within the Organisation. The list of committees and their working practices are defined in the Internal Rules. Each committee – except for the Governance Committee which is a *sui generis* committee - belongs to one of the following groups: Development Committees, Science and Education Committees, or Supporting Committees.

6.5.2 A **Task Force** is a structural group, appointed by the Board, a Committee or the General Assembly, to undertake a defined task within a limited time frame. Task forces report to their appointing bodies.

6.6 **Governance Committee**

6.6.1 The Governance Committee monitors how appropriate Good Governance policies are developed, implemented and regularly reviewed.

This includes, inter alia, policies relating to:

- the roles and responsibilities of the Board and the operational structures;
- the duties and responsibilities of directors, members/chairs of operational structures
- the ethical conduct including conflict of interest procedures;
- the procedures for the selection and evaluation of directors and members/chairs of operational structures

The Governance Committee monitors how the Organisation brings the tasks of Good Governance into practice in relation to the Objectives of the ERC.

The Governance Committee exerts its functions independently.

6.6.2 The Governance Committee exerts its authority by a mandate given by the General Assembly to which it is accountable.

6.6.3 The Governance Committee is composed of 5 to 10 members, appointed by the General Assembly for 4 years and renewable once; all of them unpaid volunteers without a relevant conflict of interest (as determined in the Internal Rules pursuant to Article 8):

- up to 7 European Full Members, not holding a position as a Director, Committee co-chair or staff member.
- up to 3 additional persons: citizens of a European country with specific relevant and demonstrable expertise.

6.6.4 Operational rules of the Governance Committee are part of the Internal Rules.

ARTICLE 7 – GOVERNANCE

7.1 Composition of the Board (of Directors)

7.1.1 The Organisation is governed by a Board (referred to in the CCA as 'management body') comprising at least three Directors.

7.1.2 The Board is composed of the following Directors:

1. Chair
2. Chair-Elect
3. Secretary
4. Treasurer
5. Director Guidelines and ILCOR
6. Director External Affairs
7. Director Training and Education
8. Director Science and Research
9. Director Congresses
10. Representative of the NRCs
11. Editor-in-Chief (under the conditions of 7.1.3.c, 2nd paragraph)

7.1.3 The election of the Directors is organised according to the following steps:

- a) For Directors sub. Article 7.1.2.1. to 7.1.2.9:
- i The Board invites applications from all Full or Honorary Members for the Board functions as listed in art. 7.1.2, 1-9. Applications can only be accepted if they are from Full or Honorary Members who are citizens of a European country, and if the application is complete according to the Internal Rules and received three months prior to the election.
 - ii The Governance Committee rejects applications that do not meet the administrative criteria as listed in paragraph 7.1.3, a.i., and brings this information to the attention of the General Assembly.
 - iii The Governance Committee then screens the eligible applications against the job description and brings this information, including an assessment of any conflicts of interest, to the attention of the General Assembly.
The General Assembly subsequently elects one Director per function by secret ballot. An applicant is only elected if he or she gains a simple majority (more than 50%) of the votes cast. If a simple majority is not reached and there remains more than one candidate, a second round is organised between the candidates with the two highest number of votes in the previous round. If a second round does not lead to such simple majority for one candidate, a third round is organised between only the candidate(s) with the highest number of votes. If such third round still does not lead to such simple majority, this voting is deferred to the next General Assembly meeting.
- b) For Directors sub. article 7.1.2.10. (Representative of the NRCs)
- i The Board invites applications from all NRC Representatives (not deputies). Applications can only be accepted if complete according to the Internal Rules, and received at least three months prior to the election.
 - ii The Governance Committee rejects applications that do not meet the administrative criteria as listed in paragraph 7.1.3, b.i., and brings this information to the attention of the General Assembly.
 - iii For every eligible applicant, the Governance Committee brings to the attention of the General Assembly an assessment of any conflicts of interest.
 - iv The NRC Representatives (permanent or deputy) then nominate one applicant as the "Representative-elect of the NRCs" by secret ballot. An applicant is only nominated if he or she gains a simple majority (more than 50%) of the votes cast, it being understood that a quorum of at least 50% of the NRC Representatives must cast their vote. If a simple majority is not reached and there remains more than one candidate, a second round is organised between the candidates with the two highest number of votes in the previous round. If a second round does not lead to such simple majority for one candidate, a third round is organised with only the candidate(s) with the highest number of votes. If such third round still does not lead to such simple majority, this voting is deferred to the next General Assembly meeting.
 - v The General Assembly subsequently elects the nominee as the Representative-elect of the NRCs by secret ballot. If the nominee is not supported by a simple majority of votes cast, a new call for applicants is made, prior to a further election at the next General Assembly.
 - vi During the first two years, the Representative-elect of the NRCs supports the Representative of the NRCs and has the right to attend all Board activities but without voting rights. After two years, and upon ratification by a secret simple majority vote by the NRC representatives, the Representative-elect of the NRCs becomes the Representative of the NRCs, with a term of office of two years.
- c) For Director sub. Article 7.1.2.11 (Editor-in-Chief)
- The Editor-in-Chief of the Official Journal of the Organisation is assessed as to any conflicts of interest by the Governance Committee.
- The Editor-in-Chief may be operating on one of the following three activity levels:
- The opt-in: upon proposal by the Board, the Editor-in-Chief may be appointed as a Director (with voting rights) by the General Assembly with a secret simple-majority of the votes cast.
 - The standard: the Editor-in-Chief has the right to attend all Board activities, but without voting rights.
 - The opt-out: the General Assembly may decide to revoke any rights of attendance for the Editor-in-Chief, with a secret simple-majority of the votes cast.

7.1.4 If the GA is unsuccessful in electing one or more Directors, a new call for applicants is made for these positions, prior to a further election at the next General Assembly.

7.1.5 The following terms of office are applicable:

- a) The Chair-Elect is elected for a term of two years by the General Assembly. He or she can express a wish to extend this by a further 2 years, subject to ratification by a secret, simple-majority vote of the votes cast by the General Assembly and following advice from the Governance Committee. When the term of office of the Chair ends, the Chair-Elect becomes Chair, subject to ratification by a secret simple majority vote of the votes cast by the General Assembly following advice from the Governance Committee.
- b) The term of the Chair is two years. He or she can express a wish to extend this by a further 2 years, subject to ratification by a secret simple majority vote of the votes cast by the General Assembly following advice from the Governance Committee. No further extension or re-election is permitted.
- c) If no simple majority is reached for the extension of the term of office of the Chair, or for the Chair-Elect to become the Chair, the current Chair and the current Chair-Elect prolong their terms of office until a new Chair and/or Chair-Elect are elected, which takes place within one year.
- d) The term of office of the Representative of the NRCs is defined in art. 7.1.3, b.vi.. The same person cannot be re-elected to this same position at any time.
- e) The term of office of the Editor-in-Chief as a Director (7.1.2.11) is two years and is renewable so long as the holder remains the Editor-in-Chief of the Official Journal of the Organisation.
- f) All other Directors are elected for a term of two years. Each of these Directors can express a wish to extend their term of office by a further 2 years, subject to ratification by a secret simple majority vote of the votes cast by the General Assembly, and following advice from the Governance Committee. These Directors may then apply for re-election to the same post for another 2-year period, with an extension for a further 2 years. But no further re-election or extension is permitted that would result in an individual holding the same post for more than 8 years; he or she is eligible to hold a different post on the Board, subject to a new overall period of office of 8 years.
- g) A Director may be dismissed from the Board by the General Assembly at any time during his or her term of office. Each Director may resign by formal written notification to the Board. The resignation takes effect following a reasonable period of time to allow for the election of a successor.

In case a mandate becomes prematurely vacant, the remaining directors may co-opt a new director, subject to confirmation by the next GA meeting, according to art. 9:6, §2 CCA. A co-opted Director completes the running 2 year term of office of his or her predecessor, unless decided otherwise by the General Assembly. The term as co-opted director shall not be taken into account for the calculation of the maximum term of 8 years in the same function as set out under article 7.1.5 f).

Also in case the General Assembly elects a replacement Director, such Director shall complete the running 2 year term of office of his or her predecessor, unless the General Assembly decides otherwise. The remaining running 2 year term of the predecessor (or the term as shall be otherwise decided by the General Assembly) shall not be taken into account for the calculation of the maximum term of 8 years in the same function as set out under article 7.1.5 f).

7.1.6 Directors are not remunerated for any work undertaken for the Organisation. Reimbursement of travel, hotel or other *ad hoc* expenses incurred in connection with activities undertaken on behalf of the ERC will be made in accordance with the ERC Travel Policy and other ERC reimbursement policies.

7.2 Meeting, deliberations and decisions of the Board

7.2.1 The Chair convenes a meeting of the Board whenever the interests of the Organisation require it. In addition, the Chair convenes a meeting within 30 days of receipt of a request by two Directors or one Director plus the CEO, if supported by the GPC (see Art. 7.4).

7.2.2 The Board is presided over by the Chair, or, in the absence of the Chair, by the Chair-Elect or, in the absence of the Chair-Elect, by a Director appointed by the Directors present. Meetings are held at the location stated in the agenda.

7.2.3 The Board can function only when at least a majority of the Directors are present at the meeting. Meetings are valid if they are held in person, by video-conference or by telephone conference. Decisions are taken by a simple majority vote of the votes cast by the Directors present. In case of a tied vote, the person

chairing the meeting has a second, casting vote. Abstentions, blank and invalid votes are neither counted in the numerator nor denominator.

7.2.4 Decisions may also be made by unanimous written (including online) consent of all the Directors.

7.2.5 After being approved by the Board, the minutes of all Board meetings are signed by the Chair and by the Directors who request so. They are kept in a Register of Minutes at the registered office. They may be consulted by the Voting Members. Copies to third parties are signed by a person with representative powers.

7.3 **Powers of the Board**

7.3.1 The Board has the power to take all decisions and enter into transactions related to the governance that are necessary or useful for the realisation of the purposes of the Organisation, with the exception of decisions and transactions falling within the scope of the powers allocated to the General Assembly in accordance with Article 9:12 CCA or these Articles of Association.

7.3.2 The Board has the power to introduce or change Internal Rules, in line with art. 2:59 of the CCA. The current version of the Internal Rules are the Bylaws in their version of 3 May 2014. In case of a discrepancy between the Internal Rules and these Articles of Association, the Articles of Association shall prevail.

7.3.3 The Board may delegate specific powers to one or more proxy holders, including the GPC (see 7.4.), who may or may not be Directors. An overview of specific mandates is listed in the Internal Rules.

7.4 **Daily management - General Purpose Committee (GPC)**

7.4.1 The "Daily Management" comprises any of the following:

- operations and decisions that do not reach further than the needs of the daily life of the Organisation, or
- operations and decisions that do not justify the intervention of the Board:
 - o because they appear to be of less importance, or
 - o because of their urgent nature.

7.4.2 The Board may assign the Daily Management of the Organisation and the preparation and follow-up of Board and GA meetings and decisions to the General Purpose Committee (GPC), composed of the following individuals:

- Chair
- Chair-Elect
- Secretary
- Chief Executive Officer

The GPC can meet and decide if three of its members are present. The chair of the GPC is appointed according to the Internal Rules.

The chair of the GPC can invite other Directors (based on their responsibilities), or other individuals for specific agenda items.

Additionally, the GPC can invite one staff member for administrative support.

The GPC acts as a collegiate body and decides by consensus. If no consensus can be reached, the issue is referred to the Board for resolution.

The GPC informs the Board about the decisions made. The Internal Rules detail the functioning of the GPC.

7.5 **Representation of the Organisation**

7.5.1 The Board represents the Organisation in and out of court.

7.5.2 The Organisation is represented as well by two of the following persons jointly: Chair, Chair-Elect and Treasurer.

7.5.3 The Board may include rules and limitations in the Internal Rules or for specific topics, for which these individuals can represent the Organisation. These rules and limitations are however not enforceable vis-à-vis third parties.

- 7.5.4 The Board may assign the representation powers of the Organisation, related and limited to the Daily Management, to the Chair, the Chair-Elect and the CEO, acting individually and under supervision of the Board.
- 7.5.5 For very specific cases, the Board may assign representation power(s) to any one or more individuals. Such mandate will clearly specify the boundaries of such representation power(s) and is to be interpreted restrictively.

ARTICLE 8 – CONFLICT OF INTEREST

- 8.1 The Internal Rules provide for procedures to be observed in cases of conflict of interest arising within the Organisation.
- 8.2 Notwithstanding the previous article, and unless such decisions are related to usual transactions that take place under conditions and guarantees that are quite common in trade for similar transactions: if the Board needs to make a decision or operation within their powers, and where a Director has a direct or indirect conflicting interest related to assets, conflicting with the interests of the Organisation, this Director shall notify the other Directors before the Board makes a decision. The minutes of the Board meeting include the declaration and clarification about the nature of this conflicting interest, as well as the consequences on the assets of the Organisation and a justification of the decision made. To the extent that the organisation exceeds more than one criterium listed in art. 3:47, §2 CCA, this part of the minutes is included integrally in the annual report or the document that is submitted, together with the year accounts. The statutory Auditor is also notified about this decision or operation.
- 8.3 In a case covered by art. 8.1 , the Director with such conflicting interest is excluded from discussions and votes about this decision or operation. In the situation where the majority of the Directors present have such conflicting interest, the decision is submitted to the General Assembly for approval. Once the General Assembly has approved the decision or transaction, the Board can implement it.

ARTICLE 9 – CONTROL

- 9.1 If required in accordance with the CCA, one or more statutory auditor is appointed and charged with the control of the finances of the Organisation, the balance sheet and the regularity of the transactions of the Organisation. The statutory auditor is appointed by the General Assembly from among the members of the "Instituut van de Bedrijfsrevisoren" for a period of three years, after an assessment as to any conflicts of interest by the Governance Committee. The General Assembly determines the appropriate remuneration of the statutory auditor. Also if this is not legally required, the General Assembly can still decide to appoint a statutory auditor.

ARTICLE 10 – ANNUAL ACCOUNTS

- 10.1 The financial year of the Organisation begins on 1 January and ends on 31 December of the same calendar year.
- 10.2 The accounts are kept in accordance with the provisions of art. 3:47 CCA and the implementation decrees.
- 10.3 The balance sheet is deposited with the clerk's office of the competent Enterprise Court in accordance with the provisions of art. 2:7 *jo.* 2:9, §1, 8^o CCA, or, in so far as required, with the Belgian National Bank in accordance with the provisions of art. 3:47, §7 CCA and the implementation decrees.
- 10.4 Within six months after the closing date of the financial year, the Board submits the year accounts of the immediate past financial year and the budget for the current financial year to the General Assembly for approval.

ARTICLE 11 – TEMPORARY MEASURES

- 11.1 The existing “Associate Representatives” on 12.12.2019 will continue and complete their term as “Full Members Representatives”.

ARTICLE 12 - DISSOLUTION

- 12.1 A proposal of dissolution of the Organisation can be made by the Board or by at least one-fifth of the Voting Members.
- 12.2 The dissolution of the Organisation can only be approved by the General Assembly with the required quorum and a majority vote as set out in Article 6.4.6.
- 12.3 Following a decision to dissolve the Organisation, the General Assembly appoints one or more liquidators. The General Assembly defines their assignment.

In the event of dissolution and liquidation, the applicable reporting requirements of the CCA will be complied with. In addition, in those instances where required by law, confirmation (e.g. of the appointment of the liquidator(s) and the distribution plan) will be sought from the competent court.

In the event of dissolution and liquidation of the Organisation, the General Assembly decides upon the allocation of the net assets of the Organisation. These net assets shall be allocated to another European non-profit Organisation with a similar or related purpose.

New articles of Association approved by the General Assembly of ERC vzw on 14.12.2023.