

ARTICLES OF ASSOCIATION OF THE EUROPEAN RESUSCITATION COUNCIL

*Original Articles of Association approved by the General Assembly of ERC Secretariat vzw of 04/12/2010.
New Articles of Association, approved by the General Assembly of ERC vzw of 27/06/2013*

ARTICLE 1 – Name and legal form

- 1.1 The Organisation is founded as a non-profit organisation (hereinafter "**NPO**") in accordance with the Belgian Law of 27 June 1921 concerning non-profit organisations and foundations (hereinafter "**NPO Law**").
- 1.2 The NPO carries the name "European Resuscitation Council", abbreviated "ERC".

ARTICLE 2 – Registered offices

- 2.1 The registered offices of the NPO are located at Belgium, 2650 Edegem, Drie Eikenstraat 661.
- 2.2 The ERC Office is the group of staff members and volunteers that administratively supports the Organisation and that is coordinated from the registered offices.
- 2.3 If these Articles of Association or the Bylaws state that letters or documents should be sent to the Board, these letters or documents must be sent via mail to the address of the registered offices of the Organisation, via e-mail with receipt confirmation (secretariat@erc.edu) or fax with receipt confirmation (+32 3 826 93 23).

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 shall pursue its objective, *inter alia*, by the following activities:
 - a) Promoting and strengthening the network of National Resuscitation Councils (hereafter called NRCs, as defined in the Bylaws) in Europe.
 - b) Producing guidelines and recommendations appropriate to Europe for the practice of Cardiopulmonary and Cerebral Resuscitation (CPR).
 - c) Updating these guidelines in the light of critical review 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 all trainees in Europe 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 in Europe.
 - h) Promoting political and public awareness of resuscitation requirements and practice in Europe.
 - i) Promoting exchanges among different healthcare professional disciplines.
 - j) Advising relevant European and other national and international bodies on all matters related to CPR.
- 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.

ARTICLE 4 – Duration

4. The Organisation is founded for an indefinite duration.

ARTICLE 5 – Members of the Organisation

5.1 The Organisation shall be composed of Voting Members, Associate Members and Honorary Members.

5.2 Voting Members

5.2.1 The minimum number of Voting Members is three.

5.2.2 Voting Members belong to one of the following categories:

- a. Representatives of **European National Resuscitation Councils** (European NRCs), having similar objectives to the ERC and having concluded an Agreement or a Memorandum of Understanding with the ERC, subject to the European NRC representative being accepted as a Voting Member by the Board. The European NRC will appoint a permanent representative, and a permanent deputy to have the same representative powers as the permanent representative if the representative is unable to attend, (both being individuals) from among the Associate Gold Members (see Art. 5.3) of the Organisation (hereinafter "European NRC Representative").
If a European NRC who has an Agreement with the ERC has more than 75 Associate Gold Members on the 1st of January of any year, it is entitled for that same year to appoint a second permanent representative and a second deputy as an additional Voting Member. The European NRC has to confirm its permanent representative(s), and/or its permanent deputy/deputies, by means of a written notification to the ERC Board in the first quarter of every odd year, and can withdraw and appoint other persons as a permanent representative, or permanent deputy, subject to acceptance as a Voting Member by the Board.
- b. Representatives of **Non-European National Resuscitation Councils** (Non-European NRCs) from countries outside Europe, where there is no supranational Resuscitation Council that also is a member of ILCOR ivzw, this Non-European NRC having similar objectives as the ERC and having concluded an Agreement or a Memorandum of Understanding with the ERC, subject to the Non-European NRC representative being accepted as a Voting Member by the Board. Each Non-European NRC can appoint a permanent representative, and a permanent deputy having the representation powers of the permanent representative in case the latter cannot attend, (both being individuals) from among the Associate Gold Members (see Art. 5.3) of the Organisation (hereinafter "Non-European NRC Representative"). If the number of representatives exceeds five, the Non-European NRCs will organise a vote, with the administrative support of the ERC and the ERC voting systems, among these NRCs to appoint five permanent representatives and five permanent deputies in total, representing all the Non-European NRCs.
The Non-European NRC has to confirm its permanent representative, and/or its permanent deputy, by means of a written notification to the ERC Board in the first quarter of every odd year, and can withdraw and appoint other persons as a permanent representative or permanent deputy, subject to acceptance as a Voting Member by the Board.

In case the number of representatives was limited by the organisation of a vote, such a new vote will be organised each two years.

- c. The Board members of the ERC and the Chairs/Leaders of the **Strategic Domains, Working Groups and the International Course Committees** (as defined in the Bylaws). The Vice-Chairs/Vice-Leaders of Strategic Domains, Working Groups and International Course Committees shall deputise when the Chairs/Leaders cannot attend meetings. They will remain Voting Members for as long as they execute the said mandate. Upon expiration of such a mandate, they will become Associate Members subject to payment of the relevant membership fee.
- d. Four (4) **representatives from different European countries**, elected by the Associate Gold Members with an ERC membership period of at least 12 months which is valid at the moment of the call for candidates, for a term of two years and re-appointable (hereinafter "the Associate Representatives").
- e. **Qualified Individuals** accepted as a Voting Member by the Board (hereinafter "Qualified Individuals"), according to the Bylaws. Their term of membership is 2 years, and is renewable.
- f. Representatives of **European Associations**, having activities relevant for ERC purposes, subject to the 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 will appoint a permanent representative, and a permanent deputy having the powers of representation of the permanent representative in case the latter cannot attend, (both being individuals) (hereinafter "EA Representative"). The European association must confirm its permanent representative, and/or its permanent deputy, by means of a written notification to the ERC Board 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 as a Voting Member by the Board.

5.2.3 An individual cannot act as a Voting Member under more than one of the above categories (5.2.2.a-f). However, this does not prevent a Voting Member from acting as proxy holder for another Voting Member nor does it prevent a deputy from casting his/her vote as a Qualified Individual if he/she does not actually have to fulfil his/her role as a deputy at such meeting.

5.2.4 All Voting Members, with the exception of the European Associations Representatives (5.2.2.f) and Honorary Members (5.4), must be Associate Gold Members of the ERC.

5.2.5 Board members and Chairs/Leaders of Strategic Domains, Working Groups and International Course Committees, according to 5.2.2.c, are automatically accepted as voting members. Vice-Chairs/Vice-Leaders of Strategic Domains, Working Groups, and International Course Committees may only attend and vote as deputies in the absence of their Chairs/Leaders.. Other candidates of any of the other five categories (5.2.2.a-b and d-f), should send their application to the Board. The Board will decide, in line with the timeline as stated in the Bylaws, on the acceptance of this application on its next meeting. The Board may at its own discretion reject an application for Voting Membership without prejudice.

5.2.6 Voting Members shall have all rights and obligations contained in the NPO law and in these Articles of Association.

5.3 **Associate Members**

5.3.1 Associate Members are individuals or organisations who wish to participate in the activities of the ERC.

5.3.2 Associate Members only have the rights and obligations as set out in these Articles of Association.

5.3.3 There shall be two categories of Associate Member:

- a Associate Gold Members, to receive the journals and the electronic newsletters of the Organisation and the other rights as listed in the Bylaws.
- b Associate Silver Members, to receive the electronic newsletters of the Organisation and the other rights as listed in the Bylaws.

5.3.4 An individual or organisation that accepts the ERC ethical code as described in the Bylaws, shall automatically become an Associate Member (respectively Individual Associate Member or Organisational Associate Member) upon payment of the corresponding membership fee as set out under Article 5.5. All rights of such Associate Membership shall be suspended if the membership fee is not paid on time as per Article 5.6.5

5.4 **Honorary Members**

The Board may appoint Honorary Members. These are individuals who have displayed outstanding merits in promoting the objectives of the Organisation. An Honorary Member may simultaneously be a Voting Member under Article 5.2.

5.5 **Membership fee**

5.5.1 The annual membership fee shall be determined by the Board and will be differentiated according to the category of membership. The membership fees for a full year shall not be higher than:

For Associate Members:

- 250.00 EUR for Individual Associate Gold Members;
- 100.00 EUR for Individual Associate Silver Members;
- 20 000.00 EUR for Organisational Associate Members

For Voting Members: no additional fee will be paid (see art 5.2.4).

5.5.2 Honorary Members shall be exempt from payment of all membership fees.

5.6 **Resignation / Suspension / Exclusion**

5.6.1 A member may resign from the Organisation at any time by addressing a formal written letter of resignation to the Board.

5.6.2 The resignation of a Voting Member shall take effect one month after receipt of this written notice. The Organisation will not refund paid membership fees to resigning Voting Members.

5.6.3 The resignation of an Associate Member shall take effect immediately on receipt of due written notice. An Associate Member who has resigned cannot reclaim any or part of its membership fee that has already been paid.

5.6.4 Membership ceases automatically on death of a Member.

5.6.5 The Board may suspend membership where:

- a the annual membership fee has not been paid within the period determined by the Board. If this membership fee has not been paid within 2 months from the notice of suspension, then the member will be deemed to have resigned; or

b a member acts in violation of the objectives of ERC or violates its obligations under the NPO-law or the Articles of Association. The initial suspension shall last no longer than six months, during which period a meeting of a review body of the Organisation, as stated in the Bylaws, shall be convened to review the member's activities and to decide on a period of further suspension or exclusion. Where the review body decides not to exclude the suspended member, it may decide to continue the suspension pending further investigation or to terminate the suspension.

5.6.6 Voting Members can be excluded from the General Assembly only by the General Assembly with a majority of two thirds of the votes cast by the members present or represented. The Voting Member to whom the decision relates has the right to be heard.

5.6.7 Associate Members may be excluded at any time at the discretion of the Board.

5.6.8 A member who has resigned or has been excluded and his/her/its heirs, may not lay claim to the assets of the ERC nor may they reclaim their annual fees that have already been paid.

ARTICLE 6 – General Assembly

6.1 General Assembly

6.1.1 The General Assembly of ERC shall be composed of all Voting Members.

6.1.2 Each Voting Member has one vote.

6.2 Powers

6.2.1 The General Assembly shall have the powers explicitly reserved by the NPO law and by these Articles of Association.

6.2.2 In particular, according to the NPO law the General Assembly has the following exclusive powers:

- 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 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 organisation into an Organisation with Social Purpose.

6.2.3 a) The General Assembly shall have the power to advise on matters submitted by the Board to the General Assembly for advice.
b) Voting Members numerically representing at least 1/20 of all Voting Members can, in addition to art. 6.3.2, submit a written request to the Board, on at least 60 days notice prior to the General Assembly meeting, to include a specific matter on the agenda of the General Assembly for advice. In the case of such a request, the Board will decide, within its own discretion, whether or not to agree to such a request at its next Board meeting.

6.3 Meetings

6.3.1 The ordinary meetings of the General Assembly will be held twice a year. One meeting will be held during the first half of the year in order to approve the annual accounts of the preceding year. The second ordinary meeting will be held during the second half of the year in order to approve the budget for the following year. Invitations to these meetings will be sent out by the Board to all

Voting Members at least 30 days prior to the stated date of an Ordinary General Assembly. This invitation may be sent by e-mail to the address the Voting Member has supplied to the Board. The meeting agenda will be sent at least 14 days prior to the stated date of the Ordinary General Assembly. At such meetings the Voting Members have the right to question the Board about the Board's governance.

- 6.3.2 Any item falling under the exclusive powers of the General Assembly and requested to be included in the agenda by at least 1/20 of the Voting Members, submitted in writing to the Board at least 60 days prior to the ordinary meeting, shall be included in the agenda.
- 6.3.3 Special meetings of the General Assembly may be called by the Board or upon request of at least 1/5 of all Voting Members. Invitations will be sent by the Board to all Voting Members at least 30 days prior to the specified date of the Special General Assembly. Invitations may be sent by e-mail to the address the Voting Member has supplied to the Board. The meeting agenda will be sent at least 14 days prior to the specified date of the Special General Assembly.
- 6.3.4 Except where the NPO-law or these Articles of Association provide otherwise, decisions are taken with a quorum of 1/3 of the Voting Members and by simple majority of the votes cast by the Voting Members present or represented.
Decisions may also be taken by means of electronic online voting following the distribution of proper and appropriate information and allowing for the appropriate and proper discussion. The invitation will explain the procedure to be followed by all Voting Members.
- 6.3.5 The General Assembly may deliberate on a modification of the Articles of Association or on the dissolution of the Organisation only if at least 2/3 of the Voting Members are present or represented. In the event that this quorum is not reached at the first meeting, a second meeting may be called which can deliberate 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 or to dissolve the Organisation require a majority of 2/3 of votes cast by the Voting Members present or represented. When a modification relates to the statutory purpose of ERC, then a majority of 4/5 of the votes cast by the Voting Members present or represented will be required.
- 6.3.6 Voting Members who cannot attend a meeting may be represented by another Voting Member provided a written mandate (via regular mail, e-mail or fax) 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. If none of the permanent representatives or deputies from a European or Non-European NRC Representative is present, the European or Non-European NRC Representative may only grant a proxy to another Voting Member residing in the same country as the NRC.
- 6.3.7 Being an Associate Member or an Honorary Member by itself does not entitle an individual to voting rights.
- 6.3.8 The Board may invite experts or other third parties to attend the General Assembly. These persons may attend the General Assembly but will not have voting rights.
- 6.3.9 Minutes will be 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.
- 6.3.10 The Chief Executive Officer (CEO, manager of the ERC Office) will be an ex officio member in all activities of the General Assembly, and will not hold any voting rights.
- 6.4 **Working Groups, International Course Committees and Strategic Domains**
- 6.4.1 The General Assembly may agree the establishment of Working Groups, International Course Committees and Strategic Domains upon proposal by the Board.

6.4.2 The composition and purpose of the Working Groups, International Course Committees and Domains shall be regulated by the Bylaws.

6.5 **Advisory Committee**

6.5.1 The Advisory Committee will be made up of European Honorary Members. The members of the Advisory Committee shall be appointed for a maximum term of 4 years and are eligible for reappointment, according to the Bylaws.

6.5.2 The Advisory Committee has the right to propose a candidate to the General Assembly for appointment as one Board member (the Representative of the Advisory Committee – Art. 7.1.2.11) as set out in Art. 7.1.4.c).

6.5.3 The Advisory Committee will launch a call for candidates and will advise on the candidacies for the Directors as set out under Art. 7.1.2 number 1 to 9, as set out in Art. 7.1.4.a)

ARTICLE 7 – GOVERNANCE AND REPRESENTATION

7.1 Composition of the Board (of Directors)

7.1.1 The Organisation shall be governed by a Board comprising at least three Directors. The number of Directors shall always be lower than the number of persons who are Voting Members of the Organisation.

7.1.2 The Board is composed of the following Directors:

1. Chair
2. Vice-Chair (either the Immediate Past Chair or the Chair-Elect – Art. 7.1.7.b)
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. Director Marketing
11. Editor-in-Chief (if elected as a Director – see below Art. 7.1.4.b))
12. Representative of the Advisory Committee
13. Representative of the NRCs
14. Representative of the Allied Healthcare Section as stated in the Bylaws

7.1.3 The Chief Executive Officer (CEO) is a staff member and will be an *ex officio* member who will participate in all Board activities but does not hold any voting rights.

7.1.4 The election of the Directors is organised as follows:

- a) For the Directors one (1) to ten (10) (art. 7.1.2):
 - i The Advisory Committee will launch a call for candidates as per function to all Associate Gold Members. Candidacies can only be accepted from an Associate Gold Member who is a citizen of a European country and if the candidacy is complete according to the Bylaws and received three months prior to the election.
 - ii The Advisory Committee will list all candidates as per function. The Advisory Committee will formulate its advice on the different candidacies by ranking the candidates or by indicating the candidates that are not supported by the Advisory Committee. These lists together with the advice (by way of a ranking or by way of an indication of non-support)

will be sent to the General Assembly members at least one month prior to the meeting where the election will take place. More than one candidate for the same function may be equally ranked by the Advisory Committee.

- iii The General Assembly will consequently appoint the relevant Directors from the proposed list per function by secret ballot. If, however, the Advisory Committee has indicated candidates as not being supported by the Advisory Committee, the General Assembly will first vote upon the reduction of the list by removing the candidates not supported by the Advisory Committee (for the sake of clarity, this procedure does not apply in case of ranking, only in case of indication of non-support). If such a reduction is not supported by the absolute majority of votes cast, the specific list of candidates for such function shall be forwarded to a group made up of the Advisory Committee members and the current ERC Chair and Vice-Chair for a second opinion.
 - iv The General Assembly shall hold a final secret ballot on these functions in the next General Assembly meeting after receipt of this second opinion.
- b) The Editor-in-Chief of the Official Journal of the Organisation shall participate as an *ex officio* member in all Board activities. Immediately after appointment of the new Editor-in-Chief, the Advisory Committee shall propose the Editor-in-Chief to the General Assembly as a Director with full voting rights within the Board, to be approved with a secret absolute-majority vote of the General Assembly.
- c) A separate secret vote by the General Assembly shall be organised for the other Directors 12 to 14 (Art. 7.1.2):
- The representative of the Advisory Committee, proposed by the Advisory Committee (Art. 6.5.2).
 - The Representative of the NRCs, proposed by the European and Non-European NRC Representatives after a secret vote amongst the NRC Representatives. One Representative of the NRCs shall be appointed each odd year for a non-renewable term of four years. During the first two years the NRC Representative shall act as "Supporting Representative of the NRCs", to support the outgoing Representative of the NRCs having the right to participate *ex officio* in all Board activities without voting rights. During their second period of two years of office this Representative of the NRCs will be the "Effective Representative of the NRCs" having voting right within the Board.
 - The Representative of the Allied Healthcare Section, proposed by the Allied Healthcare Section, as specified in the Bylaws. This person must be an Associate Gold Member and a citizen of a European country.
- If any proposed candidate (Art. 7.1.4.c) is not supported by an absolute majority of the General Assembly, there shall be a request to the relevant proposing organ for further candidacies to fill in the vacant role.

7.1.5 All Directors are appointed by the General Assembly by secret absolute-majority vote.

7.1.6 The Advisory Committee and General Assembly shall take into account the function to be undertaken when evaluating the candidates for a specific Director's mandate.

7.1.7 The following terms of office are applicable:

- a) The Chair shall be 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 approval by the Advisory Committee and ratification by the General Assembly. No further extension or re-election is permitted.
- b) The elected Vice-Chair shall be the Chair-Elect until the term of the Chair has ended, becoming the Chair if an absolute majority within the General Assembly accepts this appointment in a secret vote. If no absolute majority is reached the current Chair and the current Vice-Chair shall prolong their term until a new Chair and Vice-Chair are appointed, subject to maximum prolongation of one year. After his or her term as Chair, the Chair will become automatically

Vice-Chair (Immediate Past Chair) for a term of one year, after which a new Vice-Chair (Chair-Elect) will be elected.

- b) The term of office of the Editor-in-Chief as a Director (7.1.4.b) is four years and is renewable. This position as a Director will cease as soon as this person would no longer be the Editor-in-Chief of the Official Journal of the Organisation.
- c) The term of office of the representative of the Advisory Committee is four years, renewable only once.
- d) The Representatives of the NRCs (art. 7.1.2.13) shall be elected for a term of four years (7.1.4.c) and are not eligible for re-election.
- e) All other Directors shall be elected for a term of two years. Each Director can express a wish to extend this by a further 2 years, subject to approval by the Advisory Committee and ratification by the General Assembly. 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 would be eligible to hold a different post on the Board, subject to a new overall period of office of 8 years.
- f) Directors may be dismissed from the Board by the General Assembly at any time during their term of office. Each Director may resign following service of formal written notification to the Board. A Director must continue its term of office until a replacement has been elected. Such newly elected Director only completes the term of his predecessor. If such remaining term is less than two years, this person can become reappointed twice for the same function.

7.1.8 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 ERC reimbursement policy.

7.1.9 Ad Hoc Task Forces may be established from time to time by the Board to resolve specific issues in a timely manner. Ad Hoc Task Forces will be dissolved when their designated duties have been completed.

7.2 Meeting, deliberations and decisions

7.2.1 The Chair shall convene a meeting of the Board whenever the interest of the Organisation requires it to do so. In addition the Chair shall convene 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 will be presided over by the Chair, or, in the absence of the Chair, by the Vice-Chair or, in the absence of the Vice-Chair, by the eldest in years of service of the Directors present. Meetings are held at the location stated in the agenda.

7.2.3 The Board can function only when at least the majority of the Directors with voting rights are present at the meeting. Meetings can be held in a valid way in person, by video-conference or by phone conference. Decisions are taken by a simple majority vote of the members present. In case of a tied vote, the person chairing the meeting has the casting vote.

7.2.4 A record of the meeting will be kept in the Minutes of the meeting. These shall be signed by the Chair and by either the Vice-Chair or the Secretary, and shall be kept in a Register of Minutes at the registered offices. They may be consulted by the Voting Members.

7.2.5 In exceptional circumstances, when the urgent necessity and the interests of the Organisation so require, the decisions of the Board may be taken by unanimous written consent of the Directors. To this end it is required that the Directors come to a unanimous agreement on proceeding by way of written decision-making.

7.3 Powers

- 7.3.1 The Board has the power to take all decisions and enter into transactions related to the internal governance that are necessary or useful for the realisation of the purpose 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 4 NPO Law and these Articles of Association.
- 7.3.2 The Board shall represent the Organisation in and out of a Court of Law. It represents the Organisation by the majority of its members. Notwithstanding the general representative power of the Board as a collegiate body, the Organisation may be represented as well by the Chair, the Vice-Chair or the CEO, each acting separately. The Board can include rules and limitations in the Bylaws or for specific topics, for which these individuals can represent the Organisation. Such limitations are not opposable to third parties.
- 7.3.3 The Board may delegate specific powers to one or more proxy holders who may or may not be Director. An overview of specific mandates will be listed in the Bylaws.

7.3.4 *Empty*

7.4 General Purpose Committee (GPC)

- 7.4.1 The daily management of the Organisation, the preparation of Board meetings and the follow-up of the execution of Board decisions shall be exercised by the Chief Executive Officer. When urgent, less important decisions have to be made where it is not practical or desirable to convene the full Board, the General Purpose Committee (GPC) shall have power delegated by the Board to act in its stead and within the scope of the specifics of the mandate granted. The GPC shall be composed of the following (minimum four) individuals:
- Chair
 - Vice-Chair
 - Chief Executive Officer
 - One to three additional Directors at the invitation of the Chair (or Vice-chair in absence of the Chair), based on the agenda of the meeting and the responsibilities of the Directors.
- 7.4.2 The General Purpose Committee acts as a collegiate body and decides by consensus. If no consensus can be reached, the issue shall be referred to the Board for resolution.
- 7.4.3 The General Purpose Committee shall meet as required by the needs of daily management. The detailed rules on its functioning are determined in the Bylaws.
- 7.4.4 The Organisation is represented for all matters of daily management by the Chief Executive Officer, who answers directly to the Chair.

ARTICLE 8 – CONFLICT OF INTEREST

8. The Bylaws shall provide for procedures to be observed in case of conflict of interest arising among the bodies of the Organisation.

ARTICLE 9 – CONTROL

9. An Auditor will be 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 Auditor shall be appointed by the General Assembly from among the members of the Institution for Company Auditors for a period of three years. The General Assembly shall determine the appropriate remuneration of the Auditor.

ARTICLE 10 – ANNUAL ACCOUNTS

- 10.1 The financial year of the Organisation will begin on 1 January and ends on 31 December.
- 10.2 The accounts shall be kept in accordance with the provisions of Article 17 NPO Law and the implementation decrees.
- 10.3 The balance sheet shall be deposited with the Registry of the Court of Commerce in accordance with the provisions of Article 26 novies NPO Law. In so far as required, the balance sheet shall be deposited with the Belgian National Bank in accordance with the provisions of Article 17, §6 NPO Law and the implementation decrees.
- 10.4 The Board shall submit the balance sheet of the immediate past financial year and the budget for the future financial year to the General Assembly for approval.

ARTICLE 11 – TEMPORARY MEASURES

- 11.1 Those Directors referred to in 7.1.7.e), who were in post at 26/06/2013, shall be subject to the rule permitting a maximum term of 8 years in the same post on the Board. Those who are re-elected after serving 2 years without extension shall serve another 2 years, with a possible extension of 2 years. This will result in a total of 6 years in their particular posts. Theses Directors will be eligible to apply for further re-election for 2 years (to give a total of 8 years) but not eligible for a further 2-year extension.

ARTICLE 12 - DISSOLUTION

- 12.1 A proposal of dissolution of the Organisation can be made by the Board or by at least 1/5 of the Voting Members.
- 12.2 The General Assembly shall decide to dissolve the Organisation with the required quorum and a majority vote as set out in Article 6.3.5.
- 12.3 The General Assembly shall appoint liquidators to manage the appropriate distribution of all the assets and financial holdings of the Organisations if and when a decision is made to dissolve the Organisation. The General Assembly shall describe their mission.
- 12.4 In the event of dissolution and liquidation of the Organisation, the General Assembly shall decide upon the allocation of the net assets of the Organisation. The net assets shall be allocated to another European non-profit Organisation with a similar or related purpose.