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NOTAIRES ASSOCIÉS
GEASSOCIEERDE NOTARISSEN

« The European E-Invoicing Service Providers Association »
en abrégé "EESPA"

Association internationale sans but lucratif

À 1050 Ixelles, Avenue Louise 143 Boîte 4
RPM Bruxelles - 0840.293.380

TEXTE COORDONNÉ DES STATUTS
AU 1er OCTOBRE 2021

HISTORIQUE

Association constituée aux termes d'un acte reçu par le notaire associé Peter VAN MELKEBEKE à Bruxelles le 2 septembre 2011, publié aux Annexes du Moniteur belge du 26 octobre suivant sous le numéro 11162677.

Dont les statuts ont été modifiés aux termes :

- d'un acte reçu par le notaire associé Tim CARNEWAL à Bruxelles le 21 novembre 2013, publié aux Annexes du Moniteur belge du 19 décembre suivant sous le numéro 13191230
- d'un procès-verbal dressé par le Notaire associé Tijl DE TROYER, à Ixelles, le 1^{ER} octobre 2021, en voie de publication aux Annexes du Moniteur belge.



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THE ENGLISH VERSION OF THE STATUTES IS AS FOLLOWS:

PART 1: NAME – LEGAL FORMAT - REGISTERED OFFICE – PURPOSE – DURATION

Article 1. Legal Format and Name

The association takes the legal format of an international not for profit association and is called “The European E-Invoicing Service Providers Association (hereafter referred to as the “Association”), in short “EESPA”. Both denominations can be used jointly or separately.

Any documents issued by the Association will mention the name and the words “international not for profit association” or “AISBL”).

Article 2. Registered office

The seat of the registered office will be in the Brussels Capital Region by decision of the Executive Committee published in the Moniteur Belge in the month of its adoption.

Article 3. Principles and Purpose

Whereas Electronic Invoicing (e-invoicing) is a rapidly growing practice involving the replacement of paper invoices with wholly electronic processes, and

Whereas a thriving industry of service providers has developed to provide or support enterprises with convenient and compliant e-invoicing and other e-business document services, and

Whereas, the European Institutions and Member States of the European Union have determined that e-invoicing is identified as a public policy priority based on the Digital Agenda for Europe, and as a key component of more efficient and environmentally friendly business processes,

Members of EESPA share a common vision and a commitment to supporting the adoption of e-invoicing based on the following principles:

- (A) Serving the interests of customers of all sizes and varieties including large, small and medium-sized enterprises, public bodies and consumers;*
- (B) Providing easy to use, convenient and value for money services offered and delivered in a competitive market-place;*
- (C) Working to support the vision and implementation of public policy towards compliant e-invoicing, and to promote end-to-end supply chain automation and replacement of paper with wholly electronic*

transactions;

- (D) *Developing and implementing such jointly agreed policies and capabilities that are appropriate and contribute towards creating a well-performing and integrated landscape for e-invoicing and e-business, based on standards and interoperability across Europe.*

The role and purpose of the Association is strictly non-profit making and is devoted to pursue the above-mentioned principles in the promotion and development of e-invoicing.

This may in particular include the following activities:

- (E) *Operate as a pro-active pan-European interest representation body on behalf of its members;*
- (F) *Define and communicate common positions in the cooperative space of e-invoicing and relevant related services based on active debate and member participation;*
- (G) *Seek to be represented in all relevant forums and initiatives at European level and to contribute to their deliberations as appropriate;*
- (H) *Engage with appropriate European public authorities to contribute to the evolving legal and regulatory framework;*
- (I) *Provide guidance to appropriate standards bodies and initiatives and where and when appropriate to promote the use of specific standards;*
- (J) *Develop best practices, quality standards, policies, rules, capabilities, interoperability arrangements, codes of conduct, and other cooperative activities appropriate to a trade association and to provide such services to its members as are determined to be useful;*
- (K) *Communicate on behalf of its members to all other stakeholders such as users, public policy-makers and legislators and other organizations, so as to advance its members' and their customers' interests;*
- (L) *Cooperate with other organizations and initiatives with an interest in supporting the development of e-invoicing and other e-business areas;*
- (M) *Provide its members, as they determine, with appropriate services such as industry promotion of e-invoicing and e-business, communication, education and research;*
- (N) *Support and monitor the implementation of decisions taken.*

The Association will not undertake competitive activities, or collect data on commercially sensitive matters. The Association will comply with all applicable laws and regulations that apply to its activities and also ensure compliance with competition, anti-trust and similar laws and regulations.

Article 4. Duration

The Association is set up for an unlimited period of time.

PART 2 : MEMBERS – ELIGIBILITY – EXIT - LIABILITY

Article 5. The Members

5.1 The Members

Eligibility for membership of the Association is based on open, transparent, and non-discriminatory criteria.

Members will be incorporated businesses providing services or support to third-party customers in the area of compliant e-invoicing and related services. Members will provide such services within the European Union, the European Economic Area, and/or Switzerland and/or the UK.

Membership will be allocated to groups of companies connected by ownership and control on the basis on one membership per such group.

Membership is subject to:

- *Meeting and continuing to fulfill the eligibility criteria for membership;*
- *Fulfilling the objects of the Association and observing its rules and procedures including the payment of membership fees due;*
- *Continuing to remain in good financial and operational standing.*

Membership applications are subject to the approval by the Executive Committee, who will promptly inform the General Assembly of such decisions. Detailed procedures for membership applications, resignations, dismissals and related actions will be set out in the Internal Rules of the Association.

Each Member shall:

- *Sign a copy of the Charter or make a written declaration to indicate its acceptance of its provisions;*
- *Act at all times in a manner compatible with the objectives of the Association;*
- *Ensure that when relevant it voices the interests of itself and its customers;*
- *Participate in the activities of the Association;*
- *Take responsibility for its own Representative's travel and accommodation expenses, when taking part in the Association's activities;*
- *Contribute to the budget of the Association on the basis with such annual Membership fees as determined by the General Assembly.*

Each Member undertakes to notify the Association immediately of becoming aware of any of the following events:

- *The Member ceasing to satisfy the membership criteria specified above;*
- *The occurrence of bankruptcy, liquidation or any other procedure having bankruptcy or liquidation effects under the national law of such Member.*

(A) Resignation or dismissal

Membership shall cease on resignation or on dismissal.

(1) Resignation

All resignations must be notified to the Secretariat function in writing. A Member of the Association that leaves the Association shall, as of date of notification of its resignation or dismissal have no more rights as a Member of the Association. Notwithstanding any withdrawal, a withdrawing Member or a successor to its rights and obligations shall be fully liable for the due performance of all its obligations under this Charter incurred prior to its effective withdrawal date, in particular all costs which would otherwise be its responsibility for the calendar year in which the notice of withdrawal is received.

(2) Dismissal

A Member of the Association can be dismissed in case of infringement of the provisions of this Charter, violating, infringement of the decisions of the Association or who ceases to satisfy the membership criteria or is subject to the occurrence of bankruptcy, liquidation or any other procedure having bankruptcy or liquidation effects under the national law of such Member.

The dismissal of a Member of the Association is decided by the Executive Committee. The dismissal shall have an immediate effect. The Executive Committee may suspend the membership until it takes its decision. The General Assembly will be informed promptly of such decisions.

(B) Liability

Members, in their capacity as Members, shall have no personal liability for the debts and obligations of the Association.

5.2 The Associate Members

The Association can create a category of Associate Member. Associate Members will have no voting rights.

Associate Members are admitted to the Association on the basis of a decision of the Executive Committee, such decisions being promptly advised to the General Assembly. Qualifying organizations are those that do not fulfil the requirements of full Membership or, whilst qualifying for full membership, do not wish to take up such membership status. Examples of the former organizations are IT and business solution providers, network operators, other relevant associations, and other organisations, which are deemed to make a significant contribution to the development of e-invoicing and e-business services.

Associate Members may participate in relevant open meetings and working groups of the Association subject to the decision of the Executive Committee.

The Associate Members may resign from the Association at any time. The Executive Committee may also decide to dismiss the Associate Members in conditions similar to the Members.

Detailed procedures for associate membership applications, resignations, dismissals and related actions will be set out in the Internal Rules of the Association.

5.3 Nominated Representative

Each Member (and Associate Member), being a legal person, shall nominate a Representative to act on its behalf in the activities of the Association.

A Nominated Representative will be a senior professional, and have direct access to, and be duly mandated by top management in his/her organization.

If a Nominated Representative is unable to attend a meeting of the General Assembly, he/she may appoint an Alternate from his/her own organization or a Proxy-Holder being another Nominated Representative for that meeting by giving due notice to the Secretariat function.

PART 3 : STRUCTURE OF THE ASSOCIATION

The Association is an international non-profit association governed by the provisions of Law of March 23, 2019 Companies and Associations Code (CAC) (hereinafter the "Law").

The General Assembly shall be the main decision-making body of the Association. In order to achieve its purpose, the General Assembly shall be supported by the Executive Committee, which shall have the powers defined in the present Charter.

In addition, the working of the Association shall be supported by:

- a. The Secretariat function;*
- b. The Audit Committee;*
- c. Such other bodies and working groups that the General Assembly or the Executive Committee may establish from time to time.*

Article 6. The General Assembly

The General Assembly is the main decision-making body of the Association. All Committees and other bodies, including the Executive Committee, that may be established, report to the General Assembly.

6.1 Composition

The General Assembly is constituted by the Members (represented by their Nominated Representative).

6.2 Powers

The General Assembly shall in particular:

- (A) approve the activity plan as well as the budget for each financial year including revisions and the sources of revenues including Membership fees;*
- (B) approve the annual activity report and the financial statement for each completed financial year and give the discharge to the Executive Committee, to the Secretariat function and to the Audit Committee and other bodies for the implementation of the budget of the Association;*
- (C) elect the Co-Chairs and elect the members of the Executive Committee and the Audit Committee and decide on their financial compensation, if any;*
- (D) appoint a Statutory Auditor if applicable;*
- (E) adopt any regulations or policies for the Association, such as those regarding finances and staffing, upon a proposal of the Executive Committee;*
- (F) modify the Charter or decide on the dissolution of the Association in accordance with the Charter and the Law;*

- (G) deliberate and decide upon any other matter serving the objectives of the Association.*

6.3 Meetings

The following rules and provisions relate to the conduct of meetings of the General Assembly:

- (A) The General Assembly meets at least once every calendar year to hold the Annual General Meeting and may meet more frequently, in normal circumstances meeting on a six monthly basis, or more frequently, as required, or as requested by a Member supported by a minimum of one fifth of the Membership. Whilst General Assembly meetings will normally take place in physical form, meetings, except for the Annual General Meeting, may be held by telephone conference where required. In such circumstances the voting procedures as set out in points (H and I) below;*
- (B) The General Assembly expresses its position and will by means of Resolutions. A register of Resolutions is maintained by the Secretariat function. Resolutions may be presented to third parties as representative of the Association's position. Resolutions may be freely communicated to third parties, if so approved by the General Assembly;*
- (C) To make valid decisions, a General Assembly meeting requires a quorum of at least two thirds of the Members being present or duly represented. Any Member (or where applicable any Nominated Representative or, where applicable, his/her Alternate or Proxy-Holder) shall be entitled to attend and vote at a General Assembly Meeting*
- (D) All Members have one vote. Votes are not by secret ballot except when it concerns election of natural persons to a position within the Association. Resolutions are passed by a minimum of a two thirds majority of those present or represented at the meeting (save that any amendment to the Charter is*

subject to the legal requirements of an International Not-for-Profit Association under the Law). Abstentions do not count, although no Resolution can be passed if more than half of the participants abstain;

- (E) The General Assembly may decide to confer the status of observer at its meetings to one or more third parties. Such observers will have no voting powers;*
- (F) Members shall receive from the Secretariat function written notice of a meeting and a draft agenda no less than four (4) weeks before the date of the meeting, and the papers for the meeting no less than two (2) weeks before the date of the meeting. Any Member shall have the right to propose to the Secretariat function an item to be put on the agenda of a General Assembly meeting; This proposal shall be made at least one (1) week before the meeting and the Secretariat function will inform the Members of the additional item as soon as possible before the meeting.*
- (G) Vote counts (in favour, against, abstain) are disclosed to Members. Votes in favour, against and abstentions shall be recorded separately for the purpose of the vote and minutes. For election of natural persons to take up offices within the Association votes will be by secret ballot;*
- (H) When the urgency of the matter so requires, the General Assembly may take decisions by a written or an electronic procedure. To that effect, the Secretariat function shall send by electronic communication the proposed resolution(s) to all Members. This communication will set 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 fifteen working days after being sent, the number of, and votes attached to, the duly completed communications returned to the Secretariat function by the Members is sufficient to meet the quorum and voting requirements set forth in this Charter;*
- (I) For a vote by written or electronic procedure, votes for and against and abstentions shall be recorded separately. Results of the vote must be communicated to all Members by the Secretariat function within five business days of the close of voting. The results of a vote via the written procedure shall have the same standing as a vote at a General Assembly meeting. However neither amendments to the Charter, nor an election, nor other decisions on personal matters may be made/taken by a vote via the written procedure;*
- (J) The Secretariat function will make Minutes of all General Assembly Meetings and maintain a register of Minutes. All Members will receive copies of such minutes.*
- (K) Any further required detailed procedures for the conduct of meetings of the General Assembly , and the conduct of votes (including written or electronic voting) will be set out in the Internal Rules of the Association*

Article 7. The Co-Chairs

Nominees for the functions of Co-Chair must demonstrate strong leadership skills, with a broad and deep knowledge of the industry, and relevant senior executive experience. Nominees must be well respected and credible in the Member community and in the wider stakeholder community.

A Co-Chair may or may not be a Nominated Representative of a Member in the General Assembly, and therefore could be an independent individual with the relevant skills and experience.

7.1 Designation

The Co-Chairs are elected by the General Assembly for a two-year term that can be renewed three times for identical terms.

The elections of Co-chairs shall take place based on a secret ballot of Members. A simple majority shall determine the result of each vote.

Any further required detailed voting procedures will be set out in the Internal Rules of the Association

7.2 Remuneration

According to circumstances, the Co-Chairs may be remunerated and expenses reimbursed on an appropriate basis. Such remuneration will be determined through the decision of the General Assembly on the basis of the recommendation of the Executive Committee in a special session chaired by a member of the Executive Committee.

7.3 Duties

- (A) *The Co-Chairs jointly chair the General Assembly and Executive Committee meetings. At meetings, and in between meetings, the Co-Chairs will be intent on, firstly, ensuring that conditions for wide and open debate exist and, secondly, creating where the conditions for bringing together and discussing diverging opinions, in order to deliver the consensus that is essential at industry level. The Co-Chairs at all times represent the Association's and all its Member's interests, and not the interests of a specific organization or specific organizations;*
- (B) *When required, the Co-Chairs will administer a compensation review process to define and review the appropriate remuneration of such person or persons from time to time employed or contracted to the Secretariat function.*

Article 8. The Executive Committee

8.1 Composition

The Executive Committee is composed of a minimum of seven and a maximum of eleven members, including the Co-Chairs. These members (except for the Co-Chairs, who will be separately elected) will be elected by the General Assembly from among those Nominated Representatives of Members, who nominate themselves to serve on the Executive Committee and will be elected by secret ballot based on a simple majority.

The General Assembly will take steps to ensure a geographical balance in the composition of the Executive Committee.

The Executive Committee members will be elected for a term of two years by the General Assembly. Except for the offices of Co-Chair, a number of the Executive Committee Member places (approximating one half of the number) will be the subject of an election at each Annual General Meeting. The election of members of the Executive Committee shall take place using a secret ballot of Members. A simple majority shall determine the successful candidates. Any further required detailed procedures for the conduct of elections will be set out in the Internal Rules of the Association.

. There is no limitation on the terms that may be served by an Executive Committee member.

Members of the Executive Committee can be dismissed for stated reasons by means of a decision of the General Assembly based on a vote with a two-thirds majority of those present or represented at the relevant General Assembly meeting.

8.2 Duties

The Executive Committee deals with all issues pertinent to the Association's mission and scope of activities.

The Executive Committee is charged with:

- (A) Deciding on the eligibility and acceptance of new Members and Associate Members or the dismissal of Members or Associate Members;*
- (B) making proposals to the General Assembly on strategy and policy matters such as (i) the scope of the work of the Association, (ii) new deliverables, initiatives and representations to be prepared, and (iii) initiatives and representations to be implemented in the execution of its mission;*
- (C) in line with the decisions of the General Assembly, making proposals to the General Assembly on work-plans developed by working groups, or other bodies of the Association and for the establishment of such working groups, and other bodies as it deems to be required;*
- (D) To advise and provide guidance to working groups, and other bodies in the course of their work;*
- (E) to prepare the agenda of meetings of the General Assembly;*
- (F) to review proposed Resolutions to be submitted to the General Assembly;*
- (G) To monitor the implementation of Resolutions and general activities of the Association;*
- (H) To advise the Co-Chairs and other representatives of the Association on the dialogue with third parties such as public authorities, media, etc;*
- (I) Upon receipt of the draft annual accounts and the draft budget as presented by the Secretariat function, to finalize the annual accounts and the annual budget that must be submitted for the approval of the General Assembly including proposals for Membership fees;£*
- (J) Such additional powers and responsibilities as are delegated to the Executive Committee by the General Assembly;*
- (K) To fulfill, organize and/or resource the Secretariat function.*

8.3 Meetings

The following govern the composition and the conduct of meetings of the Executive Committee:

- (A) In the event of a Member not being able to attend a meeting of the Executive Committee, he/she has the right to give a notice of proxy appointing another Member of the Committee to act in his/her place. No member may carry more than one proxy at any given Executive Committee meeting. No Alternates*

are permitted at meetings of the Executive Committee;

- (B) *The Co-Chairs are Co-Chairs of the Executive Committee. The Co-Chairs will call Executive Committee meetings at least four times a year. Under exceptional circumstances, an Extraordinary Executive Committee meeting may be convened at the request of at least one third (1/3) of its members. Meetings may take place by telephone conference;*
- (C) *Members of the Executive Committee shall receive, from the Secretariat function written notice and the draft agenda of a meeting no less than two (2) weeks before the date of the meeting. The meeting documents will normally be sent no later than one (1) week before the date of the meeting. Any member of the Executive Committee shall have the right to propose to the Secretariat function an item to be put on the agenda of a meeting;*
- (D) *To be validly constituted, an Executive Committee meeting requires that at least two third (2/3) of its members are present or duly represented by proxies. Members must be present in person or give a written proxy to another member. Non-members may be invited by the Co-Chairs to participate at any given meeting (or part thereof) for a specific purpose with observer (i.e. non-voting) status;*
- (E) *The Executive Committee makes decisions first and foremost by consensus amongst its members. It is the task of the Executive Committee Co-Chair to achieve such consensus when possible. In circumstances where such consensus cannot be achieved as appropriate, the Executive Committee will make its decision(s) via a vote. Any member present or represented by a proxy shall be entitled to vote at an Executive Committee meeting on the basis of one member one vote. Decisions are made on the basis of a simple majority. The Co-Chairs have a casting vote in the event of a tie; If the two Co-Chairs vote in favour, the decision will be adopted. If the two Co-Chairs vote against, the decision will be rejected. If the Co-Chairs cast opposing votes, the decision will be rejected*
- (F) *The Secretariat function maintains a register of minutes, evidencing notably the decisions made, and the approved minutes of Executive Committee meetings are made available to all Members. Any further required detailed procedures for the conduct of meetings of the Executive Committee will be set out in the Internal Rules of the Association.*

Article 9. The Secretariat function

The Executive Committee may carry out the Secretariat function within its own resources or may delegate the Secretariat function to parties contacted into the service of the Association. If the Executive Committee decides to delegate the Secretariat function, it will notify to the Members the name(s) of the person(s) in charge of the Secretariat function and any changes thereafter.

The Secretariat function will discharge those responsibilities identified in other paragraphs of the Charter and as are encompassed in the following list of responsibilities:

- (A) *To provide and manage the Secretariat function of the Association and perform the daily management of the Association;*
- (B) *To ensure the legal compliance of the Association, by among others ensuring that the Association adheres to recurrent obligations as an International Not-for-Profit association;*
- (C) *To draft the agendas of the Executive Committee and prepare the draft agendas of the General*

Assembly to be submitted for the approval of the Executive Committee;

- (D) To prepare the draft annual accounts and the draft budget that must be submitted to the approval of the Executive Committee and the General Assembly;*
- (E) To make proposals for the annual membership fees and other fees from the Members that must be decided on by the General Assembly;*
- (F) To administer processes for admitting new members and the withdrawal of Members and making proposals to the Executive Committee in relation to new membership applications, Member withdrawals and membership issues, which may arise;*
- (G) To administer voting processes and report the results;*
- (H) To provide management and administrative support, including the management of communications, web-sites, publications and the Association's calendar, support to the Association's governance bodies and working groups, and operation of the Association's bank accounts under suitable authorities;*
- (I) To present all relevant issues to the General Assembly and to the Executive Committee and to deliver reports on activities on a regular basis.*

Article 10. Audit Committee

10.1 Composition

The Audit Committee is composed two members, one of whom chairs the committee, and is appointed by the General Assembly upon the recommendation of the Executive Committee.. Executive Committee members may not serve on the Audit Committee. Members of the Audit Committee do not have to be Nominated Representatives of Members in the General Assembly, but may be suitably qualified individuals from a Member organization or individuals acting in an independent capacity.

10.2 Duties

The Audit Committee is responsible for monitoring:

- (A) the integrity of membership application and the membership administration process;*
- (B) the integrity and efficient functioning of all bodies of the Association;*
- (C) respect for the Association's compliance with applicable laws, regulations and its obligations as an International Not-for-Profit Association including those covering competition and anti-trust.*
- (D) the correct application of relevant internal procedures and controls as applicable, including the conduct of elections*

The Audit Committee shall in particular :

- (A) *monitor the budgeting, funding and spending process of the Association;*
- (B) *review the draft annual accounts as prepared by the Secretariat function and, if applicable, detailed audit reports prepared by external accountants;*
- (C) *provide advice to the Secretariat function in defining proposals for the draft budget and the annual membership fees and other fees to be borne by Members and Associate Members;*
- (D) *if applicable, provide advice to the General Assembly on the appointment of an external accountant and the determination of its remuneration; examine detailed audit reports and management letters, as appropriate, and decide on any follow up actions required.*

The Audit Committee reports, at least once a year, to the General Assembly on its actions and activities. The Audit Committee has access to all minutes and documents of all bodies of the Association.

Article 11. Working Groups

Working Groups may be established to undertake defined or continuing tasks. The Terms of Reference of such Working Groups are agreed by the General Assembly based on a proposal of the Executive Committee.

The following procedures are applicable to Working Groups:

- (A) *When a Working Group is established a call for members will be made by the Executive Committee, who will then appoint its members with due regard for the specialist knowledge required and the need to ensure a balanced representation of the Membership. The position of Chair of each such Working Group will be filled by a decision of the Working Group members, subject to the endorsement of the Executive Committee;*
- (B) *Members are free to make nominations of any appropriate employee or contractor of their organization. Associate Members are also entitled to make nominations of candidate members of Working Groups on the same basis if such Working Groups are determined to be open to their participation.*

Article 12. Representation

The Association shall be validly represented vis-à-vis third parties and with regards to all deeds by the Co-Chairs, acting individually. Legal proceedings, either as plaintiff or as defendant, shall be conducted by the Executive Committee represented by the Co-Chairs, acting individually.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by the General Assembly or the Executive Committee or, within the scope of daily management, by the Secretariat function.

PART 4. BUDGET AND FINANCES

The financial year of the Association shall start on 1 January and shall close on 31 December each year.

The funds of the Association come from Membership fees, grants, subsidies, gifts and donations from any natural person or legal entity after acceptance by the General Assembly.

Article 13. Statutory auditor

The control of the financial situation, the annual accounts and the regularity of the transactions to be reported in the annual accounts is conferred to one statutory auditor. The statutory auditor is appointed by the General Assembly from among the Members, natural persons or legal entities, of the Institute of Certified Public Accountants. He has the title of auditor. The statutory auditor shall be appointed for a renewable term of three years. The General Assembly can only dismiss him for valid reasons.

However, as long as the Association can benefit from the exceptions provided in the law no statutory auditor will be designated.

Article 14. Principles

The budgeting and finances of the Association will be conducted according to the following practices:

- (A) The budget for each calendar year is prepared by the Executive Committee and proposed for agreement by the General Assembly;*
- (B) Non-recurring and special expenditures may be decided on a case-by-case basis during the year, on the basis of a General Assembly decision;*
- (C) The accounts and the final budget for each calendar year are submitted for approval by the General Assembly. These will be accompanied by a recommendation as to the level of Membership fees to be paid annually by all Members and Associate Members and set at the level required to provide the necessary funding for the annual budget. The General Assembly may also establish a Joining fee to be paid by Members and Associate Members during the year in which they join the Association and such fees will also be subject to an annual recommendation as to their applicable level;*
- (D) Each Member is accountable for paying its Membership fees promptly after receiving a notice to pay. In the event of a Member or Associate Member not paying any Membership fees within six months of their due date, the Executive Committee has the right to terminate such membership or associate membership and promptly so inform the General Assembly. First year membership fees for Members joining during the year will be pro-rated on the basis that any joining fee applicable is paid in full but any annual membership fee applicable is calculated with reference to the number of months remaining between the month in which the Member joins and the end of the then current financial year;*
- (E) As applicable, Associate members will pay the same joining fee as the full Members and annual membership fees as decided by the General Assembly*
- (F) All Membership and Associate Membership fees are non-refundable.*

PART 5. CHANGES TO THE CHARTER AND DISSOLUTION

Article 15. The Charter

Each Member is bound by this Charter and by any amendment(s) to it. Amendments to this Charter shall be made by a Resolution passed at a General Assembly meeting. If there is a conflict between a provision of this Charter and any provision of other documents of the Association the relevant provision(s) of this Charter shall prevail.

Article 16. Amendments to the Charter

Without prejudice to the Law, the Charter may be amended pursuant to the recommendation of any Member and/or a proposal of the Executive Committee. An amendment to the Charter requires the presence of at least two-thirds of the Members and the approval of two-thirds of the Members present or duly represented in the General Assembly. If this meeting fails to create a quorum of at least two thirds of the Members of the General Assembly, a new General Assembly has to be convened according to the same procedures. Irrespective of the number of Members of the General Assembly participating to this new meeting, the decision will be taken by a three quarters majority of the Members of the General Assembly present or represented at this meeting.

The date on which amendments to the Charter shall enter into force shall be determined by the decision of the General Assembly as part of the approval process. Any decision of the General Assembly relating to amendments of the Charter is subject to the Law.

Article 17. Dissolution

Any decision to dissolve and liquidate the Association requires the presence of at least two-thirds of the Members and the approval of two-thirds of the Members present or duly represented in the General Assembly.

If this meeting fails to create a quorum of at least two thirds of the Members of the General Assembly, a new General Assembly has to be convened according to the same procedures. Irrespective of the number of Members of the General Assembly participating to this new meeting, the decision will be taken by a three quarters majority of the Members of the General Assembly present or represented at this meeting.

Changes to the Statutes shall enter into force on the day of their publication the Belgian Gazette .

Any decision to dissolve and liquidate Association shall be published in accordance with the Law.

The General Assembly will decide on the modalities of dissolution and liquidation of the Association. The General Assembly shall in particular designate one or more independent liquidators in charge of selling the Association's assets and settling its debts. Any net assets after the dissolution or liquidation shall be dedicated to a non-profit making purpose.

PART 6. FINAL PROVISIONS

Article 18. Notices

All notices under this Charter are to be made in writing. Such notices may be made in any way and using any mechanism. Notices submitted via electronic means, i.e. via e-mail shall be considered as notices in writing.

A communication by post which is correctly addressed is deemed to be made seven calendar days after posting (postage pre-paid). A communication by facsimile transmission is deemed made when the sending fax machine records a complete and correctly addressed telex transmission. A communication by e-mail is deemed made when the e-mail has been sent, having been properly addressed, and no notice of non-delivery has been received.

Article 19. Disputes

If dispute resolution is deemed necessary by a Member in relation to any matter, then the dispute is referred for an attempted resolution to a group of three disinterested members of the Executive Committee. Wherever possible, internal disputes will be resolved within the Association's processes.

Article 20. Jurisdiction

. Belgian Courts shall have exclusive jurisdiction to settle any dispute.

If the General Assembly decides to move the seat of the association to to another European country, the changes required to bring this Charter in accordance with the law of that country shall be made.

For any dispute between the Association, its members, administrators, auditors and liquidators relating to the affairs of the Association and the execution of these statutes, exclusive jurisdiction is attributed to the courts of the head office, unless the association expressly waves it

Article 21. Common law

These Statutes are governed and interpreted in accordance with Belgian law. The provisions of the Companies and Associations Code from which it would not be lawfully derogated are deemed to be included in these statutes and the clauses contrary to the mandatory provisions of the Companies and Associations Code are deemed unwritten.