



Sustainable Nuclear Energy Technology Platform (SNETP) Association Reviewed Statutes

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Dissemination **For SNETP Members and its three Pillars (NUGENIA, ESNII, NC2I)
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TITLE I. NAME AND SEAT

Article 1 – Form and Name

- 1.1 In accordance with the Belgian law, the founding Members have agreed to set up, for an unlimited period, an international non-profit-making association (INPA) pursuing a networking and scientific goal, under the name “**Sustainable Nuclear Energy Technology Platform**” or the abbreviation “**SNETP**” (hereinafter referred to as “**SNETP**” or the “**Association**”).
- 1.2 The Association has a legal personality in accordance with and is governed by the provisions of the “Code des Sociétés et des Associations” (Law of 23 March, 2019).

Article 2 – Registered office

- 2.1 The registered office of the Association is established in the Region of “Bruxelles-Capitale” and in judicial division of Brussels and currently located at Avenue des Arts 53, B-1000 Brussels, Belgium.
- 2.2 Without prejudice to the application of the Belgian linguistic legislation, the registered office may be transferred to any other place in Belgium by Deliberation of the Governing Board. Such transfer will be registered with the Clerk of the Commercial Court of the judicial division where the Association has its Registered office and will be published in the Annexes to the Belgian State Gazette (*Moniteur Belge*).

TITLE II. OBJECTIVE OF THE ASSOCIATION

Article 3 – Purpose and activities

- 3.1 The purpose of the Association is to constitute a Research, Development and Innovation (R&D&I) network/platform to support and promote safe, reliable and efficient operation of the civil nuclear systems by facilitating the co-operation among its members (above and hereinafter referred to as the “**Member(s)**”).

Thereby, the Association shall provide to the nuclear community, through collaborative projects and international cooperation, a scientific and technical basis to develop R&D&I strategies, to support the implementation and deployment of innovative and sustainable solutions including those for innovative reactor and fuel cycle concepts as

well as for the use of civil nuclear for electricity generation and beyond. The Association shall mobilise industries, academia, research centres, Technical Support Organisations (TSOs), Small and Medium-sized Enterprises (SMEs) and others stakeholders within the European Union (EU) to work in partnership and contribute to innovation and the state of the art by facilitating implementation and dissemination of R&D&I results.

The efforts of the Association shall contribute to consolidate the societal challenges and industrial leadership actions to strengthen the targets formulated in the European energy policy.

3.2 In furtherance of the purposes mentioned in Paragraph 3.1 above, the Association shall engage in any lawful activity that can reasonably be expected from an association and undertake such activities as it considers appropriate to the achievement of its aims and objectives.

In particular, the purpose shall be achieved through the target-oriented cooperation actions of its stakeholders defined in Paragraph 4.2.

The Association shall promote and support the initiation of R&D&I collaborative projects with high added value to the end-users community among its Members.

The Association shall:

- i. develop Strategic Research and Innovative Agendas (SRIA) including technology roadmaps and their deployment plans,
- ii. contribute to the international and European strategic orientation of the energy policy,
- iii. establish active networking to address cross-sectorial challenges and to promote partnership around innovative ideas,
- iv. provide scientific and technical basis to establish high quality standards and harmonised best practices,
- v. promote the Education, Training and Knowledge Management through R&D&I activities,
- vi. contribute to priority-setting and implementation of European industrial initiatives, public-private and public-public partnerships,
- vii. develop relevant capabilities and facilities to ensure high added value European R&D&I.

- 3.3 In pursuing the activities of the Association, its Members do not seek to obtain direct nor indirect financial advantage for themselves through the association activities, nor shall it be the objective of the Association to procure direct nor indirect financial advantage for its Members.

TITLE III. INVOLVEMENT IN THE ASSOCIATION

Article 4 – Members of the Association – Categories and Admission

- 4.1 Any legal entity having expertise or direct or indirect activities in the nuclear field for primary or secondary resources can apply for membership among the following stakeholders:

- i. industry (utilities, vendors, suppliers),
- ii. research organisations (technical centres, universities, technical safety organisations),
- iii. public bodies (international associations, agencies and organisations, European Commission, national ministries or funding agencies),
- iv. small and medium-sized enterprises,
- v. any other legal entity active or concerned with the use of peaceful nuclear energy for low-carbon energy production.

- 4.2 Candidates to become a Member of the Association shall:

- i. be one of the stakeholders defined in Paragraph 4.1 complemented by Paragraph 4.4,
- ii. endorse the actual Statutes,
- iii. support the activities of the Association.

- 4.3 All applications for membership need to be previously approved by a Deliberation of the Governing Board. The decision does not need to be justified. Each applicant shall have the right to appeal a decision refusing the applicant's membership to the next General Assembly.

- 4.4 There are three (3) categories of Association membership detailed below:

- **Full Member:**

Any legal entity acting directly or indirectly in the sector of nuclear fission energy

R&D&I with a seat and main administration in a Member State of the European Union, a candidate country of the European Union or a country associated to a Framework Programme of the European Union for research, technological development activities, willing to be involved in the activities carried out at least by one Pillar of the Association (as defined in Article 11) and belonging to one of the subcategories defined by Internal rules.

- **Associate Member:**

Any legal entity acting directly or indirectly in the sector of nuclear fission energy R&D&I which has not its seat or main administration in a Member State of the European Union, a candidate country of the European Union or a country associated to a Framework Programme of the European Union for research, technological development activities, groupings of several independent legal entities, supranational and international organisations.

- **Permanent Observers:**

Permanent Observers are public and private entities and individuals acting directly or indirectly in the field of nuclear fission energy R&D&I and with strong interest to follow closely the activities of the Association.

- 4.5** In accordance with article 10:1 of the “Code des Sociétés et des Associations”, the members of the Association shall not, as such, be liable with their own assets for the contractual undertakings of the Association.

Article 5 – Rights and obligations of the Members

- 5.1** Members shall have the rights attributed to them in these Statutes, in Internal rules and decisions taken by the General Assembly and the Governing Board in accordance with these Statutes and the Internal rules.

Subject to the provisions of Paragraph 8.2, each Full Member shall be entitled to participate in and vote at General Assemblies.

Each Associate Member is invited to participate in General Assemblies, without the right to vote. However, it has full right to participate and contribute to specific Pillars and its related projects.

Permanent Observers or externals can be invited to General Assemblies as guests.

- 5.2** The Members shall comply with the applicable laws, these Statutes, the Internal rules and decisions taken by the General Assembly and the Governing Board in accordance with these Statutes and the Internal rules.
- 5.3** Members, even if leaving the Association, do not have any rights on the assets of the Association.

Article 6 – Resignation/Exclusion

- 6.1** Members are free to withdraw from the Association by sending their written resignation to be addressed to the registered office of the Association at its registered office.
- 6.2** Members may only be excluded in accordance with the Paragraph 6.3 or by a Resolution of the General Assembly, once the concerned Member has been given the possibility to be heard by the General Assembly. Exclusion becomes effective seven (7) days after the notification informing the Member of its exclusion was sent.
- 6.3** The non-payment, without justified reason, of the annual membership fee within the corresponding financial year shall be considered equivalent to resignation and the defaulting Member shall be automatically excluded, after a written reminder has not been followed by a payment within two (2) months.
- 6.4** Resignation or exclusion shall not affect commitments entered into or liabilities incurred by such Member towards the Association prior to such resignation or exclusion.

Article 7 – Assets, Member subscription and other incomes

7.1 Financial resources and assets

The resources of the Association forming its assets for its non-profit-making purposes are made up of:

- i. single annual subscriptions paid by the Full Members and if applicable by Associate Members,
- ii. fees for services provided by the Association,
- iii. external funding from public and/or private sources, approved as appropriate by the Governing Board;

- iv. any other resources authorised by law,

7.2 Financial administration

- 7.2.1 The General Assembly approves the annual subscription proposed by the Governing Board in accordance with these statutes. The Members of the Association shall pay their yearly subscription by bank transfer.
- 7.2.2 The amounts set up by the General Assembly for the yearly subscriptions shall remain unchanged year after year unless a change has been made by a Resolution of the General Assembly before the start of the calendar year to which the change would apply.
- 7.2.3 Any alternative funds made available for the Association will be managed through its bank account and accounting under supervision of the Governing Board and reported to the General Assembly.

TITLE IV. ORGANISATIONAL STRUCTURE

The Association has the following bodies:

- The General Assembly,
- The Governing Board,
- The Presidency,
- The Support Office.

The activities of the Association are carried out within three (3) technical and scientific Pillars.

Article 8 – The General Assembly

8.1 General Assembly and Presidency: role and powers

- 8.1.1 The General Assembly shall be the highest body of the Association and shall decide about the changes to the purpose, the mission, the general policy and the strategy of the Association.

The President and Vice-President (Presidency) of the association are elected directly by the General Assembly for a period of two (2) years (renewable).

- 8.1.2 The Presidency is responsible for the high-level representation of the Association and channels the positions of the General Assembly to external

stakeholders in close coordination with the Governing Board.

8.1.3 The General Assembly possesses the specific powers to take the following Deliberations or Resolutions:

A. Deliberations by majority of more than fifty percent (50%) of the votes present or represented when at least one-third (1/3) of the overall voting rights are duly represented:

- i. elect the President and the Vice-President,
- ii. elect the members of the Governing Board to whom it is referred under 9.2.1., § 2,
- iii. define the financial conditions of the mandate of the members of the Governing Board (in case the mandate is remunerated) as well as the conditions relating to the end of their mandates;
- iv. appoint auditor(s),
- v. approve the annual activity plan and related budgets,
- vi. approve the annual activity report,
- vii. approve the annual accounts,

The elections of the Presidency and the Governing Board shall occur in alternative years to ensure the continuity in the management of the Association.

B. Resolutions by two-thirds (2/3) majority: more than two-thirds (2/3) of the votes present or represented when at least one-third (1/3) of the overall voting rights are duly represented:

- i. approve the annual subscriptions,
- ii. dismiss any member of the Governing Board,
- iii. exclude any Member,
- iv. define, review and modify the mission,
- v. change the Statutes of the Association,
- vi. dissolve the Association and allocate the net assets.

If no qualified majority is achieved, the decision is not taken and *status quo* is kept.

8.2 General Assembly: composition

8.2.1 The General Assembly is composed of one representative for each Member, provided that the latter has fully paid its yearly subscription. A Member is legally represented by its legal representative or by any of its staff member duly authorized therefore by specific proxy. The authorized representative shall be the person nominated in the application form as the official representative for the General Assembly. A Member may also be represented with its voting rights by the representative of another Member holding a specific power of attorney to this effect.

8.2.2. The General Assembly is maintained on a voluntary basis. The voluntary basis means that each Member supports entirely the personnel and travel cost of this activity.

8.2.3. Each Full Member has one (1) vote.

Associate Members and Permanent Observers do not have the right to vote but may attend the General Assembly.

The internal proxy delegation requires written information by a letter or e-mail at least 5 calendar days in advance to the Secretariat or at least before the official start of the General Assembly.

The external proxy, according to Article 8.2.1 of the Statutes can be alternatively given to other General Assembly members through a written and signed Power of Attorney delivered to the Secretariat previously to the meeting or at least before the official start of the General Assembly.

For the avoidance of doubt, the number of proxies given to a member of the General Assembly according to Article 8.2.1 of the Statutes is not limited.

8.3 General Assembly: rules of meetings and quorum requirements

8.3.1 The General Assembly is convened by the Governing Board or the President or, in case the latter is absent, by the Vice-President at least once a year by sending a notification by any means (including but not limited to e-mail) to the Members' Contact Persons notified to the Association. Convening notice shall be sent at

least ninety (90) days before the meeting. The proposed agenda together with all the documents relating to the convened General Assembly shall be communicated at least fourteen (14) days before the meeting. Members may propose additional items and inform about their absence until 10 calendar days in advance. Information shall be given by a letter or e-mail at least 10 calendar days to the Secretariat.

The General Assembly shall also be convened upon written request of Members representing at least one-fourth percent (25%) of the overall voting rights.

The request to this effect should be addressed to the Governing Board or to the President of the General Assembly.

8.3.2. The General Assembly can only make Resolutions and Deliberations on matters registered on the agenda. The Agenda of the General Assembly shall consist at least of the following topics:

- i. Annual general meeting:
- ii. Opening
- iii. Recording the attendance at the meeting
- iv. Call to order and recognizing the legality of the meeting
- v. Recognize the quorum and proxies
- vi. Approval of agenda
- vii. Approval of minutes of last meeting
- viii. Report of the Executive Committee on
 - a. annual activities
 - b. accounts
 - c. report of the auditor
- ix. Approval of the annual accounts and related decisions
- x. Discharging from liability for the accounts
- xi. In case due, elections of the President and a Vice-President
- xii. In case due, elections of the members of the Executive Committee
- xiii. In case due, appointing the members of the Secretariat
- xiv. In case due, appointing the auditors

- xv. Approval of the annual activity plan and budget
- xvi. In case due, Fees for project related service
- xvii. Memberships
- xviii. Date for the next General Assembly (Place if already available)
- xix. Other items mentioned in Notice
- xx. Closure

8.3.3. The meetings shall be convened in different locations and hosted by a local Member.

8.3.4 The General Assembly may validly meet if at least one third (1/3) of the overall voting rights are present or represented.

In case the above-mentioned quorum requirement is not met, the General Assembly shall be convened for a second meeting based on the same agenda within thirty (30) calendar days and shall validly meet without any quorum requirement. In the latter case, clear information should be given to all Members that the proposal is made for the second time and that the one third (1/3) threshold does not apply.

8.3.5 The General Assembly is chaired by its President. Should the latter be prevented from attending, he/she shall be replaced by the Vice-President.

8.3.6 The General Assembly meets either physically or via teleconference or electronically by e-mail correspondence between physical meetings. However, it must not deliberate on the annual account or elect the Governing Board without a physical meeting. Voting can be organised by e-mails concurrent with the telephone conference, if practically feasible.

8.3.7 Resolutions and Deliberations adopted by the General Assembly are recorded in a register signed by the President or, in case the latter is absent, by the Vice-President and kept in accordance with applicable legislation at the registered office of the Association where they are available, physically or remotely through the internet, to be consulted by the Members. Certified copies of

Resolutions can also be sent on request.

Article 9 – The Governing Board

9.1 Governing Board: role and powers

9.1.1 The Governing Board is empowered after Deliberations by simple majority of its members, to:

- i. prepare relevant documents to be approved by the General Assembly;
- ii. draw up Internal rules, which may not be in contradiction with the Statutes, to govern the functioning of the Association;
- iii. update and approve the Internal rules in compliance with its Statutes;
- iv. establish working groups, draft their terms of reference, nominate their members, and supervise and coordinate their activities;
- v. monitor the Pillars' activities;
- vi. review and accept new Members joining the Association;
- vii. accept the change of address of the registered office of the Association;
- viii. nominate Permanent observers for General Assembly's ratification;
- ix. approve fees for services provided by the Association;
- x. appoint the Support Office, composed of the General Secretariat, the Administrative Secretariat and the Treasurer;
- xi. define the tasks of the Support Office;
- xii. supervise and coordinate the activities of the Support Office;
- xiii. interact with third parties;
- xiv. represent the Association at local/European/international event upon notice to the other members of the Governing Board and the Presidency.

9.1.2 The Governing Board shall implement the decisions of the General Assembly. It is responsible for the operational management, communication, and administration of the Association.

9.1.3 The Governing Board is supported in its tasks by the Support Office.

9.2 Governing Board: composition, election and representation

9.2.1 The Governing Board will be composed of nineteen (19) members who will be

the legal representatives of the Full Members or other persons duly appointed by the Full Members to represent them at the Governing Board

Sixteen (16) members shall be elected by the General Assembly for a period of two (2) years (renewable twice). This group is composed by eight (8) industrial organisations and eight (8) R&D organisations.

In addition, each Pillar (NUGENIA, ESNII, NC2I) shall have a permanent representative in the Governing Board. This representative shall be appointed by the Coordination Board of each Pillar.

The candidates for the Governing Board have to fill up the minimal requirements set up by the Internal rules. The procedure to establish the final list of candidates is described in the Internal rules.

In the event that a member of the Governing Board withdraws or is dismissed before the expiry of the term of its mandate, the Governing Board shall have the right to temporarily fill the vacancy by appointing a new member until the next General Assembly elects a new member to the Governing Board.

9.2.2 The Governing Board candidate list shall have on permanent basis, at least eight (8) candidates representing public R&D, TSOs academia or private RTOs, at least eight (8) candidates representing the private sector (industry, SMEs).

9.2.3 The election of the members of the Governing Board and of the Presidency shall be conducted in alternative years during the General Assembly.

The members of the Governing Board, President and Vice-President may be re-elected twice.

9.2.4 Invitations to the meetings will be sent by the Administrative Secretariat at least three (3) weeks before the date of the planned meeting.

9.3.5 The Governing Board is maintained on a voluntary basis.

9.3 Governing Board: rules of meetings

9.3.1 Each member of the Governing Board shall have one (1) vote. Decisions shall be taken upon a simple majority of the members present or represented. At any given meeting each member may represent another member by a written proxy

submitted to the President, but not more than one. In case of equality of vote, the President has a casting vote.

9.3.2 The President convenes the Governing Board at least three (3) times a year. The meetings shall be convened in different locations and hosted by a local Member, or may take place in the form of phone or internet meetings.

For exceptional or urgent matters identified by the Governing Board, Presidency, or any Governing Board member, the Governing Board can meet and deliberate either physically or via teleconference or electronically by e-mail correspondence.

Representatives of the Working group, representatives of the Pillars, members of the Support Office (see Article 10) and/or other observers can participate in meetings of the Governing Board upon invitation by the President.

9.3.3 Minutes of the meetings shall be prepared by the Administrative Secretariat and approved by the Governing Board and the Presidency. Full copies or extracts of the minutes shall be made available to the Members.

Article 10 – The Support Office

10.1 Composition of the Support Office

The Support Office is composed of the General Secretariat supported by an Administrative Secretariat and a Treasurer.

The composition of the Support Office is described in the Internal rules.

The operational format of the Support Office is decided by the Governing Board.

10.2 Role of the General and Administrative Secretariats

The General and Administrative Secretariats are jointly responsible for supporting the day to day management of the Association, including but not limited to:

- i. implementation of decisions taken by the General Assembly or Governing Board,
- ii. supporting the meetings of the Governing Board and General Assembly,
- iii. proposing and implementing of operational procedures and updates of Internal rules,

- iv. supporting the coordination work of the Pillars.

The General Secretariat is responsible for supporting the long-term strategy of the Association including but not limited to:

- i. coordinating internal and external contributions to the work of the Support Office,
- ii. taking operational decisions to follow and implement the activity plans and strategy,
- iii. monitoring adequate financial resources and opportunities for R&D&I activities in the Association scope.

The Administrative Secretariat is responsible for supporting the day-to-day administrative management of the Association including but not limited to:

- iv. establishing updated lists of members and their correspondents in each Pillar,
- v. creating and updating the communication tools of the Association,
- vi. maintaining the Association documentary archive and provide information in adequate formats to the Members,
- vii. preparing the annual activity plan and related budget in coordination with the Treasurer,
- viii. organising and contributing to organisation of events,
- ix. ensuring appropriate dissemination and communication activities in close cooperation with the General Secretariat.

10.3 Treasurer

The Treasurer is responsible for the close follow-up of the Association budget, relations with the accountants, auditors, fiscal authorities and bank representatives. The Treasurer is appointed by and reports to the Governing Board. The requirements and operational mode of the Treasurer are described in the Internal rules.

- 10.4** The contribution of the members of the General and Administrative Secretariats and of the Treasurer is based on a voluntary basis, with the possibility to delegate selected duties fully and/or partially to third person(s) and/or third party(ies).

Article 11 – Pillars and working groups

11.1 Pillars

To ensure the objectives defined in the Article 3, the Association is engaged in sustainable production of nuclear energy through promoting increased safety, pushing technology breakthroughs and improving economic performance.

To achieve this, three (3) pillars carry out the technical work of the Association. To maintain the safety and competitiveness of today's technologies (NUclear GENeration II and III Association - NUGENIA); to develop a new generation of more sustainable reactor technologies (European Sustainable Nuclear Industrial Initiative - ESNII); and to develop new applications for civil nuclear power (Nuclear Cogeneration Industrial Initiative – NC2I).

- i. **NUGENIA** is dedicated to R&D&I of nuclear fission technologies in operation, in particular Generation II & III nuclear power plants,
- ii. **ESNII** addresses the needs for demonstration of Generation IV Fast Neutron Reactor technologies, supporting research infrastructures, fuel facilities for a sustainable cycle and related R&D&I activities,
- iii. **NC2I** aims at unlocking and using the potential of nuclear energy beyond electricity.

The representation of the three (3) Pillars at the Governing Board is described in Paragraph 9.2.1..

The governance of the Pillars and the interactions between the governing structures of the Pillars and the SNETP governance are detailed in the Internal rules.

The Pillars shall structure and organise their governance by nominating/electing a Coordination Board.

The Coordination Board of each Pillar shall be in charge of the technical and scientific coordination of the entire work carried out within the Pillar, being:

- iv. drafting (Roadmaps, Position papers...),
- v. initiation, monitoring and dissemination of projects,
- vi. initiation upon endorsement by the GB of specific working groups,
- vii. representation of the pillar is specific European or international events,

viii. implementation of the strategic decisions taken by the General Assembly.

They are entitled to restrict the right to vote/participate in the Pillar`s working groups based on particular conditions related to the Pillar scope.

11.2 Working groups

Targeted working groups (technical, strategic, operational, administrative, etc.) can be established by the Governing Board on a permanent and/or ad hoc basis and in accordance with the Internal rules.

The activities of any such working group shall be supported by the Support Office and monitored by the Coordination Board of the Pillar and/or the Governing Board.

Article 12 – Representation of the Association

12.1 The Association is represented and legally bound vis-à-vis of third parties by its President or Vice-President, who may act separately.

12.2 The Association may also be legally bound vis-à-vis third parties by signature of two (2) Governing Board members, while executing a decision taken previously by the Governing board and in recognised absence of the Presidency.

12.3 The Governing Board is empowered to delegate appropriate representative, administrative and management duties to specific persons (legal bodies or individuals), members or not of the Governing Board.

12.4 All lawsuits, whether The Association appears as the plaintiff or as the defendant, shall be pursued and followed through, on behalf of the Governing Board by delegation of the President, or, in case the President is absent, by the Vice-President(s) or by any Governing Board member appointed by the Governing Board for this purpose.

TITLE V. FINANCIAL PROVISIONS

Article 13 – Budget and Accounts

13.1 The Association has the legal capability to own the means and goods necessary to pursue its mission, and, within the limits authorized under Belgian law and subject to the conditions of such law, to receive grants provided they are used for the realisation of its mission.

- 13.2** The financial year of The Association runs from January 1st until December 31st.
- 13.3** The Governing Board submits the accounts for the past year and the budget for the coming year for the approval of the General Assembly.
- 13.4** The General Assembly appoints in accordance with the law one or more statutory auditors or any other person fulfilling the requirements imposed by law, who will be charged with the audit of the financial status of the Association, the annual accounts and the regularity of the Association's transactions. The statutory auditor(s) will draw up a comprehensive written report, which will be submitted to the General Assembly.

TITLE VI. AMENDMENTS TO THE STATUTES

Article 14 – Modification of the Statutes of the Association

- 14.1** Only the General Assembly has the authority, by a Resolution, to modify the Statutes of the Association. The General Assembly may be convened for this purpose in an extraordinary session. The proposed modification must be explicitly indicated in the convening notice. Deliberations on the modification of the statutes shall comply with the rules provided in article 9.1.3., B..

TITLE VII. OTHER PROVISIONS

Article 15 – Duration/Dissolutions

- 15.1** The Association is constituted for an undetermined duration.
- 15.2** The General Assembly is the sole competent body to make the Resolution of the dissolution of the Association. This point should be clearly mentioned on the agenda.
- 15.3** In the event that no activity is carried out during a period of five (5) consecutive years, the dissolution of the Association shall be pronounced by a Resolution in accordance with Paragraph 8.1.2 B in the General Assembly specially convened for this purpose, physically, by teleconference or electronically.
- 15.4** In the event of the dissolution of the Association, the net value of its assets shall be allocated to one or several similar non-profit making associations, to be designated by the same General Assembly with the same voting rules as the dissolution of the Association.

Article 16 – Internal Rules

16.1. The functioning of the Association is ruled by the provisions of the Statutes and of the Internal Rules (Version 2019 – in course of adjustment)

Article 17 – Language

17.1 The Statutes are made in French and as an officially certified English translation. The French version, as registered at the Belgian legal authorities, shall prevail over any translation thereof. For the issues which are not subject to linguistic restrictions under Belgian law, the official language of the Association is English.