



## European Virus Archive (EVA) AISBL STATUTES

### CHAPTER 1 – Denomination, Registered Office, Mission, Objectives & Duration

#### Article 1 – Denomination

An international non-profit association is hereby incorporated under the name "*European Virus Archive*", abbreviated "EVA" (hereinafter the "**Association**"). Both the full name and the abbreviated name can be used interchangeably.

All acts, bills, announcements, publications and other documents issued by the Association shall mention its denomination preceded or followed immediately by the initials "AISBL" and the address of its registered office.

The Association shall be governed by the provisions of Book 10 of the Code of Companies and Associations on international non-profit associations (the "**Act**").

#### Article 2 – Registered Office

The registered office of the Association shall be located in the Brussels-Capital Region.

The registered office may be transferred to other premises in Belgium pursuant to a decision of the Executive Board, provided that such a transfer does not require a change in the language of the Statutes by virtue of the applicable language regulations. The decision to change the registered office shall not require a decision by the General Assembly. The Executive Board shall ensure that the decision to transfer the registered office is published in the Annexes to the Belgian Official Journal (*Moniteur belge/ Belgisch Staatsblad*) and that a coordinated version of the Statutes is filed with the registry of the court of enterprises. Such a decision by the Executive Board does not require amendment of the Statutes, unless the registered office is transferred to another Region. If the registered office is transferred to another Region, the Executive Board is competent to amend the Statutes. However, if the transfer of the registered office results in the need to amend the language of the Statutes, only the General Assembly has the power to take such a decision, subject to compliance with the rules laid down for amending the Statutes.

The Association may have offices or branches in other countries.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



### Article 3 – Language

These Statutes shall be drafted in the French and English languages. The French version is the official version and shall take precedence. The working language of the Association shall be English. All internal documents and information are written in English, unless required otherwise by Belgian law.

### Article 4 – Purpose and Activities

**4.1** The Association exclusively and directly pursues non-profit-making purposes. The purpose of the Association is to:

- Foster the development and coordination of its members' collection of viruses and derived products;
- Promote and support the fair and equitable sharing of viruses and derived products in view of worldwide protection of the public's health;
- Support research and development in the field of virology for Academia, Industry and Public Health Institutions;
- Support preparedness and research response to address outbreaks related to viruses;
- Coordinate interactions with the members' laboratories and other partners in the frame of the Association's activities and provide support;
- Share expertise, knowledge and best practices in the field of virus collection;
- Play a role of think tank on viral biobanking and related activities;
- Fund raising for the activities of the association;
- Support cutting-edge research in coherence with the collection.

**4.2** The Association shall, in general, carry out the activities necessary for the achievement of its purposes and, in particular, shall carry out the activities listed below which are directly linked to the achievement of such purposes:

- Maintain an active catalogue and database to ensure traceability of the acquisition, maintenance, development and distribution of relevant collection of viruses and derived products;
- Coordinate and encourage the research activities of its members such as proposing new products and services in the field of virology;
- Coordinate actions with Public Health authorities in case of viral outbreaks;
- Organize meetings and conferences;
- Coordinate, encourage and support working groups of members in view of the productions of publications;
- Coordinate, organize and support its members to provide services related to the purpose of the Association;
- Pursue a policy of opening access to researchers (academic, governmental, non-governmental, commercial);
- Constitute a support tool to address outbreak emergency response in terms of Public Health and Research and Development;
- Promote, organize and engage in projects for quality improvement and capacity building of biobanks, especially in low and middle income countries;
- Support its members in providing training and skills enhancement for laboratory users;
- Support its members in providing assistance on Nagoya Protocol and Dual Use concerns;



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



- Conclude agreements with associations and organizations with a similar purpose.

**4.3** The above list is not exhaustive and the Association may carry out all operations and conduct all activities, in Belgium and abroad, relating directly or indirectly to its purpose.

**4.4** The Association may also exercise, lend its support to, or take an interest in, all similar, comparable, accessory or connected activities, profit or non-profit organisations, that would foster directly or indirectly the accomplishment of its purpose.

#### **Article 5 – Duration**

The Association shall be constituted for an indefinite period and may be dissolved at any time subject to and in accordance with the conditions foreseen by these Statutes.

#### **Article 6 – Financial Resources**

**6.1** The Association may realize and finance its activities particularly by:

- a) membership fees or other contributions from members set out in these Statutes or any other fees that may be established by the General Assembly;
- b) other resources which may consist of (but are not limited to):
  - (i) grants and contributions from European or international organizations, ministries, States, local governments and/or their public institutions;
  - (ii) grants or contributions from non-profit organizations and/or charities;
  - (iii) grants and contributions from private organizations;
  - (iv) gifts and donations accepted by the Association;
  - (v) revenue from the activities and the services provided by the Association;
  - (vi) loans from any person or entity;
  - (vii) all resources not prohibited by the legislation.

**6.2** The Director General shall inform each member in writing, during the first quarter of each financial year, of the amount of the annual fee owed by it pursuant to Article 7.4. These fees shall be payable within thirty (30) calendar days that follow the written notification. Failing payment within this period, interest shall apply automatically at the legal rates without prior notice of the same.

The membership fees shall be made in Euros (€).



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



## CHAPTER 2 – MEMBERSHIP

### Article 7 – Eligibility Criteria and Membership Categories

**7.1** Membership of the Association is open to legal persons, either public (including, without limitation, governmental institutions) or private, which fulfil the following cumulative minimum conditions:

- a) it is validly incorporated under the laws and customs of their country of origin;
- b) it has relevant research activities, or has a scientific, financial or other interest in the field of the purpose and activities of the Association;
- c) it shares and supports the objectives of the Association.

**7.2** The General Assembly, upon the advice of the Executive Board, will decide on the fulfilment of the criteria a), b) and c) above.

When a member is admitted by the General Assembly, it must:

- a) agree in writing to abide by the Statutes, the Internal Regulations, the objectives and policies of the Association and the decisions of its bodies; and
- b) pay a membership fee.

**7.3** There are two categories of membership, with different rights and obligations pursuant to Article 10:

- "Full Members": national authorities, funding bodies, research organizations and associations, organizations, companies, undertakings and other public or private entities who are directly and actively contributing to the activities and objectives of the Association provided they are accepted by the General Assembly in such membership category.
- "Associate Members": national authorities, funding bodies, research organizations, associations, organizations, companies, undertakings, other public or private entities who are not directly engaged in the Association's activities as set out in Article 4, but support and/or advise on the activities of the Association provided they are accepted by the General Assembly in such membership category.

**7.4** Each member is obliged to pay an annual fee, but is not liable for any other financial or other commitments of the Association. The annual fee is intended to cover part of the costs of the Association and it shall be different depending on the membership category. The annual fee is equal for all Full Members. The Associate Members shall pay a reduced fee compared to the Full Members' fee. The annual fee of the Associate Member will depend on the subcategory the Associate Member belongs to. The annual fee of the Associate Members within



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



each subcategory will be equal. The amount of the annual fee for each member shall be proposed by the Executive Board, and approved by the General Assembly on a yearly basis.

The annual fee shall take the form, in principle and by default, of a financial contribution (in cash). The General Assembly may, however, approve the full or partial substitution of this payment by an in-kind contribution proposed by a member, subject to the procedure and additional criteria set out in the Internal Regulations, and provided that the Association has sufficient financial resources to face its financial engagements according to its financial Plan.

In kind contribution must be quantifiable and auditable, providing the Association with the same value as a financial contribution.

## **Article 8 – Application Procedure**

**8.1** An application for membership shall include:

- a) The name and address of the applicant, the name of its legal representative;
- b) A declaration signed by the legal representative of the applicant related to the type of membership (Full Member or Associate Member as described in Article 7.3) and supporting evidence of the fulfillment of the requirements;
- c) A declaration signed by the legal representative of the applicant stating that the applicant will fully accept and comply with the Statutes, Internal Regulations of the Association and the decision of its bodies.

**8.2** All applications for membership of the Association shall be sent in writing to the Chair of the Executive Board, which will submit them to the Executive Board. Upon receipt of the written application, the Executive Board of the Association will check the eligibility criteria listed under Articles 7.1 and 7.3 and the General Assembly, upon the advice of the Executive Board, will decide on admission for membership.

Decisions regarding the admission for membership shall be taken by the majorities described in Article 12.5.

**8.3** The Central Coordinating Unit (CCU) shall notify the applicant in writing (by post, e-mail or any other means of communication) of the decision within fifteen (15) calendar days after such a decision is adopted. Any decision refusing an application for membership shall contain the grounds upon which the decision is made.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



## Article 9 – Resignation and exclusion of a member

### a) Resignation

**9.1** Any member wishing to resign must send a written notice by registered letter to the Chair of the Executive Board by providing a notice period of 3 months. The resignation will take effect at the end of the 3 months' notice period, unless the General Assembly unanimously decides to shorten this period. The resigning member undertakes to accommodate and reassign activities in which it was already involved before the termination of its membership.

**9.2** Resignation as member shall not entitle the resigning member to any reimbursement of its membership fee or any other financial contribution made to the Association, except for the substitution of an in kind contribution by a financial contribution upon request of the leaving member. Resigning members remain liable for their financial obligations vis-à-vis the Association until the end of said 3 month's notice period unless the General Assembly decides otherwise.

**9.3** Any member, who fails to pay the annual fee for a period exceeding six months after they become due, despite a written reminder sent by the Central Coordinating Unit (CCU), will be deemed resigning as member of the Association and, as the case may be, its voting powers will be suspended by the Executive Board. The resignation will come into effect at the end of the ongoing financial year, without prejudice to the outstanding financial obligations, which still have to be met. The Executive Board may readmit the failing member deemed to have resigned from the Association on condition that it meets all outstanding financial obligations.

### b) Exclusion

**9.4** The exclusion from membership may be proposed by the Executive Board and shall be decided by the General Assembly. Any member who (i) is found by the General Assembly not to meet the criteria for membership anymore, (ii) fails to fulfil its duties under the Statutes, the Internal Regulations, the objectives and policies of the Association or the decisions of its bodies, (iii) acts in a manner which is seriously injurious to the interests of the Association and/or (iv) acts contrarily to the common values and ethics of the Association, as set out in the Internal Regulations, may be expelled by a resolution of the General Assembly which shall take its decision by the majorities described in Article 12.5, with the member considered for exclusion not taking part in the vote and being put in the position to present its defense. The exclusion decision shall set forth the grounds on which the exclusion is based and shall be final.

**9.5** If any member is liquidated, becomes bankrupt, enters into a judicial reorganisation with its creditors or any similar insolvency proceeding under any applicable law, its membership shall automatically end. The General Assembly shall establish whether any of the aforementioned circumstances has occurred.

**9.4** Any member which ceases to be part of the Association for any reason will no longer have any right or claim to access to the Association documentation and shall discontinue all reference to the Association membership in its



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



business relations, including the use of the Association logo, and, in general, shall have no claim against the assets of the Association. This member remains liable for all outstanding fees in respect of its period of membership.

## **Article 10 – Rights and Obligations of the members**

**10.1** Without prejudice to other rights set out in these Statutes, Internal Regulations or applicable laws, all Full Members have the following rights:

- a) Attending or being represented at the meetings of the General Assembly;
- b) Voting at the General Assembly;
- c) Electing and being elected for the bodies of the Association, through their representatives whenever the case may be;
- d) Participating in the activities of the Association;
- e) Having access to the accounts, documents and books recording the activities of the Association and obtaining information on such activities.

**10.2** Without prejudice to other rights set out in these Statutes, Internal Regulations or applicable laws, all Associate Members have the following rights:

- a) Attending the General Assembly without the right to vote and with a consultative voice only;
- b) Participating to the activities of the Association;
- c) Upon request submitted to the Executive Board, having access to the accounts, documents and books recording the activities of the Association and obtaining information on such activities.

**10.3** Without prejudice to other duties set out in these Statutes, Internal Regulations or applicable laws, all members have the following duties:

- a) Abiding by these Statutes, the Internal Regulations, the objectives and policies of the Association (all as amended from time to time), and the decisions of its bodies;
- b) Paying an annual fee in accordance with Article 7.4;
- c) Ensuring continued fulfilment of the eligibility criteria set out in the Statutes; and
- d) Promoting the interests of the Association at national, European and International level.

## **CHAPTER 3 – BODIES OF THE ASSOCIATION**

### **Article 11 – Governance Structure**

The bodies of the Association shall be:

- the General Assembly,
- the Executive Board, and
- the Director General, which shall be in charge of the daily management.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



Upon decision of the General Assembly, advisory committees dedicated to special fields may be set up. The advisory committees will have an advisory role to the General Assembly, the Executive Board and/or the Director General, but no powers of decision or representation of the Association.

## **Article 12 – General Assembly**

### **12.1 Composition and powers**

The General Assembly will be the decision-making body of the Association, in charge of the overall direction and strategic decisions with regard to the Association. It shall consist of all members of the Association.

Other persons may be invited to attend a meeting of the General Assembly, on proposal of the Executive Board (without voting rights and subject to the signing of a confidentiality agreement).

The resolutions passed at the meetings of the General Assembly shall be binding on all members, including those absent or dissenting.

The role of the General Assembly involves addressing, among others, the following matters:

- a) adoption or revision of the Association's infrastructure's strategy and development plan;
- b) adoption or revision of the Association's agenda of activities;
- c) adoption or revision of the Association's budget plans;
- d) defining the annual fee for the different categories of members;
- e) addition or termination of membership of members;
- f) risk assessment and rescue plans based on financial sustainability;
- g) adoption of policies and procedures on Association's matters, such as recruitment and employment policies, procurement, data policy and access, confidentiality, marketing, intellectual property rights, disseminations, business plan, program of activities, etc.;

The following powers are exclusively reserved to the General Assembly:

- a) approval of (i) the annual accounts, and, as the case may be, (ii) the auditor's report, (iii) the budget and (iv) the membership fees;
- b) appointment, dismissal and release from liability of the directors;
- c) if applicable, appointment, dismissal and discharge of the auditors and determination of their remuneration;
- d) decision to open branches and offices in other countries;
- e) amendments to the Statutes;
- f) approval, adoption and amendment of the Internal Regulations upon the Executive Board's proposal;
- g) dissolution and liquidation of the Association;



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



h) exclusion of a member.

## **12.2 Chair and vice-Chair of the General Assembly**

The Chair of the General Assembly shall be elected for a mandate of three years among the delegates of the Full Members attending the meeting of the General Assembly, renewable once, by decision of the General Assembly.

The General Assembly shall also appoint a vice-Chair among the delegates of the Full Members to replace the Chair in the event of unavailability. In the event that both the Chair and vice-Chair are prevented from fulfilling their duties, their responsibilities shall be exercised by another delegate of a Full Member designated by the General Assembly.

The Chair presides over the General Assembly's meetings and is responsible for ensuring the effective operation of the General Assembly. In particular, the Chair shall be responsible for directing and conducting the General Assembly's meeting, in accordance with these Statutes, the Internal Regulations and applicable laws.

## **12.3 Meetings and notices**

An ordinary meeting of the General Assembly shall take place at least once a year.

Meetings of the General Assembly shall be called by the Chair of the General Assembly, two directors of the Executive Board or the Director General, where the interests of the Association so require, or at the request of one fifth of the Full Members. Any request for an extraordinary meeting of the General Assembly shall state the items to be considered. If the extraordinary meeting of the General Assembly is convened at the request of one fifth of the members, any member may send a request to the Director General for a point to be added to the agenda at the latest seven (7) calendar days before the date of the meeting of the General Assembly.

The meetings can be held in person or by conference call or videoconference. The notice calling the meeting shall indicate the place. The notice calling the meeting to be held by conference call or videoconference shall indicate the medium and access method. The notice will indicate the date, hour and agenda of the meeting and shall be sent by ordinary letter, facsimile or any other written means (including electronic format) at least twenty (20) calendar days prior to the date of the meeting, unless all Full Members agree to a shorter notice period. As the case may be, the working documents are attached to the notice or sent at least seven (7) calendar days before the date of the meeting.

The validity of the notice cannot be challenged if all Full Members are present or validly represented.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



## 12.4 Representation

Members are represented at the General Assembly by one single representative who must be a natural person entitled by that member to represent it. At least seven (7) calendar days before the date of the meeting, the identity of the representative must be notified to the Chair, or the Vice-chair, where applicable, if the representative has been changed since the last meeting.

A representative may act on behalf of one other member. The proxy must be submitted in writing (by post, e-mail or any other means of communication) to the Chair at least five (5) calendar days before the date of the meeting. A Full Member can only be represented by another Full Member.

As an exception to the previous rule, a representative may act on behalf of an unlimited number of other Full Members, in addition to his/her capacity of representative of its own Full Member, in the event that the law provides that the decisions of the General Assembly need to be taken by notarial deed.

## 12.5 Proceedings, quorums and votes

### a) Quorum

An attendance list, indicating the member's name, shall be signed prior to the meeting, held in person, by the representative. For meetings held by conference call or videoconference, the attendance list included in the minutes is validated by the representatives after the meeting.

Unless otherwise provided for in these Statutes, a General Assembly may validly proceed if the majority of the Full Members are present or represented.

When this quorum is not reached, a new meeting of the General Assembly shall be called, no earlier than twenty (20) calendar days after the first meeting. The second meeting of the General Assembly shall be entitled to take valid decisions, if 1/3<sup>th</sup> of the number of Full Members are present or represented.

### b) Votes

Unless otherwise provided for in these Statutes or in the Internal Regulations, each Full Member has one vote and decisions of the General Assembly shall be taken by a two thirds majority of the votes cast by the Full Members present or represented.

For all decisions of the General Assembly:

- (i) abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast;
- (ii) all votes will be taken by a show of hands (or by a call out in case of voting by telephone or by electronic communications), unless at least 1/3<sup>th</sup> of the Full Members request a secret ballot.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



The General Assembly may only deliberate on the matters set out in the agenda, unless all Full Members are present and unanimously decide to discuss other matters.

c) Written decision-making

Decisions may also be taken by written resolutions, including by electronic means provided that the written resolutions are immediately dispatched to each Member. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

Decisions taken in writing must be unanimous and may not result in a modification of the Statutes.

The rules governing the functioning, meetings and votes of the General Assembly shall be further developed in the Internal Regulations.

## 12.6 Minutes of meetings

The decisions taken by the General Assembly shall be recorded in minutes, which are sent out to each Member.

Once approved, the minutes shall be signed by the Chair of the meeting and are kept in a register at the Full Members' disposal at the registered office of the Association.

## Article 13 – Executive Board

### 13.1 Composition and powers

a) Composition

The Executive Board shall be composed of a minimum of 4 and a maximum of 10 directors, natural persons, appointed by the General Assembly among the scientific employees and partners of the Full Members.

Unless decided otherwise by the General Assembly, the term of office of the directors will be three years, renewable, and will take effect immediately.

Unless decided otherwise by the General Assembly, the office of director is not remunerated.

The General Assembly may dismiss directors at all times.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



Any director wishing to resign must send a written notice of his or her resignation to the Chair of the General Assembly. Nonetheless, the resignation will only come into force on the date of the next meeting of the Executive Board or the General Assembly providing for his or her replacement.

In the event that a vacancy occurs between two meetings of the General Assembly as a result of a resignation or a dismissal of a director, a new director can be appointed by the Executive Board (co-optation). The confirmation of the appointment of the replacing director will be submitted for approval to the next meeting of the General Assembly. The term of office of the replacing director shall expire at the same time as the term of the replaced director would have expired.

The appointment, resignation and dismissal of the directors must be published in the Annexes to the Belgian Official Journal.

#### b) Powers

The Executive board is authorized to perform all acts necessary or useful to realize the purpose of the Association, except those for which the general assembly is authorized by law and these Statutes.

The Executive Board will be the managing and executive body of the Association, in charge of the management of the Association and of the execution and implementation of the decisions of the General Assembly and will be source of proposals for the organization of the activities of the Association.

The Executive Board's powers include the capacity to propose resolutions to the General Assembly, execute the General Assembly decisions and any other power delegated by the General Assembly.

The Executive Board also proposes a strategy of action to the Full Members, who can review the set objectives and activities, provide a technical contribution and validate the strategy, before it is adopted by the General Assembly.

Without prejudice to other powers attributed to it by law or by these Statutes, the Executive Board is responsible for:

- a) electing the Chair and vice-Chair of the Executive Board;
- b) transferring the registered office of the Association provided that the language of the Statutes does not have to be changed as a result of this transfer;
- c) providing the General Assembly with proposals regarding policies on the Association's matters, such as recruitment and employment policies, procurement, data policy and access, confidentiality, marketing, intellectual property rights, disseminations, business plan, program of activities, etc.;
- d) establishing the draft financial statements of the previous year;
- e) establishing the draft budget for the next year;
- f) establishing an annual report on the Association's activities and management;



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



- g) providing the General Assembly with advice regarding the admission for membership;
- h) authorising the legal procedures on the behalf of the Association;
- i) ensuring that decisions of the General Assembly are properly implemented by supporting and monitoring its execution, including the execution of such decisions by the Director General;
- j) appointment, dismissal and discharge of the Director General and fixing the extent and limitations of his or her powers.

The Executive Board shall in particular provide the General Assembly once a year with:

- a) the financial statements of the previous financial year;
- b) a report on the work carried out during the previous financial year;
- c) the collaborative scientific activities between members (if any) and the budget for the following financial year, which shall include, in the form of a balance sheet all revenues and expense items, even if only based on estimates;
- d) the multi-annual program, the budget estimates and expense items,
- e) a proposal for the mode of calculation and/or the amount of the fixed annual fee for each membership category.

The Executive Board may delegate, under its responsibility, a part (but not all) of its powers to a third party.

### **13.2 Chair of the Executive Board**

The Chair of the Executive Board shall be elected for a mandate of three years among the directors, renewable once, by decision of the Executive Board adopted by a simple majority of the total votes cast. The Executive Board shall also appoint a vice-Chair among the directors to replace the Chair in the event of unavailability. In the event that both the Chair and vice-Chair are prevented from fulfilling their duties, their duties shall be exercised by another director designated by the Executive Board.

The Chair presides over the Executive Board's meetings and is responsible for ensuring the effective operation and activities of the Executive Board. In particular, the Chair will ensure effective communication with the directors in order to prepare and report about the meetings to the directors, in coordination with the Director General. The Chair will set the agenda to promote constructive debate and effective decision-making.

### **13.3 Meetings and notices**

The Executive Board shall meet as often as needed, but at least twice a year.

The meetings can be held in person or by conference call or videoconference. Meetings of the Executive Board shall be called by the Chair of the Executive Board, any two directors or the Director General, or on request of at least half of the Full Members. The notice calling the meeting to be held shall indicate the place. The notice calling the



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



meeting to be held by conference call or videoconference shall indicate the medium and access method. The notice will indicate the, date, hour and agenda of the meeting and is sent by ordinary letter, facsimile or any other written means (including electronic format) at least fifteen (15) calendar days prior to the date of the meeting; in case of urgency, this can be reduced to seven (7) calendar days. As the case may be, the working documents are attached to the notice, or sent at least seven (7) calendar days before the date of the meeting, reduced to three (3) days in the case of an urgent meeting. The validity of the notice cannot be challenged if all directors are present or validly represented.

Meetings of the Executive Board shall be chaired by its Chair or, in his/her absence, by the vice-Chair, or failing same, by another director designated by the Executive Board.

The Director General, as well as any third party invited by the Executive Board which shall be subject to a confidentiality agreement, may attend the meetings of the Executive Board without voting right.

### **13.4 Proceedings, quorums and votes**

#### **a) Quorum**

At least half of the directors must be present or represented at each meeting of the Executive Board. When this quorum is not reached, a new meeting of the Executive Board shall be called no earlier than seven (7) calendar days after the first meeting. The second meeting of the Executive Board shall be entitled to take valid decisions, if 1/3<sup>th</sup> of the number of directors present or represented.

#### **b) Votes**

The decisions of the Executive Board shall be taken as much as possible by consensus. When a vote is necessary, each director shall have one vote and, unless otherwise provided in these Statutes, all decisions within the Executive Board shall be taken by a 3/4<sup>th</sup> of the votes cast. If the vote is tied, the person chairing the meeting shall have a casting vote.

Abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast.

All votes will be taken by a show of hands (or by a call out in case of voting by telephone or by electronic communications), unless at least 1 of the directors present or represented request a secret ballot.

Items which are not on the agenda may not be discussed unless all directors are present or duly represented and there is unanimous decision of the directors to discuss such items.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



Any director may designate another director by letter, facsimile or e-mail to represent him/her at the meeting. Any director may hold one proxy in addition to his own vote. The proxies must be sent (by post, e-mail or any other means of written communication) to the Chair at least one (1) calendar day before the date of the meeting.

Decisions can also validly be taken in writing, conference call or video conference. Such decisions are deemed to be taken at the registered office of the Association and come into effect on the date mentioned on the written resolutions and for conference calls or videoconferences, on the date of the meeting. Decisions taken by conference calls or videoconferences are reported in minutes which are approved at the next meeting of the Executive Board. The decision taken in writing require unanimity.

The rules governing the functioning, meetings and votes of the Executive Board shall be further developed in the Internal Regulations.

### **13.5 Minutes of meetings**

The decisions taken by the Executive Board shall be recorded in minutes. The minutes shall be signed by the Chair of the Executive Board and sent out to each director. The minutes are kept in a register, at the disposal of the directors at the registered office of the Association.

### **Article 14 – Director General**

The Executive Board may delegate the daily management, under its supervision, to a Director General.

The Director General shall be appointed by the Executive Board, which shall fix the extent and limitations of his or her powers and shall put an end to the mandate of Director General in accordance with the law and the Association's Internal Regulations.

The Director General shall be convened and shall attend, without voting right, the meetings of the Executive Board (and, as the case may be, of the General Assembly).

The Director General is specifically in charge of:

- a) Implementing the decisions of the bodies of the Association, supported and monitored by the Executive Board;
- b) Developing and presenting for approval to the bodies of the Association all strategies for the implementation of the Association's tasks as defined in the Statutes;
- c) Coordinating the development of all the action plans needed to ensure the implementation of strategies approved by the bodies of the Association ;
- d) Ensuring the daily management of the Association, including the supervision of the administrative and financial management of the Association by the Central Coordinating Unit, budget preparation, presentation to the relevant bodies of the Association's and execution thereof;



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



- e) Ensuring the representation of the Association in all contacts and communication with members, relevant international and national organizations and third parties in general (including the scientific leadership interactions with third parties);
- f) Acting as a legal representative of the Association in accordance with Article 17.

### **Article 15 – Central Coordinating Unit**

The Central Coordinating Unit shall ensure the scientific follow-up, coordinate the activity programs and provide all support functions for the Association's operation and functioning: administrative management, communication and advocacy, finances etc.

The Central Coordinating Unit shall be in charge of the daily administration and bookkeeping of the Association (convening of meetings, finance reporting, etc.) and assisting the Director General.

It will provide all relevant services to members and will ensure common knowledge and know how management under the supervision of the Executive Board.

## **CHAPTER 4 – FINANCIAL AND LEGAL MANAGEMENT**

### **Article 16 – Financial Year**

**16.1** The financial year shall commence on 1<sup>st</sup> January and end on 31<sup>st</sup> December.

**16.2** Each year the Executive Board shall submit the draft annual accounts for the Association's last financial year and the draft provisional budget for the following year to the General Assembly for approval. The annual accounts shall be presented in the form of a statement of income and expenses accompanied by an inventory of the Association's assets and liabilities. The budget shall present the ordinary and extraordinary income and expenses for the following financial year.

**16.3** For each financial year, the Executive Board shall draw up the financial accounts and will submit them to the General Assembly for approval. After the approval of the annual accounts, the General Assembly decides by separate vote on the discharge to be granted to the directors and, if applicable, the auditor.

**16.4** The Executive Board and the Director General will be responsible for the management of funds of the Association and the maintenance of accounting, with attendance (if necessary) of a professional accountant.

**16.5** In the event that the legal conditions necessitating the appointment of statutory auditors are satisfied, such an appointment shall be made by the General Assembly.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



## Article 17 – Legal Representation

**17.1** The Association shall be validly represented with respect to all acts by the signature of two directors who shall not be obliged to offer proof to third parties of a prior decision of the Executive Board, or by the Director General by delegation.

**17.2** The Director General represents the Association towards third parties with respect to all acts of daily management and also in court proceedings within the limits of daily management and shall not be obliged to offer proof to third parties of a prior decision of the Executive Board and/or the General Assembly.

**17.3** The Executive Board is empowered to delegate specific duties to any of the directors and/or third parties. The Association shall also be validly represented by such attorney-in-fact, within the limits of his/her power-of-attorney.

**17.4** Judicial actions on behalf of the Association, both pursuant and defensive, will be authorized by the Executive Board and undertaken/managed afterwards by the Director General. The General Assembly shall be immediately informed of any lawsuit made against/on behalf of the Association and of any legal procedure by the Association authorized by the Executive Board.

## CHAPTER 5 – AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

### Article 18 – Amendments

**18.1** Any proposal for the amendment of the Statutes shall be sent, after deliberation by the Executive Board, to the Chair of the General Assembly who will submit them to the General Assembly in order to include it in the agenda for the next General Assembly meeting.

**18.2** A decision regarding the amendment of the Statutes requires a quorum of presence of two-thirds of the Full Members. In the event that the presence quorum is not met, a second meeting of the General Assembly shall be convened, with not less than two weeks' notice, and the General Assembly shall be entitled to take valid decisions, if 1/3<sup>th</sup> of the number of Full Members are present or represented.

**18.3** The amendment of the Statutes shall be adopted by a two thirds majority of the votes cast by the Full Members present or represented.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



## **Article 19 – Dissolution**

**19.1** Any proposal for the dissolution of the Association shall be sent, after deliberation by the Executive Board, to the Chair of the General Assembly who will submit it to the General Assembly in order to include it in the agenda for the next General Assembly meeting.

**19.2** A decision regarding the dissolution of the Association requires a quorum of presence of two-thirds of the Full Members. In the event that the presence quorum is not met, a second meeting of the General Assembly shall be convened, with not less than two weeks' notice, and the General Assembly shall be entitled to take valid decisions, if 1/3<sup>th</sup> of the number of Full Members are present or represented.

**19.3** The dissolution of the Association shall be adopted by the voting majorities described in Article 18.3.

**19.4** In case of dissolution of the Association, the General Assembly shall appoint one or several liquidators, shall decide on their powers and shall indicate how to distribute the assets of the Association, taking into account that these assets cannot be given to the members and that the beneficiaries must pursue aims similar to the Association. The liquidator(s) shall be charged with realising the Association's assets and settling its debts. Any net assets shall be disposed with a non-lucrative purpose.

## **Article 20 – Internal Regulations**

Without prejudice to the present Statutes, the General Assembly may approve Internal Regulations of the Association, dealing with specific policies of the Association, governing the functioning or the day-to-day conduct and administration of the Association. Upon proposal of the Executive Board, the General Assembly may adopt the Internal Regulations and may change them by the majorities described in Article 12.5. The Internal Regulations may not conflict with these Statutes, and, in case of conflict, the latter shall prevail.

The Internal Regulations and any amendments thereto shall be communicated to the members in accordance with Article 2:32 of the Act or made available on the Association's website.

## **Article 21 – Liability**

**21.1** No member of the Association shall be held liable for any debts contracted or obligations entered into by the Association. The members' financial liability towards the Association shall be limited to each individual member's annual fee.

**21.2** No member of the Association is liable for the research and other activities performed by other members in their facilities.



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



**21.3** The Association shall take appropriate insurance policies to cover the risks specific to its activities, including against accidents and/or data breach.

#### **Article 22– Applicable Law**

Anything that is not expressly covered in these Statutes or, as the case may be, in the Internal Regulations, shall be governed by the Act.

#### **Article 23 - Competent courts**

Any dispute in connection with the Statutes of the Association, its Internal Regulations, and/or any decision of one of its bodies, shall be governed by Belgian law and shall be submitted to the Brussels courts.

#### **DECISIONS**

*Having adopted these Statutes, the founders have unanimously adopted the following decisions, which will enter into force as soon as the Association will be given legal personality in accordance with the provisions of the Act:*

##### **1. First financial year**

*By way of exception to article 16.1 of the Statutes, the first financial year shall commence on the date on which the Association obtains legal personality and will end on 31 December 2025.*

##### **2. Composition of the Executive Board**

*The Executive Board will have 4 directors at the beginning of its activity.*

*The following persons are appointed as directors as of the date on which the Association shall be given legal personality until the ordinary meeting of the General Assembly to be held in XXX.*

- 1)
- 2)
- 3)
- 4)

*Their mandate as director shall not be remunerated.*

##### **3. Powers**

*The founders hereby grant powers to Mr. Cedric Berckmans and Ms. Inès Vermeiren, attorneys-at-law, with offices at Avenue Louise 235, 1050 Ixelles, and any other lawyer of this law firm, each with the power to act alone and to appoint a sub-delegate of their choice, to execute all documents and carry out all formalities which may be necessary*



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029



*with a view to the registration with the VAT administration and, if necessary, register the association with any other administration.*

*To that end, the abovementioned proxyholders shall have the power to represent the Association towards any organisation or administration, to take any commitment in name of the Association, make any statements, sign any documents and, in general, to carry out all necessary or useful actions to fulfil the mission assigned to them.*



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 871029