



**European Association
for Storage of Energy**

EASE STATUTES

(EN)

European Association for Storage of Energy

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CHAPTER I: NAME – REGISTERED OFFICE – OBJECT – DURATION

Article 1: Form and name

- 1.1. An international not-for-profit association is hereby formed under the name of "European Association for Energy Storage", abbreviated as "EASE" and hereinafter referred to as the "Association". Both the full name and the abbreviated name can be used interchangeable; they shall be followed by the mention "AISBL" or "IVZW".

The Association and its Statutes shall be governed by title III of the Belgian law dated 27 June 1921 on ASBL as modified by the Law of 2 May 2002 and by articles 282 and 284 of the framework law of 27 December 2004, regarding not-for-profit associations, international not-for-profit associations and foundations.

Article 2: Registered office

- 2.1. The registered office of the Association is located in Belgium at Avenue Adolphe Lacomblé 59/8, 1030 Brussels.
- 2.2. The registered office may be transferred, upon decision of the Executive Board, to any other location in Belgium. Any change of the registered office will be published in the Annexes to the Belgian Official Journal.

Article 3: Objects

EASE's main objectives are the following:

- Increasing the awareness and knowledge of European industrials, academics and public bodies (European Commission, European Parliament) in the matter of European needs in Energy Storage;
 - Stimulating the development of innovative Energy Storage technologies and Energy Storage uses and their European implementation in the Energy & Climate policy context;
 - Acting as the European platform for dissemination of Energy Storage – related information.
 - Elaborating a common position of European Energy Stakeholders on the Energy Storage-related topics;
 - Representing European Stakeholders at the European and international level and being a force of proposal on the Energy Storage related issues to the European Commission;
 - Contributing to the Energy Storage integration to the European Energy & Climate policy
- 3.1 To this end, the Association may engage in activities which include, but are not limited to:

- Creating and managing a web platform dedicated to Energy Storage;
- Piloting information dissemination and communication programs for information related to Energy Storage;
- Creating synergies and lead coordination with different European Industrial Initiatives and other associations concerned by Energy Storage issues;
- Organising workshops, meetings, seminars with or without a participants' fee;
- Conducting analysis & prospective studies (restrictions and distribution conditions to be defined);
- Engaging in commercial activities with the members and third parties with corresponding invoicing, but not-for-profit.

3.2 The Association may also engage in other activities, including commercial activities, when related to its Statutes' objectives.

Article 4: Duration

The Association is established for an indefinite period.

CHAPTER II: MEMBERSHIP

Article 5: Founding members

At the creation date, the entities listed below are the Founding Members of EASE A.I.S.B.L.:

1. **ALSTOM** with registered office at 8, Place Marcel Broodthaers, 1060 Bruxelles, Belgium.
2. **DONG Energy** with registered office at 53, Kraftvaerksvej, 7000 Fredericia, Denmark.
3. **ELECTRICITE DE FRANCE S.A.** with registered office at 22-30, avenue de Wagram, 75008 Paris, France
4. **ENBW** with registered office at 93, Durlacher Allee, 76131 Karlsruhe, Germany.
5. **ENEL** with registered office at 125, Viale Regina Margherita, 00198 Rome, Italy.
6. **E.ON** with registered office at 1, E.ON Platz, 40479 Düsseldorf, Germany.
7. **GDF SUEZ** with registered office at 1, Place Samuel de Champlain, 92400 Courbevoie, France.
8. **HITACHI POWER EUROPE** with registered office at 80, Schifferstrasse, 47059 Duisburg, Germany.
9. **KEMA** with registered office at 310, Utrechtseweg, 6812 AR Arnhem, The Netherlands.
10. **RISOE** with registered office at 399, Frederiksborgvej, 4000 Roskilde, Denmark.
11. **RWE** with registered office at 1, Opernplatz (37, Rellinghauser Strasse), 45128 Essen, Germany.
12. **SAFT** with registered office at 12, rue Sadi Carnot, 93170 Bagnolet, France.
13. **SIEMENS** with registered office at 2, Wittelsbacherplatz, 80333 München, Germany.

Article 6: Member categories

- 6.1 The Members of the Association are natural persons or legal entities duly and validly incorporated according to the laws applicable in their country of origin.
- 6.2 There must be at least 3 Members.
- 6.3 The Association has four Members categories:
- a) Regular Members:
The Regular Members are the Founding Members and organisations involved in Energy Storage activities in Europe such as:
- Utilities;
 - Grid operators (TSO's and DSO's);
 - Equipment and Technology Manufacturers;
 - R & D organisations.
- b) Associate Members:
Any organisation that does not fulfil the requirements to become a Regular Member with activities relevant to energy storage.
- c) Start-up Members:
Any organisation which can become eligible for Regular Membership.
- d) Honorary Members:
Individuals that support the objectives of the Association and/or have rendered exceptional services in the promotion of the Association. Honorary Members have limited rights and obligations.
- 6.4 All regular members must be European legal entities with sustained activities (e.g. not restricted to commercial activities) active in the field of Energy Storage in Europe and share a common interest in promoting Energy Storage technologies in Europe.

Article 7: Rights and obligations

- 7.1 Regular Members
Regular Members have the right to attend and participate in General Assemblies with voting rights.
- 7.2 Associate Members
Associate Members have the right to attend and participate in General Assemblies, but do not have any voting rights.
- 7.3 Start-up Members
Start-up Members have the right to attend and participate in General Assemblies, but do not have any voting rights.

7.4 Honorary Members

Honorary Members have the right to attend and participate in General Assemblies, but do not have any voting rights.

7.5 Members' liability is limited to the amount of their membership fee to the Association.

Article 8: Admission

8.1 Applications for membership shall be addressed to the President of the Executive Board or the Secretary General.

8.2 Any application for membership implies complete adherence to the Association's Statutes, to all its Internal Rules of Procedure and to all decisions of its governing bodies and an undertaking to actively participate in activities.

8.3 The President of the Executive Board and the Secretary General shall be entitled to request additional information from an applicant.

8.4 Membership is granted by the General Assembly by simple majority upon proposal of the Executive Board. Prior to a refusal of an application or of the admission itself, both the interests and objectives of the Association as well as the consequences of the refusal for the applicant will be carefully considered. Admission may not be refused if such refusal – under consideration of the interests and objectives of the Association – constitutes an objectively unjustified unequal treatment and would place the undertaking at an unfair competitive disadvantage.

8.5 New members may however be admitted provisionally by a resolution of the Executive Board or by a decision of the President of the Executive Board. Such provisional admission shall be subject to formal approval at the following General Assembly.

8.6 The membership acceptance will be communicated to the applicant by the President of the Executive Board or the Secretary General. Such Membership or any rights attached thereto are unique and not transferable.

Article 9: Resignation

9.1 A Member may resign from the Association at any time by giving prior written notice addressed to the President of the Executive Board or to the Secretary General. The resignation shall take effect at the end of the running accounting year, provided that the President of the Executive Board or the Secretary General has received the written

notice on the 1st of July of the running accounting year. Otherwise the resignation shall take effect at the end of the next accounting year.

- 9.2 The resigning Member remains liable for all financial contribution payable towards the Association up to the effectiveness of the resignation. No reimbursement, total or partial, of any contribution whatsoever paid will be made.

Article 10: Expulsion

- 10.1 A Member can be expelled from the Association by a resolution taken by secret ballot at the Executive Board. The Executive Board decides about the expulsion by a two thirds majority of the Regular Members present or represented by proxy. A Member cannot vote on its own possible expulsion or on resolutions concerning a legal dispute between such Member and the Association.
- 10.2 The expulsion must be based on good cause. "Good Cause" shall include, but is not be limited to:
- Persistent failure to fulfil its financial obligations as member;
 - Severe breach of interests or objectives of the Association;
 - Other serious reasons e.g. support of activities contrary to the purpose of the Association.
- 10.3 The participation in other associations with similar objectives to those of EASE will be no ground for expulsion.
- 10.4 In the event of a demand for expulsion of a Member, a period of four weeks shall be granted to such Member to provide the Executive Board with its observations and to allow the Member to prepare its defence properly. Such member shall be heard in its defence by the Executive Board.
- 10.5 The expulsion shall become effective immediately following the resolution unless the issue is solved otherwise. The Executive Board is required to provide the reasons.
- 10.6 The expelled member, within twenty days from the reception of its expulsion decision notice, can appeal to the General Assembly, which will rule following the same procedure as for the Executive Board. In such case, the expelled member's rights and duties are suspended until the Assembly's decision.
- 10.7 Any Member shall automatically cease to be part of the Association if:
- As a company, it enters into compulsory or voluntarily liquidation; however, this will not apply to companies which enter into liquidation for the purpose of amalgamation or reconstruction in such manner that the company resulting from such amalgamation or reconstruction shall (if a different legal entity) effectively agree to be bound by and assume the obligations of the Member contained in these Articles;
 - or

- As an association, sole trader or other form of business entity, it is declared bankrupt, dissolved or is the subject of an application or petition for bankruptcy or dissolution, has a receiver or manager appointed in respect of all or any significant part of its assets or it undergoes any analogous act or proceeding.

Moreover, any Member shall automatically cease to be part of the Association if it no longer complies with the requirements provided by article 6.3 of these Statutes.

- 10.8 The obligations of the expelled Member towards the Association shall remain unchanged between the expulsion notification and the end of the running accounting year.
- 10.9 Prior to a decision about the expulsion, the General Assembly will carefully consider both the interests and objectives of the Association as well as the consequences of the expulsion for the Member. An expulsion may not be decided if such expulsion – under consideration of the interests and objectives of the Association – constitutes an objectively unjustified unequal treatment and would place the undertaking at an unfair competitive disadvantage.

Article 11: Financial contributions

- 11.1 In order to carry out the objectives of the Association the Members will be required to pay a membership fee.
- 11.2 The amount of the membership fee as well as the payment terms thereof are decided annually by the General Assembly upon proposal from the Executive Board. This procedure shall also be applied to any reserve fund established according to Article 30.
- 11.3 The Executive Board may accept Sponsors:
- The Sponsors will be charged a fee to advertise their company name on the official documents or publications distributed by the Association or events organised by the Association.
 - The amount of the financial contribution is decided on a case by case basis at the sole discretion of the Executive Board.
- 11.4 The Association may receive grants, donations and testamentary provisions; testamentary provisions can only be accepted after evaluation.
- 11.5 If a Member has overdue payments for more than two calendar months after invoicing date, an automatic interest rate of 1% per month will be applicable. If after six calendar months the invoice is not paid, such Member will be automatically expelled from the Association in accordance with the provisions of Article 10 of these Statutes. This shall not be the case if valid reasons explaining the situation are given to the Executive Board and that it decides to apply an exceptional measure.

CHAPTER III: ORGANISATION OF THE ASSOCIATION

Article 12: General principles

- 12.1 The Association's management is ensured by the following bodies:
- The General Assembly
 - The Executive Board
- 12.2 The association also maintains a General Secretariat that ensures the operational implementation of the decisions taken by the managing bodies and that is in charge of the Association's day-to-day operations.
- 12.3 The Association may create committees and working groups that are not defined by the Statutes.

CHAPTER IV: GENERAL ASSEMBLY

Article 13: Composition

- 13.1 The General Assembly is the supreme authority of the Association.
- 13.2 The General Assembly is composed of all Members.

Article 14: Meetings – convening and notice

- 14.1 The Executive Board or the General Secretariat shall convene the ordinary General Assembly as often as required, but no less than once per year.
- 14.2 An extraordinary General Assembly may also be convened upon request of one fifth of the Regular Members or the President of the Executive Board, clearly stating the reasons for the meeting. Such a request shall be notified to the President of the Executive Board if the request does not come from him. The General Assembly meeting must be held within four weeks of the reception of such a request by the President of the Executive Board.
- 14.3 One calendar month before the ordinary General Assembly, the Executive Board or the Secretary General shall distribute notice of such meeting to all the Members. Such notice shall specify the place, date and time of the meeting and the precise and complete agenda. This delay is of 2 weeks in the event of an extraordinary General Assembly. This notice must be communicated by mail, fax or email. The fact that a Member has not received such a notice does not mean that this General Assembly cannot validly take place. It is up to the Member to provide the

General Secretariat of the Association with the precise address where to send such notice.

- 14.4 Each Member shall inform the General Secretariat of its intention to attend a General Assembly at least three working days prior to the date of the meeting.

Article 15: Meetings – attendance

- 15.1 A Member is validly represented at the General Assembly by its legal representative or by a proxy holder.

A Member wishing to be represented at the General Assembly may only give such a proxy to another Member or to its legal representative.

A Member may not have more than 3 proxies, except the President of the Executive Board, who can have five. The Member duly represented by a proxy shall be considered present at such a General Assembly.

- 15.2 The proxy is a written document, sent by mail, email, fax or in any other written form. The Executive Board or the General Secretariat, upon convocation of a General Assembly may fix the form of the proxies and require that these be deposited at the registered office of the Association at least three working days before the date of the General Assembly.

- 15.3 When proxies are not required to be deposited prior to the General Assembly pursuant to Article 15.2, proxies must be given to the President of the General Assembly on the day of the meeting; he shall certify their validity

Article 16: Meetings – organisation and conduct

- a) Chairing

- 16.1 The General Assembly is chaired by the President of the Executive Board, or in his absence, by the eldest of the present Vice-Presidents of the Executive Board, or, if no Vice-President is present, by the Secretary General.

- b) Majority – voting rights

- 16.2 A General Assembly shall be validly held if at least half of the Regular Members are present or represented by a proxy. Once the quorum is reached, the meeting shall be considered to be validly held, even if the quorum ceases to be reached any time later in the meeting.

- 16.3 If the quorum is not reached for a General Assembly, the second General Assembly convened pursuant to Article 14, after an adjourned General Assembly, can be validly held, notwithstanding the number of present or represented Members.

- 16.4 Regular Members shall have one vote each at the General Assemblies. Members representing other Member(s) have in addition the vote of the represented Member. Associate and Honorary Members shall be entitled to propose a motion at General Assemblies.
- 16.5 Voting shall take place by show of hands unless a secret ballot is requested by one quarter of the Regular Members present or represented by proxy.
- 16.6 Unless specified otherwise in these Statutes, the General Assembly decisions must fulfil both of the following conditions:
- A vote in favour of the resolution by more than half of the votes of the Regular Members present or represented by a proxy; and
 - Total votes in favour of the resolution must represent at least half of the financial contribution to the annual budget of the Association for the running accounting year.
- 16.7 For important matters such as Statutes modifications, decisions will be taken only with a two thirds special majority vote of the Regular Members present or represented by a proxy.
- 16.8 For the Association's dissolution, the decision will be taken only with a three quarters special majority vote of the Regular Members present or represented by a proxy.
- 16.9 In the event of an equality of votes, the President shall cast the deciding vote.
- 16.10 Resolutions voted upon favourably will be binding on all Members of the Association.
- c) Powers
- 16.11 The General Assembly shall decide on all matters concerning the internal organisation of the Association, Members' financial obligations towards the Association and liabilities incurred towards third parties.
- 16.12 The General Assembly has authority to:
- Elect, remove and discharge the Executive Board as a body or by individual members thereof;
 - Approve the Association's annual accounts and budget;
 - Determine and alter the membership fee of Regular and Associate Members;
 - Approve an extraordinary financial contribution for Regular and/or Associate Members;
 - Approve the Association's Internal Rules of Procedure proposed by the Executive Board;
 - Amend the Statutes;
 - Dissolve the Association;
 - Admit and expel Members.

d) Minutes

16.13 All minutes of General Assemblies shall be kept in a register and shall be signed by the President or the Vice-President and the Secretary General.

16.14 A copy of meeting minutes shall be sent to all Members.

16.15 The Secretary General is responsible for the sending, distribution and storage of the minutes.

CHAPTER V: THE EXECUTIVE BOARD

Article 17: Composition

17.1 The Members of the Executive Board are individuals who represent Regular Members. They act bindingly on behalf of their company.

17.2 The Executive Board's composition should include in particular representatives of utilities, manufacturers, research organisations and potentially network operators.

17.3 The Executive Board is initially composed of all Regular Members. The number of Members may be adapted by the Executive Board according to the Statutes.

17.4 The Members of the Executive Board are appointed by the General Assembly for a period of two years.

- These two-year mandates are renewable without any limitation in the number of possible mandates.
- Half of the Executive Board will be renewed each year., but this shall only be the case when there are more regular members than members of the Executive Board.
- Associate and Honorary Members cannot be appointed as Member of the Executive Board.

17.5 The Executive Board shall agree among itself on the following candidates, which will be suggested to the General Assembly for approval:

- The President of the Executive Board, who will be called the "President of EASE" and who leads the Association.
- Three Vice-Presidents of the Executive Board, who will also be Vice-Presidents of the Association and who assist the President.

17.6 A Member of the Executive Board who is to be replaced shall continue to carry out his duties until a new Member has been elected and has taken over his functions.

17.7 Members of the Executive Board may resign before the end of their mandate. In this case, they shall send a resignation letter to the President who will inform the Executive Board.

Article 18: Meetings

- 18.1 One calendar month before the Executive Board meeting, the President of the Executive Board or the Secretary General shall send a convening notice to all Members. This convening notice shall precise the location, date and time and the agenda for the meeting, which can be modified until one week before the meeting. This convening notice must be communicated by mail, fax or email. The fact that a Member has not received such a notice does not mean that this Executive Board meeting cannot validly take place. It is up to the Member to provide to General Secretariat of the Association with the precise address to send such notice.
- 18.2 Each Member shall inform the General Secretariat of its intention to be present to the Executive Board meeting at least three working days before the meeting.
- 18.3 An Executive Board meeting will be validly held if half of the Members are present or represented by a proxy. Once the quorum is reached, the meeting is considered to be validly held, even if such quorum ceased to be reached any time later in the meeting.
- 18.4 If the quorum is not reached for an Executive Board meeting, the second Executive Board meeting convened pursuant to Article 18.1, after an adjourned Executive Board meeting, can be validly held, notwithstanding the number of Members present or represented by a proxy.

Article 19: Resolutions of the Executive Board

- 19.1 The Executive Board shall strive to reach its decisions by consensus. If a vote proves necessary, resolutions of the Executive Board are adopted by the simple majority of Members of the Executive Board present or represented by a proxy. In the event of a tie, the President of the Executive Board has the final vote.
- 19.2 The minutes of the Executive Board meetings shall be kept in a register and signed by the President or the Vice-President and the Secretary General.
- 19.3 A copy of the minutes of the Executive Board meetings shall be distributed to all Members of the Executive Board and accessible to all Members on the EASE Website (in the Members Only section).
- 19.4 The Secretary General is responsible for the sending, distribution and storage of the minutes.

Article 20: Competences of the Executive Board

- 20.1 The Association is led by the Executive Board which has the power to manage, as per decisions, instructions and recommendations of the General Assembly, the activities and the assets of the Association.
- 20.2 The Executive Board implements the policy and the work programme adopted by the General Assembly upon proposal of the Executive Board.
- 20.3 The Executive Board is, in particular but not limited to, responsible for:
- Preparing the annual EASE roadmap and work programme for approval by the General Assembly;
 - Setting up and dissolving specific committees and special working groups;
 - Determining requirements for the establishment of specific committees and working groups: the operational details of the functioning of these committees and working groups may be further detailed in the Internal Rules of Procedure;
 - Drafting, approving and amending the Statutes for approval by the General Assembly;
 - Hiring and dismissing of the Secretary General;
 - Proposing the agenda of the General Assembly;
 - Proposing the Internal Rules of Procedure;
 - Providing recommendations to the General Assembly on applications or exclusion for membership;
 - Inviting external persons to the Executive Board meetings;
 - Having full power of management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
 - Being in charge of the financial management, preparing of budgets, including subscriptions of commitments/loans for approval of the General Assembly;

CHAPTER VI: PRESIDENT AND VICE- PRESIDENTS**Article 21: Election**

- 21.1 The President and the Vice-Presidents are elected individually by the Executive Board for a 3 years mandate.
- 21.2 The candidate is elected in the first ballot by the absolute majority of present or represented Members.
In the situation where no candidate has obtained the absolute majority, the candidates having obtained the most votes are presented on a second ballot, which will elect the President or the Vice-President by majority of the votes.
- 21.3 The candidate must represent a Regular Member of the Association in the Executive Board.

Article 22: President's responsibilities

- 22.1 The President's responsibilities are as per the present Statutes. He represents the Association in communications with third parties. He acts on behalf of the Association. The internal rules of procedure may defined these responsibilities more precisely.
- 22.2 The President oversees the implementation of the General Assembly's and the Executive Board's decisions.
- 22.3 He countersigns, with the Treasurer, expenditures that were not budgeted in the general budget, if these expenditures have not already been decided by the Executive Board.
- 22.4 The President strives to increase the Association's visibility and impact.
- 22.5 The President has the right to partially delegate these powers to a Vice- President or to any other member of the Executive Board.

Article 23: Vice- Presidents' responsibilities

- 23.1 The Vice- Presidents help the President to accomplish his role as described in these Statutes.
- 23.2 The Vice- Presidents may chair committees or working groups dealing with common interest topics for the Members.

CHAPTER VII: TREASURER AND AUDITOR

Article 24: Treasurer

- 24.1 The Executive Board may elect a Treasurer in the same manner as pursuant to Article 21 for a three years mandate.
The Treasurer must belong to a Regular Member Company.
- 24.2 The Treasurer shall oversee the preparation of the Association's yearly budget and proposes yearly financial contributions if necessary.
- 24.3 He revises the Association's accounts as he judges suitable.
- 24.4 He countersigns, with the President of the Executive Board, expenditures that were not budgeted in the general budget, if these expenditures have not already been decided by the Executive Board.

Article 25: Auditor

- 25.1 The Executive Board has the power to appoint and dismiss an Auditor. This Auditor must either come from a Regular Member of the Association or be a Member of the *Institut des Réviseurs d'Entreprises* (Auditor Institute).
- 25.2 The Auditor provides his Auditing Report to the Executive Board.
- 25.3 Within 3 months following the end of the financial year, the Association's accounts must be examined by the Auditor, who reports yearly to the General Assembly Members.

CHAPTER VIII: GENERAL SECRETARIAT**Article 26: Appointment of the Secretary General**

- 26.1 The Association's Secretary General is a neutral person appointed by the Executive Board for a three years period. The Secretary General's initial mandate is concluded until end of 2012.
- 26.2 The Secretary General is not a Member of the Executive Board.
- 26.3 The Secretary General is remunerated for the function. Furthermore, he is entitled to claim the reimbursement of his expenses incurred when fulfilling the function.
- 26.4 Immediately following his designation and appointment a contract shall be concluded between the Secretary General and the Association represented by the President of the Executive Board in accordance with the valid Belgian legislation.

Article 27: Role and organisation of the General Secretariat

- 27.1 The General Secretariat is composed of the Secretary General and of the necessary staff to fulfil the tasks attributed to the General Secretariat.
- 27.2 The Secretary General is responsible for the day-to-day management of the Association under the control the Executive Board.
- 27.3 The Secretary General has the following responsibilities:
- Maintaining the Association's internal and external relations;
 - Hiring Secretariat staff and consultants;
 - Managing the Association's day-to-day operations;
 - Maintaining the Association's accounts;
 - Collecting the yearly financial contribution and invoices;
 - Preparing the yearly accounts in cooperation with the Treasurer.

These responsibilities may be further defined by the Internal Rules of Procedure or by the Executive Board.

- 27.4 The Secretary General or a member of the General Secretariat has the right to attend in every meeting of the Association.

CHAPTER IX: REPRESENTATION OF THE ASSOCIATION

Article 28: Representation

- 28.1 The Association will be validly represented by its President or one of its Vice-Presidents in Court and in all its deeds, including those for which the intervention of a public officer or a notary public is required.
- 28.2 The Association is validly represented towards third parties by its Executive Board or the Secretary General. The Executive Board may delegate powers to representatives for all matters that fall in its areas of competence.

Article 29: Signing authorities

- 29.1 Any commitment, contract, investment, bank transfer or payment or any other obligation of the Association that was not foreseen in the budget established by the Association will require the joint signature of the President and of the Secretary General.
- 29.2 Any other commitment, contract, investment, bank transfer or payment or any other obligation of the Association that was in the budget established by the Executive Board or the Treasurer or the President will require the Secretary General's signature.

Article 30: Annual accounts

- 30.1 The fiscal year will start on the 1st January and will end on the 31st December of each year.
- 30.2 The Executive Board shall submit to the General Assembly the annual accounts with the balance sheet of the previous financial year together with all necessary explanations and the budget of the following fiscal year. The balance of accounts of the previous year must be approved by the Members of the Executive Board.
- 30.3 The General Assembly may decide to establish a reserve fund.
- 30.4 The annual accounts and the budgets approved by the General Assembly shall be kept at the disposal of the Members at the registered office of the Association.

- 30.5 Any profit that might result from the activities of the Association will be used exclusively for the purpose of the objectives of the Association and it must never be distributed to the Members.

CHAPTER X: OTHER CLAUSES

Article 31: Dissolution – liquidation

- 31.1 Except in the event of a judicial liquidation, the Association can only be dissolved by resolution of the General Assembly based on the Article 16.
A resolution must be passed at the same time on the distribution of the assets of the Association.
- 31.2 In the event of voluntary or judicial dissolution the General Assembly shall appoint a Liquidator by a vote at simple majority of the votes cast. If the General Assembly convened to decide on this appointment fails to decide, the President will appoint the Liquidator.
- 31.3 The liquidator shall realise the assets of the Association and settle any debts. Any remaining assets will be transferred to a similar not-for-profit organisation pursuing the same goals and a similar social object as the Association
- 31.4 In the event of dissolution of the Association the Members will be liable only within the limits set by law and they will not be entitled to claim for any parts of the remaining assets except for the reimbursement of their membership fee for that year corresponding to the period comprised between the date of the dissolution and the 31st December in that year. This distribution will be made within the limits of the remaining assets. However in the resolution concerning the decision to dissolve the Association, the General Assembly may decide to allocate any exceeding part of the assets coming from the contributions to another purpose.
- 31.5 After the dissolution the Association continues to exist for any necessary period until the liquidation of its assets. During the whole liquidation procedure the provisions of these Statutes remain in force.
- 31.6 After the dissolution, all acts, invoices, announcements, publications and other documents issued in the name of the Association must immediately be preceded, or followed by the following mention: “A.i.s.b.l. association under liquidation”.
- 31.7 The Association ceases to exist from the moment when its assets as known to it and to the liquidator no longer exist.
- 31.8 Archives, documents and other records of the dissolved association must be kept during the whole duration of the process of liquidation. These are kept by the person designated by the liquidator to this end.

Article 32: Internal Rules of Procedure

- 32.1 The Executive Board may adopt Internal Rules of Procedure.
- 32.2 Such Internal Rules of Procedure shall complete the Statutes, without however, in any way, infringing their stipulations.

Article 33: Language

- 33.1 The official working language of the Association is English.
- 33.2 The French version of these Statutes is the official version.

Article 34: Litigation

- 34.1 All disputes between Members arising out of or in relation with these Statutes shall be finally settled under the Rules of Arbitration of the Belgian Centre for Arbitration and Mediation (CEPANI) by one or more arbitrators appointed in accordance with those Rules.
- 34.2 The Members expressly certify having taken knowledge of the Rules of Arbitration of the Belgian Centre for Arbitration and Mediation (CEPANI).
- 34.3 The seat of the arbitration shall be Brussels and the arbitration shall be conducted in English. All disputes shall be governed by Belgian law.
- 34.4 The Members explicitly exclude any request for nullifying the arbitral award.