

ARTICLES OF ASSOCIATION

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ERRIN European Regions
Research and
Innovation Network

Document revision history

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| 11 June 2019 | 3 | Revision to align the Articles of Association with the ERRIN strategy. Approved by the spring Annual General Meeting. |
| 10 December 2020 | 4 | Revision to update the Management Board elections cycle. Approved by the autumn Annual General Meeting. |
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Chapter I

Name, registered office, purpose, and duration

Article 1 Name

1.1

A Non-profit Association is hereby incorporated under the laws of Belgium. Its name is “EUROPEAN REGIONS RESEARCH AND INNOVATION NETWORK”, abbreviated as “ERRIN”, hereinafter referred to as the “Association”. Both the full name and the abbreviated name can be used interchangeably.

1.2

All deeds, invoices, announcements, publications, letters, order notes, websites and other documents, in electronic or other form, emanating from the Association, must contain:

- the name of the Association, the legal form, in full or in abbreviated form;
- a precise indication of the Association's registered office;
- if applicable, the Association's e-mail address and website.

Any person who intervenes on behalf of the Association in a document referred to above in which one of these mentions is not included may be declared personally liable for all or part of the commitments made therein.

Article 2 Registered office

2.1

The registered office of the Association is located in the Brussels Capital Region. The registered office may be transferred to any other location within the Brussels Region by a decision taken by the Management Board. Any change in the location of the registered office will be published in the Belgian Official Journal in the same month.

Article 3 Purpose and objectives

3.1

The Association is a non-profit organisation. The Association’s purpose is to establish a network for cooperation between Brussels-based representative offices of regional and local administrations, universities, public and private bodies with a regional mandate, which are involved in research and innovation.

3.2

The Association’s objectives are to:

- **Bring a place-based perspective**
ERRIN brings a bottom-up place-based perspective to the European research and innovation policy and funding programmes. Through its member-driven working groups, ERRIN strengthens EU policy development via the promotion of a regional innovation ecosystems approach and Smart Specialisation.

- **Make connections and facilitate EU engagement**
ERRIN builds close and informal relationships between member regions, EU institutions, and other partners and works as a bridge between them. ERRIN facilitates access to people, knowledge, and ideas as well as encourages members to pool resources to more effectively respond to these opportunities.
- **Increase project opportunities for members**
ERRIN supports regional collaboration and project development by providing networking opportunities for members to share project ideas, best practices, and personal contacts. We develop and participate in projects that further members' and the wider network's interests.
- **Position regional interests in the research and innovation landscape**
ERRIN supports EU policy development through the promotion of regional experience and expertise. We create platforms and participate in events to share members' knowledge, further ERRIN's reputation, and enhance the understanding of regional perspectives. This activity is essential to the successful delivery of the other objectives mentioned above.

3.3

To further these objectives, the Association may also carry out all types of operations and conduct all types of activities, both in Belgium and abroad, which directly or indirectly benefit or promote its purpose and its objectives.

These activities can include, for example:

- to own, administer, sell, acquire free of charge or against payment, any movable or immovable property;
- to establish other organisations;
- to conclude contracts, whether free of charge or against payment;
- to receive subsidies, donations and legacies;
- to occupy immovable property, either rented or owned, necessary for the realisation of its objectives;
- to carry out complementary activities which support its main purpose.

The establishment of other organisations will be subject to discussion and approval by the General Meeting.

Article 4 Duration

4.1

The Association is established for an indefinite period.

It may also be dissolved at any time in the form and under the conditions required for amendments to the Articles of Association. The General Meeting may only validly deliberate on the dissolution of the Association or the amendment of the Articles of Association in accordance with the provisions of the Belgian Code for Companies and Associations.

Chapter II

Members

Article 5 Membership typology

5.1

The Association is made up of full members and associate members. The number of full members is unlimited, with a minimum of three. Without contravening the Belgian Code for Companies and Associations, the rights and obligations of the different categories of members will be determined by the current Articles of Association.

Article 6 Eligibility

6.1

Full membership of the Association is open to Brussels-based representative offices of regional and local administrations, as well as academic institutions (universities, research centres, institutes, etc.), public and private bodies with a regional mandate, that are involved in research and innovation and that fulfil the eligibility criteria below.

To be eligible for membership, any organisation must:

- Agree with and contribute to the purpose of the Association as described in article 3.2 of these Articles of Association;
- Have legal personality or be a physical person;
- Have stable and sufficient sources of funding to maintain their activities throughout the year(s) of membership and the professional competencies required to engage in network activities;
- Honestly declare to not sell on information obtained from the Association; and
- Pay an annual membership fee.

6.2

Associate membership of the Association is open to the type of organisations listed above (article 6.1) but also to networks, trade associations, academic institutions, businesses or non-governmental organisations that fulfil the above-listed eligibility criteria but have no representative office in Brussels.

Article 7 Membership fee and income of the Association

7.1

Full members and associate members of the Association are required to pay an annual membership fee. A member who has not paid its membership fee will automatically have their membership services suspended.

7.2

The amount of the membership fee will be proposed by the Management Board and formally approved by the autumn General Meeting.

7.3

The annual membership fee will be subject to an annual indexation corresponding to the Belgian annual inflation rate. This can be waived by a decision of the Management Board.

7.4

Members joining ERRIN during the fiscal year pay a pro-rata fee.

7.5

The maximum annual membership fee for standard membership services will be fixed at €10.000.

7.6

Any request for the affiliation of a new member must be made by submitting a membership form to the Secretariat. The prospective member must declare the acceptance of the Articles of Association, the regulations to which the Association adheres and the Internal Rules. The Management Board of the Association delegates the Secretariat to approve the applications based on the criteria set forth in Article 6.1.

7.7

The income of the Association can consist of:

1. The membership fees as determined by the Management Board and formally approved by the General Meeting;
2. EU funding: projects and tenders;
3. Miscellaneous income from the activities of the Association as well as from the returns on the Association's assets.

Article 8 Resignations and exclusions

8.1

Membership of the Association continues from year to year unless the member gives written notice of their intention to withdraw from the Association. Written notice of the intention to withdraw is required three months before the end of the fiscal year, i.e. before the end of September. Written notice must be received by the Secretariat. The resignation shall come into force at the end of the fiscal year in which the resignation has been made. The resigning member will remain liable for its financial obligations vis-à-vis the Association until the end of the fiscal year.

8.2

Any member may be excluded from the Association upon decision by the General Meeting by a majority of two-thirds of the members present or represented for the following reasons:

- Not abiding by the Articles of Association;
- Not abiding by the decisions of the General Meeting or the Management Board;
- Not fulfilling the conditions for membership; and/or
- Acting contrary to the interest and the values of the Association, thereby likely to damage the Association's objectives or reputation.

The Management Board may, until formal decision of the General Meeting, suspend any member.

8.3

Membership automatically ends in the case of bankruptcy or liquidation. The member will remain liable for its financial obligations vis-à-vis the Association until the end of the fiscal year during which any of these events occur.

8.4

The Management Board may readmit a member deemed to have resigned on condition that it meets all its outstanding financial obligations.

8.5

The member will be informed by registered mail of the intention to expel it and the grounds on which the proposed expulsion is based. The member has the right to notify its remarks in writing to the Chair within fifteen calendar days subsequent to the receipt of the letter. Upon its prior written request, the member involved shall be heard by the General Meeting.

Resigned or expelled members, as well as their successors and assigns, shall have no rights over the assets of the Association.

Article 9 Register of members

9.1

The Association keeps a register of members, under the responsibility of the Secretariat. This register shall contain the name, legal form, address of the registered office and its company number, as well as the full contact details of the members, including their e-mail address if applicable.

9.2

All members may consult the register of members at the registered office of the Association upon a simple written and reasoned request addressed to the Secretariat of the Association, but without moving the register. The Association complies with the rules arising from the legislation on the respect of privacy.

Article 10 Liability of members

10.1

Individual members are in no way responsible for the obligations of the Association. Members will not be personally liable for the obligations of the Association. Their liability is limited to the payment of their membership fees.

10.2

Members of the Management Board, and persons entrusted with the daily management of the Association will not be personally liable for the obligations of the Association. Their liability is limited to the proper

performance of their function. The liability of the members of the Management Board may only be incurred within the limits of articles 2:56 to 2:58 of the Belgian Code for Companies and Associations.

Chapter III

Bodies of the Association

Article 11 General Meeting – composition

11.1

The General Meeting is made up of all members of the Association and is chaired by the Chair and/or the Vice-Chairs of the Management Board.

11.2

A member may be represented by another member at the General Meeting. Each member may represent up to two other members at any one time. Proof of proxy sent to the registered office of the Association at least two weeks before the Annual General Meeting may be made by means of an email.

11.3

All members that have paid their annual membership fee have one vote at the General Meeting.

Article 12 Powers of the General Meeting

12.1

The General Meeting holds the final decision-making power of the Association. Its decisions are binding for all members of the Association. It is endowed with all powers which are mentioned in the present Articles of Association or expressly granted to it by the Belgian Code for Companies and Associations.

12.2

In particular, the following powers are reserved to the General Meeting:

- the amendment of the Articles of Association;
- the appointment and dismissal of Management Board Members;
- the appointment and dismissal of the auditor;
- the discharge to be granted to Management Board Members and, where applicable, to the auditor;
- the approval of the budget and the annual accounts;
- the dissolution of the Association;
- the exclusion of members;
- the resolution of (situations of) conflicts of interest within the Management Board;
- all other cases where required by law and the Articles of Association.

Article 13 Convening the General Meeting

13.1

The Management Board shall convene the General Meeting in the cases provided for by law or the Articles of Association or when at least one-fifth of the members so request.

The Annual General Meeting will convene within six months after the closure of the previous fiscal year to allow approval of the annual audited accounts.

A second General Meeting – called the “autumn General Meeting” will be convened in the second half of the fiscal year in order to present the annual report and the work programme for the Association, and to approve the draft budget for the following year and the nominations of new members of the Management Board.

13.2

An Extraordinary General Meeting may be convened at any time by decision of the Management Board, or by request by one-fifth of the members of the Annual General Meeting when the aim or interest of the Association so demands. Notification will be made by means of a simple letter, signed by the Chair of the Management Board or two of the members of the Management Board, and sent out at least one month before the General Meeting is due to take place. Notifications should mention the date, place, time, and agenda of the General Meeting. All proposals signed by at least one-twentieth of the members will be put on the agenda.

Article 14 Procedures of decision-making

14.1

Unless otherwise provided for in the Articles of Association or Belgian law, decisions of the General Meeting shall be made with a simple majority of the votes cast. Abstentions shall not be taken into account, and blank and mutilated votes will not be counted. In case of a tied vote, the Chair will have the casting vote.

14.2

Decisions can also be made by virtual meetings in accordance with the conditions set out in Article 9:16/1 of the Belgian Code for Companies and Associations. The decision is deemed to take place at the registered office of the Association and will come into force on the date of the virtual meeting.

14.3

The General Meeting may only validly deliberate or take a decision on amendments to the Articles of Association, the voluntary dissolution of the Association and the exclusion of a member when their purpose is explicitly mentioned in the letter of convocation and when two-thirds of the members are present or represented at the meeting.

If two-thirds of the members are not present or represented at the first meeting, the Management Board shall convene a second meeting, which shall be held no earlier than the fifteenth day following the date of the first General Meeting, the same decision-making procedures prevailing, this meeting being able to deliberate regardless of the number of members present.

Decisions shall be deemed adopted when they are approved by two-thirds of the members present. Abstentions and invalid votes shall not be taken into account.

14.4

An amendment relating to the objective or disinterested purpose of the Association may only be adopted by a four-fifths majority of the votes of the members present or represented, without taking into account abstentions in the numerator or denominator.

Article 15 Minutes and consultation

15.1

Minutes will be taken at each General Meeting and will be signed by the Chair of the General Meeting. An accessible archive of the minutes will be made available.

15.2

Any amendment to the Articles of Association must be published in the Appendices to the Belgian Official Gazette within one month of the decision to amend them. The same applies to decisions on the appointment, resignation(s) or removal(s) of Member(s) of the Management Board and those of the court concerning the dissolution of the Association, the conditions of liquidation and the appointment of liquidators.

Article 16 Management Board

16.1

The Association will be run by a Management Board, made up of Full members of the Association. Their number will not exceed 15 members and consist of a minimum of 3 members¹.

16.2

The Management Board shall meet a minimum of four times a year. Meetings of the Management Board shall be called by the Chair, by any two members of the Management Board or by the Director of the Association. The notice indicates the place, date, time, and agenda of the meeting and is sent by email or any other written format at least eight calendar days prior to the date of the meeting. The working documents will be attached to the notice.

16.3

The Management Board shall be vested with the power to undertake any act necessary or useful to achieve the purpose and objectives of the Association, except for those powers that the Belgian Code for Companies and Associations reserves to the General Meeting.

16.4

¹ A minimum of two (2) members in case the total number of members is three (3)

In accordance with Article 2:59 of the Belgian Code for Companies and Associations, the Management Board is authorised to adopt Internal rules. Such Internal rules may not contain provisions:

1. contrary to mandatory legal provisions or the Articles of Association;
2. relating to matters for which this code requires a provision in the Articles of Association;
3. relating to the rights of the members, the powers of the organs or the organisation and functioning of the General Meeting.

The Internal rules and any amendments thereto shall be communicated to the members in accordance with Article 2:32 of the Belgian Code for Companies and Associations (or made available on the website of the legal entity).

16.5

Annually, the Management Board shall report to the General Meeting and shall request the discharge of its members for the exercise of their mandate.

16.6

Members of the Management Board will exercise their duties free of charge.

16.7

Members of the Management Board are elected by the members of the Association and are approved during the autumn General Meeting. Management Board Members are elected for a period of three years, which can be renewed for a further three years. The Management Board Members should notify the ERRIN Director/the Chair of their willingness to continue for a second three-year mandate in the Management Board before the yearly election process is launched. Board Members may stand for election at the end of their two periods of three years when elections are not taking place due to a lack of candidates for the Board.

16.8

The Management Board will be led by a Chair and two Vice-Chairs, elected by their peers on the Management Board at the first Management Board meeting following the autumn Annual General Meeting.

16.9

All members of the Management Board will be free to resign from their duties by sending notice to the Chair, or, if the Chair resigns, by sending notice to the Vice-Chairs. If all members of the Management Board wish to resign, such resignation shall occur by sending notice to all members of the Association. The members of the Management Board can be dismissed by the General Meeting.

16.10

Upon decision of the Management Board and under its responsibility, Working Groups may be formed to tackle specific areas of activities of the Association. The Working Groups will have an advisory role to the Management Board. The composition and rules of procedure of the Working Groups are described in the Internal Rules.

Article 17 Management Board - Vacancy before term

17.1

In the event that a vacancy occurs in the middle of a term, the seat remains vacant until the following elections or an interim replacement is proposed from the same member's office if the vacancy is due to a staff change.

17.2

The term of office of the replacing member shall expire at the same time as the term of the replaced member.

Article 18 Meetings of the Management Board

18.1

A meeting of the Management Board will only be considered valid if a majority of members of the Management Board are present. A member of the Management Board may be replaced by another member of the Management Board, but a member of the Management Board may not act as a proxy for more than one person at a time. Proof of proxy may be shown by means of an email or other written communication.

18.2

The Management Board may only deliberate on the matters set out in the agenda, unless all members are present and decide unanimously to discuss other matters.

18.3

Decisions will be made by a simple majority of votes put forward by the members of the Management Board present or represented. Each member will have one single vote. Abstentions shall not be taken into account, and blank and irregular votes will not be counted in the votes cast. In the case of an even vote, the Chair shall have the casting vote.

18.4

Decisions may also be made via email, conference call, or videoconference. Decisions made by email, conference call, or videoconference are deemed to take place at the registered office of the Association. Decisions made via email, conference call or videoconference are deemed to come into force on the date mentioned in the email or the date of the meeting.

18.5

The decisions of the Management Board may be taken by unanimous decision of its members, expressed in writing, except for decisions for which the Articles of Association exclude this possibility.

18.6

Minutes will be taken by the Secretariat at each Management Board meeting and will be formally approved at the next meeting. All members will have the right to consult these minutes and the decisions made at the registered office of the Association upon request. Any extracts to be produced, as well as any other acts, may validly be signed by the Chair, the Vice-Chairs or any other two members of the Management Board, or by the Director of the Association.

Article 19 Elections of the Management Board

19.1

There will be a maximum of two members per country elected to the Management Board. In exceptional cases, two different members from the same region may hold independent memberships in the Association. In that case, the same region may not be represented in the Management Board by two members at the same time.

19.2

Membership of the Management Board is open to full members of the Association. Members are elected to the Management Board during the autumn General Meeting for a three-year period. A maximum of five seats come up for election every year.

19.3

Candidates for the Management Board should be Brussels-based, have experience in research and innovation, and have decision-making power in their organisation/office.

19.4

The vote on the election to the Management Board will take place by secret ballot. The vote can take place electronically (i.e. via webform, e-mail or similar) or physically. Members unable to vote physically can send an e-mail to the ERRIN Secretariat with a signed attachment from the member giving the votes for the Management Board on the day of the ballot at the latest.

19.5

The Management Board is elected with at least 50 per cent of the members + 1 member voting. If this minimum is not reached, there will be a second round without a quorum. Without prejudice to the other articles of these Articles of Association, the member(s) who receive the highest number of votes will be elected to the Management Board until the available seats on the Management Board have been filled.

19.6

In case of a tie in the number of votes received by two or more members, the Management Board determines a way of resolving the issue of the tie.

Article 20 Elections of the Chair, Vice-Chairs and Treasurer

20.1

The first Management Board meeting following the autumn General Meeting will elect a Chair and two Vice-Chairs amongst the members of the Management Board. The postholders will serve for two years. The Chair and Vice-Chairs may serve for a maximum of four years in one role.

20.2

The Chair and the Vice-Chairs are always elected from among the members of the Management Board.

20.3

The Management Board will elect from among its members a Treasurer at the first Management Board meeting following the autumn General Meeting. The Treasurer will serve for two years.

20.4

The Management Board may, if deemed necessary, co-opt ERRIN members for Management Board posts as required.

Article 21 Management of the Association

21.1

In line with Belgian law and the present Articles of Association, the Management Board holds the overall responsibility for the administration and management of the Association; it manages the current affairs of the Association and represents it in all legal and extra-legal matters.

21.2

Unless otherwise specified in the minutes of a Management Board meeting, the authorised signatories for the Association are the Director, the Chair, or the Vice-Chairs.

21.3

The Management Board can, within the powers reserved to it, delegate its powers to one or more persons who shall each act individually, jointly or collegially. The Management Board may delegate the daily management of the Association to the Director.

Daily management includes both acts and decisions that do not exceed the needs of the daily life of the Association and acts and decisions that, either because of the minor interest they represent or because of their urgency, do not justify the intervention of the Management Board.

21.4

The Director must be convened to and has the right to attend all meetings of the Management Board and the Annual General Meetings. They may voice an opinion but have no voting rights.

Only the Management Board is authorised to revoke the delegation of daily management and to determine the conditions under which the delegation can be terminated.

21.5

Without prejudice to formalities imposed by the labour law then in force, the Management Board may dismiss the Director and the Director may resign by sending notice of their intention to do so to the Chair of the Management Board.

The appointment, resignation, and dismissal of the Director must be published and organised in accordance with the provisions of the Belgian Code for Companies and Associations.

21.6

The Director may delegate a part of their powers for particular or specific purposes to a third party under their responsibility. The third parties delegated by the Director constitute, together with the Director, the ERRIN

Secretariat. The Secretariat is composed of all employees and trainees of the ERRIN Association. All functions in the Secretariat are remunerated.

The key roles appointed within the Secretariat are outlined in the internal rules.

Article 22 Conflict of interests

22.1

Before the Management Board takes a decision or undertakes an operation whatsoever in which any of its members may have a personal interest, either direct or indirect, that member of the Management Board is held to declare the interest.

22.2

Their declaration, together with the reasons justifying the opposing interest which exists on the part of the member concerned, must be included in the minutes of the Management Board which must take this decision.

The member concerned may not take part in the deliberations of the Management Board concerning such decisions or transactions, nor may they take part in the vote on this point.

If the majority of the members present or represented have a conflict of interest, the decision or transaction shall be submitted to the General Meeting. If the General Meeting approves the decision or transaction, the Management Board may implement it.

22.3

This Article shall not apply where the decisions of the Management Board relate to usual-transactions concluded under normal market conditions and guarantees for transactions of the same nature.

Chapter IV Representation of the Association

Article 23 Representation of ERRIN

23.1

The Association shall be validly represented with respect to all acts, including court proceedings, by the joint signature of the Chair, the Vice Chairs or two Management Board Members, who shall not be obliged to offer proof to third parties of a prior decision of the Management Board.

23.2

The Director shall individually represent the Association with respect to all acts of daily management and in court proceedings within the limits of the daily management and shall not be obliged to offer proof to third parties of a prior decision of the Management Board.

23.3

The Association is also validly represented by an attorney-in-fact, within the limits of their power-of-attorney.

Chapter V

Fiscal Year and Accounts

Article 24 Fiscal year and accounts

24.1

The fiscal year of the Association will start on 1 January and end on 31 December of the same year.

24.2

The Management Board will present the accounts of the fiscal year ended to the Annual General Meeting, which will approve these accounts within six months of the ending of the fiscal year reported on.

24.3

The Management Board will prepare the overall budget for the coming fiscal year and will present this to the Annual General Meeting for approval.

24.4

The Management Board will prepare the Work Programme of the Association and present this to the autumn Annual General Meeting for approval.

24.5

The accounts and budget will be kept in accordance with the Belgian Accounting laws and rules and may be seen by members at the seat of the Association from the tenth day preceding the Annual General Meeting.

24.6

After the approval of the annual accounts, the Annual General Meeting shall take a special vote on the discharge from liability of the members of the Management Board and, as the case may be, the auditors.

Article 25 Dissolution and liquidation

25.1

Except in the event of judicial dissolution, only the General Meeting may pronounce the dissolution of the Association in accordance with the provisions of Book 2, Title 8, Chapter 2 of the Belgian Code for Companies and Associations.

In the event of dissolution of the Association, in accordance with the law, the liquidation operations shall be assumed by a liquidator appointed by the General Meeting. The General Meeting shall determine the destination of the Association's assets by assigning them as closely as possible to the corporate purpose.

In all cases of voluntary or judicial dissolution, after the settlement of debts, the net assets will be allocated to a disinterested purpose decided by the General Meeting.

Chapter VI

Miscellaneous

Article 26 Miscellaneous provisions

26.1

All matters not explicitly provided for in these Articles of Association are governed by the Belgian Code for Companies and Associations as adopted by the law of 23 March 2019 and all subsequent amendments, the Royal Decree of 29 April 2019 and, as far as bookkeeping is concerned, by Book III, Title 3, Chapter 2 of the Code of Economic Law.

26.2

These Articles of Association shall be written in the French and English languages. The French version will be officially registered and shall take precedence.

26.3

English shall be the working language of the Association.

26.4

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