

# **Articles of Association**

## **HEADING I: Legal form - Name - Registered office - Object - Duration**

### **Article 1: Name and form**

The association takes the form of a non-profit association. It was established by a notarial deed dated 12 March 1999.

The name of the association is the 'European Emergency Number Association', abbreviated to EENA. The full and abbreviated names may be used together or separately.

### **Article 2. Registered office**

The registered office is located in the Brussels-Capital region.

### **Article 3. Non-profit purpose and object**

The non-profit purpose of the association is to:

- Improve emergency response and public safety, mainly in Europe, and in particular the efficiency and reliability:
  - o of the emergency and rescue services, which can be contacted directly or indirectly via the European emergency number 112;
  - o of the means of alerting the population to natural disasters, terrorist attacks, health crises or any other situation.

In order to achieve this non-profit purpose, the association has as its object the following activities, both in Belgium and abroad, on its own account or on behalf of its members:

- Production, gathering and sharing of expertise via:
  - o The preparation and publication of technical documents, scientific articles, articles for the general public, position papers, reports, etc.;
  - o The organisation of physical and virtual events: conferences, workshops, seminars, exhibitions, webinars, etc.;
- Contribution to the development of standards related to the purpose of the association within standardisation organisations;
- Quality certification of emergency response and public safety players;
- Contribution to the improvement of legislation related, directly or indirectly, to emergency response and public safety;
- Development of a community bringing together European and international representatives from several sectors, such as: emergency and rescue services; other public institutions; non-governmental organisations; academic and research institutions; the private sector; and all other stakeholders and decision-makers whose activities contribute to improving emergency response and public safety;
- Promotion of the European emergency number 112;
- Participation in projects contributing directly or indirectly to the purpose of the association;

It shall, in general, have full legal capacity to carry out all acts and operations which are directly or indirectly related to its non-profit purpose or which would be likely to facilitate, directly or indirectly, wholly or partially, the achievement of this purpose.

It may take an interest by way of association, contribution, merger, financial intervention or otherwise in any company, association or enterprise whose object is identical, similar or related to its own or likely to promote the activities and objectives described above.

It may act as director or liquidator in other associations.

It may act as guarantor or provide security for legal entities whose object is identical, similar or related to its own or which may promote the activities and objectives described above, in the broadest sense.

#### **Article 4. Duration**

The association is established for an unlimited period of time.

### **HEADING II: Members**

#### **Section I: Admission**

##### **Article 5. Members**

§1. The association is composed of Full Members.

The number of Full Members may not be less than four and may not exceed 12.

§2. The Full Members are:

- the current Full Members, at the time of publication of these Articles of Association.
- persons admitted as Full Members in accordance with Article 6 of these Articles of Association.

Only natural persons are eligible to be admitted as Full Members. Any Full Member may give another Full Member a written proxy to represent them at the General Assembly and vote in their place. Each Full Member may only participate in the General Assembly with one such proxy.

Employees of the Association may not be admitted as Full Members.

##### **Article 6. Admission procedure**

To be admitted as a Full Member, the person who meets the conditions stipulated in the previous article must obtain the approval of the General Assembly.

To this end, the candidate must send a substantiated application to the Board of Directors, by registered letter or by e-mail to the association's e-mail address, stating their surname, first names, and address, as well as, if applicable, the identity of the Full Right Member(s) who presented them.

The applications are put on the agenda of the first General Assembly that follows.

Within eight days of the General Assembly taking place and reaching a decision, the

Board of Directors shall notify the applicant by registered letter or e-mail of the outcome of their application.

The General Assembly may refuse the application, giving reasons for its decision. No appeal may be lodged if the approval is refused.

## **Section II: Resignation and exclusion**

### **Article 7. Resignation**

§1. Each Full Member of the association is free to resign at any time.

The Board of Directors must be informed of this resignation by registered letter sent to the association's registered office or by e-mail to the association's e-mail address.

§2. A Full Member who no longer meets the requirements stipulated in Article 5 of these Articles of Association for becoming a Full Member shall, at that time, be deemed to have resigned by operation of law.

In the event of the death, bankruptcy, insolvency, liquidation or prohibition of a Full Member, the latter shall be deemed to have resigned by operation of law on that date.

A Full Member who fails to pay their subscriptions shall be deemed to have resigned.

§3. A resigning Full Member may not claim the association's assets and may not claim a refund of the dues already paid.

### **Article 8. Exclusion**

§1. The association may, on the proposal of the Board of Directors or of a Full Member, exclude a Full Member without the need to give reasons for this decision.

§2. Only the General Assembly has the authority to rule on the exclusion of a Full Member. The exclusion must be indicated in the notice convening the meeting.

The Full Member whose exclusion is requested must be heard at the General Assembly.

The exclusion of a Full Member may only be ruled by the General Assembly in compliance with the quorum and majority conditions required for amendment of the Articles of Association.

§3. The Board of Directors shall inform the Full Member concerned of the decision of exclusion within fifteen days by e-mail to the e-mail address they provided to the association. If the member has chosen to communicate with the association by mail, they are informed of the decision by registered letter.

§4. An excluded Full Member may not claim the association's assets and may not claim a refund of the dues already paid.

### **Article 9. Dues**

The General Assembly shall determine the amount of the annual dues to be paid by Full Members; it may decide that membership shall be free of charge. These dues may not exceed 500 euros.

## **HEADING V. ADMINISTRATION - CONTROL**

### **Article 10. Composition of the Board of Directors**

The association shall be administered by a board comprising at least three and at most seven members.

Directors are appointed by the General Assembly for a maximum of four years.

The General Assembly may terminate the term of office of each director at any time, with immediate effect and without the need to give reasons for this decision.

Outgoing directors are eligible for re-election twice. After serving two consecutive four-year terms, directors cannot be re-elected for a period of four years.

The term of office of outgoing directors who are not re-elected shall end immediately after the General Assembly proceeding re-election.

Any member of the Board of Directors may resign by simple notification of the Board of Directors. They may themselves do whatever is necessary to make the end of their term of office binding on third parties.

Directors shall continue to exercise their duties after their resignation until they have been replaced, following a reasonable period of time.

In accordance with the provisions of the Belgian Code of Companies and Associations, the remaining directors have the right to co-opt a new director in the event of a vacancy occurring before the end of the director's term of office.

The first General Assembly that follows must confirm the term of office of the co-opted director. In the event of confirmation, the co-opted director shall terminate their predecessor's term of office, unless the General Assembly decides otherwise. If there is no confirmation, the term of office of the co-opted director shall end at the end of the General Assembly, without prejudice to the due composition of the administrative body until that time.

### **Article 11. Chair of the Board of Directors**

The Board of Directors is chaired by a Chairperson, elected by the members of the Board of Directors.

The Board may also appoint Deputy Chairpersons, Treasurers and/or Secretaries.

If the Chairperson is unable to attend, they shall be replaced by a Deputy Chairperson or, if there is no Deputy Chairperson, by another director designated by their colleagues.

### **Article 12. Convening of the Board of Directors**

The Board of Directors shall meet when convened by the Chairperson or, if the Chairperson is unable to attend, by two Deputy Chairpersons, a Deputy Chairperson or Secretary or, if there is no Deputy Chairperson and Secretary or if they are unable to attend, by another director designated by their colleagues.

The meeting shall be held at the place indicated in the notice convening the meeting and, failing such indication, at the registered office of the association. The meeting may take place remotely via telecommunication.

### **Article 13. Deliberations of the Board of Directors**

The Board of Directors may only deliberate and rule validly if at least half of its members are present or represented. If this condition is not met, the Board of Directors shall be postponed for 24 hours, and the new Board will deliberate and rule validly, regardless of the number of members present or represented.

The decisions of the Board of Directors shall be taken by majority vote.

Decisions by the Board of Directors may be reached by the unanimous consent, expressed in writing, of all directors. However, any decision relating to the designation/revocation of the person entrusted with day-to-day management shall be excluded from this procedure.

In the event of a tie, the chairperson of the meeting shall have a casting vote. However, if the association has only two directors, the chairperson shall not have a deciding vote until the Board of Directors again comprises at least three members.

### **Article 14. Minutes of the Board of Directors**

The decisions of the Board of Directors are recorded in minutes signed by the Chairperson of the meeting and the directors who wish to do so.

These minutes shall be recorded in a special register.

All copies of and extracts from the minutes shall be signed by one or more members of the Board of Directors having the power of representation in accordance with Article 15, §2 of these Articles of Association.

### **Article 15. Powers of the Board of Directors**

§1. The Board of Directors shall have the power to perform all acts necessary or useful for achieving the object and purpose of the association, with the exception of those which the law or these Articles of Association reserve for the General Assembly.

§2. Without prejudice to the general power of representation of the Board of Directors as a college, the association is validly bound, in and out of court, by all acts which are signed by two directors acting jointly.

They must not present proof of their powers to third parties.

### **Article 16. Director remuneration**

The General Assembly shall decide whether or not the term of office of a director is to be a remunerated post.

### **Article 17. Day-to-day management**

The Board of Directors may delegate the day-to-day management, as well as the representation of the association with regard to this management, to one or more persons, whether or not members of the Board of Directors.

The Board of Directors shall determine whether they act alone, jointly or collegially.

Day-to-day management includes both acts and decisions that do not exceed the needs of the day-to-day 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 Board of Directors.

The persons entrusted with day-to-day management may, with regard to such management, grant special mandates to any authorised representative.

The Board of Directors determines the powers and remuneration, if any, for the persons entrusted with day-to-day management. It may revoke their mandates at any time.

The appointment as well as the dismissal of the persons entrusted with day-to-day management shall be made in accordance with Article 13 of these Articles of Association.

### **Article 18. Oversight of the association**

Where required by law and within the limits provided for by it, oversight of the association shall be granted to one or more auditors, appointed for a maximum of 3 years and eligible for re-election.

## **HEADING VI. GENERAL ASSEMBLY**

### **Article 19. Composition**

The General Assembly shall be comprised of the Full Members.

### **Article 20. Powers**

The General Assembly shall exercise the powers conferred on it by law and these Articles of Association.

This includes the following exclusive competences which can only be exercised by the General Assembly:

- (1) amendment of the Articles of Association;
- (2) the appointment and dismissal of directors and the fixing of their remuneration in cases where remuneration is allocated to them;
- (3) the appointment and dismissal of the auditor and the fixing of their remuneration;
- (4) the discharge to be granted to the directors and the auditor and, where applicable, the institution of proceedings by the association against the directors and the auditors;
- (5) the approval of the annual accounts and the budget;
- (6) the dissolution of the association;
- (7) the acceptance and exclusion of a Full Member;
- (8) the transformation of the ASBL into an AISBL, into a cooperative society approved as a social enterprise and into a cooperative society approved as a social entreprise;
- (9) to make or accept the free transfer of the totality of assets;
- (10) all other cases where the law or these Articles of Association so require.

The General Assembly may only deliberate on matters for which it has exclusive

competence by virtue of these Articles of Association if at least 50% of the members are present or represented. If this last condition is not met, the General Assembly shall be postponed by 24 hours and the new meeting will deliberate and rule validly, regardless of the number of members present or represented.

### **Article 21. Holding and convening**

Within the first six months of each year, an Ordinary General Assembly shall be held at the registered office (or remotely via telecommunication if this is not possible).

The Board of Directors and, where applicable, the auditor, must convene the General Assembly in the cases provided for by law or these Articles of Association, and whenever the interests of the association so require or when at least one fifth of the Full Members so request. In the latter case, the Full Members shall indicate the items to be put on the agenda in their request. The Board of Directors or, if applicable, the auditor shall convene the General Assembly within twenty-one days of the request to convene, and the General Assembly shall be held no later than the fortieth day following this request.

Notices of General Assemblies shall contain the agenda. Any proposal signed by at least one-twentieth of the Full Members shall be placed on the agenda.

Notices of meetings shall be sent by e-mail at least fifteen days before the meeting to the Full Members, to the directors and, if applicable, to the auditors. In the case of persons for whom the association does not have an email address, they shall be sent by ordinary post on the same day as the electronic invitations are sent.

A copy of the documents that must be sent to the General Assembly by law shall be sent without delay and free of charge to any Full Members, directors and auditors who request it.

### **Article 22. Admission to the General Assembly**

In order to be admitted to the General Assembly and to exercise the right to vote, a member must be a Full Member, must be registered as such in the register of members and must have paid up their dues in full.

When the agenda so requires, one or more observers may attend the General Assembly and, with the consent of the Chairperson of the meeting, address it. The General Assembly may require these observers to leave the meeting for items on the agenda that do not require their presence.

When the General Assembly deliberates on the basis of a report drawn up by the auditor, the auditor takes part in the meeting.

Attendance at the General Assembly can take place remotely via telecommunication. Full Members attending in this way shall be deemed to be present.

The Full Member with a conflict of interest regarding an agenda item will notify the Chairperson who will inform the General Assembly. The Full Member in question may not participate in the votes on the item in question.

### **Article 23. Sessions**

The General Assembly shall be chaired by the Chairperson of the Board of Directors or, in

their absence, by a Deputy Chairperson or, failing that, by the oldest director. If no director is present, the General Assembly will be chaired by the oldest member present.

The Chairperson will appoint the Secretary.

## **Article 24. Deliberations**

§1. Only Full Members shall be entitled to vote at the General Assembly. All Full Members are entitled to one equal vote at the General Assembly and each has one vote.

§2. Any Full Member may give another Full Member a written proxy to represent them at the meeting and vote in their place. Each Full Member may only participate in the General Assembly with one such proxy.

§3. Any meeting may only deliberate on the proposals on the agenda, unless all the persons to be convened are present or represented and, in the latter case, if the proxies expressly mention this.

§4. Except in cases provided for by law or these Articles of Association, decisions are taken by a majority of votes.

However, the following decisions are only allowed if they obtain a special majority of 2/3 of the votes:

- Exclusion of a Full Member
- Exclusion of a Director
- An amendment to the Articles of Association
- Dissolution of the association

## **Article 25 - Minutes**

§1. The minutes recording the decisions of the General Assembly shall be entered in a register kept at the registered office. They shall be signed by the Chairperson of the General Assembly and the Secretary, as well as by the members present who request to do so.

The attendance list and any reports, proxies or postal votes shall be annexed to the minutes.

The register of minutes shall be kept at the registered office of the association where all members may consult it, but without moving the register.

Copies to be delivered to third parties shall be signed by one or more members of the Board of Directors with power of representation.

# **HEADING VII. FINANCING - FINANCIAL YEAR - BYLAWS**

## **Article 26. Funding**

In addition to any dues paid by members, the association may be financed by donations, bequests and income from its activities.

## **Article 27. Financial year**

The financial year shall begin on 1 January and end on 31 December of each year.

On the latter date, the company's accounts shall be closed and the Board of Directors shall draw up the annual accounts in accordance with the applicable legal provisions. The Board of Directors shall also draw up a budget proposal for the following financial year.

The Board of Directors shall submit the annual accounts for the previous financial year and the proposed budget for the following financial year to the Annual General Assembly.

### **Article 28. Bylaws**

The Board of Directors may draw up Bylaws.

The Bylaws may be written in English.

## **HEADING VIII. DISSOLUTION - LIQUIDATION**

### **Article 29. Dissolution**

The association may be dissolved at any time by decision of the General Assembly taken under the same conditions as those provided for the amendment of the object or non-profit nature of the association. Any reporting obligations that may be applicable in accordance with the law shall be complied with in this context.

### **Article 30. Liquidators**

In the event of the dissolution of the association, for whatever reason and at whatever time, the directors in office shall be appointed as liquidators by virtue of these Articles of Association if no other liquidator has been appointed, without prejudice to the right of the General Assembly to appoint one or more liquidators and to determine their powers and salaries.

### **Article 31. Allocation of net assets**

In the event of dissolution and liquidation, the Extraordinary General Assembly shall decide on the allocation of the association's assets, which must in any case be allocated to a non-profit with a similar object to that of the association.

This allocation shall be made after all debts, charges and liquidation costs have been cleared or after the necessary amounts have been deposited.

## **HEADING IX. MISCELLANEOUS PROVISIONS**

### **Article 32. Election of domicile**

For the execution of these Articles of Association, any member, director, auditor or liquidator domiciled abroad, shall elect the registered office as their domicile where all communications, summons, subpoenas and notifications can be validly made to them if they have not elected another domicile in Belgium vis-à-vis the association.

### **Article 33. Jurisdiction**

For any dispute between the association, its members, administrators, auditors and liquidators relating to the affairs of the association and the execution of these Articles of Association, exclusive jurisdiction shall be attributed to the courts of the registered office,

unless the association expressly waives such jurisdiction.

#### **Article 34. Common law**

The provisions of the Code of Companies and Associations which cannot be lawfully derogated from are deemed to be included in these Articles of Association and the clauses contrary to the mandatory provisions of the Code of Companies and Associations are deemed to be unwritten.