

ANEXO 3



PIANC

The World Association for Waterborne
Transport Infrastructure

STATUTES PIANC

Company number: 0408287945

Name

(full name): **PIANC**

(abbreviated name):

Legal form: International non-profit association

Full address of registered office Simon Bolivarlaan 17

: 1000 Brussels

Purpose of the deed: REGISTERED OFFICE, PURPOSE, STATUTES (TRANSLATION,
COORDINATION, OTHER AMENDMENTS)

On this day, the second of April two thousand and twenty-five.

(...)

Before **Peter VAN MELKEBEKE**, notary in Brussels (first canton), practising at
'BERQUIN NOTAIRES', with registered office in Brussels, Avenue Lloyd George 11,

WAS GATHERED:

the extraordinary general meeting of the international non-profit association 'PIANC', with
its registered office at 1000 Brussels, Boulevard du Roi Albert II 20 boîte 3, hereinafter referred
to as the 'Association'.

(...)

DELIBERATION - RESOLUTIONS

The meeting addressed the agenda and, after deliberation, took the following decisions:

FIRST RESOLUTION: Adoption of a new text of the statutes.

The meeting decides to adopt a new text of the statutes in order to bring them into line with
the Companies and Associations Code, modifying, among other things, the purpose and
activities of the Association.

The new text of the statutes shall enter into force on the second of April two thousand and
twenty-five, with the exception of the amendment to the purpose and activities of the
Articles of Association, which shall enter into force on the date of obtaining the Royal Decree
of approval.

The new text of the Articles of Association is as follows:

Part 1 Name, Seat, Aim and Duration

Art.1. PIANC – The World Association for Waterborne Transport Infrastructure (the
'Association') is an international not-for-profit association (AISBL) which was initially
established in Brussels in 1885 under the name of 'Permanent International Association of
Navigation Congresses' (in French 'Association Internationale Permanente des Congrès de
Navigation'). It can be abbreviated as 'PIANC'.

The Association is an international technical non-political and non-profit making association
governed by Belgian law and particularly by the provisions of the Belgian Companies and
Associations Code (Code des sociétés et des associations).

The Association is sponsored by national, federal and regional states or authorities or their
representative bodies and is open to membership by corporate organisations and by
individuals.

Art. 2. The seat of the Association is located in the Brussels region of Belgium. It can be transferred anywhere in the Brussels region by a decision of the Council provided this move does not require a change of the language of these Statutes as a result of the applicable language legislation. Any such transfer will be published in the Annexes to the Belgian Official Journal.

Art. 3a. The international not-for-profit purpose of the Association is to advance, on a worldwide basis, the sustainable development of all kinds of waterborne navigation.

The Association will aim to achieve its purpose through the following activities:

- a. identifying and disseminating world best practice (guidelines, recommendations, standards) and providing access to international data, in order to bring about improved decision making based on professionally sound and impartial information;
- b. enhancing the navigational function of waterways, ports and coastal zones achieving sustainable development through balancing the environment and economic interests;
- c. improving the planning, design, construction, management, operation and maintenance of inland waterways and both sea- and inland ports, their facilities and their connections to the hinterland;
- d. promoting the optimum use of economic resources for the construction and operation of ports and waterways infrastructure;
- e. being the international forum for analysis and discussion of all aspects of waterborne transport including policy, management, design, economics, integration with other transport modes, technology, safety and environment;
- f. contributing to the integrated management of navigable water systems;
- g. recognising the special needs of developing countries (according to UN definitions) and providing appropriate assistance and advice;
- h. promoting a comprehensive network of international navigation and port professionals and other stakeholders;
- i. communicating, in an effective way, the advantages of waterborne transport;
- j. enhancing service to all members;
- k. promoting exchange of technical and practical experience;
- l. co-operating closely with other associations in the field of ports, waterways, coastal zone management and related subjects.

The Association can undertake any other activity directly or indirectly related to its purpose. Moreover, in the fulfilment of its purpose the Association may carry out any act or activity in accordance with the law, in particular any legal provisions with respect to international not-for-profit associations. This includes, among others, the recruitment of staff, the acquisition, lease or rent, production, transfer or exchange of any movable and immovable properties, to contract, to borrow and lend money, provide mortgages, pledges or any other form of guarantee on its possessions. It may subcontract or delegate the organisation of its activities to third parties.

To achieve its purpose, the Association can create Commissions and Working Groups.

Art. 3b. These Statutes are complemented by internal rules, referred to as 'Rules and Regulations' dated 5 July 2022, which defines, insofar as is necessary, the internal procedures to be followed to achieve this purpose. The Council may adapt this reference in the Statutes and publish it.

Art. 3c. The official languages of the Association are English and French. If the law requires the use of French or Dutch, French shall be used. Other languages may be employed where appropriate for specific activities such as meetings, conferences and in local publications outside English or French speaking countries.

Art. 4. The Association is constituted for an unlimited duration.

Part 2 Membership

Art. 5. The number of members is unlimited; it shall however not be less than three.

Art. 6. The Association is composed of members with voting rights (the 'Qualifying Members'), subscribing members (the 'Subscribing Members') and honorary members (the 'Honorary Members'), who can be legal persons with legal personality according to the laws applicable to them or natural persons.

Art. 7a. The Qualifying Members of the Association, having the right to vote in the General Assembly (the 'GA'), are:

- national governments;
- regional governments of a national state;
- National Sections or national bodies from countries of which the governments are not (any more) a Qualifying Member; these national sections or national bodies shall obtain the same rights and duties as governmental members after approval of their membership by the GA;
- intergovernmental organisations.

In order to be admitted as a Qualifying Member, the candidate must express its interest in becoming a Qualifying Member to the General Secretariat, expressing such interest and providing information about the existing navigation-related organisations (both public and private), which may support the membership.

If the candidacy is positively evaluated by the General Secretariat, the candidate will be informed that it qualifies as a Candidate Qualifying Member. The Candidate Qualifying Member will be assisted by CoCom in the further process towards Qualifying Membership.

The status of Candidate Qualifying Member is limited to a maximum period of 24 months, during which the Candidate Qualifying Member is entitled to participate in the GA and in the Council as an observer. Upon payment of at least the minimum subvention, the Candidate Qualifying Membership will become a Qualifying Member or, if it fails to do so, it will cease to be a Candidate Qualifying Member.

Art. 7b. The Subscribing Members, with advisory status, are members registered in a personal capacity, be they individual or corporate members who pay an annual subscription to the Association.

Subscribing Members will become member by submitting the application form and delivering the first annual fee.

Art. 7c. The Honorary Members, with advisory status, are: all persons approved by the GA who have given significant service or substantial support for the Association.

The Executive Committee shall review the proposals for Honorary Membership, made by a First Delegate/s from a country/countries that are not that of the nominee, on their merits. 'Significant service' implies a long period (more than 10 years) of active participation and a substantial individual contribution and support to the Association.

Honorary Members are exempted from paying the annual subscription fee starting from the year following their approval.

Art. 8. Any member is free to withdraw from the Association by submitting a notification of resignation to the General Secretariat.

Membership in the Association shall terminate when a member acts in a way which directly or indirectly contravenes with the purpose(s) of the Association.

In these cases, the member's exclusion shall be proposed to the GA by a simple majority vote of the Council (except in the case stipulated in Article 10).

Except in the case stipulated in Article 10, the exclusion of members can only be decided by the GA, after having invited the member concerned to present its defence.

The member whose exclusion is proposed shall not be allowed to take part in the voting, nor will its voting rights or its presence on the GA be taken into account in order to determine the necessary quorum.

Resigning members shall pay all outstanding arrears. If it/he/she notifies its/his/her resignation more than 3 months after the start of the membership year, its/his/her annual fees for the ongoing year shall also be paid in full.

Art. 9. Resigning, expelled or deceased members and their heirs or legal successors, have no rights to the assets of the Association. They cannot claim reimbursement of the partial or full amount of contributions.

Art. 10. The annual fees to be paid by members are set by the GA as further detailed in the Rules and Regulations. It can set different amounts for Qualifying and Subscribing Members.

The annual subvention fee of Qualifying Members cannot be higher than € 50,000.

The annual subscription fee of Subscribing Members cannot be higher than € 20,000.

Qualifying Members who default on payment of their subvention fees for one year cease to be Qualifying Members of the Association. Payment reminders shall be sent to such members by the General Secretariat, and, thereafter, such members will be informed that their membership rights (including the voting rights) are suspended until payment of all unpaid fees or that their membership ended as a result of the failure to (timely) pay annual fees.

Subscribing Members who default on payment of their membership fees for one year cease to be members of the Association. Payment reminders shall be sent to such members informing that their membership rights are suspended until payment of all unpaid fees or that their membership ended as a result of the failure to timely pay the annual fees.

Art. 11. Under no circumstances are members personally liable for commitments or liabilities of the Association.

Part 3 General Assembly

Art. 12. The GA includes all Qualifying Members. This is without prejudice to the possibility to invite Subscribing Members and Honorary Members to GA meetings as stipulated under Article 14.

Only the Qualifying Members have the right to vote.

The GA shall consist of delegations from countries having paid at least the minimum subvention fees for the previous year. The number of delegates to the GA which each country is entitled to send to a meeting of the GA shall be a First Delegate and a number of delegates determined by the formula

$$\frac{A + B}{C}$$

where :

A = the actual subvention paid by the Government, National Section or national body

B = the sum of corporate and individual subscriptions from that country

C = the minimum subvention

The same formula shall apply *mutatis mutandis* to Qualifying Members which are intergovernmental organisations.

The maximum number of delegates who may attend a meeting of the GA shall be ten plus the First Delegate. In determining the total number of delegates any fraction of ½ or less shall be ignored; any fraction over ½ shall count as one delegate.

Are also invited to the GA but without voting rights:

- all the members of the Executive Committee;
- representatives of the organising committee of future GA's and Congresses;
- Chairpersons of Working Groups, if needed;
- Representatives of Sister Associations, if stipulated in the MoU/agreement.

The Association recognises only one national delegation per country or per intergovernmental organisation at the meetings of the GA. Only the First Delegate of each national delegation, or his alternate, attending the meeting shall be entitled to participate in any formal vote and it shall be the responsibility of the First Delegate to determine in what way the total votes of his delegation shall be cast. The First Delegate of each national or intergovernmental delegation shall cast one vote for each delegate that his/her country or intergovernmental organisation is entitled to send to the GA.

Each Qualifying Member has the right to be represented at the GA by another Qualifying Member.

Art. 13. The GA is competent for:

- a. amendments to the Statutes;
- b. approval of the Rules and Regulations;
- c. appointment and dismissal of the voting Council members in accordance with these

- Statutes and the Rules and Regulations;
- d. appointment of the President, Secretary-General and 4 Vice-Presidents in accordance with these Statutes and the Rules and Regulations;
- e. approval of Strategic Plans;
- f. approval of budgets, accounts and management reports;
- g. approval of subventions and subscriptions;
- h. approval of new Commissions;
- i. approval of Congresses;
- j. approval of co-operation agreements;
- k. appointment and dismissal of (if applicable, statutory) auditors and approval of their remuneration;
- l. discharge to be given to Council members and auditors;
- m. expulsion of members;
- n. voluntary dissolution of the Association;
- o. transformation of the Association into another legal form, which shall be not-for-profit;
- p. any other matters which are under the responsibility of the GA according to these Statutes or the law.

Art. 14. There shall be a minimum of one meeting of the GA each year (the 'Annual General Assembly' – AGA), with a view, among others, to approve the annual accounts, the yearly budget and to examine the reports relating to either of these as prepared by the Council. The AGA shall be held no later than six (6) months following the closing of the previous financial year of operation.

All Qualifying Members shall be invited to each meeting of the GA. Subscribing Members and Honorary Members can be invited, with advisory status, by the Council. The GA can be convened extraordinarily at the request of the President or of two Council members. It shall also be convened when at least one-fifth of the Qualifying Members so request.

Art. 15. The GA shall be held on the day, hour and place indicated in the invitations. The GA is convened by the Council by an ordinary letter, signed by the President or two Council members, at least fifteen days before the meeting and mentioning the agenda. The agenda is set by the Council. The supporting documents are attached to the invitation. The invitation letter and the supporting documents will also be made available online.

Any issue which at least one twentieth of the Qualifying Members (headcount) request to be dealt with by the GA shall be put on the agenda.

If appropriate, the meeting of the GA can be held remotely through digital channels (instead of a physical meeting). In such a case, the Secretary-General shall inform the members that they will have the possibility to participate remotely through digital channels. Qualifying Members attending through digital channels shall be considered to be present at that meeting for the purpose of determining whether the quorum has been reached and their votes shall be taken into account in order to determine whether the required majority has been reached. In order for such remote participation to be valid, the Association must be able to verify, through the digital channels used, the capacity and identity of the (representative of the) Qualifying Member concerned. The Association's Rules and Regulations may impose additional conditions for the use of digital channels in order to participate remotely to a GA provided the purpose of these additional conditions is to guarantee the security of the digital communication channel used. Without prejudice to any additional conditions or restrictions which may be imposed by law, the digital channels must at least enable the members concerned to follow directly, simultaneously and continuously the discussions taking place within the GA and to exercise their right of vote

on all matters regarding which the GA is requested to take a decision. Moreover, the digital channels must enable the Qualifying Members to participate to the GA's deliberations and to ask questions unless the Council justifies in the convocation the reason why it cannot provide such digital communication channel. The convocation to the GA meeting must include a clear and precise description of the procedure enabling a remote participation to the meeting. The minutes of the GA must mention the problems and technical incidents which have prevented or disturbed the remote participation to the GA or the vote. *The officers of the meeting are not entitled to participate through digital channels.*

Qualifying Members may also be authorised to vote before a meeting of the GA on the items which are on the agenda of the GA through an electronic vote. In such a case, the electronic voting system put into place by the Association must enable it to verify the quality and identity of the voting Qualifying Members. All practicalities of such electronic voting shall be clearly specified in the convocation to the meeting of the GA.

Resolutions by Qualifying Members can be approved outside of a meeting of the GA by unanimous written resolutions of all Qualifying Members. This cannot apply to changes to the Statutes. The Secretary-General circulates the written resolutions and sets a deadline for the signing of the written resolutions.

Art. 16. The GA is presided over by the President and in the event that he is absent or unable to attend, by the Senior Vice-President present, failing which the GA by simple majority decides who will preside.

Art. 17. Except in the special cases stipulated by the law and/or listed hereafter imposing a stricter quorum, any decision by the GA shall require that Qualifying Members representing at least half of the votes of all Qualifying Members present or represented at the meeting. If this quorum of the Qualifying Members is not reached at the first meeting, a second meeting shall be held that shall decide regardless of the number of Qualifying Members present or represented. This second meeting shall be duly convened with the same agenda and shall be held at least thirty days after the first meeting.

Except in the special cases stipulated by the law and/or listed hereafter imposing a higher majority, the GA may decide by a simple majority of votes of the Qualifying Members which are present or represented at the meeting. Abstention, blank and invalid votes shall be disregarded for the purpose of determining whether a majority is reached.

In the event of a tie, the vote of the person chairing the meeting (i.e. the President or the Senior Vice-President or the person designated by the GA as stipulated under Article 16) is decisive. This casting vote shall apply even if the person chairing the meeting does not have a right to vote in his/her capacity as (representative of a) Qualifying Member.

In the following cases a special quorum and a special majority shall apply:

- a. To change the Statutes and/or the financial provisions covered in the Rules and Regulations, Qualifying Members representing at least two third of the votes of all Qualifying Members must be present or represented at the meeting. If the two-thirds quorum of the Qualifying Members is not reached at the first meeting, a second meeting shall be held that shall decide regardless the number of Qualifying Members present or represented. This second meeting shall be duly convened with the same agenda and shall be held at least thirty days after the first meeting.

The proposed changes must be explicitly mentioned in the invitations.

Any change needs at least a majority of two thirds of the Qualifying Members present or represented. However, changes with respect to the purpose and objectives of the Association can only be approved with a majority of four fifths of the Qualifying Members present or represented. Abstention, blank and invalid votes shall be disregarded for the purpose of determining whether the applicable special majority is reached.

If required by law, amendments to the Statutes will be submitted to the Federal Justice Public Service for prior approval by the King.

- b. The decision to dissolve the Association requires the same special quorum and majority as the change of the purpose of the Association.
- c. The exclusion of a Qualifying Member for other reasons than mentioned in Article 10 requires a majority of two thirds of the Qualifying Members present or represented. Abstention, blank and invalid votes and the vote of the Qualifying Member concerned shall be disregarded for the purpose of determining whether the applicable special majority is reached. No special quorum applies.

Art. 18. The decisions of the GA are recorded in minutes, signed by the President and recorded in a special register. Any member can obtain a copy of the minutes. Extracts to be provided, in a court of law or elsewhere, are to be validly signed by the President.

Part 4 Council

Art. 19. The Association is managed by a Council consisting of at least ten persons. Council membership is as follows:

- a. One (and no more than one) representative per country with a Qualifying Member. The countries with a Qualifying Member are represented by their First Delegate or his/her substitute. The duration of his/her term and the maximum number of terms that he/she can fulfil are defined by the relevant Qualifying Member.
- b. The President, who may be from a country already represented in the Council by one representative as stipulated under a., is elected for a term of four years and for a maximum of three terms by the GA by a simple majority of votes of Qualifying Members present or represented. If no candidate does obtain such a simple majority, a second ballot will be held between the two candidates that received most votes. In the event of a tie, another ballot will be held until a candidate achieves a simple majority. The term of office may also be terminated either by resignation or by a vote taken at an annual or extraordinary meeting of the GA convened in accordance with Art. 15, the agenda of which shall contain a specific reference to the proposed termination and at which the President shall have been granted the opportunity to be heard in person. The decision may also be taken in his absence if proof of his invitation to the meeting can be produced.
- c. Four Vice-Presidents, who may be from countries already represented in the Council by one representative as stipulated under a. are elected for a term of four years and can serve only one term. They are elected by the GA by a consensus agreement or by a simple majority of votes of the Qualifying Members present or represented. One Vice-President will be replaced each year at the occasion of the GA. At any time there shall be at least one Vice-President representing each of the three regions North and South America, Europe and Africa, Asia and Oceania.
- d. The Secretary-General, who may be from countries already represented in the Council by one representative as stipulated under a. and/or by the President and/or by a Vice-

President, is appointed by the GA for an initial probation term of two years, followed by a term of eight years and can thereafter be reappointed for two additional terms of four years. The Secretary-General is elected by the GA by a consensus agreement or by a simple majority of votes of Qualifying Members present or represented. The GA may decide to terminate the mandate of the Secretary-General at any time by a consensus agreement or by a simple majority of votes of Qualifying Members.

- e. The Commission Chairpersons, who are appointed by the Council for a four- year term of duty and who can serve only three terms.

Other persons determined in the internal Rules & Regulations can be invited to take part in Council meetings as observers.

The Council is presided over by the President and, in the event that he is absent or unable to attend by the Senior Vice-President present, failing which the Council decides who will preside by simple majority.

The Council members mentioned under a. are Council members with voting rights. The person chairing the Council has the right to vote only in the case of a tie. The other Council members are without voting rights.

At the end of their term of duty or in case of resignation, outgoing Council members remain on the Council until their effective replacement.

Art. 20. The Council meets when convened by the President or by two Council members. The letter of invitation signed by the President shall include the agenda, the day, the hour and venue of the meeting. Invitations are sent by email and/or by post not less than ten days prior to the date of the meeting. If a meeting can be attended remotely through digital channels, the convocation to the meeting must include a clear and precise description of the procedure enabling a remote participation to the meeting.

Art. 21. The Council can take decisions only if a majority of its members (voting and non-voting) are present or represented. The decisions are taken by a simple majority of votes. Abstentions, blank and invalid votes, shall be disregarded for the purpose of determining whether a majority is reached. Each category a. Council member present or represented has one vote. In the event of a tie, the vote of the person chairing the Council meeting is decisive. Every Council member can be represented by another member. Every Council member can act as proxy for only one other Council member.

Resolutions by the Council members mentioned under Article 19, a. can be approved outside of a Council meeting by unanimous written resolutions of all Council members mentioned under Article 19, a. The President or the Secretary-General circulates the written resolutions and sets a deadline for the signing of the written resolutions.

Art. 22. The decisions of the Council are recorded in minutes, signed by the President or two Council members and recorded in a special register. Any member can obtain a copy of the minutes. Extracts to be provided, in court or elsewhere, are to be validly signed by the President or two Council members.

Art. 23. The Council has the power to direct and manage the Association. It can take decisions regarding all matters which are not reserved to the GA by law or by these Statutes, including:

- any action or matter, of any kind, concerning management and/or policy;

- the disposal of any movable and immovable property, free of charge or for consideration;
- constituting or striking any mortgage registration;
- taking out or granting any loan and setting its terms and conditions;
- carrying out any commercial or financial transaction;
- examining and submitting to the GA the candidatures for the nomination as President, Vice-Presidents, Secretary-General and Honorary Members;
- examining and approving proposals and recommendations of the Executive Committee;
- if necessary, overturning earlier decisions of the Executive Committee or return them to that Executive Committee for review;
- Reporting to the GA on its management and preparing the annual accounts, reports and budget, which are submitted to the approval of the GA.

Art. 24. The Council prepares the Rules and Regulations, or any amendment thereto, that it considers necessary to run the Association and submits these Rules and Regulations to the GA for approval.

Art. 25a. The Council can delegate the day-to-day and financial management of the Association, with the authorised signature that pertains thereto, to an Executive Committee. The Executive Committee consists of the President, the Secretary-General, the four Vice-Presidents and the Commission Chairpersons. It shall take decisions as a collegiate corporate body. Articles 20, 21 and 22 shall apply *mutatis mutandis* to the Executive Committee.

The principal duties of the Executive Committee shall be:

- to ensure the executive management of the Association and see that decisions and directions of the GA and the Council are carried out;
- to submit to the Council the draft annual report on the activities of the Association prepared by the Secretary-General and the proposed annual accounts and budget prepared and recommended by the finance Commission;
- to keep under review the policies and aims of the Association, taking into account the advice of the Commissions;
- to present proposals and recommendations to the Council for approval and recommend the setting up of Commissions;
- to approve the setting up of Working Groups and their Terms of Reference in accordance with proposals by a Commission;
- to examine and recommend to the Council candidatures for the nomination and election of the President, the Vice-Presidents and the Secretary-General of the Association.

Art. 25b. The Executive Committee can delegate part of its powers to the President and to the Secretary-General.

Art. 25c. The President's principal duties are:

- to promote the aims and the expansion of the Association;
- to oversee its activities and to protect its interests;
- to see that the decisions and directions of the GA and the Council are carried out;
- to prepare and chair the meetings of the Executive Committee, the Council and the GA;
- to foster good relations with other international technical and scientific

- organisations and to represent the Association as and when required;
- all other matters indicated in these Statutes.

Art. 25d. The principal duties of the Secretary-General, which he/she shall carry out in close association with the President, shall be:

- to foster the aims of the Association and to carry out the guidelines of the GA, the Council and the Executive Committee;
- to manage the patrimony and funds of the Association both in bank deposit and/or in investment, with discretion for their best protection against misappropriation and loss;
- to co-operate with First Delegates, Chairpersons and Secretaries of National Sections and to support their activities;
- to represent the Association in court or to obtain with the approval of the Executive Committee (or that of the President alone in the case of urgency) legal assistance or representation;
- to be responsible for the recruitment and establishment of terms and conditions of employment of the staff of the General Secretariat and to supervise their activities;
- to organise the meetings of the GA, the Council and the Executive Committee, and to see that these are adequately serviced by the General Secretariat;
- to co-operate with the Local Organising Committee of Congresses and to organise the work to be undertaken by the General Secretariat to ensure proper preparatory work;
- in collaboration with the Commissions, to draw up the annual report on the activities and the financial situation of the Association for submission by the Executive Committee to the Council and the GA;
- to report to the Executive Committee, the Council and the GA on all matters within his field of responsibility with which they are concerned and to ensure that their authority is obtained whenever it is required;
- to approve all publications of the Association, either in print or on the website;
- all other matters indicated in these Statutes.

25e. The principal duties of the Vice-Presidents shall be:

- to assist the President at all times in the formulation of the policy of the Association and on any problems concerning its activities;
- to actively support and assist whatever sector of activities of the Association may be assigned by the Council;
- to attend meetings of the Executive Committee, the Council and the GA;
- to actively represent the Association in their continent/region by attending important events and representing the Association's management on those occasions;
- to attract additional Qualifying Members and Platinum Partners from their continent/region. It is recommended that they focus upon one or two countries of the shortlist that is developed and updated by CoCom;
- to represent the Association on major events of sister associations in their continent/region, focusing in particular upon ports in order to attract corporate members from that sector;
- to support and advise CoCom on matters related to their continent/region;
- to assist chairmen of the Commissions and Working Groups to invite and to involve members of countries not represented at their Commissions;
- to ask chairpersons of Commissions and Working Groups to have meetings in

- objective countries and to help them to contact with local leaders to organise the meetings;
- all other matters indicated in these Statutes.

Art. 26. The Council represents the Association in judicial and other matters. It represents the Association as plaintiff or defendant in any judicial proceedings. It decides on any action and any arguments to be presented in judicial proceedings. The mandate to represent the Association in court can be given by the Council to the Secretary-General. The Council can also confer all special powers, described precisely and limited in time, to all proxies of its choice. The Council will set the remuneration that might be awarded to these proxies.

The Association is validly represented by:

- The Council in all matters;
- The Executive Committee in relation to the day-to-day management and the financial matters of the Association;
- The President, subject to the limitations which may be imposed by the Council;
- The Secretary-General and any attorney-in-fact within the limits of its powers as determined by these Statutes, the Council and/or the Rules and Regulations.

Moreover, the President and the Secretary-General are entitled to officially represent the Association at events (conferences, official meetings, etc.). The Vice-Presidents are entitled to officially represent the Association in the continent(s) they represent, after consulting the General Secretariat. The President and the Secretary-General can delegate their representative function to other members of the Executive Committee or First Delegates.

Art. 27. The Council members have no personal obligation concerning the commitments and liabilities of the Association.

Part 5 Assets – Resources

Art. 28. The assets of the Association consist of all movable or immovable property that the Association purchases or receives as donations to ensure achievement of its aim. The income of the Association consists notably of:

- a. Subvention fees of the Qualifying Members;
- b. subscription fees of Subscribing and of Honorary Members;
- c. bequests of members, private parties or any company that wishes to support the Association;
- d. interest on the financial assets of the Association;
- e. income of movable property that is managed by or belongs to the Association;
- f. income from all the activities of the Association.

Part 6 Budgets – Accounts

Art. 29. The financial year begins on 1 January and ends on 31 December every year; the books and records are closed on that date.

Every year, the Council presents to the GA for approval a annual report of the accounts of income and expenditures together with a report on the activity and a statement on financial affairs of the Association for the previous financial year and a proposed budget for the following year.

The annual accounts will be filed as required by law.

Part 7 Statutory Auditors

Art. 30. If required by law or if decided by the GA, one or several statutory auditors will be appointed by the GA. They shall audit the annual accounts of the Association and report the results of their audit to the GA.

Part 8 Dissolution – Liquidation – Legal Provisions

Art. 31. Unless the dissolution is a result of a juridical decision or a legal provision, it can only be decided by the GA in compliance with these Statutes and applicable legal provisions. The dissolution decision must contain the appointment of one or several liquidators, unless they have been appointed by the judicial authorities.

Regardless of the reason for dissolution, the net assets of the dissolved Association will be allocated to one or several non-profit associations having a similar social purpose, to be designated by the GA.

Under no circumstances can the assets be allocated to members or former members of the Association.

Art. 32. Everything that is not explicitly stipulated in these Statutes and/or the Rules and Regulations is governed by the provisions of the Belgian Companies and Associations Code.

Confirmation of the transfer of the registered office by the Secretary-General

(...)

Confirmation of the transfer of the registered office to 1000 Brussels, Avenue Simon Bolivar 17, with effect from 1 October 2024.

(...)

FOR ANALYTICAL EXTRACT IN ACCORDANCE WITH THE REGISTER.

(Filed at the same time as the extract: a copy of the minutes, the attendance list, the list showing the number of votes cast by each qualified member, and the coordinated text of the articles of association).

This extract is issued prior to registration in accordance with Article 173,1° bis of the Registration Rights Code.

Peter VAN MELKEBEKE

Notary