

# STATUTES OF HYDROGEN COUNCIL AISBL

ENGLISH VERSION

## TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

### Article 1. Name and Legal form. Term

The international non-profit association named “Hydrogen Council” (hereafter, “the Association”), is constituted under the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations, as an international non-profit association.

All deeds, invoices, websites and documents issued by the Association shall bear its name, preceded or followed by the following words: “*Association Internationale Sans But Lucratif*” or the acronym “AISBL”, as well as the address of the seat of the Association.

The Association is constituted for an unlimited term.

### Article 2. Registered office

The registered office of the Association is located at Avenue Marnix 23, Brussels, Belgium, (FTI Consulting), in the judicial district of Brussels.

The registered office may be transferred to any other location in Belgium by a decision of the Coordination Committee, subject to compliance with the legal provisions governing the use of official languages in Belgium.

Any transfer of the registered office outside of Belgium must comply with all relevant statutory requirements and is subject to amendment of these Statutes.

The Association may establish offices other than the registered office in any country or place, subject to approval by at least two-third (2/3) of the Steering Members.

## TITLE II. NON-PROFIT PURPOSE. ACTIVITIES

### Article 3. Non-profit purpose. Activities

#### 3.1. Non-profit purpose

The non-profit purpose of the Association shall be to function as a platform between its Members, with the objective of furthering the uptake of hydrogen technology through, among other things:

- (a) Aligning a vision and strategy for the sector on the deployment of hydrogen and agreeing on key topics to be supported at the global level;
- (b) Data-sharing on key issues, current and future opportunities, and bottlenecks in the area of hydrogen solutions deployment provided the data is not confidential, sensitive or anti-competitive;
- (c) Working with and providing recommendations to key stakeholders such as policy makers, businesses in the hydrogen sector, international agencies and civil society;
- (d) Showcasing hydrogen technology and its benefits and promoting environmental and technological advances in the industry; and

(e) Seeking collaboration, cooperation and understanding of hydrogen technology from governments, industry and society-stakeholders.

### **3.2. Activities**

To that effect and subject always to Article 5, the Association may undertake, alone or in collaboration with third parties, all activities related, directly or indirectly, to its purpose. It may, in particular, develop the following (non-exhaustively listed) activities for the general or specific account of its Members and/or third parties:

(a) Carry-out advocacy, among others at the policy-making, standard-setting and legislative levels, targeting key decision makers and influencers such as national governments, European institutions, international organisations and agencies, and other public authorities to promote the key role of hydrogen in the energy transition and position hydrogen as a pillar of national and international energy policies;

(b) Build, animate and coordinate global advocacy mapping and planning;

(c) Develop communication toolkits in support of advocacy such as materials, events, media content;

(d) Develop data to support advocacy efforts, monitor sectoral progress and identify strategic gaps;

(e) Reach out to civil society and the business community in order to drastically increase awareness of the role of hydrogen and to involve more stakeholders in the hydrogen “ecosystem”;

(f) Showcase tangible results of the progress of hydrogen technologies and deployments on a global scale for more effective advocacy and media outreach;

(g) Develop and implement an internal framework to monitor the progress of hydrogen technologies and deployments on a global scale, with the support of concerned regional associations;

(h) Identify the key obstacles to the fast market deployment of hydrogen technologies and elaborate strategic actions to overcome them;

(i) Identify areas where enhanced collaboration among Members would be most effective to accelerate growth of the hydrogen market;

(j) Develop and implement a shared “Hydrogen Council Vision” of an effective hydrogen market development pathway across sectors (mobility, industry, power, including renewables storage, residential), for example through joint studies;

(k) Establish, accredit, maintain, operate, cooperate, and maintain close contacts with initiatives and/or organisations having a purpose similar to those of the Association; and

(l) Conclude any service agreement, partnership agreement or contract of any kind with any Member(s) and/or third parties, as may be needed or useful to achieve the Association’s purpose.

In addition, the Association may support and have interests in any other activities or legal entities which are similar or related to those defined above. The Association shall perform and develop its activities either in Belgium or abroad and may become a member of, or set up, other non-profit entities with purposes related to those of the Association.

The Association may engage in any activities aiming at attaining the purpose set out above, including the provision of services to its Members. It cannot, however, carry out activities with a profit motive.

## **TITLE III. COMPETITION LAW**

### **Article 4. Competition law. Anti-corruption and anti-bribery**

The Association and all its Members undertake to comply at all times with: (i) competition laws, in particular, EU competition law; and (ii) anti-corruption and anti-bribery; and to adopt related guidelines which will be detailed in the Association's internal rules and periodically updated.

The Association and its Members furthermore acknowledge that compliance with competition rules is an essential aspect of the Association's activities.

## **TITLE IV. MEMBERS**

### **Article 5. Membership**

The Association shall have two (2) membership categories: Steering Members and Supporting Members.

The Association shall always consist of at least two (2) Steering Members.

The Founding Members shall be the first Steering Members of the Association.

All references in these Statutes to "Member" or "Members" without any other specification are references to Steering Members and Supporting Members collectively.

The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.

### **Article 6. Steering Members**

#### **6.1. Membership criteria**

The category of Steering Membership is open and accessible to any individual legal entity:

(a) registered with the relevant national register of companies, which has legal personality in accordance with the laws and practices of its country of origin and which has a multinational presence;

(b) active in the hydrogen technology industry and which has objectives consistent with the purpose of the Association;

(c) with a significant global reach (taking into account all affiliates, subsidiaries and other companies in the relevant group);

(d) prepared to commit to involvement in the activities of the Association, including (i) participation by C-suite or Board level executives or the Chairperson at meetings of the Strategic Committee, in particular at the Annual CEO Meeting in accordance with Article 16; (ii) involvement at senior executive level, including speaking at specific Association events, (iii) participation of other staff as may be required, (iv) regular staff participation in bodies set up the Association and in their activities, and (v) payment of membership fees and other financial contributions as may be required by the Association under these Statutes;

(e) whose business is dependent on or otherwise compatible with fuel cell and other hydrogen energy technologies; and

(f) which is a member of their relevant regional hydrogen association.

Where the Steering Member is a member of a group of legal entities, it shall be the sole Steering Member of the Association for the group in question.

Steering Members shall enjoy all membership rights, including voting rights.

## **6.2. Rights and obligations**

The rights and obligations of the Steering Members are as follows:

- (a) leading the activities of the Association and taking related decisions, including defining strategies and steering all advocacy, research and communication programmes;
- (b) making available their C-suite or Board level executive or Chairperson for the Annual CEO Meeting in accordance with Article 16 and senior executives for other relevant meetings, advocacy, and other relevant activities;
- (c) where applicable, participating actively in Association bodies and their activities and otherwise contributing to their programme delivery;
- (d) paying membership fees and other financial contributions as may be required by the Association under these Statutes;
- (e) accessing all activities and information of the Association, subject to any information which cannot be disclosed between Members or to other parties due to the fact that it is confidential, constitutes business secrets and/or is otherwise commercially sensitive or anti-competitive; and
- (f) fulfilling an initial membership term of three (3) consecutive years, which is applicable unless the Steering Member resigns, is excluded from the Association or the Association is dissolved or liquidated.

Membership shall be automatically renewed for subsequent terms of three (3) years, unless the Steering Member resigns by sending a recorded delivery letter with acknowledgment of receipt to the Association at least three (3) months before the expiry of such term.

## **Article 7. Supporting Members**

### **7.1. Membership criteria**

The category of Supporting Membership is open and accessible to any individual legal entity on the following conditions:

- (a) it is registered with the relevant national register of companies and which has legal personality in accordance with the laws and practices of its country of origin and which has a multinational presence;
- (b) it is aligned with the purposes of the Association;
- (c) it is prepared to commit to involvement in the activities of the Association and to support them through its advice, influence and activities, including through (i) involvement at senior executive level if requested, including speaking at specific Association events, (ii) participation of other staff as may be required, and (iii) payment of membership fees and other financial contributions as may be required by the Association under these Statutes;
- (d) it can demonstrate a strong interest in fuel cell and hydrogen energy technologies, whether as producers, investors (as defined in the internal rules), customers or otherwise;
- (e) where the Supporting Member is a member of a group of legal entities which already has a Steering Member, the Supporting Member must be the sole Supporting Member of the Association for the group in question; and

(f) no Supporting Member may be a subsidiary in a group of legal entities which already has a Steering Member.

For the purposes of this Article, “subsidiary” means a legal entity in which at least 50% of the votes or capital is held by another entity within the group.

Supporting Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights.

## **7.2. Rights and obligations**

The rights and obligations of the Supporting Members are as follows:

(a) receipt of information on all activities of the Association;

(b) limited access to information of the Association, excluding any information which cannot be disclosed between Members or to other parties due to the fact that it is confidential, constitutes business secrets and/or is otherwise commercially sensitive or anti-competitive;

(c) participation in Association activities (including, but not limited to, studies, workshops, interviews and work relating to regulations and/or standards) where requested;

(d) attendance at events to which they are specifically invited, whereby specific attention is given to the need for geographical balance;

(e) acting as a testimonial speaker at Association events to which they are specifically invited;

(f) payment of annual membership fees and other financial contributions as may be required by the Association under this Agreement; and

(g) fulfilling an initial membership term of one (1) year, which is applicable unless the Supporting Member resigns, is excluded from the Association or the Association is dissolved or liquidated.

Membership shall be automatically renewed for subsequent terms of one (1) year, unless the Supporting Member resigns by sending a recorded delivery letter with acknowledgment of receipt to the Association at least three (3) months before expiry of the one-year term.

## **Article 8. Admission to membership**

Any applicant for membership of the Association shall submit an application for admission to membership via regular mail or via any other means of written communication (including e-mail) to the Co-Chairs.

The application for admission to membership shall be reviewed by the Co-Chairs, which, after having verified that all conditions for membership are complied with, shall forward the application for admission, as follows:

(a) if applying for membership as a Steering Member, the Strategic Committee shall decide on the application.

The Strategic Committee shall decide on the admission by unanimity.

(b) if applying for membership as a Supporting Member, the Coordination Committee shall decide on the application.

The Coordination Committee shall decide on the admission by consensus. If no consensus can be reached, a second round of voting shall be organised and decisions shall be validly adopted if they obtain a majority of two-thirds (2/3) of the votes cast by the Steering Members.

The decisions of the Strategic and Coordination Committees regarding membership admissions are final and sovereign. They take into account the need to achieve geographical and sectoral balance.

Each applicant admitted as a Steering or Supporting Member of the Association shall be required to sign a letter of engagement in which it confirms its commitment to complying with the requirements of membership.

The following shall also be considered as an applicant for membership:

- (a) a Member that has resigned from the Association and wishes to re-join the Association as a Member;
- (b) a Member that switches from one category of Member to the other, *i.e.* from Steering Member to Supporting Member, and vice versa.

### **Article 9. Representation of Members**

Each Member shall be represented within the Association by a high-ranking senior executive (the "Representative"). The Representative can arrange via regular mail or via any other means of written communication (but excluding e-mail, unless an e-mail with electronic signature), always with copy to the Co-Chairs via similar means, for a proxy to a natural person from his/her Member entity to represent it.

If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall automatically lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member) and (ii) the relevant Member shall immediately replace this Representative.

Each Member shall inform the Co-Chairs, via regular mail or any other means of written communication (including e-mail), of the identity and contact details of its Representative.

### **Article 10. Resignation. Exclusion**

Members are free to resign from the Association at all times by giving written notice via registered mail with acknowledgment of receipt to the Co-Chairs. The Co-Chairs shall in turn take note of it. The resignation shall be effective on expiry of a period of three (3) months from the date on which the written notice was sent to the Co-Chairs. Members shall have the right to resign from the Association with immediate effect in the event the Association is found to have breached the law.

A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 7 (Steering Members) or 8 (Supporting Members) of these Statutes; or (ii) is not duly, timely or fully complying with these Statutes, internal rules, if any, and/or any decision validly taken by the bodies of the Association; or (iii) does not pay any or all its membership fees within the stated period; or (iv) infringes the interests of the Association; or (v) is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation; or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (vi) has substantially modified its activities; or (vii) for any other reasonable cause, may be excluded from membership.

Upon finding or being notified that a Member no longer fulfils the conditions for membership, the Co-Chairs shall inform the Strategic Committee.

The Strategic Committee shall take a provisional decision, by consensus, on whether to exclude that Member. If no consensus can be reached, a second voting round shall be organised and the exclusion shall be validly adopted if it obtains a majority of two-thirds (2/3) of the votes cast by the Steering Members.

Before effectively excluding a Member, the Strategic Committee, through the Co-Chairs, shall provide the concerned Member with the relevant details in writing via registered mail thirty (30) calendar days in advance of the proposed exclusion date. During that period, the concerned Member may definitively remedy the breach or breaches leading to the proposed exclusion of the concerned Member. In the absence of such remediation, the Strategic Committee may decide to effectively exclude a Member, provided that the concerned Member is convened at the meeting and has an opportunity to defend its position during the meeting of the Strategic Committee and prior to any vote on the exclusion.

The decision of the Strategic Committee regarding the effective exclusion of a Member is final and must provide reasons. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended pending the decision of the Strategic Committee.

A Member which, in whatever way and for whatever reason, ceases to be a Member of the Association shall (i) remain liable for its obligations towards the Association, including for the payment of its yearly membership fees subject to Article 11 (Membership fees. Additional contributions) below, (ii) have no claims for compensation against the Association or for its assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner, and (iv) upon decision of the Strategic Committee, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

#### **Article 11. Membership fees. Additional contributions**

Members shall each pay an annual membership fee. Following consultation of the Coordination Committee, the Strategic Committee shall set the amount and terms of payment of this fee.

Changes to the fees may be made at the suggestion of the Coordination Committee and validated by the Strategic Committee in accordance with rules and procedures to be set out in internal rules.

If a Member fails to pay its membership fees within thirty (30) calendar days after a reminder has been sent to it by the Co-Chairs, its voting rights shall be automatically and immediately suspended until payment has been made by the relevant Member.

Members joining the Association after 30<sup>th</sup> September of a financial year shall pay half the price of a yearly membership for their membership category and will enjoy the full benefits accruing to that membership category.

Except in the event the Association is found to have breached the law, a Steering Member which resigns from membership shall be liable for payment of: (i) membership fees for the first three years of membership where the resignation occurs at any time up to the end of the first three-years of membership; or (ii) the membership fees for any subsequent three years of membership where the resignation occurs at any time up to the end of such subsequent three-years of membership.

Except in the event the Association is found to have breached the law, a Supporting Member which resigns from membership shall be liable for payment of the annual membership fees due for the year where the resignation occurs.

A Member which is excluded shall only be liable for payment of membership fees for the year in which the effective decision to exclude it is taken.

No membership fees are due for the year following the year of dissolution or liquidation of the Association.

In addition to membership fees, whether as set out in this Article or decided in the future, Steering Members may be required to pay additional contributions where the Association deems it necessary to fund specific studies or projects undertaken by the Association. The Coordination Committee shall decide on the amount of such additional contributions by consensus. If no consensus can be reached, a second round of voting

shall be organised and decisions regarding additional contributions shall be validly adopted if they obtain a majority of two-thirds (2/3) of the votes cast by the Steering Members.

#### **Article 12. Compliance with the Statutes and internal rules**

Members of the Association undertake to expressly adhere to these Statutes and any internal rules, as may be amended from time to time, and to pay the annual membership fees, including those for the year in which the application is submitted, and other contributions that may be required in accordance with these Statutes.

### **TITLE V. ORGANISATIONAL STRUCTURE**

#### **Article 13. Bodies**

The bodies of the Association are:

- (a) The Strategic Committee;
- (b) The Coordination Committee;
- (c) The Co-Chairs; and
- (d) The Board.

### **TITLE VI. STRATEGIC COMMITTEE**

#### **Article 14. Composition**

The Strategic Committee shall be composed of the Steering Members of the Association. Each Steering Member shall be represented at the Strategic Committee exclusively by a C-suite or Board level executive or the Chairperson of the Steering Member. If the individual selected by a Steering Member as its representative to the Strategic Committee is unable to attend a meeting of the Strategic Committee for any reason, such representative shall be entitled to nominate an alternate to attend and vote at the Strategic Committee meetings in his/her absence and it shall so inform the Co-Chairs via regular mail or via any other means of written communication. Such alternate shall also be C-suite level executive, a Board Member or the Chairperson of that Steering Member.

Each Steering Member shall have equal voting rights, being one vote each.

The Strategic Committee shall be chaired by the Co-Chairs of the Association. If one of the Co-Chairs is unable or unwilling to chair the Strategic Committee, the Strategic Committee shall be chaired by the other Co-Chair alone.

The Strategic Committee may decide to invite one or more third parties to attend without voting rights one or more meetings or parts of meetings of the Strategic Committee.

#### **Article 15. Powers**

The Strategic Committee shall have the following powers:

- (a) Jointly define the annual and multi-annual strategy, the annual overall budget, policies, priorities and activities of the Association, in particular through strategic discussions;
- (b) The appointment, revocation and discharge of the Co-Chairs;

- (c) Represent the Association before high-level stakeholders, alone or jointly with other Members of the Association or with the Co-Chairs;
- (d) The admission of new Steering Members in accordance with the procedure set out in Article 8 and the exclusion of Members;
- (e) The setting of future membership fees and additional contributions;
- (f) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s); and
- (g) Consideration of any other matter that the Strategic Committee wishes to review following decisions of the Coordination Committee.

#### **Article 16. Meetings. Convocation. Agenda**

The Strategic Committee shall meet at least annually. Such annual meeting will be designated the "Annual CEO Meeting" and will be held on the date, at the time and in the place fixed by the Board.

Additional meetings of the Strategic Committee may be convened by the Board following consultation by them of the Coordination Committee.

Meetings of the Strategic Committee shall be held at the registered office or the place indicated on the notice approved by the Board.

The Co-Chairs or the Council Secretaries, acting within their powers as set out in Article 28(a), shall, following approval by the Board, send the notice convening the Strategic Committee meeting by ordinary mail, fax, electronic mail or any other means of communication to each member of the Strategic Committee at least fourteen (14) days before the meeting. The meeting will be co-chaired by a C-suite level executive or Chairperson of those Steering Members who are currently the Co-Chairs.

The agenda is issued at least fourteen (14) days in advance.

#### **Article 17. Proxies**

Each Steering Member shall have the right, via regular mail or via any other means of written communication (but excluding e-mail, unless an e-mail with electronic signature), always with copy to the Board via similar means, to give a proxy to another Steering Member in order to be represented at a Strategic Committee meeting. No Member may hold more than two (2) proxies.

#### **Article 18. Quorum. Votes**

Unless otherwise stipulated in these Statutes, the Strategic Committee shall be validly constituted when at least half of the Steering Members are present or represented. In any case, at least two (2) persons must be physically present in order for the meeting of the Strategic Committee to be validly constituted.

If half of the Steering Members are not present or represented for the first meeting, a second meeting of the Strategic Committee may be convened pursuant to Article 16 (Meetings. Convocation. Agenda) of these Statutes, at least fourteen (14) calendar days after the first convocation of the Strategic Committee. The second meeting of the Strategic Committee shall validly deliberate, irrespective of the number of Steering Members present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Statutes, decisions of the Strategic Committee shall be validly adopted by consensus. If no consensus is reached, a second round of voting is organised and decisions shall be

validly adopted if they obtain a majority of two-thirds (2/3) of the votes cast by the Steering Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Steering Member whose Chief Executive Officer or Chairperson is the most recently appointed Co-Chair shall have the decisive vote and, in their absence (whether represented or not), the Steering Member whose Chief Executive Officer or Chairperson is the other Co-Chair. In the event of absence of both Co-Chairs, the agenda item in question shall be postponed to the next meeting of the Strategic Committee.

The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Steering Members present or represented.

#### **Article 19. Register of minutes**

Minutes shall be drawn up at each Strategic Committee meeting. They shall be approved and signed by the Co-Chairs and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including e-mail) by the Co-Chairs to the Steering Members who have requested to receive copies of resolutions. The register of minutes shall be kept at the registered office of the Association where all Steering Members may consult it, without, however, displacing it.

### **TITLE VII. COORDINATION COMMITTEE**

#### **Article 20. Composition. Voting rights**

The Coordination Committee shall be composed of the Steering Members of the Association. Each Steering Member shall be represented at the Coordination Committee by its Representative(s) pursuant to Article 9 (Representation of Members) of these Statutes.

Each Steering Member shall have equal voting rights, being one vote each.

Supporting Members may be invited, but shall not have the right, to attend the meetings of the Coordination Committee, without voting rights but with the right to be heard.

The Coordination Committee shall be chaired by the Council Secretaries. If one of the Council Secretaries is unable or unwilling to chair the Coordination Committee, the Coordination Committee shall be chaired by the other Council Secretary.

The Coordination Committee may decide to invite one or more third parties to attend without voting rights one or more meetings or parts of meetings of the Coordination Committee.

#### **Article 21. Powers**

The Coordination Committee shall have the powers specifically granted to it by law or these Statutes. In particular, the Coordination Committee shall have the following powers:

1. The supervision of the implementation of the annual and multi-annual priorities and activities of the Association as defined by the Strategic Committee;
2. If applicable, the appointment and revocation of a statutory auditor and the determination of his/her/its remuneration;
3. If applicable, the appointment and revocation of an external accountant and the determination of his/her/its remuneration;
4. The appointment of members of the Board, taking into account appropriate and proportionate representation of the Association's Steering Members and their energy, transport, industry or other backgrounds;
5. The revocation of a Board Member;

6. To validate any changes to the composition of the Board;
7. The approval of the annual accounts and the budget of the Association, as drafted by the Board pursuant to Articles 37(e) and 37(f);
8. The discharge to be given to the statutory auditor or external accountant (if any);
9. The approval of the Association's studies;
10. The resolution of any deadlock or other comparable circumstance jointly submitted by the Co-Chairs or Council Secretaries and arising out of their administration and management of the Association, such resolution to be binding on the Co-Chairs;
11. The admission of new Supporting Members in accordance with the procedure set out in Article 8;
12. The adoption, amendment, and revocation of the internal rules for the Association and terms of reference of bodies it may set up;
13. The amendment of the Association's Statutes;
14. The transfer of the Association's registered office;
15. The interpretation of the Association's Statutes; and
16. The pre-approval of Steering Member candidacies and submitting candidacies to the Strategic Committee for validation.

## **Article 22. Meetings**

The Coordination Committee shall meet, including by telephone conference call, at least two times a year upon convocation by the Board and at such time and place as determined in the convocation notice.

A meeting of the Coordination Committee entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year.

An Extraordinary Meeting of the Coordination Committee shall be convened at any time by the Board or Council Secretaries, as the case may be, whenever required by the interests of the Association. An Extraordinary Meeting of the Coordination Committee shall be convened at the request of (i) the Board, or (ii) at least fifty percent (50%) of the Steering Members.

## **Article 23. Convocation. Agenda**

Convocation notices for the meeting of the Coordination Committee shall be notified to the Members by the Board, as the case may be via regular mail or via any other means of written communication (including e-mail) at least ten (10) calendar days before the meeting.

The convocation notice shall mention the date, time and place of the meeting of the Coordination Committee. The agenda of the meetings of the Coordination Committee shall be prepared and adopted by the Board or Council Secretaries, as the case may be.

Any proposal for additional item(s) to be added to the agenda of the Coordination Committee which is signed by (i) the Board or Council Secretaries, as the case may be, or (ii) at least twenty-five percent (25%) of the Steering Members and notified to the Co-Chairs at least seven (7) calendar days before the meeting shall be included in the agenda. In such a case, the Board or Council Secretaries, as the case may be, shall inform the Members of the additional item(s) on the agenda of the meeting of the Coordination Committee via regular mail or via any other means of written communication (including e-mail) at least four (4) calendar days before the meeting of the Coordination Committee.

No vote shall be cast regarding an item that is not listed on the agenda, except if two-thirds (2/3) of the Steering Members are present or represented at a meeting of the Coordination Committee and vote to proceed with such vote.

Each Steering Member and the Board or Council Secretary, as the case may be, shall have the right, before, during or after a meeting of the Coordination Committee, to waive the convocation formalities and periods

required by the present Article. Unless a Steering Member disagrees, any Steering Member present or represented and any Board Member or Council Secretary, as the case may be, present at a meeting of the Coordination Committee shall be considered to have been regularly convened to this meeting.

#### **Article 24. Proxies**

Each Member shall have the right, via regular mail (excluding e-mail, unless an e-mail with electronic signature), always with copy to the Board or its duly authorised representative via similar means, to give a proxy to another Member of its membership category in order to be represented at a Coordination Committee meeting. In that case, each Member or third party may hold an unlimited number of proxies.

#### **Article 25. Quorum. Votes**

Unless otherwise stipulated in these Statutes, the Coordination Committee shall be validly constituted when at least half of the Steering Members are present or represented.

If half of the Steering Members are not present or represented for the first meeting, a second meeting of the Coordination Committee shall be convened pursuant to Article 23 (Convocation. Agenda) of these Statutes, at least ten (10) calendar days after the first convocation of the Coordination Committee. The second meeting of the Coordination Committee shall validly deliberate, irrespective of the number of Steering Members present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Statutes or the internal rules regarding the Board election process, decisions of the Coordination Committee shall be validly adopted by consensus. If no consensus is reached, a second round of voting is organised and decisions shall be validly adopted if they obtain a majority of two-thirds (2/3) of the votes cast by the Steering Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Steering Member whose Chief Executive Officer or Chairperson is the most recently appointed Co-Chair shall have the decisive vote and, in their absence (whether represented or not), the Steering Member whose Chief Executive Officer or Chairperson is the other Co-Chair. In the event of absence of both Co-Chairs, the agenda item in question shall be postponed to the next meeting of the Coordination Committee.

The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Steering Members present or represented.

#### **Article 26. Register of minutes**

Minutes shall be drawn up at each Coordination Committee meeting. They shall be approved by the Council Secretaries or other person appointed for day-to-day management of the Association and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including e-mail) to the Steering Members who have requested to receive copies of resolutions. The register of minutes shall be kept at the registered office of the Association where all Steering Members may consult it, without, however, displacing it.

### **TITLE VIII. CO-CHAIRS**

#### **Article 27. Composition**

**27.1.** The Association is administered by two (2) natural persons who shall act as co-chairpersons of the Association ("Co-Chairs").

**27.2.** Each Co-Chair shall be the Chief Executive Officer or Chairperson of a Steering Member.

**27.3.** The Co-Chairs shall be appointed by the Strategic Committee on a rotating basis, according to the selection criteria in the internal rules, each for a term of two (2) years, renewable once for another two (2) years if circumstances, as determined by the Strategic Committee, so warrant.

**27.4.** Only members of the Board can be appointed as a Co-Chair.

**27.5.** Each Board Member, except those whose Chief Executive Officers or Chairpersons are currently acting as Co-Chairs, has the right to submit to the Co-Chairs the name of its Chief Executive Officer or Chairperson which it proposes as a candidate Co-Chair at least ten (10) calendar days in advance of the Strategic Committee meeting at which the next Co-Chair will be appointed. The Co-Chairs must inform the Board Members when appointment of the next Co-Chair is necessary and shall draw up a list of all the proposed candidate Co-Chairs which shall be attached to the agenda for the relevant meeting of the Strategic Committee.

**27.6.** The mandate of a Co-Chair terminates by expiry of his/her appointment as Chief Executive Officer or Chairperson or, automatically and with immediate effect, (i) by death or incapacity, or (ii) if a Co-Chair ceases to be employed as Chief Executive Officer or Chairperson by the Steering Member he/she is representing, or (iii) if the Steering Member the Co-Chair represents, for whatever reason, ceases to be a Member of the Association, or (iv) if the Steering Member the Co-Chair represents is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Steering Member the Co-Chair represents, has substantially modified its activities, or (vi) if, for any other reason, a Co-Chair no longer meets the criterion set out in Article 27.2, or (vii) where the mandate is revoked by the Coordination Committee on the basis of inappropriate conduct and/or neglect of duties of the Co-Chair provided that the Co-Chair concerned is present at the meeting and has the opportunity to defend his/her position during the meeting of the Coordination Committee and prior to voting on the revocation.

**27.7.** A Co-Chair is also free to resign from his/her office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) requesting acknowledgment of receipt, notice of his/her resignation to the other remaining Co-Chair or, in the case of resignation of both Co-Chairs, to the Strategic Committee. In case of termination of the mandate of a Co-Chair, except in any of the circumstances under Article 27.5, the Co-Chair shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

**27.8.** If the mandate of a Co-Chair ceases before its term, for whatever reason, the other remaining Co-Chair may freely appoint (by co-optation) a new Co-Chair for the remainder of the term, provided that the Co-Chair appointed (by co-optation) fulfils the criterion in Article 27.2.

**27.9.** In case of termination of the mandate of a Co-Chair for whatever reason, the Co-Chair shall have no claims for compensation on the Association or for its assets, without prejudice to any applicable mandatory labour law provisions requiring that compensation be paid to the Co-Chair.

**27.10.** The Co-Chairs may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Co-Chairs.

## **Article 28. Powers**

The Co-Chairs shall have all (residual) powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Co-Chairs shall act as a collegial body (in French: "*organe collégial*").

The Co-Chairs shall in particular have the following powers, which they shall exercise jointly:

(a) The appointment by each of them of a duly authorized Council Secretary to whom they can delegate the daily administration of the Association, the organisation and management of the Coordination Committee. The Council Secretaries shall in general be a senior executive from the Steering Member whose Chief Executive Officer of Chairperson is Co-Chair. The Co-Chairs shall set out in writing the scope of such delegated powers, in particular for the day-to-day management of the Association, the terms for exercise of these powers and the duration of the delegation granted. These powers will be defined in internal rules. In such circumstances, the delegation of power shall not extend to any of the powers of the Co-Chairs in relation to the Strategic Committee, nor shall it concern the general management of the Association or the general powers of the Co-Chairs.

(b) To preside at the meetings of the Coordination Committee This includes animating and moderating the meetings and to sign and approve the minutes of the meetings of the Coordination Committee;

(c) To preside at the meetings of the Strategic Committee. This includes animating and moderating the meetings and to sign and approve the minutes of the meetings of the Strategic Committee;

(d) To approve expenditures below 20% of the Association's annual budget, within the limits of the budget set by the Coordination Committee and the activity plan approved by the Board;

(e) The general management and administration of the Association, including, but not limited to, drafting internal rules for the Association and terms of reference for bodies which it sets up, such rules and terms to be submitted to the Coordination Committee for adoption;

(f) Where applicable, the supervision of the human resources and external service providers of the Association;

(g) To set the agenda and convene the meetings of the Board;

(h) To have right of membership in the Board;

(i) To sign judicial and extra-judicial deeds and documents;

(j) To represent the Association before third parties and before the courts; and

(k) Where relevant, filing with the commercial court, for publication in the Annexes of the Belgian Gazette of any decision as required by law and in particular, the Royal Decree of 26 June 2003 concerning the publishing of acts and documents of non-profit associations and international non-profit associations and foundations such as, but not limited to: (i) the deeds relating to the nomination and the termination of duties of the Co-Chairs and of persons who can represent the Association; (ii) amendments to these Statutes and coordinated texts of the Statutes; (iii) annual accounts; and (iv) all decisions concerning the dissolution and liquidation of the Association.

The powers referred to in (b), (d), (e), (f), (g), (h), (i), (j) and (k) can be delegated by the Co-Chairs to the Council Secretaries.

Each year, before approval of the annual accounts, the Co-Chairs or Council Secretaries, as the case may be, shall provide an annual report of the Association to the meeting of the Coordination Committee entrusted with the approval of the annual accounts. Such report shall include at least information regarding (i) use of the budget and (ii) the activities of the Association.

## **Article 29. Meetings**

The Co-Chairs shall meet every time the interests of the Association so require, and at such time and place as determined in the convocation notice.

Meetings can take place in-person, as well as over the phone or via video conferencing.

### **Article 30. Proxies**

Each Co-Chair shall have the right, via regular mail or via any other means of written communication (excluding e-mail, unless an e-mail with electronic signature), to give a proxy to the other Co-Chair.

### **Article 31. Convocation. Agenda**

Convocation notices for the Co-Chairs shall be finalised seven (7) calendar days before the meeting. The convocation notice shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be attached to the convocation notice.

Except in case of emergency, convocation notices are sent by ordinary mail, fax, electronic mail or any other means of communication at least seven (7) days before the date of the meeting of the Co-Chairs.

Each Co-Chair shall have the right to propose an additional item to be included on the agenda of the meeting of the Co-Chairs at least five (5) calendar days before the meeting.

Each Co-Chair shall have the right, before, during or after a meeting of the Co-Chairs, to waive the convocation formalities and periods required by the present Article if the other Co-Chair is in agreement. Unless he/she disagrees, any Co-Chair present or represented at a meeting of the Co-Chairs shall be considered to have been regularly convened to this meeting.

### **Article 32. Quorum. Votes**

The meeting of the Co-Chairs shall be validly constituted when both Co-Chairs are present or represented.

Decisions of the Co-Chairs shall be validly adopted by unanimity.

A duly convened meeting of the Co-Chairs shall be validly held even if both or one of the Co-Chairs is not physically present or represented, but participates in the deliberations via any means of telecommunication that allow the Co-Chairs to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the Co-Chairs shall be deemed present.

### **Article 33. Register of minutes**

Minutes shall be drawn up at each meeting of the Co-Chairs. They shall be approved and signed by both Co-Chairs and kept in a register of minutes. The register of minutes shall be kept at the registered office of the Association where the Co-Chairs may consult it, without, however, displacing it.

### **Article 34. Written procedure**

The Co-Chairs may take decisions via written procedure.

For this purpose, a written communication consisting of an agenda and propositions of the decisions to be taken shall be circulated between the Co-Chairs by regular mail or any other means of written communication (including e-mail) for their mutual written and signed approval within the term mentioned in such communication.

If such written communication is approved in writing and signed by both Co-Chairs within the relevant period, the decisions are deemed to have been taken.

## **TITLE IX. BOARD**

## **Article 35. Membership criteria**

The category of Board Membership is open and accessible to any Steering Member, which also fulfils the following criteria:

- (a) registered with the relevant national register of companies, which has legal personality in accordance with the laws and practices of its country of origin and which has a multinational presence;
- (b) active in the hydrogen technology industry and which has objectives consistent with the purpose of the Association;
- (c) with a significant global reach (taking into account all affiliates, subsidiaries and other companies in the relevant group);
- (d) prepared to participate in the activities of the Association, including participation at Board meetings by the Board Member's CEO or a C-suite or Board level executive, at least once a year in person and at least once a year by conference call;
- (e) whose business is dependent on or otherwise compatible with fuel cell and other hydrogen energy technologies; and

Where the Board Member is a member of a group of legal entities, it shall be the sole Board Member of the Association for the group in question

Board Members shall enjoy all Board membership rights, including voting rights.

## **Article 36. Composition**

**36.1.** The Board shall consist of no fewer than 8 and no more than 13 Members. The Board shall decide on the exact number of Members.

**36.2** The Co-Chairs are Members of the Board.

**36.3** The Board Members may, for the obligation set forth in Article 35(d), appoint a duly authorised representative to attend Board meetings (notwithstanding the obligation of the Board Member's CEO or a C-suite or Board level executive to attend at least one meeting a year in person and at least one meeting a year by conference call).

**36.4.** Any Steering Member, except those which are already Members of the Board or seeking renewal, may apply to become a Member of the Board, via regular mail or via any other means of written communication (including by email) an application to the Board at least thirty (30) days in advance of the Coordination Committee meeting at which Members of the Board will be appointed. On receipt of the application to become a Member of the Board, the Board shall review the application to ensure that the applicant fulfils the criteria for Board membership. In accordance with the 10-day convocation period set out in Article 23, it shall then attach the application to the agenda for the relevant meeting of the Coordination Committee.

**36.5.** A Member of the Board shall be appointed by the Coordination Committee, in accordance with Article 25 (Quorum. Vote.), for a term of two (2) years, renewable twice for another two (2) years if circumstances, as determined by the Coordination Committee, so warrant. Existing Board Members shall be subject to the same application process and voting procedure as Steering Members applying for their first term.

**36.6.** A Board Member is also free to resign from his/her office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) requesting acknowledgment of receipt, notice of his/her resignation to the Coordination Committee. In case of termination of the mandate of a

Board Member, the Board Member shall continue performing the duties of his/her office until it has been replaced within sixty (60) calendar days.

**36.7.** At the end of the term of a Co-Chair or Member of the Board, the Co-Chair or Member of the Board can maintain its appointment as Member of the Board for an additional term of two (2) years.

**36.8.** If the Board is unable to fulfil its duties, the Council Secretaries will assume the duties of the Board until the Board is able to do so.

### **Article 37. Powers**

The Board shall have the powers specifically granted to it by law or these Statutes. In particular, the Board shall have the following powers:

(a) The approval of expenditures above 20% of the Association's annual budget, within the limits of the budget set by the Coordination Committee and the activity plan approved by the Board;

(b) To act as a conciliator when differences of opinion occur, both within the Association or between the Association and third parties;

(c) To execute the decisions and implement priorities as set by the Strategic Committee and the Coordination Committee;

(d) To assist the Strategic Committee in appointing new Co-Chairs in accordance with the internal rules;

(e) To draft and recommend the detailed annual budget to the Coordination Committee based on priorities set by the Strategic Committee pursuant to Article 15 (a);

(f) To draft the draft annual accounts of the Association that must be submitted to the Coordination Committee for statutory approval pursuant to Article 21 (7);

(g) To monitor budget expenditure and the allocation of the budget of the Association;

(h) To adopt proposals to be submitted to the Coordination Committee for its approval, including, but not limited to, consulting Steering Members regarding the location, date and programme for a "Annual CEO Meeting" and other major events and initiatives;

(i) To set up and lead Project Teams;

(j) To hire and dismiss one or more study contractor(s), within the budget set and approved by the Coordination Committee;

(k) To hire, review the performance and dismiss the employees of the Association, within a budget set and approved by the Coordination Committee;

(l) To develop and implement changes to the Board's working roles as set out in the internal rules; and

(m) To set the agendas and convene the meetings of the Coordination Committee and the Strategic Committee.

### **Article 38. Meetings. Convocation. Agenda**

Board meetings by the Board Member's CEO or a C-suite or Board level executive, as set forth in Article 35 (d), shall take place at least once a year in person and at least once a year by conference call. These biannual board meetings shall be convened by the Co-Chairs. The biannual board meeting will be led by the Co-Chairs and attended by a C-suite level executive or Chairperson of those Board Members.

In addition to the biannual board meetings of the Board, Board meetings may be convened by the Council Secretaries. These additional meetings shall be led by the Council Secretaries. These additional Board Meetings do not have to be attended by the Board Member's CEO or a C-Suite or Board Level executive.

Board meetings can take place in-person, as well as over the phone or via video conferencing.

In-person Board meetings shall be held at the registered office or the place indicated on the notice drawn up by the Co-Chairs.

If the individual selected by a Board Member as its representative to the Board is unable to attend a meeting of the Board for any reason, such representative shall be entitled to nominate an alternate to attend and vote at the Board meetings in his/her absence and it shall so inform the Board via regular mail or via any other means of written communication, including email. Such alternate shall also be C-suite level executive, a Board Member or the Chairperson of that Board Member.

The Co-Chairs shall send the notice convening the Board meeting by ordinary mail, fax, electronic mail or any other means of communication to each member of the Board at least 10 (ten) days before a Board meeting.

The agenda is issued at least ten (10) days in advance.

The Board shall meet every time the interests of the Association so require and at least once a year, and at such time and place as determined in the convocation notice.

#### **Article 39. Proxies**

Each Board Member shall have the right, via regular mail or via any other means of written communication (but excluding e-mail, unless an e-mail with electronic signature), always with copy to the Board via similar means, to give a proxy to another Board Member in order to be represented at a Board meeting. In that case, each Board Member may hold an unlimited number of proxies.

#### **Article 40. Quorum. Votes**

Unless otherwise stipulated in these Statutes, the Board shall be validly constituted when at least half of the Board Members are present or represented.

If half of the Board Members are not present or represented for the first meeting, a second meeting of the Board may be convened pursuant to Article 38 (Meetings. Convocation. Agenda) of these Statutes, at least ten (10) calendar days after the first convocation of the Board. The second meeting of the Board shall validly deliberate, irrespective of the number of Board Members present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Statutes, decisions of the Board shall be validly adopted by consensus. If no consensus is reached, a second round of voting is organised and decisions shall be validly adopted if they obtain a majority of two-thirds (2/3) of the votes cast by the Board Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Board Member whose Chief Executive Officer or Chairperson is the most recently appointed Co-Chair shall have the decisive vote and, in their absence (whether represented or not), the Board Member whose Chief Executive Officer or Chairperson is the other Co-Chair. In the event of absence of both Co-Chairs, the agenda item in question shall be postponed to the next meeting of the Board.

The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Board Members present or represented.

#### **Article 41. Register of minutes**

Minutes shall be drawn up at each Board meeting. They shall be approved by the Council Secretaries or other person appointed for day-to-day management of the Association and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including e-mail) to the Board Members who have requested to receive copies of resolutions. The register of minutes shall be kept at the registered office of the Association where all Board Members may consult it, without, however, displacing it.

### **TITLE X. RESPONSIBILITY**

#### **Article 42. Responsibility**

The Members and their Representatives, acting in whatever capacity provided for under these Statutes, shall not be personally bound by the obligations of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the performance or non-performance of their duties and tasks.

The Association shall have appropriate insurance in place to cover any liabilities of the Association.

The Association, unless explicitly provided otherwise, shall not act as an agent or representative of any of its individual Members and only represents the Members as a group.

### **TITLE XI. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

#### **Article 43. External representation of the Association**

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds (*i.e.*, including signature authority) by the two (2) Co-Chairs, acting jointly or, following approval by at least two-thirds of the Steering Members within the Coordination Committee, solely.

In addition, the Association shall also be validly represented vis-à-vis third parties (*i.e.* including the signature authority), within the framework of their mandates, by one or more proxy holder(s) duly mandated by the two (2) Co-Chairs, acting jointly, or by the Council Secretaries with the necessary delegation of authorities for all relevant matters pursuant to Article 28.

### **TITLE XII. INTERNAL RULES AND PROCEDURES**

#### **Article 44. Internal rules and procedures**

To complete the provisions of these Statutes, the Co-Chairs may, with the exception of internal rules and terms of reference as referred to in Article 12 of these Statutes, adopt, amend and/or revoke rules, internal procedures, and/or any other kind of rules that fall within the scope of their powers.

### **TITLE XIII. FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS**

#### **Article 45. Financial year**

The financial year of the Association shall run from 1 January to 31 December.

#### **Article 46. Annual Accounts. Budget**

The Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

Each year, within six (6) months following the end of the financial year, the Board shall submit the draft annual accounts and the draft budget to the meeting of the Coordination Committee entrusted with the approval of the annual accounts.

The draft annual accounts and the draft budget shall be circulated amongst all Members at least thirty (30) calendar days before the meeting of the Coordination Committee entrusted with the approval of the annual accounts.

#### **Article 47. Auditing of the accounts**

If the law requires so, the Coordination Committee shall appoint a statutory auditor, chosen from amongst the members of the Belgian "*Institut des Réviseurs d'Entreprises*", for a three (3) year term.

If the Association is not required by law to appoint a statutory auditor, the Coordination Committee may still appoint a statutory auditor or an external accountant to audit the annual accounts.

The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the meeting of the Coordination Committee before the approval of the annual accounts.

### **TITLE XIV. AMENDMENTS TO THESE STATUTES**

#### **Article 48. Amendments to these Statutes**

The Coordination Committee can validly decide to amend these Statutes only if (i) at least half of the Steering Members are present or represented, and (ii) they obtain a two-thirds (2/3) majority of the votes cast by the Steering Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Steering Member whose Representative is the most recently appointed Co-Chair shall have the decisive vote or, in its absence (whether represented or not), the Steering Member whose Representative is the other Co-Chair.

If half of the Steering Members are not present or represented at the first meeting, a second meeting of the Coordination Committee shall be convened pursuant to Article 23 (Convocation. Agenda) of these Statutes, at least fourteen (14) calendar days after the first meeting of the Coordination Committee.

The second meeting of the Coordination Committee shall validly deliberate, irrespective of the number of Steering Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide the amendments. However, the Coordination Committee shall always be composed of at least two (2) persons physically present.

The main terms of any proposal to amend these Statutes shall be shared with the Steering Members at least ten (10) days before the meeting of the Coordination Committee. The detailed terms of any proposal to amend these Statutes shall be shared with the Steering Members at least four (4) days before the meeting of the Coordination Committee.

The date on which amendments to these Statutes shall enter into force shall be determined by the decision

of the Coordination Committee regarding such amendments.

Any decision of the Coordination Committee relating to amendment of these Statutes is subject to the additional requirements imposed by applicable laws. In particular, when required, the amendments to these Statutes must be acknowledged by Royal Decree or recorded in a notarial deed.

## **TITLE XV. DISSOLUTION. LIQUIDATION**

### **Article 49. Dissolution. Liquidation**

**49.1.** Unless otherwise provided by law, the Association may only be wound up by resolution of the Strategic Committee. The Strategic Committee can only validly pronounce the dissolution of the Association if (i) at least half of its Members are present or represented; and (ii) the decision obtains a two-thirds (2/3) majority of the votes cast by the Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Steering Member whose Chief Executive Officer or Chairperson is the most recently appointed Co-Chair shall have the decisive vote or, in its absence (whether represented or not), the Steering Member whose Chief Executive Officer or Chairperson is the other Co-Chair.

If half of the Steering Members are not present or represented at the first meeting, a second meeting of the Strategic Committee may be convened pursuant to Article 16 (Convocation. Agenda) of these Statutes, at least thirty (30) calendar days after the first meeting of the Strategic Committee. The second meeting of the Strategic Committee shall validly deliberate, irrespective of the number of Steering Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide on the dissolution. However, the Strategic Committee shall always be composed of at least two (2) persons physically present.

Any proposition to dissolve the Association shall be explicitly mentioned in the agenda in the convocation notice to the Strategic Committee and the Co-Chairs.

**49.2.** Upon voluntary or automatic dissolution of the Association, the Strategic Committee shall decide upon the appointment of one or more liquidator(s) and the decision-making process of the liquidators if several liquidators are appointed.

Failing the appointment of one or more liquidator(s), the Co-Chairs shall be deemed to be jointly in charge of the Association's liquidation.

The liquidators will have all the powers of administration and representation that were attributed to the Co-Chairs prior to the dissolution of the Association as well as those powers that will allow them to carry-out the liquidation of the Association, in particular but not limited to:

- (a) establishing an inventory of the Association's net assets and liabilities;
- (b) realising the assets, including disposal of movable, immovable and intellectual property to the extent necessary to satisfy creditors;
- (c) pay creditors, while being mindful of the principle of equality of the creditors;
- (d) collect receivables;
- (e) if needed, temporarily continue to carry out the Association's activities to the extent necessary for an orderly winding-up;
- (f) bring liability actions, in the name of the Association, against those who have decreased the Association's net assets or increased its liabilities;

(g) in case there is a positive balance following the liquidation, pay out or transfer the remaining net assets of the Association in accordance with Article 49.3.

(h) upon conclusion of the liquidation: (i) convene the Strategic Committee, (ii) submit the liquidation accounts, (iii) indicate the allocation of the net assets if any, (iv) request a discharge from the Strategic Committee, and (v) request that the Strategic Committee declare the closing of the liquidation;

(i) in case of court-ordered dissolution, produce their reports to the Court; and

(j) communicate the dissolution, nomination of liquidators and the closing of the liquidation to the “*Banque-Carrefour des Entreprises*”.

In case of a court-ordered dissolution of the Association, the liquidators will be appointed by the competent Court.

The Association may also opt for a “*dissolution-liquidation*” in a single decision.

**49.3.** In case the liquidation results in a positive balance, the remaining net assets shall be allocated to one or several organisations with a comparable non-profit purpose. Failing any decision to this effect by the Strategic Committee based on a majority of two-thirds of the votes to designate the beneficiary organisation(s) or if a beneficiary organisation so designated is no longer in existence, the liquidator shall allocate the remaining net assets to one or several other organisations with a comparable non-profit purpose.

**49.4.** All deeds, invoices, websites and documents issued by the Association during its dissolution, shall bear its name, preceded or followed by the following words: “*Association Internationale Sans But Lucratif en Liquidation*” or the acronym “*AISBL en liquidation*”, as well as the address of the seat of the Association.

## **TITLE XVI. INTELLECTUAL PROPERTY**

### **Article 50. Intellectual property**

Members shall not use the Association’s name, trademark, or any associated logo(s) or other intellectual property in any manner unless they have received prior and written authorisation from the Coordination Committee to do so.

## **TITLE XVII. VARIATIONS**

### **Article 51. Variations**

Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations. In the event of a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

Membership of the Association does not imply or represent any endorsement by the Association of a Member or of any activity undertaken by a Member.

Members shall have no claim on the Association’s assets.

The workings of the Association shall be conducted in English, without prejudice to applicable legal obligations.

These Statutes are written in French and English, but only the French version shall be the official text.