

CENTR VZW articles of association

As approved at the 62nd CENTR General Assembly on 9 October 2019

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Name / Address / Objectives and Activities / Term

Article 1: Name

The VZW (“vereniging zonder winstoogmerk” or “non-profit association”) shall be called CENTR or “Council of European National Top-level Domain Registries” in full.

All deeds, invoices, announcements, notices, letters, orders, websites and other documents issued by the VZW, whether or not in electronic format, must state the following details: the name of the VZW, immediately preceded or followed by the words “vereniging zonder winstoogmerk” or the abbreviation “VZW”, an accurate listing of the registered office of the VZW, the company number, the words “rechtspersonenregister” (“Register of Legal Entities”) or the abbreviation “RPR”, followed by a listing of the court district in which the registered office of the VZW is situated, the e-mail address and website address of the VZW if applicable, and the fact that the VZW is in liquidation if applicable.

Anyone who cooperates on behalf of a VZW on a deed that does not comply with the regulations stipulated in the previous paragraph may, depending on the circumstances, be held liable for the obligations entered into by the VZW in such deed or website.

Article 2: Address

The registered office of the association is situated in the Brussels-Capital Region.

The Board of Directors is authorised to move the registered office of the association within Belgium, insofar as any such move does not require a change in the language of these Articles of Association in accordance with the applicable language legislation. No amendment of the Articles of Association is required for this decision.

If the language of the Articles of Association must be amended as a consequence of a move of the registered office, only the General Assembly is authorised to take this decision, taking into account the requirement for an amendment to the Articles of Association.

Article 3: Non-profit purpose and objectives (activities)

The VZW has a non-profit purpose and has the following activities as its objectives:

- a) To provide a forum for discussion of policy matters that impact internet country code top-level domain registries (ccTLDs).
- b) Act as a communication channel with internet governing bodies and other bodies related to the internet
- c) Promote the interests of ccTLDs
- d) Gather information on and document the practice of ccTLDs and act as a central point for questions on such matters
- e) Promote and encourage amongst ccTLD registries the provision of better services for users.
- f) Assist and support its members, provide them with information on ccTLDs and coordinate activities to better serve their mutual interests

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- g) Organise meetings and conferences for members to research matters relating to ccTLDs, as well as all other activities that may help the association to achieve these objectives
- h) Offer support to its members in their contact with the European Union and all other international and national organisations, whether or not situated in Brussels
- i) Offer a platform for discussion of all matters in the general interest of the membership

The VZW may take any action that is directly or indirectly related to its non-profit purpose and object.

As part of this, the VZW may undertake economic activities of an industrial or commercial nature, even as its principal activity, while any income generated by such activities at all times shall be fully allocated to its non-profit purpose.

Article 4: Prohibition on profit distribution

The VZW shall not pay or allocate any material gain, whether directly or indirectly, to its founders, directors or any other person, other than for the non-profit purpose specified in the Articles of Association. All transactions in breach of this prohibition shall be null and void.

Article 5: Term

The association shall be set up in perpetuity and may be dissolved at any time.

Internal Regulations / Communications

Article 6: Internal regulations

The VZW has internal regulations in the form of 'Internal Procedural Rules'. The most recent version as approved by the Board of Directors is publicly available on the CENTR website.

All full members, associate members and observers must abide by the Articles of Association, the internal regulations and the declaration of intent.

Article 7: Declaration of intent

All full members, associate members and observers shall sign a unilateral declaration of intent in which they confirm they shall maintain confidentiality and undertake to participate to the best of their capacity within the VZW.

Article 8: Communication

All full and associate members of the VZW may provide an e-mail address at any time for communication. All communication to this e-mail address shall be deemed to have been served in accordance with the regulations. The VZW may use this e-mail address until the member in question

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notifies the VZW of a different e-mail address or expresses a wish to no longer communicate by e-mail.

The members of the Board of Directors and the auditor, if applicable, may provide an e-mail address at the start of their mandate for communication with the VZW. All communication to this e-mail address shall be deemed to have been served in accordance with the regulations. The VZW may use this e-mail address until the mandate holder in question notifies the VZW of a different e-mail address or expresses a wish to no longer communicate by e-mail.

If required, the e-mail address may be replaced with another equivalent means of communication.

Full Members

Article 9: Full members: number, terms and admission formalities

There shall be a minimum of two full members. No maximum number shall be specified.

Prospective full members of the VZW shall submit a request to join in writing or via e-mail to the Board of Directors.

Only legal persons or organisations operating a European ccTLD may become full members of the VZW. "Europe" shall be interpreted as defined by the United Nations geoscheme for Europe.

Members already admitted as full members at the time of the approval of these Articles of Association shall not be subject to the aforementioned geographical restrictions.

The General Assembly has the authority to decide whether or not full members may be admitted. The General Assembly shall autonomously decide whether prospective full members who meet the substantive conditions are admitted to the VZW as members.

The decision to admit a full member shall be taken when at least half of the full members are present or represented. Subsequently, the decision shall be taken with a simple majority of the votes cast.

No justification is required for the decision on whether or not to admit a member. No appeal may be lodged against the decision.

If the admission of a prospective full member is refused, the prospective full member in question may only submit a new request one year after the initial request.

Full membership is not transferable to another legal person, unless permission to do so has been granted by a simple majority of votes cast during a General Assembly when at least half of the full members are present or represented.

Article 10: Rights and obligations of the full members

The full members shall have the rights and obligations described in the law and in these Articles of Association.

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Article 11: Terms and formalities regarding the resignation and dismissal of full members

Resignation

All full members of the VZW are free to resign by submitting their resignation to the Board of Directors. Notice of resignation shall be served to the Board of Directors by post or by e-mail.

The resigning full member shall observe a notice period of seven full days.

If the resignation results in the number of full members falling below the minimum specified by law or in these Articles of Association, the resignation of the full member shall be suspended until a replacement is found within a reasonable term.

Automatic resignation

Full members must resign in the following circumstances:

- when the full member ceases to exist in accordance with the laws of its country of incorporation.
- when the full member no longer meets the substantive conditions to become a member of the VZW.
- when the full member was a member of the General Assembly in a specific capacity, and it loses that capacity.

Dismissal

The dismissal or exclusion of a full member must be mentioned on the notice of the General Assembly. The full member must be heard, or as a minimum, provable and reasonable attempts to hear the member must have been taken. The exclusion of a full member may only be decreed by the General Assembly when at least two-thirds of the members are present or represented and subsequently, a majority of at least two-thirds of the votes cast is obtained.

If fewer than two-thirds of the members are present or represented at the initial meeting, a second meeting must be called, and the deliberations and decision of this new meeting shall be deemed valid when at least 15 full members are present or represented. The second meeting must not be held within fifteen days following the initial meeting.

Members may be excluded:

- when they are no longer fulfilling their obligations towards the VZW (such as non-payment of contributions or deposits or non-compliance with the internal regulations).
- when they are acting in breach of the Articles of Association, internal regulations, declaration of intent or any other regulations or decision taken by the General Assembly.
- when they are acting in a manner that is excessively detrimental to the interests of the VZW as assessed by the General Assembly.
- when they are declared bankrupt, enter liquidation or a trustee is appointed in relation to their assets.

Suspension

The Board of Directors may suspend a member in anticipation of a General Assembly that will decide on the exclusion of the full member.

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Amongst other reasons, the Board of Directors may decide to suspend a full member if the latter has not paid an invoice sent by the secretary within sixty days after the due date. Such suspension may only be maintained if it is confirmed at the General Assembly by an ordinary majority of votes cast and then only for the period determined by the General Assembly. Upon payment in full of the invoice, the Board of Directors shall revoke the suspension.

Suspension means a temporary revocation of membership rights.

Article 12: Contributions or deposits by the full members

The maximum amount of contributions or deposits made by the full members shall be: € 100,000 per year. The General Assembly shall annually decide by weighted majority on the level of the voluntary fee bands full members may choose from.

Suspended, resigning or excluded full members are bound to pay the contributions or deposits for the ongoing year.

Suspended, resigning or excluded full members shall have no claim to the possessions of the VZW and cannot reclaim any contributions paid.

Article 13: Register of full members

The Board of Directors shall keep a register of full members at the registered office of the association.

This register shall state the name, surname and place of residence of the full members, or if the full member in question is a legal person, their name, legal form and registered office address

The Board of Directors shall record all decisions regarding the admission, resignation or exclusion of full members in the register within eight days of notice of such decision being served. The Board of Directors may decide to keep the register in an electronic format.

All full members may inspect a digital version of the register of full members in a secure digital environment.

All full members may inspect the register of full members at the registered office of the association. To do so, they shall submit a written request to the Board of Directors, with whom they shall agree a date and time for inspection of the register. The register cannot be moved.

Upon verbal or written request, the VZW must without delay grant access to the register of full members to the authorities, administrations and services, including public prosecutors, registries, courts and all other lawfully authorised officials, and provide these entities with any copies or extracts of the register they deem necessary.

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Associate Members

Article 14: Associate members: number, terms and admission formalities

In addition to full members, the association also includes associate members.

The General Assembly has the authority to decide whether or not associate members may be admitted. The General Assembly shall autonomously decide whether prospective associate members who meet the substantive conditions are admitted to the VZW as associate members.

The decision to admit an associate member shall be taken when at least half of the full members are present or represented. Subsequently, the decision shall be taken with a simple majority of the votes cast.

No justification is required for the decision on whether or not to admit an associate member. No appeal may be lodged against the decision.

If the admission of a prospective associate member is refused, the prospective associate member in question may only submit a new request one year after the initial request.

The membership term of associate members is three years, after which the membership expires and a new request to become an associate member may be submitted.

All associate members must be an institution or organisation that operates a “top-level internet domain registry” and the General Assembly is of the opinion that the VZW would benefit from the membership of the institution or organisation in question.

Membership is not transferable to another legal person, unless permission to do so has been granted by a simple majority of votes cast during a General Assembly when at least half of the full members are present or represented.

Article 15: Rights and obligations of the associate members

The associate members shall have the rights and obligations described in the law and in these Articles of Association.

Article 16: Terms and formalities regarding the resignation and dismissal of associate members

Resignation

All associate members of the VZW are free to resign by submitting their resignation to the Board of Directors.

Notice of resignation shall be served to the Board of Directors by post or by e-mail.

The resigning associate member shall observe a notice period of seven full days.

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Automatic resignation

Associate members must resign in the following circumstances:

- when the associate member ceases to exist in accordance with the laws of its country of incorporation.
- when the associate member no longer meets the substantive conditions to become an associate member of the VZW.

when the associate member was a member of the General Assembly in a specific capacity, and it loses that capacity.

Dismissal

The dismissal or exclusion of an associate member may be decreed by the General Assembly with a simple majority of votes cast. This may be done:

- when the associate member is no longer fulfilling its obligations towards the VZW (such as non-payment of contributions or deposits or non-compliance with the internal regulations).
- when the associate member is acting in breach of the Articles of Association, declaration of intent, internal procedural rules or any other regulations or decision by the General Assembly.
- when the associate member is acting in a manner that is excessively detrimental to the interests of the VZW in the opinion of the General Assembly.
when the associate member is declared bankrupt, enters liquidation or a trustee is appointed in relation to its assets.

Suspension

The Board of Directors may suspend an associate member in anticipation of a General Assembly that will decide on the exclusion of the member.

Amongst other reasons, the Board of Directors may decide to suspend an associate member if the latter has not paid an invoice sent by the secretary within sixty days after the due date. Such suspension may only be maintained if it is confirmed at the General Assembly by an ordinary majority of votes cast and then only for the period determined by the General Assembly. Upon payment in full of the invoice, the Board of Directors shall revoke the suspension.

Suspension means a temporary revocation of associate membership rights.

Article 17: Contributions or deposits by the associate members

The maximum amount of contributions or deposits made by the associate members shall be: € 100,000 per year by means of a fee tier system. The General Assembly shall annually decide the exact size of the different amounts by simple majority.

The General Assembly may amend the provisions regarding the contributions from associate members without consent from the associate members. This decision shall require both a simple majority of the votes cast and a weighted majority of the votes cast .

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Suspended, resigning or excluded associate members are bound to pay the contributions or deposits for the ongoing year.

Suspended, resigning or excluded associate members shall have no claim to the possessions of the VZW and cannot reclaim any contributions paid.

Observers

Article 18: Observers

The General Assembly may grant observer status to legal persons, natural persons or lawful representatives of those legal persons if the General Assembly, at its own discretion, is of the opinion that the VZW could benefit from the observer status of such legal persons or natural persons. No natural or legal person who is eligible to become a full or associate member may be granted observer status.

The members shall have the rights and obligations described in the law and in these Articles of Association.

Observer status permits the natural or legal persons in question to attend the General Assembly without voting rights.

The General Assembly may grant the observer status by simple majority and may review the status of all observers at any of its meetings, and it may terminate any observer status it grants at any time by simple majority.

Observer status is not transferable to another legal person or natural person, unless permission to do so has been granted by a simple majority of votes cast during a General Assembly.

Observer status shall be granted for three years, after which the Observership expires and a new request to become an observer may be submitted.

General Assembly

Article 19: Composition and chairship of the General Assembly

The General Assembly is composed of all full members. When the General Assembly deliberates on the basis of a report drawn up by an auditor, the latter shall take part in the meeting.

Sessions of the General Assembly shall be chaired by the chair of the Board of Directors. The chair may ask the Board of Directors to appoint another person to act as chair at a specific meeting. Any such person shall be appointed to chair only that specific meeting. The General Assembly may replace any such person appointed in this way with another person by a simple majority of votes cast. If the chair is absent and the Board of Directors has not attempted to appoint a replacement, the General Assembly shall appoint a chair with a simple majority of votes cast.

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Article 20: Powers of the General Assembly

The General Assembly is authorised to:

- amend the Articles of Association;
- appoint and dismiss directors and determine their remuneration, if any remuneration is granted;
- appoint and dismiss the auditor and determine his/her remuneration;
- discharge directors and the auditor, and, if necessary, commence an association claim against the directors and auditors;
- approve the annual accounts and budget;
- dissolve the association;
- admit full member, associate member and observer;
- exclude a full member, associate member and observer;
- convert the VZW (non-profit association) into an IVZW (international non-profit association), a cooperative recognised as a social enterprise or a recognised social enterprise cooperative;
- to receive or transfer any 'contribution for free';
- act in all other instances that require a decision by the General Assembly as per the Articles of Association or the law.

Article 21: Calling the General Assembly

When and where to call

The Board of Directors shall call a General Assembly in all instances determined by the law or the Articles of Associations.

The Board of Directors shall call an extraordinary General Assembly when at least one-fifth of members has requested the same. In this event, the Board of Directors shall call a General Assembly within twenty-one days after the request to call a General Assembly, and the meeting shall be held no later than forty days after such request.

The Board of Directors shall call a General Assembly at least once per year, no later than within six months after the conclusion of the financial year at no more than fifteen months after the previous ordinary General Assembly.

The Board of Directors shall also call a General Assembly in all instances where it deems it necessary to do so.

Unless decided otherwise by the General Assembly, all General Assemblies shall be held within Europe. "Europe" shall be interpreted as defined by the United Nations geoscheme for Europe.

Call procedure

The effective call may be made by the Board of Directors, the chair or a director.

All full members, directors and auditors (if applicable) shall be called at least thirty days prior to the General Assembly.

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The agenda for the meeting shall be enclosed with the notice. All suggestions signed by at least one-twentieth of the members shall be added to the agenda.

Points for discussion may be added to the agenda on the day of the General Assembly and during the General Assembly itself. The General Assembly shall not vote on items that are not listed in the agenda.

Any members who personally attend the meeting shall be deemed to have received notice of the meeting.

Copies of any documents that must be presented to the General Assembly by law shall be sent without delay and free of charge to all members, directors and auditors who have requested the same.

Article 22: Participation in the General Assembly

Representatives/proxies

Members may be represented at a General Assembly by another member by means of a written proxy, with a limit of five proxies per member. These proxies must be submitted to the chair in writing prior to the start of the voting to which they apply. The Board shall specify the modalities of proxy voting in the Internal Procedural Rules.

Remote participation

If stated on the notice, members may participate remotely in the General Assembly. In this event, an electronic means of communication must be used that ensures members can follow the discussions at the meeting directly, simultaneously and without interruption. In addition, this means of communication must enable members to exercise their right to vote and/or ask questions. Any members participating in a General Assembly in this manner shall be deemed equivalent to members physically present at the General Assembly.

Article 23: Proceedings at the General Assembly

The directors shall answer questions posed by the members, prior to or during the meeting and verbally or in writing, that relate to the agenda points.

In the interest of the association, they may refuse to answer questions if the disclosure of certain data or facts might damage the association or is in breach of the confidentiality clauses accepted by the association.

The directors may combine their responses to different questions on the same topic.

Article 24: Quorum and majorities

Quorum

The General Assembly may only deliberate when 15 full members are present or represented.

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In relation to an amendment to the Articles of Association, an amendment to the object of the association, the exclusion of a full member, the dissolution of the VZW and all other instances determined by law, the General Assembly may only deliberate and take decisions lawfully when at least two-thirds of the full members are present or represented at the meeting. For an amendment to the Articles of Association, the proposed amendments must also have been accurately stated on the meeting notice. Any vote on the exclusion of a full member must also be clearly mentioned on the meeting notice. If fewer than two-thirds of the full members are present or represented at the initial meeting, a second meeting must be called, and the deliberations and decision of this new meeting shall be deemed valid regardless of the number of members present or represented. The second meeting must not be held within fifteen days following the initial meeting.

For the assessment of the total number of CENTR full Members, suspended full members are not taken into account.

Majorities

To calculate the simple and special majorities referred to below, any abstentions shall not be counted in the numerator, nor in the denominator. Abstentions do not count in favour or against, but they are taken into account for the calculation of the quorum.

In principle, decisions at the General Assembly shall be taken by a simple majority, being 50% + 1 of the votes cast. This does not apply to decisions on financial or budgetary matters that are expressly listed as such on the agenda. These shall be approved by both a simple majority of the votes cast and a weighted majority of the votes cast.

If all members are present or represented at a General Assembly, lawful decisions may be taken unanimously on all topics suggested for discussion, except for motions to amend the Articles of Association.

Amendments to the Articles of Association and exclusion of full and associate members shall only be accepted if two-thirds of votes cast are in favour. However, if the amendment to the Articles of Association in question relates to the object or non-profit purpose of the association or when a decision on the voluntary dissolution of the VZW is to be taken, it shall only be accepted if four-fifths of the votes cast are in favour.

All full members have the right to vote at General Assemblies. A distinction shall be made between votes and weighted votes, with each type cast and counted separately. All full members have one vote, and the number of weighted votes per full member shall be equal to the membership contribution in EUR actually paid by the full member and received by the VZW in the current financial year, divided by one thousand and rounded up. The Board of Directors shall maintain a list of the weighted votes of all full members and shall inform the General Assembly of any changes. Weighted votes shall only be valid for decisions on financial and budgetary matters, as stipulated in these Articles of Association.

In the event of a tie, the chair of the Board of Directors or his/her replacement shall not have a casting vote. In such event, the General Assembly may decide by a simple majority of votes cast to hold another ballot or to drop the motion in question.

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All ballots are open, unless the ballot in question relates to the appointment of members of the Board of Directors or if the chair of the meeting or one of the members of the General Assembly requests a secret ballot.

Secret ballots shall be held by means of anonymous and closed voting slips or an electronic alternative. All secret ballots shall be held under the supervision of the chair of the meeting.

A normal ballot may be held by a show of hands, by roll call or by means of an electronic system.

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Article 25: Minutes

The decisions of the General Assembly shall be recorded in the minutes, which shall form part of the VZW's internal records.

The members shall be informed of these decisions through receipt of a copy of these meeting reports. The reports shall be published on the website of the VZW.

Third parties and/or associate members shall be informed of decisions by the method prescribed by law.

Board of Directors

Article 26: Composition and co-option of the Board of Directors

Number

The VZW shall be governed by a collegial body of at least three directors, all of which shall be natural persons.

If and for as long as the association has less than three members, the Board of Directors may consist of two directors. For as long as the Board of Directors is made up of two directors, all provisions granting a casting vote to a member of the Board of Directors shall lawfully cease to apply.

The maximum number of directors shall be five.

Conditions

The following conditions must be met for appointment as a director:

- the candidate must be a natural person
- the candidate must not be an employee of CENTR VZW

Members of the Board of Directors shall only be eligible for re-election once, immediately after the expiry of their first mandate. After this point, the director in question may not be reappointed until the second ordinary annual General Assembly after the expiry of his/her second mandate (i.e. after two years).

Co-option

If a director's position becomes vacant prior to the end of his/her mandate, the remaining directors have the right to co-opt a new director. The mandate of the co-opted director must be confirmed at the next General Assembly; if confirmed, the co-opted director shall complete the mandate of his/her predecessor, unless decided otherwise by the General Assembly. If the General Assembly does not confirm the co-opted director's mandate, his/her mandate shall lapse at the end of the General Assembly, without prejudice to the validity of the composition of the Board of Directors at that moment.

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Article 27: Appointment of the Board of Directors and distribution of tasks

The General Assembly shall appoint the members of the Board of Directors during an ordinary annual General Assembly for a term commencing immediately upon the end of the meeting in question and running until the end of the second ordinary annual meeting after their election.

In the same manner, the General Assembly shall appoint one of the directors as chair and one as treasurer for the term up to the expiry of the mandate of the chair or treasurer as a member of the Board of Directors.

The above appointments shall be decided by a simple majority of the votes cast. No quorum is required.

No remuneration shall be paid for the director's mandate.

Article 28: Powers of the Board of Directors

The Board of Directors shall govern the VZW and represent the VZW, at law or otherwise, and shall have all powers that do not fall under the powers of the General Assembly.

The Board of Directors has the authority to perform any acts that are necessary to achieve or facilitate the realisation of the association's objectives, except for such acts for which, in accordance with the law, the General Assembly is competent.

For agreements in which the VZW must act as a guarantor for a third party or may be held liable for the debts of a third party, the Board of Directors requires the approval of the General Assembly.

For all agreements with a recurring value in excess of 200,000 EUR per year, the Board of Directors requires the approval of the General Assembly.

Article 29: Meetings of the Board of Directors

The Board of Directors must meet when required in the interests of the VZW.

All directors have the right to call a meeting of the Board of Directors. To do so, they shall submit a request to the chair.

A meeting of the Board of Directors shall be called by the chair or by a director.

Notice of the meeting shall be served by post or by e-mail, at least twenty-four hours prior to the time of the meeting of the Board of Directors. The notice shall state the date, time and place of the meeting of the Board of Directors, as well as the agenda.

Article 30: Participation on the Board of Directors

Representatives

Directors cannot be represented by another director at a meeting of the Board of Directors.

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Chairship

The Board of Directors shall be chaired by the chair of the Board of Directors. If, at a meeting of the Board of Directors, the chair is not present within fifteen minutes following the stated start time of the meeting, the directors present may elect another chair for the meeting from amongst themselves.

Written resolutions

Decisions of the Board of Directors may be taken by unanimous written resolution by all directors. This means that all directors must approve the decision.

Remote meetings

If stated on the meeting notice, directors may participate remotely in meetings of the Board of Directors. In this event, an electronic means of communication must be used that ensures members can follow the discussions at the meeting directly, simultaneously and without interruption. In addition, this means of communication must enable members to exercise their right to vote. Any directors participating in a meeting of the Board of Directors in this manner shall be deemed equivalent to members physically present at the meeting.

Conflicts of interest

When the Board of Directors must take a decision or issue a resolution on a transaction that falls under its authority and one of the directors has a direct or indirect interest of an economic nature that is in conflict with the interests of the association, the director in question must notify the other directors of this fact prior to any decision by the Board of Directors on the matter concerned. The director's statement on the nature of this conflict of interest shall be included in the minutes of the meeting at which the Board of Directors is to take the decision in question. The Board of Directors is not permitted to delegate this decision.

Directors with a conflict of interest are prohibited from participating in deliberations by the Board of Directors on decisions or transactions relating to the matter in question, and in any related ballots.

When a majority of the directors present or represented has a conflict of interest, the decision or transaction shall be referred to the General Assembly; if the decision or transaction is approved by the General Assembly, the Board of Directors may proceed to carry it out.

This arrangement shall not apply when the decisions of the Board of Directors relate to transactions in the ordinary course of business that take place under customary market conditions.

Article 31: Quorum and ballot

Quorum

To deliberate legitimately, at least half of the directors must be present or represented.

Majority

Decisions by the Board of Directors shall be taken by simple majority of the votes cast. All directors shall have one vote.

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In the event of a tie, the chair of the Board of Directors shall have a casting vote.

To calculate the simple and special majorities referred to above, any abstentions shall not be counted in the numerator, nor in the denominator.

Article 32: Minutes

The decisions of the Board of Directors shall be recorded in the minutes, which shall form part of the VZW's internal records.

The minutes of the meetings of the Board of Directors shall be signed by the chair and the directors who request to do so; copies for third parties shall be signed by one or more members of the Board of Directors with representation authority.

The directors shall be informed of decisions through receipt of a copy of the meeting reports.

Third parties and/or associate members shall be informed of decisions by the method prescribed by law.

Article 33: End of director's mandate

If the term of a director's mandate has expired, the mandate shall lawfully end.

All directors may resign from the VZW at any time. Notice of resignation shall be served to the Board of Directors in writing. The resignation shall take effect from the date notice is posted to the Board of Directors.

Resigning directors do not need to serve a notice period.

If a director's resignation jeopardises the operation of the VZW, such resignation shall be suspended until a replacement has been appointed within a reasonable term.

If, due to voluntary resignation, the expiry of a term or dismissal, the number of directors falls below the legal minimum, the directors shall remain in their post until a replacement is arranged in accordance with the rules.

Directors must resign in the following circumstances:

- when the director no longer meets the substantive conditions to become a director of the VZW.

Any director may be dismissed at any time by the General Assembly with a simple majority of votes cast.

The mandate of a director shall lawfully end upon the death of that director.

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Executive Board

Article 34: Composition, operation, appointment

The daily management of the VZW, as well as the representation of the VZW as far as such management is concerned, may be transferred to an executive board, consisting of a single executive director.

The daily management includes both actions and decisions that do not extend beyond the requirements of the daily running of the association, as well as actions and decisions that, due to being of lesser importance or due to their urgent nature, do not require the intervention of the Board of Directors.

The following conditions must be met for appointment as an executive director:

- the executive director must be the general manager of CENTR VZW.

The executive director shall be appointed by the Board of Directors. The appointment shall be made with a simple majority of the votes cast. The Board of Directors shall supervise the executive director.

The executive director shall be appointed for an unlimited term. The executive director may be re-elected.

The executive director shall perform his/her tasks alone.

The executive director may resign at any time. However, any obligations arising from contracts entered into with the VZW must be taken into account.

Notice of resignation shall be served to the Board of Directors of the VZW in writing. A resigning executive director does not need to serve a notice period.

If the executive director's resignation jeopardises the operation of the VZW, such resignation shall be suspended until a replacement has been appointed within a reasonable term.

The executive director must resign in the following circumstances:

- when the executive director no longer meets the substantive conditions to become an executive director of the VZW.
- when the executive director was a member of the executive body in a specific capacity, and he/she loses that capacity.

The executive director may be dismissed at any time by the Board of Directors with a simple majority of votes cast.

The mandate of the executive director shall lawfully end upon the death of that director.

Representation of the VZW

Article 35: General representation clause

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The VZW shall be represented at law or towards third parties by the joint signatures of two directors.

Article 36: Special delegations

The Board of Directors may opt to use special delegations. These special delegations shall be defined by the Board of Directors and recorded in a delegation resolution approved by the Board of Directors. The special delegations may consist of taking decisions and/or representing the VZW towards third parties.

Budget and annual accounts

Article 37: Accounting and annual accounts

Financial year

The financial year of the VZW shall run from 01/01 to 31/12.

Accounting

Accounts shall be kept in accordance with all statutory provisions.

Annual account and budget

Every year, no later than within six months of the end date of the accounting year, the Board of Directors shall submit the annual accounts for the past financial year, as well as the budget for the financial year that follows the financial year to which these annual accounts relate, to the General Assembly for approval.

Once the annual accounts have been approved, the General Assembly shall decide on the discharge to be granted to the directors and auditor in a separate ballot. This discharge shall only be valid when the actual situation of the association is not concealed by any omission from or incorrect statement in the annual accounts and insofar as any transactions that do not comply with these Articles of Association or the Belgian Code on Companies and Associations are specifically listed as such on the meeting notice.

Publication

The annual accounts shall be filed in the association's records, unless a statutory provision exists requiring the annual accounts to be filed with the National Bank of Belgium.

Article 38: Inspection and audit powers

If no auditor is appointed, all full members may inspect all minutes and decisions of the General Assembly, the Board of Directors and the persons who hold a mandate at the association or for the account of the association, whether or not in a director's post, as well as all accounting documents, at the registered office of the association.

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To do so, they shall submit a written request to the Board of Directors, with whom they shall agree a date and time for inspection of the documents. The documents cannot be moved from the registered office.

Copies for third parties shall be signed by one or more members of the Board of Directors with representative authority.

Article 39: Application of the net assets

The application of the assets shall be determined by the General Assembly.

Article 40: Concluding provisions

The VZW is subject to the Belgian Code on Companies and Associations regarding all matters not expressly provided for in these Articles of Association.

Administrative notices

The address of the VZW is: Belliardstraat 20, 1040 Etterbeek, Belgium

The VZW has an official website: <https://www.centri.org>

The VZW has an official e-mail address: secretariat@centri.org

All communication by the members to this address shall be deemed to have been served in accordance with the regulations.

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Appointments

Current Board

Appointment of ED