



STATUTES OF PARTNERSHIP FOR ADVANCED COMPUTING IN EUROPE

AISBL

CHAPTER I DEFINITIONS

Article 1 (Definitions)

In these statutes, the terms listed below have the meaning given to them in this article, namely:

- a) **“Assembly of Members”** – the Body of the Association defined in article 12 and following of these statutes;
- b) **“Associated Member”** – a Member which is recognized as such by a Lead Member (whose membership contribution covers those of such Associated Member) and who fulfils all conditions to become a Member set out in article 6 of these statutes;
- c) **“Association”** – the association identified in article 2 below, which is governed by these statutes, internal regulations and applicable laws;
- d) **“Body”** – a body of the Association as defined in paragraph 1 of article 11 these statutes;
- e) **“Council”** – the Body of the Association defined in article 17 and following of these statutes;
- f) **“Defaulting Member”** – a member who, by resolution of the Council, is considered to be in breach of one or more of the obligations set out in these statutes, in non-compliance with one or more of the membership conditions set out in these statutes, or who is considered to be in breach of any of the internal regulations or applicable laws;
- g) **“Executive Board”** – the Body of the Association defined in article 20 and following of these statutes;



- h) **“European Geographical Region”** – the geographical region of Europe (code 150) used by the Statistics Division United Nations publication "Standard Country or Area Codes for Statistical Use" (M49), including all countries and areas which are part of this region;
- i) **“High Performance Computing” (“HPC”)** – use of massive parallel supercomputers and related technologies – e.g. *Artificial Intelligence, Quantum Computing, Cloud Computing, Data Science* – which, based on large scale computations, allow the carrying out and resolution of tasks promoting scientific progress or developing advanced technologies;
- j) **“HPC Agency”** – an organisation managing provision of public HPC services;
- k) **“HPC Centre”** – an organisation hosting HPC facilities and providing services to their users from the academic research areas and industry;
- l) **“HPC Centres Section”** – the section within the Council created to represent the HPC Agencies and HPC Centres that are Members of the Association;
- m) **“HPC Infrastructure”** (or **“Infrastructure”**) – set of all resources and services integrating the HPC facilities available to users;
- n) **“Individual User Member”** – a Member which is a natural person;
- o) **“Industry Section”** – the section within the Council created to represent the commercial companies using HPC that are Members of the Association (large industry institutions or other industry users) and more generally the users of HPC from industry communities that the Association supports;
- p) **“Institutional Members”** – all the Large Institutional Members, Small Institutional Members, Lead Members and Associated Members of the Association;
- q) **“Large Institutional Member”** – a Member, which is a private or public legal person, having a relatively greater financial capacity and paying a relatively higher contribution to the Association, as further defined by the Assembly;
- r) **“Lead Member”** – a Member which represents one or more – up to a maximum of ten – Associated Members and pays a consolidated membership contribution on behalf of the aforementioned;



- s) **“Member(s)”** – member(s) of the Association, regardless of the category to which it/ they belong(s);
- t) **“Science Section”** – the section within the Council created to represent the scientific organisations that are Members of the Association (e.g. academic institutions, EU Research organisations, legal entities representing a scientific community) and more generally the scientific user communities that the Association supports;
- u) **“Section”** – one of the three (3) groups of members of the Council, consisting of either the HPC Centres Section, the Science Section or the Industry Section;
- v) **“Small Institutional Member”** – a Member, which is a private or public legal person, having a relatively smaller financial capacity and paying a relatively smaller contribution to the Association, as further defined by the Assembly.

CHAPTER II

GENERAL PROVISIONS

Article 2

(Name, registered office and duration)

The Association, which is an international non-profit association, is named “Partnership For Advanced Computing In Europe” AISBL, abbreviated as “PRACE”, whose registered office is located in the Brussels Capital Region.

Without prejudice to the application of the Belgian linguistic legislation, the registered office of the Association can be transferred to any other address in Belgium by decision of the Executive Board. The decision to move the registered office must be published in the Annexes to the Belgian Official Journal.

The aforementioned decision of the Executive Board to move the registered office of the Association is not considered as an amendment to these statutes and does not require a decision of the Assembly of Members. If the registered office is moved to another Region, the Executive Board is entitled to establish the coordinated version of these statutes and file it with the Court of Enterprises, unless this transfer requires the modification of the language of the statutes.



If the transfer of the registered office requires that the language of the present statutes must be modified, only the Assembly of Members is empowered to take such decision, subject to the rules on the amendment of these statutes.

The Association is incorporated for an unlimited period of time.

Article 3

(Purpose and activities)

1. The non-profit purpose of the Association is to represent the interest and identify the needs of users of HPC and related technologies (e.g. *Artificial Intelligence, Quantum Computing, Cloud Computing, Data Science*) in Europe and to pursue actions to enable high-impact research and innovation across all disciplines and industrial applications, thereby enhancing European scientific, technological and economic competitiveness for the benefit of society.
2. The Association shall, in general, carry out the activities necessary for the achievement of its purpose and, in particular, shall carry out the activities listed below which are directly linked to the achievement of such purpose:
 - a) promoting the use of HPC, in order to solve the most complex and advanced scientific and engineering problems, and thereby to enhance European competitiveness, both for science and industry;
 - b) issuing recommendations on how HPC is expected to support scientific and innovation breakthroughs in the future;
 - c) issuing recommendations on access mechanisms to HPC infrastructures including access to related resources (e.g. data, cloud and quantum computing);
 - d) issuing recommendations on support programmes (training, application support, ...) and on availability and accessibility of technologies;
 - e) analysing the impact of HPC infrastructure on European scientific excellence and innovation;
 - f) recognising and promoting excellence and achievements in HPC;
 - g) collecting information both on technical topics and on collaboration opportunities;
 - h) organising a platform for networking between the members;
 - i) organising or participating to conferences;
 - j) publishing a science and innovation journal;



- k) preparing and participating to any research and development work, funded by third parties, contributing to the achievement of the purpose of the Association;
 - l) establishing international partnerships and collaborations promoting HPC at a global scale.
- 3. The Association may also carry out ancillary commercial activities, either directly or indirectly, so long as these ancillary commercial activities are compatible with the purpose of the Association and with the activities necessary for achieving this purpose. Any income generated by ancillary commercial activities shall be used by the Association to carry out its purpose.
- 4. The Association will have regard to the principles which require that the Association acts exclusively for peaceful purposes and conduct its activities in an ethical manner. The Association will ensure that international scientific projects, whether academic or industrial, which will use resources made available by the Association will follow these principles.

Article 4

(Provision of services by the Members)

- 1. The Association may enter into agreements for the provision of services with its Members, in order to, among other purposes, provide services to the Members and third parties in consideration of the activities described in paragraph 2 of article 3 of these statutes. In such a case, the Association will call for proposal of service treating all Members on equal footing for providing the said services, which shall be provided against normal market prices and commonly negotiated terms and conditions.
- 2. The terms and conditions of the provision of services referred in the previous paragraph shall be approved by resolution of the Council, hereby respecting the principles set out in the Association's conflict of interest policy, and be explicitly reported to the Assembly of Members.

Article 5

(Financial Resources)

In particular, the following constitutes the financial resources of the Association:

- a) the fees paid by the Members and other contributions from such Members set out in these statutes or any other fees that may be established by the Assembly of Members;
- b) the revenue from the activities and the services provided by the Association;
- c) the donations accepted by the Association;



- d) the subsidies and/or financial support that may be granted to the Association by any governmental authority or public body of any nature, such as the European Union, a State or international organisations.

CHAPTER III

THE MEMBERS

Article 6

(Members and respective admission)

1. The Members are legal persons, either public or private (i.e. the Large Institutional Members, Small Institutional Members, Lead Members and Associated Members), or natural persons (i.e. the Individual User Members).
2. For legal persons, the following cumulative minimum conditions must be fulfilled:
 - a) it is a legal person within the meaning of the law of the jurisdiction where such Member holds its registered office;
 - b) it (i) is headquartered in one of the countries of the European Geographical Region, or (ii) provides evidence of its active involvement in the European Geographical Region based on criteria approved by the Assembly of Members; and
 - c) it is (i) an HPC Centre, (ii) an HPC Agency, (iii) an academic institution, (iv) a research centre or infrastructure, (v) a private organisation using HPC in their industrial process to provide products or services or (vi) a private organisation representing an HPC user community; and
 - d) its membership has been approved by a resolution of the Council.
3. For natural persons, membership is open to:
 - a) a natural person who is (i) domiciled in one of the countries of the European Geographical Region, or (ii) provides evidence of his/her active involvement in the European Geographical Region based on criteria approved by the Assembly of Members; and
 - b) whose membership has been approved by a resolution of the Council.
4. The Executive Board will verify whether a candidate meets the aforementioned membership criteria and will report to the Council, who shall approve or reject the membership request. If the candidate has been admitted by the Council, it must at all



times meet the minimum requirements defined in the previous paragraphs 2) or 3), otherwise it must resign.

5. Any decision of the Council to refuse membership to a candidate must be notified to the candidate by the Executive Board and may be appealed by the candidate in front of the Brussels' Court of Enterprises.
6. When a Member is admitted by the Council, it will become part of one of the following categories, depending on its capacity and contribution to the Association as set out in paragraph 2 of article 9 of these statutes:
 - a) Large Institutional Members;
 - b) Small Institutional Members;
 - c) Individual User Members;
 - d) Lead Members; or
 - e) Associated Members.
7. Any Member which has not paid its membership contribution by the due date, as well as any Defaulting Member, has no right to vote and will not be taken into account for the calculation of any of the majorities as set out in article 14 of these statutes. The Council may decide to suspend all membership rights of such Member (including its right to participate to meetings of the Association Bodies, to participate to activities organised by the Association, to be informed by the Association, etc.), which suspension shall continue until the non-payment (or other breach) has been adequately remedied by the Member, unless decided otherwise by the Council. In the absence of remediation within the time period specified by the Council, and which cannot be less than ninety (90) days, the Assembly of Members may decide to expel such Member in accordance with paragraph 2 of article 10 of these statutes.

Article 7

(Rights of Members)

Without prejudice to other rights set out in these statutes, internal regulations, a resolution of the Assembly of Members or applicable laws, the Members have a right to:

- a) participate in the activities of the Association, notably in its Assembly of Members' meetings, with the right to vote;
- b) elect and have their directors, officers, employees, agents or other affiliated persons elected for the Bodies of the Association, where they shall hold office in their own name and not as representative, whenever the case may be;



- c) propose the admission of Members;
- d) enjoy all the benefits inherent to its role as Member;
- e) examine the accounts, documents and books concerning the activities of the Association, as well as the right to request and obtain from the Executive Board of the Association information on the development of such activities; and
- f) resign from the Association, on the terms set out in article 10, paragraph 1 of the statutes.

Article 8

(Duties of Members)

1. Without prejudice to other duties set out in these statutes, internal regulations, a resolution of the Assembly of Members and applicable laws, the Members have a duty to:
 - a) take part in the activities necessary for carrying out the purposes of the Association;
 - b) contribute to the Association on the terms set out in article 9 of these statutes;
 - c) hold, with due care and dedication, the offices for which they are elected, appointing their representatives for such purpose, when needed; and
 - d) comply with the decisions of the Bodies, the statutes, the internal regulations of the Association and the applicable legislation (including competition law and sanctions legislation).
2. The Members may participate, at their own discretion, on optional programmes to be carried out by the Association according to criteria, terms and conditions defined by the Assembly of Members or the Council or by regulation approved by resolution of the same.

Article 9

(Contributions of Members)

1. The contributions of the Members to the Association are monetary contributions in the form of membership fees.
2. The minimum amount of the monetary contributions owed by the Members, which is dependent of the category to which they belong, shall be established annually at an Assembly of Members' meeting.



3. The monetary contributions shall be made in Euros (€). Where the Euro is not the currency used in the Member's country of origin, the currency shall be converted into Euro using the Euro Foreign Exchange Reference Rates published by the European Central Bank in Frankfurt/Main, Germany on the payment date. This Euro Foreign Exchange Reference Rate is displayed on the appropriate Reuters Screen as of 11:00 a.m., London time.

Article 10

(Termination of membership)

1. A Member may only resign its membership of the Association, on its own initiative, by providing a letter of resignation addressed to the Chairperson of the Assembly of Members, sent at least three (3) months before the end of the then current calendar year. The Member's resignation shall be effective from the end of the then current calendar year unless the Assembly of Members unanimously decides to shorten this period.
2. A Defaulting Member may be expelled from the Association by resolution of the Assembly of Members.
3. The Member who, in whatever manner, ceases to be a Member of the Association, is not entitled to claim back the contributions that it has provided to the Association and shall remain liable to make all the contributions that were due while it was a Member of the Association.

CHAPTER IV

BODIES

Article 11

(Bodies)

1. The Bodies of the Association are the following:
 - a. the Assembly of Members;
 - b. the Council;
 - c. the Executive Board.
2. The Assembly of Members may create, in order to meet a specific need, committees which may be created for a defined or unlimited duration.



SECTION I

ASSEMBLY OF MEMBERS

Article 12

(General provisions)

1. The Assembly of Members is the deliberative Body of the Association and it is composed of all the Members.
2. Subject to the articles contained in this Section I, and, in particular, in article 14 of these statutes, as well as in the applicable legal provisions, the Assembly of Members may approve specific rules governing its functioning.
3. Each Member shall participate in the meetings of the Assembly of Members.
 - a. Each Institutional Member shall vote through only one delegate, duly authorized for such purpose through a letter addressed to the Chairperson of the Board of the Assembly of Members. Each delegate may be accompanied by an adviser, on the terms that are to be defined in the working rules of the Assembly of Members referred above.
 - b. Each Individual User Member shall attend the meetings of the Assembly of Members and vote on their own behalf.
4. Without prejudice to the rules set out in these statutes regarding the consideration of the contributions of Members, each Member shall be allowed one vote.

Article 13

(Board of the Assembly of Members)

1. The Assembly of Members is led by the respective Board, comprising of a Chairperson, a Vice-Chairperson and a Secretary. The Chairperson, Vice-Chairperson and Secretary are elected by the Assembly of Members from among the delegates of the Members attending the Meeting and each serve terms of a maximum of two years. The Secretary may also be externally hired by the Association if so decided by the Assembly of Members.
2. The Chairperson of the Board is responsible for directing and conducting the Meeting, in accordance with the statutes, the working rules of the Assembly of Members which may be approved and the applicable laws. The Secretary is responsible for assisting the Chairperson during the course of the Meeting and for preparing the minutes of the meeting.



3. In the event that the Chairperson of the Board is unable to attend the Meeting, the Vice-Chairperson shall replace him/her. In the event that the Chairperson of the Board and the Vice-Chairperson are unable to attend the Meeting, the Chairperson shall be replaced by one of the delegates of the Members attending the Meeting appointed by the Members for such purpose.

Article 14

(Competence and functioning of the Assembly of Members)

1. The Assembly of Members is responsible for the following matters:
 - a) the analysis and approval of the management report and the annual accounts prepared by the Executive Board;
 - b) the expulsion of a Defaulting Member;
 - c) the criteria based on which a specific programme of the Association shall be considered as an optional programme, as well as the terms and conditions according to which such optional programmes shall be implemented;
 - d) the approval of working rules for the Bodies of the Association including those created in addition to those specifically set out in these statutes;
 - e) the minimum amount of the contributions in cash owed by each Member as set forth in paragraph 2 of article 9 above;
 - f) the annual budget and the medium-term financial estimates;
 - g) the approval of internal regulations containing necessary specifications for the regulation of these statutes, notably those regulations containing the working rules of the Assembly of Members itself;
 - h) the fulfilment of orders and the entering into agreements by the Association of a value higher than the value established for such purpose by the Assembly of Members;
 - i) the general annual or multiannual programme of the Association of which the implementation shall be steered by the Council and executed by the Executive Board;
 - j) the relationship to be established with organizations from countries that are not part of the European Geographical Region;
 - k) the appointment and dismissal of the Chairperson, the Vice-Chairperson and the Secretary of the Board of the Assembly of Members;



- l) the appointment and dismissal of the members of the other Bodies of the Association;
 - m) the appointment and dismissal of the statutory auditor and the determination of their remuneration;
 - n) the financial limitations, where relevant, to the internal decision-making and external representation powers of the other Bodies of the Association;
 - o) the creation and dissolution of committees, as well as the definition of the rules governing their composition, powers and operation;
 - p) the amendment of these statutes; and
 - q) the winding up of the Association and any matters relating to its net assets upon liquidation.
- 2. Without prejudice to applicable laws and to the following paragraphs of this article for the approval of certain matters, the Assembly of Members may not pass a resolution without the presence or the representation of the majority of the Institutional Members.
- 3. Depending on the Member's category, each Member has one vote that is worth tokens:
 - a. Small Institutional Member, and Individual User Member: 2 tokens;
 - b. Large Institutional Member and Lead Member: 4 tokens;
 - c. Associated Member: 1 token.

The aggregate of all tokens voted by Individual User Members will represent at most 20% of the total number of voted tokens at the Assembly of Members' meeting; otherwise, the voting weight of the tokens voted by Individual User Members will be reduced proportionally to represent a total of 20% of the total number of voted tokens at the Assembly of Members' meeting.
- 4. Abstentions are not taken into account among the tokens cast set out in paragraph 5 until 11.
- 5. Except as set out in the following paragraphs, all resolutions are passed, as a general rule, by a simple majority of the voted tokens of the Members attending or being validly represented at the meeting.
- 6. Resolutions on the matters below require a qualified majority of two-thirds (2/3) of the tokens of the Members attending or being validly represented at the meeting:
 - a) the appointment and dismissal of the members of the other Bodies of the Association;



- b) the minimum amount of the contributions in cash owed by each Member as set forth in paragraph 2 of article 9 above;
 - c) the annual budget and the medium-term financial estimates;
 - d) the financial limitations, where relevant, to the internal decision-making and external representation powers of the other Bodies of the Association;
 - e) the amendment of these statutes; and
 - f) the winding up of the Association and any matters relating to its net assets upon liquidation.
7. The Assembly of Members may grant powers to the Council or the Executive Board regarding some of the matters set out in the above paragraphs of this article, except those which are, by law, necessarily an exclusive power of the Assembly of Members.
8. If a resolution is passed at the Assembly of Members on matters which require any of the Members to assume financial or strategic responsibilities which they are unable to assume, such Member or Members shall have the right to, in that specific case, request reconsideration of the resolution in question.
- a. The right to request reconsideration referred to in the present paragraph must be duly justified and may only be exercised once for each resolution of the Assembly of Members.
 - b. Once the right to request reconsideration set out in the present paragraph has been exercised, and the Member or Members in question have been heard, the Assembly of Members shall resolve to revoke or to confirm the resolution. Where the resolution is confirmed, the Member or Members may exercise their right to leave the Association with immediate effect.

Article 15

(Meetings of the Assembly of Members)

1. Assembly of Members' meetings shall either be ordinary or extraordinary meetings, and the minutes of each meeting shall be sent to each Member, after having been signed by the Chairperson and by the Secretary of the Board of the Assembly of Members. The minutes shall be approved at the next Assembly of Members' meeting.
2. Ordinary meetings, or meetings of mandatory nature for the approval of the management report and the annual accounts, are those meetings which take place at least once a year, at times of the year which have been agreed in the working rules of



the Assembly of Members in accordance with the Belgian Code of Companies and Associations; all other meetings are extraordinary.

3. The meetings of the Assembly of Members are private; however they are open to the members of the Council and of the Executive Board; such participation may however be forbidden by a resolution of the Assembly of Members itself, on a case-by-case basis.
4. The meetings of the Assembly of Members shall take place at an event gathering the European HPC user community or, at the registered office of the Association or, considering its international scope, at any other location indicated by the Chairperson of the Board of the Assembly of Members, even if outside Belgium.
5. The meetings of the Assembly of Members may also take place through videoconferencing or teleconferencing systems and the Chairperson of the Board will be responsible for ensuring the integrity of the communications. Except in the case of amendment of the statutes, the Assembly of Members can also pass resolutions without notice formalities in accordance with Article 10:6/1 of the Belgian Code of Companies and Associations, but such decisions require the unanimous vote of all Members of the Assembly of Members. Decisions taken by videoconference, teleconference or in writing are deemed to take place at the registered office of the Association. Decisions taken by videoconference or teleconference are deemed to come into force on the date of the meeting. Decisions taken in writing are deemed to come into force on the effective date mentioned on the circular letter.

Article 16

(Form of notice)

1. The Chairperson of the Board of the Assembly of Members must call Assembly of Members' meetings.
2. The notice shall be sent by e-mail or any other means of written communication to each of the Members giving a minimum of ten (10) business days' prior notice. The notice of the meeting shall set out the day, the time and the place of the meeting and the corresponding agenda. Nevertheless, an Assembly of Members' meeting is validly called with shorter notice, providing the Members of the Association agree unanimously to waive the ten (10) business days prior notice.
3. An extraordinary meeting of the Assembly of Members must also be called whenever requested, for legitimate reasons, by a group of at least one fifth (1/5th) of the total number of Members.



4. If the Chairperson of the Board of the Assembly of Members does not call the Assembly of Members whenever under an obligation to do so, any Member may call the meeting.
5. The statutory auditor may call Assembly of Members' meetings. He must call an Assembly of Members' meeting when at least one fifth (1/5th) of the total number of Members request so.

SECTION II

COUNCIL

Article 17

(General provisions)

1. The Council is the operative decision-making board of the Association that steers, within the mandate it has received from the Assembly of Members, the actual actions and programmes of the Association.
2. The Council is representative of the communities that the Association supports, also in their diversity with members that are recognised as authoritative by their peers. The composition of the Council is representative of the Assembly of Members but not directly related to any given membership.
3. The Council will be composed by a minimum of fifteen (15) members and a maximum of thirty (30) members, as further defined by the Assembly of Members.
4. The Council will be divided into Sections, which are composed of an equal number of members per Section:
 - a. HPC Centres Section;
 - b. Industry Section;
 - c. Science Section.

The individual Sections have no proper decision-making powers; all decisions related to the Sections shall be taken by the Council as a whole.

5. The members of the Council will be appointed by the Assembly of Members.
6. In addition of the number of members as defined by paragraph 3 above of this article, an external member of the Council will be appointed by the Assembly of Members with a simple majority of the Members present at such meeting of the Assembly of Members. This member will be chosen to bring an external view on the programmes and actions of PRACE especially towards user communities that the Association would not cover



through its Assembly of Members and is expected to be a recognised member of the European research community outside of the current HPC community.

7. Members of the Council will be appointed for a maximum of two (2) years and can serve for maximum two (2) consecutive terms.

Article 18

(Chairpersonship of the Council)

1. The Council will elect a Chairperson and a Vice-Chairperson for each of its Sections amongst its respective members. The Council will elect its own Chairperson and Vice-Chairperson amongst the Section Chairpersons and Vice-Chairpersons.
2. The Chairperson of the Council is responsible for directing and conducting the Meeting, in accordance with the statutes, the working rules of the Council which may be approved and the applicable laws.
3. In the event that the Chairperson of the Council is unable to attend the Meeting, the Vice-Chairperson shall replace him/her. In the event that the Chairperson of the Council and the Vice-Chairperson are unable to attend the Meeting, the Chairperson shall be replaced by one of the members of the Council attending the meeting appointed by the members of the Council for such purpose.
4. The Chairperson of each Section is responsible for directing and conducting meetings dealing with matters specific to the given Section. Situations of unavailability of the Chairperson of a Section are dealt with in a similar manner than provided by paragraph 3 above.

Article 19

(Competence and functioning of the Council)

1. The Council is generally responsible for overseeing and supervising the Executive Board, as well as for all other mandates assigned to it by the Assembly of Members.
2. Without prejudice to other powers attributed to it by law or by these statutes, the Council is responsible for:
 - a. the steering of the implementation of programmes, services and activities decided by the Assembly of the Members with a view to serve the interest of the HPC user communities in Europe and beyond;



- b. the representation the Members' interests in the different working groups and committees of the Association to serve specific objectives. It will therefore appoint representatives to serve in these Bodies;
 - c. the supervision of the day-to-day management of the Association by the Executive Board.
3. The Council shall meet whenever called by its Chairperson, and it may only pass a resolution when the majority of members of each Section attends the meeting.
4. Without prejudice to the rules set out in these statutes, each member of the Council has one vote.
5. Unless otherwise required by law, the resolutions of the Council are passed by a majority of votes of the members attending the meeting.
6. At the end of each meeting of the Council, minutes shall be prepared by the Chairperson which will be sent to all members of the Council.

SECTION III

EXECUTIVE BOARD

Article 20

(General Provisions)

1. The Executive Board is the executive Body of the Association – the “*organe d’administration*” of the Association in the meaning of the Belgian Code of Companies and Associations – and is composed of a minimum of two (2) members (also referred to as “directors”), appointed at a meeting of the Assembly of Members. Each director will serve for an initial term of three (3) years, renewable for subsequent periods of two (2) years as agreed by the Assembly of Members.
2. The Assembly of Members will, amongst the members of the Executive Board, appoint a Managing Director responsible for the overall management of the organisation and an Operations Director responsible for projects and service execution.
3. The Assembly of Members has the discretion to decide, by resolution, whether or not to remunerate the directors.
4. Members of the Executive Board shall participate in the meetings of the Assembly of Members, and/or the Council in their capacity of adviser but without voting rights, unless, if any of these Bodies decides that their participation should not take place.



Members of the Executive Board shall also participate in the meetings of the committees of the Association in their capacity of adviser without voting rights.

5. The performance of the Executive Board is overseen by the Council.

Article 21

(Representation and powers of the Executive Board)

1. The Executive Board has the power to undertake all actions that are necessary or useful to achieve the purpose of the Association, with the exception of the powers expressly reserved to the Assembly of Members or the Council either by law or by these statutes. It is generally responsible for managing and representing the Association to third parties, both in and outside court. The Association is bound to third parties by the signature of two (2) of the members of its Executive Board or its attorneys, within the scope of their powers-of-attorney.
2. Without prejudice to other powers attributed to it by law or by these statutes, the Executive Board is responsible, in particular but without limitation, for:
 - a) preparing, implementing and day-to-day execution and management of the work programmes and actions of the Association decided upon by the Council and/or the Assembly of Members, the estimates of resources needed, the work to be carried out, the staff hired by the Association and the respective human resources management policy;
 - b) supporting the work of the Bodies of the Association;
 - c) preparing and implementing the annual budget;
 - d) maintaining the stock inventory;
 - e) preparing the management report, the annual accounts and the remaining annual documents of account;
 - f) preparing other reports or opinions upon request by the Assembly of Members, the Council, or other committees created by the Assembly of Members;
 - g) ensuring the existence of a sound management and financial internal control system;
 - h) preparing the rules on the intellectual property rights policy, the dissemination of information for approval by the Assembly of Members;
 - i) preparing the internal regulations which contain specifications for the regulation of these statutes, to be approved by the Assembly of Members;



- j) appointing attorneys for the performance of certain acts or categories of acts, except those involving financial matters, as well as revoking the related powers-of-attorney;
 - k) performing the necessary acts in order to carry out the mission of the Association, in particular the development of its user-centric activities and all acts concerning matters which are the object of a delegation of powers by the Assembly of Members.
3. The Executive Board shall, in particular, provide to the Assembly of Members, at the start of each fiscal year and at least one (1) month before the date of the ordinary Assembly of Members' meeting:
- a) the statements of account of the previous year;
 - b) the programme and the budget for the following fiscal year, which shall include, in the form of a balance sheet all revenues and expense items, even if only based on estimates;
 - c) the multi-annual programme, the budget estimates and respective updates; and
 - d) a report on the work carried out during the previous year.

Article 22

(Auditing)

1. At the end of each fiscal year, the management report, the annual accounts and other statements of account shall be audited by an independent auditor who shall be appointed by the Assembly of Members and who shall prepare an audit report to be submitted to the Assembly of Members.
2. Without prejudice to paragraph 1 of this article, an independent auditor may at any time be appointed to carry out any audits deemed necessary or convenient during the fiscal year.

Article 23

(Form of notice and functioning)

1. The Executive Board shall meet whenever called by the Managing Director, and it may only pass a resolution when the majority of its members attend the meeting. The notice shall be sent by e-mail or any other means of written communication to each of the members of the Executive Board giving a minimum of five (5) business days' prior notice.



2. Unless otherwise required by law, the resolutions of the Executive Board are passed by a majority of votes of the members attending the meeting. In case of a tie-vote, the resolution is escalated to the Council.
3. At the end of each meeting of the Executive Board, minutes shall be prepared which will be sent to all members of the Executive Board and it shall be signed by the directors attending the meeting.

CHAPTER V

FINAL AND TRANSITORY PROVISIONS

Article 24

(Fiscal year)

The fiscal year of the Association coincides with the calendar year and shall end on 31 December of each year.

Article 25

(Winding Up)

1. Without prejudice to any applicable laws, the winding up of the Association may only be voted for at an Assembly of Members' meeting specifically called for that purpose by the qualified majority established in article 14 of the statutes.
2. Without prejudice to any applicable laws and in accordance with paragraph 1 of this article, the Assembly of Members' meeting winding up the Association shall also decide on any matters relating to the net assets of the Association upon liquidation. The net assets of the Association must be transferred to one or more associations that pursue the same or similar disinterested purpose as the Association.

Article 26

(Amendment of the statutes)

These statutes may be amended at an Assembly of Members' meeting, by a qualified majority vote as set forth in article 14 of these statutes, of all the Members, at the request of one of the Members of the Association. The request for the amendment of the statutes shall be made in writing and shall indicate the articles that the Member in question wishes to see amended.



Article 27

(Applicable law)

These statutes are subject to Belgian law and should be interpreted based on such law. All that is not explicitly provided for in these statutes is regulated by the Code of Companies and Associations, as adopted by the law of 23 March 2019, which entered into force on 1 May 2019.

Article 28

(Conflict resolution)

1. Should any conflict arise between Members or between the Members and the Association regarding the interpretation and application of these statutes, internal regulations or any decision of the Assembly of Members, the Council or the Executive Board, the Members and the Association shall first attempt to resolve the conflict by amicable means.
2. If an amicable settlement is not reached within two (2) months, the Members and/or the Association may submit the conflict, by unanimous decision of the parties involved in the dispute, to arbitration in accordance with the CEPANI Rules of Arbitration. The arbitration tribunal shall consist of three (3) arbitrators designated in accordance with the CEPANI Rules of Arbitration. The place of arbitration shall be Brussels. The language to be used in the arbitration proceedings shall be English. In case no unanimous decision can be taken, the conflict may be submitted to the courts of law of the registered office of the Association.