

**Articles of Association of the Sustainable Eel Group -  
Belgian non-profit organisation**

**Version 13 June 2018**

**Amendments 30 January 2023**



**Amendments**

<b>Version No.</b>	<b>Date</b>	<b>Description of Amendment</b>
1.0	June 2018	Incorporation of the Association, on 13 June 2018
1.1	January 2023	<b>Introduction</b>
		<b>Page 6: Noting change of Directors; organisation address</b>

**Introduction**

The Sustainable Eel Group's governance is set from its ASBL Articles as a Brussels based not for profit legal entity established in 2018. This major change took place not only as a result of the BREXIT referendum in the UK but also to reflect the dynamics and reality of the European Union. The Objectives of the ASBL are a direct copy of the original ones taken from UK articles.

**The Association's objects are:**

- (a) to advance public awareness and knowledge of the conservation of eels of all species, in both the freshwater and marine environments;
- (b) to advance and promote scientific education and research in relation to eels and to disseminate the same to the public;
- (c) to advance and promote by any legitimate means, public education relating to eels;
- (d) to advance and promote measures, by public and private organisations, including governmental and intergovernmental bodies, for the conservation of eels;
- (e) to undertake, either alone or in partnership with other organisations, any practical projects to advance and promote eel conservation and sustainability;

in all cases, both within Belgium and internationally.

In summary the Board meets frequently through out the year and is structured to match the founding principles taken from the UN and Brundtland sustainability models and thinking. This is written into the articles and so the board is balanced:-

10.10 If not otherwise nominated, the Board may itself nominate persons for election as Directors at a General Meeting with the aim of securing the following representation on the Board:-

- (a) two Directors representing industry interests;
- (b) two Directors representing conservation interests;
- (c) two Directors representing scientific interests; and
- (d) a balanced representation of geographical interests.

**ARTICLES OF ASSOCIATION  
OF  
SUSTAINABLE EEL GROUP**

**A BELGIAN NON-PROFIT ORGANISATION**

**(Registered in the Companies' register under number [•])**

**Adopted on 13 June 2018**

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**1. DEFINITIONS AND INTERPRETATION**

1.1 In these Articles, the following expressions have the following meanings, unless inconsistent with the context:

<b>Act</b>	the Belgian Act of 27 June 1921 on non-profit organisations, foundations and European political parties and foundations (as amended from time to time or transposed to a different code).
<b>Articles</b>	these articles of association, whether as originally adopted or as from time to time altered.
<b>Association</b>	the non-profit organisation regulated by these Articles.
<b>Belgium</b>	the Kingdom of Belgium.
<b>Board</b>	the board of directors of the Association.
<b>Clear Days</b>	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
<b>Director(s)</b>	the directors of the Association or (as the context shall require) any of them acting as the board of directors of the Association.

1.2 Any reference to **person(s)** includes private persons, firms, partnerships, companies, corporations, associations, organisations, governments, states and foundations.

1.3 Any reference to **member(s)** includes both Members (as described in clause 6 below) and Adhering Member (as described in clause 7 below).

1.4 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act, but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

1.5 All matters which are not explicitly described in the present Articles shall be governed by the Act.

## 2. INCORPORATORS

2.1 The following persons have been present at the incorporation of the Association (the *Founding Members*):

- (a) David Bunt, domiciled in the United Kingdom;
- (b) Willem Dekker, domiciled in the Netherlands.
- (c) Andrew Kerr, domiciled in the United Kingdom
- (d) Alexander Koelewijn, domiciled in the Netherlands;
- (e) Jacob Tijssen, domiciled in the Netherlands.

## 3. NAME, REGISTERED OFFICE AND LANGUAGE

3.1 The Association is registered under the name “Sustainable Eel Group”, also known as “Sustainable Eel Group (SEG)”. The Association is incorporated as a Belgian non-profit-making association, organised under the laws of Belgium and more particularly the Act.

3.2 All external documents, invoices, announcements and other documents from the Association have to mention its name, immediately preceded or followed by the words “non-profit-making organisation” or “NPO”, as well as its registered office.

3.3 The registered office of the Association is established at c/o Wetlands International European Association, c/o Wetlands International - European Association, Mundo J, Rue de l'Industrie 10, 1000, Brussels, Belgium (the *Association's seat*). The registered office may be transferred to any other location in Belgium by decision of the Board, subject to the application of the applicable laws on the use of languages. Any such decision needs to be published in the Annexes to the Belgian Official Journal.

3.4 The official language of the Association for Belgian legal purposes is Dutch. English is the working language of the Association and will be used for all internal and external communication, with the exception of those documents that need to be drafted in Dutch for Belgian legal purposes.

## 4. OBJECT, PURPOSE, DURATION, ACTIVITIES AND MISSION

4.1 The Association's object is:

- (a) to advance public awareness and knowledge of the conservation of eels of all species, in both the freshwater and marine environments;

- (b) to advance and promote scientific education and research in relation to eels and to disseminate the same to the public;
- (c) to advance and promote by any legitimate means, public education relating to eels;
- (d) to advance and promote measures, by public and private organisations, including governmental and intergovernmental bodies, for the conservation of eels;
- (e) to undertake, either alone or in partnership with other organisations, any practical projects to advance and promote eel conservation and sustainability;

in all cases, both within Belgium and internationally.

- 4.2 The purpose of the Association is to contribute to the recovery of the European eel and other eels (Anguillidae). Further, the Association aims for the sustainable management of these populations with the help and collaboration of all stakeholders including the scientific, conservation and commercial sectors.
- 4.3 It is the Association's mission to provide the respected leadership alliance that enables, promotes and accelerates the conservation and management of eel, across the eel's natural range, linking all interests in an open and effective process to achieve healthy eel populations, fulfilling their role in the aquatic environment and supporting sustainable use for the benefit of communities, local economies and traditions.
- 4.4 The collaboration of the scientific, conservation and commercial sectors is essential. The Association initiates and supports scientific research and conservation projects and organises stakeholders' commitment. In addition, the Association provides a standard for a responsible eel sector with traceability from source to market, the SEG standard.
- 4.5 The Association is set up for an unlimited period, without prejudice, however, to each member's right to resign in accordance with clause 5.8 of these Articles or to the General Meeting's right to dissolve and liquidate the Association in accordance with clause 22 below of these Articles.

## **5. MEMBERSHIP**

- 5.1 The Association's members consist of, among others, persons from the scientific, conservation and commercial sectors, dedicated to the sustainable recovery of the European eel and other eel species, who are admitted to membership in accordance with these Articles.
- 5.2 Membership shall be open to any person who is in sympathy with the Association's objects and applies for membership of the Association.
- 5.3 Subject to clause 5.4 below of these Articles, membership of the Association shall be granted to those persons who submit an application by registered letter to the Board, provided that

the applicants meet the membership criteria contained in clause 5.2 above, they pay any subscriptions or payments required under clause 5.5 below and the Board accepts their membership.

- 5.4 In addition, the Board will decide whether the applicant becomes a Member (as described in clause 6 below) or an Adhering Member (as described in clause 7 below).
- 5.5 All members shall pay an annual subscription at the rate decided from time to time by the Board, but not exceeding EUR 1,000.
- 5.6 A list of members shall be kept by the Board at the Association's seat, and entry in that list shall be conclusive evidence that any person is a member or not.
- 5.7 Entry shall be made in the membership list once an application has been accepted and the first subscription or other membership payment, if any, has been paid.
- 5.8 A member may at any time resign from the Association by giving at least thirty Clear Days' notice in writing to the Association provided that after such resignation the number of Members remaining is not less than three. The resigning member shall remain liable for the payment of all sums payable by the member to the Association calculated until the day its resignation shall have become effective.
- 5.9 The Board may:
  - (a) reject an application for membership at its discretion;
  - (b) terminate an Adhering Member's membership on the grounds that the Adhering Member is guilty of conduct detrimental to, or of acting in any way that may undermine, the object, purpose, mission or activities of the Association, provided that the Adhering Member is given written particulars of the alleged charge at least one month before the Board meeting at which its expulsion is to be considered, and that the Adhering Member is given an opportunity of being heard in its defence. The excluded Adhering Member has the right to appeal against the dismissal decision by registered letter sent to the Chairman of the Board within four weeks of the exclusion. In such a case, the Chairman shall refer the matter to the next General Meeting which will uphold or annul the dismissal decision; and
  - (c) submit the termination of a Member's membership to the General Meeting on the grounds that the Member is guilty of conduct detrimental to, or of acting in any way that may undermine, the object, purpose, mission or activities of the Association, provided that the Member is given written particulars of the alleged charge at least one month before the General Meeting at which its expulsion is to be considered, and that the Member is given an opportunity of being heard in its defence. The General Meeting's decision to terminate the membership requires a two-thirds majority of the votes cast.



5.10 Membership is not transferable and will terminate if:

- (a) the member fails to pay in full a subscription or other membership payment within three calendar months after a request for its payment has been made;
- (b) the Board exercises its discretion to terminate the Adhering Member's membership in accordance with clause 5.9(b) above or if the General Meeting decides to terminate the Member's membership in accordance with clause 5.9(c) above;
- (c) the member resigns in accordance with clause 5.8 above;
- (d) the member dies or ceases to exist; or
- (e) the member becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or is made subject to any form of insolvency administration.

## **6. MEMBERS**

- 6.1 The members of the Association consist of at least three Members and include the Founding Members (the **Members**).
- 6.2 The Members have the rights and obligations granted to them by the Act and these Articles (and any other documents of the Association, as the case may be). The Members have a seat and vote at the General Meeting.
- 6.3 Without prejudice to any other obligation which the Members may have pursuant to these Articles, all Members shall comply with the Articles and with the decisions of the Board and/or the General Meeting.

## **7. ADHERING MEMBERS**

- 7.1 Besides the Members described above, the Association also welcomes adhering members, consisting of persons from the scientific conservation and commercial sectors, whose expertise and/or input may be of benefit to the Association (the **Adhering Members**).
- 7.2 The Adhering Members only have the rights and obligations expressly granted to them in the present Articles (and any other documents of the Association, as the case may be).
- 7.3 The Adhering Members shall provide advice and support to the Board and the General Meeting. In addition, they shall contribute expertise and thinking to the current and future work of the Association. They will share opinions at the General Meeting or the meeting of the Board, upon invitation, but have no voting power.
- 7.4 The above clauses 5.2 until 5.10 of these Articles regarding the application, admission, termination and contributions shall equally apply to the Adhering Members.

7.5 Without prejudice to any other obligation which the Adhering Members may have pursuant to these Articles, all Adhering Members shall comply with the Articles and with the decisions of the Board and/or the General Meeting.

## **8. GENERAL MEETINGS**

8.1 The General Meeting consists of all Members. Upon invitation by the Board, the Adhering Members may attend the relevant meeting(s) of the General Meeting, ask questions and express their opinion, but they have no voting power.

8.2 The General Meeting has the following powers:

- (a) appointment and replacement of the members of the Board in accordance with clause 13.1 below of the Articles;
- (b) discharge of the members of the Board;
- (c) the election, dismissal and discharge of the auditor(s);
- (d) the approval of the annual report and the annual accounts;
- (e) any changes to the Articles;
- (f) the dissolution of the Association; and
- (g) any other powers as explicitly granted pursuant to the present Articles.

8.3 Any Member can give power to represent it at a specific General Meeting. The proxy has to be produced prior to the start of the General Meeting and the Board may decide to impose a standard form of proxy. A person may represent more than one Member and may cast, as the case may be, together with its own vote, as many votes as powers have been received.

8.4 The Board has the right to have any question within the competence of the General Meeting submitted to a General Meeting voting by way of telephone or video conference or other technical means which satisfy technical requirement guaranteeing actual participation in the meeting. In such event, the members participating by way of telephone or videoconference or other technical means are deemed present for the calculation of the quorum and majority.

## **9. NOTICE OF GENERAL MEETINGS**

9.1 The Board may call General Meetings at any time, one of which shall be an annual General Meeting to be held once in every calendar year, at the latest on the first Friday of June at 10.00 am. Should this day be a bank holiday in Belgium, the General Meeting, shall meet at the latest the following business day. In addition, the General Meeting must convene, upon the request of at least 20% of the Members.

- 9.2 A General Meeting shall be called by at least fourteen Clear Days' notice in writing before the General Meeting is scheduled to take place. The notice shall specify the time and place of the meeting, the agenda and all the documents involving the agenda.
- 9.3 Subject to the provisions of these Articles, notice of General Meetings shall be given to all Members, to all Directors and to the auditor(s).
- 9.4 Every notice is validly done in writing, by letter, fax or email at the address, fax number or electronic address as provided by each Member of the Association to the Board.
- 9.5 The alleged non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

**10. PROCEEDINGS AT GENERAL MEETINGS**

- 10.1 The General Meeting can only validly deliberate and decide if a quorum of Members is present. Unless the Act imposes a stricter quorum, the quorum shall be met if at least 50% of the Members are present or represented.
- 10.2 If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting shall stand adjourned to the same day in two weeks, at the same time and place, or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore, the Member(s) present (in person or by representative) and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 10.3 The Board Chairperson shall preside as chair at every General Meeting of the Association, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present (and, if applicable, their duly appointed representative) shall elect amongst them the chairperson of the meeting.
- 10.4 If at any meeting the Board Chairperson is not present and no Director is willing to act as chair or if no Director is present within fifteen minutes after the time appointed for holding the General Meeting, the Members present shall choose amongst them the chairperson of the meeting.
- 10.5 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the meeting from time to time. No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting, had the adjournment not taken place. When a meeting is adjourned for more than two weeks, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to

give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 10.6 At any General Meeting, and unless otherwise required by a majority of the Members present or represented, a resolution put to the vote of the meeting shall be decided on a show of hands.
- 10.7 The General Meeting can take decisions by way of written resolutions, with the exception of:
- (a) the decisions to be taken in the annual General Meeting held in accordance with clause 9.1, first sentence, of these Articles; and
  - (b) any decisions relating to a change of the Articles or a dissolution of the Association.
- 10.8 The written resolutions will be circulated amongst the Members. Assuming each of the Members has duly executed its counterpart of the written resolutions prior to, or on, the date mentioned in the written resolutions, the written resolutions will be deemed to have been taken on the date mentioned in the written resolutions. Upon execution, each Member will have to send its original, duly executed counterpart of the written resolutions to the Board Chairperson. In the absence of the receipt, by the Board, of all original, duly executed counterparts of the written resolutions within the period following the date mentioned in the written resolutions, an extraordinary General Meeting will be convened by the Board in accordance with clause 9.1, *in fine*, of these Articles to decide on the resolutions.
- 10.9 Nominations of any person for election at any General Meeting to the office of Director must be made to the Chairperson and received at least thirty days prior to the General Meeting at which the election is to take place.
- 10.10 If not otherwise nominated, the Board may itself nominate persons for election as Directors at a General Meeting with the aim of securing the following representation on the Board:
- (a) two Directors representing industry interests;
  - (b) two Directors representing conservation interests;
  - (c) two Directors representing scientific interests; and
  - (d) a balanced representation of geographical interests.

## **11. VOTES OF MEMBERS AT GENERAL MEETINGS**

- 11.1 Every Member present (in person or by a duly authorised representative) shall have one vote. Unless otherwise required by a majority of the Members present or represented a resolution put to the vote of the meeting shall be decided on a show of hands, in accordance with clause 10.6 above.

- 11.2 No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him or her to the Association pursuant to these Articles or any regulations made by the Directors under these Articles or otherwise have been paid.
- 11.3 Every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive.
- 11.4 The General Meeting shall always try to take the decisions by consensus. When it is determined that no consensus can be reached and unless otherwise specified in the present Articles or by law, each decision of the General Meeting shall be taken by a simple majority of the votes cast by the Members present or represented or, in case of abstention by one or more of them, of the votes of the remaining Members. However, any decision described in clauses 5.9(c) and 10.7 of these Articles requires a two-thirds majority of the votes cast by the Members present or represented at the meeting.
- 11.5 A declaration by the Chairperson that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **12. BOARD OF DIRECTORS AND CHAIRPERSON OF THE BOARD**

- 12.1 With the exception of the Chairperson, the Board will consist of an equal number of representatives from the scientific, conservation and commercial sectors, Members or not, private individuals or not (the **Directors**).
- 12.2 In accordance with section 13 of the Act, the number of Directors should be less than the number of Members. In case the Association counts at least eight Members, the Board shall be composed of seven members: two Directors representing industry interests; two Directors representing conservation interests; two Directors representing scientific interests; and one Director not belonging to any interest group.
- 12.3 The Director not belonging to any interest group shall be appointed as Chairperson of the Board (the **Board Chairperson or Chairperson**). The person so appointed shall preside at every meeting of the Directors at which he or she is present.
- 12.4 The Chairperson of the Board may invite any member or third party to attend a Board meeting as an observer or adviser, provided that they do not take part in any vote or decision taken by the Directors.
- 12.5 A Director shall not be entitled to appoint alternate Directors.

## **13. ELECTION, DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 13.1 Subject to clause 12.2 above, all Directors shall be elected by the General Meeting for a fixed term of office of three years from the date of their election, after which they shall be eligible for election to further three year periods. A minimum requirement to be eligible for board membership is for the candidate to provide a self-declaration of a clean criminal record with no convictions.
- 13.2 The appointment of a Director shall be published as soon as possible by the Board in the Annexes to the Belgian Official Journal.
- 13.3 The office of a Director shall be vacated if:
- (a) the Director becomes prohibited by law from being a Director;
  - (b) the Director becomes bankrupt, insolvent, or makes any arrangement or composition with his or her creditors generally;
  - (c) the Director is, or may be, suffering from mental disorder and no longer has legal capacity (*handelingsbekwaamheid*);
  - (d) the Director resigns by notice to the Association;
  - (e) the Director is removed by the General Meeting;
  - (f) the Director dies or, in case of a legal entity, is dissolved or liquidated; or
  - (g) the Director is guilty of conduct detrimental to, or of acting in any way that may undermine, the object, purpose, mission or activities of the Association.
- 13.4 Should a Director (physical person) through death or otherwise cease to hold office before the expiry of his/her normal term, the remaining Directors have the right to appoint a temporary Director which must be a representative of the same interest group as the Director who died or otherwise ceased to hold office. The General Meeting shall confirm this appointment or otherwise fill such vacancy at the latest at the next General Meeting.

#### **14. DIRECTORS' REMUNERATION**

- 14.1 The Directors are not remunerated for the execution of their mandate as Director, unless expressly decided otherwise by the General Meeting or unless they are entrusted with the day-to-day management of the Association as foreseen in clause 17.1 below.

#### **15. PROCEEDINGS AT THE BOARD**

- 15.1 The Directors may regulate their meetings as they think fit and shall meet at least four times per year.

- 15.2 Any Director may call a meeting of the Directors. Seven Clear Days' notice of every meeting of the Directors shall be given to each Director which shall state the agenda and all the documents involving the agenda. Every notice is validly done in writing, by letter, fax or email, at the address, fax number or electronic address as provided by each Director to the Chairperson of the Board.
- 15.3 Any Director may participate in a meeting of the Directors or of any committee or working group constituted pursuant to clause 16.8 of these Articles, by means of conference call or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
- 15.4 Any Director who is prevented from attending or otherwise absent may give proxy by letter, fax or e-mail to another Board member for the purpose of representing him/her and validly voting in his/her place. In such case, the Director is deemed to be present. A Director may not represent more than one other Board member.
- 15.5 The quorum for the transaction of the business of the Directors shall consist of a majority of the total number of Directors, with at least one Director of each sector, including science, conservation and commercial, present or represented.
- 15.6 The Board shall strive to achieve consensus in its decisions, defined as general agreement and the absence of sustained opposition. However, if consensus cannot be achieved decisions may be taken by a simple majority of votes of those Directors entitled to vote.
- 15.7 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of a Board, and may be signed in counter parts.

**16. POWERS OF DIRECTORS**

- 16.1 The Board is the executive organ of the Association. It determines the general policy and has the broadest competence to perform all acts that are necessary or useful for the realisation of the Association's object, purpose and mission, with the exception of those reserved to the General Meeting by the Act or the present Articles.
- 16.2 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Directors.
- 16.3 The Board may by resolution passed at a meeting attended by all Directors (or them all with the sole exception of the conflicted Director) authorise any Director to be, or to continue to

be, in a situation in which the Director has a direct or indirect interest that conflicts, or that may conflict, with the interests of the Association.

- 16.4 A conflicted or potentially conflicted Director must not vote on the resolution to authorise the Director to be, or continue to be, in the relevant situation of conflict, and in relation to that resolution must not be counted in the quorum necessary for the transaction of business by the Directors.
- 16.5 A Director must not vote on or be counted in the quorum in relation to any resolution of the Board in which the particular Director has a direct or indirect interest that conflicts or may conflict with the interests of the Company. A Director who for any reason is not entitled to vote on or be counted in the quorum in relation to a resolution of the Board may nevertheless be present at the meeting while the resolution is under consideration.
- 16.6 If a question arises at a meeting of the Board or of any committee or working group as to the right of a Director or member to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson and his or her ruling shall be final and conclusive. If a question arises as to the right of the Chairperson to vote, the question may be referred to the longest-serving member of the Board and his or her ruling in relation to the Chairperson shall be final and conclusive.
- 16.7 The Board may decide that the Association shall participate in the activities of professional associations, consumer unions and other national or supranational organisations if useful with regard to the accomplishment of any of the objectives of the Association.
- 16.8 The Board may establish committees or working groups, in which case the Board shall define the functions of such committees or working groups, their Chairs, determine their objectives, internal working rules and appoint their members. To this end, the Chairperson of the Board shall invite the Members to propose candidates.

## **17. DAY-TO DAY MANAGEMENT**

- 17.1 Board may delegate the day-to-day management of the Association to any person, as they see fit, whether Director(s) (the **Managing Director(s)**) or not (the **General Delegate(s)**), Member(s) or not. The Board may fix their remuneration.
- 17.2 The person(s) entrusted with the daily management of the Association, if any, shall act in accordance with the instructions that he/she/they may receive from the Board and under the supervision of the Board.
- 17.3 The delegation of powers may be removed at any time by the Board.

## **18. REPRESENTATION**



- 18.1 Except for acts of the Managing Director(s) or of the General Delegate(s), if any, or of any other special representative acting within the limits of the powers expressly granted to him/her by the Board of Directors, the Association shall be validly represented (i) by the Chairperson of the Board and one Director acting jointly or (ii) by three Directors acting jointly.
- 18.2 Hence, all acts which bind the Association must be signed
- by the Managing Director or the General Delegate or a special representative acting within the limits of the powers expressly granted to him/her by the Board; or
  - by the Chairman of the Board and one Director or by three Directors who need not provide evidence of their authority to sign.
- 18.3 All judicial action, either as plaintiff or as defendant, will be handled by the Board represented by his/her Chairperson.

## **19. MINUTES**

- 19.1 The following matters are recorded in minutes:
- (a) the attendance of the members of the Board, the interventions of the attendants and the decisions of the Board, which shall be signed by the Chairperson and the members of the Board who wish to do so;
  - (b) the attendance of the Members, the interventions of the attendants and the decisions of the General Meeting, which shall be signed by the Chairperson and the members of the General Meeting who wish to do so; and
  - (c) the attendance and the proposals of committees and working groups, constituted pursuant to clause 16.8, which shall be signed by the Director(s) present and the committee and working group members who wish to do so.

## **20. ACCOUNTS AND ANNUAL REPORT**

- 20.1 The Board must prepare accounts and keep accounting records as required by the Act.

## **21. DOCUMENTS IN ELECTRONIC FORM**

- 21.1 The Association may send documents or notices to its members in electronic form. Any such notice shall be deemed made in writing.
- 21.2 In addition, documents and notices may be sent to the Association in electronic form to the email-address specified by the Association for that purpose, provided the identity of the sender can be confirmed.

**22. WINDING UP**

- 22.1 In case of dissolution with liquidation, one or more liquidators shall be appointed by the General Meeting. To this end, the General Meeting shall appoint liquidators who shall dispose of all powers to liquidate the Association and distribute its remaining assets.
- 22.2 If upon the dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other charitable association having objects similar to the objects of the Association.

**23. INTERNAL REGULATIONS**

- 23.1 The Directors may from time to time make such internal regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Association, provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in these Articles.
- 23.2 The Directors shall have power to alter or repeal the internal regulations referred to in clause 23.1 above and to make additions thereto. The Directors shall adopt such means as they deem sufficient to bring to the notice of members all such regulations made pursuant to this clause 23.2 of these Articles which, so long as they shall be in force, shall be binding on all members.

Signed:

Dated: