



# STATUTES OF Alternet<sup>1</sup>

## I. NAME, SEAT, PURPOSES, DURATION<sup>nterface on Biodiversity and Ecosystem</sup>

### ARTICLE 1 NAME - LEGAL FORM - DURATION<sup>es</sup>

1.1 The association is called "**Alternet, the European Science-Policy Interface on Biodiversity and Ecosystem Services**" or simply "Alternet", hereinafter also referred to as the "**Association**".

1.2 The Association is an international non-profit association, in short "i-npo", established in accordance with Lawbook 10 of the Companies and Associations Code of 23 March 2019 (hereinafter referred to as "**L10CA**").

1.3 The Association is established for an indefinite period.

1.4 The Association is the legal successor to the Alternet consortium, hereinafter also referred to as the "**Consortium**", the members of which signed a Memorandum of Understanding (MoU) for the period 2017-2020. This MoU served as a model for the Association's Statutes; the MoU is running until December 31, 2020.

### ARTICLE 2 SEAT

2.1 The seat of the Association is located in the Brussels-Capital Region.

2.2 Subject to compliance with linguistic law, the seat may be moved to any other place in Belgium by a decision of the General Assembly ("Association Council") hereinafter referred to as "GA", as defined in Chapter III) that must be published in the Appendices of the Belgian Official Gazette.

### ARTICLE 3 PURPOSE AND ACTIVITIES

3.1 *The purpose of the Association (hereinafter referred to as the "Association's Objective") is to provide sound scientific evidence to international, European, national and regional policymakers and businesses and people aimed at or involved in actively improving the sustainable use, management, conservation and restoration of biodiversity, ecosystems, ecosystem services and social involvement, through the integration of European interdisciplinary research capacity, knowledge integration and communication.*

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<sup>1</sup> These Statutes of the Alternet Association are a translation in English of the original "Statuten van de Alternet Association" which are made up in Dutch



3.2 In order to achieve the Association's Objective, the Association aims to cooperate with European stakeholders in the scientific, policy, public and private sectors with regard to:

- a. contribute to the definition, development and implementation of European and global research on biodiversity, ecosystems and ecosystem services and other research that directly or indirectly contributes to the Association's Objective;
- b. develop and integrate European capacity in interdisciplinary and transdisciplinary research on biodiversity, ecosystems and ecosystem services;
- c. create opportunities for ecological, economic, social and human scientists and to work together in an inter- and transdisciplinary context within the framework of the Association's Objective;
- d. support the interface between science and policy through communication with policy makers, and public and private interest groups on biodiversity, ecosystems and ecosystem services; and
- e. integrate and disseminate existing knowledge to directly support evidence-based policies on biodiversity, ecosystems and ecosystem services.

3.3 In order to achieve the Association's Objective, the Association wishes in particular to do the following:

- a. promote and conduct inter- and transdisciplinary research and integrate research activities in function of the Association's Objective;
- b. prepare and / or support joint research projects at European level and realize fundraising in function of the Association's Objective;
- c. develop and organize mechanisms to communicate with scientific and non-scientific communities, as well as with specific interest groups;
- d. integrate existing scientific knowledge by bringing together temporary targeted expert networks to answer requests / questions related to biodiversity, ecosystems and ecosystem services;
- e. contribute, through its inter- and transdisciplinary research and its knowledge integration capabilities, to requests received through science-political-societal linkage mechanisms;
- f. further encourage the establishment and expansion of research infrastructure to monitor, understand and contribute to pan-European biodiversity problems;
- g. organize joint training, workshop and course activities on themes related to the Association's Objective;
- h. develop and apply mechanisms to identify priority and emerging research problems in collaboration with major European organizations and sister networks.

3.4 The Association can develop all activities in Belgium and abroad that directly or indirectly contribute to the realization of the non-profitable Association's Objective. All net proceeds arising from such activities will at all times be fully allocated to the achievement of the non-profitable Association's Objective.

## **II. MEMBERS**

### **ARTICLE 4 MEMBERS**

4.1 The number of members is unlimited but can never be less than two (2).



4.2 The Association is composed of members who are natural persons, legal persons with full legal personality, a de facto association or a looser partnership of natural persons, regardless of whether they have a profit or non-profit purpose. All non-natural persons are hereinafter referred to as "**Organization**" for short. Membership of natural persons is limited to the Founding Members.

4.3 Each member must support the Association's Objective described in Article 3.1 and further elaborated in Articles 3.2 and 3.3.

4.4 In principle, each membership is principally for a period of three years. Without notice from the member concerned, it is assumed that it will renew its membership for another period of three years.

## ARTICLE 5 CATEGORIES OF MEMBERS

The members of the Association are divided into (i) Founding Members, (ii) Effective Members and (iii) Associated Members. They each have the rights and obligations as described in these Statutes.

### 5.1 Founding Members

The Founding Members are natural persons who are mentioned in article 26 of these Statutes and who found the association. They must be affiliated with an Effective Member or an Associate Member of the Consortium. In their capacity as Founding Members, they are not part of the General Assembly (Chapter III), nor of the Management Board (Chapter IV).

### 5.2 Effective Members

The Effective Members are all legal persons with full legal personality, de facto associations or looser partnerships of natural persons (regardless of whether they have a profit or non-profit purpose), including the members of the Consortium who explicitly wish to become members of the Association; and which (i) meet the requirements set forth in Article 4, (ii) which endorse these Statutes, (iii) which are admitted as members of the Association in accordance with the procedure set out in Article 6, and (iv) which contribute their annual membership fees in cash and contribute in-kind (working days) in accordance with Article 7.

Full Consortium partners, who have endorsed and complied with the Memorandum of Understanding of the Consortium, can immediately join the Association as an Effective Member, in accordance with their membership of the Consortium, provided they endorse these Statutes, and meet the conditions set out in this article. This can be done by simply reporting to the current Chairperson of the Council of the Consortium. They do not have to follow the procedure for new members as included in Art. 6.

Each Effective Member has one seat in the AC. Each seat gives the right to one vote in the AC.

### 5.3 Associate Members



The Associate Members are the Members who meet the same conditions as the Effective Members except for the payment of a monetary membership contribution. The discharge of the obligation to make a financial contribution is motivated by the (temporary) inability of the Organization to pay it. They may be accepted as an Associate Member to the extent that they make additional contributions to the Association in kind (expressed in working days). The Associated Membership is believed to be temporary and cannot exceed three years. Thereafter, the Associate Member must become an Effective Member.

Associate Consortium partners, who have endorsed and complied with the Memorandum of Understanding of the Consortium, can immediately join the Association as an Associate Member, in accordance with their membership of the Consortium, provided they endorse these Statutes, and meet the conditions set out in this article. This can be done by simply reporting to the current Chairperson of the Council of the Consortium. They do not have to follow the procedure for new members as included in Art. 6.

Associate Members may attend AC meetings but have no seat in the AC and therefore no voting rights.

#### ARTICLE 6 ADMISSION CONDITIONS FOR NEW MEMBERS

6.1 Each Organization as defined in article 4, which wishes to become a member (being an Effective Member or Associate Member) of the Association (a “Candidate Member”), will identify an Effective Member of the Association, who they will ask support for their candidacy for membership of the Association (a “Nominating Effective Member”).

6.2 A Candidate Member provides the following information and commitments to the Nominating Effective Member and to the Board of Directors (“Management Board”, hereinafter “MB”, as defined in chapter IV):

- a. what type of membership she wishes to apply for;
- b. information that clearly demonstrates the expertise and capabilities relevant and useful for the Association’s Objective as well as the geographical scope (expertise in (biogeographical) region (s), countries, etc.);
- c. the size of the organization in accordance with the criteria stated in the internal regulations of the Association;
- d. recognition of the Statutes of Alternet and willingness to follow them;
- e. the willingness to pay the cash membership contribution specified in the internal regulations of the Association (in case of a Candidate Effective Member);
- f. a statement of the minimum benefits in kind it wishes to provide to the Association (expressed in working days).

This letter must be signed by a recognized representative of the Candidate Member, stating that joining the Association is fully supported by the Candidate Member.

6.3 The content of the documents mentioned in Article 6.2 holds the main criteria for the MB and the AC to assess whether a Candidate Member is eligible for Membership.



6.4 Subsequently, the Nominating Effective Member informs the MB that it supports or does not support the Candidate Member's candidacy. The MB provides the documents and information referred to in Article 6.2 and the aforementioned nomination letter to the Effective Members. The MB makes a recommendation to the AC regarding the candidacy of the Candidate Member.

6.5 The Effective Members may request additional information from the Candidate Member up to fourteen days prior to the AC's annual meeting.

6.6 At the next AC-meeting following the nomination, the AC will decide on the admission of the Candidate Member by a two-thirds majority of the votes present and represented.

6.7 If an Associate Member wishes to become an Effective Member, it can apply for this at the MB, explicitly stating that it will now comply with Article 6.2e. The MB decides autonomously on the recognition as an Effective Member of the Associated Member that submits its candidacy for the Effective Membership.

#### ARTICLE 7 MEMBERSHIP CONTRIBUTION AND PAYMENT

7.1 Each Effective Member must pay a minimum annual membership fee to the Association, which consists of cash payments and benefits in kind. The minimum contributions will be proposed annually by the MB based on the guidelines included in the internal regulations of the Association. These are tacitly extended if no initiative is taken by the MB to amend the internal regulations in this respect. The AC will decide by a two-thirds majority of the votes present and represented on the acceptance of this proposal at the next AC meeting.

7.2 The annual membership contribution can in any case not exceed EUR 1,000,000 (one million).

7.3 Notwithstanding Effective Members are deemed to join the Association for a minimum period of three years and notwithstanding their right of withdrawal, each membership binds the member for a period of one year with automatic renewal of membership at the end of the one year period unless the procedure is followed in accordance with Article 8.

7.4 The final date for payment of the membership contribution in cash is thirty (30) days after the invoice date.

7.5 Any Effective Member who is temporarily unable to pay its membership contribution in cash may request the MB to (temporary) become an Associate Member. In any case, any Effective Member who has not paid its membership fee within thirty (30) days after it becomes due, will be notified by the MB Chairperson by written notification.

An Effective Member with outstanding debts older than sixty (60) days towards the Association will no longer have the right to participate in the activities of the Association specifically organized for Effective Members and may be suspended and excluded in accordance with Article 9.

#### ARTICLE 8 WITHDRAWAL OF A MEMBER



8.1 Members have the right to withdraw from the Association by resigning. A resigning member must notify the MB in writing at least one month before the annual AC.

8.2 In the event of a dismissal from the Association, the resigning member will cease to be a member of the Association from the day on which the annual AC meeting at which a decision is taken. The resigning member is not entitled to participate in the deliberation or decision-making process of this annual AC meeting. In any case, such resigning member will be obliged to pay all outstanding amounts (including the membership contribution for the financial year in which the resignation takes place) within one (1) month after the resignation.

8.3 A member will automatically cease to be a member of the Association in the event of insolvency, bankruptcy, judicial reorganization, dissolution or liquidation proceedings and, consequently, withholding payments from that member.

#### ARTICLE 9 EXCLUSION OF A MEMBER

9.1 The AC can exclude a member from the Association for legal reasons, as well as for the following reasons:

- a. If a member no longer meets the requirements for membership in accordance with Article 4;
- b. If a member does not comply with these Statutes, the internal regulations or the decisions of the competent bodies of the Association, despite two written notices of default to the member concerned.

9.2 The member whose exclusion is requested is entitled to submit its written comments to the MB within one month of receipt of the MB's registered letter regarding the reasoned request for exclusion. Such a member has the right to be heard by the AC if the member so requests in its written comments.

9.3 The AC decides on the exclusion of a member, including the date of the exclusion, by a two-thirds majority of the voting members present or represented. The decision must be motivated.

9.4 The MB will provide a certified copy of the decision of the AC to the excluded member within fifteen days of the decision of the AC.

9.5 The excluded member is obliged to pay all outstanding amounts (including the membership contribution for the financial year in which it is excluded) within sixty (60) days after the exclusion.

9.6 The MB can suspend a member who meets the conditions of Article 9.1 until the decision of the AC. If the AC decides to exclude the member who was suspended by the MB, the suspension will continue until the day of the actual exclusion as determined by the AV.

#### ARTICLE 10 LIABILITY

10.1 Members cannot be held personally liable for the obligations of the Association.

10.2 Neither the AC Chairperson, nor any member of the AC, nor the MB Chairperson, nor any member of the MB, are personally bound by the Association's obligations under their mandate.



10.3 No member who is no longer a member of the Association pursuant to Article 8 or Article 9, nor any legal successor thereof, may claim or exercise any entitlement to the assets of the Association, and such member may not have an account, justification, attachment or inventory. to request.

10.4 In case of resignation or exclusion, a member will not be entitled to a refund of any amounts paid during the membership.

### III. GENERAL ASSEMBLY (“Association Council”)

Within the Association, the General Assembly is referred to as the “**Association Council**” (hereinafter referred to simply as the “**AC**”), by analogy with the Consortium's Network Council.

11.1 The AC consists of all Effective Members. The Associate Members can attend the AC meetings but do not have a seat there, and therefore no voting rights. Each of the Members designates a person (“representative”) who is affiliated with their organization as their representative in the AC.

11.2 The validly composed AC represents all members of the Association. The decisions adopted by the AC are binding on all members.

11.3 The Chairperson (“AC Chairperson”), or in his or her absence the Vice-Chairperson (“AC Vice-Chairperson”) chairs the AC. The AC Chairperson appoints a Secretary and a vote recorder before each AC meeting. The Secretary does not necessarily have to be appointed from among the Effective or Associate Members present. If the Secretary does not also represent one of the Members, he has no voting rights.

### ARTICLE 12 POWERS OF THE AC

12.1 The AC has all powers that are expressly reserved to the AC in accordance with the L10CA and these Statutes. The following exclusive powers can only be exercised by the AC:

- a. the amendment of the Statutes;
- b. the appointment and dismissal of the members of the MB and the determination of their remuneration (if one is awarded);
- c. the appointment and dismissal of the statutory auditor (if one has been appointed) and the determination of his remuneration (if one is awarded);
- d. granting discharge to the members of the MB and the statutory auditor (if one was appointed) and, if applicable, decide to initiate legal proceedings on behalf of the Association in respect of the members of the MB or the statutory auditor (if one was appointed) or members of the Association;
- e. the approval of the annual accounts for the past financial year and the budget;
- f. the dissolution of the Association;
- g. the allocation of the assets after dissolution and liquidation of all outstanding debts and receivables;
- h. the exclusion of a member;
- i. accepting a non-generational contribution (being a set of assets and liabilities);



- j. accepting donations to the Association; applying for authorization from the Minister of Justice for donations in excess of € 100,000 (in accordance with Article 10:11 of the L10CA)
- k. In the event of the permanent loss of the AC Chairperson, the AC Vice Chairperson is immediately appointed as AC Chairperson and the AC also immediately provides for the replacement of the AC Vice Chairperson through an internal nomination and voting procedure within the AV.

12.2 In addition, the Statutes grant the following powers exclusively to the AC:

- a. accepting new members;
- b. appointing the AC Chairperson and the AC Vice Chairperson;
- c. appointing the MB Chairperson;
- d. taking strategic decisions regarding the Association;
- e. considering, discussing and / or deciding on proposals prepared by the MB; and
- f. ratifying cooperation initiatives with other associations or networks concluded by the MB.

#### ARTICLE 13 TERM AND ROLE OF THE AC CHAIRPERSON AND AC VICE CHAIRPERSON

13.1 The term of office of the AC Chairperson and the AC Vice Chairperson is thirty-six (36) months and may be renewed. Preferably, the AC Chairperson and / or the AC Vice Chairperson will not exercise their mandate for a consecutive period of more than six (6) years.

The AC Chairperson is selected from among the representatives of the Effective Members in the AC, and will continue to represent his organization in the AC; the AC Vice Chairperson is elected from among the representatives of the Effective Members in the AC, and will continue to represent his organization in the AC.

13.2 The AC Chairperson or the AC Vice Chairperson, respectively, in the event of a temporary absence or during a temporary period of unavailability of the AC Chairperson, will:

- a. Prepare, plan and chair AC meetings;
- b. Attend MB meetings;
- c. Together with the MB Chairperson, act as the public contact point of the Association and its members in accordance with the Association's strategy and agreed positions.

#### ARTICLE 14 PROCEDURES OF THE AC

##### 14.1 Meetings and convocation

An ordinary AC will be held once a year within six (6) months of the end of the previous financial year. The meetings of the AC are preferably organized in person, but can also be held virtually in case of emergency. A special meeting of the AC can be convened at the initiative of the MB or at the request of at least one-fifth of the Effective Members of the Association. If one-fifth of the Effective Members exercise their right to convene a special meeting of the AC, the meeting will be convened within a period not exceeding twenty-eight (28) days after the request of the Effective Members.

Notwithstanding the obligation of the AC Chairperson to inform the members two months in advance about the date of the AC meeting, a special meeting of the AC is convened by the AC Chairperson by



email at least fifteen (15) days before the meeting. The invitation will contain the agenda and all supporting information of the AC meeting. The invitation will also include the date, time and place of the meeting. Any proposal signed by at least one-twentieth of the Effective Members of the Association will be added to the agenda.

The members of the MB and the statutory auditor (if one was appointed) will also be invited to each AC. The members of the MB and the statutory auditor have no voting rights in the AC, unless they also represent one of the Effective Members in the AC.

#### 14.2 Agenda

The AC can only deliberate on the agenda items that were included on the agenda.

#### 14.3 Proxies

Each Effective Member or Associate Member has the right to participate in any meeting of the AC, the latter having no seat and therefore without voting rights. Effective Members may receive and accept up to five (5) written proxies from other Effective Members to represent him or her at any meeting of the AC.

#### 14.4 Quorum requirements

With the exception of special quorum requirements in accordance with the L10CA or the Statutes, the AC deliberates validly regardless of the number of Effective Members present or represented.

The AC can only deliberate and decide on an amendment to the Statutes if the purpose of the amendment has been communicated in accordance with article 14.1 and if at least two-thirds of the Effective Members are present or represented. If this quorum is not met at the first meeting of the AC, a second meeting of the AC can be convened that can validly deliberate and decide on the proposed amendment to the Statutes, regardless of the number of Effective Members present or represented. An amendment to the Statutes must be approved by a two-thirds majority of the votes present or represented. Abstentions are not counted in the denominator or numerator. Exceptionally, and as required by the L10CA, if the amendment to the Statutes relates to the purposes set out in Article 3, a four-fifths majority of the votes present or represented is required. Abstentions are not counted in the denominator or numerator.

An amendment to the Statutes that affects:

- the powers, the method of convocation, the decision-making of the AGM;
- the conditions under which the decisions of the GTC and its members are published;
- the conditions for amendment of the Statutes;
- the conditions for dissolution and liquidation of the Association and the selfless purpose to which the Association, in its dissolution, must allocate the assets;

must be established by authentic instrument. An amendment to the Statutes that changes the description of the non-profit aim pursued by the Association and the activities that the Association has as its object requires approval by Royal Decree.



#### 14.5 Voting

In principle, each Effective Member present or represented has one vote. If possible, the Effective Members can also vote electronically, by e-mail or by proxy.

The AC Chairperson also represents his organization that is an Effective Member in the AC and therefore has voting rights in the AC. In the event of a tie, the AC Chairperson has a casting vote.

Without prejudice to special majority requirements imposed by the L10CA or these Statutes, resolutions are adopted by a simple majority of votes by the AC. Abstentions are not counted in the denominator or numerator.

#### 14.6 Minutes

The decisions are recorded in minutes prepared by the Secretary and are submitted for approval to the next AC meeting. The minutes only represent the decisions taken by a meeting of the AC and the submission of the minutes for approval has no impact on the decisions taken. These minutes are made available to members at the registered office of the Association and are published on a web page of the Association that is only accessible to members.

#### 14.7 Written decision-making

At the proposal of the AC Chairperson, decisions for written approval can be submitted to all voting members of the AC. All members of the AC will be notified in good time of the decisions for which written approval is sought by email containing a clear response period. All decisions for which written approval is sought are adopted by a simple majority of votes, unless decisions on topics for which a larger majority is required in accordance with article 14.4. No response to the mail call is considered abstention. Abstentions are not counted in the denominator or numerator.

### IV. GOVERNANCE

#### MANAGEMENT BOARD

The Management Board is referred to as the “MB”.

#### ARTICLE 15 APPOINTMENT OF MEMBERS OF THE MB

15.1 The members of the MB are appointed by the AC among the candidates nominated by the Effective and Associated Members for a term of three years.

15.2 The MB chairperson is appointed by the AC among the candidates nominated by the Effective and Associated Members for a term of three years.

15.3 MB members can be reappointed. The MB-members can be dismissed (ad nutum) at any time by the AC from their position as MB-member.

15.4 The term of an MB member is thirty-six (36) months and can be renewed.



15.5 The MB Chairperson and the MB Vice Chairperson can be removed from their duties at any time by the MB with a two-thirds majority of the MB-members. Abstentions count as a vote against.

15.5 If a person who has been appointed as a member of the MB and the Effective or Associated Member with whom the member of the MB is affiliated ceases to be a Member of the Association during the mandate, that member of the MB will be deemed to have withdrawn.

15.6 The appointments of the members of the MB and of the persons authorized to represent the Association, as well as their termination of office, are made public by filing in the association file, and by publication of an extract in the annexes to the Belgian Official Gazette. In any case, these documents must show whether the persons representing the Association bind this separately, jointly or as a body, as well as the extent of their powers.

#### ARTICLE 16 COMPOSITION OF THE MB

16.1 The MB is in principle composed of at least six (6) members, each of whom must be affiliated with a Member of the Association, being an Effective Member or an Associated Member. However, they do not act in the name or on behalf of the Member but in the general interest of the Association. Unless the AC decides otherwise, the MB consists at least of a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and two ordinary members.

However, if the Association has fewer than three (3) Effective Members, the MB may, notwithstanding the first paragraph, be composed of only two (2) members. If the Association has three (3) to six (6) Effective Members, the MB may, notwithstanding the first paragraph, be composed of fewer than six (6) but at least two (2) members.

16.2 The MB elects an MB Vice-Chairperson from among its members who chairs the MB's meetings in the absence of the MB-Chairperson. The MB also elects a Secretary, a Treasurer, among its members and distributes the tasks among the members in function of the planned and developed activities of the Association.

16.3 Additional members of the MB can be appointed on the proposal of the AC to provide specific activities of the Association, insofar as these cannot be looked after by the existing members of the MB.

16.4 The AC Chairperson and the AC Vice Chairperson are invited to the meetings: they are not voting members of the MB in their capacity as AC Chairperson or AC Vice Chairperson, but they have an advisory role.

16.5 The position of AC Chairperson cannot be combined with the position of MB Chairperson and vice versa. The same applies to the position of AC Vice Chairperson and MB Vice Chairperson.

#### ARTICLE 17 POWERS OF THE MB



The MB has all residual powers, being all powers that are not explicitly reserved to the AC in accordance with the L10CA or the Statutes, and, if permitted by law, the AC can delegate certain powers to the MB. The powers of the MB include:

- a. appoint an MB Chairperson, an MB Vice Chairperson, a Secretary and a Treasurer among the members of the MB;
- b. supervise the MB Chairperson, the MB Vice Chairperson, the Secretary and the Treasurer;
- c. preparing the annual budget (including allocation to the proposed activities);
- d. preparing and drawing up and approving reports, in principle including the annual report on the activities carried out and the corresponding expenditures and submitting them to the AC for final approval;
- e. preparing consultation documents for the AC regarding the activities for the following calendar year, brought together in a proposal of an annual work plan, including a budget proposal for general and specific activities;
- f. formulate proposals for research priorities, programs and activities, networking with other associations and networking in general;
- g. identifying potential joint activities and monitoring ongoing joint projects;
- h. deciding on cooperation initiatives with other associations or networks;
- i. submit the decisions referred to in Article 17.1h to the AC for ratification;
- j. supervise important current functions as determined in the annual work plan in accordance with the internal regulations;
- k. developing research and communication strategies;
- l. developing long-term (10 years) updates to the mission and vision of the goals and activities of the Association, culminating in an advice to the AC regarding amendments to the Statutes of the Association;
- m. advise the AC on the financial situation of the Association, as prepared by the Treasurer;
- n. implement the decisions of the AC;
- o. ensure the day-to-day management of the Association;
- p. recruiting staff and employees of the Secretariat, or externally if necessary and budgetary approval by the AC under the budget.

#### ARTICLE 18 ROLE OF THE MB CHAIR AND MB VICE CHAIR

The MB Chairperson will:

- a. chair the meetings of the MB;
- b. attend the AC meetings to present the documents and activities of the MB. The MB Chairperson has no voting rights in the AC, unless the MB Chairperson represents one of the Effective Members in the AC; and
- c. in his / her absence, delegate the authority to chair the MB meetings and to attend the AC meetings to the MB Vice Chairperson.

The MB Vice Chairperson, after delegation by the MB Chairperson, will:

- a. chair the meetings of the MB; and
- b. attend the AC meetings to present the documents and activities of the MB. The MB Vice-Chairperson has no voting rights in the AC, unless the Vice-Chairperson represents one of the Effective Members in the AC.



## ARTICLE 19 MEETINGS OF THE MB

### 19.1 Meetings and Convening

In principle, the MB meets at least two (2) times a year. MB meetings can be held in person, via telephone or virtually. At least one meeting of the MB per year is held in person, except in the case of an emergency force, this can also be done virtually. The MB can also take unanimous written decisions in accordance with Article 19.5 of the Statutes.

The MB Chairperson sends the invitations to the MB meetings by email to the members of the MB at least fifteen (15) working days before the MB meeting. The invitations will contain the agenda and supporting documents.

The MB can only validly deliberate and decide if at least a simple majority (being 50% plus one (1)) of the members of the MB is present or represented at the meeting.

Any MB member who is unable to attend an MB meeting may grant a written proxy, through any means of communication (for example, by letter, fax, or email), to another MB member to represent him / her and to vote on the occasion of such a meeting of the MB.

### 19.2 Agenda

The MB can only validly deliberate on the agenda items that were included in the agenda. An agenda item that was not placed on the agenda can be exceptionally decided with the approval of the majority of the members of the MB present or represented. Decisions on agenda items not included on the agenda will only be effective if the majority of MB members do not protest within five (5) days of being notified of these decisions. The email sent to MB members to inform them of decisions taken on agenda items not included on the agenda will increase the right of MB members to respond within five (5) mention days in writing (including by email) to the MB Chairperson to protest against these decisions.

### 19.3 Voting

Each member of the MB present or represented has the right to cast one vote. Unless otherwise provided in the L10CA or these Statutes, all decisions of the MB are adopted by a simple majority.

Any MB member who has a conflict of interest with the Association regarding an agenda item must notify the other MB members before the MB takes up the relevant agenda item. The member's statement and information regarding the content of the conflict of interest must be recorded in the minutes of the MB meeting that adopts the decision.

Such a member of the MB may not participate in the deliberation with regard to that agenda item and cannot exercise a voting right with respect to that agenda item. If a member of the MB disputes that he or she has a conflict of interest, before discussing that agenda item, the MB will take a decision, by simple majority of the members of the MB present or represented, whether or not there is a conflict of interest exists with respect to that member of the MB. The MB member concerned may not participate in the last-mentioned vote.



In the event of a tie, the chairperson of the meeting has a casting vote.

#### 19.4 Minutes

The decisions are recorded in minutes that are submitted for approval to the next MB meeting. The minutes only reflect the decisions taken by an MB meeting. Submitting the minutes for approval has no impact on the decisions already taken. These minutes are kept at the registered office of the Association and are published on a web page of the Association that is only accessible to members.

#### 19.5 Written decision-making

At the proposal of the MB Chairperson, decisions for written approval can be submitted to all members of the MB. All MB members will be notified in good time of decisions for which written approval is sought by email containing a clear response period. All decisions for which written approval is sought are adopted by a simple majority of votes by the MB. No response to the mail call will be considered abstentions. Abstentions are not counted in the denominator or numerator.

#### 19.6 MB-member liability

Towards the Association and towards third parties, the MB member liability is limited to the fulfilment of their mandate in accordance with common law, the Statutes and the statutory provisions (currently included in the L10CA, Articles 2:56 to 2:58).

## V. REPRESENTATION

### ARTICLE 20 REPRESENTATION

20.1 With regard to third parties and in court, as a claimant or defendant, the Association is validly represented by the MB acting as a board. Without prejudice to the MB's general authority to represent, any deed, agreement or legal act on behalf of the Association may be validly signed by two members of the MB, who are not accountable for a prior decision of the MB vis-à-vis third parties.

20.2 The day-to-day management of the Association internally, as well as the external representation with regard to that day-to-day management, can be assigned by the MB to one or more persons, who each act alone, jointly or as a college. This person (s) bears the title of Daily Director. The MB is authorized to supervise this body of day-to-day management.

In accordance with the current article 10:10 of the L10CA, acts of daily management are considered to be actions and decisions that do not go beyond the daily needs of the Association, as well as those that, either for reasons of their lesser importance or because of their urgency does not justify the intervention of the whole MB.

The appointment of persons in charge of day-to-day management and their termination of office are made public by filing in the association file, and by publication of an extract in the appendices to the Belgian Official Gazette. In any case, these documents must show whether the executive directors must act individually or as a college.

20.3 In addition, special proxies may represent the Association within the limits of their mandate.

## VI. MONITORING



## ARTICLE 21 SUPERVISION

21.1 If required by law, the supervision of the financial situation of the Association and the annual accounts will be entrusted to one or more supervisory directors.

On the basis of the L10CA (which can be amended by Royal Decree), the Association must only appoint one or more supervisory director(s) if more than one of the following criteria was exceeded during the previous financial year and to the extent that more than one criterion was exceeded for two consecutive financial years:

- An annual average of 50 employees;
- An annual turnover, excluding VAT, of EUR 9,000,000; and
- A balance sheet total of EUR 4,500,000.

21.2 Even if the law does not require it, the supervision of the financial situation of the Association and the annual accounts can be entrusted by the AC to one or more supervisory directors.

21.3 He/she will be appointed by the AC for a period of three years and may be reappointed.

21.4 The statutory auditor's mandate (if one has been appointed) can only be revoked for legal reasons.

## VII. MISCELLANEOUS

### ARTICLE 22 INTERNAL REGULATIONS

22.1 The MB will draw up internal regulations that may not conflict with the Statutes to have legal force, and must be approved by the AC.

22.2 The internal regulations contain at least guidelines on the basis of which the MB will annually propose the amount of the annual membership contribution for the Effective and Associate Members to the AC.

### ARTICLE 23 FINANCIAL YEAR

23.1 The financial year of the Association starts on January 1 and ends on December 31 of each year.

23.2 The first financial year starts on the day of the foundation of the Association and ends on December 31, 2020.

23.3 Each year, the MB submits the annual accounts of the previous financial year, together with the budget for the current financial year, to the AC for approval.

23.4 The annual accounts, together with the report of the statutory auditor (if one was appointed), must be made available to all members at the registered office of the Association, at least 15 days before the annual AC.



23.5 The AC Meeting takes note of the annual accounts and the budget and approves them. Following the approval of the annual accounts, the AC deliberates and decides at its annual meeting, by separate vote, on the discharge of the members of the MB and the statutory auditor (if one was appointed).

#### ARTICLE 24 LIQUIDATION

24.1 If the Association is dissolved, the GA can appoint one or more liquidators. If no liquidator is appointed, a group of representatives of the members will act jointly as a board of liquidators of the Association.

24.2 The liquidators will have the most extensive powers and the GA will determine their compensation.

24.3 As soon as all debts of the Association, including all debts and costs related to the liquidation, have been paid, the balance will be allocated to one or more non-profit organizations with the same or similar activities as the Association.

24.4 All decisions regarding the dissolution, the liquidation conditions, the appointment and termination of office of the liquidators, the closure of the liquidation and the destination of the asset are lodged at the registry and published in the Appendices to the Belgian Official Gazette.

#### ARTICLE 25 DISPUTES

25.1 For all disputes between the Association, its members, its members of the MB, its possible commissioner(s) regarding the activities of the Association and the application of these Statutes, only the courts where the Association has its seat have jurisdiction.

### - FINAL PROVISIONS -

The founders, present or represented as mentioned above, unanimously take the following decisions, which will take effect as soon as the association acquires legal personality.

#### **A. Registered office - website - electronic address.**

The seat of the Association is located at 1000 Brussels, Havenlaan 88, box 73. The Association's website is [www.alter-net.info](http://www.alter-net.info). The electronic address of the Association is [alternet@inbo.be](mailto:alternet@inbo.be).

#### **B. Appointment of the first directors (MB).**

The number of directors is initially set at four (4)

Are appointed to this position: - Mr Maurice HOFFMANN, aforementioned, residing at 97070 Lierde, Geraardsbergsestraat 9; - Mr Allan Douglas WATT, aforementioned, residing at Peebles EH45 9NN (Scotland), 10 Kittlegairy Avenue; - Mrs Jiska Joanneke van Dijk, aforementioned, residing at 7089 Heimdal (Norway), Skarsleite 14; - Mr Philip Karl Dean Roche, aforementioned, residing at F-13300 Salon de Provence (France), Boulevard de Montmajour 339;

All present or represented who accept their mandate. Subject to reappointment, the mandate of the directors will end following the first General Assembly. These mandates will not be reimbursed unless the General Assembly decides otherwise.



**C. Commissioner.**

No Commissioner is appointed, as the Association does not exceed the criteria of Article 1:28 in conjunction with 3:47 §6 of the L10CA for the first financial year.

**D. First financial year.**

The first financial year starts on the day on which the Association acquires legal personality and ends on December 31, 2021. The first General Assembly will therefore take place in 2022.

**E. Start of the activities.**

The activities of the Association commence on the day of the Royal Decree recognizing it.

**F. Powers.**

All powers, with the option of acting individually, are conferred on Mr Martin Pierreux, Ms Myriam Tebarint, Mr Axel Grootjans, and all other employees on behalf of the undersigned notary, to submit a request to the Ministry of Justice. to apply for recognition and to take any necessary action on behalf of the Association up to the acquisition by the latter of legal personality.

**G. Pro fisco statement.**

The right to write (Code various duties and taxes) is ninety-five euros (€ 95.00) and is paid on declaration by the undersigned notary.

**H. Legality.**

Within the framework of this foundation, the undersigned notary confirms compliance with the applicable legal requirements.

Past on the place and date as mentioned above. The persons appearing declare that they have received a draft of this deed on June 29, 2020 and that they have had enough time to take note of it. After partial reading and full explanation of this deed by the notary, the persons appearing, represented as mentioned, signed together with the notary.