

**Statutes of  
European Federation of Psychologists' Associations**

*[The official text is in French – English convenience translation for information purposes only]*

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**TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE****Article 1. Name. Legal form. Term**

**1.1** The international non-profit association named “**European Federation of Psychologists’ Associations**”, abbreviated “**EFPA**” (hereafter: “**Federation**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019 as amended from time to time.

**Article 2. Registered office**

**2.1** The registered office of the Federation is located in the Brussels-Capital Region.

**2.2** The registered office of the Federation may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

**2.3** If the transfer of the registered office of the Federation implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Federation according to the presence quorum and voting majority stipulated in Article 24 of these Statutes.

**2.4** The Federation may establish offices in any country or place.

**TITLE II. NON-PROFIT PURPOSE. OBJECT****Article 3. Non-profit purpose**

**3.1** For the purpose of these Statutes the terms:

- “Europe” shall be understood as the member States of the Council of Europe; and
- “Psychologist” shall be understood as a person who has graduated in psychology from a university or equivalent institute of higher education, having undertaken a course in psychology recognised by their association, and who has fulfilled the criteria for professional status prescribed by that association. In countries where there is legal recognition of psychologists, psychologists are those who are entitled, by law or through registration, to call themselves psychologists and to practise professionally as such.

**3.2** The non-profit purpose of international utility of the Federation shall be, within Europe and worldwide, to:

- (a) Develop psychology:
  - i. Develop psychology education, science, and professional practice;
  - ii. Promote the dissemination of psychological knowledge, to develop a clear image of psychology and make it accessible, useful and respected;
- (b) Contribute to society;
  - i. Contribute psychological theory and practice to quality of life including health and wellbeing of people living in Europe and to a democratic and prosperous society;
  - ii. Represent psychology at the European level, and contribute psychological science to European policy development;
- (c) Serve Psychologists;

- i. Support the development of its Full Members and their activities at the national level; and
- ii. Enhance the standing of the profession and its legal status at the European level, building a European professional identity based on common values and goals, equality, diversity, inclusion, multi and interculturalism, mutual respect and collaboration, mobility, and service to society.

#### **Article 4. Object**

**4.1** To that effect, the Federation may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Federation may, in particular develop the following non-exhaustively listed activities for the general or specific benefit of its Members and/or third parties:

- (a) Establish and maintain relations with relevant intergovernmental, governmental and non-governmental bodies in Europe;
- (b) Offer recommendations and issue position statements and papers concerning the psychological science on societal issues;
- (c) Collate, generate and disseminate information concerning psychology and conditions of relevance for psychology in Europe;
- (d) Develop and share models and standards regarding education, science, and professional practice in psychology;
- (e) Certify psychologists' qualifications (including EuroPsy and Test User Accreditation);
- (f) Facilitate communication, networking, and strengthen cooperation among Members and between these and other organisations and media;
- (g) Arrange regular conferences, seminars and meetings for Psychologists in Europe;
- (h) Organise and arrange congresses, seminars, workshops, and other programmes and convenings at international, European and national levels;
- (i) Disseminate information and issue publications;
- (j) Collect and analyse data; and
- (k) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Federation, as well as other regional and/or international initiatives and/or organisations.

**4.2** The activities of the Federation can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be allocated to the realisation of the non-profit purpose of the Federation.

### **TITLE III. MEMBERS**

#### **Article 5. Membership**

**5.1** The Federation shall have two (2) membership categories: Full Members and Associate Members. The Federation shall always consist of at least ten (10) Full Members.

**5.2** All references in these Statutes to "Member" or "Members" without any other specification are references to Full Members and Associate Members collectively.

**5.3** The rights and obligations of the Members shall be as defined in and pursuant to these Statutes. Membership is granted by virtue of the personality of the Member and can neither be transferred nor assigned.

**5.4** Membership of the Federation does not imply or represent any endorsement by the Federation of a Member or of an activity undertaken by a Member. Members shall not use the Federation's name and logo(s) in any manner unless they received a prior and written authorisation from the Board of Directors to do so. Members shall have no claim on the Federation's assets.

#### **Article 6. Full Members**

**6.1** The category of Full Membership is open and accessible to any legal entity cumulatively meeting all the following criteria:

- (a) Having a legal personality or not;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Being an organisation of Psychologists or federation (or network) of associations of Psychologists (i) which is able to represent the most Psychologists in the country, and (ii) which exists to promote psychology as education, science, and/or profession in one (1) country of Europe; and
- (d) Having a purpose in accord with the non-profit purpose of the Federation.

**6.2** There shall be only one (1) Full Member per country in Europe.

**6.3** Full Members shall enjoy all membership rights, including voting rights and the right to participate in EuroPsy in accordance with the Regulations for EuroPsy dated December 2021 and as amended from time to time.

#### **Article 7. Associate Members**

**7.1** The category of Associate Membership is open and accessible to any legal entity cumulatively meeting all the following criteria:

- (a) Having a legal personality or not;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Being an organisation, which exists to promote a particular domain of psychology as education, science, and/or profession or support a particular group of Psychologists or students or teachers of psychology;
- (d) Having members in at least ten (10) countries in Europe;
- (e) Having at least two-thirds (2/3) of its members being Psychologists or students or teachers of Psychology; and
- (f) Having a purpose in accord with the non-profit purpose of the Federation.

**7.2** Associate Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

**7.3** If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 51 of these Statutes, the Associate Members shall neither be consulted nor have voting rights.

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

**8.1** Any applicant to membership shall submit an application for admission to membership (together with the relevant documents as provided for in the internal rules) via regular means of communication as

defined in Article 53 of these Statutes (hereafter: “**Regular Means of Communication**”) to the Executive Director.

**8.2** After having verified that all conditions for membership are complied with, the Executive Director shall submit this application for admission to the General Assembly. The General Assembly shall decide on the admission to membership. The decisions of the General Assembly regarding membership admissions are final, sovereign as defined in Article 57 of these Statutes and the General Assembly can but is not required to give reasons for its decisions.

**8.3** Membership shall start on the date decided by the General Assembly.

**Article 9. Representation of Full Members**

**9.1** Each Full Member, shall appoint one or more natural person(s) not being a natural person in the Federation roles of the President, a Vice President or an Other Director, called the “Delegate(s)”, to represent it at the General Assembly.

**9.2** The number of Delegate(s) a Full Member may appoint shall be determined as follows:

<b>Number of members</b>	<b>Number Delegates</b>
Each Full Member having <b>up to two thousand five hundred (2,500) Psychologists as own members</b> on 31 December of last year:	Up to two (2) Delegates
Each Full Member having <b>between two thousand five hundred (2,500) Psychologists as own members and up to three thousand five hundred (3,500) Psychologists as own members</b> on 31 December of last year:	Up to three (3) Delegates
Each Full Member having <b>between three thousand five hundred (3,500) Psychologists as own members and up to four thousand five hundred (4,500) Psychologists as own members</b> on 31 December of last year:	Up to four (4) Delegates
Each Full Member having <b>between four thousand five hundred (4,500) Psychologists as own members and up to five thousand five hundred (5,500) Psychologists as own members</b> on 31 December of last year:	Up to five (5) Delegates
Each Full Member having <b>five thousand five hundred (5,500) or more Psychologists as own members</b> on 31 December of last year:	Up to six (6) Delegates

**9.3** Each Delegate must have full capacity powers to represent their Full Member. If a Full Member only appoints one (1) Delegate, they shall cast all the votes of their Full Member. If a Full Member appoints more than one (1) Delegate it shall also freely decide how many of its vote(s) each of its Delegates is allowed to cast.

**9.4** If a Delegate ceases to be employed by or is no longer otherwise linked to the Full Member they are representing, (i) they shall as of right lose their capacity as Delegate (including any capacity to cast the vote of their Full Member, if any), (ii) said Full Member shall immediately replace this Delegate unless the Full Member has another Delegate and (iii), if applicable, said Full Member shall immediately decide on the reallocation of its votes amongst its Delegates.



**9.5** Each Full Member shall inform, via Regular Means of Communication, the Executive Director of the identity and contact details of their Delegate(s). In order to participate in a meeting of the General Assembly, the appointment or revocation of Delegates, and, if applicable, the allocation of the votes amongst the Delegates, must be made at least thirty (30) calendar days before the meeting of the General Assembly.

## **Article 10. Resignation**

**10.1** Members are free to resign from the Federation by giving written notice via special means of communication as defined in Article 53 of these Statutes (hereafter: “**Special Means of Communication**”), at the latest by 30 September of each year, to the Executive Director. The Executive Director shall submit the resignation to the Board of Directors, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Executive Director.

**10.2** A Member is deemed resigning if the Member is in one of the following situations:

- (a) Voluntary/as of right/legal dissolution/liquidation;
- (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- (c) Judicial administration/reorganisation;
- (d) Merger (only if the concerned Member is the acquired legal entity);
- (e) Transfer of a universality (i.e. a set of properties (i.e. assets and liabilities) considered as forming a whole subject to different rules than those which would apply individually to the items which compose it).
- (f) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes following a (partial) demerger or transfer of a branch of activity; and
- (g) Without prejudice to Article 14.4 of these Statutes, failing to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Executive Director.

**10.3** This resignation shall be effective upon a decision of the Board of Directors. A Member has the right to defend its position at (or in writing prior to) the meeting of the Board of Directors at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under paragraph 10.2 of the present Article. The decisions of the Board of Directors regarding the resignation of Members as referred to in the paragraphs 10.2 and 10.3 of the present Article are final, sovereign and the Board of Directors shall give reasons for its decisions.

## **Article 11. Exclusion**

**11.1** A Full Member which (i) ceases to satisfy the definition of the full membership as set out in Article 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Federation, or (iii) infringes the interests of the Federation, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be excluded from membership, upon proposal of the Board of Directors and upon decision of the General Assembly.

**11.2** Before recommending the exclusion of a Full Member to the General Assembly in accordance with paragraph 11.1 of the present Article, the Board of Directors shall provide the concerned Full Member with the relevant details in writing via Special Means of Communication at least fourteen (14) calendar

days before the meeting of the Board of Directors. The concerned Full Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of its exclusion. The Board of Directors may decide to propose the exclusion of a Full Member to the General Assembly, provided that the concerned Full Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the proposal of exclusion. The decisions of the Board of Directors regarding the proposal of exclusion of a Full Member to the General Assembly are final, sovereign and the Board of Directors shall give reasons for its recommendations.

**11.3** Upon recommendation from the Board of Directors, which recommendation shall incorporate any relevant expertise from within or outside the Federation, as the case may be, the General Assembly may decide to exclude a Full Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The decisions of the General Assembly regarding the exclusion of a Full Member are final, sovereign and the General Assembly shall give reasons for its decisions.

**11.4** All membership rights of the Full Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Board of Directors not to recommend the exclusion of the concerned Full Member to the General Assembly, or (ii) if the Board of Directors decides to recommend the exclusion of the concerned Full Member to the General Assembly, until the decision of the General Assembly.

**11.5** An Associate Member which (i) ceases to satisfy the definition of the associate membership as set out in Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Federation, or (iii) infringes the interests of the Federation, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be excluded from membership, upon decision of the Board of Directors.

**11.6** Before excluding an Associate Member, the Board of Directors shall provide the concerned Associate Member with the relevant details in writing via Special Means of Communication at least fourteen (14) calendar days in advance of the proposed exclusion date. The concerned Associate Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Associate Member. The Board of Directors may decide to exclude an Associate Member, provided that (i) the Board of Directors has received the non-binding advice of the Council regarding the exclusion of the concerned Associate Member and (ii) the concerned Associate Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the exclusion. The decisions of the Board of Directors regarding the exclusion of an Associate Member are final, sovereign and the Board of Directors shall give reasons for its decisions.

**11.7** All membership rights of the Associate Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Board of Directors.

**11.8** By derogation to paragraphs 11.4 and 11.7 of the present Article, if a Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Executive Director, all its membership rights may be suspended upon the decision of the Board of Directors until (i) the payment of the membership fee or the decision of the Board of Directors regarding the resignation of the concerned Member, in accordance with Articles 10.2 and 10.3 of these Statutes, or (ii) the decision of the Board of Directors regarding the adjustment or the exemption from payment of the membership fees in accordance with Article 14.4 of these Statutes.



## **Article 12. Consequences of termination of membership**

**12.1** A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Federation, including for the payment of the membership fees (aa) for the financial year during which notice is given and, (bb) in case the notice is served after 30 September, for the financial year during which the notice is given and the following financial year.

**12.2** A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Federation or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Executive Director, promptly deliver to the Federation all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Federation.

**12.3** A Member which has resigned or has been excluded from the Federation and wishes to re-join the Federation as a Member may be considered as an applicant to membership.

## **Article 13. Suspension**

**13.1** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Federation, or (iii) infringes the interests or reputation of the Federation, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights) upon decision of the Board of Directors.

**13.2** Before deciding to suspend the membership rights of a Member, the Board of Directors shall provide the concerned Member with the relevant details in writing via Special Means of Communication at least fourteen (14) calendar days in advance of the proposed suspension date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of suspension of the concerned Member. The Board of Directors may decide to suspend the membership rights of a Member, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the suspension. The period of suspension will last at the latest until the next meeting of the General Assembly which shall decide whether or not to maintain the suspension. The decisions of the Board of Directors regarding the suspension of the membership rights of a Member are final, sovereign and the Board of Directors shall give reasons for its decisions.

## **Article 14. Membership fees**

**14.1** Each Full Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Board of Directors and decided by the General Assembly. The membership fees of each Full Member are divided into a fixed part and a variable part based on criteria determined in the internal rules.

**14.2** Before February 28 of each year or any later date decided by the Executive Director, each Full Member shall communicate to the Executive Director the data based on which its variable part of the membership fees and its voting rights at the General Assembly as referred to in Article 19 of these Statutes shall be calculated. The person(s) who can legally bind the Full Member shall certify that the data communicated to the Executive Director is not false, not incorrect, and not misleading. If a Full Member is unable or unwilling to communicate the required data, the Executive Director shall try to determine the data of the concerned Full Member. The decisions of the Executive Director regarding the determination

of the data of a Full Member are final, sovereign, and the Executive Director shall not give reasons for their decisions.

**14.3** Each Associate Member shall pay a flat-rate membership fee per year, as proposed by the Board of Directors and decided by the General Assembly. The amount of the flat rate membership fee and the calculation method of the membership fees for each Associate Member shall be proposed by the Board of Directors and decided by the General Assembly.

**14.4** Without prejudice to Article 10.2 (g) of these Statutes and paragraphs 14.1 and 14.3 of this Article, the Board of Directors may decide to adjust the amount of the membership fees due by one (1) or more Members or to exempt one (1) or more Members from the payment of their membership fees in accordance with the rules provided in the internal rules. The decisions of the Board of Directors concerning the adjustment or the exemption from payment of the membership fees are final, sovereign and the Board of Directors must give reasons for its decisions.

**14.5** Members joining the Federation part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.

**14.6** In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Board of Directors to the General Assembly for approval.

**14.7** The Board of Directors shall also decide on the invoicing procedure and the time for payment of the membership fees.

#### **Article 15. Compliance with the Statutes and the internal rules**

**15.1** Any Member shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Federation and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 8 of these Statutes.

**15.2** Full Members shall support the implementation of the decisions taken by the General Assembly.

#### **Article 16. Register of Members**

**16.1** The Executive Director shall keep a register of Members, in electronic format, at the registered office of the Federation. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Executive Director, immediately after the General Assembly or the Board of Directors has taken a decision.

### **TITLE IV. ORGANISATIONAL STRUCTURE**

#### **Article 17. Bodies**

**17.1** The bodies of the Federation are:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The President;

- (d) The Vice President-Finance;
- (e) The Vice President-Governance
- (f) The Executive Director;
- (g) The Council;
- (h) The Working Group(s);
- (i) The Ad-Hoc Working Group(s); and
- (j) The EuroPsy Committees.

**TITLE V. GENERAL ASSEMBLY**

**Article 18. Composition.**

**18.1** The General Assembly shall be composed of all Full Members. Each Full Member shall be represented at the General Assembly by its Delegate(s) pursuant to Article 9 of these Statutes.

**18.2** Associate Members may be invited by the Board of Directors to attend the meetings of the General Assembly without voting rights and without the right to be heard.

**18.3** Each Director and the Executive Director shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Directors may not serve as Delegates or vote in the General Assembly.

**Article 19. Voting rights**

**19.1** The voting right(s) of each Full Member shall be allocated as follows:

<b>Number of members</b>	<b>Number of votes</b>
Each Full Member having <b>up to two thousand five hundred (2,500) Psychologists as own members</b> on 31 December of last year:	Two (2) votes
Each Full Member having <b>between two thousand five hundred (2,500) Psychologists as own members and up to three thousand five hundred (3,500) Psychologists as own members</b> on 31 December of last year:	Three (3) votes
Each Full Member having <b>between three thousand five hundred (3,500) Psychologists as own members and up to four thousand five hundred (4,500) Psychologists as own members</b> on 31 December of last year:	Four (4) votes
Each Full Member having <b>between four thousand five hundred (4,500) Psychologist as own members and up to five thousand five hundred (5,500) Psychologists as own members</b> on 31 December of last year:	Five (5) votes
Each Full Member having <b>five thousand five hundred (5,500) or more Psychologists as own members</b> on 31 December of last year:	Six (6) votes

**19.2** Full Member may cast each of their votes in a different manner (i.e., in favour, against), or abstain fully or partially.

**Article 20. Powers**

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

- (a) The transfer of the registered office of the Federation when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The approval of the draft minutes of the General Assembly without prejudice to Article 25.1 of these Statutes;
- (c) The admission of new Members;
- (d) The exclusion of Full Members upon proposal of the Board of Directors;
- (e) The maintaining of the suspension of a Member;
- (f) The election and dismissal (at free will) of the Other Directors;
- (g) The election and dismissal (at free will) of the President and the Vice Presidents;
- (h) If applicable, the appointment and dismissal of a statutory auditor and the determination of their remuneration;
- (i) If applicable, the appointment and dismissal of an external accountant and the determination of their remuneration;
- (j) The discharge to be given to the Directors and, if any, to the statutory auditor, or to the external accountant;
- (k) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board of Directors;
- (l) The approval of the amount of the additional contributions, upon proposal of the Board of Directors;
- (m) The approval of the annual accounts and the budget of the Federation;
- (n) The approval of the biannual Activity Report and Activity Agenda, upon submission of the Board of Directors;
- (o) The adoption, the amendment and the revocation of the internal rules, if any, with the exception of the rules regarding the Working Groups and the Ad-Hoc Working Groups;
- (p) The amendment of these Statutes;
- (q) The dissolution of the Federation, the allocation of the Federation's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s);
- (r) The restructuring or transformation of the Federation pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code as amended from time to time, unless otherwise provided for by the companies and associations Code as amended from time to time; and
- (s) The decisions to establish and dissolve one or more Working Group(s) and EuroPsy Committees upon proposal of the Board of Directors.

## **Article 21. Meetings**

**21.1** The General Assembly shall meet at least once a year upon convening by the Board of Directors, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"). Each year, the Board of Directors shall determine the exact date of the Ordinary General Assembly.

**21.2** A meeting of the General Assembly shall be convened at any time by the Board of Directors whenever required by the interests of the Federation. A meeting of the General Assembly shall also be convened by the Board of Directors at the written request of at least one third (1/3) of the Full Members. In this last case, the President or the Board of Directors shall convene the General Assembly within twenty-

one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the 120<sup>th</sup> calendar day following this request.

**21.3** Any meeting of the General Assembly during which a vote is taking place (i) regarding at least one (1) of the powers listed in Article 20.1 (f) (only the power to dismiss), (g) (only the power to dismiss), (p), (q) and (r) of these Statutes and (ii) in accordance with a special voting majority provided for by these Statutes or the companies and associations Code of March 23, 2019 shall be called an “**Extraordinary General Assembly**”. Any meeting of the General Assembly referred in paragraph 21.1 of the present Article shall be called “**Ordinary General Assembly**”. Any other meeting of the General Assembly shall be called “**General Assembly**”.

**21.4** The General Assembly shall be chaired by the President. If the President is unable to chair or is otherwise prevented from chairing the General Assembly, the General Assembly shall be chaired in accordance with the rules provided for in Article 31.2 of these Statutes. If the President, the Vice Presidents and the Other Directors are all unable to chair or are otherwise prevented from chairing the General Assembly, the General Assembly shall be chaired by a Delegate designated for this purpose by the General Assembly.

**21.5** The chairperson of the General Assembly as referred under paragraph 21.4 of the present Article, shall chair the meeting of the General Assembly together with a moderator who shall be the Executive Director. If the Executive Director is unable to be or is otherwise prevented from being the moderator of the General Assembly, the moderator shall be a Delegate designated for this purpose by the General Assembly.

**21.6** Notwithstanding the preceding paragraph, if the Members can participate to the meeting of the General Assembly via electronic means of communication, the Board of Directors can decide that only one chairperson is required and no moderator is required to chair the meeting of the General Assembly.

**21.7** The Board of Directors may decide to invite one or more third parties to attend without voting rights and with or without the rights to be heard to one or more meeting(s) or part(s) of meeting(s) of the General Assembly. If, upon decision of the Board of Directors, a third party has the right to be heard, they will do so only upon initiative of the chairperson of the General Assembly.

## **Article 22. Proxies**

**22.1** Members shall not have the right, to give a proxy to another Member and/or a third party.

**22.2** Notwithstanding the preceding paragraph, each Full Member shall have the right via Regular Means of Communication, always with copy to the Executive Director via similar means, to give a proxy to the Executive Director, or a Director or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed. This is provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 51 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

## **Article 23. Convening notices. Agenda**

**23.1** The convening notices for the General Assembly shall be notified to the Full Members and the Directors by the Executive Director via Regular Means of Communication at least ninety (90) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Full Members can participate to



the meeting via electronic means of communication and can vote electronically. The agenda shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Executive Director and adopted by the Board of Directors. The material documents necessary for the discussion shall be notified to the Members and the Directors by the Executive Director via Regular Means of Communication and at least fourteen (14) calendar days before the meeting.

**23.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one (1) of the Full Members and notified to the Executive Director at least sixty (60) calendar days before the meeting must be included in the agenda. In such a case, the Executive Director shall inform the Members and the Directors of the additional item(s) on the agenda of the General Assembly via Regular Means of Communication at least fourteen (14) calendar days before the meeting of the General Assembly.

**23.3** No vote shall be cast regarding an item that is not listed on the agenda.

**23.4** Each Full Member and each Director shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless they disagree at the latest at the beginning of the meeting of the General Assembly, any Full Member present and any Director present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

#### **Article 24. Presence quorum. Voting majority. Votes**

**24.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Full Members are present.

**24.2** If at least half of the Full Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present, in accordance with the voting majority stipulated in the paragraph 24.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**24.3** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present. Blank votes, invalid votes and abstentions shall not be counted.

**24.4** In the event of a tie, decisions are deemed not to have been taken.

**24.5** The votes are issued by a call out in country alphabetic order, or by a show of hands or by electronic means, unless a secret ballot is requested and decided by at least fifty percent (50%) plus one (1) of the Full Members present. By derogation to the previous sentence, votes shall always be issued by secret ballot in case of election and dismissal of Other Directors, President, and Vice Presidents and admission and exclusion of a Full Member.

**24.6** By derogation to the paragraphs 24.3 and 24.4 of the present Article, for the election of the President, the Vice Presidents and the Other Directors of these Statutes, decisions of the General Assembly regarding the election of one or more President, Vice President(s) and Other Director(s) shall be validly adopted as follows:

- (a) If there is only one (1) mandate to be fulfilled, the candidate President, Vice President or Other Director who gains at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present shall be elected. If no candidate President, Vice President or

Other Director gains at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present, a second voting round shall take place between the two (2) candidates who have gained the highest number of votes. During this second voting round, the candidate President, Vice President or Other Director who gains at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present shall be elected. In the event of a tie between the two (2) candidates, subsequent voting round(s) shall take place until the tie is broken;

(b) If there is more than one (1) mandate to be fulfilled:

- i. The ballot shall always be organised in a way that each Full Member be able to cast its votes as many times as there are mandate(s) of President or Vice President or Other Directors to be fulfilled (e.g. if four (4) Other Directors shall be elected, a Full Member having two (2) votes can cast eight (8) votes, i.e. two (2) votes per Other Director to be elected);
- ii. The candidate(s) Other Director who gain(s) at least fifty percent (50%) plus one (1) of the votes for any one position cast by the Full Members present shall be elected. If, following the first voting round, all mandates are not fulfilled, subsequent voting round(s) shall take place between the remaining candidates Other Director. During these subsequent voting round(s), the candidate(s) Other Director who has/have gained the highest number of votes cast by the Full Members present shall be elected. In the event of a tie between the two (2) or more candidates Other Director during any of the voting round, subsequent voting round(s) shall take place between the concerned candidates Other Director until the tie is broken.

**24.7** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Board of Directors and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present, but participate to the General Assembly via any electronic means of communication made available by the Federation, such as a telephone, video or web conference, that allows (i) the Federation to verify the membership status and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Board of Directors shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot only participate in the General Assembly via electronic means of communication and shall also be present physically at the place where the meeting of the General Assembly is being held.

**24.8** Provided that this possibility has been granted by the Board of Directors and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Board of Directors shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the membership status and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

**24.9** The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

**Article 25. Register of minutes**

**25.1** Draft minutes shall be drawn up at each meeting of the General Assembly. Copies of the draft minutes shall be sent via Regular Means of Communication by the Executive Director to the Full Members within forty-two (42) calendar days after the meeting of the General Assembly. Full Members have forty-two (42) calendar days to send their comments regarding the draft minutes to the Executive Director via Regular Means of Communication. The final minutes shall be signed by the President or in their absence by the Vice President or the chairperson of the meeting of the General Assembly and kept in a register of minutes. Copies of the final minutes shall be sent via Regular Means of Communication by the Executive Director to the Full Members. The register of minutes shall be kept at the registered office of the Federation where all Full Members may consult it at a mutually agreed appointment time, without, however, displacing it.

**Article 26. Written procedure**

**26.1** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 23 of these Statutes do not have to be complied with.

**26.2** For this purpose, the President, upon request of the Board of Directors, and with the assistance of the Executive Director, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via Regular Means of Communication to all Full Members and Directors, with request to the Full Members to vote on the proposals and to send their votes back via the mean of written communication designated by the Board of Directors and within the time limit mentioned in the notice.

**26.3** If the votes in favour of all of the Full Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

**26.4** For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

**26.5** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and Directors.

**26.6** The decisions taken via written procedure shall be sent via Regular Means of Communication by the Executive Director to the Members.

**26.7** The Directors and the statutory auditor, if any, shall be informed of all decisions taken via the procedure of written procedure at their request.

**TITLE VI. BOARD OF DIRECTORS, PRESIDENT, VICE PRESIDENT-FINANCE AND VICE PRESIDENT-GOVERNANCE****Article 27. Composition of the Board of Directors**

**27.1** The Federation shall be administered by a Board of Directors being composed as follows:

- (a) The President shall be a Director as of right;
- (b) The Vice President-Finance shall be a Director as of right;

- (c) The Vice President-Governance shall be a Director as of right; and
- (d) At least two (2) and up to four (4) Directors elected by the General Assembly (hereafter: “Other Directors”).

**27.2** There shall be only one (1) Director being employed by or linked per Full Member.

**27.3** For the performance of their duties, Directors may elect domicile at the registered office of the Federation.

**Article 28. Election and dismissal of the President, Vice President-Finance and Vice President-Governance**

**28.1** The General Assembly shall elect one (1) President, and one (1) Vice President-Finance and one (1) Vice President-Governance. All references in these Statutes to “Vice President” or “Vice Presidents” without any other specification are references to the Vice President-Finance and the Vice President-Governance collectively. The President and the two (2) Vice Presidents shall be three (3) distinct natural persons. Every two (2) years, the General Assembly shall renew three (3) or four (4) Director mandates, amongst which at least the President or a Vice President.

**28.2** The President and the two (2) Vice Presidents shall each:

- (a) Be a Psychologist;
- (b) Be a natural person employed by or otherwise linked to a Full Member;
- (c) Not being a Delegate; and
- (d) Not being an Other Director.

**28.3** The term of office of presidency is a four (4) years term, once renewable. The term of office of vice presidency-Finance is a four (4) years term, once renewable. The term of office of vice presidency-Governance is a four (4) years term, once renewable. However, (i) a natural person shall not hold a Federation role (i.e. as President, Vice President-Finance, Vice President-Governance and/or Other Director) for more than sixteen (16) years in total and (ii) by derogation to the preceding sentence, once (re-)elected as President, a natural person shall not subsequently hold any other Federation role (i.e. Vice President-Finance, Vice President-Governance or an Other Director). However, by derogation to the preceding sentences the mandate performed by a President or a Vice President-Finance or a Vice President-Governance or an Other Director to replace a President or a Vice President-Finance or a Vice President-Governance or an Other Director whose mandate has ceased before its term, for whatever reason, (i) shall not be taken into account for the computation of the number of terms of office neither as President, nor as Vice President-Finance, nor as Vice President-Governance, nor as Other Director and (ii) they shall be elected only for the remainder of the term of the President, Vice President-Finance, Vice President-Governance or Other Director being replaced by derogation to the preceding sentence. Their mandate shall be non-remunerated.

**28.4** Each Full Member may only propose one (1) candidate for one or more of the mandates of President or Vice President-Finance or Vice President-Governance or Other Director at least sixty (60) calendar days in advance of a meeting of the General Assembly at which a President and/or one or more Vice President(s) will be elected. However, by derogation to the preceding sentence, a candidate may only be proposed either for vice presidency-finance or vice presidency-governance and not for both vice presidencies at the same time. Candidates for vice presidency shall be proposed for vice-presidency-Finance or vice-presidency-Governance. By derogation to paragraph 28.2 of the present Article, the candidates may be a Delegate at the time of proposal as candidates President, Vice President-Finance or Vice President-Governance. The Full Member shall submit the candidacy together with the relevant documents as provided for in the internal rules. The Board of Directors shall inform the Full Members as

soon as a new election by the General Assembly is necessary. The Board of Directors, taking into account the criteria set out in paragraphs 28.1 to 28.3 of the present Article, shall draw up a list of all proposed candidate(s) President and/or Vice President. The list shall be attached to the agenda of the meeting of the General Assembly at which a President and/or one or more Vice President(s) will be elected. The list shall indicate for each proposed candidate President and Vice President the criteria set out in paragraphs 28.1 to 28.3 of the present Article. If there is no list or an incomplete list of candidates President and/or Vice President, the General Assembly may freely elect without any formality a President and/or one or more Vice President(s).

**28.5** The mandate of the President and the Vice Presidents terminates by expiry of their presidency/vice presidency. The mandate of the President and the Vice Presidents terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the President or the Vice Presidents cease to be employed by or is no longer otherwise linked to a Full Member, or (iii) if the Full Member the President or the Vice President is employed by or otherwise linked to, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the President or the Vice President is employed by or otherwise linked to, is in a situation listed in Article 10.2 (a) to (g) of these Statutes, or (v) if a President or a Vice President does no longer meet the criteria set out in paragraphs 28.1 to 28.3 of the present Article.

**28.6** The mandate of a President and the Vice Presidents also terminates upon dismissal (at free will) by the General Assembly. The General Assembly may dismiss a President or a Vice President at any time and is not obliged to give reasons for its decisions, without any compensation or cost becoming due by the Federation, and provided that the President or the Vice President concerned is convened at the meeting and has received the possibility to defend their position during the meeting of the General Assembly and prior to the voting on the dismissal. The decisions of the General Assembly to dismiss a President or a Vice President are validly adopted if they obtain at least two-thirds (2/3) of the votes cast by the Full Members present.

**28.7** The President and the Vice Presidents are also free to resign from their office at any time by submitting, via Special Means of Communication, their resignation to the Board of Directors. In case of termination of the mandate of a President or a Vice President for whatever reason, except the cases of automatic termination of the mandate of a President or a Vice President, or dismissal, the President or the Vice President shall continue performing the duties of their office until they have been replaced within ninety (90) calendar days.

**28.8** If the mandate of the President or the Vice Presidents ceases before its term, for whatever reason, the Board of Directors may not appoint (by co-option) a new President or a new Vice President.

**28.9** In case of termination of the mandate of the President and the Vice Presidents for whatever reason, the President and the Vice Presidents shall have no claims for compensation on the Federation or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

## **Article 29. Election and dismissal of the Other Directors**

**29.1** The General Assembly shall elect at least two (2) and up to four (4) Other Directors. The Other Directors shall be distinct natural persons. Every two (2) years, the General Assembly shall renew three (3) or four (4) Director mandates, amongst which at least the President or a Vice President.

**29.2** Each Other Director shall:

- (a) Be a Psychologist;
- (b) Be a natural person employed by or otherwise linked to a Full Member;



- (c) Not being a Delegate; and
- (d) Being neither the President nor one of the Vice Presidents.

**29.3** The term of office of the Other Directors is a four (4) years term, once (1) renewable. However, (i) a natural person shall not hold a Federation role (i.e. as President, Vice President-Finance, Vice President-Governance and/or Other Director) for more than sixteen (16) years in total and (ii), by derogation to the preceding sentence, once (re)elected as President, a natural person shall not subsequently hold any other Federation role (i.e. Vice President-Finance, Vice President-Governance or Other Director). However, by derogation to the preceding sentences the mandate performed by a President or a Vice President-Finance or a Vice President-Governance or an Other Director to replace a President, or a Vice President-Finance or a Vice President-Governance or an Other Director whose mandate has ceased before its term, for whatever reason, (i) shall not be taken into account for the computation of the number of terms of office neither as President, nor as Vice President-Finance, nor as Vice President-Governance, nor as Other Director and (ii) they shall be elected only for the remainder of the term of the President, Vice President-Finance, Vice President-Governance or Other Director being replaced. Their mandate shall be non-remunerated.

**29.4** Each Full Member may only propose one (1) candidate for one or more of the mandates of Other Director or President or Vice President at least sixty (60) calendar days in advance of a meeting of the General Assembly at which one or more Other Director(s) will be elected. However, by derogation to the preceding sentence, a candidate may only be proposed either for vice presidency-finance or vice presidency-governance and not for both vice presidencies at the same time. The Full Member shall submit the candidacy together with the relevant documents as provided for in the internal rules. The Board of Directors shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Board of Directors, taking into account the criteria set out in paragraphs 29.1 to 29.3 of the present Article, shall draw up a list of all proposed candidate(s) Other Director. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more Other Director(s) will be elected. The list shall indicate for each proposed candidate Other Director the criteria set out in paragraphs 29.1 to 29.3 of the present Article. If there is no list or an incomplete list of candidates Other Director (i.e. the Board of Directors would not be validly composed in accordance with Article 27.1 (d) of these Statutes), the General Assembly may freely elect without any formality one or more Other Director(s).

**29.5** The mandate of an Other Director terminates by expiry of their directorship. The mandate of an Other Director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Other Director ceases to be employed by or is no longer otherwise linked to a Full Member, or (iii) if the Full Member the Other Director is employed by or otherwise linked to, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the Other Director is employed by or otherwise linked to, is in a situation as listed in Article 10.2 (a) to (f) of these Statutes, or (v) if an Other Director does no longer meet the criteria set out in paragraphs 29.1 to 29.3 of the present Article.

**29.6** The mandate of an Other Director also terminates upon dismissal (at free will) by the General Assembly. The General Assembly may dismiss an Other Director at any time and is not obliged to give reasons for its decisions, without any compensation or cost becoming due by the Federation, and provided that the Other Director concerned is convened at the meeting and has received the possibility to defend their position during the meeting of the General Assembly and prior to the voting on the dismissal. The decisions of the General Assembly to dismiss an Other Director are validly adopted if they obtain at least two-thirds (2/3) of the votes cast by the Full Members present.

**29.7** The Other Directors are also free to resign from their office at any time by submitting, via Special Means of Communication, their resignation to the President. In case of termination of the mandate of an Other Director for whatever reason, except the cases of automatic termination of the mandate of an Other Director referred under paragraph 29.6 of the present Article, or dismissal, the Other Director shall

continue performing the duties of their office until they have been replaced within ninety (90) calendar days.

**29.8** If the mandate of an Other Director ceases before its term, for whatever reason, the Board of Directors may freely appoint (by co-option) a new Other Director until the first upcoming meeting of the General Assembly, from candidates nominated by the Full Members, provided that the Other Director appointed (by co-option) fulfils the criteria for the composition of the Board of Directors of the replaced Other Director.

**29.9** In case of termination of the mandate of a Director for whatever reason, the Director shall have no claims for compensation on the Federation or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

### **Article 30. Powers of the Board of Directors**

**30.1** The Board of Directors shall have all powers necessary to accomplish the purpose of the Federation, except for the powers that are specifically granted to other bodies of the Federation by law or these Statutes. The Board of Directors shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

**30.2** The Board of Directors shall in particular have the following powers:

- (a) The transfer of the Federation's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Federation's strategies and policies;
- (c) The general management and administration of the Federation;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The proposal to exclude Full Members to the General Assembly;
- (g) The exclusion of Associate Members;
- (h) The suspension of Members;
- (i) The acknowledgement of the resignation of a Member pursuant to Article 10.1 through 10.3 of these Statutes;
- (j) The appointment and dismissal of the Executive Director, including the discharge to be given;
- (k) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (l) The proposal of the amount of the additional contributions to the General Assembly;
- (m) Upon receipt of the draft annual accounts, the draft budget and the annual report from the Vice President-Finance and the Executive Director, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- (n) Upon receipt of the draft biennial Activity Report and the draft biennial Activity Agenda from the President, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- (o) The adoption of a staffing plan and policies;
- (p) The decisions to amend Articles 47.247.2 of these Statutes;
- (q) The adoption of propositions to be submitted to the General Assembly;
- (r) The proposal to the General Assembly, to establish and dissolve one or more Working Group(s) and EuroPsy Committees;

- (s) The decisions to determine the governance, the working and governance rules of the Working-Groups and delegate tasks to the Working-Group(s) and EuroPsy Committees; and the overseeing of this/these;
- (t) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Ad-Hoc Working Group(s) and the overseeing of this/these;
- (u) The adoption, the amendment and the revocation of the rules regarding the Working Groups and the Ad-Hoc Working Groups in the internal rules, if any;
- (v) The convening of the meetings of the Council.

**30.3** At any time, the Board of Directors may delegate specific powers to one or more Director(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

**Article 31. Powers of the President, the Vice President-Finance and the Vice President-Governance**

**31.1** The President shall have the powers specifically granted to them by these Statutes. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the Board of Directors, after preparation by the Executive Director;
- (b) Presiding the meetings of the General Assembly, the Board of Directors and the Council;
- (c) Signing and approving the (draft) minutes of the meetings of the General Assembly, the Board of Directors and the Council;
- (d) In the event of a tie vote, having the casting vote within the Board of Directors;
- (e) Representing the Federation, leading the development and delivering of the Federation's mission in the European environment;
- (f) Officiating at ceremonial functions;
- (g) Keeping oversight of EuroPsy; and
- (h) Delegating where necessary or expedient any responsibilities and powers of their role to the Vice Presidents.

**31.2** The Vice Presidents shall have the powers specifically reserved for them by these Statutes. If the President is unable or is otherwise prevented to perform their task/duty, the Vice Presidents shall jointly decide which of them shall replace the President. If the Vice Presidents cannot agree on which of them shall replace the President, the Vice President who shall do so shall be determined by a toss of a coin. If the President and the Vice Presidents are all unable or are otherwise prevented to perform the task/duty, the Other Director shall jointly decide which of them shall replace the President. If the Other Directors cannot agree on which of them shall replace the President, the Other Director who shall do so shall be determined by a toss of a coin.

**31.3** The Vice Presidents shall be elected in order to be in charge of the oversight of the financial and governance affairs of the Federation and report in this respect to the Board of Directors.

**31.4** The Vice President-Finance shall have the following powers granted to them by these Statutes and by the Board:

- (a) Approving key financial decisions with the Executive Director including monitoring the budget expenditures and the allocation of the budget;
- (b) Overseeing the financial policies, processes and systems;

- (c) Together with the Executive Director, making proposal of the amount of the membership fees and the calculation method of the membership fees, and for any additional contributions, to the General Assembly;
- (d) Together with the Executive Director, preparing the draft annual accounts, the draft budget and the annual report that must be submitted to the Board of Directors for finalisation and approval prior to submission to the General Assembly; and
- (e) Together with the Vice President-Governance, being consulted by the Executive Director, regarding the development and the management of the systems (including IT), information governance and procedures and processes of the Federation.

**31.5** The Vice President-Governance shall have the following powers granted to them by these Statutes and by the Board:

- (a) Overseeing the development of the Federation's strategies and policies;
- (b) Ensuring execution of the decisions of the General Assembly;
- (c) Overseeing matters related to Membership;
- (d) Together with the Executive Director, preparing the draft biennial Activity Report and the draft Activity Agenda that must be submitted to the Board of Directors for finalisation and approval prior to submission to the General Assembly; and
- (e) Together with the Vice President-Finance, being consulted by the Executive Director, regarding the development and the management of the systems (including IT), information governance and procedures and processes of the Federation.

## **Article 32. Meetings**

**32.1** The Board of Directors shall meet every time the interests of the Federation so require and at least four (4) times a year, upon convening by the President or at the request of two (2) Directors, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or is otherwise prevented to convene the Board of Directors, the Board of Directors shall be convened in accordance with the rules provided for in Article 31.2 of these Statutes.

**32.2** The Board of Directors shall be chaired by the President. If the President is unable or is otherwise prevented to chair the Board of Directors, the Board of Directors shall be chaired in accordance with the rules provided for in Article 31.2 of these Statutes.

**32.3** The Board of Directors may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board of Directors.

## **Article 33. Proxies**

**33.1** The Directors are expected to attend (virtually or physically) the meetings of the Board of Directors. Only in exceptional circumstances, a Director shall have the right, via Regular Means of Communication, to give a proxy (with or without voting instructions) to another Director, to be represented at a meeting of the Board of Directors. No Director may hold more than one (1) proxy.

## **Article 34. Convening notices. Agenda**

**34.1** The convening notices for the Board of Directors shall be notified to the Directors by the Executive Director via Regular Means of Communication at least seven (7) calendar days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. In addition, the convening notices shall mention if the Directors can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening

notices. The agenda of the meetings of the Board of Directors shall be prepared by the Executive Director and adopted by the President. If the President is unable or is otherwise prevented to adopt the agenda, the agenda shall be adopted in accordance with the rules provided for in Article 31.2 of these Statutes.

**34.2** Each Director shall have the right to propose additional item(s) to be included on the agenda of the Board of Directors, which shall be notified via Regular Means of Communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the Directors of the additional item(s) on the agenda of the Board of Directors via Regular Means of Communication at least two (2) calendar days before the meeting of the Board of Directors.

**34.3** No vote shall be cast regarding an item that is not listed on the agenda, except if all the Directors are present or represented at a meeting of the Board of Directors and vote to proceed with such vote.

**34.4** Each Director shall have the right, before, during or after a meeting of the Board of Directors, to waive the convening formalities and periods required by the present Article. Unless they disagree at the latest of the beginning of the meeting of the Board of Directors, any Director present or represented at a meeting of the Board of Directors shall be considered to have been regularly convened to this meeting.

#### **Article 35. Presence quorum. Voting majority. Votes**

**35.1** Unless otherwise stipulated in these Statutes, the Board of Directors shall be validly constituted when at least half of the Directors are present.

**35.2** If at least half of the Directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 34 of these Statutes, at least seven (7) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of Directors present or represented, in accordance with the voting majority stipulated in the paragraph 35.3 of the present Article. In any case, the Board of Directors shall always be constituted of at least two (2) Directors physically or virtually present.

**35.3** Unless otherwise stipulated in these Statutes, decisions of the Board of Directors shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Directors present or represented. Each Director shall have one (1) vote.

**35.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and, in their absence, (whether represented or not), the Vice President or the Other Director designated in accordance with the rules provided for in Article 31.2 of these Statutes.

**35.5** The votes are issued by a call out, or by a show of hands, or by electronic means unless a secret ballot is requested and decided by at least fifty percent (50%) plus one (1) of the Directors present or represented.

**35.6** A duly convened meeting of the Board of Directors shall be validly held even if all or some of the Directors are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the Directors to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Executive Director shall set up the practical procedures to organise this in practice. In such a case, the Directors shall be deemed present.

**35.7** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the Directors may vote via electronic means during a meeting of the Board of Directors. The Executive Director shall take the necessary steps allowing the Directors to vote electronically. The Executive Director



shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the Directors having expressed their vote and (ii) the control of compliance with the prescribed time limit.

#### **Article 36. Register of minutes**

**36.1** Minutes shall be drawn up at each meeting of the Board of Directors. They shall be approved and signed by the President and kept in a register of minutes. Copies of the minutes shall be sent via Regular Means of Communication by the Executive Director to the Directors. The register of minutes shall be kept at the registered office of the Federation where all Directors may consult it, without, however, displacing it.

#### **Article 37. Written procedure**

**37.1** The Board of Directors may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 34 of these Statutes do not have to be complied with.

**37.2** For this purpose, any Director or the Executive Director can send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via Regular Means of Communication to all Directors, with request to the Directors to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Executive Director and within the time limit mentioned in the notice.

**37.3** The decisions are deemed to have been taken if (i) at least two-thirds (2/3) of the Directors have sent their vote(s) back via the means of written communication designated by the Executive Director within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one vote of the votes cast by the Directors having sent their vote(s) back via the mean of written communication designated by the Executive Director. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**37.4** For the purpose of the present Article, Directors are not allowed to grant proxies to other Directors.

**37.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the Directors.

**37.6** The decisions taken via written procedure shall be communicated via the means of written communication designated by the Executive Director to the Directors.

#### **Article 38. Conflict of interests**

**38.1** In case a Director (hereafter: "**Concerned Director**") has a direct or indirect interest of a patrimonial nature which is conflicting with the interest of the Federation in a decision or an operation falling within the powers of the Board of Directors (hereafter: "**Conflicting Interest**"), they shall notify the Conflicting Interest to the Board of Directors and provide all facts material to understand the nature and scope of the conflict, as soon as possible and before the Board of Directors takes the concerned decision.

**38.2** If the Concerned Director fails to do so, any Director aware of the potential Conflicting Interest shall raise the issue with the Board of Directors before it takes a decision in relation thereof.

**38.3** The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned Director shall be recorded in the minutes of the meeting of the Board of Directors that shall take the concerned decision. The nature of the concerned decision/operation and the patrimonial consequences thereof for the Federation and the reason(s) of the decision that has been taken shall be described by the Board of Directors in the minutes of the meeting of the Board of Directors that shall take the concerned decision.

**38.4** If a statutory auditor has been appointed, the minutes of the meeting of the Board of Directors shall be communicated to the statutory auditor.

**38.5** The Concerned Director shall leave the part of the meeting of the Board of Directors relating the items on the agenda relating the Conflict of Interest in order to neither participate in the deliberations of the Board of Directors nor participate in the vote related to said items.

**38.6** In relation to the items on the agenda relating to the Conflicting Interest, the Concerned Director shall not be taken into account for the calculation of the presence quorum as provided for by Article 35.1 of these Statutes. The rules relating to the voting majority provided for by Article 35.3 of these Statutes remain unchanged.

**38.7** If at least half of the Directors present or represented have a Conflicting Interest, the decision or operation will be submitted to the General Assembly. If the General Assembly approves the decision or the operation, the Board of Directors may implement said decision or operation.

**38.8** Notwithstanding the preceding paragraphs, the procedure of conflict of interests described above shall not be applied when the decisions of the Board of Directors relate to regular operations concluded on normal market terms and guarantees for operations of the same type.

## **TITLE VII. COUNCIL**

### **Article 39. Council**

**39.1** The Council shall be composed of natural persons appointed by the Full Members. Each Full Member may appoint up to two (2) members of the Council.

**39.2** Each Director and the Executive Director shall have the right to attend the meetings of the Council. Directors may not serve as members of the Council.

**39.3** The Council shall meet at least two (2) times a year upon convening by the Board of Directors, and at such time and place as determined in the convening notice.

**39.4** A meeting of the Council shall be convened at any time by the Board of Directors whenever required by the interests of the Federation. A meeting of the Council shall also be convened by the Board of Directors at the written request of a number of members of the Council having been appointed by and representing at least one third (1/3) of the Full Members. In this last case, the President or the Board of Directors shall convene the Council within fourteen (14) calendar days after the request of convening of the Full Members. The Council shall take place at the latest on the twenty first (21<sup>st</sup>) calendar day following this request.

**39.5** The Council shall be chaired by the President. If the President is unable to chair or is otherwise prevented from chairing the Council, the Council shall be chaired in accordance with the rules provided for in Article 31.2 of these Statutes. If the President, the Vice Presidents and the Other Directors are all

unable to chair or are otherwise prevented from chairing the Council, the Council shall be chaired by a member of the Council designated for this purpose by the Council.

**39.6** The convening notices for the Council shall be notified to the members of the Council and the Directors by the Executive Director via Regular Means of Communication at least seven (7) calendar days before the meeting of the Council. The convening notices shall mention the date, time and place of the meeting of the Council.

**39.7** Minutes shall be drawn up at each meeting of the Council. They shall be approved and signed by the President or in their absence by the Vice President or the chairperson of the meeting of the Council and kept in a register of minutes. Copies of the minutes shall be sent via Regular Means of Communication by the Executive Director to the members of the Council. The register of minutes shall be kept at the registered office of the Federation where all members of the Council may consult it at a mutually agreed appointment time, without, however, displacing it.

**39.8** The Council shall have an advisory role to the Board of Directors. The Council shall in particular have the following (no decision-making) powers:

- (a) Provide non-binding advice to the Board of Directors on its own initiative or upon request of the Board of Directors on any matters regarding the policy, the membership, the governance or the operation of the Federation;
- (b) Provide non-binding advice on the participation of the Federation in the different projects, topics for conference or on amendments to these Statutes;
- (c) Promote and propose new items to the Board of Directors to be subsequently introduced to the General Assembly;
- (d) Be a forum for consultation of the Full Members on significant decisions regarding policy prior to their adoption by the General Assembly; and
- (e) Ensure that the Federation's positions, guidelines and request or action are widely spread within the Full Members.

**39.9** The Council shall not represent the Federation vis-à-vis third parties.

## **TITLE VIII. WORKING GROUP(S), AD-HOC WORKING GROUPS AND EUROPSY COMMITTEES**

### **Article 40. Working Group(s)**

**40.1** Upon proposal of the Board of Directors, the General Assembly may establish and dissolve one or more Working Group(s). The Board of Directors shall delegate tasks to the Working Group(s) and shall determine the governance of the Working Group(s) in the internal rules.

**40.2** The Working Group(s) shall not represent the Federation vis-à-vis third parties, except if it/they obtain(s) a prior written approval from the Board of Directors.

**40.3** The Working Group(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors. The Board of Directors will report to the General Assembly in its Activity Report on the activities of the Working Groups.

**Article 41. Ad-Hoc Working Group(s)**

**41.1** The Board of Directors may establish, dissolve and delegate tasks to one or more Ad Hoc Working Group(s). The Board of Directors shall determine the governance of the Ad Hoc Working Group(s) in the internal rules.

**41.2** The Ad-Hoc Working Group(s) shall not represent the Federation vis-à-vis third parties, except if it/they obtain(s) a prior written approval from the Board of Directors.

**41.3** The Ad-Hoc Working Group(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors. The Board of Directors will report to the General Assembly in its Activity Report on the activities of the Ad-Hoc Working Groups.

**Article 42. EuroPsy Committees**

**42.1.** Upon proposal of the Board of Directors, the General Assembly may establish and dissolve several EuroPsy Committees in accordance with the Regulations for EuroPsy dated December 2021 and as amended from time to time. The Board of Directors shall delegate tasks to the EuroPsy Committees.

**42.2.** The EuroPsy Committees shall not represent the Federation vis-à-vis third parties, except if they obtain a prior written approval from the Board of Directors.

**42.3.** The EuroPsy Committees shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on their activities, and/or at the request of the Board of Directors. The Board of Directors will report to the General Assembly in its Activity Report on the activities of the EuroPsy Committees.

**TITLE IX. EXECUTIVE DIRECTOR****Article 43. Appointment and function of the Executive Director**

**43.1.** The Board of Directors shall appoint a natural person or legal entity, not being a Director and not being a Delegate, as Executive Director. Their office may be remunerated. When a legal entity is appointed as Executive Director, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Executive Director in the name and on behalf of the legal entity. The Federation shall cover all reasonable expenses exposed by the Executive Director. The Executive Director's mandate may be of a definite or indefinite duration. The terms and conditions of their office shall be determined by the Board of Directors.

**43.2.** The mandate of the Executive Director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Executive Director is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

**43.3.** Unless otherwise agreed, the Board of Directors may dismiss the Executive Director at any time and possibly with immediate effect, without (i) having to give reasons to its decision regarding the

mandate, (ii) any compensation or cost becoming due by the Federation, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**43.4.** The Executive Director is free to resign from their mandate at any time by submitting, via Special Means of Communication, their resignation to the Board of Directors, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Executive Director for whatever reason, except the cases of automatic termination of the mandate of the Executive Director or dismissal, the Executive Director shall continue performing the duties of their mandate until the Board of Directors has provided in their replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**43.5.** In case of the end of the mandate of the Executive Director for whatever reason, the Executive Director shall have no claims for compensation with respect to their mandate on the Federation or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**43.6.** The Executive Director shall be a permanent observer at all the bodies of the Federation, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Executive Director.

**43.7.** Notwithstanding the above paragraph, the Board of Directors may decide that the Executive Director cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors (e.g. the discussion regarding the remuneration of the Executive Director).

#### **Article 44. Powers of the Executive Director**

**44.1.** The Executive Director shall have the powers specifically granted to them by these Statutes. In particular, the Executive Director shall have the following powers:

- (a) The daily management of the Federation, within the approved budget;
- (b) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the Board of Directors;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Council;
- (e) The delegation of tasks to the secretariat of the Federation and the overseeing of it;
- (f) Submitting the applications for admission or exclusion to membership to the General Assembly;
- (g) Executing the decisions of the Board of Directors;
- (h) Sending the convening notices of the General Assembly, the Board of Directors and the Council;
- (i) Together with the Vice President-Finance, the preparation of the draft annual report, the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;
- (j) Together with the Vice President-Governance, the preparation of the draft biennial Activity Report and draft biennial Activity Agenda that must be submitted to the Board of Directors for finalisation and approval;



- (k) Undertaking the statutory governance of the Federation including all statutory filings and notices;
- (l) Managing the relationship with professional advisers to the Federation;
- (m) The hiring, performance management, and the dismissal of the employees of the secretariat of the Federation within the staffing plan and policies agreed by the Board of Directors;
- (n) Developing and managing the systems (including IT), information governance and procedures and processes of the Federation in consultation with the Vice President-Governance and the Vice President-Finance;
- (o) Approving key financial transactions with the Vice President-Finance;
- (p) The management of any and all banking matters (including opening, closing and managing bank accounts) without any amount limit but within the approved budget;
- (q) Signing contracts on behalf of the Federation within delegated limits or after approval of the Board of Directors;
- (r) The supervision of the financial affairs of the Federation, under the oversight of the Vice President-Finance; and
- (s) Ensuring the public relations of the Federation, representing the Federation at meetings with Members and third parties, and managing communication with third parties.

**44.2.** The Executive Director shall always act under the responsibility of the Board of Directors and within the approved budget. The Executive Director shall report periodically to the Board of Directors on their actions and activities, and/or at the request of the Board of Directors.

#### **TITLE X. LIABILITY**

##### **Article 45. Liability**

**45.1.** The Directors, the President, the Vice Presidents, and the Executive Director are not personally bound by the commitments of the Federation.

**45.2.** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Federation.

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

##### **Article 46. External representation of the Federation**

**46.1.** The Federation shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by (i) the Executive Director acting alone, or (ii) the Executive Director and one (1) Director, acting jointly. Notwithstanding the previous sentence, if the Executive Director is unable or is otherwise prevented to represent the Federation vis-à-vis third parties, the Federation shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by two (2) Directors, amongst which at least one (1) is the President or a Vice President, acting jointly.

**46.2.** Within the framework of daily management, the Federation shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Executive Director, acting alone.

**46.3.** None of the aforementioned persons must justify their powers vis-à-vis third parties.

**46.4.** In addition, with regards to the granting of proxies, the Federation shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by (i) the Executive Director acting alone, or (ii) the Executive Director and one (1) Director, acting jointly. Notwithstanding the previous sentence, the Federation shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by two (2) Directors, amongst which at least one (1) is the President or a Vice President, acting jointly, if the Executive Director is unable or is otherwise prevented to do so.

## **TITLE XII. INTERNAL RULES**

### **Article 47. Internal rules and procedures**

**47.1** To detail and complete the provisions of these Statutes, the General Assembly may adopt, amend and/or revoke internal rules in accordance with Article 51 of these Statutes. However, by derogation to the preceding sentence, the Board of Directors may adopt, amend and revoke the internal rules regarding the Working Groups, the Ad-Hoc Working Groups in accordance with Article 35 of these Statutes.

**47.2** On the date of the last amendments to these Statutes, the last version of the internal rules has been adopted on June 8, 2023.

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

### **Article 48. Financial year**

**48.1.** The financial year of the Federation shall run from 1 January to 31 December.

### **Article 49. Annual Accounts. Budget. Reports**

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

**49.2.** Each year, within six (6) months following the end of the financial year, the Board of Directors shall submit the draft annual accounts, the annual report and the draft budget to the Ordinary General Assembly for approval.

**49.3.** The Board of Directors shall establish every two years the Activity Report and the Activity Agenda, upon proposal of the Vice President-Governance and the Executive Director, acting jointly.

**49.4.** Every two years, the Board of Directors shall submit the biennial Activity Report and the Activity Agenda to the Ordinary General Assembly for approval.

### **Article 50. Auditing of the annual accounts**

**50.1.** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen from among the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.

**50.2.** If the Federation is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor and shall appoint an external accountant to report on the preparation of the annual accounts.

**50.3.** The statutory auditor or the external accountant chosen from among the members of the Belgian “*Institut des Conseillers fiscaux et des Experts-comptables / Instituut van de Belastingadviseurs en de Accountants*”, as the case may be, shall draw up an annual report on the annual accounts of the Federation. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

#### **TITLE XIV. AMENDMENTS TO THESE STATUTES AND INTERNAL RULES**

##### **Article 51. Amendments to these Statutes and Internal Rules**

**51.1.** The General Assembly can validly decide on amendments to these Statutes and/or Internal Rules only if (i) the amendments are proposed by (aa) the Board of Directors or (bb) at least one third (1/3) of the Full Members, (ii) at least two-thirds (2/3) of the Full Members are present or represented and (iii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**51.2.** If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these Statutes, at least sixty (60) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 51.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**51.3.** By derogation to paragraph 51.1 of the present Article, the Board of Directors can also validly decide on amendments to Articles 47.2 of these Statutes.

**51.4.** The main terms of any proposal to amend these Statutes and/or Internal Rules shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the Directors.

**51.5.** The date on which the amendments to these Statutes and/or Internal Rules shall enter into force shall be determined by the decision of the General Assembly regarding the amendments to these Statutes and/or Internal Rules.

**51.6.** Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

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

##### **Article 52. Dissolution. Liquidation**

**52.1.** The General Assembly can validly decide on the dissolution of the Federation only if (i) the proposal to dissolve the Federation is made by (aa) the Board of Directors or (bb) at least one third (1/3) of the Full Members, (ii) at least two-thirds (2/3) of the Full Members are present, and (iii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present. Blank votes, invalid votes and abstentions shall not be counted.

**52.2.** If at least two-thirds (2/3) of the Full Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these Statutes, at least sixty (60) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present, in accordance with the voting majority stipulated in the paragraph 52.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**52.3.** Any proposition to dissolve the Federation shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the Directors.

**52.4.** Except in case of a dissolution and liquidation of the Federation in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of their powers. Failing the appointment of one or more liquidator(s), all the Directors shall be deemed to be jointly in charge of the Federation's liquidation.

**52.5.** The General Assembly shall also decide upon the allocation of the liquidation balance of the Federation, provided however that the liquidation balance of the Federation may only be allocated to a disinterested purpose similar or identical to the one of the Federation as provided for in Article 3 of these Statutes.

## **TITLE XVI. MISCELLANEOUS**

### **Article 53. Notifications**

**53.1.** Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

- "Regular Means of Communication" means regular mail or any other means of written communication (including email); and
- "Special Means of Communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

### **Article 54. Computation of time**

**54.1.** For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- "Month(s)" mean(s) (a) calendar month(s); and
- "Calendar day(s)" mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

### **Article 55. Abstentions**

**55.1.** For the determination of the voting majorities set out in these Statutes, "abstentions shall not be counted" means that (i) the person having abstained shall not be taken into account in the number of

persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

**Article 56. Secret ballot**

**56.1.** For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Full Members, the Directors, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Executive Director and the staff of the Federation.

**Article 57. Final and sovereign decisions**

**57.1.** For the purpose of these Statutes the terms “decision(s) is/are final and sovereign” shall be understood as an ultimate decision taken by a body of the Federation which has the supreme and ultimate power to take such decision, and which consequently is not subject to any appeal.

**Article 58. Varia**

**58.1.** Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019 as amended from time to time. In the event there is a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Federation, these Statutes shall prevail.

**58.2.** The business of the Federation shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

**Article 59. Transitional provision**

**59.1.** Recognising the impact of the adoption of these Statutes results in changes regarding, amongst others, the candidature/election processes of the President, the Vice Presidents and the Other Directors and in order to allow for a smooth transition between the statutes of the Federation previously in force and these Statutes (in particular, Articles 28.1 and 29.1 of these Statutes which provide that every two (2) years, the General Assembly shall renew the mandate of three (3) or four (4) Directors, amongst which at least the President or a Vice President):

- (a) The mandate of the President and the Vice President-Finance who are the President and the Vice President-Finance at the time of the approval of the new Statutes shall be automatically extended for a two (2) year term which shall terminate at the end of the General Assembly at which the next elections will be held in 2025; and
- (b) The General Assembly of July 7-8, 2023 shall elect a Vice President-Governance and three (3) Other Directors and the term of office provided for in these Statutes shall apply to them.

**59.2.** The election procedures of the statutes of the Federation previously in force will be deemed valid to elect the Vice President Governance and the three (3) Other Directors in accordance with paragraph 59.1, (b) of the present Article to serve under these Statutes.