

*Articles of ESRA Adapted to the Companies and Associations Code*

**I. Legal form – Name – Registered office – Object – Duration**

**Article 1 - Name and legal form**

- §1. The association takes the form of an international non-profit association.
- §2. Originally founded as an international non-profit association under the law of October 25, 1919 (Annexes to the Belgian Official Gazette of September 10, 1992, identification number 14853/92, legal status conferred by Royal Decree of May 7, 1992), subsequently adapted in accordance with the Law of June 27, 1921 as amended by the Law of May 2, 2002, and the Law of March 23, 2019 introducing the Companies and Associations Code (published in the Belgian Official Gazette on April 4, 2019), is named: European Safety and Reliability Association, abbreviated as ESRA.
- §3. The denomination mentioned on acts and documents emanating from ESRA shall be preceded or followed by or with the acronym 'AISBL' (in English: 'INPMA').

**Article 2 - Registered office**

- §4. The registered office is located in the Brussels-Capital Region. The registered office may be changed by decision of the Board of Directors, which shall be published in the Annexes to the Belgian Official Gazette.

**Article 3 - Disinterested purpose and object**

- §5. The association has a disinterested purpose aimed at promoting and implementing safety and reliability techniques and risk management in all branches of the technology sector. It does not aim to make profits and abstains from any political activity.
- §6. Specifically, the association pursues the following objectives:
- a. Ensure the establishment of a network for exchanging information among members and various industrial, educational, and professional organizations, as well as other interested parties.
  - b. Promote and encourage best practices in the application of safety and reliability techniques and risk management.
  - c. Promote cooperation between national professional associations, standardization bodies, industrial groups, or equivalent associations, thereby facilitating mutual exchange of information in the field of safety and reliability.
  - d. Encourage the role of professional societies or associations, both nationally and internationally.
  - e. Establish contacts with organizations active in this field, both within and outside the European Union. International groups and companies or professional associations with similar and/or complementary interests to those of ESRA may associate with its activities, and appropriate links will be maintained through ESRA's secretariat.
  - f. Promote appropriate technical education and training and harmonize practices in these areas.

§7. The association will achieve its disinterested purpose through the following activities:

- a. Organizing meetings, conferences, seminars for a specialist audience;
- b. Publishing various documents, including a newsletter, monographs, conference proceedings, and related technical documents; and
- c. Organizing awards ceremonies and prizes aimed at rewarding significant contributions in the field of safety and reliability.

#### **Article 4 - Duration**

§8. The association is established for an indefinite duration.

### **II. Members**

#### **Article 5 - Ordinary members**

§9. Membership in the association is open to Belgian and non-Belgian nationals. Ordinary members include both legal entities - established in accordance with the law of their country of origin - and individuals from the European Union (EU) and EU candidate countries, the EFTA countries, and the UK. All ordinary members come from the following categories:

1. Academic organisations and individuals:
  - a. High-education institutions;
  - b. Research centres;
  - c. Individual persons.
2. Professional organisations:
  - a. Standardisation, regulatory, and government entities;
  - b. National professional societies or associations;
  - c. International professional societies or associations;
  - d. Charities and non-profit organisations
3. Commercial and industrial organisations:
  - a. National industrial companies and organisations;
  - b. International industrial companies and organisations;

§10. Ordinary members are expected to contribute to the purpose and disinterested goal of the association as listed in Article 3.

#### **Article 6 - Observer members**

§11. Observer members are both legal entities established in accordance with the law of their country of origin and individuals from countries not listed in **Article 5**. Observer members come from the same organisations and classification as those mentioned in **Article 5**.

§12. Upon the proposal of the Board of Directors at a General Assembly, ordinary status may be granted to an observer member, provided that this decision is made by a qualified majority of two-thirds (2/3) of the ordinary members present or represented.

§13. Observer members are requested to contribute to the purpose and disinterested goal of the association as listed in Article 3.

## **Article 7 - Duties and Responsibilities of Members**

### **7.1. General Obligations of Members**

- §14. All members of the association, including ordinary and observer members, are required to:
- a. Fulfill their financial obligations, including the timely payment of dues.
  - b. Promptly notify the Secretary-General of any changes to their contact or professional information.
  - c. Notify the Secretary-General in writing of their intention to resign from the association.
  - d. Inform the Board of Directors if they are unable or unwilling to perform any mission or task delegated to them by the association.

### **7.2. Rights and Privileges of Ordinary Members**

- §15. Ordinary members of the association are entitled to:
- a. Exercise their voting rights at any General Assembly.
  - b. Delegate their voting power to another ordinary member previous communication to Board of Director
  - c. Propose the convening of an Extraordinary General Assembly upon a written request signed by at least one-third of the ordinary members.
  - d. Serve as chairpersons or members of committees within the association.
  - e. Submit proposals to the Board of Directors for the creation of new committees or activities aligned with the association's objectives.
  - f. Participate fully in the activities and events organized by the association.
  - g. Respond to tenders or calls for proposals issued by the Board of Directors.

### **7.3. Rights and Privileges of Observer Members**

- §16. Observer members of the association are entitled to:
- a. Chair a committee of the association or serve as a member thereof.
  - b. Propose to the Board of Directors the creation of new committees within the association.
  - c. Propose new activities contributing to the objectives of the association.
  - d. Participate in the activities and events organized by the association.
  - e. Respond to tenders or calls for proposals issued by the association or the Board of Directors.

### **7.4. Restrictions on Member Activities**

- §17. To safeguard the integrity and non-commercial nature of the association, all members, including ordinary and observer members, are prohibited from:
- a. Urge the association to engage in commercial or political activities;
  - b. Using any association assets, including its logo or other intellectual property, for commercial or political purposes without explicit prior approval from the Board of Directors.

## **Article 8 - Admission**

- §18. Candidates for the status of ordinary member or observer member may express their intention to join the association by sending a letter, email, or using any other means of written communication to the Secretary-General.
- §19. The Board of Directors evaluates each application to determine the appropriate membership status (ordinary member or observer member) in accordance with the criteria outlined in **Articles 5 and 6**.
- §20. Membership applications are subject to approval by a qualified majority vote of two-thirds (2/3) of the ordinary members present or represented at the General Assembly. Only upon achieving this majority will the candidate be granted the status of ordinary or observer member.

## **Article 9 - Membership fees**

- §21. Members shall be required to pay annual membership fees. The annual fees shall vary according to the types of legal status listed in Articles 5 and 6 and may differ for ordinary and observer members upon recommendation of the Board of Directors.
- §22. The precise amount of membership fees is decided by the Board of Directors and should ensure the financial viability of the association.
- §23. The review and adjustment of the annual membership fees shall be proposed by the Board of Directors and decided upon at the General Assembly.

## **Article 10 -Resignation and Exclusion**

- §24. A member, whether ordinary or observer, may resign from the association at any time by notifying their decision in writing to the Secretary-General. The resignation takes effect immediately upon receipt of the notification. However, any membership dues or fees already paid for the current fiscal year will not be reimbursed.
- §25. A member, whether ordinary or observer, is automatically suspended from the association if the membership fees are not paid. A grace period of 6 months may be applied. Suspended members are subject to termination of their membership if the membership fee is not paid in 2 consecutive years.
- §26. Upon proposal by the Board of Directors, a member, whether ordinary or observer, may be excluded by decision of the General Assembly. This decision shall be made by a two-thirds (2/3) majority of the ordinary members present or represented. This exclusion is subject to
- a. notifying the member of the reasons for their exclusion at least two months before the General Assembly that will decide on this exclusion, **and**

- b. the member's right to defend their position before the General Assembly. The Board of Directors may suspend the membership of this member until the General Assembly's decision is made.

§27. The resigning or excluded member, as well as the authorized beneficiaries of a dissolved or deceased member, shall have no further rights to the association's assets.

### **III. Administration - Oversight**

#### **Article 11 -Organs**

§28. The organs of the association are the General Assembly, the Board of Directors, standing committees, technical committees, and working groups.

#### **Article 12 -General Assembly**

##### **12.1 *Composition and Responsibilities***

§29. The General Assembly is composed of all members.

§30. The General Assembly exercises the powers conferred upon it by law and these bylaws. This includes the following exclusive competences that can only be exercised by the General Assembly:

- a. Amendment of the bylaws;
- b. Appointment and dismissal of directors and determination of their remuneration in cases where remuneration is allocated;
- c. Appointment and dismissal of the auditor and determination of their remuneration;
- d. Granting discharge to the directors and the auditor, and, if necessary, instituting legal action by the association against the directors and the auditor;
- e. Approval of the annual accounts and budget;
- f. Dissolution of the association;
- g. Exclusion of a member;
- h. Transformation of the non-profit association into an international non-profit association, a cooperative society recognized as a social enterprise, or a cooperative social enterprise recognized as such;
- i. Making or accepting a gratuitous contribution of a universal succession;
- j. Any other cases where the law or these bylaws require it.

##### **12.2. *Conduct and Convocation***

§31. The General Assembly shall meet at least once a year at the place and date determined by the Board of Directors in order to deliberate and approve the annual accounts and provisional budget prepared by the Board of Directors.

- §32. The Board of Directors and, where applicable, the auditor, must convene the General Assembly in cases provided for by law or these bylaws, as well as whenever the interests of the association require it or when at least one fifth ( $\frac{1}{5}$ ) of the ordinary members request it. In the latter case, the members specify the subjects to be included on the agenda in their request. The Board of Directors or, where applicable, the auditor shall convene the General Assembly within twenty-one days of the request for convocation, and the General Assembly shall be held no later than the fortieth day following this request.
- §33. An extraordinary general assembly may be convened either at the initiative of the Board of Directors or upon written request of at least one third ( $\frac{1}{3}$ ) of the ordinary members.
- §34. Notice of the General Assembly shall be sent to all members by mail, email, or any other means of communication by the Secretary-General or, if necessary, by any other member of the Board of Directors authorized for this purpose, at least 15 days before the date of the General Assembly meeting. The notices convening General Assembly meetings shall include the agenda.
- §35. Any person may waive the convening notice and, in any case, shall be deemed to have been regularly convened if they are present or represented at the assembly.
- §36. Ordinary or observer members who are legal entities shall be represented, at any General Assembly, by their president, secretary-general, administrator, or any other person designated for this purpose.

### **12.3. Deliberations**

- §37. All members who have fulfilled their obligation to pay the membership fees set by the General Assembly shall have an equal voting right, except for observer members who have only an advisory role.
- §38. On matters over which it has exclusive competence under the law (§30), the General Assembly makes decisions by a three-quarters ( $\frac{3}{4}$ ) majority vote and can only deliberate if more than half ( $\frac{1}{2}$ ) of its members are present or represented.
- §39. Second extraordinary general assembly shall be able to definitely and validly decide on the proposal if one-third ( $\frac{1}{3}$ ) of the ordinary members are present or represented.
- §40. Unless otherwise stated in these bylaws, the General Assembly shall vote by simple majority of the ordinary members present or represented and no quorum is required. In case of a tie vote, the president's vote shall be decisive. The votes shall be counted by an observer member and recorded by the secretary-general. If no observer member is available, an ordinary member shall be appointed to count the votes provided they are not a director and refrain from voting.
- §41. Decisions adopted by the General Assembly shall be brought to the attention of the members by mail, email, or any other means of communication, and to third parties upon specific request from them. No decision can be made on items not on the agenda.
- §42. Meetings may be held entirely or partially by video conference; participants in this conference declaring, at the beginning and end of the meeting, that they were able to hear

and see the other participants, it being understood that cameras may have been disconnected during all or part of the meeting, depending on technical requirements.

§43. Members may, unanimously and in writing, make all decisions within the powers of the General Assembly, except for the amendment of the bylaws. In this case, the formalities of convocation need not be carried out. Members of the management body and, where applicable, the auditor, may, upon their request, become aware of these decisions.

#### **12.4. Session and minutes**

§44. The General Assembly is chaired by the President of the Board of Directors or, in their absence, by the Vice-President or, failing that, by another member designated by them. The Secretary General is responsible to take minutes of the General Assembly

§45. The minutes recording the decisions of the General Assembly are entered in a physical and/or digital register. They are signed by the President of the General Assembly and the secretary, as well as by the members present who request it.

§46. The register of minutes shall be available to all members that may consult it, but without removing or altering the register. Copies to be provided to third parties are signed by one or more members of the board of directors with the power of representation.

#### **12.3. Amendments of the Article of the Association**

§47. Amendments of the Article of the Association are proposed by the Board of Directors and approved by the General Assembly that makes decisions by a three-quarters ( $\frac{3}{4}$ ) majority vote with a quorum of half ( $\frac{1}{2}$ ) of its ordinary members present or represented.

§48. In case the quorum is not reached, an extraordinary general assembly shall be able to definitely and validly decide on the proposal if one-third of the ordinary members are present or represented.

### **Article 13 -Board of Directors**

#### **13.1. Composition of the Board of directors**

§49. The association is governed by a board of directors composed of at least four persons who, a chairperson, a vice chairperson, a treasurer, and a secretary general. Each director is appointed individually by the General Assembly.

§50. The chairperson assures the correct functioning of ESRA governing bodies, represents ESRA on official business meetings, and chairs the general assembly meetings, extraordinary general assembly meetings and Management Board meetings.

§51. The vice-chairperson supports the chairperson in his or her responsibilities and may represent the chairperson upon mutual agreement with the chairperson.

§52. The secretary general assures administrative functions of the association and the monitoring of the technical operations and the regular communication with and between the association members, technical committees and working groups.

§53. The treasurer assures financial functions of the association and the monitoring of the financial transactions between the association and its subsidiaries.

§54. If members of board of directors are legal entities, they have to designate a permanent representative for the duration of their mandate.

### ***13.2. Election of the Board of directors***

§55. Directors are appointed for a two-year term. Outgoing directors are eligible for re-election for the same role only once. The mandate of outgoing directors who are not re-elected ceases immediately after the General Assembly that conducted the re-election.

§56. The General Assembly may, by majority vote, decide to terminate the mandate of each director at any time, with immediate effect and without cause. The mandate of the Directors comes to an end by death, withdrawal, legal incapability, dismissal or expiry of the term.

### ***13.3. Convocation of the Board of Directors***

§57. The board of directors meets at the convocation of the president, or in the absence of the president, the vice president or secretary, or failing both the vice president and secretary, or if they are unavailable, another director designated by their colleagues.

§58. At the chairperson's initiative, the members may meet in selected groups in order to examine the daily management and to prepare the meetings of the Management Board.

### ***13.4. Deliberation of the Board of Directors***

§59. The board of directors can deliberate and make valid decisions only if at least half of its members are present or represented. Meetings may be held entirely or partially by video conference; participants in this conference declaring, at the beginning and end of the meeting, that they were able to hear and see the other participants, it being understood that cameras may have been disconnected during all or part of the meeting, depending on technical requirements.

§60. Decisions of the board of directors may be made by unanimous consent of all directors, expressed in writing.

§61. Decisions of the board of directors are made by a majority of votes. In case of a tie vote, the proposal is rejected.

§62. The decisions of the board of directors are recorded in minutes signed by the chairperson of the meeting and the directors who wish to do so. These minutes are recorded in a special register.

### ***13.5. Power of the Board of Directors***

§63. The Board of Directors represents the association, including legal representation.

§64. The Board of Directors has the power to perform all acts necessary or useful for the achievement of the purpose and objectives of the association, except for those reserved for the General Assembly by law or these statutes.



§65. (joint representation clause) Without prejudice to the general power of representation of the board of directors as a body, the association is validly bound, in and out of court, by all acts signed by two (or more) directors acting jointly. They are not required to justify their powers to third parties.

### **13.6. Remuneration of Directors**

§66. Unless otherwise decided by the general assembly, the mandate of each director is exercised entirely on an unpaid basis.

§67. If the mandate of one or more directors is remunerated, the general assembly, by an absolute majority of votes, determines the amount of this remuneration and whether it is fixed or variable. This remuneration will be included in the general expenses.

§68. The board may decide to reimburse any representation, travel, and other expenses incurred by the directors or some of them.

### **13.7. Daily Management**

§69. The Board of Directors may delegate the daily management, as well as the representation of the association regarding this management, to one or more individuals, whether members of the board or not.

§70. The Board of Directors determines whether they act alone, jointly, or collectively.

§71. Daily management includes both acts and decisions that do not exceed the needs of the association's daily life, as well as acts and decisions that, either due to their minor significance or their urgent nature, do not require the intervention of the Board of Directors.

§72. Delegates to the daily management may, concerning this management, assign special mandates to any representative.

§73. The Board of Directors sets the responsibilities and any remuneration for the delegates to the daily management. It may revoke their mandates at any time.

### **13.8. Association's Audit**

§74. When required by law and within the limits it provides, the association's audit is conducted by one or more auditors, appointed for a term of two years and eligible for re-election.

## **Article 14 - Permanent committees, technical committees, and working groups**

§75. The association achieves its non-profit purpose through the activities of its permanent committees, technical committees, and working groups. These subsidiary activities of the association are organized as follows:

- a. A committee or working group is established by the Board of Directors, either on its own initiative or upon proposal by one of the association's members.
- b. Each committee or working group appoints a chairman who assumes responsibility for the committee within the association. The committee chairman ensures the

objectives of the committee, organizes activities to achieve them, and represents the committee at official professional meetings. The committee chairman handles operational and administrative tasks related to the committee. The committee chairman may delegate powers, such as daily management, to one or more of its members.

- c. Each committee or working group adopts its own operating rules, subject to prior approval by the Board of Directors.

§76. The association's permanent committees currently include:

- a. the Communications s Committee;
- b. the Conference Organization Committee.

#### **IV. Financing – Financial Year – Internal Rules**

##### **Article 15 -Financing**

§77. The association will be funded through donations, bequests, memberships, and the revenue generated from its activities.

##### **Article 16 -The financial year**

§78. The financial year starts on 1st April and ends on 31st March of each year. On the latter date, the financial records are closed, and the board of directors prepares the annual accounts in accordance with the applicable legal provisions. The board of directors also prepares a budget proposal for the following financial year. The board of directors submits the annual accounts for the previous financial year and the budget proposal for the following financial year to the annual general meeting.

##### **Article 17 - Budget and Accounts**

§79. The Board of Directors is responsible for preparing the annual accounts and budget, which will be adopted by the General Assembly. The General Assembly may determine the necessary reserves and the percentage of member contributions to be allocated for this purpose.

§80. The Board of Directors is responsible for preparing the annual activity report, which will be adopted by the General Assembly.

##### **Article 18 - Internal rules of the Association**

§81. An internal regulations document and subsequent amendments may be established by the Board of Directors and presented for approval at the General Assembly.

§82. The internal regulations shall be available to all members of the Association.

#### **V. Dissolution – Liquidation**

##### **Article 19 - Dissolution**

§83. The association may be dissolved at any time by a decision of the general assembly, decided by a three-quarters majority vote and validly deliberate only if more than half of its members are present or represented. Any reporting obligations applicable according to the law will be complied with in this context.

#### **Article 20 - Liquidator**

§84. In the event of the association's dissolution, for any reason and at any time, the administrators in office are appointed as liquidators under these statutes if no other liquidator has been appointed, without prejudice to the assembly's right to appoint one or more liquidators and determine their powers and emoluments.

#### **Article 21 - The allocation of the net assets**

§85. In the event of dissolution and liquidation, the extraordinary general assembly decides on the allocation of the association's assets, which must in any case be allocated to a charitable purpose. This allocation is made after settling all debts, liabilities, and liquidation expenses or after the necessary amounts are deposited for this purpose.

### **VI. Miscellaneous Provisions**

#### **Article 22 - Choice of Domicile**

§86. For the execution of these bylaws, any member, director, auditor, or liquidator domiciled abroad, elects domicile at the registered office where all communications, notices, summonses, and notifications can validly be made to him/her if he/she has not elected another domicile in Belgium with respect to the association.

#### **Article 23 - Judicial Jurisdiction**

§87. For any dispute between the association, its members, administrators, commissioners, and liquidators regarding the affairs of the association and the execution of these statutes, exclusive jurisdiction is conferred to the courts of Brussels, unless the association expressly waives it.

#### **Article 24 -Common Law**

§88. The provisions of the Companies and Associations Code from which no lawful derogation may be made are deemed to be included in these articles of association, and clauses contrary to the imperative provisions of the Companies and Associations Code are deemed unwritten.