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

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

Article 1 — Name and legal form

The association takes the form of an international non-profit association.

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.

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

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

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.

Specifically, the association pursues the following objectives:

1. Ensure the establishment of a network for exchanging information among members and various industrial, educational, and professional organizations, as well as other interested parties.

2. Promote and encourage best practices in the application of safety and reliability techniques and risk management.

3. 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.

4. Encourage the role of professional societies or associations, both nationally and internationally.

5. 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.

6. Promote appropriate technical education and training and harmonize practices in these areas.

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

1 — Organizing meetings, conferences, seminars for a specialist audience;

2 — Publishing various documents, including a newsletter, monographs, conference proceedings, and related technical documents; and

3 — Organizing awards ceremonies and prizes aimed at rewarding significant contributions in the field of safety and reliability.

Article 4 — Duration

The association is established for an indefinite duration.

1. **Members**

Article 5 — Ordinary members

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

Ordinary members are expected to contribute to the purpose and disinterested goal of the association. These activities are listed in Article 3.

All ordinary members must:

- Fulfil their obligations regarding the payment of dues;

- Inform the Secretary-General of any changes to their contact information;

- Inform the Secretary-General of their intention to leave ESRA;

- Inform the Board of Directors if they no longer perform the missions delegated by the association.

Additionally, ordinary members may:

- Vote at any General Assembly;

- Delegate another ordinary member to represent them at a General Assembly, provided that this representative holds a valid power of attorney;

- Propose the convening of an extraordinary general meeting upon the written request of at least one-third of the ordinary members;

- Chair a committee of the association or be a member thereof;

- Propose to the Board of Directors the creation of new committees within the association;

- Propose new activities contributing to the disinterested goal of the association;

- Participate in the activities of the association;

- Or respond to tenders issued by the Board of Directors.

Ordinary members cannot:

- Urge the association to engage in commercial or political activities;

- Use any part of the association, including its logo, for commercial or political purposes.

Article 6 — Observer members

Observer members are both legal entities established in accordance with the law of their country of origin and individuals from countries not belonging to the European Union and EU candidate countries, the EFTA countries, and the UK. . Observer members come from the same organisations and classification as those mentioned in Article 5 .

Upon the proposal of the Board of Directors at a General Assembly, observer 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.

Observer members are requested to contribute to the purpose and disinterested goal of the association. These activities are listed in Article 3.

All observer members must:

- Fulfil their obligations regarding the payment of dues;

- Inform the Secretary-General of any changes to their contact information;

- Inform the Secretary-General of their intention to leave the association;

- Inform the Board of Directors if they no longer perform the missions delegated by the association.

Additionally, observer members may:

- Chair a committee of the association or be a member thereof;

- Propose to the Board of Directors the creation of new committees within the association;

- Propose new activities contributing to the objectives of the association;

- Participate in the activities of the association;

- Or respond to tenders for activities presented by the association or the Board of Directors.

Observer members cannot:

- Urge the association to engage in commercial or political activities;

- Use any part of the association, including its logo, for commercial or political purposes.

Article 7 — Admission

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.

The Board of Directors determines whether candidates for membership will be ordinary members or observer members based on Articles 5 and 6 .

Candidates for membership are allowed or not to become ordinary members or observer members upon unanimous decision of the Board of Directors.

Any candidate whose application for admission is rejected by the Board of Directors may appeal, which will be reviewed by the General Assembly, which will then decide by a simple majority vote.

 Article 8 — Membership Fees

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. The precise amount of membership fees is decided by the Board of Directors and should ensure the financial viability of the association.

The maximum amount of contribution is €250 for Category 1 (Academic organisations and individuals), €500 for Category 2 (Professional organisations and non-profit organisations), and €750 for for Category 3 (Commercial and industrial organisations). The review and adjustment of the maximum annual membership fees shall be proposed by the Board of Directors and decided upon at the General Assembly every two years, with a maximum increase of 10% at each review.

The precise amount of membership fees is decided by the Board of Directors. .

Article 9 — Resignation and Exclusion

9 .1. A member, whether ordinary or observer, may resign from the association provided they have notified their decision in writing to the Secretary-General at least six months before the end of the current fiscal year. This resignation shall only take effect at the end of the fiscal year in which it was notified.

9 .2. 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 members present or represented. This exclusion is subject to (i) notifying the member of the reasons for their exclusion at least two months before the General Assembly that will decide on this exclusion, and (ii) 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.

9 .3. 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.

1. **Administration - Oversight**

Article 10 — Organs

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

Article 11 — General Assembly

*11* *. 1. Composition and Responsibilities*

The General Assembly is composed of all members.

Powers:

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:

1. Amendment of the bylaws;

2. Appointment and dismissal of directors and determination of their remuneration in cases where remuneration is allocated;

3. Appointment and dismissal of the auditor and determination of their remuneration;

4. Granting discharge to the directors and auditor, and, if necessary, instituting legal action by the association against the directors and auditor;

5. Approval of the annual accounts and budget;

6. Dissolution of the association;

7. Exclusion of a member;

8. 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;

9. Making or accepting a gratuitous contribution of a universal succession;

10. Any other cases where the law or these bylaws require it.

On matters over which it has exclusive competence under the law, the General Assembly makes decisions by a three-quarters majority vote and can only deliberate if more than half of its members are present or represented.

*11* *.2. Conduct and Convocation*

§1. 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.

§2. The management body 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 of the 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.

§3. 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 (1/3) of the ordinary members.

§4. 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.

§5. 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.

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 and holding a valid power of attorney. Each member may appoint another member or any third party to represent them at any General Assembly meeting, provided that this representative holds a valid power of attorney.

*11* *.3. Deliberations*

§1. 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.

§2. Unless otherwise stated in these bylaws, the General Assembly shall vote by simple majority of the ordinary members present or represented. Without prejudice to Article 16, 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.

§3. 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.

§4. 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.

§5. 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.

*11* *.4. Sessions*

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 President appoints the secretary.

*11* *.5. Minutes*

The minutes recording the decisions of the General Assembly are entered in a register kept at the headquarters. They are signed by the President of the General Assembly and the secretary, as well as by the members present who request it.

The register of minutes is kept at the headquarters of the association where all members may consult it, but without removing 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.

Article 12 — Board of Directors

*12* *.1. Composition of the Board of Directors*

§1. The association is governed by a board of directors composed of at least the minimum number of members required by law.

§2. Directors are appointed for a term determined by the General Assembly or, in the absence of specification, for an indefinite term.

§3. The General Assembly may, by majority vote, decide to terminate the mandate of each director at any time, with immediate effect and without cause.

§4. Outgoing directors are eligible for re-election. The mandate of outgoing directors who are not re-elected ceases immediately after the General Assembly that conducted the re-election.

§5. When the position of a director becomes vacant before the end of their term, the remaining directors have the right to co-opt a new director. The first General Assembly following must confirm the mandate of the co-opted director. Upon confirmation, the co-opted director completes the term of their predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted director ends after the General Assembly, without prejudice to the regularity of the composition of the board of directors up to that date.

*12* *.2. Chairmanship of the Board of Directors*

The board of directors elects a president from among its members.

The board of directors may appoint a vice president, treasurer, and a secretary from among its members. It may also create any other position it deems necessary and assign it to one of its members.

In case of the president's incapacity, they shall be replaced by the vice president or, failing a vice president, by another director designated by their colleagues.

 *12.3. Convocation of the Board of Directors*

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.

ESRA is managed by a Management Board composed of at least four persons who derive from ordinary members and that are appointed by the General Assembly. At least a chairperson, a vice-chairperson, a secretary general, a treasurer compose the Management Board. If Management Board Members are legal entities, they have to designate a permanent representative for the duration of their mandate.

 The Management Board is empowered to take all management and administrative decisions in relation to ESRA, provided these have not been reserved by law or bylaws to the General Assembly. It prepares votes for the General Assembly. It may delegate powers, such as the daily management, to one or more of its members, or to a third person.

 In particular, functions of the members of the Management Board Members are the following:

 - 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.

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

- The secretary general assures administrative functions of ESRA and the monitoring of the technical operations and the regular communication with and between the ESRA’s members and ESRA’s groups.

- The treasurer assures financial functions of ESRA and the monitoring of the financial transactions between ESRA and its subsidiaries.

 The members of the Management Board are elected by the General Assembly for a renewable term of two years. The mandate of the Management Board members comes to an end by death, withdrawal, legal incapability, dismissal or expiry of the term.

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.

The members of the Management Board may be dismissed by decision of the General Assembly with a two-thirds majority of the ordinary members present or represented.

*12* *.4. Deliberations of the Board of Directors*

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.

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

Decisions of the board of directors are made by a majority of votes.

In case of a tie vote, the proposal is rejected.

*1* *2.5. Minutes of the Board of Directors*

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.

*1* *2.6. Powers of the Board of Directors*

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.

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

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.

*12* *.7. Remuneration of Directors*

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

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.

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

*12* *.8. Daily Management*

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.

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

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.

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

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.

Article 13 – Association's Audit

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

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.

d) The association's permanent committees currently include:

- the Communications s Committee;

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- the Conference Organization Committee

1. **Financing – Financial Year – Internal Rules**

Article 15 – Financing

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

Article 16 – The financial year

The financial year starts on April 1st and ends on March 31st 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

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.

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 ESRA

An internal regulations document may be established by the board of directors and presented for approval at the general assembly. Amendments to this regulations document may be made by a general assembly, by a simple majority vote.

1. **Dissolution – Liquidation**

Article 19 – Dissolution

The association may be dissolved at any time by a decision of the general assembly, decided by a three-quarters majority vote and validly deliberated 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

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

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.

1. **Miscellaneous Provisions**

Article 22 – Choice of Domicile

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

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

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.