

**Statutes of
European Vending & Coffee Service Association**

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

Table of Contents

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE.....	3
Article 1. Name. Legal form. Term	3
Article 2. Registered office	3
TITLE II. NON-PROFIT PURPOSE. OBJECT	4
Article 3. Non-profit purpose	4
Article 4. Object.....	4
TITLE III. MEMBERS	5
Article 5. Membership.....	5
Article 6. Full Members	5
Article 7. Supportive Members	7
Article 8. Admission to membership.....	8
Article 9. Representation of Members.....	8
Article 10. Resignation. Exclusion	9
Article 11. Membership fees	11
Article 12. Compliance with the Statutes and the internal rules	12
Article 13. Register of Members.....	12
TITLE IV. PARTNERS	13
Article 14. Partners	13
TITLE V. ORGANISATIONAL STRUCTURE.....	13
Article 15. Bodies	13
TITLE VI. GENERAL ASSEMBLY	14
Article 16. Composition. Voting rights.....	14
Article 17. Powers	14
Article 18. Meetings.....	15
Article 19. Proxies	16
Article 20. Convening notices. Agenda	16
Article 21. Presence quorum. Voting majority. Votes	17
Article 22. Written/online procedure	17
Article 23. Register of minutes	18
TITLE VII. EXECUTIVE COMMITTEE	18
Article 24. Composition	18
Article 25. Powers.....	22
Article 26. Meetings.....	23
Article 27. Proxies	23
Article 28. Convening notices. Agenda	23



Article 29.	Presence quorum. Voting majority. Votes	24
Article 30.	Written/online procedure	25
Article 31.	Register of minutes	25
TITLE VIII.	PRESIDENT, VICE-PRESIDENT(S), AND TREASURER	26
Article 32.	Election and function of the President, Vice-President(s), and Treasurer.....	26
Article 33.	Powers of the President, Vice-President(s), and Treasurer	27
TITLE IX.	COMMITTEE(S) AND WORKING GROUP(S)	27
Article 34.	Committee(s) and Working Group(s).....	27
TITLE X.	DIRECTOR GENERAL.....	28
Article 35.	Appointment and function of the Director General	28
Article 36.	Powers of the Director General	29
TITLE XI.	LIABILITY.....	30
Article 37.	Liability	30
TITLE XII.	EXTERNAL REPRESENTATION OF THE ASSOCIATION	30
Article 38.	External representation of the Association.....	30
TITLE XIII.	INTERNAL RULES AND PROCEDURES	30
Article 39.	Internal rules and procedures.....	30
TITLE XIV.	FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS	31
Article 40.	Financial year.....	31
Article 41.	Annual Accounts. Budget	32
Article 42.	Auditing of the annual accounts	32
TITLE XV.	AMENDMENTS TO THESE STATUTES	32
Article 43.	Amendments to these Statutes.....	32
TITLE XVI.	DISSOLUTION. LIQUIDATION	33
Article 44.	Dissolution. Liquidation.....	33
TITLE XVII.	VARIA.....	34
Article 45.	Definitions	34
Article 46.	Notifications	34
Article 47.	Computation of time	35
Article 48.	Abstentions	35
Article 49.	Varia	35
Article 50.	Transitional provisions	35



TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

Article 1. Name. Legal form. Term

- 1.1. The international non-profit association named “European Vending & Coffee Service Association”, abbreviated “EVA” (hereafter: “**Association**”), 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.
- 1.2. All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

- 2.1. The registered office of the Association is located in the region of Brussels-Capital.
- 2.2. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Executive Committee, 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 Association 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 Association according to the presence quorum and voting majority stipulated in Article 20 of these Statutes.
- 2.4. The Association may establish offices in any country or place.



TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

- 3.1.** The non-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to:
- (a) Represent the European coffee service and vending industry with the institutions of the European Union in all matters of European Union's legislation and with national authorities which might affect the design, production, export, import, sale, maintenance or operation of automatic vending machines, and the production, packaging, labelling and supply of goods and foodstuffs intended to be sold from coffee service and vending machines and in matters concerning coins and bank notes or other monetary alternatives in circulation or being designed in the Member States of the European Union;
 - (b) Centralise and circulate information about any subject regarding the vending and coffee service industry to the Members;
 - (c) Promote the exchange of information and experience between Members and to create standards; and
 - (d) Promote and represent the European vending industry and coffee service in Europe and elsewhere.

Article 4. Object

- 4.1.** To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non-exhaustively listed activities for the general or specific account of its Members and/or third parties:
- (a) Disseminate information and issue publications;
 - (b) Organise and arrange congresses, seminars, technical workgroups, trade shows and other programs and convenings at international and national levels;
 - (c) Collect, analyse, commission and publish studies, publications and statistical data;
 - (d) Seek to influence public opinion and make representations to and seek to influence governmental and other bodies regarding the purpose and object of the Association;
 - (e) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations; and



- (f) Promote the vending and office coffee service industry to various stakeholders, governmental bodies and consumers.
- 4.2. The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.
- 4.3. In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

TITLE III. MEMBERS

Article 5. Membership

- 5.1. The Association shall have two (2) membership categories: Full Members and Supportive Members. The Association shall always consist of at least two (2) Full Members.
- 5.2. All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members and Supportive Members collectively.
- 5.3. The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.
- 5.4. Membership is *intuitu personae* and can neither be transferred nor assigned.

Article 6. Full Members

- 6.1. The category of Full Membership is open and accessible to any:
- (a) Legal entity cumulatively meeting the following criteria:
- i. Having the legal personality;
 - ii. Being duly constituted in accordance with the laws and practices of its country of origin;
 - iii. Being a trade association representing vending and/or coffee services and related industries from one (1) or several member States of the Council of Europe or Belarus;
 - iv. Representing members which are primarily active in at least one of the following areas:
 - (i) The manufacture, export, import, distribution, or maintenance of Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers or accessories for Vending Machines, Office Coffee



- Service machines and Point of Use Water Dispensers (machines and components manufacturers);
- (ii) The manufacture, export, import, distribution, or maintenance of payment systems, currency counting and/or sorting equipment, as well as Vending Machine management solutions;
 - (iii) The manufacture, export, import, or distribution of products and/or services used in, sold or intended for sale from Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers (ingredients, commodities and disposable product suppliers); or
 - (iv) The operation of Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers in the form of customer services or activities related to such services technical or otherwise, which are provided to employers, employees or to the general public (operators).

Hereafter: “**Full Members Associations**”.

Trade associations representing vending and related industries from a same member State of the Council of Europe or from Belarus may each become a Full Member Association with their own membership rights, provided that they each pay membership fees.

(b) Company cumulatively meeting the following criteria:

- i. Having the legal personality;
- ii. Being duly constituted in accordance with the laws and practices of its country of origin;
- iii. Having its registered office located in a member State of the Council of Europe or Belarus;
- iv. Operating directly or indirectly through a controlled entity in at least two (2) member States of the Council of Europe or Belarus;
- v. Being active in at least one of the following areas:
 - (i) The manufacture, export, import, distribution, or maintenance of Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers or accessories for Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers (machines and components manufacturers);
 - (ii) The manufacture, export, import, distribution, or maintenance of payment systems, currency counting and/or sorting equipment, as well as Vending Machine management solutions;
 - (iii) The manufacture, export, import, or distribution of products and/or services used in, sold or intended for sale from Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers (ingredients, commodities and disposable product suppliers); or
 - (iv) The operation of Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers in the form of customer services or activities related to such services technical or otherwise, which are provided to employers, employees or to the general public (operators);

6/36



- vi. Being a member of at least one (1) Full Member Association, except if there is no Full Member Association representing vending and related industries from the same member State of the Council of Europe or Belarus as the one where the company has a registered office located.

Hereafter: “**Full Members Companies**”.

- 6.2. All references in these Statutes to “Full Member” or “Full Members” without any other specification are references to Full Members Associations and Full Members Companies collectively.
- 6.3. Legal entities of a same group of legal entities may each become a Full Member with their own membership rights, provided that they each pay membership fees.
- 6.4. Full Members shall enjoy all membership rights, including voting rights.

Article 7. Supportive Members

- 7.1 The category of Supportive Membership is open and accessible to any:
 - (a) Legal entity cumulatively meeting the following criteria:
 - i. Having the legal personality;
 - ii. Being duly constituted in accordance with the laws and practices of its country of origin;
 - iii. Being a trade association representing vending and/or coffee services and related industries from any country or region or group of countries not being a member State of the Council of Europe or Belarus;
 - iv. Representing members which are primarily active in at least one of the following areas:
 - (i) The manufacture, export, import, distribution, or maintenance of Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers or accessories for Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers (machines and components manufacturers);
 - (ii) The manufacture, export, import, distribution, or maintenance of payment systems, currency counting and/or sorting equipment, as well as Vending Machine management solutions;
 - (iii) The manufacture, export, import, or distribution of products and/or services used in, sold or intended for sale from Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers (ingredients, commodities and disposable product suppliers); or
 - (iv) The operation of Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers in the form of customer services or



- activities related to such services technical or otherwise, which are provided to employers, employees or to the general public (operators);
- v. Supporting the purpose and object of the Association.

(b) Company cumulatively meeting the following criteria:

- i. Not meeting the criteria to be eligible as a Full Member Company;
- ii. Having the legal personality; and
- iii. Being duly constituted in accordance with the laws and practices of its country of origin.

7.2 Legal entities of a same group of legal entities may each become a Supportive Member with their own membership rights, provided that they each pay membership fees.

7.3 Supportive 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.

7.4 If the rights specifically granted to and/or the obligations of the Supportive Members pursuant to these Statutes are amended in accordance with Article 43 of these Statutes, the Supportive Members may be consulted but do not have voting rights.

Article 8. Admission to membership

8.1 Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Director General.

8.2 The Director General shall submit this application for admission to the Executive Committee. After having verified that all conditions for membership are complied with, the Executive Committee shall decide on the admission to membership. The decisions of the Executive Committee regarding membership admissions are final, sovereign and the Executive Committee shall give reasons for its decisions of refusal of admission to membership.

8.3 The detailed procedures for the admission to membership shall be determined in the internal rules, if any.

Article 9. Representation of Members

9.1 Each Member shall appoint one or more natural person(s), called the “Representative(s)”, to represent it within the Association. If a Member appoints more than one (1) Representative, it must appoint only one (1) voter – when applicable – who shall cast the vote of his/her Member (hereafter: “**Voter**”). Each Voter must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Member.

9.2 If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative



(including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative unless the Member has another Representative and, if applicable, another Representative who has been appointed as Voter.

- 9.3** Each Member shall inform, via regular means of communication, the Director General of the identity, contact details, and, as the case may be, appointment as Voter, of its/their Representative(s).

Article 10. Resignation. Exclusion

- 10.1** Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 30 June of each year, to the Director General. The Director General shall submit the resignation to the Executive Committee, which shall in turn acknowledge it. The resignation served at the latest by 30 June of each year shall be effective on the 1st January of the year following the year during which the written notice has been served to the Director General. The resignation served after 30 June of each year shall be effective on the 31 December of the year following the year during which the resignation was served.
- 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) (Partial) demerger; and
 - (f) Transfer of a branch of activity/a universality.
- 10.3** The resignation referred to in Article 10.2 of these Statutes shall be effective upon a decision of the Executive Committee. A Member has the right to defend its position at (or in writing prior to) the meeting of the Executive Committee 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 Executive Committee 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 Executive Committee shall give reasons for its decisions.
- 10.4** A Full Member which (i) ceases to satisfy the definition of the membership category it belongs to 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 Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly, upon proposal of the Executive Committee.



- 10.5** Before recommending the exclusion of a Full Member to the General Assembly, the Executive Committee shall provide the concerned Full Member with the relevant details in writing via special means of communication at least fifty (50) calendar days in advance of the proposed exclusion date. 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 Executive Committee 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 Executive Committee and has received the possibility to defend its position during the meeting of the Executive Committee and prior to the voting on the proposal of exclusion. The decisions of the Executive Committee regarding the proposal of exclusion of a Full Member to the General Assembly are final, sovereign and the Executive Committee must give reasons for its decisions.
- 10.6** Upon recommendation of the Executive Committee in accordance with paragraph 10.5, the General Assembly may decide to exclude a Full Member, provided that the concerned Full 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 must give reasons for its decisions.
- 10.7** All membership rights of the Full Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Executive Committee not to recommend the exclusion of the concerned Full Member to the General Assembly, or (ii) if the Executive Committee decides to recommend the exclusion of the concerned Full Member to the General Assembly, the decision of the General Assembly.
- 10.8** A Supportive Member which (i) ceases to satisfy the definition of the membership category it belongs to 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 Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the Executive Committee.
- 10.9** Before excluding a Supportive Member, the Executive Committee shall provide the concerned Supportive Member with the relevant details in writing via special means of communication at least twenty-one (21) calendar days in advance of the proposed exclusion date. The concerned Supportive Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Supportive Member. The Executive Committee may decide to exclude a Supportive Member, provided that the concerned Supportive Member is convened at the meeting of the Executive Committee and has received the possibility to defend its position during the meeting of the Executive Committee and prior to the voting on the exclusion. The decisions of the Executive Committee regarding the exclusion of a Supportive Member are final, sovereign and the Executive Committee shall give reasons for its decisions.



- 10.10** All membership rights of the Supportive Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Executive Committee.
- 10.11** A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, 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 June, for the financial year during which the notice is given and the following financial year. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Director General, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.
- 10.12** A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

Article 11. Membership fees

- 11.1** Each Full Member Association shall pay membership fees per year, as proposed by the Director General and decided by the Executive Committee. Each year, the amount of the membership fees and the calculation method of the membership fees for each Full Member Association shall be proposed by the Director General and decided by the Executive Committee.
- 11.2** Each Full Member Company shall pay membership fees, as proposed by the Director General and decided by the Executive Committee. Each year, the calculation method of the membership fees shall be proposed based on the annual turnover of each Full Member Company over the last completed financial year, by the Director General and decided by the Executive Committee.
- 11.3** Before 30 September of each year, each Full Member Company shall communicate to the Director General the data and documents based on which its membership fees shall be calculated. The person(s) who can legally bind the Full Member Company shall certify that the communicated data and documents which has been provided to the Director General is not false, not incorrect, and not misleading. Upon request of the Director General, the data and documents provided by each Full Member Company shall be certified and audited by an external independent auditor. If a Full Member Company is unable or unwilling to communicate the required data and documents, the Director General shall try to determine the data of the concerned Full Member Company. The decisions of the Director General regarding the determination of the data of a Full Member Company are final, sovereign, and the Director General shall not give reasons for its decisions.
- 11.4** Each Supportive Member shall pay membership fees per year, as proposed by the Director General and decided by the Executive Committee. Each year, the amount of the membership fees and the calculation method of the membership fees for each Supportive Member shall be proposed by the Director General and decided by the Executive Committee.



- 11.5** Without prejudice to Article 10 of these Statutes, if a Member fails to pay its membership fees within thirty (30) calendar days after a reminder has been sent to it by the Director General, the Executive Committee may decide to suspend the membership rights (including voting rights, if any) of the concerned Member until the payment of the membership fees due.
- 11.6** In case two (2) Members merge by acquisition, the Member being the acquiring legal entity shall remain liable for its obligations and the obligations of the Member being the acquired legal entity towards the Association, including (aa) for the payment of the total amount of the membership fees for the financial year during which the merger got into effect, (bb) for fifty percent (50%) of the total amount of the membership fees for the financial year following the financial year during which the merger took effect, and (cc) for twenty-five (25%) of the total amount of the membership fees for each year afterwards.
- 11.7** Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.
- 11.8** In addition to membership fees, Full Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Executive Committee to the General Assembly for approval.
- 11.9** The Executive Committee shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

Article 12. Compliance with the Statutes and the internal rules

- 12.1** 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 Association and (ii) pay the annual membership fees, including those for the year in which the application for admission to membership is submitted, pursuant to Article 8 of these Statutes.

Article 13. Register of Members

- 13.1** The Director General shall keep a register of Members, in electronic format, at the registered office of the Association. 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 representative 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 Director General, immediately after the Executive Committee or the General Assembly has taken a decision.



TITLE IV. PARTNERS

Article 14. Partners

- 14.1** The Executive Committee may decide to offer the title of Partner to one or more trade associations representing vending and related industries from a country not being a member State of the Council of Europe or Belarus being interested by the non-profit purpose and object of the Association. The Executive Committee may revoke the status of Partner granted to a trade association at any time. The decision of the Executive Committee regarding the granting and the revocation of the title of Partner are final, sovereign and the Executive Committee shall not give reasons for its decisions.
- 14.2** The Partner shall have no rights in or pursuant to these Statutes.

TITLE V. ORGANISATIONAL STRUCTURE

Article 15. Bodies

- 15.1** The bodies of the Association are:
- (a) The General Assembly;
 - (b) The Executive Committee;
 - (c) The President;
 - (d) The Vice-President(s);
 - (e) The Treasurer;
 - (f) The Committee(s) and Working Group(s); and
 - (g) The Director General.



TITLE VI. GENERAL ASSEMBLY

Article 16. Composition. Voting rights

- 16.1** The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 9 of these Statutes.
- 16.2** Each Full Member shall have one (1) vote.
- 16.3** Supportive Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.
- 16.4** Each member of the Executive Committee shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Executive Committee who has been appointed as Voter shall be authorised to vote in this specific capacity for the Full Member he/she represents.
- 16.5** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the First Vice-President. If the President and the First Vice-President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the other Vice-President, as the case may be. If the President and the Vice-Presidents are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Representative designated for this purpose by the General Assembly.
- 16.6** The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairman of the General Assembly these third parties will receive the right to speak.

Article 17. Powers

- 17.1** 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 Association 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 election and dismissal of the members of the Executive Committee and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Executive Committee will be granted and exercised as well as the conditions under which said mandate can be terminated;
 - (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;



- (d) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (e) The discharge to be given to the members of the Executive Committee and, if any, to the statutory auditor, or to the external accountant;
- (f) The approval of the amount of the additional contributions, upon proposal of the Executive Committee;
- (g) Upon proposal of the Executive Committee, the creation of a reserve/affected fund and the determination of the ways and means of contribution to the reserve fund/affected by each Member;
- (h) The approval of the annual report, the annual accounts and the budget of the Association;
- (i) The amendment of these Statutes; and
- (j) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s); and
- (k) The restructuration or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

Article 18. Meetings

- 18.1** The General Assembly shall meet at least once a year upon convening by the President or the Executive Committee, 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 Executive Committee shall determine the exact date of the Ordinary General Assembly.
- 18.2** A meeting of the General Assembly shall be convened at any time by the President or the Executive Committee whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President at the written request of at least half of the Full Members. In this last case, the President shall convene the General Assembly within thirty (30) calendar days after the request of convening of at least half of the Full Members. The General Assembly shall take place at the latest on the fortieth (40th) calendar day following this request.
- 18.3** If the President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the First Vice-President. If the President and the First Vice-President are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the other Vice-President, as the case may be. If the President and the Vice-Presidents are all unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Executive Committee.



Article 19. Proxies

- 19.1** Each Member shall have the right, via regular means of communication, always with copy to the Director General via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than three (3) proxies.
- 19.2** Each Member shall have the right via regular means of communication, always with copy to the Director General via similar means, to give a proxy to another Member of its membership category 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, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 43 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 20. Convening notices. Agenda

- 20.1** Convening notices for the General Assembly shall be notified to the Members and the members of the Executive Committee by the Director General via regular means of communication at least thirty (30) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be drafted by the Director General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the First Vice-President. If the President and the First Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the other Vice-President, as the case may be. If the President and the Vice-Presidents are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the Executive Committee.
- 20.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members and notified to the President at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Executive Committee of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.
- 20.3** No vote shall be cast regarding an item that is not listed on the agenda.
- 20.4** Each Member and each member of the Executive Committee 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 he/she/it disagrees, any Member present or represented and any member of the Executive Committee present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.



Article 21. Presence quorum. Voting majority. Votes

- 21.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted if at least twenty-five percent (25%) of the Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.
- 21.2** If at least twenty-five percent (25%) 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 20 of these Statutes, at least thirty (30) 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 paragraph 21.3.
- 21.3** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain a simple majority of the votes (i.e. they obtain the highest number of the votes cast by the Full Members present or represented) cast by the Full Members present or represented.
- 21.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member whose Representative is the President shall have the decisive vote and in its absence (whether represented or not), the Full Member whose Representative is the First Vice-President. If the Full Member whose Representative is the President and the Full Member whose Representative is the First Vice-President are both absent (whether represented or not), the Full Member whose Representative is the other Vice-President, if applicable, shall have the decisive vote. If the Full Member whose Representative is the President and the Full Members whose Representatives are the Vice-Presidents are all absent (whether represented or not), the Full Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.
- 21.5** The votes are issued by secret ballot unless a call out, or a show of hands is requested by at least one third (1/3) of the Full Members present or represented.

Article 22. Written/online procedure

- 22.1** Except for (i) the amendment of these Statutes, and (ii) the dissolution and liquidation of the Association, in exceptional cases and when the urgency of the matter so requires, the General Assembly may take decisions via written/online procedure.
- 22.2** For this purpose, [the President and the Director General, acting jointly, 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 Members and members of the Executive Committee, with request to the Full Members to vote on the proposals and to send their vote(s) back via regular means of

17/36



communication to the Association, or, if provided for by the Executive Committee, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

- 22.3** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the Full Members have sent their vote(s) back or submitted their vote(s) via an online platform, and (ii) if the items on the agenda have obtained at least a simple majority of the votes (i.e. it obtains the highest number of the votes cast by the Full Members having sent their vote(s) back or submitted their vote(s) via online platform) cast by the Full Members having sent their vote(s) back or submitted their vote(s) via an online platform, within the time limit. Blank votes, invalid votes and abstentions shall not be counted.
- 22.4** For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.
- 22.5** Decisions taken by written/online resolutions are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Executive Committee.

Article 23. Register of minutes

- 23.1** Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Director General to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.
- 23.2** The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

TITLE VII. EXECUTIVE COMMITTEE

Article 24. Composition

- 24.1.** The Association shall be administered by an Executive Committee composed of minimum seven (7) and maximum fifteen (15) members of the Executive Committee.
- 24.2.** Each member of the Executive Committee shall:
- (a) Be a Representative of a Full Member;
 - (b) Be:
 - (i) A member of the executive management body of the Full Member Association he/she represents; or
 - (ii) A shareholder, a managing director, or anyone holding a position/office of senior officer within the Full Member Company he/she represents;
 - (c) Have a good knowledge of English.

18/36



24.3. No more than one (1) member of the Executive Committee may be employed by or otherwise linked to the same Full Member.

24.4. As far as possible, the Executive Committee shall be composed as follows:

- (a) Four (4) members of the Executive Committee each being a Representative of a Full Member Association;
- (b) One (1) member of the Executive Committee being a Representative of a Full Member Company being primarily active in the following area: the manufacture, export, import, distribution, or maintenance of Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers or accessories for Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers (machines and components manufacturers);
- (c) One (1) member of the Executive Committee being a Representative of a Full Member Company being primarily active in the following area: the manufacture, export, import, distribution, or maintenance of payment systems, currency counting and/or sorting equipment, as well as Vending Machine management solutions;
- (d) One (1) member of the Executive Committee being a Representative of a Full Member Company being primarily active in the following area: the manufacture, export, import, or distribution of products used in, sold or intended for sale from Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers (ingredients, commodities and disposable product suppliers);
- (e) Four (4) member of the Executive Committee each being a member of a Full Member Association being primarily active in the following area: the operation of Vending Machines, Office Coffee Service machines and Point of Use Water Dispensers in the form of customer services or activities related to such services technical or otherwise, which are provided to employers, employees or to the general public (operators);
- (f) One (1) member of the Executive Committee being (i) a Representative of a Full Member Association, and (ii) in charge of the daily management of said Full Member Association;
- (g) One (1) member of the Executive Committee being a Representative of a Full Member Company representing members which are companies that manufacture or operate Office Coffee Service machines primarily active in the area described in 6.1(a)iv);
- (h) One (1) member of the Executive Committee being a Representative of a Full Member Company representing members which are companies that manufacture Point of Use Water Dispensers or filtration systems primarily active in the area described in 6.1(a)iv); and
- (i) One (1) member of the Executive Committee being a Representative of a Full Member Company representing members which are cup manufacturers companies primarily active in the area described in 6.1(a)iv(i).

24.5. The General Assembly shall elect the members of the Executive Committee. The term of office of the members of the Executive Committee is a three (3) years term, indefinitely renewable. Their mandate shall be non-remunerated. The Association shall not cover the expenses exposed by the members of the Executive Committee to attend the meetings of the Executive Committee or in general which occur in relation to their offices as member of the Executive Committee.



- 24.6.** Each Full Member Association may propose one (1) candidate member of the Executive Committee to the Executive Committee at least sixty (60) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Executive Committee will be elected. The Executive Committee shall inform the Full Members Associations as soon as a new election by the General Assembly is necessary. The Executive Committee, taking into account the criteria set out in paragraphs 24.2 to 24.4 of the present Article, shall draw up a list of all proposed candidate members of the Executive Committee. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Executive Committee will be elected. The list shall indicate for each proposed candidate member of the Executive Committee the criteria set out in paragraphs 24.2 to 24.4 of the present Article. If there is no list or an incomplete list of candidate members of the Executive Committee, the General Assembly may freely elect without any formality one or more member(s) of the Executive Committee out of the Representatives of the Full Members Associations. The detailed procedures for the election of members of the Executive Committee shall be determined in the internal rules, if any.
- 24.7.** Each Full Member Company may propose one (1) candidate member of the Executive Committee to the Executive Committee at sixty (60) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Executive Committee will be elected. The Executive Committee shall inform the Full Members Companies as soon as a new election by the General Assembly is necessary. The Executive Committee, taking into account the criteria set out in paragraphs 24.2 to 24.4 of the present Article, shall decide which of all the proposed candidate members of the Executive Committee will be included in the list of all proposed candidate members of the Executive Committee drawn up by the Executive Committee. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Executive Committee will be elected. The list shall indicate for each proposed candidate member of the Executive Committee the criteria set out in paragraphs 24.2 to 24.4 of the present Article. If there is no list or an incomplete list of candidate members of the Executive Committee, the General Assembly may freely elect without any formality one or more member(s) of the Executive Committee out of the Representatives of the Full Members Companies. The detailed procedures for the election of members of the Executive Committee shall be determined in the internal rules, if any.
- 24.8.** The mandate of a member of the Executive Committee terminates by expiry of his/her membership of the Executive Committee. The mandate of a member of the Executive Committee terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Executive Committee ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, or (iii) if the Full Member the member of the Executive Committee represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the member of the Executive Committee represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the member of the Executive Committee represents, has substantially modified its activities, or (vi) if a member of the Executive Committee does no longer meet the criteria set out in paragraphs 24.2 to 24.4 of the present Article.



- 24.9.** The mandate of a member of the Executive Committee also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Executive Committee at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Executive Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.
- 24.10.** If a member of the Executive Committee has failed to attend two (2) consecutive meetings of the Executive Committee, the Executive Committee may dismiss a member of the Executive Committee at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Executive Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Executive Committee and prior to the voting on the dismissal.
- 24.11.** The members of the Executive Committee 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 a member of the Executive Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Executive Committee, or dismissal, the member of the Executive Committee shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.
- 24.12.** If the mandate of a member of the Executive Committee ceases before its term, for whatever reason, the Executive Committee may freely appoint (by co-optation) a new member of the Executive Committee for the remainder of the term, provided that the member of the Executive Committee appointed (by co-optation) fulfils the criteria for the composition of the Executive Committee of the replaced member of the Executive Committee. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the member of the Executive Committee appointed (by co-optation). If the mandate of the member of the Executive Committee appointed (by co-optation) is confirmed by the General Assembly, said member of the Executive Committee shall complete the term of office of the replaced member of the Executive Committee, except if the General Assembly otherwise decides. If the mandate of the member of the Executive Committee appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said member of the Executive Committee will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Executive Committee until that date. In such a case the General Assembly may freely elect a new member of the Executive Committee provided that he/she fulfils the criteria set out in paragraphs 24.2 through 24.4 of the present Article.
- 24.13.** In case of termination of the mandate of a member of the Executive Committee for whatever reason, the member of the Executive Committee shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.
- 24.14.** The Executive Committee shall be chaired by the President. If the President is unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the First Vice-



President. If the President and First Vice-President are both unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the other Vice-President, as the case may be. If the President and the Vice-Presidents are all unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the oldest member of the Executive Committee (in age) present.

- 24.15.** The Executive Committee 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 Executive Committee.

Article 25. Powers

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

- 25.2.** The Executive Committee shall in particular have the following powers:

- (a) The transfer of the Association'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 Association's strategies and policies;
- (c) The general management and administration of the Association;
- (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 admission of new Members;
- (g) The acknowledgement of the resignation of a Member pursuant to Articles 10.2 to 10.3 of these Statutes;
- (h) The proposal of the exclusion of Full Members to the General Assembly;
- (i) The exclusion of Supportive Members;
- (l) The allocation and revocation of the title of Partner;
- (j) The election and dismissal of the President, the Vice-President(s), and the Treasurer;
- (k) The appointment and dismissal of the Director General, including the discharge to be given;
- (l) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Director General;
- (m) The proposal of the amount of the additional contributions to the General Assembly;
- (n) The proposal of the creation of a reserve/affected fund and the determination of the ways and means of contribution to the reserve/affected fund by each Member to the General Assembly;
- (o) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Director General, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (p) The adoption, the amendment and the revocation of the internal rules, if any;



- (q) The adoption of propositions to be submitted to the General Assembly; and
- (r) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Committee(s) and Working Group(s) and the overseeing of this/these.

25.3. Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Executive Committee shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

25.4. At any time, the Executive Committee may delegate in writing specific powers to one or more member(s) of the Executive Committee or other persons or bodies, with or without sub-delegation powers to the legal extent possible and for a limited time period.

Article 26. Meetings

26.1. The Executive Committee shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of at least half (1/2) of the members of the Executive Committee, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the First Vice-President. If the President and the First Vice-President are both unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the other Vice-President, as the case may be. If the President and the Vice-Presidents are all unable or unwilling to convene the Executive Committee, the Executive committee shall be convened by the oldest member of the Executive Committee (in age).

Article 27. Proxies

27.1. Each member of the Executive Committee shall have the right, via regular means of communication, to give a proxy to another member of the Executive Committee, to be represented at a meeting of the Executive Committee. No member of the Executive Committee may hold more than two (2) proxies.

Article 28. Convening notices. Agenda

28.1. Convening notices for the Executive Committee shall be notified to the members of the Executive Committee by the Director General via regular means of communication at least fifteen (15) calendar days before the meeting of the Executive Committee. The convening notices shall mention the date, time and place of the meeting of the Executive Committee. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Executive Committee shall be drafted by the Director General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the



agenda shall be adopted by the First Vice-President. If the President and the First Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the other Vice-President, as the case may be. If the President and the Vice-Presidents are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Executive Committee (in age).

- 28.2.** Each member of the Executive Committee shall have the right to propose an additional item to be included on the agenda of the Executive Committee, 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 members of the Executive Committee of the additional item(s) on the agenda of the Executive Committee via regular means of communication at least three (3) calendar days before the meeting of the Executive Committee.
- 28.3.** No vote shall be cast regarding an item that is not listed on the agenda.
- 28.4.** Each member of the Executive Committee shall have the right, before, during or after a meeting of the Executive Committee, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Executive Committee present or represented at a meeting of the Executive Committee shall be considered to have been regularly convened to this meeting.

Article 29. Presence quorum. Voting majority. Votes

- 29.1.** Unless otherwise stipulated in these Statutes, the Executive Committee shall be validly constituted when at least (i) two-thirds (2/3) of the members of the Executive Committee and (ii) the President or the First Vice-President or, as the case may be, the other Vice-President are present or represented. In any case, the Executive Committee shall always be constituted of at least two (2) members of the Executive Committee present.
- 29.2.** If at least (i) two-thirds (2/3) of the members of the Executive Committee and (ii) the President or the First Vice-President or, as the case may be, the other Vice-President are not present or represented at the first meeting, a second meeting of the Executive Committee may be convened pursuant to Article 28 of these Statutes, at least seven (7) calendar days after the first meeting of the Executive Committee. The second meeting of the Executive Committee shall validly deliberate irrespective of the number of members of the Executive Committee present or represented, in accordance with the voting majority stipulated in the third paragraph of the present Article.
- 29.3.** Unless otherwise stipulated in these Statutes, decisions of the Executive Committee shall be validly adopted if they obtain a simple majority of the votes (i.e. it obtains the highest number of the votes cast by the members of the Executive committee present or represented) cast by the members of the Executive committee present or represented. Each member of the Executive Committee shall have one (1) vote.
- 29.4.** 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 his/her absence (whether represented or not), the First Vice-

24/36



President. If the President and the First Vice-President are both absent (whether represented or not), the other Vice-President, as the case may be, shall have the decisive vote. If the President and the Vice-Presidents are all absent (whether represented or not), the oldest member of the Executive Committee (in age) present shall have the decisive vote.

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

Article 30. Written/online procedure

- 30.1.** When the urgency of the matter so requires, the Executive Committee may take decisions via written/online procedure.
- 30.2.** For this purpose, the Director General, upon request of the President or two (2) members of the Executive Committee, 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 members of the Executive Committee, with request to the members of the Executive Committee to vote on the proposals and to send their vote(s) back via regular means of communication to the Association or, if provided for by the Director General, by submitting their votes via an online platform, and within the time limit mentioned in the notice.
- 30.3.** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Executive Committee have sent their vote(s) back or submitted their vote(s) via an online platform, and (ii) if the items on the agenda have obtained at least a simple majority of the votes (i.e. it obtains the highest number of the votes cast by the members of the Executive Committee having sent their vote(s) back or submitted their vote(s) via online platform) cast by the members of the Executive Committee having sent their vote(s) back or submitted their vote(s) via an online platform, within the time limit. Blank votes, invalid votes and abstentions shall not be counted.
- 30.4.** For the purpose of the present Article, members of the Executive Committee are not allowed to grant proxies to other members of the Executive Committee.
- 30.5.** Decisions taken by written/online procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Executive Committee.

Article 31. Register of minutes

- 31.1.** Minutes shall be drawn up at each meeting of the Executive Committee. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Director General to the members of the Executive



Committee. The register of minutes shall be kept at the registered office of the Association where all members of the Executive Committee may consult it, without, however, displacing it.

- 31.2.** The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

TITLE VIII. PRESIDENT, VICE-PRESIDENT(S), AND TREASURER

Article 32. Election and function of the President, Vice-President(s), and Treasurer

- 32.1.** The Executive Committee shall elect a President, at least one (1) Vice-President and up to two (2) Vice-Presidents, and a Treasurer amongst the members of the Executive Committee. The Executive Committee shall appoint amongst the Vice-Presidents who will be the First Vice-President. The President, Vice-President(s), and Treasurer shall be three (3) or, as the case may be, four (4) distinct members of the Executive Committee. Their mandate shall be non-remunerated. Their term of office is a three (3) years term, indefinitely renewable.
- 32.2.** Each new President, Vice-President(s), or Treasurer who is elected by the Executive Committee to replace a President, Vice-President(s), or Treasurer, whose mandate has terminated before the expiry of his/her term, shall only be elected for the remainder of the term of the President, Vice-President(s), or Treasurer being replaced.
- 32.3.** The mandate of the President, the Vice-President(s), and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their membership of the Executive Committee.
- 32.4.** The Executive Committee may further dismiss the President as President, the Vice-President(s) as Vice-President(s), and the Treasurer as Treasurer at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President, Vice-President, or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Executive Committee and prior to the voting on the dismissal. The concerned President, Vice-President, or Treasurer shall not participate in the deliberation of the Executive Committee regarding such decision or action, and also not to the relevant voting.
- 32.5.** The President, Vice-President(s), and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Executive Committee. In case of the end of the mandate of the President, the Vice-President, or the Treasurer for whatever reason, except the cases of automatic termination of the membership of the Executive Committee, or dismissal, the President, Vice-President(s), or Treasurer as the case may be shall continue performing the duties of his/her office until the Executive Committee has provided in his/her replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.



- 32.6.** In case of termination of the mandate of the President, the Vice-President(s), or the Treasurer for whatever reason, the President, Vice-President(s), or Treasurer as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 33. Powers of the President, Vice-President(s), and Treasurer

- 33.1.** The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:
- (a) Adopting the agenda of the meetings of the General Assembly and the Executive Committee drafted by the Director General;
 - (b) Presiding the meetings of the General Assembly and the Executive Committee;
 - (c) Signing and approving the minutes of the meetings of the General Assembly and the Executive Committee;
 - (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
 - (e) In the event of a tie vote, having the casting vote within the Executive Committee.
- 33.2.** The Vice-President(s) shall have the powers specifically reserved for him/her/them by these Statutes. As a general rule, the First Vice-President shall replace the President in his/her absence and in the absence of both the President and the First Vice-President, the other Vice-President shall replace them.
- 33.3.** The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Executive Committee. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Executive Committee.

TITLE IX. COMMITTEE(S) AND WORKING GROUP(S)

Article 34. Committee(s) and Working Group(s)

- 34.1.** The Executive Committee may establish and delegate tasks to one or more Committee(s) and Working Group(s). The Committee(s) and Working Group(s) shall have a supporting role to the Executive Committee on specific issues. The Executive Committee shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Committee(s) and Working Group(s).
- 34.2.** The Committee(s) and Working Group(s) may be composed of non-Members and Representatives of Members who (i) must be experts in the respective fields covered by the Committee(s) and Working Group(s) concerned and (ii) are able to substantially contribute to support the Executive Committee.
- 34.3.** The Committee(s) and Working Group(s) shall not represent the Association vis-à-vis third parties.

27/36



- 34.4.** The Committee(s) and Working Group(s) shall always act under the responsibility of the Executive Committee and shall report periodically to Executive Committee on its/their activities, and/or at the request of the Executive Committee.
- 34.5.** The Committee(s) and Working Group(s) 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 Committee(s) and Working Group(s).

TITLE X. DIRECTOR GENERAL

Article 35. Appointment and function of the Director General

- 35.1.** The Executive Committee shall appoint a natural person or legal entity, not being a member of the Executive Committee, not being a Representative and not being employed or otherwise linked to a Member, as Director General. His/her/its office may be remunerated. When a legal entity is appointed as Director General, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission of Director General in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Director General. The Director General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the President and the Treasurer.
- 35.2.** The mandate of the Director General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Director General 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.
- 35.3.** Unless otherwise agreed, the Executive Committee may dismiss the Director General at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 35.4.** The Director General is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Executive Committee, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Director General for whatever reason, except the cases of automatic termination of the mandate of the Director General or dismissal, the Director General shall continue performing the duties of his/her/its office until the Executive Committee has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 35.5.** In case of the end of the mandate of the Director General for whatever reason, the Director General shall have no claims for compensation on the Association or for its assets, without



prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

- 35.6.** The Director General shall be a permanent observer at all the bodies of the Association, 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 Director General.
- 35.7.** Notwithstanding the above paragraph, the President may decide that the Director General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Executive Committee.

Article 36. Powers of the Director General

- 36.1.** The Director General shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Director General shall have the following powers:
- (a) The daily management of the Association, within the approved budget;
 - (b) The recruitment of new Members;
 - (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
 - (d) In cooperation with the President, the coordination and the organisation of the meetings of the Executive Committee;
 - (e) The delegation of tasks to the secretariat of the Association and the overseeing of it;
 - (f) Submitting the applications for admission to membership to the Executive Committee;
 - (g) The proposal of the amount of the membership fees and the calculation method of the membership fees to the Executive Committee;
 - (h) Executing the decisions of the Executive Committee;
 - (i) Sending the convening notices of the General Assembly and the Executive Committee;
 - (j) After consultation with the Treasurer, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Executive Committee for finalisation and approval;
 - (k) The hiring and the dismissal of the employees of the secretariat of the Association;
 - (l) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
 - (m) Ensuring the public relations of the Association, particularly regarding communication with third parties.
- 36.2.** The Director General shall always act under the responsibility of the Executive Committee and within the approved budget. The Director General shall report periodically to the Executive Committee on his/her/its actions and activities, and/or at the request of the Executive Committee.
- 36.3.** At any time, the Director General may delegate in writing specific powers to one or more other person(s) or body/ies, with or without sub-delegation powers to the legal extent possible and for a limited time period.



TITLE XI. LIABILITY

Article 37. Liability

- 37.1.** The members of the Executive Committee, the President, the Vice-President(s), the Treasurer, and the Director General are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.
- 37.2.** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 38. External representation of the Association

- 38.1.** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by (i) the President and the Director General, acting jointly, (ii) the President and one (1) member of the Executive Committee, acting jointly, or (iii) the Director General and one (1) Vice-President, acting jointly.
- 38.2.** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Director General, acting alone.
- 38.3.** None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.
- 38.4.** In addition, the Association 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 the Executive Committee, the President and the Director General, acting jointly, the President and one (1) member of the Executive Committee, acting jointly, or the Director General and one (1) Vice-President, acting jointly, or, within the framework of daily management, by the Director General, acting alone.

TITLE XIII. INTERNAL RULES AND PROCEDURES

Article 39. Internal rules and procedures

- 39.1.** To detail and complete the provisions of these Statutes, the Executive Committee may adopt, amend and/or revoke internal rules.
- 39.2.** To date, no internal rules and regulations have been adopted.



39.3. The Executive Committee is further entitled to adopt Executive Committee internal procedures and any other kind of statement that falls within the scope of its powers.

TITLE XIV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

Article 40. Financial year

40.1. The financial year of the Association shall run from 1 January to 31 December.



Article 41. Annual Accounts. Budget

- 41.1.** The Executive Committee shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.
- 41.2.** Each year, within six (6) months following the end of the financial year, the Executive Committee shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.
- 41.3.** The draft annual accounts and the draft budget shall be circulated amongst all Members at least thirty (30) calendar days before the Ordinary General Assembly.

Article 42. Auditing of the annual accounts

- 42.1.** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.
- 42.2.** If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.
- 42.3.** The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XV. AMENDMENTS TO THESE STATUTES

Article 43. Amendments to these Statutes

- 43.1.** The General Assembly can validly decide on amendments to these Statutes only if (i) at least twenty-five percent (25%) of the Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of seventy-five percent (75%) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member whose Representative is the President shall have the decisive vote and, in its absence, (whether represented or not), the Full Member whose Representative is the First Vice-President. If the Full Member whose Representative is the President and the Full Member whose Representative is the First Vice-President are both absent (whether represented or not), the Full Member whose Representative is the other Vice-President, as the case may be, shall have the decisive vote. If the Full Member whose Representative is the President and the Full Members whose Representatives are Vice-Presidents are all absent (whether represented or not), the Full Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.



- 43.2.** If at least twenty-five percent (25%) 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 20 of these Statutes, at least thirty (30) 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 Members present or represented, in accordance with the voting majority stipulated in paragraph 43.1 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 present.
- 43.3.** The main terms of any proposal to amend these Statutes 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 members of the Executive Committee.
- 43.4.** The date on which the amendments to these Statutes shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.
- 43.5.** 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 XVI. DISSOLUTION. LIQUIDATION

Article 44. Dissolution. Liquidation

- 44.1.** The General Assembly can validly decide on amendments to these Statutes if (i) at least twenty-five percent (25%) of the Full Members are present or represented and (ii) the decisions to dissolve obtains at least a majority of seventy-five percent (75%) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member whose Representative is the President shall have the decisive vote and in its absence (whether represented or not), the Full Member whose Representative is the First Vice-President. If the Full Member whose Representative is the President and the Full Member whose Representative is the First Vice-President are both absent (whether represented or not), the Full Member whose Representative is the other Vice-President, as the case may be, shall have the decisive vote. If the Full Member whose Representative is the President and the Full Members whose Representatives are Vice-Presidents are all absent (whether represented or not), the Full Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.
- 44.2.** If at least twenty-five percent (25%) 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 20 of these Statutes, at least thirty (30) 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 Members present or represented, in accordance with the voting majority stipulated in



paragraph 44.1 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 present.

- 44.3.** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Executive Committee.
- 44.4.** Upon the dissolution and liquidation of the Association, 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 his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Executive Committee shall be deemed to be jointly in charge of the Association's liquidation.
- 44.5.** The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose.

TITLE XVII. VARIA

Article 45. Definitions

45.1. For the purpose of the present Statutes:

- (a) "Vending Machine" is defined as a device aimed for the self-service sale or provision of goods and/or services that can be operated by entering a coin, a bank note, a token, a chip or other card/key or by other command. This definition does not cover entertainment and gambling machines;
- (b) "Office Coffee Service" is defined as a device aimed for the self-service of hot drinks at the workplace mainly without payment system; and
- (c) "Point of Use (PoU) Water Dispenser" is defined as a device connected to the main water supply of a building and which delivers filtered water for self-service.

Article 46. Notifications

46.1. 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 47. Computation of time

- 47.1.** 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) thirty (30) calendar days; 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 48. Abstentions

- 48.1.** 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 49. Varia

- 49.1.** 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. 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 Association, these Statutes shall prevail.
- 49.2.** Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Executive Committee to do so. Members shall have no claim on the Association’s assets.
- 49.3.** For the performance of their duties, members of the Executive Committee may elect domicile at the registered office of the Association.
- 49.4.** The business of the Association 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 50. Transitional provisions

- 50.1.** In accordance with Article 24.5 of these Statutes, the mandate of the members of the Executive Committee in office when these Statutes will be approved and adopted by the General Assembly shall be extended to a three (3) years term instead of a two (2) years term as initially decided by the General Assembly.



- 50.2.** In accordance with Article 32.1 of these Statutes, the mandate of the President, the Vice-Presidents and the Treasurer in office when these Statutes will be approved and adopted by the General Assembly shall be extended to a three (3) years term instead of two (2) years as initially decided by the Executive Board.

