UNIVERSITÉ
PARIS
SCIENCES
& LETTRES

Conseil d'Administration

Université Paris Sciences et Lettres

DELIBERATION N°16/2026
Approbation de la création de l'Association EELISA et de ses statuts

Le Conseil d'administration de l'Université PSL
dans sa séance du 25 juin 2026

Vu le code de la recherche ;

Vu le code de l'éducation ;

Vu l'ordonnance n° 2018-1131 du 12 décembre 2018 relative à l'expérimentation de nouvelles formes de rapprochement, de regroupement ou de fusion des établissements d'enseignement supérieur et de recherche ;

Vu le décret n° 2019-1130 du 5 novembre 2019 portant création de l'Université Paris sciences et lettres (Université PSL) et approbation de ses statuts ;

Vu le décret n° 2025-63 du 23 janvier 2025 portant adhésion de nouveaux établissements- composantes à l'Université Paris sciences et lettres (Université PSL) et modifiant ses statuts ;

Vu les statuts modifiés de l'Université Paris sciences et lettres ;

Vu le règlement intérieur de l'Université Paris sciences et lettres ;

Vu la désignation du Président de l'Université PSL, El Mouhoub Mouhoud, par délibération n °48/2024 du 17 décembre 2024 ;

DECIDE

Article 1 :

Le Conseil d'Administration approuve la création de l'Association EELISA et le projet de statuts ci-après annexé.

Article 2 :

Le Conseil d'Administration autorise le Président à finaliser lesdits statuts.

38 voix « pour », *0 voix « contre »,* *0 abstention,*

Le Président
Professeur El Mouhoub MOUHOUD

Voies et délais de recours :
La présente délibération peut faire l'objet, dans un délai de deux mois à compter de sa publication sur le site internet, d'un recours gracieux devant le Président de l'Université PSL, adressé au 60 rue Mazarine 75006 Paris, ou d'un recours contentieux devant le tribunal administratif de Paris, adressé au 7 Rue de Jouy 75004 Paris.

38 membres présents ou représentés sur 41 membres en exercice

EELISA Governing Board

Hosted by Universidad Politécnica de Madrid (UPM)

20-21 May 2026 – Madrid, Spain – DOC 4.2 – For Approval

ARTICLES OF ASSOCIATION

TITLE 1: NAME, LEGAL FORM, REGISTERED OFFICE, OBJECTS, ACTIVITIES, DURATION

Article 1. Name. Legal form

An international non-profit association is hereby constituted under the name of "**EELISA Central**" (hereinafter, the **Association**).

All legal instruments, invoices, announcements, publications, letters, order forms, websites and other documents, in electronic form or otherwise, from the international non-profit association must mention its name, immediately preceded or followed by the words "association internationale sans but lucratif" (international non-profit organization) or the acronym "AISBL" (iNPO), its company number, the address of its registered office, the words "registre des personnes morales" (Register of Companies) or the abbreviation "RPM" (RoC), followed by an indication of the court with jurisdiction for the registered office and the electronic address and website of the Association, if any.

This Association is governed by Book 10 of the Belgian Code of Commercial Companies and Associations.

Article 2. Registered office

The registered office of the Association is established in the Brussels-Capital Region.

It may be transferred to any other location in Belgium by decision of the General Assembly, subject to compliance with the legal provisions governing the use of official languages in Belgium.

Article 3. Not-for-profit object. Activities

3.1. Introduction

At the moment of the creation of the Association, the European Engineering Learning Innovation and Science Alliance (EELISA) brings together 10 diverse European higher education institutions, united in their mission to advance education, research, and innovation for a more inclusive, digital, and sustainable society. The alliance is developing a shared inter-university campus that integrates joint educational programmes, mobility opportunities, collaborative research and innovation projects, and initiatives supporting micro-credentials and lifelong learning.
Through these coordinated efforts, EELISA strengthens its societal impact by addressing global challenges, engaging with communities and industry, and contributing to policy development. All activities are supported by centralized structures and shared services across the alliance, ensuring effective collaboration and long-term sustainability.

3.2. Object

The Association shall pursue the following non-profit goals of international utility:

- to act as a joint service centre and Secretariat of the EELISA Alliance;
- to foster the long-term development, coordination, and operational capacity of the EELISA Alliance as an European University;- to strengthen cooperation among partner universities by providing shared services and operational support, enabling efficient and scalable joint activities; to act as a centre of expertise for European collaboration, facilitating the implementation of joint education, research, and innovation along with service to society activities across the EELISA Alliance;
- to enhance the visibility, outreach, and impact of EELISA Alliance at European and global level;
- to facilitate dialogue, cooperation, and representation of the EELISA Alliance with European institutions, other alliances, and external stakeholders;
- to contribute to the development of innovative models of higher education, including joint programmes, micro-credentials, and future European degrees.
- to contribute to the development and management of new projects and grants opportunities for the Alliance

This is hereinafter referred to as the **Object**.

3.3. **Activities**

To achieve its goals, the Association intends to operate as an enabling structure, providing services and support to its members and associated members.

To this end, the Association may develop or undertake, alone or in conjunction with third parties, directly or indirectly, all activities relating, directly or indirectly, to its Object.

The Association may, in particular, develop or undertake the following activities listed non-exhaustively:

- manage joint resources and projects;
- support education and training;
- support research and innovation;
- provide Digital Infrastructure and Operational Support;
- develop Communication, Outreach and Stakeholder Engagement;
- develop External Cooperation and Strategic Development;
- assist the coordination institutions and consortia of the projects from which the Association will receive funding and to which it will provide services.

The Association may carry out any activities directly or indirectly related to its object, including entering into partnerships, managing resources, providing services, and leasing, renting, acquiring, holding, or disposing of offices, premises, or other spaces necessary for the pursuit of its purpose, insofar as these contribute to the achievement of its non-profit objectives.

Article 4. Duration

The Association is established for an indefinite period.

TITLE 2: MEMBERS

Article 5. Definition

5.1. Composition

The Association shall comprise two categories of Members: **Full Members** and **Associated Members**. In the remainder of these articles of association, the term “Members” shall be understood as covering both categories, unless otherwise specified by the qualifier “Full” or “Associated”.

5.2. Full Members

The following legal entities are eligible as Full Members of the Association: Universities part of the EELISA Alliance.

They are represented by their Rector, Director or President, or their delegate.

The Association shall always have a minimum of two Full Members.

This category includes:

a. The Founding Members, which are Universities part of the EELISA Alliance, at the creation of the - Association;

Universities that may join the - Association in the future.

5.3. Associated Members

Any natural person, legal entity, or organisation supporting the purposes of the Association, may be accepted as an Associated Member of the Association.

Associated Members shall have only the rights and obligations set forth in these articles of association, without voting rights.

Article 6. Rights and obligations

The Members shall enjoy all rights, including taking part in the activities of the Association in accordance with the rules, if any, established by the General Assembly and voting rights (except for the Associated Members), established in these Articles of Association.

The Members shall not be liable for the obligations of the Association.

The Members shall expressly adhere to these Articles of Association and to the bylaws, if any, and shall pay the membership fees when set by the General Assembly, as well as any entry fees, in accordance with Article 26 of these Articles of Association.

Article 7. Admission to membership

7.1. Application for membership

All official applications for membership must be sent to the Chair, with a copy to the Managing Officer, by post or by any other means of written communication (including e-mail).

7.2. Eligibility

After having checked that all the criteria for admission to membership have been met, the Chair shall submit the application to the next General Assembly. Membership is granted by the General Assembly on the basis of a unanimous vote by the Members present or represented and subject, where applicable, to payment in advance of the membership fees, contributions and entry fees.

Article 8. Resignation. Exclusion

8.1. Resignation

Members are free to resign from the Association at any time by giving written notice to the Chair, with copy to the Managing Officer, by recorded-delivery letter or any other means of written communication with acknowledgement of receipt (including e-mail), at least six (6) months before 31st December of each year. The resignation shall take effect on 31st December of the current financial year. The Member shall therefore continue to have membership and be liable for its obligations vis-à-vis the Association, including for the payment of membership fees, contributions and entry fees, up to the end of the current financial year in accordance with Article 8.3 of these Articles of Association. If the written notice is sent less than six (6) months before 31st December, the resignation shall take effect on 31st December of the next financial year. The Member shall therefore continue to have membership and be liable for its obligations vis-à-vis the Association, including for the payment of membership fees, contributions and entry fees, up to the end of the next financial year.

8.2. Exclusion

8.2.1. A Member may be excluded from membership, on proposal by the Administrative Organ to the General Assembly, under a resolution of the General Assembly passed by a majority of three-quarters (75%) of the votes cast by the Members present or represented, if that Member: (i) does not comply duly, fully or in a timely manner with the Articles of Association, the bylaws, if any, or resolution validly passed by the Association's governing bodies; or (ii) ceases to satisfy the definition of a Member as set out in Article 5 of these Articles of Association; or (iii) is in temporary administration or the subject of insolvency proceedings of a similar nature under the laws of any jurisdiction (the temporary administration, insolvency, compulsory reorganisation, dissolution, liquidation, or insolvency proceedings involving a legal entity affiliated to a Member qualify that Member for exclusion); or iv) for any other reasonable cause. The resolution to exclude a Member shall be passed by the General Assembly. It has immediate effect.

8.2.2 Prior to the exclusion, the Chair or, in his/her absence, th Managing Officer, shall communicate in writing to the Member concerned the information relevant to the exclusion as soon as possible, and at least fifteen (15) calendar days before the General Assembly, and shall invite the Member to that General Assembly. The Member concerned shall then be granted time to remedy definitely the consequences of the breach(es) that led to the proposal of exclusion and shall have the right to present its defence at the General Assembly prior to votes being cast on the exclusion. The Member concerned is prohibited from voting on the proposal for exclusion. Resolutions of the General Assembly on the exclusion of a Member are final and absolute and must state the grounds on which they are based. All the rights of the Member concerned by the exclusion procedure are suspended from the date on which the Administrative Organ makes the proposal for exclusion, in accordance with Article 8.2.1, until the resolution of the General Assembly is passed.

8.3 Cessation of membership

A Member who, in whatever way and for whatever reason, ceases to be a Member of the Association shall (i) continue to be liable for its obligations vis-à-vis the Association, including the payment of membership fees, contributions and entry fees, until the end of the financial year in which the termination of membership comes into effect; (ii) have no claim for compensation against the Association or its assets (including but not limited to, its intangible assets, real property, materials, equipment, etc.); (iii) cease forthwith to hold itself out as a Member of the Association in any manner whatsoever; (iv) on first written request by the Chair, promptly cease to use all assets owned by the Association that are in its possession and have been provided by the Association; and (v) cease to access the online portal of the Association.

TITLE 3: GOVERNING STRUCTURE

Article 9. Governing Structure

The Association has the following governing structure:

- The General Assembly
- The Administrative Organ.

The Association has the following roles:

- The President of the General Assembly;
- The Chair of the Administrative Organ;
- The Treasurer;
- The Managing Director (Officer delegated to the day-to-day management)

TITLE 4: GENERAL ASSEMBLY

Article 10. Powers

The General Assembly is the supreme governing body of the Association.

The General Assembly shall have the powers specifically conferred on it by law or under these Articles of Association.

The General Assembly shall:

- Determine the overall policy of the Association;
- Approve the budget and annual accounts;
- Approve the strategic three-year plans and annual programmes

- Decide on affiliation contracts with other associations;
- Decide on the admission or exclusion of Members;
- Adopt Internal Rules (Bylaws) and decide, where appropriate, on the membership fees, if any, contributions and entry fees, in accordance with Article 26 of these Articles of Association;
- Decide on and approve any amendments to the articles of association statutes
- Elect the Members of the Administrative Organ;
- Supervise the Administrative Organ and/or delegate tasks to that Board;
- Elect the Chair of the Association;
- Appoint or dismiss the Managing Officer, upon terms and conditions which it shall determine;
- Oversee the work of the Managing Officer;
- Delegate tasks to the Managing Officer;
- If necessary, elect statutory auditors and determine their remuneration;
- Grant discharge annually to the Members of the Administrative Organ, the Managing Officer and to the statutory auditor(s), if any;
- Decide on the dissolution of the Association, the destination of the net assets of the Association in the event of dissolution and the appointment of one or more liquidators;
- Undertake any other actions deriving from the law or the statutes;

Article 11. Composition. Right to vote. Proxies

11.1 The General Assembly shall be composed of all Full Members, represented by their Rector, Director or President. Each Member shall have a single vote.

11.2 A Rector, Director or President unable to attend a meeting may be represented by a delegate on the basis of a written proxy to any individual within the Member institution.

11.3 The absent Member may take part in and vote at a meeting by conference call or video conferencing, as set out in Article 12 of these Articles of Association.

11.4 Associated Members may attend the General Assembly and participate in the discussions; they shall, however, have no voting rights and shall not be counted for the purposes of quorum or majority calculations.

Article 12. Convening of meetings

12.1 The General Assembly shall convene at least once a year.

12.2 The General Assembly is chaired by the President of the General Assembly, who shall be the Rector or the President of the hosting academic institution, on a rotational basis.

12.3 The General Assembly convened to approve the annual accounts, budget and grant discharge shall be held within six (6) months of the close of the financial year (the Ordinary General Assembly).

12.4 General Assemblies shall be convened by the Chair or his/her representative at the prior written request of the Chair (or in his/her absence, the Managing Officer or, on the latter's absence, two Members of the Administrative Organ), by post or by any other means of written communication (including e-mail) at least fifteen (15) calendar days before the meeting is due to convene. The convening notices shall be sent by the Chair or his/her representative to the Members and shall specify the date, time and location of the meeting.

12.5 All meetings must have an agenda, to be sent by the Chair, or his/her representative, to the Members at least fifteen (15) calendar days before the meeting is due to convene. The agenda shall be drawn up by the Chair, or his/her representative and shall include the proposals, if any, put forward by the Administrative Organ. Before circulating the agenda, the Chair, or his/her representative, shall have consulted the Members and included their motions, if any, on the agenda.

12.6 The Members of the Administrative Organ and the Managing Officer must also be convened and shall have the right to attend all General Assemblies. If authorised or requested by the President of the General Assembly they may express their advisory opinions, and do not have the right to vote.

The Chair may invite third parties to attend a General Assembly. Such third parties may attend if so decided by the Full Members present or represented at that meeting. If authorised or requested by the President of the General Assembly, these third parties may express their advisory opinions. They do not have the right to vote.

Article 13. Quorum. Voting

13.1. Quorum

A General Assembly shall be validly constituted if at least half (50%)

of the Full Members are present or represented.

A duly convened General Assembly shall be validly held if all or some of the Full Members, while not physically present, take part in the deliberations by any means of telecommunication that allow them to hear and speak to each other directly, such as through a conference call or video conferencing. Where this is the case, the Full Members shall be deemed to be present.

13.2. Majority requirements

Unless otherwise specified in the Articles of Association, resolutions of the General Assembly shall be validly passed by a majority of the votes cast by the Full Members present or represented. The Chair has a casting vote in the event of a tie.

No resolution may be passed on any item not on the agenda circulated unless all the Full Members are present at the General Assembly and unanimously decide otherwise.

Resolutions to amend these Articles of Association may only be passed with the unanimity of the votes cast by the Full Members present or represented at the General Assembly.

In the case of a motion to amend these Articles of Association, the text of the amendment must be appended to the agenda of the General Assembly convened to deliberate on this matter. Amendments to the Articles of Association may be subject to additional requirements imposed under the Belgian Code of Commercial Companies and Associations.

Article 14. Register of minutes

Minutes shall be drawn up by the Chair, or the Managing Officer or the Chair’s representative, for each General Assembly and be submitted for approval to the Members by e-mail within sixty (60) calendar days of the General Assembly concerned.

The minutes shall then be signed by the Chair and sent by the latter, or his/her representative, to each Member. The minutes shall be held in a register of minutes at the registered office of the Association, where they may be consulted by all the Members and Members of the Administrative Organ.

Article 15. Written decision-taking procedure

With the exception of the decisions and resolutions that must be passed by notarial deed, the Full Members may adopt all decisions and resolutions falling to the General Assembly in writing or by electronic means.

Votes relating to the admission or exclusion of Members may also be cast by electronic means.

To this end, the Chair, or his/her representative, shall send a circular letter - by e-mail or any other data medium - providing the agenda, presenting the motions put forward to all the Full Members and statutory auditor(s), if any, and asking the Full Members to approve the motions and to duly sign and return the circular letter, as appropriate, within the time limit specified therein, to the Chair of the Association. The motions shall not be carried if the Association is not in receipt of approvals constituting the requisite majority of the Full Members on all items on the agenda within the deadline set in adopting the written procedure for this purpose.

TITLE 5: ADMINISTRATIVE ORGAN

Article 16. Powers

The Association shall be administered by an administrative body called the Administrative Organ. The Administrative Organ shall enjoy all the powers necessary to achieve the Association's object, with the exception of those powers specifically conferred on the General Assembly by law or under these Articles of Association. It shall, *inter alia*, have the following powers:

- Implementation of the resolutions of the General Assembly and performance and execution of the tasks delegated to it by the General Assembly;
- Following the close of each financial year, draw up the annual financial statements for the past financial year and a proposed budget for the next year, to be presented to and adopted at the Ordinary General Assembly;
- Approve decisions about staff and personnel;
- Drawing up the bylaws to be approved by the General Assembly;
- Setting up all committees, groups and working parties required, with the agreement of the General Assembly, in accordance with Article 25 of these Articles of Association;

- Putting proposals to the General Assembly and adding items to the agenda of a General Assembly;
- Drafting the annual and multi-annual financial and strategic plans.

Article 17. Composition. Appointment. Resignation. Removal from office. Remuneration

17.1. **Composition. Appointment. Remuneration**

17.1.1 There shall be five Members of the Administrative Organ (3 regular members, the Chair and the Treasurer).

17.1.2 Members of the Administrative Organ must be natural persons. Candidates Members of the Administrative Organ have to be nominated by the Rector or the President of a Full Member of the Association. There is a maximum of one Member of the Administrative Organ linked to one academic institution.

17.1.3 Each Member of the Administrative Organ may seek nomination for appointment by the General Assembly.

The name(s) of the proposed applicant(s) shall be indicated in the agenda for the General Assembly. The principle of gender parity between women and men applies whenever possible.

17.1.4 Members of the Administrative Organ elected by the General Assembly shall be appointed for a two-year (2) term, renewable once. The Chair must be elected as Member of the Administrative Organ.

17.1.5 The office of the Members of the Administrative Organ shall not be remunerated unless otherwise decided by the General Assembly.

17.1.6 The General Assembly shall also elect the Treasurer of the Association from among the five Members of the Administrative Organ of the Association. The Treasurer shall have the duty to oversee the financial affairs of the Association, ensure the proper maintenance of accounts, prepare the annual budget and financial report in collaboration with the Managing Officer, and present them to the Administrative Organ and the General Assembly for approval. The Treasurer shall also monitor compliance with all applicable financial and tax obligations in accordance with Belgian law.

17.2. **Resignation**

17.2.1. Members of the Administrative Organ are free to resign from their offices at any time by giving written notice to the Chair, with a copy to the Managing Officer, by recorded-delivery letter or any other means of written communication with acknowledgement of receipt (including e-mail).

17.2.2. Any Member of the Administrative Organ who ceases to hold his/her office as Rector, President, Vice-Rector or equivalent function is irrefutably deemed to have resigned on the date on which the office concerned ceases.

17.3. **Revocation**

17.3.1. Any Member of the Administrative Organ may be removed from his/her office as Member of the Administrative Organ for any reasonable cause by resolution of the General Assembly passed by a majority of three-quarters (75%) of the votes cast by the Members present or represented.

17.3.2. Before the Member of the Administrative Organ is removed from office, the Chair shall communicate in writing to the Member of the Administrative Organ concerned the information relevant to the removal from office as soon as possible and at least fifteen (15) calendar days before the General Assembly and shall invite the Member of the Administrative Organ to the General Assembly that will decide on the removal. The Member of the Administrative Organ concerned is entitled to present his/her defence at the General Assembly before votes are cast on his/her removal from office. Resolutions of the General Assembly on the removal of a Member of the Administrative Organ from office are final and absolute and must state the grounds on which they are based. All the rights of the Member of the Administrative Organ concerned shall be suspended from the date on which the Chair communicates in writing to the Director concerned the relevant information on the removal from office and until a resolution is passed by the General Assembly which has immediate effect.

The General Assembly shall replace the Member of the Administrative Organ removed from office as soon as possible after the date of removal.

Article 18. Convening of meetings.

18.1 The Administrative Organ shall convene as required in the interests of the Association and at least once a year. Its meetings shall be chaired by the Chair, or the eldest Member of the Administrative

Organ if the Chair is unable to attend. The Administrative Organ shall be convened by the Chair, or his/her representative, if applicable at the prior written request of at least two Members of the Administrative Organ, by post or by any other means of written communication (including e-mail) at least fifteen (15) calendar days before the meeting is due to convene. Notices convening meetings shall contain the date, time and location of the meeting.

18.2 All Administrative Organ meetings must have an agenda that must be circulated to the Members of the Administrative Organ at least fifteen (15) calendar days prior to the Board meeting concerned. The agenda shall be drawn up by the Chair or his/her representative. Before circulating the agenda, the Chair or his/her representative must consult the Members of the Administrative Organ and the Managing Officer and include their motions, if any, on the agenda.

18.3 The absent Member of the Administrative Organ may take part in and vote at a meeting by conference call or video conferencing, as set out in Article 19 of these Articles of Association.

18.4 Each Member of the Administrative Organ shall have the right, before, during or after a meeting of the Administrative Organ, to waive the convening formalities and deadlines required under this article. Unless he/she explicitly disagrees, each Member of the Administrative Organ present at a meeting shall be deemed to have been duly convened to the meeting.

18.5 The Chair may also invite third parties to attend a meeting of the Administrative Organ. Such third parties may attend the meeting if so decided by the Members of the Administrative Organ present or represented at that meeting. If authorised or requested by the Chair, or in his/her absence by the eldest Member of the Administrative Organ, these third parties may express their advisory opinions. They do not have the right to vote.

Article 19. Quorum. Voting

The Administrative Organ shall act as a collegial body.

19.1. Quorum

Unless otherwise specified in these Articles of Association, a Administrative Organ meeting shall be validly constituted when at least half (50%) of the Members of the Administrative Organ are present.

A duly convened meeting of the Administrative Organ shall be validly held if all or some of the Members of the Administrative Organ, while not physically present, take part in the deliberations by any means of telecommunication that allows them to hear, speak and identify each other directly, such as through a conference call or video conferencing. Where this is the case, the Members of the Administrative Organ are deemed to be present.

19. 2. Decision making

Unless otherwise specified in the Articles of Association, resolutions of the Administrative Organ shall be validly passed by a three-quarters (75%) majority of the votes cast by the Members of the Administrative Organ present. Each Member of the Administrative Organ shall have a single vote. Abstentions are permitted, but the reasons therefor must be stated.

No resolution may be passed on any item not on the agenda circulated unless all the Members of the Administrative Organ are present at the meeting of the Administrative Organ and unanimously decide otherwise.

The Managing Officer shall attend all meetings. The Managing Officer shall not have the right to vote. The Chair or, in his/her absence, the eldest Member of the Administrative Organ may, at the request of a majority of the Members of the Administrative Organ present or represented at a meeting of the Administrative Organ, ask the Managing Officer to leave the meeting for deliberations on matters that relate to him/her (e.g. his/her performance, status, remuneration or powers).

Article 20. Register of minutes

20.1 Minutes shall be drawn up by the Chair, or the Managing Officer or the Chair's representative, for each Administrative Organ meeting and be submitted for approval to the Members of the Administrative Organ by e-mail within sixty (60) calendar days of the Board meeting concerned. The minutes shall then be signed by the Chair and, on request in writing to the Chair, sent by the latter, or his/her representative, to the Members of the Administrative Organ.

20.2 The minutes shall be held in a register of minutes at the registered office of the Association, where they may be consulted by all the Members and Members of the Administrative Organ.

Article 21. Written decision-taking procedure

The Administrative Organ may adopt in writing, by the customary majority of votes required, all decisions and resolutions on all matters that fall to the Administrative Organ.

To this end, the Chair shall send by e-mail or any other data medium, a circular letter setting out the agenda and the motions proposed to all the Members of the Administrative Organ and shall ask them to approve the proposed motions and duly sign and return the circular letter, as appropriate and within the time limit specified therein, to the Chair of the Association. The motions shall not be carried if the Association is not in receipt of approvals constituting the requisite majority of the Members of the Administrative Organ on all of the items on the agenda within the deadline set in adopting the written procedure for this purpose.

TITLE 6: CHAIR

Article 22. Chair

22.1 The General Assembly shall elect the Chair of the Association from among the Members of the Administrative Organ of the Association. The Chair shall be elected to his/her office for a term of two-year (2).

22.2 His/her term of office shall terminate: (i) on expiry of the term of office as Board Member; or (ii) as of right and with immediate effect, on termination of his/her Membership of the Administrative Organ; or (iii) if he/she is removed from his/her office as Chair under a resolution of the General Assembly passed by a majority of three-quarters (75%) of the votes cast by the Members present or represented. On termination of either office, the General Assembly must elect a new Chair, who will, if necessary, have to be elected as Board Member.

22.3 The Chair shall have the powers specifically conferred on him/her in these Articles of Association. In particular, the Chair shall chair meetings of the Administrative Organ.

As a general rule, in the absence of the Chair, the eldest Member of the Administrative Organ will replace the Chair.

TITLE 7: MANAGING OFFICER (OFFICER DELEGATED TO DAY-TO-DAY MANAGEMENT)

Co-funded by the European Union

Article 23. The Managing Officer (Officer delegated to day-to-day management)

The Managing Officer shall be responsible day-to-day for the operational management of the Association. He/She shall be a natural or legal person with a permanent representative (natural person). He/She may attend the meetings of each of the bodies of the Association, but without voting rights. The Managing Officer shall have the following responsibilities and powers:

- The day-to-day management of the Association, defined as follows: all acts or decisions that relate to the needs of the day-to-day life of the Association or do not justify the intervention of the Administrative Organ due to their limited importance or their urgency; he/she can act individually;
- The tasks specifically conferred on him/her in these Articles of Association or delegated to him/her by the General Assembly or the Administrative Organ;
- The principal duties of the Managing Officer shall include managerial and administrative activities. He/She shall act as the central interface for the implementation of management plans and for human resources management;
- He/She shall foster relationships with academic and non-academic institutions;
- He/She shall be involved in the implementation of the strategy and policies determined by the General Assembly and the Administrative Organ;
- He/She shall be responsible for the management of the Association’s funds, subject to the approval of the General Assembly and/or on the basis of the budget approved by the General Assembly and subject to oversight by the Administrative Organ;
- He/She shall manage the interface with all external suppliers;
- He/She shall be responsible for oversight and ensuring compliance with all the legislation applicable to the Association and/or its bodies;
- He/She shall decide on the conclusion of contracts in matters (i) that have been individually budgeted for by the General Assembly or approved by the Administrative Organ or the General Assembly, such as events, communications, operating expenses and other areas, as appropriate, and (ii) that have not been budgeted for individually but for which the financial consequences do not exceed a net amount of EUR 10,000 per action;
- He/She shall manage the staff, including implementation of

hiring and termination processes decided by the Administrative Organ;

- He/She shall communicate and implement the resolutions of the bodies of the Association, unless otherwise specified in the Articles of Association or the bylaws, if any;
- He/She shall be responsible for signing correspondence, insofar as the financial consequences do not exceed a net amount of EUR 10,000;
- More generally, he/she shall be responsible for (i) all acts and measures necessary for the proper functioning of the services and all conservatory acts, insofar as the financial consequences do not exceed a net amount of EUR 10,000, and (ii) other decisions, insofar as the financial consequences do not exceed a net amount of EUR 10,000.
- He/She shall be responsible for ensuring that the Association's activities align with its mission and strategic objectives.
- He/She shall be responsible for all other tasks specifically (sub-) delegated to him/her by the General Assembly or the Administrative Organ.
- He/She is responsible for preparing annual reports on the achievement of these goals for the General Assembly and Administrative Organ.

Article 24. Appointment. Resignation. Removal from office of the Managing Officer

24.1 The Managing Officer shall be appointed by the General Assembly upon terms and conditions which it shall determine. His/Her terms of office shall be for an indefinite period.

24.2 The rules governing the resignation and removal from office of the Managing Officer shall be determined by the General Assembly.

When his/her term of office comes to an end, irrespective of the reason therefor, he/she shall continue to perform his/her duties until replaced by the General Assembly, unless otherwise specified by the General Assembly.

TITLE 8: REPRESENTATION

Article 25. Authorised signatories and legal representatives

25.1. The Association shall be validly represented vis-à-vis third parties and as regards all judicial and extrajudicial acts (including power of signature) by (i) the Chair acting alone, or (ii) the Managing Officer acting alone and within the limits of the powers conferred on him/her under Article 23, concerning the Association's day-to-day management.

25.2. For the purposes of day-to-day management, the Association is also validly represented vis-à-vis third parties and in all judicial and extrajudicial acts (including the power of signature) by the Managing Officer, acting individually, within the limits of the powers conferred on him/her under Article 23.

25.3. None of the aforementioned persons needs to justify their powers vis-à-vis third parties.

25.4. The Association shall also be validly represented vis-à-vis third parties (including power of signature) by one or more agents duly authorised by (i) the Chair acting alone, or (ii) the Managing Officer acting alone and within the limits of the powers conferred on him/her under Article 23.

TITLE 9: COMMITTEES, GROUPS, WORKING PARTIES

Article 26. Advisory Board. Committees. Groups. Working parties

26.1. In order to achieve the Object of the Association, the Administrative Organ, with the agreement of the General Assembly, may set up any advisory board, committee, group or working group necessary to undertake specific activities.

26.2. The composition, mandate, duration, convening, quorum, voting and other internal rules of such committees, groups and working parties shall be determined by the Administrative Organ. These bodies shall report directly to the Administrative Organ. The Administrative Organ shall also be responsible for their dissolution or termination.

TITLE 10: MEMBERSHIP FEES, ANNUAL ACCOUNTS, BUDGET

Article 27. Membership fees. Contributions. Entry fees

Membership fees, contributions and entry fees, if any, shall be decided unanimously by the Full Members present or represented at the General Assembly, on proposal by the Chair.

Non-payment of the Membership fee, if any, within the deadlines set by the General Assembly may result in the loss of membership following the procedure described in article 8.2, after a reminder and without a response from the interested party within thirty (30) days.

Article 28. Financial year. Annual accounts. Budget

28.1. The financial year shall extend from 1st January to 31st December of each calendar year, with the exception of the first financial year of the Association, which shall run from the date on which the Association acquires legal personality until 31st December 2026.

28.2. Each year, the Administrative Organ, on proposal by the Managing Officer, shall submit to the General Assembly, for approval, the accounts of the past financial year and the budget for the following year.

28.3. The General Assembly shall also decide on the discharge to be granted to the Members of the Administrative Organ, the Treasurer, the Managing Officer and the statutory auditor(s), if any, for the performance of their mandates over the past financial year.

28.4. If required under the Belgian Code of Commercial Companies and Associations or deemed to be necessary, the General Assembly shall designate one or more statutory auditor(s), chosen from among the members of the Belgian Institute of Corporate Auditor (*Institut des Réviseurs d'Entreprises/Instituut der Bedrijfsrevisoren*), for a term of three years.

TITLE 11: DISSOLUTION AND LIQUIDATION.

Article 29. Dissolution

The General Assembly may decide to dissolve the Association.

Resolutions to dissolve the Association may only be passed if at least three-quarters (75%) of the Members are present or represented and they are approved by a majority of three-quarters (75%) of the votes cast by the Members present or represented at the General Assembly.

Article 30. Liquidation

If it deems it to be necessary, the General Assembly shall also decide on the appointment of one or more liquidator(s) and on the scope of their powers. Failing the appointment of one or more liquidator(s), the Members of the Administrative Organ shall be jointly in charge of the liquidation.

On dissolution of the Association and after payment of all debts and liabilities of any kind of the Association, the General Assembly shall decide on the destination of the net assets of the Association.

These assets shall be allocated to a similar non-profit association or organisation.

TITLE 12: GENERAL PROVISIONS

Article 31. Communications. Notices

All communications or notifications pursuant to these Articles of Association shall be deemed validly served if sent by post or by any other means of written communication (including e-mail).

Article 32. General

All matters not covered by these Articles of Association or the bylaws, if any, shall be settled in accordance with the provisions of Belgian law. All communications between the Members, the Association and its governing bodies shall be conducted in English, which is hereby designated as the sole working language. In all cases of discrepancies between the French wording and the English wording, the English version shall prevail.