

## **CHAPTER 1. LEGAL FORM, NAME, REGISTERED OFFICE, PURPOSE AND OBJECT**

### **Article 1. Legal form**

By authentic instrument, dated 17 March 2021, an international non-profit organisation was established (hereinafter referred to as: "the Association"). The Association is governed by the provisions of the Belgian Companies and Associations Code.

### **Article 2. Name - mandatory particulars**

§ 1. The Association bears the name "EU-SAGE".

§ 2. All deeds, invoices, announcements, publications, letters, orders, websites and other documents, whether or not in electronic form, emanating from the Association, must state its name, immediately preceded or followed by the words "internationale vereniging zonder winstoogmerk" [international non-profit organisation] or by the abbreviation "IVZW" [INPO], as well as the address of the registered office, the company number and the notification "rechtspersonenregister" [Register of Legal Entities] or "RPR" [RLE] followed by the indication of the court of the registered office of the Association.

### **Article 3. Registered office**

§ 1. The registered office of the Association is located in the Flemish Region.

§ 2. The registered office may be transferred to any other place in Belgium by decision of the Board of Directors, insofar as this change does not entail a change in the applicable language legislation, and is published within one month of this decision in the annexes to the Belgian Official Gazette.

### **Article 4. Purpose - object**

#### **4.1. Purpose**

The Association has a selfless purpose:

- a) To represent European scientific institutions and scientists in debates, in policy preparation and other forums, and towards national and European governments with regard to genome editing for agriculture and food production.
- b) To contribute to scientific fact-based policymaking regarding genome editing for agriculture and food production.

#### **4.2. Object**

§ 1. Concrete activities to realise the aims of the Association include:

The holding of conferences, webinars and other meetings, disseminating information via documents, static and moving images, website and social media, exchanging information with other organisations, drawing up positions, interacting with politicians and policymakers. This list is by no means exhaustive.

§ 2. Furthermore, the Association can engage in all activities that contribute directly or indirectly to the realisation of the aforementioned aims, including commercial and profit-making activities, the revenues from which shall at all times be fully allocated to the realisation of the idealistic non-profit aims.

## **CHAPTER 2. MEMBERS**

### **Article 5. Types of members**

The Association comprises two categories of member: 1) individual members and 2) legal entity members.

## **Article 6. Rights of the members**

§ 1. Members may vote, hold office, participate in committees and enjoy other rights of the Association. Each legal entity member shall designate one person as the legal entity's official representative and an alternative. Both persons (representative and alternate) have the rights of a member, but collectively only one vote.

§ 2. In this capacity, the members do not enter into any personal obligation regarding the commitments entered into by the Association.

## **Article 7. Admission**

### **7.1. Individual members**

§ 1. The admission of new individual members is subject to the following conditions: every person who supports the aims of the Association is eligible for membership. In order to be accepted as a member, the candidate member completes an application for membership of the Association and submits it via email to the chair of the Board of Directors.

§ 2. The Board of Directors shall decide about the acceptance of the candidate as a member at its next meeting.

§ 3. The Board of Directors can decide, at its own discretion and without any further motivation, that a candidate is not accepted as a member.

### **7.2. Legal entity members**

§ 1. The admission of new legal entity members is subject to the following conditions: any company, interest organisation or other organisation with legal personality which supports the aims of the Association is eligible for membership as a legal entity member. In order to be accepted as a legal entity member, the competent body of the candidate member completes an application for membership of the Association and submits it via email to the chair of the Board of Directors.

§ 2. The Board of Directors shall decide about the acceptance of the candidate as a legal entity member at its next meeting. The Board of Directors informs the candidate member of its decision by email within eight days of the decision. In the event of a positive decision, the membership takes effect on the day of the decision.

§ 3. The Board of Directors can decide, at its own discretion and without any further motivation, that a candidate is not accepted as a legal entity member.

## **Article 8. Resignation**

§ 1. Any member can resign from the Association at any time by submitting his or her resignation in writing (by email) to the chair of the Board of Directors. The resignation takes place on the day on which the aforementioned email is sent. There is no refund of the annual or other contributions.

§ 2. Members are regarded as resigning by operation of law in the following cases:

- a) If they have not paid their membership fee within thirty days of its due date, after having been reminded to do so by email.
- b) In the event of death, declaration of incapacity, provisional administration, bankruptcy, judicial reorganisation, dissolution.
- c) In the event of dismissal of the member as director of the Association.

§ 3. Resigning members and their legal successors cannot exercise any rights with regard to the assets of the Association.

## **Article 9. Expulsion - suspension**

§ 1. The expulsion of members of the Association can be proposed by the Board of Directors after having heard the interested parties. The expulsion is decided by the General Meeting by simple majority of the votes of the members present or represented. The expulsion takes place on the day of the decision of the General Meeting.

§ 2. The Board of Directors is empowered to suspend the membership until the decision of the General Meeting regarding the expulsion or not.

§ 3. Expelled members and their legal successors cannot exercise any rights with regard to the assets of the Association.

#### **Article 10. Contribution**

§ 1. Members pay an admission fee and annually or every four years a contribution, which is determined by the General Meeting per category of member at the proposal of the Board of Directors.

§ 2. Members are notified of this upon admission and annually or every four years, with details of a giro account, credit card payment or bank account into which the payment must be made.

### **CHAPTER 3. THE GENERAL MEETING**

#### **Article 11. Composition**

§ 1. The general meeting is composed of all members (individual members and representatives of legal entity members) and is referred to in these articles of association as "the General Meeting".

§ 2. The General Meeting has the broadest powers for the realisation of the purpose and the object of the Association.

#### **Article 12. Competences**

§ 1. The following matters fall under the exclusive competence of the General Meeting:

- a) the approval of annual budgets and accounts;
- b) the appointment and dismissal of the members of the Board of Directors and potentially the determination of their remuneration; the appointment of the chair, secretary, treasurer and potentially the determination of their remuneration;
- c) the appointment and dismissal of any statutory auditors and the determination of their remuneration;
- d) the discharge of the directors and any statutory auditors and, if appropriate, the introduction of an action of association;
- e) the setting up of other categories of members;
- f) the expulsion of any member;
- g) changes to the articles of association;
- h) the dissolution of the Association.

§ 2. Furthermore, the General Meeting is competent in all cases where the articles of association or the law require this.

#### **Article 13. Convocation, agenda, office of chair and venue**

§ 1. The General Meeting is convened at least once per year by the chair, or in the absence of him or her, by the Board of Directors.

Subject to the exceptions provided for in these articles of association, the convocation is distributed via email at least ten days before the meeting and it indicates the items on the agenda.

§ 2. No decision can be taken about items not on the agenda, unless all members present agree to the extension of the agenda.

§ 3. The General Meeting meets by operation of law under the person holding the office of chair and is held at the registered office or at another place indicated in the convocation letter.

#### **Article 14. Extraordinary General Meeting**

If at least 1/5 of the members so request, an Extraordinary General Meeting must be convened. The requesters must address their request to the chair, who takes the necessary steps to have the Extraordinary General Meeting convened within two months of the request, subject to the exceptions provided for in these articles of association.

### **Article 15. General Meeting held in writing**

The members can take all decisions in writing which fall within the competence of the General Meeting if all members unanimously agree with this written decision-making. In the absence of any formal objection, the members shall be deemed to agree with this written decision-making. The Board of Directors determines the modalities for this procedure.

### **Article 16. Representation**

Each member may be represented at the General Meeting by another member by means of a special written power of attorney. However, each member present may not hold powers of attorney representing more than 5% of the total number of members of the Association.

### **Article 17. Majorities and minutes**

§ 1. Except in the exceptional cases provided for in these articles of association, decisions are taken by simple majority of the members present and represented.

§ 2. The decisions of the General Meeting are recorded in the minutes and signed by the chair and the members of the Board of Directors present. The minutes are available for inspection by the secretary at the registered office of the Association and may be consulted by the members upon appointment. The decisions taken are furthermore notified to all members.

### **Article 18. Special majorities**

#### **18.1. Changes to the articles of association**

§ 1. The General Meeting can only validly deliberate and decide about changes to the articles of association if the changes are explicitly stated in the convocation and if at least two-thirds of the members are present or represented at the meeting.

§ 2. A change can only be adopted by a simple majority of the votes of the members present or represented.

§ 3. However, if the change concerns the purpose or object for which the Association was established, it can only be adopted by a majority of two-thirds of the votes of the members present or represented.

§ 4. Any change to the information stated in article 4 of these articles of association must be approved by the King.

#### **18.2. Dissolution**

§ 1. The dissolution of the Association can only be adopted by a majority of two-thirds of the members present or represented.

§ 2. In the event of dissolution, the General Meeting decides on the disposal of the assets.

§ 3. The General Meeting determines the manner in which the Association is dissolved and liquidated.

§ 4. After the dissolution of the Association, the net assets shall accrue to another Association with a similar selfless purpose as that of the dissolved Association; this Association shall be designated by the General Meeting.

§ 5. All deeds, invoices, announcements, publications, letters, orders, websites and other documents, whether or not in electronic form, emanating from the Association that has been the object of a decision to dissolve, must state its name, immediately preceded or followed by the words "internationale vereniging zonder winstoogmerk in vereffening" [international non-profit organisation in liquidation] or "IVZW in vereffening" [INPO in liquidation].

#### **18.3. Lack of quorum**

If it appears that the quorum required for the items on the agenda is not reached at the General Meeting, the chair can reconvene the members of the General Meeting again at a new second General Meeting. For the second General Meeting too, all formalities must be observed. The second General Meeting can then make legally valid decisions, irrespective of the quorum present.

## **CHAPTER 4. BOARD OF DIRECTORS**

### **Article 19. Competences**

The Association is managed by a collegiate management body called "Board of Directors". The Board of Directors is authorised to perform all acts necessary or useful for realising the purpose and the object of the Company, with the exception of those acts for which only the General Meeting has exclusive competence.

### **Article 20. Composition**

#### **20.1. Number**

The Board of Directors is composed of at least 3 and at most 6 directors, who may or may not be members of the Association.

#### **20.2. Appointment**

§ 1. The directors are appointed by the General Meeting for a term of three years by simple majority vote. Directors can be reappointed.

§ 2. The Board of Directors shall have no more than the following members:

- chair;
- secretary;
- treasurer;
- three directors.

#### **20.3. Free nomination**

Candidate directors can nominate themselves in writing to the Board of Directors by email to the chair. The chair puts the appointment of the director on the agenda of the General Meeting.

#### **20.4. Dismissal**

§ 1. The directors can be dismissed at any time by the General Meeting by simple majority. Each member of the Board of Directors can also resign by written notification (via an email) to the chair of the Board of Directors.

§ 2. A director is obliged, after his or her resignation, to continue to fulfil his or her task until his or her replacement can be reasonably provided for.

§ 3. A director shall be deemed to have resigned by operation of law in the event of death, declaration of incapacity, provisional administration, bankruptcy, judicial reorganisation or dissolution.

§ 4. In the event of the dismissal of a member of the Board of Directors, the Board of Directors can provisionally provide for a replacement, pending a decision by the next General Meeting.

### **Article 21. Meetings**

§ 1. The Board of Directors is chaired by the chair or, in his or her absence, by the oldest of the directors present. Insofar as legal entities form part of the Board of Directors, the age of their permanent representatives shall be decisive for the application of this article.

§ 2. The Board of Directors meets as often as the interests of the Association require it. The secretary, at the behest of the chair, sends out the invitation together with the agenda by email at least three days before the scheduled date. Only the items that appear on the agenda can be discussed, unless all directors are present and agree with the addition of agenda items.

§ 3. The Board of Directors can also be convened when two-thirds of the directors so request. The requesters must address their request to the chair, who takes the necessary steps to have the meeting convened within two weeks of the request. Otherwise, convening happens as stated in the previous paragraph.

§ 4. Resolutions are passed by simple majority of the attending directors. In the event of a tie, the chair (or the director replacing him or her in the absence of the chair) has the casting vote.

### **Article 22. Quorum**

§ 1. The Board of Directors can only deliberate and take decisions when at least a majority of the directors are present at the meeting. Directors cannot grant a power of attorney to be represented at meetings of the Board of Directors, not even to a fellow director.

§ 2. If a majority of the directors are not present at the meeting of the Board of Directors, the chair can convene a new meeting of the Board of Directors within eight days. At this new meeting of the Board of Directors, decisions can then be validly taken regardless of whether a majority of the directors are present.

### **Article 23. Minutes**

§ 1. All proceedings of the Board of Directors are recorded in a minutes book kept by the secretary. The minutes are sent to the directors in the week following the meeting of the Board of Directors and signed at the next meeting after approval by the chair and the secretary and by the members who so request.

§ 2. The minutes are available for inspection by the secretary at the registered office of the Association and may be consulted by the members upon appointment.

### **Article 24. Liability of directors**

The directors do not assume any personal obligation with regard to the obligations entered into by the Association. They are solely responsible for the fulfilment of the task entrusted to them and are liable for the shortcomings in their management.

### **Article 25. Division of tasks**

§ 1. The following responsibilities are fulfilled by the certain members of the Board of Directors. In addition, the members of the Board of Directors shall perform the tasks entrusted to them by the Board of Directors. However, this division of tasks is not enforceable vis-à-vis third parties.

§ 2. The chair:

- a) leads the Association, chairs the meetings of the Board of Directors and the General Meetings;
- b) is the official spokesperson for the Association;
- c) appoints committee chairs and set up ad hoc committees with the advice and consent of the Board of Directors;
- d) performs all tasks which are usually included in the responsibilities of the chair.

§ 3. The secretary performs all tasks normally belonging to the responsibilities of the secretary and ensures the fulfilment of all obligations and formalities required by law with which the Association must comply.

§ 4. The treasurer performs all tasks normally belonging to the responsibilities of the treasurer and ensures the fulfilment of all the financial and accounting obligations of the Association.

## **CHAPTER 5. POWER OF REPRESENTATION**

### **Article 26. Signature authority**

The Association is validly represented in all deeds by the chair and a director acting jointly.

### **Article 27. Day-to-day management**

The Board of Directors can delegate the day-to-day management of the Association to one or more persons, who may or may not be directors, who are individually or jointly competent in accordance with their decision of appointment. The day-to-day manager(s) are competent internally for the day-to-day management of the Association and may make all decisions as well as represent the Association within this context.

In this capacity, the day-to-day managers may grant a written power of attorney for special assignments to one or more proxies.

**Article 28. Power of attorney**

The Board of Directors may grant a written power of attorney for special assignments to one or more proxies.

**CHAPTER 6. FINANCIAL OBLIGATIONS****Article 29. Financial year**

The financial year of the Association runs from 1 January to 31 December of each year.

**Article 30. Annual accounts and budget**

Each year, the management body prepares the annual accounts for the previous financial year and the budget for the following financial year. The General Meeting approves the annual accounts and the budget at its next meeting.

**Article 31. Accounting**

§ 1. The Association keeps simplified accounts in accordance with a model set out by the King.

§ 2. However, the Association keeps a financial administration and prepares its annual accounts in accordance with the provisions of the Companies and Associations Code and its implementing decrees if, at the close of the financial year, it reaches at least two of the three thresholds referred to in article 3:47, § 2 of the Companies and Associations Code.

§ 3. The annual accounts referred to in Article 31, § 2 of these articles of association are filed by the directors with the National Bank of Belgium within thirty days of their approval by the General Meeting.

Filed at the same time are:

1° a document with the surname and first name of the directors and, if applicable, of the statutory auditors in office;

2° if applicable, the report of the statutory auditors and the annual report.

**Article 32. Statutory auditor(s)**

§ 1. The Association must entrust the audit of its financial situation, of the annual accounts and of the regularity of the transactions reflected in the annual accounts with regard to the law and the articles of association to one or more statutory auditors if it is obliged to do so by virtue of article 3:47, § 6 of the Companies and Associations Code.

The statutory auditors are appointed by the General Meeting from among the members, natural persons or legal entities, of the Institute of Company Auditors.

§ 2. The statutory auditors can convene the General Meeting. They must convene it when one-fifth of the members of the General Meeting so request.

The statutory auditors attend the meetings of the General Meeting when it is called to deliberate on the basis of a report drawn up by them.

**Article 33. Gifts**

With the exception of manual gifts, any gift *inter vivos* to the Association requires authorisation by the Minister of Justice or the latter's representative. However, authorisation is not required for the acceptance of gifts the value of which does not exceed EUR 100,000.

The authorisation cannot in any case be granted if the non-profit organisation has not complied with the disclosure requirements of article 2:10 of the Companies and Associations Code.

## **CHAPTER 7. GENERAL PROVISIONS**

### **Article 34. Judicial dissolution**

§ 1. At the request of a member, the public prosecutor's office or any interested party, the dissolution of the Association can be pronounced in the following cases:

- the Association is unable to fulfil its undertakings;
- use of its assets or the income from those assets for purposes other than the purpose for which it was established;
- violation of the prohibition on the payment or provision of any direct or indirect financial benefit to founders, members, directors or any other person, except for the selfless purpose;
- serious violation of the articles of association, or violation of the Belgian Companies or Associations Code or public order;
- the Association has not fulfilled its obligation to file annual accounts;
- the Association has fewer than two members.

§ 2. At the reasoned request of a member, the public prosecutor's office or any interested party, the competent commercial court shall appoint the liquidator(s) whose actions are governed by the Companies and Associations Code.

§ 3. Article 18.2 of these articles of association applies mutatis mutandis.

### **Article 35. Miscellaneous**

For all matters not covered in the above articles of association, action is taken in accordance with the provisions of the Companies and Associations Code and its implementing decrees.