

English version of the Statutes adopted by EIM's GA of 27 November 2013

Preamble

EIM AISBL

The Association of European Rail Infrastructure Managers exists:

To promote the development and improvement of rail infrastructure and the development of an European Network, to represent its members' interests effectively to the institutions of the European Union, including through the negotiation of technical standards; provide a forum for the leaders of the National Infrastructure Managers to share experiences; and offer a place for the development of activities relating to railway infrastructure.

The General Assembly is the highest and final governance authority of the Association, it shall direct the activity of the Association; through the elaboration and monitoring of the implementation of a Business Plan and Annual Budget; it shall appoint an Executive

Director in charge of the day-to-day management and the administration of the Association; and elect a President and Vice-Presidents to chair the meetings of the Association, form the Board and support the Association's external representation. The President and Vice-Presidents shall also provide senior guidance and advice to the Executive Director.

It is anticipated that the General Assembly shall meet twice a year, and where necessary meet to serve as the final arbiter at times of internal dispute.

The Board of Directors of the Association consists of the President, Vice Presidents and the Executive Director. The Board reviews, discusses and agrees strategic and long term objectives of the Association. It also reviews and decides whether to recommend the Business Plan of the Association, as proposed by the Executive Director, when it is submitted for approval to the General Assembly. The Board of Directors shall also provide senior guidance and advice to the Executive Director.

Wherever possible the CEO's of the Members shall delegate their role in management activity of the Association to alternative representatives of their company within their own organization (the Delegates), who shall form a Policy and Management Committee.

The Policy and Management Committee shall meet to review the work of the Association, approve policy and make short-medium term budget and management decisions so long as these do not significantly conflict with the decisions of the General Assembly. Other Meetings at which CEO's of the members are present, whenever possible, shall seek to provide informal networking opportunities to discuss items of mutual interest for the members.

The day-t—day management of the Association is entrusted to the Executive Director, and, in his support, the Secretariat of the Association. The Executive Director shall provide reports to the General Assembly, the President, the Board of Directors and the Policy and Management Committee.

« I Legal form, name, registered office, purpose

Article 1

1.1. The Association is an International Non-Profit making Association, established under the laws of Belgium.

1.2. The name of the Association is "European Rail Infrastructure Managers AISBL", EIM in abbreviated form.

1.3. The Association is governed by the Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations, and its subsequent amendments.

Article 2

2.1 The Association's registered office shall be located in a municipality in Belgium.

2.2 It is currently located at Square de Meeûs 1, B-1000 Brussels.

2.3 *The registered office may be transferred to any other location in Belgium by decision of the General Assembly published in the Belgian Gazette within one month of the decision being adopted. If the registered office is transferred to Flanders, a Dutch version of the statutes shall be approved.*

Article 3

3.1 *The Association is an international non-profit non-governmental organisation, which comprises European rail infrastructure managers as specified in Articles 4 and 5.*

3.2 *Its main objective is to assist in improving and developing the European rail infrastructure thereby contributing to the improvement and development of the rail transport mode as a whole for the benefit of the customers.*

3.3 *Its main activities and statutory aim are to examine and take action on all issues relating to European Union action and intentions in the field of transport, in particular from the point of view of the rail sector, to analyse problems in relation to such issues and, where appropriate, to devise and implement solutions; to represent its members' interests effectively to the European authorities by interfacing with European institutions, service providers and other stakeholders; and to provide a forum for the exchange of best business practices and the management of joint activities for improving Europe's rail infrastructure. The Association shall carry out its aim by, in particular, developing policy positions, responding to queries from the European Institutions, participating in events organised by the European institutions, holding regular meetings of expert committees, maintaining a website and publishing a newsletter and position papers.*

3.4 *The Association may take any action that relates directly or indirectly to its aim and objective, by any means. In particular, it may lend assistance and take an interest in any activity that is similar or complimentary to its own activities. It shall act with full independence from any entity, except that the Executive Director will have to give an account of its activities to the General Assembly.*

II. Members, eligibility, compliance, resignation, dismissal

Article 4

4.1 *The Association consists of three categories of members: National Members, Non-National Members and Associate Members.*

4.2 *The entitlements of National, Non-National and Associate Members are set out in these Statutes and in the EIM Internal Regulations.*

Article 5

5.1 *Candidates for membership must submit an application in writing to the President of the Association. The President may grant Applicant Member status to future National or Non-National Members.*

5.2 *Decisions regarding the admission of new National, Non-National and Associate Members, or change of membership status, shall be taken by the General Assembly.*

5.3 *Candidates for National Membership must fulfil the following conditions:*

a) *They must be the owner or operator of infrastructure, and have a national network management responsibility regarding for greater than 50% of their national rail network.*

b) *The registered offices of these entities and their main activities must be within the territory of the European Economic Area or within countries holding official EU „applicant status“.*

5.4 *Candidates for Non-National Membership must fulfil the following conditions:*

a) *They must be the owner or operator of rail infrastructure comprising at least 30 km of track length being part of the TEN-T Core network,*

b) *The registered offices of these entities and their main activities must be within the territory of the European Economic Area or within countries holding official EU 'applicant status', and*

c) *They must have rail as their core business.*

By a vote of the General Assembly, an applicant with less than 30 km of infrastructure or which network is not part of the TEN-T Core network may be admitted as a Non-National Member if it is deemed to be of strategic importance.

5.5 Candidates for Applicant Membership must fulfil the criteria set in 5.3 or 5.4 in full or in part - so long as it is reasonably expected that they will meet the criteria in full by the time the General Assembly will decide on their possible National or Non-National Membership.

a) *Applicant status cannot be granted twice to the same legal entity within any three year period from the cessation of the previous Applicant Membership.*

b) *Applicant Membership starts from the date it was granted until the first General Assembly, with a minimum time period of 3 months and a maximum time period of one year.*

c) *Upon completion of their entitled period of Applicant Membership, and subject to the approval of the General Assembly, an Applicant Member shall become a National or Non-National Member unless a 1 month notice was given to leave EIM prior to the General Assembly.*

d) *Applicant Members will pay, pro-rata for the period of their Applicant Membership, 10% of the calculated costs of their equivalent full year membership had they been National or Non-National Members when the existing year's budget was set.*

e) *Applicant Members shall have access to EIM's services equivalent to those of a National or Non-National Member and shall have speaking rights at the meetings of the General Assembly, the PMC, the TSG, committees provided by the Internal Regulations and internal working groups, but shall have no vote in any matter.*

5.6 Candidates for Associate Membership must fulfil the following conditions:

a) *Candidates for Associate Membership may be independent infrastructure managers of specialist rail infrastructure; independent managers of urban, suburban or regional networks; port authorities with railway responsibilities; the Infrastructure Divisions of national railways whose Supervisory Board structure also supervises any Railway Undertaking activities; or be companies or organisations associated with management, maintenance or use of rail infrastructure.*

b) *Candidates fulfilling the admission criteria to apply and become National Members cannot apply and become Associate Members.*

c) *Associate Members shall have access to the services of EIM equivalent to those of a National or Non-National Member and shall have speaking rights at the meetings of the General Assembly, the PMC, the TSG, committees provided by the Internal Regulations and the internal working groups, but shall have no vote in any matter.*

5.7 There is no requirement for members of EIM to be members of any other international railway association.

Article 6: Compliance

All members must:

a) *comply with the Statutes of the Association, its Internal Regulations and the decisions duly adopted by the Association which relate to their respective membership category;*

b) *pay the membership fees or fees relating to projects which are outside of the budget due for their respective membership category and shall do so by the requested date (being no less than one month's notice from the date of request).*

Article 7: Resignation, Dismissal

7.1 Members of the Association may resign provided they give six (6) months' notice in writing to the President.

7.2 A member may be expelled by decision of the General Assembly for one of the following reasons, subject to a right of appeal to the President who may review and who must resubmit the issue to the General Assembly:

- a) *the membership conditions are no longer met;*
- b) *infringement of the Statutes of the Association, of its Internal Regulations or of the decisions duly adopted by the Association;*
- c) *failure to pay membership fees owed to the Association for a period of more than six months;*
- d) *insolvency, bankruptcy, application of legal settlement or equivalent processes.*

7.3 Any member who ceases to belong to the Association must pay the entire amount of the fees owed for the year during which cessation of membership becomes effective. This member shall have no claim on the assets, intellectual property, resources or funds of the Association.

Article 8: Membership Fees

8.1 All the members shall pay an annual membership fee based on calculation rules determined by the General Assembly. This calculation method cannot be changed without the General Assembly's explicit approval to do so.

8.2 Rules for determining these fees shall be set out in the Internal Regulations.

8.3 Any member admitted in a membership category in the course of a financial year shall qualify for a reduction in its fees as defined in the Internal Regulations.

8.4 The General Assembly may grant a rebate on a membership fee of any amount up to 90% of the National or Non-National Membership fee for a member during its first year of National or Non-National Membership on a pro rata basis. In this case, the cost of this rebate should be accounted for in the budget. No legal entity will be entitled to receive more than one membership rebate from EIM, regardless of its continuity of membership.

8.5 Internal Regulations may provide that members in arrears with the payment of their fee lose their right to vote at the General Assembly and cease to enjoy any other rights.

Article 9: Liabilities and Reserve Fund

9.1 Members' liabilities shall be limited to the level of their annual membership fee.

9.2 A reserve fund shall be established as defined in the Internal Regulations.

9.3 The financial liability of the members is limited exclusively to the payment of the annual membership fee for their respective membership category, as determined in accordance with the Internal Regulations.

III. General Assembly

Article 10: General Assembly Attendance, Authorised Persons, and General Assembly Powers

10.1 The General Assembly is responsible for defining the general policy orientations of the Association; deciding on all major strategic and financial matters of the Association; and overseeing the Board of Directors and the operational management by the Executive Director. It shall have full powers for fulfilling the Association's purpose.

10.2 The General Assembly shall consist of all members; each member is entitled to participate in the discussions of the meetings.

Only National and Non-National Members shall have voting rights.

10.3 Each member attending the General Assembly shall be represented by an Authorised Person, meaning (i) any member of the Board of Directors, or equivalent, of a member company, or (ii) any holder of a proxy granted by a member company to represent it at the General Assembly. The holders of proxies shall present them to the Executive Director of EIM at the latest at the beginning of the General Assembly. Any member attending the GA must state if it has a conflict of interest concerning an item on the agenda, in which case it will be excluded from the discussion and subsequent voting on this item.

10.4. Following review and approval of the minutes of the previous meeting if the General Assembly, voting on membership applications and other membership matters should be the first order of business at a General Assembly. Votes on applications should be taken separately and in the order that the application was made. Votes on membership shall have immediate effect.

10.5. The General Assembly shall, amongst others, have the following powers:

- a) Adoption, review and amendment of the Business Plan as prepared by the Executive Director, amongst others by (i) understanding and questioning the proposed strategic objectives to be achieved during the forthcoming year; and by (ii) monitoring the Association's performance against the strategic targets and Business Plan;*
- b) Approval, and whenever necessary amendment of the annual budget relating to the Business Plan;*
- c) Approval of the rules and calculation methods for the membership fees to be set out in the Internal Regulations;*
- d) Approval, and whenever necessary amendment, of the annual membership fees;*
- e) Appointment and removal from office of the Executive Director,*
- f) Setting the principles governing the remuneration of the Executive Director;*
- g) Upon proposal of the Board of Directors, evaluate the performance of the Executive Director on an annual basis;*
- h) Approval of the annual accounts of the Association;*
- i) Election and removal of the President and the Vice-Presidents;*
- j) Any amendment of the Statutes of the Association;*
- k) Dissolution of the Association;*
- l) Admission, classification, and expulsion of members;*
- m) Definition of the policy guidelines for the Association's actions;*
- n) Delegation of powers to the Executive Director, the President or the Vice-Presidents, or to any other persons or working groups.*
- o) Approval and amendment of the Internal Regulations;*
- p) Waiver of liability of persons participating in the governance of the organisation.*
- q) Appointment of auditor(s).*

Article 11: General Assembly calling notice

11.1 The General Assembly shall be convened and chaired by the President of the Association.

11.2 It shall meet at least twice per year.

11.3 The General Assembly may also be convened at the request of the President, the joint request of the Vice Presidents, or at the request of at least one-fifth-equivalent of the National or Non-National Members.

11.4 The meetings shall be held at the venue indicated in the convening notice, a copy of which shall be sent in a manner specified in the Internal Regulations to all members.

11.5 The convening notice shall be drawn up by the Executive Director and approved by the President and distributed, in a manner to be described in the internal regulations, 21 days before the date of the meeting. It must contain a draft agenda drawn up by the Executive Director and approved by the President.

11.6 New items shall be placed on the Agenda upon the request of any National or Non-National Member and must be proposed in writing 14 days prior to the date of the General Assembly.

11.7 In the event that the only substantial item of business for a General Assembly is to be the conduct of the Executive Director, or in the event that there is no Executive Director in post, the Vice Presidents may jointly act as a proxy for an Executive Director for the purposes of these statutes in order to assist the President in the convening of, and conduct of business relating to, a General Assembly.

Article 12: Voting rights

12.1 Each National and Non-National Member shall have one vote.

However, the total votes cast by the Non-National Members shall not be taken into account for more than one third (1/3) of the total votes cast by the National Members. In the event of reduction of the votes of the Non-National Members as a result of the application of this rule, the vote of each Non-National Member will be reduced to a fraction of its vote in an equal manner for

all Non-National Members, by dividing the maximum permissible reduced votes by the number of Non-National Members present or represented at the General Assembly. In the event that a vote is by e-mail, all members will be deemed to be present.

12.2 Applicant Members as well as Associate Members shall have the right to attend and to speak during the meetings of the General Assembly, but without voting power.

12.3 Until the General Assembly has voted to admit a new National or Non-National Member, that member shall have no voting rights in the General Assembly.

Article 13: Representation, Proxies, Quorum

13.1 Each Member may be represented at the General Assembly only by another member from the same membership category holding a written proxy on behalf of the former duly signed by an Authorised Person.

13.2 No Member can hold more than two proxies.

13.3 The General Assembly shall only deliberate validly if at least two-thirds of the National and Non-National Members are present or properly represented.

13.4 If this two-thirds quorum is not achieved, a second General Assembly shall be convened with an interval of at least 15 days and shall validly deliberate if at least two National or Non-National Members are present or represented.

13.5 If this quorum of two members is not achieved, a third General Assembly shall be convened with an interval of at least 15 days and shall validly deliberate irrespective of the number of National or Non-National Members present or represented.

Article 14: General Assembly Decisions

14.1. Dissolution of the Association as well as any amendment to Article 11 of the Statutes requires unanimity of the National and Non-National Members present at the General Assembly. Abstentions will not be taken into account.

14.2. Any amendment of Articles 3, 8 and 12 of the Statutes shall be adopted on a four fifths majority of votes.

14.3 Any other amendments to the Statutes shall be adopted on a three fourth majority of the votes.

14.4. Any other decision of the General Assembly shall be adopted on a simple majority of votes.

14.5 Abstentions will not be taken into account for determining the majority.

14.6. Decisions adopted by the General Assembly shall be by show of hands and be recorded in minutes signed by the President and the Executive Director and held in a register by the Executive Director (at the registered office available for consultation by National, Non-National, Applicant and Associate Members). Once approved by all National and Non-National Members, the minutes shall be sent to all the members.

IV. Management Posts

Article 15: Board of Directors

15.1 The Board of Directors consists of the President, the Vice Presidents and the Executive Director.

The Board of Directors shall be convened and chaired by the President or failing his presence by the longest-serving Vice President.

The Board shall meet at least twice per annum and assist in preparing the General Assembly.

If deemed necessary by the President, the Board of Directors may be invited to discuss and agree on strategic and administrative matters related with the activities of the Association.

Decisions of the Board shall be adopted on a simple majority of votes (50%+1) of the directors present. Abstentions will not be taken into account. The Executive Director shall have no right to vote at the Board of Directors' meetings.

A member of the Board of Directors that has a personal conflict of interest with respect to a decision to be adopted by the Board of Directors must not take part at the deliberations and the vote as regards this decision.

The meetings shall be held at the place indicated on the convocation, a copy of which shall be sent to all members. If no place is indicated, they are held at the offices of the Association. If deemed necessary, meetings can be held by telephone or video conference. In order to hold a meeting, at least half of the members of the Board of Directors must be present or represented.

The convocation shall be drawn up by the Executive Director, approved by the President and sent out 14 days before the date of the meeting by whatever means.

It must contain the agenda drawn up by the Executive Director and approved by the President, taking account of the wishes expressed by National and Non-National Members. The Vice Presidents and the Executive Director are entitled to ask the President to add items on the agenda; the President may decide to add such item on the agenda of a next meeting if he thinks it appropriate.

15.2 On the basis of written applications, details of which are to be communicated to members by the Executive Director at least 21 days before the meeting, the General Assembly shall elect a President and Vice-Presidents of the Association as required to fulfil the requirements laid out in these statutes.

15.3 The term of office for the President as well as for the Vice Presidents is two years from the date of the General Assembly at which the election took place, except in the case of elections to fill vacancies that arise within the term of an office period. In the event of appointment following a vacancy, the newly appointed President/Vice President shall serve out the remainder of the preceding President/Vice President's term.

15.4 At the inaugural meeting of the Association separate vice presidential elections shall be held: one for a full term of two years, one for a half term of one year.

15.5 A member can be elected to hold the same office for a maximum of two consecutive full terms. Elections for the Vice President posts shall take place on alternate years.

15.6 Candidates for President shall be CEOs and Directors-General of a National or Non-National Member company, or equivalent, at the time of election. Vice Presidents shall be members of the Management Committee of a National or Non-National Member company, or equivalent, at the time of election.

15.7 The Board shall be composed of at least three directors (President and Vice Presidents) but no more than one director per three members with voting rights the upper limit being seven directors. The Executive Director is not taken into account for the calculation of the minimum and maximum number of directors.

The composition of the Board shall reflect the geographical diversity of the members of the Association.

Furthermore, at least 50% of the seats in the Board shall be reserved for candidates from founding members at the moment of incorporation of the Association.

15.8. The responsibilities of the Board of Directors are to represent the Association externally, to provide guidance and support to the Executive Director in the execution of his/her duties in a manner defined by the Internal Regulations and as set out in the Business Plan, to oversee the implementation of the Business Plan by the Executive Director, to prepare a proposal to the General Assembly on the principles governing the remuneration of the Executive Director and to prepare a proposal to the General Assembly regarding the yearly performance evaluation of the Executive Director.

15.9 Should the position of President fall vacant, the powers of the President shall be taken over by the longest-serving Vice-President who shall convene a General Assembly within a maximum of three months to elect a new President.

15.10 Should a position of Vice-President fall vacant, the other members of the Board shall have the right to temporarily fill the vacancy until a new Vice President is appointed by the General Assembly. The President shall convene a General Assembly within a maximum of 6 months after the position of Vice President became vacant, to elect – if necessary by written procedure – a new Vice-President.

15.11 The President and the Executive Director, each acting individually, without having to produce a decision of the Board of Directors, are entitled to represent the Association towards third parties, including in court, lobbying and the media.

15.12 The Board of Directors may delegate specific powers or tasks it defined, including the power to represent the Association with respect to certain matters or in court, to a Vice President or the Executive Director, without prejudice to the Executive Director's power of representation within day-to-day management and of the preparation of the Business Plan .

Article 16: Executive Director

16.1 The Executive Director shall be appointed by the General Assembly, which shall also lay down the conditions and the duration of his/her mandate upon appointment.

16.2 His/her appointment may be terminated by the General Assembly at any time and without justification (ad nutum).

16.3 The Executive Director is entrusted with the day-to-day management and the representation of the Association towards third parties, including in Court.

16.4 In particular, the Executive Director shall be responsible for:

- Preparation of the meetings of the General Assembly;*
- Proposing political statements and policy positions to be approved by the Policy and Management Committee.*
- Preparing the Business Plan to be submitted to the General Assembly for approval;*
- Preparing the annual budget and the annual membership fees, to be submitted to the General Assembly for approval;*
- Preparing the draft annual work plan in support of the Business Plan;*
- Preparing the financial statements to be submitted to the General Assembly for approval;*
- Execution of the decisions adopted by the General Assembly.*

The Executive Director shall prepare the political strategy and the financial plan, known as the "Business Plan", for the Association. This Business Plan will define the strategic objectives of the Association for the mid-term. It shall be reviewed, amended and adopted by the General Assembly. Subsequently, the Executive Director will execute the approved Business Plan.

16.5 The Executive Director shall report on a regular basis to the Board of Directors as defined in the Internal Regulations, on the progress towards target concerning the implementation of the Business Plan; he will seek advice and guidance from the Board of Directors as necessary.

16.6 The Executive Director shall attend and report to the General Assembly and report to the Policy and Management Committee, as defined in the Internal Regulations;

16.7 In areas falling within the scope of his/her responsibilities and on a case by case basis, the Executive Director may set up and disband specific internal working groups to address particular issues. The work of these groups is regulated by the Internal Regulations

16.8 The details of the Executive Director's mandate shall be set out in the Internal Regulations.

V. Non-Management Posts

Article 17: Policy and Management Committee

17.1 Each member company shall appoint at least one employee as an „Authorised Person“ to act as a delegate. Such delegates shall be invited to meet no less than six times a year, and additional meetings can be held if necessary, on a basis defined by the Internal Regulations; this meeting shall be known as the policy and management committee.

17.1a The Policy and Management Committee shall be the normal mechanism through which member companies exercise day-to-day influence in the activity and statements of EIM, and shall receive a report from the Executive Director at each meeting on the activities of the Association.

17.1b In order to fully represent their companies and CEOs in guiding the activity of EIM, the Policy and Management Committee shall approve policy positions and offer such support as they feel necessary to the Executive Director in order to enable him/her to implement the approved Business Plan.

17.2 The Committee shall be consulted in the preparation of the meetings of the General Assembly and propose content for the Annual Work Plan.

17.3 The Committee shall review the proposal for the annual budget and the proposal on the accounts as prepared by the Executive Director, as well as any draft paper to be submitted to the General Assembly for approval. It shall consider the aforementioned proposals prior to the General Assembly and may provide comments for consideration.

17.4 In between General Assemblies, the Committee will be entitled to amend and adopt policy positions, activities, and approve organisational changes proposed by the Executive Director, so long as these are not in conflict with the Business Plan. They may also provide guidance for the short-medium term management of the Association.

17.5 The delegates individually may carry out tasks with which they are entrusted by the General Assembly or the President.

Article 18: Technical Steering Group

18.1 There shall be a „technical steering group“ with the primary aim of managing European Railway Agency (ERA) and technical related business within EIM. It shall meet in a manner directed by the Internal Regulations.

18.2 In areas falling within the scope of his/her responsibilities and on a case by case basis, the Executive Director may set up and disband other specific internal working groups to address particular issues.

18.3 The work of the above groups is subject to the provisions of Article 17.

Article 19: Other committees

19.1 Other committees may be created by the General Assembly of Board of Directors. Their working methods and powers shall be defined in the Internal Regulations.

VI. Financial Resources, Budgets and Accounts

Article 20: Fees

20.1 The Association's financial resources shall consist of membership fees paid by the members of the Association in accordance with Article 6, which shall be held on a current account and an interest-bearing reserve account.

Article 21: Accounts, Budgets

21.1 The financial year shall be the calendar year.

21.2 Each year, before the end of June, the Executive Director shall submit the annual accounts for the past year and a draft budget for the year to come to the General Assembly for approval.

21.3 The annual accounts shall be audited by an accountant or auditor appointed in accordance with the Internal Regulations. Each member shall have the power to appoint its own accountant/auditor to audit the accounts whether annual or not.

Whenever required by law deemed or when deemed necessary, the Association shall entrust the auditing of the Association's financial position, its annual accounts as well as the compliance of the operations to be recognised in these accounts, to one or more auditors appointed by the General Assembly from among the members of the Institut des Réviseurs d'Entreprise for a period of 3 years. Fees paid to the auditor or auditors shall be determined by the General Assembly at the time of appointment.

21.4 The Executive Director shall be under a duty to the General Assembly to manage the budget in such a manner that the Association does not fall into financial deficit. If at any time it appears that the Association shall or may fall into financial deficit, the Executive Director shall advise the Board of Directors and a special General Assembly shall be convened. The Executive Director shall present proposals to the special General Assembly to keep the Association solvent and the General Assembly shall take the necessary decisions to maintain the solvency of the Association or in extremis dissolve the Association.

VII. Amendments to the Statutes – Dissolution of the Association

Article 22: Changes to statutes

22.1 A convocation of a General Assembly meeting aimed at proposing an amendment to the Statutes of the Association must be sent to the National, Non-National and Associate Members at least three months in advance.

22.2 Any decision to dissolve the Association or to amend Article 11 shall require a unanimous vote at the General Assembly of the National and Non-National Members present or represented, without taking abstentions into account.

22.3 Any amendment to the provisions in Articles 3, 8, and 12 shall require a four fifths majority of the votes of the National and Non-National Members.

Article 23: Dissolution of the Association

23.1. A convocation of a General Assembly meeting aimed at proposing the dissolution of the Association must be sent to the National, Non-National and Associate Members at least three months in advance.

23.2. Except in the event of a legal dissolution, the General Assembly shall decide upon the voluntary dissolution of the Association, in accordance with the relevant provisions of the Act of

1921. *The proposal of dissolution of the Association shall be expressly mentioned in the convening letters sent to the members of the Association.*

23.3. *In the event of a voluntary dissolution of the Association, the General Assembly or, failing that, the court, shall appoint the liquidators and determine their powers.*

23.4. *In the event of dissolution of the Association, the General Assembly shall decide on the destination of the balance left after settlement of all debts, charges and costs of liquidation of the Association. In any case, this balance shall be allocated to a non-profit purpose."*

VIII. Miscellaneous provisions

Article 24: Internal Regulations

24.1 *The General Assembly shall adopt Internal Regulations compatible with the provisions of these Statutes to ensure the proper functioning of the Association.*

Article 25: Language

25.1 *The Association's working language shall be English.*

25.2 *The incorporation deed and Statutes shall be published in the French and English language. In the event of discrepancies among the various texts, the French version shall prevail.*

Article 26: Other matters

26.1 *Any issue not provided for under these Statutes shall be dealt with in accordance with the Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations, as amended in 2002."*