

Statutes

Note : These Statutes refer to individuals using the masculine pronouns (i.e., he / him / his). It is understood that these terms refer to a person of any gender.

SECTION 1

NAME – LEGAL FORM – REGISTERED OFFICE – DURATION –WORKING LANGUAGES – PURPOSE – OBJECT

Article S1 – NAME AND LEGAL FORM

The association is an international not-for-profit association called "European Network for Accreditation of Engineering Education", in short "ENAE" (hereafter 'ENAE' or the 'Association').

The Association is governed by the Belgian Code on Companies and Associations of 23 March 2019 (hereinafter the 'BCA') as modified and amended from time to time by subsequent laws.

Article S2 – REGISTERED OFFICE

The registered office of the Association is established in Belgium, in the Brussels Region.

The registered office of the Association can be transferred to any other location in the Brussels Region by decision of the Administrative Council, to be filed with the clerk's office of the competent enterprise court within thirty (30) calendar days and subsequently published in the Annexes to the Belgian State Gazette ('Moniteur Belge'). If the transfer of the registered office implies a change of the applicable language of the present Statutes, only the General Assembly is empowered to take such decision, subject to the rules on the amendment of the present Statutes.

Article S3 – DURATION

The Association is incorporated for an indefinite duration. However, it can be dissolved at any time by decision of the General Assembly, to be filed with the clerk's office of the competent enterprise court within thirty (30) calendar days and subsequently published in the Annexes of the Belgian State Gazette.

Article S4 – LANGUAGES

The working language of ENAE shall be English.

In accordance with the applicable Belgian law, the official language used for the official documents and relations with Belgian authorities shall be French.

In case of dispute relating to the Statutes and Internal Rules, the official published French version shall prevail. Towards third parties the official published French version is the only relevant version.

Article S5 – PURPOSE

The Association pursues a disinterested scientific and pedagogical purpose of international utility. It benchmarks and manages systems of accreditation of engineering degree programmes within Europe and promotes the implementation of accreditation practice for engineering education systems worldwide (the '**Purpose**').

In particular, the Association deals with:

- a) facilitating the free exchange of information and providing an effective communication channel for those bodies and individuals concerned with educational and professional standards in engineering worldwide. Such bodies may include government agencies, professional organisations, higher education institutions, employers and their associations, representatives of engineering students bodies and their associations;
- b) sharing such information as already exists within each country on topics and issues connected with educational and professional engineering standards;
- c) managing the administration of a European accreditation framework for engineering education programmes.

Article S6 – OBJECT

To achieve its Purpose, ENAEE carries out at least the following activities:

- a) maintaining and developing agreed Standards for the accreditation of engineering programmes, and assuming responsibility for the protection of corresponding European accreditation labels;
- b) participating in the operation of a worldwide Accreditation framework for engineering education programmes;
- c) providing information exchanged by regular communication of the membership's accreditation criteria, systems, procedures, manuals, publications, lists of accredited programmes and any other detail considered appropriate;
- d) providing for the exchange of information between accreditation bodies at worldwide level;
- e) promoting the establishment of accreditation agencies at worldwide level;
- f) organising, supporting and participating in meetings, seminars and workshops on accreditation practice and engineering education.

ENAEE may become a member of any other not-for profit association/not-for-profit organisation provided that said not-for-profit association/not-for-profit organisation is legal and its purposes are in line with the Purpose of the Association.

The Association may undertake any other activity, procedure or initiative or take any other actions that are directly or indirectly related to or necessary or useful to the object and the promotion of the disinterested Purpose of the Association as set out in article S5 of the present Statutes, including the exercise of economic and profit-making activities on an ancillary and/or isolated and/or exceptional basis which proceeds shall at all times be allocated to above mentioned Purpose and in accordance with the above mentioned object. Among other things, and provided that such activity is either expressly contained in the approved budget of the Association or is otherwise approved by the General Assembly, the Association may grant loans to, invest in the capital of, or, in any other manner, directly or indirectly, take

participations in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws.

The Association is authorised to collect any resources which are necessary to the realisation of its Purpose.

SECTION 2
MEMBERSHIP – ADMISSION –
MEMBERSHIP FEES – END OF MEMBERSHIP

Article S7 – MEMBERSHIP

S7.1 General provisions

The Association has two (2) membership categories, namely: the full members (the ‘**Full Members**’) and the associate members (the ‘**Associate Members**’) (hereinafter all referred to as the ‘**Members**’ and each as a ‘**Member**’).

Only legal entities legally constituted in accordance with the laws or customs of their country of origin are eligible for membership of the Association.

The number of Members per country is not limited, provided that the membership conflict check and resolution procedure set out in article S8 of the present Statutes has been followed prior to the filing of the application for membership.

Each Member shall designate in accordance with its own rules one (1) natural person to act as its delegate within the Association (the ‘**Member Delegate**’), it being understood that the Full Member Delegate shall act as its voting delegate (the ‘**Voting Delegate**’) at the General Assembly meeting. A Member may change its Member Delegate at any time by giving written notice by e-mail to the Secretary General.

S7.2 Full Members

Only accreditation legal entities for engineering programmes established in any country of the world legally constituted in accordance with the laws or customs of their country of origin may apply for Full Membership.

Full Members have full membership rights, including the right to attend and to vote at the General Assembly through their Full Member Delegate appointed in compliance with article S7.1 of the present Statutes.

Full Membership includes, amongst others the right :

- a) to be eligible or propose a candidate for a position in the governing bodies or any other body of the Association;
- b) to participate in roundtables, workshops, experts groups, task forces or meetings of Working Groups (as defined below) and any other activities and meetings of the Association, as the case may be with the right to vote, in accordance with the rules established by the General Assembly;
- c) to propose amendments to the present Statutes;
- d) to use the Association as source of information and platform of contact with other Members.

Full Members have the following membership duties:

- a) to comply with the present Statutes, Internal Rules, General Policies and other governing rules of the Association as well as with the decisions of its governing bodies;
- b) to support the mission, the Purpose, the object, the policy and the activities of the Association;
- c) to nominate and notify in writing the name of one (1) Full Member Delegate to the Secretary General;
- d) to pay the annual Membership fee as determined by the General Assembly, on the proposal of the Administrative Council.

S7.3 Associate Members

The following legal entities legally constituted in accordance with the laws or customs of their country of origin may apply for Associate membership:

- a) Legal entities other than those mentioned in article S7.2, Para. 1 of the present Statutes having the development of engineering education accreditation procedures among their main objectives;
- b) Associations representing educational and training institutions;
- c) Legal entities representing engineering students;
- d) Legal entities whose mission is to foster the interests of the profession of engineers.

Associate Members shall have the right to attend and speak at the General Assembly through their Associate Member Delegate appointed in compliance with article S7.1 of the present Statutes. Associate Members shall not have the right to vote at the General Assembly.

Associate Membership includes, amongst others the right:

- a) to be eligible or propose a candidate for a position in the governing bodies or any other bodies of the Association;
- b) to participate in roundtables, workshops, experts groups, task forces or meetings of Working Groups (as defined below) and any other activities and meetings of the Association, as the case may be, with the right to vote, in accordance with the rules established by the General Assembly;
- c) to use the Association as source of information and platform of contact with other Members.

Associate Members have the following membership duties:

- a) to comply with the present Statutes, Internal Rules, General Policies and other governing rules of the Association as well as with the decisions of its governing bodies;
- b) to support the mission, the Purpose, the object, the policy and the activities of the Association;
- c) to nominate and notify in writing the name of one (1) Associate Member Delegate to the Secretary General
- d) to pay the annual Membership fee as determined by the General Assembly, on the proposal of the Administrative Council.

Article S8 – ADMISSION

Before filing any application for membership, the applicant must complete a membership conflict check with eventual other applicant(s) and Members originating from the same country

as the country of the applicant. If a conflict exists, the conflicted applicant(s) and Members shall undertake a mediation procedure or any other conflict resolution procedure in place in and governed by the laws of their common country of origin.

Applications for membership must be sent in writing to the Permanent Secretariat and submitted to the Administrative Council.

The application for membership shall include (i) the required information of the applicant as laid down in the Internal Rules, (ii) a confirmation that the applicant abides to the present Statutes, Internal Rules, General Policies and all other governing rules of the Association and all decisions of its governing bodies as well as (iii) the confirmation that the applicant agrees to pay its annual Membership fee to the Association.

After completion of the above mentioned membership conflict check, as the case may be, a conflict resolution procedure as set out above may take place. In any case, the application shall include the confirmation from potential other applicant(s) and Members originating from the same country as the country of the applicant, that they do not have any substantial and reasonable objection against the application.

The Administrative Council will prepare a recommendation to be submitted to the General Assembly for approval. The request for admission of a Member and all supporting documents for decision making at the General Assembly in that respect will be mailed or made available on the Member section of the website of ENAEE to the Full Members at least two (2) months before the General Assembly meeting. The General Assembly shall have full power and discretion to decide on the application for membership. The General Assembly shall not be required to justify its decision, which shall be final.

Article S9 – MEMBERSHIP FEES

Each Full or Associate Member shall pay annually before 1st April a membership fee (the '**Membership Fee**') whose amount is determined each preceding year by the General Assembly upon proposal of the Administrative Council for the following financial year. Interest shall accrue on Membership Fee payments overdue as set out in the Internal Rules.

The voting rights of a Full Member whose due Membership Fees have not been credited on the ENAEE account before the 1st April are suspended. The voting rights will be reinstated, for purposes of the next General Assembly, following the payment in full of the outstanding amount of Membership Fees.

In special circumstances, Members may consult the Treasurer and agree terms for the deferral of payment of the Membership Fee subject to the approval of the Administrative Council. In such case and as far as a Full Member is concerned, the Full Member retains its voting right at the General Assembly.

Article S10 – END OF MEMBERSHIP

S10.1 General provision

Membership in the various membership categories ends (i) in accordance with articles S10.2 or S10.3 of the present Statutes, (ii) automatically with immediate effect, by bankruptcy,

insolvency, judicial reorganisation, liquidation or dissolution of the concerned Member or (iii) with immediate effect, by dissolution of the Association. The Member whose membership ended is required to fulfil its obligations according to article S10.4 of the present Statutes.

S10.2 Resignation

A Member of ENAEE shall have at any time the right to resign from membership. Resignation must be notified by written notice sent by e-mail and by registered letter to the President. If the written notice is received before 1st September of a calendar year, the membership will end on 31 December of the same calendar year. If the written notice is received after the 1st September of a calendar year, the membership will end on 31st December of the following calendar year. The notice period will take effect on the date of the receipt of the written notice by the President. During the notice period, the Member shall keep its rights and comply with its obligations pursuant to article S10.4. of the present Statutes.

S10.3 Expulsion

The General Assembly can decide to expel, upon a recommendation presented to it by the Administrative Council, a Member

- a) whose Membership fees to ENAEE are two (2) years overdue, after notice from the President as confirmed in a resolution presented to the General Assembly by the Administrative Council, or
- b) who by its actions or behaviour is in serious breach of ENAEE's Statutes, Internal Rules, General Policies, or other governing rules, or
- c) who brings the reputation of ENAEE into disrepute, or
- d) who repeatedly violates the Statutes, the Internal Rules, General policies or other governing rules of ENAEE, or
- e) who no longer has the respective qualifications required by articles S7.1 to S7.3 of the Statutes, but does not resign.

Concerning point d), the Administrative Council may however, in urgent cases, immediately suspend a Member until a final decision of the General Assembly is taken or until the General Assembly decides otherwise. The suspended Member will cease to benefit from its membership rights. However, it must continue to fulfil all its membership duties under the present Statutes.

The expulsion of a Member and all supporting documents for decision making at the General Assembly in that respect will be mailed or made available on the Member section of the website of ENAEE to the Full Members at least four (4) months before the General Assembly meeting.

No Member shall be expelled until it has been invited to present its defense in writing or in person at the General Assembly. The expulsion of a Member shall be pronounced by the General Assembly a decision taken by a two-thirds (2/3) majority of the votes of the Full Members presented or represented at the meeting.

The decision of the General Assembly is final and the exclusion shall be effective as of the date of the decision of the General Assembly. Members shall be immediately notified of the expulsion in writing.

S.10.4 Consequences of termination of membership

If a Member resigns, is expelled or if membership ends for any other reason before 1st of September in any calendar year, the Member shall be required to pay the Membership fee and any other sum due for that calendar year.

If a Member resigns, is expelled or if membership ends for any other reason after the 1st of September in any calendar year, the Member shall be required to pay the Membership fees and any other sum due for that calendar year and the following calendar year.

The Member whose membership ended will cease to benefit from its membership rights and shall not be entitled (i) neither to call for accountability, seise or claim any of the Association's funds or assets (ii) nor to claim any reimbursement of its Membership fees or any other compensation.

SECTION 3 ORGANISATION

Article S11 – GOVERNANCE STRUCTURE

ENAEF is organised according to the following governance bodies and governance structure:

- a) the General Assembly ("GA"),
- b) the Administrative Council ("AC"),
- c) the President,
- d) the Treasurer,
- e) the Secretary General,
- f) the EUR-ACE Label Committee,
- g) the Permanent Secretariat.

3.1. GENERAL ASSEMBLY

Article S12 – POWERS OF THE GENERAL ASSEMBLY

The General Assembly is the supreme body of ENAEF and shall have the powers explicitly conferred to it by law or by the present Statutes.

The General Assembly shall have the following exclusive powers:

- a) to set and approve the general policy of the Association;
- b) to elect and revoke the members of the Administrative Council and to determine the conditions, as the case may be the financial conditions, under which the mandate of such members of the Administrative Council is conferred, exercised and terminated;
- c) to elect the President from among the candidates nominated by the Full Members of ENAEF and to revoke him;
- d) to discuss and decide on recommendations for new Members, proposed by the Administrative Council;
- e) to discuss and decide on recommendations from the Administrative Council for the expulsion of Members;
- f) to discuss and agree on the programme of activity, prepared by the Administrative Council;
- g) to discuss and approve the annual accounts of the past financial year, the budget of the next financial year as well as the amendments thereto and the Membership Fees proposed by the Administrative Council;
- h) to discuss and approve procedures for the conduct of internal audits;
- i) to elect and revoke the Internal Auditor(s) who operate according to procedures approved by the General Assembly;
- j) if applicable, to appoint the statutory auditor(s) and to determine their remuneration for the exercise of their mandate;
- k) to vote on the discharge of the members of the Administrative Council and of the statutory auditor(s), if any;
- l) to decide on amendment of the Statutes;

- m) to approve and amend the Internal Rules of the Association, upon proposal of the Administrative Council;
- n) to dissolve the Association; and
- o) any other power as indicated in the law or the present Statutes.

Article S13 – COMPOSITION OF THE GENERAL ASSEMBLY

The General Assembly of ENAEE is composed of the Full Members of the Association.

Subject to the provisions and limitations stipulated in the present Statutes, the Associate Members and guests invited by the President, the Administrative Council or the General Assembly may attend the General Assembly meeting, without the right to vote.

Each Full Member shall be represented by its Full Member Delegate designated in accordance with article S7.1, last paragraph of the present Statutes who shall act as its Voting Delegate.

Each Associate Member shall be represented by its Associate Member Delegate designated in accordance with article S7.1, last paragraph of the present Statutes who acts as its non-voting delegate.

Article S14 – MEETING RULES OF THE GENERAL ASSEMBLY

An Ordinary Meeting of the General Assembly shall be held at least in the first half of every calendar year.

An Extraordinary Meeting of the General Assembly may be convened (i) upon written request of at least twenty-five percent (25%) of the Full Members to the Administrative Council or (ii) upon request of the Administrative Council.

In addition, an Extraordinary Meeting of the General Assembly must be called at the request of one fifth (1/5) of the Full Members via the statutory auditor(s) (if applicable).

The invitation to each Ordinary or Extraordinary Meeting of the General Assembly shall be sent by the Permanent Secretariat on behalf of the President to all Members at least two (2) months prior to the meeting. The invitation is to be sent by email, letter, courier or any other communication tool and includes the date, time, draft agenda of the meeting, and the place of the meeting. Unless provided otherwise in the present Statutes or by law, the final agenda and all supporting documents for decision-making at the General Assembly will be prepared by the Permanent Secretariat and mailed or made available on the Member section of the website of ENAEE to the Members at least (1) one month before the meeting.

The agenda shall include the items specified by the Administrative Council and/or requested by a Full Member. No decision can be taken on an item which does not appear on the circulated agenda.

The General Assembly is held at a physical location, as determined by the Administrative Council, as the place of the meeting. If technically possible and unless otherwise provided in the present Statutes, Members, the Administrative Council members, and General Assembly guests can attend the General Assembly meeting either (i) physically or (ii) via a conference call, a video conference, a web-conference or by any other electronic means of communications

made available by the Association and which offers the possibility for the Association to check the identity of the Members, the Administrative Council members and General Assembly guests participating in the meeting. Such electronic means of communications must enable them (i) to directly, simultaneously and uninterruptedly follow the discussions during the meeting, (ii) to speak to each other and (iii) and as far as the Full Members are concerned, to participate in the deliberation, to ask questions and to cast definitively their vote on all the agenda items. With regard to the compliance with the quorum and majority requirement rules, any Full Member, participating by such means in the General Assembly meeting shall be deemed present at the place where such meeting takes place.

Breakdowns, overloads, line failure, connection failure or any other event, incident, technical problem of the same or similar nature beyond the Association's will and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Assembly, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents having impeded or disturbed the participation by electronic means to the General Assembly or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Except in cases of force majeure or exceptional calamity, General Assembly meetings involving decisions on the dissolution of ENAEE and on the expulsion of a Member have to be held physically.

The meetings of the General Assembly are presided over by the President. If the President is unable to attend, the GA shall elect a chairman among the attending Full Member Delegates.

Article S15 – QUORUM AND VOTING AT THE GENERAL ASSEMBLY

Each Full Member shall have one (1) vote in the decisions of the General Assembly.

Associate Members, General Assembly guests, the President as well as the members of the Administrative Council participating in that quality in the meeting may attend the General Assembly meeting with the right to speak, but without voting right.

A Member can be represented by another Member by written proxy to be sent to the Permanent Secretariat at least ten (10) calendar days prior to the meeting. Every Full Member may hold maximum one (1) proxy.

As an exception to the previous paragraph, a Full Member or a third party may act on behalf of an unlimited number of Full Members by virtue of a written proxy, if the Belgian law requires that the decision of the General Assembly must be certified by notarial deed.

Voting can be done by roll-call in alphabetic order, by show of hand, by secret ballot or by electronic means in real time. Voting by secret ballot shall take place on sensitive matters and for any other purposes upon request of at least two (2) Full Members attending or participating remotely in the General Assembly meeting.

The General Assembly shall be deemed validly constituted and has the quorum to resolve if at least two-thirds (2/3) of the Full Members are present or represented at the meeting.

Unless the present Statutes or the BCCA require another majority, the decisions of the General Assembly require a majority of at least fifty one percent (51 %) of the votes of the Full Members present or represented at the meeting.

As an exception to the previous paragraph, the following decisions of the General Assembly require a two-thirds (2/3) majority of the votes of the Full Members present or represented at the meeting:

- a) dissolution of ENAEE;
- b) expulsion of a Member;
- c) amendment of the Statutes;
- d) approval of the Internal rules and their amendments;
- e) admission of a new Member.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

If this quorum is not met at a General Assembly meeting, a second meeting for the same purpose and with the same agenda may be called and held within one (1) month. The decisions made at such second meeting shall be valid regardless of the number of the Full Members present or represented at the meeting.

Unless the Belgian law requires otherwise, and, if a decision cannot be deferred until the following meeting of the General Assembly, but is not sufficiently important to justify an Extraordinary Meeting of the General Assembly, an unanimous written decision-making procedure can exceptionally take place in which the General Assembly may vote in a ballot without personal meeting, i.e. by exchange e-mail or of written letter.

Except in urgent cases, the invitation for a written decision-making shall be sent by e-mail, mail or made available on the Member section of the website of ENAEE together with the text of the proposal and all supporting documents for decision-making purposes as described in article S14. Para. 4 to all Full Members at least fourteen (14) calendar days before the deadline for voting.

In urgent cases, replies must be given within the deadline agreed upon by the Administrative Council.

The resolutions that are subject to the written decision-making procedure shall be adopted by unanimous written consent of all Full Members.

Article S16 – MINUTES OF MEETING

The minutes of the General Assembly, including a record of all decisions and the report of the discussions of the General Assembly shall be prepared by the Secretary General. The decisions of the General Assembly are approved at the end of the General Assembly meeting and are distributed by the Secretary General to the Members by electronic mail or by any other written means of communication within two (2) weeks after the meeting. A draft of the minutes of the General Assembly meeting including besides the decisions a report of the discussions shall be sent to the Members by electronic mail or by any other written means of communication within six (6) weeks. Full Members are entitled to make comments on the draft minutes distributed by the Secretary General within two (2) months after the meeting (the ‘**Commenting Period**’).

If the Secretary General does not receive any comments during the Commenting Period, the minutes are considered as approved two (2) months after the meeting and they are signed by the President and one (1) appointed Full Member Delegate.

If the Secretary General does receive comments from the Full Members during the Commenting Period, he will prepare an updated draft minutes and the latter shall be put for final approval on the agenda of the next General Assembly meeting. After such approval, the minutes are signed by the President and one (1) appointed Full Member Delegate.

Once signed, the minutes shall be deemed final and binding.

The original minutes of the General Assembly have to be entered into a separate physical or electronic register and kept at the registered office of the Association, where they must be made available to the Members for consultation. The minutes are also put on the Members section of the ENAEE website.

3.2. ADMINISTRATIVE COUNCIL

Article S17 – COMPOSITION

The Administrative Council (the ‘**AC**’) is composed of (10) directors (the ‘**AC Members**’ and each an ‘**AC Member**’), who are natural persons, designated as follows:

- a) the President, elected by the General Assembly for a period of two (2) years among candidates proposed by the Full Members of the Association; and
- b) nine (9) additional AC Members elected by the General Assembly for a period of three (3) years among candidates proposed by the Members of the Association.

One third (1/3) of the AC Members other than the President resigns each year and are substituted by newly elected AC Members. The regular term lasts for three (3) years. However, in case of vacancy and subsequent election pursuant to this provision, the term is shortened accordingly. AC Members other than the President may be re-elected, but may not serve for more than six (6) years.

Further details regarding the election of the AC Members may be detailed in compliance with Article 2:59 BCCA in the Internal Rules of the Association.

The mandate of an AC Member shall end (i) by death or the loss of legal capacity, (ii) resignation, (iii) the revocation by the General Assembly or (iv) the expiration of its term.

The revocation of the Administrative Council as a whole or of an AC Member before the end of the term of their respective mandate shall (i) require the simple majority of the votes of the Full Members present or represented at the meeting.

Every AC Member is free to resign at any moment by formally giving written notice to President of the Association.

An Administrative Council Member who fails to attend two (2) consecutive meetings of the Administrative Council without a valid reason having been sent in writing to the Secretary

General of ENAEE within two (2) weeks after the second absence shall be deemed to have resigned.

If a position of an AC Member other than the President becomes vacant, the composition of the Administrative Council remains unchanged until the next General Assembly at which the General Assembly shall elect a new AC Member for the remaining time of the original term of office of his predecessor.

If the position of the President becomes vacant, the Administrative Council shall fill the vacancy and appoint an AC Member as Acting President until the next General Assembly at which the latter shall elect a new President for the remaining term of office.

Article S18 – POWERS

The Administrative Council acts as a collegial body and shall have all necessary administration and representation powers to manage the affairs of ENAEE and to promote its Purpose, except for the powers reserved to the General Assembly by law or the present Statutes.

In particular the powers of the Administrative Council shall include, but are not limited to the following:

- a) to maintain the agreed Standards for the accreditation of engineering programmes, and assume responsibility for the protection of a corresponding European accreditation label;
- b) to prepare the programme and manage the activities of ENAEE;
- c) to prepare the budgets of ENAEE;
- d) to authorise, control and monitor expenditure in accordance with the approved budget;
- e) to prepare the annual accounts and the annual report of the past financial year and present these, together with the reports of the Internal Auditors and /or statutory auditor (s), if applicable, and the budget, to the General Assembly for approval;
- f) to discuss the agreements and contracts to be signed by the President on behalf of the Association;
- g) to propose the Membership Fees to the General Assembly for approval;
- h) to consider applications for membership and make recommendations on them to the General Assembly;
- i) to discuss proposals for expulsion of Members and make recommendations on them to the General Assembly;
- j) to appoint and dismiss the Vice-President(s) and the Treasurer;
- k) to appoint and dismiss the Secretary General;
- l) to appoint and dismiss the Permanent Secretariat;
- m) to instruct and evaluate the work of the Secretary General in charge of the Permanent Secretariat;
- n) to manage the ENAEE website;
- o) to appoint and dismiss the members of the EUR-ACE Label Committee ;
- p) to establish and dissolve the Committees and ad hoc Working Groups;
- q) without prejudice to the application of the Belgian linguistic legislation, to change the registered office of the Association;
- r) to decide upon any other matter or activity serving the Purpose of the Association which has not been explicitly conferred to another governing body of the Association.

The Administrative Council may, as part of its exclusive responsibilities, delegate part of its management or representation powers to one (1) or several AC Members, the Secretary General, one (1) or more members of the Permanent Secretariat of ENAEE and to third parties.

The Administrative Council may also delegate the authority to authorise and incur expenditure up to a maximum amount defined by the Administrative Council to the President, Treasurer or the Secretary General alone and beyond that maximum amount to the President and the Treasurer jointly or, to the President and a Vice-President jointly, or in the absence of the President, to two (2) Vice-Presidents jointly or one (1) Vice-President and the Treasurer jointly.

Article S19 – MEETING RULES

The Administrative Council is convened by the President whenever necessary or upon request of one third (1/3) of the AC Members. The notice for meetings is served by means of an invitation sent out by the Secretary General on behalf of the President by e-mail at least two (2) weeks before the meeting. The notice includes the date, the time, and, unless the meeting is a virtual meeting provided for in Article S19 last paragraph of the present Statutes, the place of the meeting. The agenda of the meeting is prepared by the Secretary General in consultation with the President and circulated to Administrative Council Members not less than one (1) week before the meeting.

The Administrative Council meeting is chaired by the President or, in case of his absence, by a Vice-President.

Subject to the provisions and limitations stipulated in the present Statutes or in the Internal Rules of the Association, Members, the Secretary General, experts, Chairs of Committees and Working Groups other than AC Members or guests invited by the President or the Administrative Council may attend the Administrative Council meeting.

Administrative Council meetings may be held with or without a physical location designated as the place of the meeting. AC Members, Members, the Secretary General, and, if applicable, guests, Chairs of Committees and Working Groups other than AC Members or experts may participate in the meeting (i) either in person or (ii) via conference call, video conference, web-conference or by any other electronic means of communications made available by the Association which offers the possibility for the Association to check their identity. Such electronic means of communications must enable them (i) to directly, simultaneously and uninterrupted follow the discussions during the meeting, (ii) to speak to each other and (iii), as far as the AC Members are concerned, to participate in the deliberation, to ask questions and to cast definitively their vote on all agenda items. Any AC Member, Members, the Secretary General or, if applicable guests, Chairs of Committees and Working Groups other than AC Members or experts participating by such means shall be deemed present at such meeting.

Breakdowns, overloads, line failure, connection failure or any other event, incident, technical problem of the same or similar nature beyond the Association's will and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the AC, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents having impeded or disturbed the participation by electronic means to the AC or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Article S20 – QUORUM AND VOTING AT THE ADMINISTRATIVE COUNCIL

Each AC Member including the President shall have one (1) vote.

An AC Member who cannot attend a meeting may give a proxy to another AC Member. An AC Member cannot represent more than one (1) other AC Member.

Members, the Secretary General, guests, Chairs of Committees and Working Groups other than AC Members and experts may attend the Administrative Council meetings without the right to vote.

The Administrative Council will be deemed validly constituted and has the quorum to take a decision when at least fifty-one percent (51 %) of the AC Members are present or represented at the meeting.

The decisions will be taken by a majority of at least fifty-one percent (51 %) of the votes of the AC Members present or represented at the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

In case of parity, the vote of the President prevails.

Voting can be done by show of hand, by secret ballot or by electronic means in real time. Voting by secret ballot takes place on sensitive matters and for any other purposes upon request of a minimum of fifty (50) % of the AC Members.

Upon request of the President a written decision-making procedure may be launched in which the Administrative Council may vote in a ballot without a personal meeting, i.e. by email, or by exchange of written letter by unanimous consent of all AC Members.

The convening notice for written decision-making shall be sent or uploaded together with the text of the proposal and all supporting documents as described in Article S19 of the present Statutes to all AC Members at least twenty-one (21) calendar days before the deadline for voting.

Article S21 – CONFLICT OF INTEREST

If the Administrative Council is required to take a decision or a view on any operation within its field of powers for which any AC Member has a direct or indirect personal and/or patrimonial interest that is contrary to the interest of the Association, that AC Member is required to inform the other AC Members of the potential conflict of interest before the latter takes a decision or a view. The AC Member's declaration, as well as the explanations provided about the nature of the possible conflict of interest, must be recorded in the minutes of the respective AC meeting. It is not allowed that the AC delegates any such decision.

If the majority of the AC Members declare that they have a conflict of interest, the decision or the operation will be submitted to the General Assembly for approval. If the latter approves the decision or the operation, the AC may execute them as approved by the General Assembly.

Any AC Member having a conflict of interest as stated above shall leave the meeting and shall participate neither in the deliberations nor in the vote of the AC on the associated decision or the operation.

The above procedure does not apply to regular operations of the AC under the conditions and under the guarantees customary on the market for similar operations.

3.3. PRESIDENT – VICE-PRESIDENTS – TREASURER – EUR-ACE LABEL COMMITTEE – COMMITTEES – WORKING GROUPS – PERMANENT SECRETARIAT – INTERNAL AUDITORS – STATUTORY AUDITOR(S)

Article S22 – THE PRESIDENT

The President is elected for a two (2) year term by the General Assembly among the candidates proposed by the Full Members of the ENAEE, and can be re-elected once.

The President is the legal representative of ENAEE in all civil affairs and in all judicial action either as plaintiff or defendant. In a lawsuit, he may be replaced by an AC Member or a third party acting by virtue of a special power-of-attorney. He executes the decisions of the General Assembly, chairs meetings of the Administrative Council and of the General Assembly.

Article S23 – VICE-PRESIDENTS

To support the activities of the President, except in legal affairs, the Administrative Council may appoint, upon proposal by the President, up to two (2) of its AC Members as Vice-President(s). They keep this title as long as their mandate as AC Member or the mandate of the President under which presidency they were appointed, whichever ends first.

Their office can be renewed by the Administrative Council in case of re-election.

Article S24 – EUR-ACE LABEL COMMITTEE - CREATION OF COMMITTEES AND WORKING GROUPS

The Association has one (1) permanent committee composed of one (1) representative of each accreditation agency authorised to award the EUR-ACE label (the '**EUR-ACE Label Committee**').

In order to deal expeditiously with issues of common interest, the Administrative Council may establish additional committees (the '**Committees**') and ad hoc working groups (the '**Working Groups**').

The Administrative Council will supervise and co-ordinate the activities of the established Committees including the EUR-ACE Label Committee and Working Groups.

Further rules regarding the composition, mission and functioning of the EUR-ACE Label Committee, the additional Committees and Working Groups may be detailed in compliance with article 2:59 BCCA in the Internal Rules.

Article S25 – THE TREASURER

The Administrative Council appoints one (1) of its members to serve as the Treasurer. The term of office of the Treasurer ends with his mandate as an AC Member. His office can be renewed by the Administrative Council in case of re-election.

The Treasurer oversees all financial matters, controls and monitors the accounting system of ENAEE, according to the rules set by the Administrative Council, prepares and presents all required accounts and budgets for meetings of the Administrative Council, the Internal Auditor(s), the statutory auditor(s) and the General Assembly.

Article S26 – PERMANENT SECRETARIAT

The Administrative Council can appoint and contract a Permanent Secretariat. It will give support to the day-to-day management of the Association. The practical details of its operation are specified in compliance with Article 2:59 BCCA in the Internal Rules.

The Administrative Council appoints a Secretary General. The Secretary General is in charge of coordinating the Permanent Secretariat, the day to day execution of the AC decisions and the day-to-day management of the Association.

Article S27 – INTERNAL AUDITORS – STATUTORY AUDITOR(S)

The internal auditor(s) (the ‘**Internal Auditor(s)**’) is/are appointed by the General Assembly for a term of three (3) years, renewable once, with a maximum term of six (6) years. The Internal Auditor shall act in accordance with the guidelines agreed by the General Assembly.

Candidatures for the position of Internal Auditor are proposed by the Members or the Administrative Council and sent to the registered office of ENAEE.

The General Assembly must appoint one (1) or several statutory auditor(s) among the members of the Belgian Institute of Company Auditors, as soon as the Association falls under the scope of application of Article 3:47, §6 BCCA for the last completed financial year. Such statutory auditor(s) shall be responsible for the audit of (i) the financial situation, (ii) the annual accounts and the regularity in the light of the law and the Statutes and (iii) the operations which must be stated in the annual accounts.

The General Assembly shall also determine the remuneration of the statutory auditor(s).

SECTION 4 REPRESENTATION

Article S28 – REPRESENTATION

Unless otherwise stipulated in the present Statutes and without prejudice to articles S18 of the present Statutes, the Association is validly represented with respect to all legal acts towards third parties (i) by the Administrative Council or (ii) by the President alone or (iii) by two (2) AC Members jointly who will not have to justify to third parties the powers conferred to him to this end.

SECTION 5 FINANCE - LIABILITY

Article S29 – RESOURCES

The Association does not intend to make any profit, but is allowed to seek public and private fundings, donations, allocations, fees and financial contributions through its own activities in compliance with article S5 and S6 of the present Statutes.

ENAE financial resources derive from:

- a) Membership Fees;
- b) Gifts, grants and subsidies if any;
- c) Revenues from activities as stated in Article S6;
- d) The yield of its bank accounts;
- e) Any other legally allowed resources that might be paid or granted to the Association and that comply with the Purpose and object of ENAE.

Article S30 – FINANCIAL YEAR

The Association's financial year starts on 1 January and ends on 31 December of each calendar year.

Each year, after approval by the Treasurer, the annual accounts of the past financial year and a draft budget are submitted promptly to the Administrative Council for consideration, approval and presentation to the General Assembly.

The annual accounts shall be sent to the competent authorities in accordance with article 2:10 §1, 8° of the BCCA.

Article S31 – LIABILITY

The Association shall only be liable for its debts up to the amount of the Association's own assets.

Members shall not incur any personal liability and/or responsibility for the debts or for any other commitments of the Association nor for any other liability of whatever nature.

SECTION 6 AMENDMENTS

Article S32 – AMENDMENT OF THESE STATUTES

The present Statutes may be amended only by the General Assembly upon proposal of the Administrative Council as provided in article S15 of the present Statutes.

Amendments to the Statutes come into force within the Association immediately after decision by the General Assembly, unless the amendment relates to the Purpose and object of the Association. In the latter case, the amendments will not take effect until approved by Royal Decree.

However, amendments to the Statutes will not take effect towards third parties until approved by Royal Decree and until they have been published in the Annexes to the Belgian Gazette in accordance with article 2:10 §1, 2° and article 2:16 of the BCCA.

Any proposal to amend the Statutes must be addressed in writing to the registered office of ENAEE. Such requests shall be circulated by the Permanent Secretariat to all Members not less than two (2) months before the meeting of the General Assembly.

SECTION 7 INTERNAL RULES – GENERAL POLICIES

Article S33 – INTERNAL RULES

The Internal Rules of ENAEE may be adopted in order to implement and further detail the present Statutes. The Internal Rules as well as any amendments thereto are drawn up by the Administrative Council and approved by the General Assembly according to article S15 of the present Statutes.

The most recent version of the Internal Rules dates from [...].

Any proposal to amend the Internal Rules must be addressed by writing to the Secretary General or Permanent Secretariat of ENAEE.

The Internal Rules are available to all Members and are communicated to the latter in accordance with article 2:59 juncto article 2:32 of the BCCA.

Article S34 – GENERAL POLICIES

ENAEE General Policies are prepared by the Administrative Council and submitted to the General Assembly for approval by a majority of at least fifty-one percent (51 %) of the votes of the Full Members present or represented at the meeting. They have to be adhered by all ENAEE Members, Administrative Council Members, Permanent Secretariat members, Committees and Working Groups until amended or deleted by the General Assembly.

Article S35 – HIERARCHY OF NORMS

The following hierarchy of norms applies within the Association:

- a) Statutes;
- b) Internal Rules ;
- c) General Policies.

In the case of any contradiction between two (2) or more norms of the Association of a different level, the norm mentioned in the higher level shall prevail over the norm mentioned in the lower level of the above-mentioned hierarchy of norms.

In the case of any contradiction between two (2) or more norms of the Association of the same level, the most recent version of any such norm shall prevail over any previously adopted version of such norm.

SECTION 8 MISCELLANEOUS

Article S36 – GOVERNING LAW

All matters which are not covered by the present Statutes and particularly publications to be done to the Annexes to the Belgian Gazette, shall be settled in accordance with the provision of the BCCA, as amended by subsequent laws and its implementing royal decrees.

Article S37– ARBITRATION

Any disputes arising out of or in relation with the present Statutes shall be finally settled under the CEPANI Rules of Arbitration by one (1) arbitrator appointed in accordance with those Rules. The arbitral tribunal shall be composed of one (1) arbitrator educated in Belgian law and fluent in English. The seat of the arbitration shall be Brussels. The arbitration shall be conducted in the English language. The applicable rules of law are the Belgian law rules. The decision of the arbitrator is binding.

Article S38 – DISSOLUTION / LIQUIDATION

Any proposal aimed at dissolving the Association must emanate from (i) the Administrative Council, (ii) at least from fifty-one percent (51) % of the Full Members or (iii), as the case may be, from the statutory auditor(s) upon request one fifth (1/5) of the Full Members. The proposed dissolution must be explicitly mentioned in the convening notice to be sent to all Full Members at least four (4) months before the date of General Assembly meeting.

The dissolution of the Association requires a deliberation and decision of the General Assembly.

In case of deliberate dissolution, the General Assembly will determine in the decision of dissolution the modalities of liquidation, appoint one (1) or several liquidator(s), determine their powers and indicate the allocation of the net assets of the Association.

In all cases of deliberate or judicial dissolutions, the net assets after liquidation of the dissolved Association may not be paid out to the Members of the Association or the directors, but will only be allocated, to the extent legally possible, to the Engineers for Disaster Relief (RedR). If this is not possible, the net assets after liquidation may be allocated to another not-for-profit organisation having the same or similar disinterested Purpose to that pursued by the Association. The Administrative Council is subsequently empowered with the implementation of such decision.