

## FREE ENGLISH TRANSLATION

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"CONFÉDÉRATION EUROPÉENNE DES ASSOCIATIONS D'ADMINISTRATEURS",  
"EUROPEAN CONFEDERATION OF DIRECTORS ASSOCIATIONS", "ECODA"

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*Association sans but lucratif*  
Bruxelles (B-1040 Bruxelles), rue de la Loi 42

<b>DEED OF INCORPORATION</b>
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### STATUTES

#### Article 1: Name

The name of the association is "**European Confederation of Directors Associations**", known by the acronym "**ECODA**".

The full name and acronym may be used together or separately. They shall always be immediately preceded or followed by the words "association sans but lucratif" (non profit association) or the initials "**ASBL**".

#### Article 2: Registered office

The registered office of the association is located at (B-1040 Brussels)42 rue de la Loi, in the jurisdiction of Brussels.

The registered office of the association may be transferred, without any amendment of the articles of association, to any other place within the same jurisdiction by simple resolution of the board of directors.

#### Article 3: Purpose

ecoDa's mission is:

- 1- to promote the role of directors, to develop professionalism and European governance standards by acting as a standing body where national experiences in terms of corporate governance are shared and discussed, by developing recommendations and education programmes which complement those developed by its members,
- 2- to influence the European decision-making process related to corporate governance by reacting directly to the European institutions or by pro-actively taking initiatives or actions aimed at generating European debate and reflection on corporate governance;

3- to provide services to its members, mainly by providing information regarding relevant European issues;

4- to facilitate at European level the creation and the development of national director institutes dealing with corporate governance in Europe and attract new members in order to strengthen the European representativeness of the Confederation.

The association may likewise make all suggestions and recommendations, carry out all analyses or surveys and submit all reports, take part in all identical or similar projects, sit as an observer or expert in all organizations and committees, take part in all negotiations, represent some or all of its members in such activities.

The association may carry out all acts directly or indirectly related to the achievement of its objects and activities. To that end, it may buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage them, accept *inter vivos* and testamentary gifts subject to the requisite statutory authorizations.

The association may merge with other national or international non-profit-associations having an object identical, similar or related to, or likely to promote the achievement of, the association's object, by resolution of the general meeting passed by a majority of four-fifths of the votes.

#### Article 4: Categories of members – Rights

The association is composed of “*full members*” and “*affiliated members*”.

##### a) Full members

The full members shall be:

1) the three (3) “founders”, being the appearing associations at the deed of incorporation of the association each one designated by each founder member (hereafter also called “founder full members”);

2) any national or international association admitted as such (hereafter also called “full members”) which:

- has as its purpose to represent any individual or legal person performing a directorship of any kind and under any title within any legal entity or organisation and to promote its skills in the performance of such mandate;
- is a duly incorporated legal entity under the law and custom of a Member State either of the European Union or of the European Free Trade Association - EFTA (including Switzerland, Liechtenstein, Iceland and Norway) and has its registered office in such State;
- has no political affiliation or activity;

- is recognised as an appropriate legal not-for-profit entity (when applicable);
- has a sound financial position.

The association shall have a minimum of three (3) full members and maximum as many full members as there are Member States of the European Union and EFTA (including Switzerland, Liechtenstein, Iceland and Norway) on the basis of one member per country

Only full members shall be entitled to vote at general meetings and have the full rights granted to members by statute and these Articles of Association. (see article 5)

#### b) Affiliated members

The affiliated members shall be any national or international association admitted as such and might be:

- institutes of directors from countries which are not members of the EU or of the European Free Trade Association (EFTA),
- institutes of directors from EU or EFTA countries which are already represented by a full member,
- any organisation with similar goals to those of ecoDa.

The affiliated members should have no political affiliation or activity; should be recognised as an appropriate legal not-for-profit entity (when applicable), and should have a sound financial position.

Moreover, affiliated members could include corporate associates which contribute actively to ecoDa's social objectives and research associates acting in the association's areas of competence.

The affiliated members shall have only those rights which are expressly granted to them by these Articles of Association or the Internal Rules and Regulations. They shall not be personally liable for any commitments entered into by the association. They shall have no right to vote and shall be invited to attend general meetings with the right to speak in an advisory capacity.

#### Article 5: Admission

The decision on whether to admit new members shall be taken by the board of directors in its sole discretion on a date decided by the board. The decision can not be

appealed and there is no need to justify the decision.

Membership of the association automatically entails acceptance of these Articles of Association and the internal rules and regulations.

#### Article 6: Contribution and membership fee

Full members and affiliated members shall pay an annual membership fee, whose amounts and method of payment shall be fixed annually by the general meeting based upon a proposal from the board of directors. The annual contribution fee shall not under any circumstances exceed fifty thousand euros (50.000 EUR).

Full members shall also pay an admission fee whose purpose is to contribute to the working capital needs of the association. The admission fee shall amount to a maximum of ten thousand euros (10.000 EUR).

#### Article 7: Withdrawal – Expulsion

A full or affiliated member may withdraw from the association at any time. The board of directors must be given notice of the withdrawal by registered letter.

A member may be expelled only by resolution of the general meeting.

Any failure to abide by any condition laid down in these Articles of Association or the internal rules and regulations, such as for example a failure to pay the annual membership fee and if applicable the admission fee within the prescribed time, may result in forfeiture of membership.

In accordance with the internal rules and regulations, resigning or expelled members shall not have any rights over the assets of the association and may not under any circumstances claim for any refund whatsoever.

Withdrawal or expulsion does not affect the member's payment obligations for issued and unpaid invoices.

#### Article 8: General meeting – Composition- Competence

The general meeting is composed of all the members of the association.

All the members must be invited.

The general meeting is the supreme body of the association which benefits from all powers according to the law and the current statutes.

#### Article 9: Notice – Representation

At least once a year, and not more than six months after the closing of the financial

year, the board should convene an ordinary general meeting and submit for approval the annual accounts relating to the past financial year established in agreement with the law as well as the budget for the coming financial year.

A general meeting is convened by the chairman of the board when required by the law or the current bylaws or when at least 1/5 of the members submit a written request to the board.

All members should be convened by letter sent by post, fax or email at least thirty (30) days before the date of the meeting. The agenda must be transmitted with the notification. All documents relating to the general meeting should be sent to members at least fifteen days (15) before the date of the meeting.

The accounts and the budget shall be submitted to the members at least fifteen (15) days before the annual general meeting.

If all the full members have agreed to meet and if all are present in person or by proxy, or have cast their (statutory and plural) votes in writing, the general meeting shall be regularly composed without any further delay or new notices.

General meetings shall be held at the registered office or at any other place appointed in the notice calling the meeting. They shall be chaired by the chairman of the board or, in his/her absence, by the longest serving director personally present.

Any member may be represented at the general meeting by a proxy, member or not of the association. No member may hold more than one proxy.

#### Article 10: Voting rights

Only the full members have voting rights at general meetings and board meetings.

Each full member shall have one vote.

The voting rights so defined shall apply to all resolutions of the general meeting.

#### Article 11: Deliberations

The meeting can deliberate on items which are not on the agenda only if all of the full members are present or represented and if unanimously approved.

##### a) Attendance quorum

The general meeting shall validly deliberate only if at least half of the full members are present or represented.

If such a quorum is not reached, a second meeting may be convened which shall validly deliberate regardless of the number of members present or represented. The second meeting may not be held less than fifteen days after the first meeting.

The quorum is raised to two-thirds (2/3) for any modification of the statutes.

#### b) Resolutions

Except in cases of more constraining provisions of law or these statutes, resolutions shall be taken by a majority of the votes of the members present or represented except for modifications to the statutes which shall be approved by a two-thirds majority of present or represented members.

The members may, with unanimous consent, take in writing any decision which depends on the approval of the general meeting.

#### Article 12: Minutes

The decisions taken at the general meeting are registered in the register of minutes and signed by the chairperson of the board and the secretary general. This register is kept at the association's headquarter where all members can look at it. Any third party can have access to those extracts of the general meeting's decisions that concern themselves.

#### Article 13: Board of directors:

##### Composition and nomination:

The association shall be managed by a board of not less than three (3) directors elected by the general meeting. Individual directors shall be nominated by the General Meeting for a duration of 3 years on the basis of individual proposals made by the full members. The directors can be reappointed and dismissed at any time by the general meeting.

The mandates of the directors are not remunerated.

The term of the mandate of the outgoing or not reappointed directors shall end immediately after the annual general meeting of the year during which the mandate expires.

The directors shall incur no personal liability by reason of their position and shall be

liable only for the performance of their duties.

The board of directors shall appoint among its members a chairperson initially for two consecutive years renewable once in special cases for a period of one year only. In case of impediment of the chairperson, he/she is replaced by the longest serving director being present.

At the end of the term the board elects among its members a new chairman.

The board of directors may invite to its meetings any representative proposed by a new full member during the current year while waiting for his/her formal election as board member at the following general meeting.

The board may invite to its meetings any person able to help the achievement of its goals and its development.

#### Article 14: Vacancy

In case of a vacancy of the mandate of one or more directors (either due to the resignation of board members or board members otherwise unable to pursue their mandates), the remaining directors may fill such vacancies temporarily by cooptation of board members, proposed by the relevant full member. In this case, the general meeting at the time of its first subsequent meeting will proceed to the definitive appointment.

If a vacancy arises on a board of directors which has only three (3) members (or two, in the event that the association has only three full members), the other director(s) shall call for a general meeting in order to appoint a new director and the outgoing director shall remain in office until he/she has been replaced.

#### Article 15: Board meetings – Proceedings

Meetings of the board of directors shall be called by the chairperson or two directors.

Meetings shall be held at the registered office or at another place as specified in the notification.

Meetings shall be chaired by the chairperson of the board or, in case of impediment, by the longest serving director.

The board can validly deliberate when the majority of its members are present in person.

Any director may give a proxy to a fellow director by letter, telegram, telex, email or any other means of communication evidenced in writing to represent him at a board meeting and vote in his place. No director may hold proxies for more than one other director.

When the board comprises three (3) directors only, two directors shall always be present.

The resolutions of the board of directors shall be validly passed by a simple majority of the votes present in person or by proxy. In case of tie, and except when the board is composed by only two directors, the chairperson of the meeting shall have the casting vote.

#### Article 16: Powers of the board of directors - Daily management

The board of directors shall exercise the widest powers to perform all acts of management and administration of the association within the limits of its object. It shall exercise all such powers that are not by statute or these Articles of Association required to be exercised by the general meeting.

The board of directors shall appoint and dismiss the secretary general. The board appoints and dismisses either by itself or through a representative all the employees and members of the staff of the association. The board shall fix their duties, salaries and emoluments.

The board could also appoint a treasurer.

The board of directors may, on its own authority, delegate the powers of daily management or part of its own powers to either two directors or the secretary general who is assisted by one or more employees.

The board of directors may also attribute duties and create committees, as well as other commissions or working groups, whose composition, objectives and operating procedures are fixed by the board.

#### Article 17: Representation

Notwithstanding the board of director's general power of representation as a body, the association shall be validly represented in legal proceedings and towards third parties, including public officials (such as the mortgage officer):

- by two directors acting jointly; or
- within the limits of daily management, by the person to whom those powers have been granted.

They shall not be required to provide any justification of a prior decision of the board of directors.

#### Article 18: Financial year

The financial year begins on 1st January and ends on 31st of December of each



year.

Article 19: Dissolution - Assignment of the assets

In any case of winding up of the association, voluntarily or by court decision, at any time and for whatsoever reason, the net assets of the association, after discharge of the liabilities, shall be allocated to one or more national or international associations, whose purposes are as akin as possible to the purpose for which the association was incorporated, to be appointed by the general meeting or by the liquidator(s).

Such allocation may be made by any means and according to the method that the general meeting or liquidators shall deem most fitting.

Article 20: Legal reference

For topics that are not addressed by the current statutes, the Law of the 27 June 1920 related to not-for-profit associations, international not-for-profit associations and foundations is applicable. Any reference to these provisions in the current statutes should be interpreted as referring to the latest update of this law.