



## **EUROPEAN FEDERATION OF NATIONAL MAINTENANCE SOCIETIES**

Abbreviated to: **“EFNMS VZW”**.

Registered office: A. Reyerslaan 80, 1030 Brussels (Belgium).

### **ARTICLES OF ASSOCIATION**

Of the non-profit organisation (“Vereniging zonder Winstoogmerk”) according to Belgian law created on January 18, 2003, in Amsterdam, named:

**“EUROPEAN FEDERATION OF NATIONAL MAINTENANCE SOCIETIES”**  
abbreviated to: **“EFNMS VZW”**.

#### **CHAPTER I**

##### **FORMATION, NAME, REGISTERED OFFICE, DURATION**

Art 1. - The association shall not engage in industrial or commercial activities or attempt to secure material gains for the benefit of its members. The members, in their individual capacity, shall not undertake any personal commitments with respect to the activities of said organisation.

Art 2. - All deeds, invoices, notices, notifications, and other kinds of documentation that originate from the association shall bear mention of the name of the association, immediately preceded or followed by the phrase” «non-profit organisation» or by its abbreviation «VZW», plus the address of the registered office of the association. The association shall be entitled to use the abbreviated name “EFNMS VZW” in and on all of its deeds, invoices, notices, notifications, e-mails, and all other relevant documentation of whatever nature.

Art 3. - As of the present moment, the VZW shall continue the ongoing activities of the association currently operating under the same name, founded in Duisburg (Germany), on November 12, 1970, and which has effectively remained active up to this present day. The current members of this actual association shall without prior trial period be admitted to the VZW once the latter has been granted legal status under Belgian law.

Art 4. - The VZW shall maintain its registered office in the judicial district of Brussels, more specifically at A. Reyerslaan 80, 1030 Brussels. The Board of Directors shall be entitled to move the address of the registered office within the boundaries of the said jurisdiction without any modification of the articles of association.

Art 5. - Aside from the registered office, the VZW further maintains an administrative address that in good right is located at the office of the active Chairman, whose address shall be published at the time of the appointment of the said Chairman.

Art 6. - The VZW shall be established for unlimited duration as of the date of incorporation of its legal status.

## **CHAPTER II OBJECTIVES**

Art 7. - The VZW's objectives are the following: the improvement of maintenance for the benefit of the peoples of Europe. By the term '*maintenance*' is meant: the combination of all technical, administrative, and managerial actions during the lifecycle of an item intended to retain or restore it to a state in which it can perform its required function. Maintenance is of utmost importance for trade and commerce, for the environment, and for general health and safety. In order to pursue its goals, the VZW shall be an umbrella organisation for the non-profit National Maintenance Societies in Europe.

Art 8. - The results of the studies and activities of the VZW shall be made available for general use by the members.

Art 9. - In order that it may realise its objectives, the VZW shall, amongst other activities:

- Co-ordinate maintenance matters between European National Maintenance Societies and establish contacts with Maintenance Societies outside of Europe,
- Study and introduce good maintenance management and promote and initiate maintenance techniques and processes,
- Promote the awarding of prizes and distinctions relating to maintenance,
- Provide direction in the development of maintenance,
- Initiate and promote the publication of the results of scientific and practical work in the maintenance field,
- Draft maintenance guidelines,
- Organise bi-annual international conferences and conventions about maintenance under the title "EUROMAINTENANCE XX Convention",
- Represent "maintenance", as developed and implemented in Europe, and support it in contacts with official national, supra national, and international institutions.

The VZW may create subsidiaries.

## **CHAPTER III MEMBERSHIP**

Art 10. - The VZW must be composed of at least three (3) members. The founders are the jure the first active members.

Art 11. - The Board of Directors shall keep a membership register at the VZW's office. This register shall mention the names, given names, and addresses of the active members, the associated members, and the honorary members or, in the case of a legal entity, the name, the legal form, and the address of the entity's registered offices. All decisions bearing on admission to the trial period, the actual affiliation, resignation, or expulsion of members shall be entered by the Board of Directors in that register within eight days after it has been notified of the decision in question.

Art 12. - The membership register shall be available for perusal by all members at the association's office, as well as all the minutes and decisions taken by the General Assembly, by the Board of Directors, by the Chairman, and by the individuals, whether or not in an executive position, that have been entrusted with a mandate by the association or are acting on its behalf, as well as all accounting documents bearing on the association's activities.

### **3.1 Membership conditions**

Art 13. - Membership in the VZW is open to European National Maintenance Societies that are representative of a nation that is situated either wholly or partially in the geographic sphere of the European continent, and only to one such Society in each individual country that meets the above requirement. A "National Maintenance Society" is an association having legal personality that is considered in its own nation to be the principal representative agent of the maintenance sector's interests.

Art 14. - The VZW is composed of active members, of honorary members, and of associated members who are candidate members admitted to the trial period as mentioned hereafter. Individual membership is excluded, with the exception of the membership of the four founders and of the honorary members.

### **3.2 Procedure for the admission of new members**

Art. 15. - The current active members of the de facto association EFNMS now in operation shall be entitled to immediate active membership in the VZW, without a trial period, by submitting to the initial founders a letter stating their wish to become affiliated, by confirming their acceptance of the VZW's articles of association.

Art 16. - The present members of the EFNMS *de facto* association now in operation who are still in their trial period (the so-called "*observers*") shall be entitled to immediate membership as associated members in the VZW by submitting to the initial founder a letter stating their wish to join, with confirmation of their acceptance of the VZW's current articles. Their trial period shall then simply be continued within the VZW.

Art 17. - In both cases, the General Assembly shall officially ratify their admission.

Art 18. - Any other National Maintenance Society that wishes to become an active member of the VZW ("the Candidate") shall to that end submit a written and documented application to the Board of Directors. The form and the content of the application form shall be determined by the association's standing rules and by-laws. Its legal or statutory representative(s) shall make declaration therein to commit themselves to unconditional compliance with the articles of association, the standing rules, and all binding decisions taken by the competent organs of the VZW.

Art 19. - The articles and standing rules or other rules and by-laws pertaining to the Candidate and its objectives shall never be in conflict with the VZW's own articles, rules and by-laws, and objects.

Art 20. - It shall be incumbent on the Candidate to demonstrate that it has been validly and legally founded and is so operating in its own country, that it is involved in the promotion of

maintenance (in the areas of scientific and technical research and activities, publicity, training, and the like) and has already organised significant activities in such promotions.

Art 21. - It shall be incumbent on the Candidate to publish its complete membership dossier by submission of a complete and up-to-date list of its current members. The Candidate shall need to demonstrate its financial solvency by submitting the annual accounts and the annual reports for the past three years.

Art 22. - By way of prior verification of the admission criteria in these articles of association and the standing rules, the General Assembly charges the Board of Directors to engage in a thorough examination and to conduct interviews with the Candidate's representatives. The result of this examination shall, together with a recommendation, be presented to the General Assembly that shall take the final decision on the candidacy of the applicant. The Board of Directors shall submit its report with justification of its recommendation during the next General Assembly. The General Assembly shall thereupon irrevocably decide on the Candidate's admission to the trial period and on its duration, reject the candidacy, or request a postponement of the decision to allow a closer examination of the application.

Art 23. - During a trial period of at least three years, the Candidate shall be allowed to participate in all meetings and activities organised by the VZW in an associate member capacity, that is to say, without voting right in the General Assembly and without any obligation to pay membership fees.

Art 24. - Following the completion of the trial period, the Candidate shall be accepted by the General Assembly as an active member, provided he has offered sufficient proof of his communal cultural activities, of his acceptance of and compliance with the articles, the regulations, the objects and objectives of the VZW.

Art 25. - Voting on the admission to the trial period and on the affiliation of a new member by the General Assembly shall be carried out by secret ballot and, if deemed necessary, after a hearing of the Candidate. Admission to the trial period and the actual affiliation of the Candidate shall require majority consent of at least two-thirds of the members in attendance.

Art 26. - The decisions taken by the General Assembly about membership issues are final and irrevocable. They need not be explicitly motivated and shall not be subject to recourse before the courts.

Art 27. - All other rules and regulations, conditions for admission and affiliation procedures for new members are stated in the standing rules of the VZW.

### **3.3 Termination of the Membership**

Art. 28. - Membership in the VZW is terminated:

- a) When a member ceases to exist,
- b) Through voluntary resignation,
- c) Through expulsion.

Art 29. - Any member shall be entitled to resign his membership by stating his unconditional wish to do so by registered letter addressed to the Chairman. Resignation and expulsion shall only be considered valid if a term of notice of at least two months has been given, this term of notice to commence on the first day of the month following receipt of the registered letter notifying the resignation or of the notification of the decision of expulsion. In any event, the resignation shall come into effect only on the last day of the financial year in progress, at midnight.

Art 30. - A member that resigns his membership or has been expelled shall have no claim on the assets of the VZW nor shall he be entitled to reclaim contributions paid.

Art 31. - The General Assembly shall be entitled to expel a member for one or more of the following reasons:

- (a) The member no longer remains in compliance with the conditions for membership as stated in the association's articles of association or in the association's standing rules and by-laws;
- (b) The member has failed during three (3) consecutive years to pay his membership fees, notwithstanding a reminder issued by the Chairman;
- (c) The member has been absent during three (3) consecutive General Assemblies, notwithstanding a reminder issued by the Chairman;
- (d) The member is acting contrary to the terms of the association's articles of association or the VZW's regulations and rules;
- (e) The members is acting in ways that seriously and gravely compromise the VZW's interests or is hindering the pursuit of the association's objectives, in spite of the issuance of a notification of his being in default by the Chairman.

Art. 32. - The Board of Directors shall notify the member involved of the proposal for his expulsion by means of a registered letter giving the factual reasons for its decision. The member shall have the right of defense against the proposal for his expulsion before the next General assembly, under the condition that he shall forward his written response containing his concrete counter-arguments and objections against the proposal, accompanied with possible documentation in support and defence of such arguments, such response to be addressed to the Chairman within three (3) months following his receipt of the Board's recommendation for his expulsion. During the three months in question and while his appeal is pending and under consideration, all rights attached to his membership shall de jure be suspended. The member in question shall further be entitled to conduct a verbal defence before the General Assembly where the issue of his expulsion and the possible objections thereto shall be treated.

Art 33. - It shall be incumbent on the General Assembly to justify its decision for the proposal and possible objections with respect to the expulsion of a member, but the decision shall be without legal recourse.

Art 34. - In the event that the membership is terminated in the course of a financial year, the contributions for the entire year shall remain owing in full.

### **3.4 Honorary members**

Art. 35. - Honorary membership is a special recognition of a person's merit and support of the VZW and its objectives. It shall be granted exclusively to persons that have gained the particular respect and appreciation of the General Assembly and of the members.

Art 36. - The nomination to honorary membership is submitted in writing by the member to whom the nominee belongs and needs to be seconded by at least two other National Maintenance Societies that are themselves members of the VZW. The nomination for honorary membership shall be submitted to the General Assembly by the Chairman.

Art 37. - The General Assembly shall cast its vote on the issue by secret written ballot and its decision must be unanimous.

Art 38. - The person that has been admitted to honorary membership in the association shall, with his partner, be invited as honorary guest of the association to the bi-annual EUROMAINTENANCE Convention and be granted complimentary participation and admission to all activities that are being organised by or on behalf of the association.

#### **CHAPTER IV RIGHTS AND OBLIGATIONS OF A MEMBER**

Art. 39. - The active members hold voting rights in the VZW's General Assembly. They shall be entitled to make use of the results of the VZW's studies and activities, to participate in and to be represented at all activities conducted by the VZW. They are allowed to make their membership in the VZW public.

Art 40. - The active members shall be expected to support the activities conducted by the VZW, to participate therein, to assist in pursuing the objectives and to contribute to such pursuits.

Art 41. - In the event that a member fails to settle the fixed annual membership fees or any other account(s) within three (3) months of the date of dispatch of such accounts, invoices, or statements, and this in spite of a reminder issued by the Chairman, his voting rights in the General Assembly shall de jure be suspended for the duration of that budget year.

#### **CHAPTER V ORGANS OF THE ASSOCIATION**

Art. 42. - The VZW operates with the following internal organs and functionaries:

- The General Assembly
- The Board of Directors
- The Chairman, simultaneously acting as the Managing Director
- The Treasurer
- The Honorary President
- ad-hoc Work Groups and Regional Groups

Art 43. - The deeds pertaining to the appointment or the cessation of the mandates of the directors, of the Chairman responsible for the daily management of the association, of the eventual auditors, and of the parties authorised to represent the association shall state their names, given names, domiciles, dates of birth, places of birth or, in the case of legal entities,

their names, legal forms, their VAT identification numbers, and the addresses of their registered offices.

Art 44. - The deeds pertaining to the appointment of the directors, of the Chairman also responsible for the daily management of the association, and of the parties empowered to represent the association shall state the extent of their mandates and the manner in which the parties shall acquit themselves of their responsibilities, that is to say, either individually or jointly, or as a board.

## **5.1 The General Assembly**

Art. 45. - The General Assembly shall represent all active members of the VZW. Every active member that is in good standing with respect to his membership fees shall have one vote.

Art 46. - The General Assembly shall be competent:

- (a) To amend the articles of association;
- (b) To adopt and amend the standing rules and by-laws on a recommendation by the Board;
- (c) To appoint and dismiss directors, the Chairman, and the Honorary President;
- (d) To appoint and dismiss the auditors and to determine their fees in such cases where fees are paid;
- (e) To adopt the budget and the annual account;
- (f) To relieve the Chairman, the directors, and the auditors of their responsibility;
- (g) To approve and to monitor all of the activities conducted by the VZW.
- (h) To monitor that the program is carried out as established
- (i) To fix the amounts of the annual membership fees and of royalties;
- (j) To dissolve the association;
- (k) To admit candidates to the trial period and to accept them to the VZW, and to expel a member;
- (l) To convert the association to a company with a social intention;
- (m) To act in all instances as required by the articles of association.

Art. 47. - The General assembly shall be composed of one delegate per member, appointed and discharged by that member, and who shall be appropriately authorised to attend the activities of the General Assembly and to speak and vote on behalf of and for the account of the member represented. Observers and guests may also be admitted to the General Assembly, but without voting rights.

Art 48. - The members' delegates shall be experienced in the field of maintenance and be qualified to pass professional opinions and judgements. They shall be appointed by each individual member as delegates to the General Assembly, for an unlimited duration, in consideration of the importance of continuity. The member shall at all times be entitled to replace them.

Art 49. - The General Assembly shall meet at least twice a year. The Annual General Assembly, as required by the law, is to be held within six (6) months of the closing of the financial year. Dates and locations of the next two General Assemblies shall always be established at the conclusion of each General Assembly.

Art 50. - The Chairman shall set the agenda for the General Assembly and send out the invitations of attendance with the agenda and accompanying documents to the members no later than four weeks prior to the date fixed for the meeting in question.

Art 51. - The agenda for the Annual General Assembly shall at the least state the following items for deliberation:

- Annual report with opinion on the annual accounts by the auditor or an external accountant,
- Report(s) of the work group(s) and project group(s),
- Adoption of the annual account,
- Fixing dates for future conventions and conferences,
- Dates and locations of the following General Assemblies.

Art. 52. - Members shall be entitled to add items to the agenda. They shall do so by forwarding a written request to the Chairman at least 14 days prior to the scheduled meeting, to be valid.

Art 53. - Unless stated otherwise in the Statute or in the articles of association, the General Assembly shall make its decisions with a simple majority of votes cast by the attending delegates of the members. In principle, voting shall be carried out by show of hands, except when a delegate requests a secret vote. In the event of a deadlock, the proposal shall be deemed defeated.

Art 54. - The minutes of the General Assemblies shall be forwarded by ordinary mail to the members and their delegates as well as to the directors within 30 days following the meeting. This may also entail: their dispatch by telefax or e-mail to the listed fax numbers or e-mail addresses of the addressees, or their publication on the website of the VZW, access to which shall or shall not be restricted to the members, their delegates, and the directors.

Art 55. - The General Assembly shall be entitled to deliberate and decide validly about an amendment to the articles of association when the subject of the amendment is clearly identified in the convocation call and when at least two-thirds of the members are in attendance or validly represented (required quorum in attendance).

Art 56. - Any amendment shall only be adopted with a majority of two-thirds of the votes cast by the members present or validly represented.

Art 57. - However, in the event that the amendment pertains to the objects or the objectives for which the VZW was established, it can only be adopted with a majority of four-fifths of the votes cast by the members present or validly represented.

Art 58. - In the event that fewer than two-thirds of the members are present or validly represented during the first meeting, a second meeting may be convened that shall validly deliberate and decide and also adopt the amendments with the majority of votes mentioned in the above paragraphs, irrespective of the number of members present or validly represented. The second meeting shall not be convened until after fifteen days following the date of the first meeting.

Art 59. - All items or topics outside those on the agenda and introduced at the meeting itself may become subjects of discussion but a decision on them shall not be taken until the next



General Assembly, unless such points shall be deemed matters of urgent import to the association. A decision in this matter shall be taken by written vote no later than six (6) weeks following the meeting. It shall be incumbent on the Chairman to organise and monitor the process of that written vote.

Art 60. - An extra-ordinary General Assembly shall be convened if requested by three members or by the Chairman. The Chairman shall convene an extra-ordinary General Assembly within six weeks following the valid request for such a meeting. The Chairman shall determine the location and the date of the meeting. The rules governing the vote shall be identical to the rules of the ordinary General Assembly. Submission of a written vote shall be permitted. The form and procedure for such a vote shall be entered in the standing rules and by-laws of the association.

Art 61. - The General Assembly shall appoint a Treasurer who shall work in close collaboration with the Chairman at the financial administration and be responsible for the financial management, the accounting procedures, and the monitoring of the budget of the association.

## **5.2 Board of Directors**

Art. 62. - The Board of Directors is composed of at least 5 members, including the Chairman and the Treasurer. If the VZW counts only three members, the Board of Directors shall be composed of only two individuals. In any event, the number of Directors must at all times remain below the number of the association's members.

Art. 63. - The Board of Directors shall govern the association and in that capacity shall act as a board (which means deciding by majority vote and not necessarily by consensus). The Board of Directors shall exercise all competencies that by law are not explicitly allotted to the province of the General Assembly or that are not delegated by the articles of association to the Chairman, also acting as Managing Director.

Art 64. - The articles of association may restrict the competencies that have been assigned to the Board of Directors. These restrictions, as well as the division of tasks as may have been agreed upon amongst the directors, shall not prevail against third parties, not even when they are made public.

Art 65. - The competence to represent the association legally and extra-legally in external matters shall be assigned to the Chairman.

Art 66. - The Board of Directors is composed of persons belonging to different National Maintenance Societies that are themselves members of the VZW and possessing adequate knowledge of the workings of the VZW. The number of directors shall be established by the General Assembly at the recommendation of the Board, on the basis of the range of the Board's responsibilities. Every director must be proposed by his own National Maintenance Society. Directors shall nonetheless remain independent in their function of board member and shall not represent in the Board the National Maintenance Society by which they have been proposed, nor shall they accept instructions from the latter to determine their positions or votes, not even if they happen to be employees of that National Maintenance Society.

Art 67. - The members of the Board of Directors shall be appointed by the General Assembly for a term of maximum three years and may be re-appointed twice for two subsequent terms of the same duration. The General Assembly shall at all times have the competence to dismiss or replace directors ad nutum. Directors shall not be entitled to participate simultaneously in the General Assembly as voting representatives of a member but they shall be entitled to participate in the general assembly with a right to address it. Directors shall be invited to every General Assembly by personal invitation.

Art 68. - The travel and accommodation expenses incurred on account of activities undertaken by the Board shall be reimbursed, preferentially by the VZW.

Art 69. - The board of Directors shall be chaired by the Chairman and internally allocate the following tasks amongst its member directors:

- Minutes of the Board meetings and the General Assemblies
- Position of Treasurer of the VZW, (the Treasurer being appointed by the General Assembly)
- Continuing development of the VZW
- Project management, project control, project monitoring
- Public Relations and magazine publications
- Representation of the VZW
- The securing of economic support
- Participation in the jury for the EUROMAINTENANCE AWARD
- Statutory issues
- Any other aspect of interest to the VZW.

### **5.3 The Chairman**

Art. 70. - The Chairman shall preside over the General Assembly and the Board of Directors but does not hold voting right in the General Assembly. He shall be given the competence to act as representative of the VZW in legal and extra-legal external matters, without the need or obligation to confirm any decision or special mandate vis-à-vis third parties, without prejudice to what is stated hereafter about the interventions of the Treasurer. He shall at the same time be made competent to act with respect to the daily management and the external representation on behalf of the association in matters of import as may pertain. He shall be assisted by the Treasurer for any of the financial dealings, the accounting procedures, and the budget control.

Art. 71. - He shall be responsible for preparing the annual accounts and the annual report for adoption by the General Assembly. The Chairman shall be accountable for the Secretariat.

Art 72. - The Chairman shall give a report to the General Assembly about the activities of the VZW, its preparations, budget, quality issues – amongst which time scheduling – and the composition of reports about its ongoing activities. Furthermore, the Chairman shall also be accountable to the General Assembly for the activities of the different working groups as they pertain to expenditure and costs.

Art 73. - The Chairman shall be appointed and dismissed by the General Assembly. To that end, the General Assembly shall in due time appoint a nomination committee for the appointment of candidates and shall present its choices to the General Assembly. The

Chairman shall be appointed for a period of maximum three years. He may be re-appointed twice to hold the office for the same duration.

Art 74. - In the event that the Chairman shall become indisposed to attend meetings, the Board of Directors shall appoint an Interim Chairman from amongst the members of the Board of Directors in order that the latter may on a temporary basis assume the function of the Chairman until a new permanent Chairman has been appointed.

Art 75. - The Chairman does not represent any member but shall act independently to serve the general interests of the VZW and of all of its members. However, his candidacy must be approved and supported by his own National Maintenance Society.

Art 76. - Within the limits of the budget and the allotted funds, and in the event that other opportunities should present themselves, the Chairman may receive support in the performance of his tasks by the establishment of and having recourse to working groups and/or project groups and to operations and activities assigned to other outside organisations.

Art 77. - Other extra-ordinary issues shall be dealt with in the standing rules and by-laws and in a written agreement between the VZW and the Chairman. This agreement shall be signed by the Chairman and by the Board of Directors, following approval and adoption by the General Assembly.

#### **5.4 Honorary President**

Art. 78. - The Honorary President is the honorary representative of the VZW. The Honorary Presidency is an honour, both for the individual person and for his country. The duties of the Honorary President encompass: he or she participates as observer, and in the interest of mutual exchange of information, in the meetings of the General Assembly and the Board of Directors. The Honorary President shall represent the VZW at EUROMAINTENANCE and during other events, as decided by the Board.

Art. 79. - The sequence of the Honorary Presidents shall be determined by decision of the General Assembly with reference to the organisation of the EUROMAINTENANCE convention. The Member that is assigned the task of organising the convention shall also receive the right to propose a candidate for the Presidency.

Art 80. - The Honorary President shall be appointed for a term of two years.

Art 81. - The Honorary President shall be resident of the country of the proposing member and member of the National Maintenance Society of that country in question. In the event that the Honorary President shall be incapable of serving out his term, the proposing member shall be entitled to propose a substitute for ratification by the General Assembly.

Art 82. - As it is the privilege of the proposing member to propose an Honorary President, there shall be tacit agreement amongst the other members to accept the proposed candidate for nomination. However, the proposing Member shall ensure the timely proposal of its candidate, for instance during the General Assembly one year prior to the commencement of the term, and shall introduce the next Honorary President to the members of the General Assembly.

Art 83. - Expenses that relate to the exercise of the office of Honorary Presidency shall be borne by the Honorary President himself or herself or by his or her National Maintenance Society. Dependency on sponsorship shall not be commercially exploited.

### **5.5 Work groups**

Art. 84. - Work groups or regional groups may be formed to look after special activities or projects. Such groups shall be accountable to the Board of Directors and present the Board of Directors with status reports and a final report of their activities.

Art. 85. - Only after approval by the General Assembly, the reports shall be circulated as an official EFNMS document.

Art 86. - The association can form work groups and organise presentations in the name of the VZW by means of relevant exhibitions and activities.

## **6. EFNMS CONFERENCES, THE CONVENTION AND OTHER ACTIVITIES**

Art. 87. - The association shall take the initiative in the organisation of international conferences and exhibits about maintenance under the title “the EUROMAINTENANCE XX Convention”.

Art. 88. - This convention shall be organised every second year. Each time, the General Assembly shall select a member to organise that event. The organising member shall be financially responsible for the organisation of the convention.

Art 89. - The General Assembly shall determine a royalty that is to be paid to the VZW, based on the number of paying participants to the Convention.

Art 90. - In the event that a member agrees with another to change the sequence of the conventions, the members involved shall advise the General Assembly by letter and request its approval for the change.

Art 91. - The organising members shall on behalf of the association organise the convention in keeping with the general guidelines and rules as determined by the General Assembly.

Art 92. - The general rules for EUROMAINTENANCE XX encompass the following points:

- Presentation of the results of EFNMS activities
- The number of presentations
- Proportion of national versus international presentations
- Time available per presentation
- Time schedule for parallel sessions
- Facilities
- Convention theme
- Rules for submission of interim reports about the preparations

Art. 93. - In addition to the above, the VZW shall also organise regional activities or participate in or support national activities organised by a Member. These activities may include exhibitions, seminars or regional conferences. In the event that the VZW shall

participate in or support an activity organised by a member, this member shall pay a royalty to the association for the use of the name and the logo. The amount of the royalty shall be determined by the General Assembly

## 7. USE OF LANGUAGES

Art. 94. - The association's official language is Dutch. All legal and official deeds, excerpts, annual accounts, and other documents that need to be filed with the Registry of the competent Court and published, shall be drawn up originally in the Dutch language and be translated at the same time in English for notification to and distribution amongst the members.

Art 95. - It is to be noted that the association's current working language and the language in which it conducts its correspondence with its members shall be English. Calls to convene meetings and reports shall also be drawn up in the English language.

Art 96. - Simultaneous translations during conventions and conferences shall be accepted but all papers and documents must be made available in English.

## 8. FINANCIAL YEAR- INCOME AND EXPENDITURES

Art. 97. - The association's financial year shall normally start on January 1 and end on December 31. By way of transitional provision, the first financial year shall commence on the day of the VZW's incorporation and end on December 31 following thereon.

Art. 98. - The association shall receive revenues from:

- **Annual membership fees and entry fees:**  
Every member shall pay an annual membership fee to be determined by the General Assembly at the time of approval of the budget. The annual membership fees cannot, however, exceed three thousand (3.000) Euro, irrespective of the other sources of revenue. The General Assembly can also decide to levy entry fees from new members.  
The Board of Directors shall be entitled to propose an alternative method of membership fees, to be submitted for approval by the General Assembly.
- **Royalties**  
Royalties to be determined by the number of paying participants shall be paid to the association for the conferences organised by members on behalf of the VZW.
- **Compensations**  
Paid projects, executed by work groups on behalf of the VZW
- **Donations and sponsorships**  
Donations, gifts and sponsoring can only be accepted if they are not likely to impede the autonomy of the VZW and are legally admissible.
- **Sales of products** (books, reports, CD's, etc.)

Art. 99. - The scheduled expenditures shall be budgeted annually by the Chairman and presented to the General Assembly for its approval.

Art. 100. - The Chairman and the Treasurer shall jointly sign for all expenditures.

Art 101. - The association's annual accounts shall be audited by an external Accountant (IAB: Belgian Institute of Accountants and Tax Consultants), except in the case where an auditor (IBR: Institute of External Auditors = "*Bedrijfsrevisoren*") is appointed in accordance with statutory regulations.

## **9. DISSOLUTION AND LIQUIDATION**

Art. 102. - The General Assembly shall be entitled to decide the dissolution of the VZW under the same conditions as those that are required in the case of amendments to the objectives of the association.

Art. 103. - In the event that fewer than two-thirds of the members are in attendance or validly represented during the meeting on this subject, a second meeting shall be convened that will be able to validly deliberate and decide and approve the dissolution of the association with a special majority of four-fifths of the votes of the members present or validly represented, irrespective of the total number of members present or validly represented. The second meeting may not be convened sooner than fifteen days but not later than 40 days following the date on which the first meeting was held.

Art 104. - Liquidation of the association shall be carried out by one or more liquidators that shall be appointed by the General Assembly. They shall acquit themselves of their assignment either conform to the articles of the association or, in the absence thereof, by decision of the General Assembly, or, in the absence thereof, by court decision that can be demanded by any party with an interest in the procedure, or by the Public Prosecutor's Office.

Art 105. - In the event of dissolution of the VZW decided by the General Assembly, the allocation of the association's assets shall, following settlement of all debts and liabilities, and in the absence of statutory provisions pertaining, be determined by the General Assembly or by the liquidator(s). The net-assets shall in any event be allocated to serve a non-commercial purpose which shall as closely as possible be associated with the VZW's own objectives. The allocation of the assets must not adversely affect the rights of third parties.

## **10. DISPUTE RESOLUTION – CHOICE OF LAW**

Art. 106. - Any dispute arising out of or in relation with this private deed or with the articles of association, the standing rules, by-laws, decisions, actions or behaviour of the association, between members, or between the association and one or more of its members, directors, the Chairman, the Honorary President, the members' delegates, the association's subsidiaries shall be finally resolved under the CEPANI (Brussels) Rules of Arbitration by one or more arbitrators appointed in accordance with those Rules.

The seat of the arbitration shall be Brussels. The arbitration proceedings shall be conducted in the English language and the English version of the articles of association and/or other documents shall be considered authentic for all arbitration purposes.

Art. 107. - The proper law of the association, shall be the law of the Kingdom of Belgium. For all points that are not explicitly mentioned or provided for in these articles of association, reference is made to the Belgian Law of June 27, 1921 as amended by the Law of May 2, 2002.

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January 18, 2003:  
April 18, 2003:

Approval by EFNMS Council  
Revised numbering of articles ("filled" empty articles 15, 63)