

**Statutes of
European Accounting Association (EAA)**

[The official text is in French – English convenience translation for information purposes only]

Table of contents

TITLE I.	NAME. LEGAL FORM. TERM. REGISTERED OFFICE.....	3
Article 1.	Name. Legal form. Term.....	3
Article 2.	Registered office.....	3
TITLE II.	NON-PROFIT PURPOSE. OBJECT	3
Article 3.	Non-profit purpose.....	3
Article 4.	Object	4
TITLE III.	MEMBERS	4
Article 5.	Membership	4
Article 6.	Members	5
Article 7.	Admission to membership.....	5
Article 8.	Termination of membership.....	5
Article 9.	Membership fees.....	7
Article 10.	Compliance with the Statutes and the EAA Corporate Governance Guidelines.....	7
Article 11.	Register of Members	8
TITLE IV.	ORGANISATIONAL STRUCTURE	8
Article 12.	Bodies	8
TITLE V.	GENERAL ASSEMBLY	8
Article 13.	Composition. Voting rights	8
Article 14.	Powers	9
Article 15.	Meetings	9
Article 16.	Proxies	10
Article 17.	Convening notices. Agenda.....	10
Article 18.	Presence quorum. Voting majority. Votes.....	11
Article 19.	Register of minutes.....	12
Article 20.	Written procedure	12
TITLE VI.	MANAGEMENT COMMITTEE	12
Article 21.	Composition.....	12
Article 22.	Powers	15
Article 23.	Meetings	16
Article 24.	Proxies	16
Article 25.	Convening notices. Agenda.....	16
Article 26.	Presence quorum. Voting majority. Votes.....	17
Article 27.	Register of minutes.....	18
Article 28.	Written procedure	18
TITLE VII.	PRESIDENT-ELECT, PRESIDENT, PAST-PRESIDENT, TREASURER, CHAIR OF THE FIRST PROSPECTIVE CONGRESS AND CHAIR OF THE SECOND PROSPECTIVE CONGRESS	19
Article 29.	Election and function of the President-Elect, President and Past-President.....	19
Article 30.	Election and function of the Treasurer	20
Article 31.	Election and function of the Chair of the first Prospective Congress and Chair of the second Prospective Congress	21

Article 32.	Powers of the President-Elect, President, Past-President, Treasurer, Chair of the first Prospective Congress and Chair of the second Prospective Congress	22
TITLE VIII.	CHAIRPERSON OF THE CONGRESS COMMITTEE AND CHAIRPERSON OF THE ACCOUNTING RESOURCES CENTRE COMMITTEE	23
Article 33.	Election and function of the Chairperson of the Congress Committee and the Chairperson of the Accounting Resources Centre Committee	23
Article 34.	Powers of the Chairperson of the Congress Committee and the Chairperson of the Accounting Resources Centre Committee	25
TITLE IX.	BOARD	25
Article 35.	Composition	25
Article 36.	Powers	27
Article 37.	Meetings	28
Article 38.	Proxies	28
Article 39.	Convening notices. Agenda.....	28
Article 40.	Presence quorum. Voting majority. Votes.....	29
Article 41.	Register of minutes.....	29
Article 42.	Written procedure	29
TITLE X.	WORKING GROUP(S) AND COMMITTEE(S).....	30
Article 43.	Working Group(s) and Committee(s).....	30
TITLE XI.	EXECUTIVE OFFICER.....	31
Article 44.	Appointment and function of the Executive Officer.....	31
Article 45.	Powers of the Executive Officer.....	31
TITLE XII.	LIABILITY	32
Article 46.	Liability.....	32
TITLE XIII.	EXTERNAL REPRESENTATION OF THE ASSOCIATION	32
Article 47.	External representation of the Association	32
TITLE XIV.	EAA CORPORATE GOVERNANCE GUIDELINES AND PROCEDURES.....	33
Article 48.	Internal rules and procedures.....	33
TITLE XV.	FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS.....	33
Article 49.	Financial year	33
Article 50.	Annual Accounts. Budget.....	33
Article 51.	Auditing of the annual accounts	33
TITLE XVI.	AMENDMENTS TO THESE STATUTES	34
Article 52.	Amendments to these Statutes	34
TITLE XVII.	DISSOLUTION. LIQUIDATION	34
Article 53.	Dissolution. Liquidation	34
TITLE XVIII.	VARIA	35
Article 54.	Definition of Europe.....	35
Article 55.	Notifications.....	35
Article 56.	Computation of time	35
Article 57.	Abstentions	36
Article 58.	Secret ballot.....	36
Article 59.	Miscellaneous	36

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

Article 1. Name. Legal form. Term

1.1 The international non-profit association named “European Accounting Association”, abbreviated “EAA” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the Belgian companies and associations Code of March 23, 2019.

1.2 All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

1.3 The official email address of the Association is “aaa@eiasm.be”.

Article 2. Registered office

2.1 The registered office of the Association is located in the Brussels-Capital Region.

2.2 The registered office of the Association may be transferred to any other location in Belgium by a decision of the Management Committee, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

2.3 If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 18 of these Statutes.

2.4 The Association may establish offices in any country or place.

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

3.1 The non-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to:

- (a) Create a framework of exchange and joint action for people who are professionally concerned with or interested in research or education in the field of accounting in order to ensure the development and promotion of the latter;
- (b) Serve as a meeting and communication forum for its Members;
- (c) Provide a network for the creation and exchange of accounting knowledge on an international level;

- (d) Constitute a framework allowing for a better dissemination of information on accounting research and education; and
- (e) Develop relations with other professional and research-oriented associations which are active in the field of accounting, as well as with committees and authorities concerned with political decision making in this field.

Article 4. Object

4.1 To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Take initiatives, actions and develop projects, which help to contribute to to the development and the quality and impact of research and education in the field of accounting;
- (b) Disseminate information and issue publications;
- (c) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (d) Collect and analyse statistical data; and
- (e) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

4.2 The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

4.3 In addition, the Association may develop, support, incorporate, constitute, set up, participate in, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities to the ones of the Association.

TITLE III. MEMBERS

Article 5. Membership

5.1 The Association shall have one (1) membership category, referred to in these Statutes as “Member” individually or “Members” collectively. The Association shall always consist of at least two (2) Members.

5.2 The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.

5.3 Membership is *intuitu personae* and can neither be transferred nor assigned.

Article 6. Members

6.1 The membership is open and accessible to any natural person, irrespective of nationality, who is professionally concerned with or interested in research or education in the field of accounting.

6.2 The Members shall enjoy all membership rights, including voting rights at the General Assembly.

Article 7. Admission to membership

7.1 Any applicant to membership shall register via the website of the Association.

7.2 Once (i) the registration has been completed and (ii) the first membership fee has been paid, the membership is automatically acquired, unless the Management Committee decides otherwise in cases where the candidate Member does not meet the conditions for membership and/or for any reasonable cause which will harm the interests of the Association. The decisions of the Management Committee regarding the refusal of admission to membership are final, sovereign and the Management Committee shall give reasons for its decisions.

Article 8. Termination of membership

Resignation

8.1 Members are free to resign from the Association by giving written notice via special means of communication, at any time, to the Executive Officer. The Executive Officer shall submit the resignation to the Management Committee, which shall in turn acknowledge it. The resignation shall be effective on 31 December of the year during which the written notice of resignation has been sent to the Executive Officer.

8.2 A Member is deemed resigning if the Member is in one of the following situations:

- (a) Death; or
- (b) The membership fee for the next financial year is not paid by 31 December of the current financial year.

8.3 This resignation shall be effective upon a decision of the Management Committee. The decisions of the Management Committee regarding the resignation of Members as referred to in Paragraphs 8.1 and 8.2 of the present Article are final, sovereign and the Management Committee shall give reasons for its decisions.

Suspension

8.4 A Member that (i) is not duly or timely or fully complying with these Statutes, the EAA Corporate Governance Guidelines, and/or any decision validly taken by the bodies of the Association, or (ii) acts contrary to the common values and ethics of the Association, or (iii) infringes the interests of the Association, or (iv) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights), upon decision of the Management Committee.

8.5 Before suspending a Member, the Management Committee shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the meeting of the Management Committee deciding on the suspension. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the suspension of the concerned Member. The Management Committee may decide to suspend a Member, provided that the concerned Member is convened at the meeting of the Management Committee and has received the possibility to defend his/her position during the meeting of the Management Committee and prior to the voting on the suspension. The decisions of the Management Committee regarding the suspension of a Member are final, sovereign and the Management Committee shall give reasons for its decisions.

8.6 All membership rights (including voting rights) of the Member concerned by the abovementioned suspension procedure shall be suspended for a period of time, as decided by the Management Committee and at the latest until the next meeting of the General Assembly which shall decide whether or not to reconduct the suspension and if so, for what period of time.

8.7 The General Assembly may decide to reconduct the suspension of a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on reconducting the suspension. The Member concerned by the procedure of suspension shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the reconduction of the suspension of a Member are final, sovereign and the General Assembly shall give reasons for its decisions. The reconduction of the suspension of a Member shall take effect immediately at the end of the meeting of the General Assembly, unless otherwise provided by the General Assembly.

8.8 The maximum period of reconduction of the suspension of a Member is one (1) year and the suspension can be further reconducted by the General Assembly in accordance with the procedures and terms as set in this Article. Before the expiry of the suspension time, the suspension of a Member may also be revoked by the General Assembly, at its next meeting, without retroactive effect.

Exclusion

8.9 A Member that (i) is not duly or timely or fully complying with these Statutes, the EAA Corporate Governance Guidelines, and/or any decision validly taken by the bodies of the Association, or (ii) acts contrary to the common values and ethics of the Association, or (iii) infringes the interests of the Association, or (iv) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly, after a recommendation of the Management Committee.

8.10 Before recommending the exclusion of a Member to the General Assembly, the Management Committee shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Management Committee may

decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Management Committee and has received the possibility to defend his/her position during the meeting of the Management Committee and prior to the voting on the proposal of exclusion. The decisions of the Management Committee regarding the proposal of exclusion of a Member to the General Assembly are final, sovereign and the Management Committee shall give reasons for its decisions.

8.11 Upon recommendation of the Management Committee, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the exclusion. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.

8.12 All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Management Committee not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Management Committee decides to recommend the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly.

8.13 A Member that, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for his/her obligations towards the Association, (ii) have no claims for compensation on the Association or for its assets, and (iii) forthwith cease to hold himself/herself out as a Member in any manner.

8.14 A Member that has resigned or has been excluded from the Association and wishes to re-join the Association as a Member is subject to Article 7 of these Statutes.

Article 9. Membership fees

9.1 Each Member shall pay membership fees per year, as proposed by the Management Committee and decided by the General Assembly. The amount of the membership fees and the basis for setting the membership fees for each Member shall be proposed by the Management Committee and decided by the General Assembly.

9.2 The membership fees shall be calculated on the basis of amongst others the (i) academic level (i.e. academics or PhD students), (ii) geographical location of the university or academic institution of the concerned Member, and (iii) Consumer Price Index (i.e. inflation).

9.3 Members joining the Association part way through a financial year shall pay the full amount of membership fees for the financial year in which they join the Association.

Article 10. Compliance with the Statutes and the EAA Corporate Governance Guidelines

10.1 Any Member shall adhere to these Statutes and the EAA Corporate Governance Guidelines, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, pursuant to Article 9 of these Statutes.

Article 11. Register of Members

11.1 The Executive Officer shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the first name, second name, address, e-mail address and affiliation (i.e. the university to which the concerned Member is affiliated) of each Member. In addition, all the decisions regarding the admission, the resignation, the suspension or the exclusion of the Members shall be included in the register of Members by the Executive Officer, immediately after the Management Committee or the General Assembly, as the case may be, has taken a decision.

TITLE IV. ORGANISATIONAL STRUCTURE

Article 12. Bodies

12.1 The bodies of the Association are:

- (a) The General Assembly;
- (b) The Management Committee;
- (c) The President-Elect;
- (d) The President;
- (e) The Past-President;
- (f) The Treasurer;
- (g) The Chair of the first Prospective Congress;
- (h) The Chair of the second Prospective Congress;
- (i) The Chairperson of the Congress Committee;
- (j) The Chairperson of the Accounting Resources Centre Committee;
- (k) The Board;
- (l) The Working Group(s) and Committee(s); and
- (m) The Executive Officer.

TITLE V. GENERAL ASSEMBLY

Article 13. Composition. Voting rights

13.1 The General Assembly shall be composed of all Members.

13.2 Each Member shall have one (1) vote.

13.3 The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the President-Elect or the Past-President, as the case may be. If the President and the President-Elect or the Past-President, as the case may be, are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Treasurer.

13.4 The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly, these third parties will receive the right to speak.

Article 14. Powers

14.1 The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:

- (a) The amendment of these Statutes;
- (b) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (c) The approval of the annual accounts and the budget of the Association;
- (d) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s);
- (e) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.
- (f) The decision to end or reconduct the suspension of a Member;
- (g) The approval of the amount of the membership fees and the basis for setting the membership fees, upon proposal of the Management Committee;
- (h) The appointment of the President-Elect and the General members of the Management Committee (as defined under Article 21.2, (b) of these Statutes), upon nomination of the Management Committee, upon approval of the nomination by the Board;
- (i) The dismissal (*ad nutum*) of the General members of the Management Committee (as defined under Article 21.2, (b) of these Statutes), the President-Elect, the President and the Past-President and the determination of the conditions (including the financial conditions, if any) upon which their mandates will be granted and exercised as well as the conditions under which said mandates can be terminated;
- (j) The dismissal (*ad nutum*) of the National Representative(s), Regional Representative(s) or co-opted member(s) of the Board and the determination of the conditions (including the financial conditions, if any) upon which their mandates will be granted and exercised as well as the conditions under which said mandates can be terminated;
- (k) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (l) The discharge to be given to the members of the Management Committee and, if any, to the statutory auditor;
- (m) The decision to end or to reconduct the suspension of a Member; and
- (n) The decision to exclude a Member, upon recommendation of the Management Committee.

Article 15. Meetings

15.1 The General Assembly shall meet at least once a year upon convening by the President or the Management Committee, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"). Each year, the Management Committee shall determine the exact date of the Ordinary General Assembly.

15.2 A meeting of the General Assembly shall be convened at any time by the Management Committee, or the Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President, the Management Committee or the Board at the written request of at least one-twentieth (1/20) of the Members. In this last case, the President shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Members. The General Assembly shall take place at the latest on the fortieth (40th) calendar day following this request.

Article 16. Proxies

Proxies in general

16.1 No proxies may be given amongst Members.

Proxies in case of amendments to these Statutes

16.2 By derogation to Paragraph 16.1 of the present Article, each Member shall have the right via regular means of communication, always with copy to the Executive Officer via similar means, to give a proxy to another Member or a third party in case of a General Assembly having to adopt in the presence of a notary public, amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 52 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 17. Convening notices. Agenda

17.1 Convening notices for the General Assembly shall be notified to the Members and the members of the Management Committee by the Executive Officer via regular means of communication at least thirty (30) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda shall be attached to the convening notices. As the case may be, the material documents necessary for the discussion shall be sent to the Members at least fourteen (14) calendar days before the meeting. The agenda of the meetings of the General Assembly shall be prepared by the Executive Officer and adopted by the President, or the Management Committee.

17.2 No additional item(s) can be added on the agenda before the meeting of the General Assembly at the request of the Members.

17.3 No decision shall be taken at the meeting of the General Assembly regarding an item that is not listed on the agenda.

17.4 Each Member and each member of the Management Committee shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any Member present and any member of the Management Committee present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 18. Presence quorum. Voting majority. Votes

18.1 Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least twenty-five (25) Members are present.

18.2 If at least twenty-five (25) Members, are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 17 of these Statutes, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, with at least two (2) Members present, in accordance with the voting majority stipulated in Paragraph 18.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) Members physically or virtually present.

18.3 Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present. Blank votes, invalid votes and abstentions shall not be counted.

18.4 In the event of a tie, the chairperson of the General Assembly shall have the decisive vote.

18.5 The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one-third (1/3) of the Members present.

18.6 Provided that the possibility to participate in the General Assembly via electronic means of communication has been granted by the Management Committee and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present, but participate in the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate in the deliberations and ask questions. The Management Committee shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

18.7 Provided that this possibility has been granted by the Management Committee and is mentioned in the convening notice, the Members may vote via electronic means during a meeting of the General Assembly. The Management Committee shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

18.8 The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

Article 19. Register of minutes

19.1 Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the person having chaired the meeting of the General Assembly and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Officer to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

Article 20. Written procedure

20.1 Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 17 of these Statutes do not have to be complied with.

20.2 For this purpose, the President, upon request of the Management Committee, and with the assistance of the Executive Officer, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Management Committee, with request to the Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Management Committee and within the time limit mentioned in the notice.

20.3 If the votes in favour of all of the Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

20.4 The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Management Committee.

20.5 The decisions taken via written procedure shall be sent via regular means of communication by the Executive Officer to the Members.

20.6 The members of the Management Committee and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VI. MANAGEMENT COMMITTEE

Article 21. Composition

21.1 The Association shall be administered by a Management Committee composed of minimum eleven (11) and maximum thirteen (13) members of the Management Committee.

21.2 The Management Committee shall be composed as follows:

- (a) The following persons, who shall be as of right members of the Management Committee:
 - i. The President;

- ii. The President-Elect or Past-President, as the case may be;
 - iii. The Treasurer;
 - iv. The Chair of the First Prospective Congress; and
 - v. The Chair of the Second Prospective Congress; and
- (b) Six other (6) members of the Management Committee (hereafter: “**General members of the Management Committee**”), who shall be appointed by the General Assembly; and
- (c) The following persons, who shall be members of the Management Committee as of right if they were appointed by the Management Committee in accordance with Article 33.1 (a) of these Statutes:
- i. Chairperson of the Congress Committee; and
 - ii. Chairperson of the Accounting Resources Centre Committee;

provided that, if at any time there is/are no President, President-Elect or Past-President, as the case may be, Treasurer, Chair of the First Prospective Congress, Chair of the Second Prospective Congress, six (6) General members of the Management Committee, Chairperson of the Congress Committee or Chairperson of the Accounting Resources Centre Committee, this shall not affect the valid composition of the Management Committee.

21.3 All members of the Management Committee shall be (i) Members and (ii) distinct persons, provided that the mandates of Chairperson of the Congress Committee and/or Chairperson of the Accounting Resources Centre Committee can be combined with the mandate of General member of the Management Committee, in accordance with Article 33 of these Statutes.

21.4 The General Assembly shall appoint the General members of the Management Committee, upon nomination by the Management Committee and approval of the nomination by the Board. The term of office of the General members of the Management Committee is three (3) years, once renewable. Their mandate shall be non-remunerated.

21.5 Each Member may propose one (1) candidate General member of the Management Committee to the Management Committee at least forty-two (42) calendar days in advance of a meeting of the General Assembly at which one or more General members of the Management Committee will be appointed. The Management Committee shall inform the Members as soon as a new appointment by the General Assembly is necessary. The Management Committee shall nominate one or more proposed candidate General member(s) of the Management Committee, upon approval of the nominations by the Board, after which the Management Committee shall draw up a list of all nominated candidate General members of the Management Committee. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more General member(s) of the Management Committee will be appointed. If there is no list or an incomplete list of candidate General members of the Management Committee, the General Assembly may freely elect without any formality one or more General member(s) of the Management Committee.

21.6 The mandate of the General members of the Management Committee terminates by expiry of their mandate as member of the Management Committee. Their mandate terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) upon termination of their membership.

21.7 The mandate of a General member of the Management Committee also terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss a General member of the Management Committee at any time and must not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the General member of the Management Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal. The decision of the General Assembly regarding the dismissal is final and sovereign and the General Assembly may give reasons for its decisions.

21.8 The General members of the Management Committee are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a member of the Management Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Management Committee, or dismissal, the member of the Management Committee shall continue performing the duties of his/her office until he/she has been replaced within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable, unless the Management Committee otherwise decides.

21.9 If the mandate of a General member of the Management Committee ceases before the termination of his/her term, for whatever reason, the Management Committee may freely appoint (by co-optation) a new General member of the Management Committee for the remainder of the term, provided that the General member of the Management Committee appointed (by co-optation) fulfils the criteria for the composition of the Management Committee of the replaced General member of the Management Committee. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the General member of the Management Committee appointed (by co-optation). If the mandate of the General member of the Management Committee appointed (by co-optation) is confirmed by the General Assembly, said General member of the Management Committee shall complete the term of office of the replaced General member of the Management Committee, except if the General Assembly otherwise decides. If the mandate of the General member of the Management Committee appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said General member of the Management Committee will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Management Committee until that date.

21.10 In case of termination of the mandate of a member of the Management Committee for whatever reason, the member of the Management Committee shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

21.11 The Management Committee shall be chaired by the President. If the President is unable or unwilling to chair the Management Committee, the Management Committee shall be chaired by the

President-Elect or the Past-President, as the case may be. If the President and the President-Elect or the Past-President, as the case may be, are both unable or unwilling to chair the Management Committee, the Management Committee shall be chaired by the Treasurer.

21.12 The Management Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Management Committee.

Article 22. Powers

22.1 The Management Committee shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Management Committee shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

22.2 The Management Committee shall in particular have the following powers:

- (a) The transfer of the Association's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association's strategies and policies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The refusal to admit new Members;
- (g) The acknowledgement of the resignation of a Member;
- (h) The suspension of Members;
- (i) The recommendation of the exclusion of Members to the General Assembly;
- (j) The nomination of the President-Elect and the General members of the Management Committee, upon approval of the nomination by the Board;
- (k) The appointment and dismissal (*ad nutum*) of the Treasurer, the Chair of the first Prospective Congress and the Chair of the second Prospective Congress;
- (l) The appointment and dismissal (*ad nutum*) of the Chairperson of the Congress Committee and the Chairperson of the Accounting Resources Centre Committee;
- (m) The election and dismissal (*ad nutum*) of the Committee Chair(s) and of the Editor(s), in accordance with the EAA Corporate Governance Guidelines;
- (n) The appointment and dismissal (*ad nutum*) of the Executive Officer, including the discharge to be given;
- (o) The determination of the non-European geographic region(s) which can elect a Regional Representative;
- (p) The determination of the location of the forthcoming Annual Congresses;
- (q) The convocation of the General Assembly, whenever required by the interests of the Association;
- (r) The decision to let the Members participate in the General Assembly via electronic means of communication and the setting up of the practical procedures to organise the voting during a meeting of the General Assembly via electronic means;

- (s) The hiring and the dismissal of the employees of the secretariat of the Association;
- (t) The proposal of the amount of the membership fees and the basis for setting the membership fees to the General Assembly;
- (u) The preparation of the draft annual accounts and the draft budget that must be submitted to the General Assembly for approval;
- (v) The adoption, the amendment and the revocation of the EAA Corporate Governance Guidelines;
- (w) The modification of Article 48.2 of these Statutes;
- (x) The adoption of propositions to be submitted to the General Assembly; and
- (y) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and Committee(s) and the overseeing of this/these.

22.3 Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Management Committee shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the basis for setting and the amount of the annual membership fees, and (iii) the activities of the Association.

22.4 At any time, the Management Committee may delegate specific powers to one or more member(s) of the Management Committee or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 23. Meetings

23.1 The Management Committee shall meet every time the interests of the Association so require and at least three (3) times a year, upon convening by the President or at the request of two (2) members of the Management Committee, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Management Committee, the Management Committee shall be convened by the President-Elect or the Past-President, as the case may be. If the President and the President-Elect or the Past-President, as the case may be, are both unable or unwilling to convene the Management Committee, the Management Committee shall be convened by the Treasurer.

Article 24. Proxies

24.1 No proxies may be given amongst members of the Management Committee.

Article 25. Convening notices. Agenda

25.1 Without prejudice to Article 28, convening notices for the Management Committee shall be notified to the members of the Management Committee by the Executive Officer via regular means of communication at least seven (7) calendar days before the meeting of the Management Committee. The convening notices shall mention the date, time and place of the meeting of the Management Committee. In addition, the convening notices shall mention if the members of the Management Committee can vote electronically. The agenda shall be attached to the convening notices. As the case may be, the material documents necessary for the discussion shall be sent to the members of the Management Committee via regular means of communication at least three (3) calendar days before the meeting. The agenda of the

meetings of the Management Committee shall be prepared by the Executive Officer and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the President-Elect or the Past-President, as the case may be. If the President and the President-Elect or Past-President, as the case may be, are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer.

25.2 Each member of the Management Committee shall have the right to propose additional item(s) to be included on the agenda of the Management Committee, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Management Committee of the additional item(s) on the agenda of the Management Committee via regular means of communication at least three (3) calendar days before the meeting of the Management Committee.

25.3 No vote shall be cast regarding an item that is not listed on the agenda, except if at least two-thirds (2/3) of the members of the Management Committee are present at a meeting of the Management Committee and vote to proceed with such vote.

25.4 Each member of the Management Committee shall have the right, before, during or after a meeting of the Management Committee, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Management Committee present at a meeting of the Management Committee shall be considered to have been regularly convened to this meeting.

Article 26. Presence quorum. Voting majority. Votes

26.1 Unless otherwise stipulated in these Statutes, the Management Committee shall be validly constituted when at least half of the members of the Management Committee are present.

26.2 If at least half of the members of the Management Committee are not present at the first meeting, a second meeting of the Management Committee may be convened pursuant to Article 25 of these Statutes, at least seven (7) calendar days after the first meeting of the Management Committee. The second meeting of the Management Committee shall validly deliberate irrespective of the number of members of the Management Committee present, in accordance with the voting majority stipulated in Paragraph 26.3 of the present Article. In any case, the Management Committee shall always be constituted of at least two (2) members of the Management Committee physically or virtually present.

26.3 Unless otherwise stipulated in these Statutes, decisions of the Management Committee shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Management Committee present. Each member of the Management Committee shall have one (1) vote.

26.4 Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote.

26.5 A duly convened meeting of the Management Committee shall be validly held even if all or some of the members of the Management Committee are not physically present, but participate in the deliberations via any electronic means of communication that allow the members of the Management Committee to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Executive Officer shall set up the practical procedures to organise this in practice. In such a case, the members of the Management Committee shall be deemed present.

26.6 Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Management Committee may vote via electronic means during a meeting of the Management Committee. The Executive Officer shall take the necessary steps allowing the members of the Management Committee to vote electronically. The Executive Officer shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Management Committee having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 27. Register of minutes

27.1 Minutes shall be drawn up at each meeting of the Management Committee. They shall be approved and signed by the the person having chaired the meeting of the Management Committee and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Officer to the members of the Management Committee. The register of minutes shall be kept at the registered office of the Association where all members of the Management Committee may consult it, without, however, displacing it.

Article 28. Written procedure

28.1 The Management Committee may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 25 of these Statutes do not have to be complied with.

28.2 For this purpose, the Executive Officer, upon request of the President or two (2) members of the Management Committee acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Management Committee, with request to the members of the Management Committee to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Executive Officer and within the time limit mentioned in the notice.

28.3 The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Management Committee have sent their vote(s) back via the means of written communication designated by the Executive Officer within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Management Committee having sent their vote(s) back via the mean of written communication designated by the Executive Officer. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

28.4 The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Management Committee.

28.5 The decisions taken via written procedure shall be sent via regular means of communication by the Executive Officer to the members of the Management Committee.

TITLE VII. PRESIDENT-ELECT, PRESIDENT, PAST-PRESIDENT, TREASURER, CHAIR OF THE FIRST PROSPECTIVE CONGRESS AND CHAIR OF THE SECOND PROSPECTIVE CONGRESS

Article 29. Election and function of the President-Elect, President and Past-President

29.1 The General Assembly shall appoint a President-Elect, upon nomination by the Management Committee and approval of the nomination by the Board. During each particular year, there shall be a President-Elect or a Past-President, according to a rotation system. Once the mandate of the President-Elect has terminated, after a one (1) year term, except the cases of automatic termination or dismissal, the President-Elect shall become as of right President. Once the mandate of the President has terminated, after a two (2) year term, except the cases of automatic termination or dismissal, the President shall become as of right Past-President for a one (1) year term. The mandates as President-Elect, President and Past-President are not renewable. The mandates as President-Elect, President as Past-President are not remunerated.

29.2 Each President-Elect, President and Past-President shall (i) be a Member, (ii) have a deep first-hand knowledge of the Association, (iii) have an impeccable academic reputation, and (iv) have a proven track of record of commitment and services to the academic accounting community.

29.3 If the mandate of the President-Elect ceases before his/her term, for whatever reasons, the Management Committee shall nominate and appoint, upon approval of the nomination by the Board, a new President-Elect for the remainder of the term of the President-Elect being replaced. If the mandate of the President ceases before his/her term, for whatever reason, and there is a President-Elect, the President-Elect shall as of right become the President for the remainder of the year and the following two (2) years. If the mandate of the President ceases before his/her term, for whatever reason, and there is a Past-President, the Past-President shall as of right become the President for the remainder of the year and the General Assembly shall as soon as possible appoint a new President, in accordance with the procedure applicable for the appointment of a new President-Elect, under Paragraph 29.1 of the present Article. Once the new President is appointed, the Past-President who replaced the former President will once again serve as Past-President for the remainder of his/her mandate. If the mandate of the Past-President ceases before his/her term, there will be no new Past-President until the mandate of the President comes to an end.

29.4 The mandate of President-Elect, President and Past-President terminates (i) by expiry of the term of his/her mandate, (ii) by termination of his/her membership or, (iii) as of right, upon his/her death or incapacity.

29.5 The General Assembly may further dismiss (*ad nutum*) the President-Elect as President-Elect, the President as President and/or the Past-President as Past-President, at any time and may give reasons for

its decisions, without any compensation or cost becoming due by the Association, and provided that the President-Elect, President or Past-President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal. The concerned President-Elect, President or Past-President shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

29.6 The President-Elect, President and Past-President are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the General Assembly. In case of the end of the mandate of the President-Elect, President and/or Past-President for whatever reason, except the cases of automatic termination of his/her mandate as member of the Management Committee, or dismissal, the President-Elect, President or Past-President, as the case may be, shall continue performing the duties of his/her office until the General Assembly has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable, unless the Management Committee otherwise decides.

29.7 In case of termination of the mandate of the President-Elect, President or Past-President, for whatever reason, the President-Elect, President or Past-President, as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 30. Election and function of the Treasurer

30.1 The Management Committee shall appoint a Treasurer, upon nomination by the President. His/her term of office is a three (3) years term, once renewable. After having completed two (2) terms as Treasurer, he/she can only be re-elected as Treasurer after a three (3) years cool-off time period. The mandate of the Treasurer is not remunerated.

30.2 Each Treasurer shall (i) be a Member, (ii) have experience in serving the Association and (iii) have an impeccable academic reputation.

30.3 If the mandate of the Treasurer ceases before his/her term, for whatever reasons, the Management Committee shall appoint, upon nomination by the President, a new Treasurer for the remainder of the term of the Treasurer being replaced.

30.4 The mandate of Treasurer terminates (i) by expiry of the term of his/her mandate, (ii) by termination of his/her membership or, (iii) as of right, upon his/her death or incapacity.

30.5 The Management Committee may further dismiss (*ad nutum*) the Treasurer as Treasurer, at any time and may give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Management Committee and prior to the voting on the dismissal. The concerned Treasurer shall not participate in the deliberation of the Management Committee regarding such decision or action, and also not to the relevant voting.

30.6 The Treasurer is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Management Committee. In case of the end of the mandate of the Treasurer for whatever reason, except the cases of automatic termination of his/her mandate as member of the Management Committee, or dismissal, the Treasurer shall continue performing the duties of his/her office until the Management Committee has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable, unless the Management Committee otherwise decides.

30.7 In case of termination of the mandate of the Treasurer, for whatever reason, the Treasurer, as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 31. Election and function of the Chair of the first Prospective Congress and Chair of the second Prospective Congress

31.1 The Management Committee shall appoint a Chair of the second Prospective Congress, upon nomination by the Member(s) of the Congress Committee. Each year, there shall be a Chair of the first Prospective Congress and a Chair of the second Prospective Congress, according to an automatic system. Once the mandate of the Chair of the second Prospective Congress has terminated, after a one (1) year term, except the cases of automatic termination or dismissal, the Chair of the second Prospective Congress shall become as of right the Chair of the first Prospective Congress. Once the mandate of the Chair of the first Prospective Congress has terminated, after a one (1) year term, except the cases of automatic termination or dismissal, the Chair of the first Prospective Congress shall become as of right Chair of the Annual Congress for the duration of the Annual Congress. The mandates as Chair of the first Prospective Congress and Chair of the second Prospective Congress are not renewable. The mandates as Chair of the first Prospective Congress and Chair of the second Prospective Congress are not remunerated.

31.2 Each Chair of the first Prospective Congress and Chair of the second Prospective Congress shall, in accordance with the EAA Congress Guidelines, (i) be a Member, (ii) have experience in serving the Association and (iii) have an impeccable academic reputation.

31.3 If the mandate of the Chair of the first Prospective Congress or the Chair of the second Prospective Congress ceases before his/her term, for whatever reasons, the Management Committee shall appoint a new Chair of the first Prospective Congress or Chair of the second Prospective Congress for the remainder of the term of the Chair of the first Prospective Congress or the Chair of the second Prospective Congress being replaced.

31.4 The mandate of the Chair of the first Prospective Congress and the Chair of the second Prospective Congress terminates (i) by expiry of the term of his/her mandate, (ii) by termination of his/her membership or, (iii) as of right, upon his/her death or incapacity.

31.5 The Management Committee may further dismiss (*ad nutum*) the Chair of the first Prospective Congress as Chair of the first Prospective Congress or the Chair of the second Prospective Congress as Chair of the second Prospective Congress, at any time and may give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Chair of the first

Prospective Congress or the Chair of the second Prospective Congress concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Management Committee and prior to the voting on the dismissal. The concerned Chair of the first Prospective Congress or Chair of the second Prospective Congress shall not participate in the deliberation of the Management Committee regarding such decision or action, and also not to the relevant voting.

31.6 The Chair of the first Prospective Congress and the Chair of the second Prospective Congress are also free to resign from their office at any time by submitting, via special means of communication, his/her resignation to the Management Committee. In case of the end of the mandate of the Chair of the first Prospective Congress or the Chair of the second Prospective Congress for whatever reason, except the cases of automatic termination of his/her mandate as member of the Management Committee, or dismissal, the Chair of the first Prospective Congress or the Chair of the second Prospective Congress, as the case may be, shall continue performing the duties of his/her office until the Management Committee has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable, unless the Management Committee otherwise decides.

31.7 In case of termination of the mandate of the Chair of the first Prospective Congress or the Chair of the second Prospective Congress, for whatever reason, the Chair of the first Prospective Congress or the Chair of the second Prospective Congress, as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 32. Powers of the President-Elect, President, Past-President, Treasurer, Chair of the first Prospective Congress and Chair of the second Prospective Congress

32.1 The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:

- (a) The convocation of the General Assembly, whenever required by the interests of the Association;
- (b) The convocation of the Management Committee;
- (c) The convocation of the Board;
- (d) The adoption of the agenda of the meetings of the General Assembly, the Management Committee and the Board, after preparation by the Executive Officer;
- (e) Presiding the meetings of the General Assembly, the Management Committee and the Board;
- (f) Signing and approving the minutes of the meetings of the General Assembly, the Management Committee and the Board, in case he/she chaired these meetings;
- (g) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (h) In the event of a tie vote, having the casting vote within the General Assembly, the Management Committee and the Board.

32.2 The President-Elect or the Past-President, as the case may be, shall have the powers specifically reserved for him/her by these Statutes. As a general rule, the President-Elect or the Past-President, as the case may be, shall assist the President and replace the President in his/her absence.

32.3 The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Management Committee. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Management Committee.

32.4 The Chair of the first Prospective Congress and the Chair of the second Prospective Congress shall have the powers specifically granted to them by these Statutes and by the Management Committee. As a general rule, the Chair of the first Prospective Congress and the Chair of the second Prospective shall assist the Management Committee and the Association in planning and organising the forthcoming Annual Congresses and shall, in time, serve as Chair of the Annual Congress.

TITLE VIII. CHAIRPERSON OF THE CONGRESS COMMITTEE AND CHAIRPERSON OF THE ACCOUNTING RESOURCES CENTRE COMMITTEE

Article 33. Election and function of the Chairperson of the Congress Committee and the Chairperson of the Accounting Resources Centre Committee

33.1 The Chairperson of the Congress Committee and the Chairperson of the Accounting Resources Centre Committee shall be either:

- (a) Appointed by the Management Committee, upon nomination by the President, after which they shall serve as of right as members of the Management Committee. In this case, the rules of Paragraph 33.2 of this Article apply to their election and function; or
- (b) Appointed by the Management Committee amongst the General members of the Management Committee, whereby:
 - i. The Chairperson of the Congress Committee is appointed by the Management Committee upon nomination by the Member(s) of the relevant Congress Committee. Insofar possible, the Chairperson of the Congress Committee should already be a member of the Congress Committee; and
 - ii. The Chairperson of the Accounting Resources Centre Committee is appointed by the Management Committee upon nomination by the Member(s) of the relevant Accounting Resources Centre Committee. Insofar possible, the Chairperson of the Accounting Resources Centre Committee should already be a member of the Accounting Resources Centre Committee.

In this case, the rules applicable to General members of the Management Committee of Article 21 of these Statutes apply to their election and function.

33.2 In case a Chairperson of the Congress Committee and/or a Chairperson of the Accounting Resources Centre Committee, as the case may be, is appointed in accordance with Paragraph 33.1 (a) of the Present Article, the following rules apply:

- (a) His/her mandate is a three (3) year term, once renewable. His/her mandate is not remunerated;
- (b) If his/her mandate ceases before his/her term, for whatever reasons, the Management Committee shall appoint, upon nomination by the President, a new Chairperson of the Congress Committee and/or the Chairperson of the Accounting Resources Centre Committee, as the case may be, for the remainder of the term of the Chairperson of the Congress Committee and/or the Chairperson of the Accounting Resources Centre Committee being replaced;
- (c) His/her mandate terminates (i) by expiry of the term of his/her mandate, (ii) by termination of his/her membership or, (iii) as of right, upon his/her death or incapacity;
- (d) The Management Committee may further dismiss (*ad nutum*) the Chairperson of the Congress Committee as Chairperson of the Congress Committee, or the Chairperson of the Accounting Resources Centre Committee as Chairperson of the Accounting Resources Centre Committee, at any time and may give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the concerned Chairperson of the Congress Committee or Chairperson of the Accounting Resources Centre Committee is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Management Committee and prior to the voting on the dismissal. The concerned Chairperson of the Congress Committee or Chairperson of the Accounting Resources Centre Committee shall not participate in the deliberation of the Management Committee regarding such decision or action, and also not to the relevant voting;
- (e) The Chairperson of the Congress Committee and/or the Chairperson of the Accounting Resources Centre Committee is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Management Committee. In case of the end of the mandate of the Chairperson of the Congress Committee or the Chairperson of the Accounting Resources Centre Committee, for whatever reason, except the cases of automatic termination of their mandate as member of the Management Committee, or dismissal, the concerned Chairperson of the Congress Committee or Chairperson of the Accounting Resources Centre Committee shall continue performing the duties of his/her office until the Management Committee has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable, unless the Management Committee otherwise decides; and
- (f) In case of termination of the mandate of the Chairperson of the Congress Committee or the Chairperson of the Accounting Resources Centre Committee, for whatever reason, the concerned Chairperson of the Congress Committee or Chairperson of the Accounting Resources Centre Committee, as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 34. Powers of the Chairperson of the Congress Committee and the Chairperson of the Accounting Resources Centre Committee

34.1 The Chairperson of the Congress Committee shall have the powers specifically granted to him/her by these Statutes and by the Management Committee. As a general rule, the Chairperson of the Congress Committee shall chair the Congress Committee and report in this respect to the Management Committee.

34.2 The Chairperson of the Accounting Resources Centre Committee shall have the powers specifically granted to him/her by these Statutes and by the Management Committee. As a general rule, the Chairperson of the Accounting Resources Centre Committee shall chair the Accounting Resources Centre Committee and report in this respect to the Management Committee.

TITLE IX. BOARD

Article 35. Composition

35.1 The Board shall be composed as follows:

- (a) The following persons, who shall be as of right members of the Board:
 - i. The President;
 - ii. The President-Elect or Past-President, as the case may be;
 - iii. The Treasurer;
 - iv. The Chair of the First Prospective Congress;
 - v. The Chair of the Second Prospective Congress;
 - (b) One (1) national representative of each European country with at least ten (10) Members, elected by the Members concerned (hereafter: “**National Representative**”);
 - (c) One (1) regional representative of each non-European geographic region representing sufficient Members, as determined by the Management Committee, elected by the Members concerned (hereafter: “**Regional Representative**”);
 - (d) The Chairs of all Committees of the Association, elected by the Management Committee in accordance with the EAA Corporate Governance Guidelines (hereafter: “**Committee Chairs**”);
 - (e) The Editors of the Journals of the Association, elected by the Management Committee in accordance with the EAA Corporate Governance Guidelines (hereafter: “**Editors**”); and
 - (f) Any other Member co-opted by the Board whenever the interests of the Association so require;
- provided that, if at any time there is no President, President-Elect or Past-President, as the case may be, Treasurer, Chair of the First Prospective Congress, Chair of the Second Prospective Congress, National Representative(s), Regional Representative(s), Committee Chair(s), Editor(s)

or other co-opted member(s) of the Board, this shall not affect the valid composition of the Board.

35.2 All members of the Board (i) shall be Members and (ii) can combine different functions within the Board.

35.3 The term of office of the National Representative(s), the Regional Representative(s), the Committee Chair(s), Editor(s) and co-opted members of the Board is three (3) years, once renewable. After having completed two (2) mandates as member of the Board, a member of the Board can only be re-elected as member of the Board after a three (3) years cool-off time period. Their mandate shall be non-remunerated.

35.4 If there are ten (10) or more Members representing the same European country, these Members shall together (i) constitute a constituency of Members (hereafter: “**National Constituency**”) and (ii) elect one (1) National Representative who shall represent said National Constituency within the Board as a member of the Board.

35.5 The Management Committee shall further select non-European geographic regions, whereby the Members being part of the same non-European geographic region shall together (i) constitute a constituency of Members (hereafter: “**Regional Constituency**”) and (ii) elect one (1) Regional Representative who shall represent said Regional Constituency within the Board as a member of the Board.

35.6 The mandate of a National Representative, Regional Representative, Committee Chair, Editor or co-opted member of the Board terminates by expiry of his/her mandate as member of the Board. His/her mandate terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) upon termination of his/her membership, or (iii) if a National Representative ceases to be the National Representative of the National Constituency he/she is representing, or (iv) if a Regional Representative ceases to be the Regional Representative of the Regional Constituency he/she is representing , or (v) if a Committee Chair ceases to be a Committee Chair, or (vi) if an Editor ceases to be an Editor.

35.7 The mandate of a National Representative, Regional Representative or co-opted member of the Board also terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss a National Representative, Regional Representative or co-opted member of the Board at any time and must not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the National Representative, Regional Representative or co-opted member of the Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal. The decision of the General Assembly regarding the dismissal is final and sovereign and the General Assembly may give reasons for its decisions.

35.8 The mandate of a Committee Chair or Editor also terminates upon dismissal (*ad nutum*) by the Management Committee. The Management Committee may dismiss a Committee Chair or Editor at any time and must not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Committee Chair or Editor concerned is convened at the meeting and

has received the possibility to defend his/her position during the meeting of the Management Committee and prior to the voting on the dismissal. The decision of the Management Committee regarding the dismissal is final and sovereign and the Management Committee may give reasons for its decisions.

35.9 The National Representative(s), Regional Representative(s), Committee Chair(s), Editor(s) or co-opted member(s) of the Board are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Executive Officer. In case of termination of the mandate of a National Representative, Regional Representative, Committee Chair, Editor or co-opted member of the Board for whatever reason, except the cases of automatic termination of the mandate of a member of the Board, or dismissal, the National Representative, Regional Representative, Committee Chair, Editor or co-opted member of the Board shall continue performing the duties of his/her office until he/she has been replaced within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable, unless the Management Committee otherwise decides.

35.10 In case of termination of the mandate of a member of the Board for whatever reason, the member of the Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

35.11 The Board shall be chaired by the President. If the President is unable or unwilling to chair the Board, the Board shall be chaired by the President-Elect or the Past-President, as the case may be. If the President and the President-Elect or the Past-president, as the case may be, are both unable or unwilling to chair the Board, the Board shall be chaired by the Treasurer.

35.12 The Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board.

Article 36. Powers

36.1 The Board shall have a strategic and advisory role within the Association. The Board shall act as a collegial body (in French: "*organe collegial*" / in Dutch: "*collegiaal orgaan*").

36.2 The Board shall in particular have the following powers:

- (a) Support the implementation of the Association's purpose and activities;
- (b) Make proposals to the Management Committee on the strategic development of the Association;
- (c) Advise the Management Committee on decisions to be made by the latter;
- (d) The convocation of the General Assembly, whenever required by the interests of the Association;
- (e) The approval of the nomination by the Management Committee of the President-Elect and the General members of the Management Committee;
- (f) The appointment (by co-optation) of new members of the Board; and
- (g) The approval of the content of the Congresses.

36.3 The Board shall not represent the Association vis-à-vis third parties.

36.4 The Board shall always act under the responsibility of the Management Committee and shall report to the Management Committee on its activities, at the request of the Management Committee.

36.5 The Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board.

Article 37. Meetings

37.1 The Board shall meet every time the interests of the Association so require and at least one (1) time a year, upon convening by the President or at the request of two (2) members of the Board, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board, the Board shall be convened by the President-Elect or the Past-President, as the case may be. If the President and the President-Elect or the Past-President, as the case may be, are both unable or unwilling to convene the Board, the Board shall be convened by the Treasurer.

Article 38. Proxies

38.1 No proxies may be given amongst members of the Board.

Article 39. Convening notices. Agenda

39.1 Without prejudice to Article 42, convening notices for the Board shall be notified to the members of the Board by the Executive Officer via regular means of communication at least seven (7) calendar days before the meeting of the Board. The convening notices shall mention the date, time and place of the meeting of the Board. In addition, the convening notices shall mention if the members of the Board can vote electronically. The agenda shall be attached to the convening notices. As the case may be, the material documents necessary for the discussion shall be sent to the members of the Board at least three (3) calendar days before the meeting. The agenda of the meetings of the Board shall be prepared by the Executive Officer and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the President-Elect or the Past-President, as the case may be. If the President and the President-Elect or Past-President, as the case may be, are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer.

39.2 Each member of the Board shall have the right to propose additional item(s) to be included on the agenda of the Board, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Board of the additional item(s) on the agenda of the Board via regular means of communication at least three (3) calendar days before the meeting of the Board.

39.3 No vote shall be cast regarding an item that is not listed on the agenda, except if at least two-thirds (2/3) of the members of the Board are present at a meeting of the Board and vote to proceed with such vote.

39.4 Each member of the Board shall have the right, before, during or after a meeting of the Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any

member of the Board present at a meeting of the Board shall be considered to have been regularly convened to this meeting.

Article 40. Presence quorum. Voting majority. Votes

40.1 Unless otherwise stipulated in these Statutes, the Board shall be validly constituted when at least half of the members of the Board are present.

40.2 If at least half of the members of the Board are not present at the first meeting, a second meeting of the Board may be convened pursuant to Article 39 of these Statutes, at least seven (7) calendar days after the first meeting of the Board. The second meeting of the Board shall validly deliberate irrespective of the number of members of the Board present, in accordance with the voting majority stipulated in Paragraph 40.3 of the present Article. In any case, the Board shall always be constituted of at least two (2) members of the Board physically or virtually present.

40.3 Unless otherwise stipulated in these Statutes, decisions of the Board shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Board present. Each member of the Board shall have one (1) vote.

40.4 Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote.

40.5 A duly convened meeting of the Board shall be validly held even if all or some of the members of the Board are not physically present, but participate in the deliberations via any electronic means of communication that allow the members of the Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Executive Officer shall set up the practical procedures to organise this in practice. In such a case, the members of the Board shall be deemed present.

40.6 Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Board may vote via electronic means during a meeting of the Board. The Executive Officer shall take the necessary steps allowing the members of the Board to vote electronically. The Executive Officer shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 41. Register of minutes

41.1 Minutes shall be drawn up at each meeting of the Board. They shall be approved and signed by the the person having chaired the meeting of the Board, and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Officer to the members of the Board. The register of minutes shall be kept at the registered office of the Association where all members of the Board may consult it, without, however, displacing it.

Article 42. Written procedure

42.1 The Board may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 39 of these Statutes do not have to be complied with.

42.2 For this purpose, the Executive Officer, upon request of the President or two (2) members of the Board acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Board, with request to the members of the Board to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Executive Officer and within the time limit mentioned in the notice.

42.3 The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Board have sent their vote(s) back via the mean of written communication designated by the Executive Officer within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Board having sent their vote(s) back via the mean of written communication designated by the Executive Officer. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

42.4 The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Board.

42.5 The decisions taken via written procedure shall be sent via regular means of communication by the Executive Officer to the members of the Board.

TITLE X. WORKING GROUP(S) AND COMMITTEE(S)

Article 43. Working Group(s) and Committee(s)

43.1 The Management Committee may establish, dissolve and delegate tasks to one or more Working Group(s) and/or Committee(s). The Working Group(s) and/or Committee(s) shall have a supporting role to the Management Committee on specific issues. The Management Committee determines amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s) and Committee(s).

43.2 The Working Group(s) and/or Committee(s) shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Management Committee.

43.3 The Working Group(s) and/or Committee(s) shall always act under the responsibility of the Management Committee and shall report periodically to Management Committee on its/their activities, and/or at the request of the Management Committee.

43.4 The Working Group(s) and/or Committee(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s) and/or Committee(s).

TITLE XI. EXECUTIVE OFFICER

Article 44. Appointment and function of the Executive Officer

44.1 The Management Committee shall appoint a natural person or legal entity, not being a member of the Management Committee, as Executive Officer. His/her/its office may be remunerated. When a legal entity is appointed as Executive Officer, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Executive Officer in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Executive Officer. The Executive Officer's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Management Committee.

44.2 The mandate of the Executive Officer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Executive Officer is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

44.3 Unless otherwise agreed, the Management Committee may dismiss (*ad nutum*) the Executive Officer at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

44.4 The Executive Officer is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Management Committee, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Executive Officer for whatever reason, except the cases of automatic termination of the mandate of the Executive Officer or dismissal, the Executive Officer shall continue performing the duties of his/her/its office until the Management Committee has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable, unless the Management Committee otherwise decides.

44.5 In case of the end of the mandate of the Executive Officer for whatever reason, the Executive Officer shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

44.6 The Executive Officer shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Executive Officer.

44.7 Notwithstanding the above Paragraph, the President may decide that the Executive Officer cannot attend one or more meeting(s) or part(s) of (a) meeting(s) of the Management Committee.

Article 45. Powers of the Executive Officer

45.1 The Executive Officer shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Executive Officer shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly, the Management Committee and the Board;
- (d) If applicable, the delegation of tasks to the secretariat of the Association and the overseeing of it;
- (e) Executing the decisions of the Management Committee;
- (f) Sending the convening notices of the General Assembly, the Management Committee and the Board;
- (g) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (h) Ensuring the public relations of the Association, particularly regarding communication with third parties.

45.2 The Executive Officer shall always act under the responsibility of the Management Committee and within the approved budget. The Executive Officer shall report periodically to the Management Committee on his/her/its actions and activities, and/or at the request of the Management Committee.

TITLE XII. LIABILITY

Article 46. Liability

46.1 The members of the Management Committee, the members of the Board and the Executive Officer are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

46.2 The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

TITLE XIII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 47. External representation of the Association

47.1 The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Management Committee, acting jointly.

47.2 Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Executive Officer, acting alone.

47.3 None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

47.4 In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Board, the President acting alone, or two (2) members of the Management Committee, acting jointly, or, within the framework of daily management, by the Executive Officer, acting alone.

TITLE XIV. EAA CORPORATE GOVERNANCE GUIDELINES AND PROCEDURES

Article 48. Internal rules and procedures

48.1 To detail and complete the provisions of these Statutes, the Management Committee may adopt, amend and/or revoke internal rules.

48.2 On the date of the last amendments to these Statutes, the last version of the internal rules, named “EAA Corporate Governance Guidelines” has been adopted on 20 September 2021.

48.3 The Management Committee is further entitled to adopt internal rules and procedures and any other kind of statement that falls within the scope of its powers.

TITLE XV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

Article 49. Financial year

49.1 The financial year of the Association shall run from 1 January to 31 December.

Article 50. Annual Accounts. Budget

50.1 The Management Committee shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

50.2 Each year, the Management Committee shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly so that they can be approved within six (6) months following the end of the financial year.

50.3 The draft annual accounts and the draft budget shall be circulated amongst all Members at least fourteen (14) calendar days before the Ordinary General Assembly.

Article 51. Auditing of the annual accounts

51.1 If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren*”, for a three (3) years term.

51.2 If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor to audit the annual accounts.

51.3 If applicable, the statutory auditor shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XVI. AMENDMENTS TO THESE STATUTES

Article 52. Amendments to these Statutes

52.1 The General Assembly can validly decide on amendments to these Statutes only if (i) at least twenty-five (25) Members are present, or represented in case the General Assembly decides on these matters requiring a notarial deed in accordance with Article 16 of these Statutes and (ii) the decisions to amend obtain a majority of at least two-thirds (2/3) of the votes cast by the Members present, or represented in case the General Assembly decides on these matters requiring a notarial deed in accordance with Article 16 of these Statutes. Blank votes, invalid votes and abstentions shall not be counted.

52.2 If at least twenty-five (25) Members are not present, or represented in case the General Assembly decides on these matters requiring a notarial deed in accordance with Article 16 of these Statutes, at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 17 of these Statutes, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present, or represented in case the General Assembly decides on these matters requiring a notarial deed in accordance with Article 16 of these Statutes, in accordance with the voting majority stipulated in Paragraph 52.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) Members physically or virtually present.

52.3 By derogation to Paragraph 52.1 of the present Article, the Management Committee can also validly decide on amendments to Article 48.2 of these Statutes.

52.4 The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Management Committee.

52.5 The date on which the amendments to these Statutes shall enter into force shall be determined in the EAA Corporate Governance Guidelines, or by the decision of the General Assembly regarding the amendments to these Statutes.

52.6 Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XVII. DISSOLUTION. LIQUIDATION

Article 53. Dissolution. Liquidation

53.1 The General Assembly can validly decide on the dissolution of the Association only if (i) at least one-tenth (1/10) of the Members or at least twenty-five (25) Members, whichever is the lowest, are present and (ii) the decision obtains at least a majority of two-thirds (2/3) of the votes cast by the Members present. Blank votes, invalid votes and abstentions shall not be counted.

53.2 If at least one-tenth (1/10) of the Members or at least twenty-five (25) Members, whichever is the lowest, are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 17 of these Statutes, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present, in accordance with the voting majority stipulated in Paragraph 53.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) Members physically or virtually present.

53.3 Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Management Committee.

53.4 Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Management Committee shall be deemed to be jointly in charge of the Association's liquidation.

53.5 The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Statutes.

TITLE XVIII. VARIA

Article 54. Definition of Europe

54.1 Unless otherwise stipulated in these Statutes, the terms "Europe" and "European" shall be construed as referring to the Member States of the Council of Europe within the context of these Statutes.

Article 55. Notifications

55.1 Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

Article 56. Computation of time

56.1 For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- “Month(s)” mean(s) (a) calendar month(s); and
- “Calendar day(s)” mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

Article 57. Abstentions

57.1 For the determination of the voting majorities set out in these Statutes, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present, or represented in the case where the General Assembly decides on amendments of these Statutes requiring a notarial deed in accordance with Article 16 of these Statutes, on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

Article 58. Secret ballot

58.1 For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Members, the members of the Management Committee, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Executive Officer and the staff of the Association.

Article 59. Miscellaneous

59.1 Anything that is not provided for in these Statutes or the EAA Corporate Governance Guidelines, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the EAA Corporate Governance Guidelines, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

59.2 Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Management Committee to do so. Members shall have no claim on the Association’s assets.

59.3 For the performance of their duties, members of the Management Committee may elect domicile at the registered office of the Association.

59.4 The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.