

Board of Trustees
17-18 November 2020

Refers to
agenda item 3

Agenda Item 3.3

European Network: Articles of Association

Summary:

IPPF EN is established as an "*Association Internationale Sans But Lucratif (AISBL)*", an international not-for-profit association, in Belgium. As such it has its own legal statutes, in the form of its Articles of Association (AoA), and has to comply with the relevant Belgian mandatory requirements for such Associations. These Articles have always closely tied IPPF EN to IPPF, including the stipulation that no changes can be made to them without the approval of the governing body of IPPF.

Prior to the IPPF Governance Reform, the previous IPPF regional governance arrangements of Regional Executive Committee and Regional Council respectively aligned with the bodies mandated within Belgian law of a Board of Directors and an annual General Assembly and these bodies carried out the governance duties stipulated by Belgian law. A new set of AoA have therefore been drafted by lawyers in Belgium in close consultation with the IPPF Governance & Accreditation Director and when required the Director-General and both parties agree that they meet the needs of IPPF and the requirements of Belgian law. The IPPF MAs in the region, in their role as the legal members, have given their informal approval, and, per the current AoA of IPPF EN, these new Articles must first be approved by the Board of Trustees before being submitted for final approval by the legal members in Belgium in the presence of a Belgian notary.

To support the Board of Trustees in their decision, we outline below some key points of complexity and how we have addressed them.

Background to IPPF EN legal set-up

IPPF EN was established in its current form in the 1990's by IPPF. Previously the Regional Office (RO) had operated directly out of London. IPPF could have chosen at that time to establish a representative or branch office, rather than the AISBL form that was eventually chosen. However, one key objective of establishing the RO in Brussels was to build relationships with the European Institutions and increase funding to IPPF. The AISBL was the only legal set-up in Belgium that allowed the organisation to apply for and receive EC funding. This not the case with a representative or branch office in Belgium. IPPF EN has always occupied a dual role, serving the MAs in the region, but also serving IPPF globally through its advocacy and resource mobilization role with the EU institutions working on development and international cooperation. Due to how it was set up, historically and legally, IPPF EN was not, and did not consider itself, an 'independent' organisation from IPPF. The choice made by IPPF to establish a Belgian organisation with some form of independence 'on paper' was made for pragmatic reasons, which,

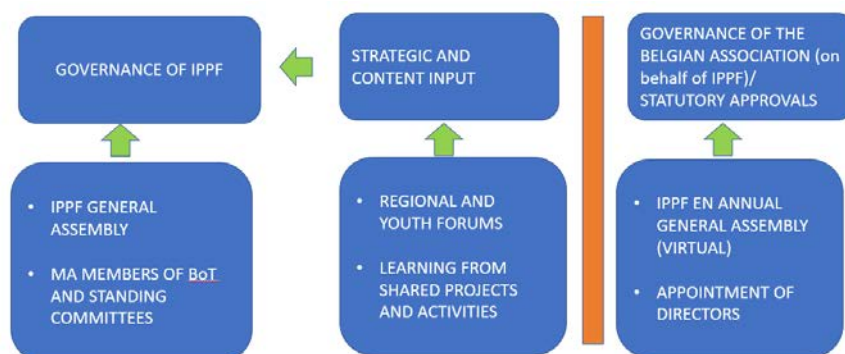
following Brexit, have only increased as IPPF itself will no longer be in an EU Member State.

Membership

IPPF EN is registered as a membership organisation, and thus must have members. The MAs in the EN region have always been legal members of the IPPF EN Belgian registered association as well as members of IPPF. The Belgian rules mandate that any such association must have jurisdiction over who is a member. Previously this was not an issue as membership decisions went through the EN REC (also the legal board in Belgium) prior to being brought to the Membership Committee and Governing Council. Now the Board of IPPF EN will admit or exclude members to the EN association *subsequent* to the decision-making process of the MC and BoT. The concern was the potential for the Board of IPPF EN to make a decision that was not in line with IPPF. This has been addressed in **Article 6.1 and 7.1**, which lays out that membership (full or associate as relevant) is open and accessible to any legal entity that meets a number of criteria, primarily that the organisation is a member of IPPF. If the Board of EN refused to admit, or exclude, they would have to motivate their argument as to why an organisation did not meet the criteria, which would be nigh impossible if that organisation had achieved IPPF membership or had been suspended/expelled.

Distinction between role of the MAs vis a vis IPPF and IPPF EN

Key to the IPPF reform is ensuring that all MAs have the same direct route to participating in the governance of IPPF and informing strategy and policy. The law in Belgium stipulates the powers of the General Assembly of an AISBL; these are listed in **Article 16.1** and are specific and limited. Previously the Regional Council (RC) doubled as the legal General Assembly. In recent years, there was one session set aside, approximately one hour, where delegates conducted the required legal business. The remainder of the RC was dedicated to sharing, learning, input into strategy etc. This main portion of the old RC will now transition, like all Regions, to the new Regional Forum where EN MAs will continue to input into IPPF. For the IPPF EN legal duties, a virtual General Assembly will be held once a year. The diagram below illustrates the distinct pathways for EN MAs. Their role in the Belgian Association is no longer their route to governing or participating in IPPF, rather they are supporting IPPF by enabling the operation of the Belgian Association on behalf of all IPPF members.



Board of Directors

To ensure that the MA governance link is directly to IPPF Board of Trustees and not to the IPPF EN Board, the new IPPF EN Board of Directors (previously the REC) may not comprise any person affiliated in a staff or volunteer capacity to an MA (**Article 23.1**). IPPF EN will have a small Board – minimum three and maximum five members - of persons external to its membership. These persons will be ideally Belgian based and will be recruited according to a Terms of Reference. Primarily this will focus on skills specific to running of a Belgian organisation, for example Belgian legal, financial and HR expertise, which can support IPPF to ensure the organisation is being scrutinised in its Belgian context, and it could also include a targeted competence that offers IPPF a value add.

The powers and duties of the Board of Directors are also outlined in Belgian law and are reflected in **Article 24.2**. These are also specific and limited. As they include the “*determination of the Association’s strategy and policies*”, safeguards have been included in the AoA to ensure these cannot diverge from IPPF, principally **Article 49.1** “*The Association shall comply with the IPPF Regulations, Procedural Bylaws, global policies, strategies and decisions adopted by IPPF*” Additionally, **Article 49.4** provides for the case in which disagreement or divergence could arise “*The Association and IPPF undertake to work in mutual cooperation, and to solve any dispute that may arise during the course of their cooperation using open dialogue in the English-speaking language. Nevertheless, any dispute, controversy or claim arising out of/or in connection to eventual conflicting levels of governance between the Association and IPPF shall be resolved in the English-speaking language by the **IPPF External Complaints Panel**, applying UK law as well as taking due consideration of IPPF Global’s policies and decisions as relevant*”

Aligning Budget Approval

At a practical level, it should be noted that the EN General Assembly is normally held in June to allow for the approval of the audited accounts of the previous year, and the budget of the current year is approved at this same meeting. Thus, the legal approval has always been *after* all the IPPF procedures have been followed. The annual budget which Belgian law mandates must be submitted to the GA by the Board of Directors (**Article 41**), will in fact be the EN portion of the Unified Secretariat budget, that will already have been approved by the Board of Trustees seven months earlier.

- November: Unified Secretariat budget approved by BoT
- Jan/Feb: Draft EN budget extracted from approved Unified Secretariat budget presented to EN Board
- June: Final legal EN budget approval by EN GA

Appointment/dismissal of the Regional Director (RD)

It was important in developing the AoA to avoid the dual accountabilities that caused difficulties in some regions in the past. However, legally the Board in Belgium require some level of jurisdiction, otherwise they would not necessarily be able to carry out the scrutiny they are mandated with. **Article 35.1** therefore stipulates that RD will be jointly appointed and, if necessary, dismissed by IPPF and the Chair of the Board of Directors on a consensus basis. However, if agreement is not reached by consensus **the decision of IPPF prevails. (Article 35.5)**

Adapting the Articles of Association

In Belgian law, the only body which can alter the Articles of Association of said Association is the General Assembly of its legal members, and this is still reflected in these AoA. However as in the previous version, the safeguard remains that any changes voted by those members cannot come into effect until approved by IPPF.

Per Article 43.4, *“The date on which the amendments to these Articles of Association shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Articles of Association, **provided that no amendments may enter into force until they have been approved by IPPF**”*

Next Steps

EN MAs, in their role as legal members of IPPF EN gave their 'political' approval to these AoA at a virtual meeting held on 30th September, 2020, also attended by the IPPF DG and Director of Governance & Accreditation. Once approval has been given by the IPPF Board of Trustees, we will then proceed to the legal approvals required in Belgium. The AoA will be voted upon at a General Assembly of the Members in the presence of a Belgian notary. Normally changes to the AoA is the only situation in which physical presence is required by GA delegates; however, given the Covid 19 situation, we will use a legal provision whereby if a GA is called and members cannot participate, a second GA can be held with a minimum of two members. Provided that at least one delegate from an MA from a bordering country can enter Belgium, we aim to approve the AoA in December and appoint the new Board members. The new articles come into effect at that moment, though finalization is still required through the signature of the King of Belgium which takes a number of months more.

Action Required

- The Board of Trustees to **approve** the IPPF EN Articles of Association

**Articles of Association of
INTERNATIONAL PLANNED PARENTHOOD FEDERATION EUROPEAN NETWORK**

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

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

Article 1. Name. Legal form. Term

1.1. The international non-profit association named “**International Planned Parenthood Federation European Network**”, abbreviated “**IPPF EN**” (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 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.

Article 2. Registered office

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

2.2. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not imply a change of the language of these Articles of Association 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 Articles of Association 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 20 of these Articles of Association.

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 Association is the European regional office of the International Planned Parenthood Federation, a UK charity (hereinafter: “**IPPF**”).

3.2. The non-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to advance the basic human right of all people to make free and informed choices in their sexual and reproductive lives and to fight for the accessibility to high quality information, education and health services regarding sexuality and sexual identities, conception, contraception, safe abortion and STI/HIV/AIDS, and to continue to access their sexual and reproductive health and rights during humanitarian crises.

3.3. The Association is supported and sustained by the dedication of individuals around Europe who freely volunteer their time, skills and ideas to improve the lives of women, men and young people in their communities and beyond. The activities of the Association are open to all irrespective of their age, sex, marital status, ethnic origin, race, political belief, religious conviction, sexual orientation, gender identity, health status or any other factor that would make an individual the object of discrimination.

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) Stimulate and assist organizations active in the field of sexual and reproductive health and rights in countries in the European and other regions as described by IPPF, including in humanitarian crises;
- (b) Promote and advocate the right of sexual and reproductive health of all people;
- (c) Accept, receive and retain legacies, devices, gifts, grants, annuities, allowances and other benefits and, consistent with the purpose of the Association, undertake and perform any services and conditions attached to the acceptance, reception or retention thereof;
- (d) Make appeals, advertise and conduct such other lawful activities as may be appropriate to raise funds for the Association or to make known its existence, purpose or work;
- (e) Employ such persons as may be required for the purpose of the Association;
- (f) Enter into and carry into effect any agreement or arrangement with any international, European, national, regional or local authority or any institution, association or other body (whether incorporated or not) or individual for cooperation or assistance and for any purpose which is consonant with the objects of the Association;
- (g) Disseminate information and issue publications;
- (h) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (i) Collect, analyse and publish results of statistical and qualitative surveys and research; and
- (j) 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 to, 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 than the ones of the Association.

TITLE III. MEMBERS

Article 5. Membership

5.1. The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members.

5.2. All references in these Articles of Association to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.

5.3. Each Member shall belong to the category to which it is assigned by IPPF.

5.4. The rights and obligations of the Members shall be as defined in and pursuant to these Articles of Association.

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

Article 6. Full Members

6.1. The category of Full Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- i. Having the legal personality;
- ii. Being duly constituted in accordance with the laws and practices of its country of origin;
- iii. Being an association; and
- iv. Being (i) a member of IPPF and (ii) designated by IPPF to become a Full Member of the Association;

(hereafter: “**Full Members**”).

6.2. Legal entities of a same group of legal entities may each become a Full Member with their own membership rights.

6.3. Full Members shall enjoy all membership rights, including voting rights.

Article 7. Associate Members

7.1. The category of Associate Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- i. Having the legal personality;
- ii. Being duly constituted in accordance with the laws and practices of its country of origin;
- iii. Being an association; and
- iv. Being (i) a member of IPPF and (ii) designated by IPPF to become an Associate Member of the Association;

(hereafter: “**Associate Members**”).

7.2. Legal entities of a same group of legal entities may each become an Associate Member with their own membership rights.

7.3. Associate Members shall have the rights specifically granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights at the General Assembly.

7.4. If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Articles of Association are amended in accordance with Article 43 of these Articles of Association, the Associate Members shall neither be consulted nor have voting rights.

7.5. An Associate Member can, in accordance with the applicable rules laid down in the statutory documents of IPPF, apply to become a Full Member of IPPF and the Association.

Article 8. Admission to membership

8.1. Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Regional Director.

8.2. The Regional Director shall examine this application for admission and submit it with a recommendation to IPPF. IPPF shall render a non-binding advice on the admission to membership to the Regional Director. The Regional Director shall submit the application for admission and the non-binding advice of IPPF to the Board of Directors.

8.3. After having verified that all conditions for membership of the Association are complied with and the non-binding advice of IPPF, the Board of Directors shall decide on the admission to membership. If the Board of Directors decides to deviate from the non-binding advice of IPPF, it shall substantially and precisely give reasons for its decisions in a special report.

Article 9. Representation of Members

9.1. Each Member, shall appoint one natural person (i.e. an individual as opposed to a legal entity) (hereafter: “**Natural Person**”), being a volunteer (i.e. not a staff member) called the “**Representative**”, to represent it within the Association. Each Representative must (i) have full capacity powers to represent his/her Member and (ii) speak a sufficient level of English to enable him/her to carry out his/her statutory duties.

9.2. If a Representative ceases to have the power to represent the Member he/she¹ is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative.

9.3. Each Member shall inform, via regular means of communication, the Regional Director of the identity and contact details of its Representative.

Article 10. Resignation. Exclusion

10.1. Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 30 September of each year, to the Regional Director and to IPPF. The Regional Director shall submit the resignation to the Board of Directors, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been validly sent to the Regional Director.

10.2. A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 6 or 7 of these Articles of Association, or (ii) is not duly or timely or fully complying with these Articles of Association, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be excluded from membership. The Board of Directors shall inform IPPF and request a non-binding advice from IPPF on whether or not to exclude the concerned Member from the Association.

10.3. Before excluding a Member, the Board of Directors shall provide the concerned Member with the relevant details on the reasons for exclusion 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 definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Board of Directors may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the exclusion. If the Board of Directors decides to deviate from the non-binding advice of IPPF, it shall substantially and precisely give reasons for its decisions in a special report.

10.4. All membership rights of the Member concerned by the above mentioned exclusion procedure shall be suspended during the entire procedure until the decision of the Board of Directors.

10.5. A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member in any manner, and (iv) upon decision of the Regional Director, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

¹ This document is an English convenience translation of the notarized IPPF EN Articles of Association in French. As an organisation committed to sexual and gender rights, IPPF EN uses the gender neutral term 'they', or 'he/she/they' to ensure inclusivity. However as there is as yet no legally recognized gender neutral language in French, the English translation in order to be consistent with the French version uses masculine and feminine pronouns.

10.6. A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

Article 11. Membership fees

11.1. Neither Full Members nor Associate Members shall pay membership fees to the Association.

Article 12. Compliance with the Articles of Association and the internal rules

12.1. Any Member shall expressly adhere to these Articles of Association and the internal rules, if any, as amended from time to time, and commit to actively cooperate towards the achievement of the purpose of the Association.

Article 13. Register of Members

13.1. The Regional Director shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Regional Director, immediately after the Board of Directors has taken a decision.

TITLE IV. ORGANISATIONAL STRUCTURE

Article 14. Bodies

14.1. The bodies of the Association are:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The Chair;
- (d) The Vice-Chair;
- (e) The Nomination Committee;
- (f) The Working Group(s); and
- (g) The Regional Director.

TITLE V. GENERAL ASSEMBLY

Article 15. Composition. Voting rights

15.1. The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative pursuant to Article 9 of these Articles of Association.

15.2. Each Full Member shall have one (1) vote.

15.3. Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

15.4. Each director shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

15.5. The General Assembly shall be chaired by the Chair. If the Chair is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Representative designated for this purpose by the General Assembly.

15.6. 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 chair of the General Assembly these third parties will receive the right to speak.

Article 16. Powers

16.1. Without prejudice to Article 49 of these Articles of Association, the General Assembly shall have the powers specifically granted to it by law or these Articles of Association. In particular, the General Assembly shall have the following powers:

(a) The transfer of the registered office of the Association when it implies a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;

(b) The appointment and dismissal of the directors and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each director will be granted and exercised as well as the conditions under which said mandate can be terminated;

(c) The election and dismissal of the Chair and the Vice-Chair;

(d) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;

(e) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;

(f) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;

(g) The approval of the annual accounts and the budget of the Association;

(h) The amendment of these Articles of Association;

(i) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s); and

(j) The restructuration 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.

Article 17. Meetings

17.1. The General Assembly shall meet at least once a year upon convening by the Chair or the Board of Directors, 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 Board of Directors shall determine the exact date of the Ordinary General Assembly.

17.2. A meeting of the General Assembly shall be convened at any time by the Chair or the Board of Directors whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Board of Directors at the written request of at least one fourth (1/4) of the Full Members. In this last case, the Board of Directors must convene the General Assembly within ten (10) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the twenty-sixth (26th) calendar day following this request.

17.3. If the Chair is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Board of Directors.

17.4. As a general rule, the meetings of the General Assembly shall be held via electronic means of communication or via written/online procedure, and only in exceptional cases, physically.

Article 18. Proxies

18.1. Each Member shall have the right, via regular means of communication, always with copy to the Regional Director via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than one (1) proxy.

18.2. Each Member shall have the right via regular means of communication, always with copy to the Regional Director via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Articles of Association 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 43 of these Articles of Association. In that case, each Member or third party may hold an unlimited number of proxies.

Article 19. Convening notices. Agenda

19.1. Without prejudice to Articles 43, and 44 of these Articles of Association, convening notices for the General Assembly shall be notified to the Members and the directors by the Regional Director via regular means of communication at least fourteen (14) 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 and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Regional Director and adopted by the Chair or the Board of Directors.

19.2. 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 Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

19.3. Each Member and each director 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 it disagrees, any Member present or represented and any director present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 20. Presence quorum. Voting majority. Votes

20.1. Unless otherwise stipulated in these Articles of Association, the General Assembly shall be validly constituted when at least half of the Full Members are present or represented.

20.2. If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Articles of Association, at least fourteen (14) 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 Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 20.3. of the present Article.

20.3. Unless otherwise stipulated in these Articles of Association, 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 Full Members present or represented.

20.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

20.5. 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 Full Members present or represented.

20.6. Provided that the possibility to participate to the General Assembly via electronic means of communication is mentioned 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 or represented, but participate in the deliberations via any electronic means of communication that allow the Members to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Board of Directors shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present.

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

Article 21. Written/online procedure

21.1. Except for the dissolution and liquidation of the Association, the General Assembly may take decisions via written/online procedure.

21.2. For this purpose, the Chair, upon request of the Board of Directors, and with the assistance of the Regional Director, 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 directors, with request to the Full Members to vote on the proposals and to send their vote(s) back via regular means of communication to the Association, or, if provided for by the Board of Directors, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

21.3. The decision are deemed to have been taken if (i) at least fifty percent (50%) of the Full Members have sent their vote(s) back or submitted their vote(s) via an online platform, within the time limit, and (ii) 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 Full Members having sent their vote(s) back or submitted their vote(s) via an online platform. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

21.4. For the purpose of written/online procedure, Full Members are not allowed to grant proxies to other Full Members.

21.5. Decisions taken by written/online procedure are deemed to come into force on the date mentioned on the notice sent to the Members and directors.

Article 22. Register of minutes

22.1. Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Regional Director 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.

TITLE VI. BOARD OF DIRECTORS

Article 23. Composition

23.1. The Association shall be administered by a Board of Directors composed of minimum three (3) and maximum five (5) directors being Natural Persons or legal entities, not being a Full Member or an Associate Member, nor a Natural Person being a staff member or a volunteer of a Full Member or an Associate Member.

23.2. The General Assembly shall appoint the directors. The term of office of the directors is a three (3) years term, once renewable. Their mandate shall be non-remunerated. When a legal entity is appointed as director, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a Natural Person, in charge of the execution of the mission of director in the name and on behalf of the legal entity. The Association shall cover all reasonable travel and accommodation expenses exposed by the directors to attend the meetings of the Board of Directors.

23.3. The Nomination Committee shall propose a list of candidate directors to the Board of Directors at least twenty-eight (28) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be appointed. The Board of Directors shall inform the Full Members as soon as a new appointment by the General Assembly is necessary. The Nomination Committee shall draw up a list of all proposed candidate directors. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more director(s) will be appointed. The detailed procedures for the appointment of directors shall be determined in the internal rules, if any.

23.4. The mandate of a director terminates by expiry of his/her/its directorship. The mandate of a director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the director being a legal entity is in a situation of judicial administration, or bankruptcy, judicial reorganisation,

dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

23.5. The mandate of a director also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a director at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the director concerned is convened at the meeting and has received the possibility to defend his/her/its position during the meeting of the General Assembly and prior to the voting on the dismissal. The General Assembly can validly decide on the dismissal of the director concerned only if (i) at least half of the Full Members are present or represented and (ii) the decision to dismiss obtains at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

23.6. The directors are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Chair. In case of termination of the mandate of a director for whatever reason, except the cases of automatic termination of the mandate of a director, or dismissal, the director shall continue performing the duties of his/her/its office until he/she/it has been replaced within sixty (60) calendar days.

23.7. If the mandate of a director ceases before its term, for whatever reason, the Board of Directors may freely appoint (by co-optation) a new director for the remainder of the term, provided that the director appointed (by co-optation) fulfils the criteria for the composition of the Board of Directors of the replaced director. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the director appointed (by co-optation). If the mandate of the director appointed (by co-optation) is confirmed by the General Assembly, said director shall start a new term of office as provided under paragraph 23.2, except if the General Assembly otherwise decides. If the mandate of the director appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said director will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.

23.8. In case of termination of the mandate of a director for whatever reason, the director 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.

23.9. The Board of Directors shall be chaired by the Chair. If the Chair is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the director present who is first on the list of directors established alphabetically on the basis of the last names of the directors.

23.10. The Board of Directors 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 of Directors.

Article 24. Powers

24.1. Without prejudice to Article 49 of these Articles of Association, the Board of Directors 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 Articles of Association. The Board of Directors shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).

24.2. The Board of Directors 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 Articles of Association 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 admission of new Members of the Association;
- (g) The information of IPPF regarding the requirement of a non-binding advice on the exclusion of Members;
- (h) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Regional Director, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (i) The adoption, the amendment and the revocation of the internal rules, if any;
- (j) The adoption of propositions to be submitted to the General Assembly;
- (k) The decisions to determine the working and governance rules of, and delegate tasks to the Nomination Committee; and
- (l) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these.

24.3. Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors 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, and (ii) the activities of the Association.

24.4. At any time, the Board of Directors may delegate specific powers to one or more director(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 25. Meetings

25.1. The Board of Directors shall meet every time the interests of the Association so require and at least once a year, upon convening by the Chair or at the request of two (2) directors, acting jointly, and at such time and place as determined in the convening notice. If the Chair is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the director who is first on the list of directors established for this purpose by the Board of Directors present.

25.2. As a general rule, the meetings of the Board of Directors shall be held via electronic means of communication or via written/online procedure, and only in exceptional cases, physically.

Article 26. Proxies

26.1. Each director shall have the right, via regular means of communication, to give a proxy to another director, to be represented at a meeting of the Board of Directors. No director may hold more than one (1) proxy.

Article 27. Convening notices. Agenda

27.1. Convening notices for the Board of Directors shall be notified to the directors by the Regional Director via regular means of communication at least seven (7) calendar days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. In addition, the convening notices shall mention if the directors can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board of Directors shall be prepared by the Regional Director and adopted by the Chair. If the Chair is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-Chair. If the Chair and the Vice-Chair are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the director who is first on the list of directors alphabetically on the basis of the last names of the directors.

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

27.3. No vote shall be cast regarding an item that is not listed on the agenda, except if all the directors are present or represented at a meeting of the Board of Directors and vote to proceed with such vote.

27.3. Each director shall have the right, before, during or after a meeting of the Board of Directors, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any director present or represented at a meeting of the Board of Directors shall be considered to have been regularly convened to this meeting.

Article 28. Presence quorum. Voting majority. Votes

28.1. Unless otherwise stipulated in these Articles of Association, the Board of Directors shall be validly constituted when at least half of the directors are present or represented.

28.2. If at least half of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 27 of these Articles of Association, at least seven (7) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the voting majority stipulated in the paragraph 28.3 of the present Article.

28.3. Unless otherwise stipulated in these Articles of Association, decisions of the Board of Directors 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 directors present or represented. Each director shall have one (1) vote.

28.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chair shall have the decisive vote and in his/her/its absence (whether represented or not), the Vice-Chair. If the Chair and the Vice-Chair are both absent (whether represented or not), the director who is first on

the list of directors established for this purpose by the Board of Directors present shall have the decisive vote.

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

28.6. Provided that the possibility to vote via electronic means is mentioned in the convening notice, the directors may vote via electronic means during a meeting of the Board of Directors. The Regional Director shall take the necessary steps allowing the directors to vote electronically. The Regional Director 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 directors having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 29. Written/online procedure

29.1. The Board of Directors may take decisions via written/online procedure.

29.2. For this purpose, the Regional Director, upon request of the Chair or two (2) directors, 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 directors, with request to the directors to vote on the proposals and to send their vote(s) back via regular means of communication to the Association or, if provided for by the Regional Director, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

29.3. The decision are deemed to have been taken if (i) at least fifty percent (50%) of the directors have sent their vote(s) back or submitted their vote(s) via an online platform, within the time limit, and (ii) 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 directors having sent their vote(s) back or submitted their vote(s) via an online platform. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

29.4. For the purpose of the written/online procedure, directors are not allowed to grant proxies to other directors.

29.5. Decisions taken by written/online resolutions are deemed to come into force on the date mentioned on the notice sent to the directors.

Article 30. Register of minutes

30.1. Minutes shall be drawn up at each meeting of the Board of Directors. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Regional Director to the directors. The register of minutes shall be kept at the registered office of the Association where all directors may consult it, without, however, displacing it.

30.2. The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

TITLE VII. CHAIR AND VICE-CHAIR

Article 31. Election and function of the Chair and Vice-Chair

31.1. The General Assembly shall elect a Chair and a Vice-Chair amongst the directors. The Chair and Vice-Chair shall be two (2) distinct directors. Their mandate shall be non-remunerated. Their term of office is a three (3) years term, once renewable.

31.2. Each new Chair or Vice-Chair who is elected by the General Assembly to replace a Chair or a Vice-Chair, whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the Chair or Vice-Chair being replaced.

31.3. The mandate of the Chair and the Vice-Chair terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

31.4. The General Assembly may further dismiss the Chair as Chair and the Vice-Chair as Vice-Chair at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Chair or Vice-Chair concerned is convened at the meeting and has received the possibility to defend his/her/its position during the meeting of the General Assembly and prior to the voting on the dismissal. The concerned Chair, or Vice-Chair, shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

31.5. The Chair, and the Vice-Chair are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board of Directors. In case of the end of the mandate of the Chair, or the Vice-Chair for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the Chair or Vice-Chair as the case may be shall continue performing the duties of his/her/its office until the General Assembly 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.

31.6. In case of termination of the mandate of the Chair or the Vice-Chair for whatever reason, the Chair or Vice-Chair 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 Chair and Vice-Chair

32.1. The Chair shall have the powers specifically granted to him/her/it by these Articles of Association. In particular, the Chair shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Board of Directors, after preparation by the Regional Director;
- (b) Presiding the meetings of the General Assembly and the Board of Directors;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;

- (d) The appointment and dismissal of the Regional Director, including the discharge to be given, jointly with IPPF;
- (e) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (f) In the event of a tied vote, having the casting vote within the Board of Directors.

32.2. The Vice-Chair shall have the powers specifically reserved for him/her/it by these Articles of Association. As a general rule, the Vice-Chair shall replace the Chair in his/her/its absence.

TITLE VIII. NOMINATION COMMITTEE

Article 33. Nomination Committee

33.1. The Nomination Committee shall have a supporting role in the appointment of the candidates directors to the General Assembly. The Board of Directors shall determine, amongst others, the mission, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Nomination Committee.

33.2. The General Assembly shall appoint the members of the Nomination Committee. The Nomination Committee shall be composed of:

- (a) Two (2) Representatives of two (2) different Full Members; and
- (b) One (1) Natural Person being neither a director nor a Representative of a Member who (i) must be an expert in the field covered by the Nomination Committee and (ii) is able to substantially contribute to support the Nomination Committee in the research and selection of the candidates directors.

33.3. The Nomination Committee shall have the powers specifically granted to it by these Articles of Association. In particular, the Nomination Committee shall have the following powers:

- (a) Searching, screening, selecting candidates directors;
- (b) Ultimately, deciding on the list of candidates directors, as provided for by paragraph 23.3. of these Articles of Association;
- (c) Drawing up a list of all proposed candidates directors, as provided for by paragraph 23.3. of these Articles of Association; and
- (d) Presenting the list of candidates directors to the General Assembly.

33.5. The Nomination Committee shall always act under the responsibility of the General Assembly and shall report periodically to Board of Directors on its activities, and/or at the request of the General Assembly.

33.6. The Nomination 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 Nomination Committee.

TITLE IX. WORKING GROUP(S)

Article 34. Working Group(s)

34.1. The Board of Directors may establish and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Board of Directors on specific issues. The Board of Directors shall determine 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).

34.2. The Working Group(s) may be composed of non-Members and Representatives who (i) must be experts in the respective fields covered by the Working Group(s) concerned and (ii) are able to substantially contribute to support the Board of Directors.

34.3. The Working Group(s) shall not represent the Association vis-à-vis third parties.

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

34.5. The Working Group(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).

TITLE X. REGIONAL DIRECTOR

Article 35. Appointment and function of the Regional Director

35.1. IPPF and the Chair, acting jointly, shall appoint a Regional Director.

35.2. The Regional Director is a Natural Person or a legal entity, not being a director and not being a Representative. His/her/its office may be remunerated. When a legal entity is appointed as Regional Director, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a Natural Person, in charge of the execution of the mission of Regional Director in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Regional Director. The Regional Director's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board of Directors.

35.3. The mandate of the Regional Director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Regional Director 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.

35.4. Unless otherwise agreed, IPPF and the Chair, acting jointly, may dismiss the Regional Director at any time and possibly with immediate effect, without (i) having to give reasons to their 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.

35.5. IPPF and the Chair shall take their joint decisions by applying the consensus rule. If a decision cannot be reached by consensus IPPF shall have the decisive decision, in accordance with the regulations and policies of IPPF.

35.6. The Regional Director is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to IPPF and the Chair, without prejudice to the

mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Regional Director for whatever reason, except the cases of automatic termination of the mandate of the Regional Director or dismissal, the Regional Director shall continue performing the duties of his/her/its office until IPPF and the Chair have 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.

35.7. In case of the end of the mandate of the Regional Director for whatever reason, the Regional Director 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.

35.8. The Regional Director 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 Regional Director.

35.9. Notwithstanding the above paragraph, the Chair may decide that the Regional Director cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

Article 36. Powers of the Regional Director

36.1. The Regional Director shall have the powers specifically granted to him/her/it by these Articles of Association. In particular, the Regional Director 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 Chair, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the Chair, the coordination and the organisation of the meetings of the Board of Directors;
- (e) The hiring and the dismissal of the employees of the secretariat of the Association;
- (f) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (g) Submitting the applications for admission to membership to IPPF and to the Board of Directors;
- (h) Executing the decisions of the Board of Directors;
- (i) Sending the convening notices of the General Assembly and the Board of Directors;
- (j) The preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;
- (k) The supervision of the financial affairs of the Association; and
- (l) Ensuring the public relations of the Association, particularly regarding communication with third parties.

36.2. The Regional Director shall always act under the responsibility of the Board of Directors and within the approved budget. The Regional Director shall report periodically to the Board of Directors on his/her/its actions and activities, and/or at the request of the Board of Directors.

TITLE XI. LIABILITY

Article 37. Liability

37.1. The directors, the Chair, the Vice-Chair, and the Regional Director 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.

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

TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 38. External representation of the Association

38.1. The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chair acting alone, by the Regional Director, acting alone, or by two (2) directors, acting jointly.

38.2. 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 Regional Director, acting alone.

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

38.4. 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 of Directors, the Chair acting alone, by the Regional Director, acting alone, or two (2) directors, acting jointly, or, within the framework of daily management, by the Regional Director, acting alone.

TITLE XIII. INTERNAL RULES AND PROCEDURES

Article 39. Internal rules and procedures

39.1. To detail and complete the provisions of these Articles of Association, the Board of Directors may adopt, amend and/or revoke internal rules. The Board of Directors shall have due regard to the provisions of the UK's International Planned Parenthood Federation Act 1977, to the Regulations and Procedural Bylaws adopted thereunder and to any other rules governing IPPF and/or its regions when adopting, amending and/or revoking internal rules.

39.2. On the date of the last amendments to these Articles of Association, the last version of the internal rules has been adopted on [***To be completed with the date***], 2020.

39.3. The Board of Directors is further entitled to adopt Board of Directors internal procedures and any other kind of statement that falls within the scope of its powers.

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

Article 40. Financial year

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

Article 41. Annual Accounts. Budget

41.1. The Board of Directors 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.

41.2. Each year, within six (6) months following the end of the financial year, the Board of Directors shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

41.3. 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 42. Auditing of the annual accounts

42.1. 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.

42.2. If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

42.3. The statutory auditor or the external accountant, as the case may be, 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 XV. AMENDMENTS TO THESE ARTICLES OF ASSOCIATION

Article 43. Amendments to these Articles of Association

43.1. The General Assembly can validly decide on amendments to these Articles of Association only if (i) at least half of the Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

43.2. If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Articles of Association, at least fourteen (14) 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 Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 43.1. of the present Article, and decide on the amendments.

43.3. The main terms of any proposal to amend these Articles of Association 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 directors.

43.4. The date on which the amendments to these Articles of Association shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the

amendments to these Articles of Association, provided that no amendments may enter into force until they have been approved by IPPF.

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

TITLE XVI. DISSOLUTION. LIQUIDATION

Article 44. Dissolution. Liquidation

44.1. The General Assembly can validly decide on the dissolution of the Association only if (i) at least half of the Full Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

44.2. If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Articles of Association, at least fourteen (14) 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 Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 44.2. of the present Article, and decide on the dissolution.

44.3. Any proposal to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the directors.

44.4. Upon the dissolution and liquidation of the Association, 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 powers. Failing the appointment of one or more liquidator(s), all the directors shall be deemed to be jointly in charge of the Association's liquidation.

44.5. The net assets of the Association shall be allocated to IPPF.

TITLE XVII. VARIA

Article 45. Notifications

45.1. Any notice or other communication under or in connection with these Articles of Association 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 Articles of Association, 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 46. Computation of time

46.1. For the use of the computation of time limits set out in these Articles of Association, 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 47. Abstentions

47.1. For the determination of the voting majorities set out in these Articles of Association, “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 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 48. Varia

48.1. Anything that is not provided for in these Articles of Association or the internal rules, if any, 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 Articles of Association and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Articles of Association shall prevail.

48.2. 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 have no claim on the Association’s assets.

48.3. For the performance of their duties, directors may elect domicile at the registered office of the Association.

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

Article 49. Policy harmonisation between the Association and IPPF

49.1. The Association shall comply with the IPPF Regulations, Procedural Bylaws, global policies, strategies and decisions adopted by IPPF.

49.2. The Associations shall strive towards harmonisation between Associations’ policies and IPPF Global policies and decisions by, inter alia, taking into account the principles and guidelines included in the IPPF Policy Handbook.

49.3. In the event of a conflict between decisions made by the Association, taking into account that decisions shall always been made in accordance with the corporate interest of the Association, and IPPF Global policies and guidelines, as far as possible, precedence shall be given to the latter.

49.4. The Association and IPPF undertake to work in mutual cooperation, and to solve any dispute that may arise during the course of their cooperation using open dialogue in the English-speaking language. Nevertheless, any dispute, controversy or claim arising out of/or in connection to eventual conflicting levels of governance between the Association and IPPF shall be resolved in the English-speaking language by the IPPF External Complaints Panel, applying UK law as well as taking due consideration of IPPF Global’s policies and decisions as relevant.

49.5. In case of reasonable suspicion on conflicting decisions or conflicting levels of governance between the Association and IPPF, both parties, the Associations and IPPF, shall be entitled to activate, through a written notice to the dialogues and dispute resolution provisions entitled provided for in the present Article.

Article 50. Transitory provision

50.1. The following three (3) persons are appointed as directors for an indefinite term as from the date of entry into force of the present Article until the General Assembly decides to end their mandate:

- **[Name of the director to be completed]**, born on **[birth date to be completed]** in **[birth place to be completed]**, electing domicile at the registered office of the Association;
- **[Name of the director to be completed]**, born on **[birth date to be completed]** in **[birth place to be completed]**, electing domicile at the registered office of the Association; and
- **[Name of the director to be completed]**, born on **[birth date to be completed]** in **[birth place to be completed]**, electing domicile at the registered office of the Association.