

# EUROPEAN BUSINESS ORGANISATION WORLDWIDE NETWORK ASBL

## CONSTITUTION

### GENERAL CLAUSES

#### Article 1

The name of the Association is “European Business Organisation Worldwide Network ASBL” (abbreviated name: “EBOWN”), hereinafter the “Association” or “EBOWN.

The Association is a not-for-profit Association. The EBOWN is constituted for an unlimited period of time.

All official deeds, letters, notices, invoices or websites and other documents, whether in electronic form or not, originating from the EBOWN must mention the full name of the Association preceded or followed by the words “not-for-profit association” legibly written in full.

#### Article 2

The head office of the EBOWN shall be located in the Brussels Metropolitan Region, Belgium and is currently located at C/o International Department, Avenue de Cortenbergh 168, 1000 Brussels. The location of the head office can be changed by decision of the Board of Directors, provided that the applicable language regulations do not require a modification of the language of this Constitution.

Regional offices may be set up in other locations by decision of the Board of Directors.

#### Article 3

The objectives of the Association are:

- a) To represent and improve the business environment for European businesses in non-European Union (EU) countries;
- b) To represent the common views of the members of the EBOWN before the institutions of the EU;
- c) To establish a close relationship between the EU institutions and the EBOWN members while contributing actively to the policies of the EU;
- d) To exchange information and promote opportunities within the EBOWN membership;

- e) To build capacity within the EBOWN; and
- f) To support the internationalisation of European Businesses.

## **MEMBERS**

### **Article 4**

A member of EBOWN is referred to as a European Business Organisation or EBO.

Any organisation that wishes to become a member must submit an application to the Board of Directors of the EBOWN for approval. The Board of Directors will notify applicants of their approval. The EBOWN is not required to provide any reasons in cases where the application is not approved.

The minimum number of members is three. The maximum number of members is unlimited.

Membership is limited to one organisation per country or self-governing region and is limited to countries outside the European Union.

Only private not-for-profit organisations representing the interests of businesses from Europe present in non-EU countries can be admitted as members.

In order to be eligible for EBOWN membership, an endorsement from the EU Delegation in the host country must be obtained and maintained.

In order to join and remain in the EBOWN, the EBO must maintain its active status in the EU Transparency register.

In the case of an organisation wishing to rejoin the network, any outstanding past dues must first be settled, before a new application will be considered by the EBOWN board.

### **Article 5**

Each EBO shall designate one or more senior representatives from its organisation, to represent their EBO. An EBO shall not notify the Association of the withdrawal of a senior representative without at the same time proposing a new senior representative. For the purpose of voting, each senior representative shall hold a power of attorney to represent the EBO.

Each EBO is responsible for informing the Board of Directors or the person(s) designated by the Board of Directors (i.e. EBOWN secretariat) regarding the designated persons or any change there-of.

An online register of EBOWN members shall be kept under the responsibility of the Board of Directors.

Members of the EBOWN must adhere to this EBOWN Constitution and By-laws of the EBOWN.

### **Article 6**

The automatic loss of membership status occurs:

- a) By cancellation: any member may cancel their membership at any time by sending a written notice to the Board of Directors. In cases of cancellations, membership fees already paid are non-refundable.
- b) By dissolution or insolvency of the EBO.
- c) An EBO in a country that attains membership in the European Union (EU) shall automatically forfeit its membership in EBOWN upon the country's accession to the EU.
- d) If the EBO no longer meets the criteria for the EBOWN membership.

The grounds for expulsion are:

- e) If incorrect or false information was submitted at the time of the application;
- f) Unpaid membership fees;
- g) An absence by the member during an uninterrupted period of three years or more from the EBOWN activities;
- h) Repeated failures to fulfil the member's obligations in the context of the Association;
- i) Non-compliance with the Constitution of the Association; and
- j) Misconduct and harming of the Association.

Under e) to j), a member can be removed by decision of a general meeting of the members. The decision to remove a member can only be adopted by the general meeting of members if the presence and voting quorum for an amendment of the articles of association are complied with. The proposed exclusion must be specifically mentioned in the agenda, The member concerned shall be notified fifteen (15) days in

advance of the meeting. At the general meeting, the member concerned must have been given an opportunity to be heard.

Alternatively, in the event of serious misconduct contrary to this Constitution or the By-Laws of the Association, the Board of Directors may choose to temporarily suspend the membership until the expulsion is approved at the next general meeting of the members.

### **Article 7**

A cancelled, suspended, or expelled member, as well as such member's creditors or persons to whom obligations are owed as well as the creditors of a member who has cancelled, shall not be entitled to any reimbursement of membership fees paid and do not have any right to the funds of the Association.

A member who has sent a notice of cancellation to the person(s) designated by the Board of Directors (i.e. EBOWN secretariat) or Board of Directors does not have the right to claim or demand bank statements, rendering of accounts, affixing of seals or the taking of inventory. The same applies in respect of an expelled member or a member whose membership is suspended.

The suspension or the loss of membership shall not impact any other contractual obligation or responsibilities the member may have in regard to the Association.

### **Article 8**

New members pay a one-time entry fee at the time of accession. The entry fee shall be fixed in advance by resolution of the general meeting, but the maximum amount shall be limited to maximum 1,000 Euros. In addition, members pay an annual membership fee.

The annual membership fee will be determined on a yearly basis by the general meeting upon advice of the Board of Directors. The maximum amount of the annual membership dues of a member shall be 2,000 Euros.

The annual membership fee is due by 30th of March. Failure to make payment by the 30th of June may result in membership termination, as per the terms outlined in Article 6.

Non-membership income of the Association may come from, but may not be limited to:

- a) financial assistance from physical or legal persons;
- b) income generated from assets;

- c) public funding;
- d) events, advertising and sponsorship; and
- e) other income sources as approved by the Board of Directors

On no account shall membership fees be used for any purpose other than to exclusively benefit the objectives of the Association.

## **ORGANISATION & AUTHORITY**

### **Article 9**

The Board of Directors consists of at least five (5) and a maximum of eleven (11) directors, who are appointed and removed by the general meeting of the members.

Directors of the Association shall hold office without remuneration.

If a director's seat becomes vacant before the end of his mandate, the remaining directors have the right to co-opt a new director.

The next general meeting of members must confirm the mandate of the co-opted director; if the mandate is confirmed, the co-opted director will carry out the mandate of his/her predecessor, unless the next general meeting of members decides otherwise. In the absence of confirmation, the mandate of the co-opted director will end after the next general meeting of members, without prejudice to the regularity of the composition of the Board of Directors until then.

### **Article 10**

The members of the Board of Directors are elected for a period of one (1) year and are eligible for re-election. Each member of the Association is eligible to hold any position within the Board of Directors.

Within one (1) month following the general meeting of the members, the Board of Directors shall elect from within, a Chairperson, two (2) Vice Chairperson, a Secretary, and a Treasurer.

### **Article 11**

The Board of Directors has full authority to decide upon all matters, which arise, save and except for those which are reserved for the general meeting of the members by the Belgian Code of Companies and Associations (the "Law") and by this Constitution.

The Board of Directors may, under its responsibility, establish committees or working groups, by any name whatsoever, and entrust them with specific matters, taking into

account the limitations that the Constitution imposes on the delegation of powers, the representation of the Association and the granting of proxies.

The Board of Directors determines the composition, powers and function of the committees or working groups.

### **Article 12**

The Board of Directors represents as a body, the Association in all acts, matters and operations, including the representation before a court of law.

Notwithstanding the general powers of representation of the Board of Directors as a body, the Association shall be validly bound in dealings with third parties, as well as before a court of law, if represented as follows:

(i) by two (2) directors, acting jointly;

(ii) within the limits of the day-to-day management, by the person in charge of the day-to-day management (Executive Director);

They do not have to submit evidence of a prior decision by the Board of Directors.

(iii) by special proxy holders within the limits of their delegation.

The Board of Directors may delegate the day-to-day affairs of the Association to the Executive Director and or person(s) designated for this purpose by the Board of Directors, who shall form the Secretariat. The Secretariat shall perform such duties as are specifically assigned to the Secretariat in this Constitution and as may be determined by the Board of Directors.

### **Article 13**

The Board of Directors shall establish the By-Laws of the Association.

Such By-Laws cannot contain provisions contrary to the BCAC or the articles of association. The By-Laws and any amendment thereof shall be notified to the members.

The most recent version of the By-Laws is always available for inspection at the registered office of the Association.

If the Board of Directors amends the By-Laws it is obliged to include them on the agenda and in the minutes of the Board.

The most recent version of the By-Laws is dated 02 June 2016.

## **MEETINGS**

### **Article 14**

The general meeting of the members is open to all of the members of the Association.

Matters for the general meeting of the members are:

- a) The granting of discharge of the members of the Board of Directors.
- b) The appointment and removal of the Directors.
- c) The appointment and revocation of the statutory auditor(s), if required by law.
- d) The approval of the annual report of the Board of Directors of the activities of the Association.
- e) The approval or rejection of the accounts and the budget.
- f) The modification of this Constitution in a manner which conforms to any applicable legislation thereto.
- g) The expulsion of a member as per Article 6.
- h) The dissolution of the Association.
- i) The discharge to the directors and statutory auditor(s) as well as initiating the Association action against the directors and/or the statutory auditor(s).
- j) The conversion of the Association into (i) an international non-profit association, (ii) a cooperative company recognised as social enterprise or (iii) a recognised cooperative company social enterprise.
- k) To do or accept a contribution of a universality without consideration.
- l) All other situations where a general meeting of members is required by the Constitution or the Law.

### **Article 15**

A quorum is constituted when the general meeting of the members is at least half (50%) of the members of the association are present, including those represented via proxy.

The Board of Directors can offer the members to take part in the general meeting of members via electronic means of telecommunication. In that case, the Board of Directors shall make sure that Article 9:16.1, §1 BCAC is complied with. In particular, the notice of meeting shall specify clearly and accurately the procedure to take part in the general meeting of members. Attendance by videoconference is valid for the purpose of obtaining a quorum.

If the aforementioned condition of presence is not met, a further general meeting of the members shall be convened.

Decisions are carried by a simple majority vote.

However, decisions made in regard to matters addressed in article 14, points “f” and “g”, may only be carried out at the general meeting of the members :

- a) when two-thirds (2/3) of the members are present or represented via proxy and
- b) when two-thirds (2/3) of those present or represented via proxy vote in favour.

Where there is an equal number of votes cast, the presiding chairman at the general meeting of the members shall have the deciding vote.

A change to the objective of the Association may only be made by a general meeting of the members at which two-thirds (2/3) of the members are present or represented via proxy and at which four-fifths (4/5) of those members present or represented vote in favour.

The quorum at a further general meeting of the members is obtained with one-third (1/3) of the members present. Decisions are taken by simple majority vote.

To dissolve the Association, a decision must be taken by a general meeting of the members at which two-thirds (2/3) of the members are present or represented via proxy and at which four-fifths (4/5) of those members present or represented via proxy vote in favour.

### **Article 16**

The general meeting of the members shall be convened at least once per year, in the month of June.

The general meeting of the members is presided over by the Chairperson of the Board of Directors or in his or her absence by a Vice Chairperson.

The person presiding over the general meeting of the members may decide to appoint a secretary, who shall either be a member of the Board of Directors or a person to whom the daily management of the Association has been entrusted. The Chairperson and, as the case may be, together with the Secretary, shall constitute the Bureau. The members of the bureau of the general meeting of members cannot participate in the General Assembly by electronic means.

The Board of Directors convenes the general meeting of the members by notification at least thirty (30) days in advance, and such notice shall contain the general meeting agenda.

The Board of Directors may convene an extraordinary general meeting of the members at any time, or in the cases specified by Law, or if there is a request from at least one-fifth (1/5) of the members.

#### **Article 17**

Each member has one vote at a general meeting of the members.

A member may assign another member to carry a proxy.

Each member may carry one (1) proxy.

#### **Article 18**

The meeting minutes of the general meeting are signed by the Chairperson and by the directors who request so; copies destined to third parties must be signed in accordance with the rules of representation of the association vis-à-vis third parties.

Requests for any information from external associations and parties shall be authorised by the Board of Directors.

#### **Article 19**

The Board of Directors shall meet at least once every other month or whenever so required.

The Board of Directors shall meet at the request of at least two (2) Directors, provided that a quorum can be reached.

The quorum for a Board of Directors meeting is a simple majority.

The Chairperson convenes and presides over the Board of Director meetings. In the event that the Chairperson is unable to attend, a Vice-Chairperson shall preside.

All decisions of the Board of Directors are taken by a simple majority vote. In case of equal numbers of votes, the person presiding shall have the deciding vote.

The meeting minutes shall be approved by the Board of Directors. The meeting minutes shall be recorded in a register.

#### **Article 20**

When the Board of Directors has to take a decision or decide on a transaction falling within its competence, in which a director has a direct or indirect interest of a patrimonial nature that is contrary to the interests of the Association, the director concerned must inform the other directors in respect to this before the Board of Directors takes a decision. His statement and explanation of the nature of this conflicting interest are included in the minutes of the meeting of the Board of Directors that has to take the decision.

A director with a conflict of interest as referred to in the first paragraph is not allowed to take part in the deliberations of the board of directors on these decisions or transactions, or in the vote relating thereto. If the majority of the directors present or represented have a conflict of interest, the decision or transaction is submitted to the general meeting of members; if the general meeting of members approves the decision or transaction, the Board of Directors may implement it.

This procedure does not apply if the decisions of the Board of Directors relate to normal transactions that take place under the conditions and against the securities normally applicable on the market for similar transactions.

## **FINANCE & ACCOUNTING**

#### **Article 21**

The financial year is from 1 January to 31 December.

The audited financial statement of the preceding financial year and the projected budget for the current financial year shall be submitted to the general meeting of the members.

The Treasurer shall present a financial report at the general meeting of the members for approval.

## **SUPPLEMENTARY PROVISION**

#### **Article 22**

The dissolution and liquidation of the Association shall be decided upon by the general meeting of the members in conformity with the provisions outlined in Article 15.

The general meeting of the members shall, when taking such a decision, designate a liquidator.

**Article 23**

In the event of a dissolution of the Association, after paying liquidation costs and provisioning for financial obligations, which may continue to exist, remaining excess funds shall be used for such purposes and in such a manner as shall be decided by the general meeting.

If dissolution through the courts should occur, a general meeting of the members shall be convened by the liquidator for dissolution of the Association.

Members do not have any rights or claims to the funds of the Association.

**Article 24**

Any matter, which is not expressly provided for in this Constitution shall be dealt with according to Belgian law.

The most recent version of the Constitution is dated 6 June 2025.

**Article 25**

This Constitution has been drawn up in the French and English language. In the event of a dispute, the English version shall prevail.