

## **ARTICLES OF ASSOCIATION OF**

### **Society of Fire Protection Engineers - Benelux Chapter of the Society of Fire Protection Engineers**

**Abbreviated: SFPE Benelux**

#### **Article 1: NAME**

The name of the association shall be the "Benelux Chapter of the Society of Fire Protection Engineers" (Abbreviated SFPE Benelux Chapter) and is herein referred to as "the Chapter". The Chapter is chartered by The Society of Fire Protection Engineers, a not-for-profit corporation, herein referred to as "the Society." The association is incorporated under the form of an International Non Profit Association governed by the Belgian Act of 27 June 1921, modified by the Act of 2 May 2002.

#### **Article 2: REGISTERED OFFICE**

The location of the registered office of the chapter is established at B-1040 Brussels, rue de Arlon 82, Belgium. The geographic area served by the chapter shall include Belgium, The Netherlands & Luxemburg.

The registered office may be transferred to any other place in Belgium by decision of the board of directors. The transfer shall be notified to the Clerk's office of the Commercial Court and published in the Annexes of the Belgium State Gazette in the month of the transfer.

The association is also entitled to open operational seats and additional administrative seats in Belgium, and to establish subsidiaries or establish offices abroad.

#### **Article 3: OBJECT**

The objectives of the Chapter shall be to advance the science and practice of fire protection engineering and its allied fields, to maintain a high ethical standard among its members, and to foster fire protection engineering education. Additionally, the Chapter will promote fire safety awareness through prevention, protection, and education.

The Chapter shall not speak for the Society of Fire Protection Engineers on any local or national matter without specific written authorization of the Society.

The Chapter shall abide by the Constitution and By-laws of the Society.

The activities cannot be rendered to an individual, company or institution or commercial policy.

The Association is a correspondent for the Benelux of SFPE / SOCIETY of FIRE PROTECTION ENGINEERS, Suite 1225 W - 7315 Wisconsin avenue, BETHESDA / MARYLAND 20814, UNITED STATES of AMERICA, whose objectives are the same and with which it exchanges information internationally.

The Benelux Chapter and its members undertake to respect the statutes and regulations of the Society

To achieve these objectives, the Association will particularly organize technical meetings, seminars, publications, support Research programs.

The Association does not pursue any profit-making objectives. It has neither market nor price regulating functions. Any profits of the Association (income exceeding expenditures as show in the accounts) will be used only for purposes set out in the present Articles of Association. Members shall not receive any profit shares or other financial allocations from the funds of the Association. The Association shall not favor any person by unreasonably high compensation.

#### **Article 4: DURATION**

The Association is incorporated for an indefinite duration

#### **Article 5: INTERNAL RULES OF PROCEDURES**

All procedures for the organization, administration and operation will be governed by a set of internal rules of procedures proposed by the Board of Directors and approved by the General Assembly. These internal rules of procedures will not be part of the articles of association.

Any change to the internal rules of procedures that is considered as necessary and that is proposed by the Board of Directors, shall be subject to the approval by the General Assembly.

The president of the Board of Directors shall ensure the compliance with the internal rules of procedures and shall inform the Board of Directors of acts deviating from these internal rules of procedure after having informed the person or entity who committed those acts.

#### **Article 6: MEMBERSHIP**

Membership in the Chapter shall be open to physical persons who are Fellows, Professional Members, Associate Members, Affiliate Members, Student Members, or Honorary Members of the Society or members of the SFPE Allied Professional Group. Membership shall include primarily individuals residing or working in the geographic area served by the chapter. Other individuals may affiliate with the Chapter and participate in chapter activities to the extent permitted by the Constitution and By-laws of the Society. Such individuals shall not be classified as "members" of the Chapter.

All applications for Chapter membership and affiliation shall be submitted to the Secretary-Treasurer who, for members, shall verify the applicant's membership status in the Society. The Secretary-Treasurer shall notify applicants of the disposition of their applications and shall maintain a Chapter roster at the registered office of the Association.

All Chapter members must be members of the Society or members of the SFPE Allied Professional Group to have full voting privileges. Each member shall be entitled to one vote in the affairs of the Chapter.

Chapter members who become ineligible due to loss of membership in the Society shall forfeit their voting privileges in the Chapter, but may have their privileges reinstated if they remedy the condition for which they were suspended from the Society.

Chapter members who fail to pay their Chapter dues when payable or within sixty days thereof shall be forthwith suspended but shall be automatically reinstated if within six months of such suspension, Chapter dues are paid in full.

By action of the Executive Committee after due notice, and hearing if requested by the Chapter member, Chapter membership may be terminated if the Executive Committee finds the individual guilty of unethical professional conduct, conduct prejudicial to the best interest of the Chapter, or of falsification of membership application. Any individual whose Chapter membership has been suspended or terminated may apply for reinstatement and the Executive Committee shall in any such case specify the procedure to be followed

The Chapter recognizes the need to maintain a liaison with individuals in fire-related fields of endeavor and interest who are not members of the Society. The Chapter encourages and accepts the support and participation of these individuals in Chapter activities as liaisons. The Chapter will accord them the courtesies of regular Chapter publication and participation in meetings and other events upon payment of an annual fee. The amount of the annual fee is equivalent to the Chapter dues.

#### **Article 7: ORGANS**

The association shall be governed by the following organs:

- the General Assembly (cfr. Article 48 5" of the Act of 27 June 1921)
- the Board of Directors (cfr. Article 48 6" o f the Act o f 27 June 1921)

#### **Article 8: GENERAL ASSEMBLY**

##### 8.1. Composition

The General Assembly shall consist of all members. Directors also have the right to attend and participate in meetings. Guests may be invited to meetings. Only members of the Society or members of the SFPE Allied Professional Group have full voting privileges.

##### 8.2. Powers

The following powers are hereby expressly reserved to the General Assembly:

- approval of the accounts, of the business plan and of the budget;
- appointment, revocation and discharge of the members of the Board of Directors for the exercise of their mandate;
- fixing the remuneration and compensation for the members of the Board of Directors;
- approval, upon proposal by the Board of Directors, of the Internal Rules of Procedure according to article 5;
- fixing the annual membership fees due by the members;
- amendments of the articles of association. Those amendments must first be submitted to the Board of Directors of the Society for approval. Amendments become effective when approved by the Society;
- exclusion of members;
- the opening of operational seats and additional administrative seats in Belgium, the establishment of subsidiaries or the establishment of offices abroad;
- dissolution and liquidation of the association.

##### 8.3. Meetings

An ordinary meeting of the General Assembly shall take place every year before the 30<sup>th</sup> of June and be convened by the Board of Directors at the place, date and time indicated in the convocation letter sent by the Board of Directors.

At the ordinary meeting of the general Assembly the President shall present an annual report reviewing the activities of the Chapter during the past twelve months and recommending future activities. The Treasurer shall present a report showing receipts and disbursements for the past twelve months, and a statement of assets, liabilities, and net worth at the close of the elected term.

An extraordinary meeting shall be called by the Board of Directors or by a majority of the full members and shall take place at the place indicated in the convocation letter (Belgium or abroad).

The convocation letter shall contain the agenda and must be sent to all members by letter, facsimile or e-mail at least ten (10) calendar days prior to the date of the meeting.

A member may place an item on the agenda of a meeting by written letters, facsimile or email sent to the Board of Directors at least forty (40) days before the meeting is to be held.

#### 8.4. Representation

The members may be represented by proxy at a meeting of the General Assembly. However, one proxy-holder cannot represent more than three (3) members.

#### 8.5. Chairmanship

The president of the Board of Directors will preside over the meeting.

#### 8.6. Voting Rights

Only the full members having paying their annual fees have right to vote.

The decisions taken by the General Assembly shall be recorded in the minutes of the meeting.

An attendance list, indicating the member's name, shall be signed on the day of the meeting by each member, represented in accordance with the Articles.

The minutes shall be confirmed and signed by the Chairman of the meeting and sent out to each member.

#### 8.7. Quorum

In order to transact business at any meeting of the Chapter, there shall be at least five members present or 20% of the total membership of the Chapter (whichever is greater).

If the quorum is not reached, a second meeting with the same agenda shall be held which can validly decide regardless the number of members present.

#### 8.8. Majority

A simple majority vote of 51% of the votes of the members present at the meeting shall apply except 75% for:

- Changes of Articles of Association;
- Exclusion of a member;
- Winding up of Association;
- the opening of operational seats and additional administrative seats in Belgium, the establishment of subsidiaries or the establishment of offices abroad.

Abstentions of voting shall not be taken into account to calculate whether or not a majority is reached.

#### 8.9 Written decisions

Besides holding General Assemblies, decisions may be taken in writing or via e-mail provided that all full members agree with the written or electronic procedure and unanimously approve the decisions to be taken. The members have the choice between

- printing and sending the minutes signed with their original signature
- sending an email with the minutes signed with an electronic signature.

## **Article 9: BOARD OF DIRECTORS**

### 9.1. Composition

The Board of Directors is composed of at least three (3) and a maximum of ten (11) directors. The number of Directors will be uneven.

The members of the Board of Directors will be elected by the General Assembly. The directors are appointed for a maximum duration of two (2) years. The mandate of a director is renewable.

Upon incorporation, the board will be composed of three (3) members who shall be elected until the next annual meeting of the General Assembly.

### 9.2. Organs

There shall be a Board of Director consisting of members elected by the Chapter for a term of two (2) years.

The Board of Directors shall, among the members of the board of directors, elect a President, a Vice President, an Immediate Past President, Secretary, and a Treasurer. The position of Secretary and Treasurer may be combined at the discretion of the Executive Committee. With the exception of the Immediate Past President, officers shall be elected by the members and hold office for one year or until their successors are elected and qualified. All officers shall serve without salary.

The President and a majority of the Board of Directors shall hold the grade of Fellow, Honorary Member, Professional Member, or Associate Member in the Society.

The President and Vice President shall not serve for more than two consecutive terms in any one elective office.

Vacancies in office may be filled, until the next election by majority vote of the Executive Committee

### 9.3. Powers and responsibilities

The following powers and responsibilities are hereby expressly reserved to the Board of Directors:

1. establishing the internal rules of procedure for approval by the General Assembly;
2. management of the Association in accordance with its articles of association and internal rules of procedure;
3. establish (operating) committees if this is necessary to achieve the association's object;
4. preparation of budget and accounts for approval by the General Assembly;
5. consideration of membership applications and acceptance of new members according to article 6.1.2. and 6.2.2. of the present articles of association;
6. in case of urgency, appoint replacement members of the Board of Directors until a General Assembly can convene in order to appoint a new board member;
7. establish the strategy and rules of operation;

8. fix the conditions of contracts with employed staff;
9. resolution of disputes in connection to the object of the association, including the organizations of arbitration, between interested parties, being members or not;
10. transfer of registered office within Belgium;
11. all residual powers which are not attributed to the General Assembly.

#### 9.4. Meetings

The President shall preside at all meetings and to perform other duties usual to the office. The President shall call meetings of the Board of Directors as considered necessary or by request of three or more members of the Board. The President may appoint special or standing committees.

The Vice President shall have the powers and prerogatives of the President when the President is unavailable. The Vice President shall also serve as membership chair and program chair.

The Secretary shall record all official actions of the Chapter. Additional duties shall include issuing all notices of meetings; maintaining a roster; and submitting, at least annually, a membership list, and minutes of the meetings to the Secretary-Treasurer of the Society.

The Treasurer shall maintain financial records of the Chapter. Additional duties shall include collecting dues/fees; dispensing checks for expense; preparing an annual budget; maintaining current financial statements and reporting financial status to the chapter at chapter meetings. If the offices of Secretary and Treasurer are combined, then the duties of the Secretary-Treasurer shall include all of the above listed duties.

The President and Vice-President shall be the Chairman and Vice Chairman respectively of the Board of Directors. A 10 days notice will be given to the Directors.

The Board of Directors shall meet at least four times per year, but meet as often as necessary or desirable, at the discretion of the Chairman.

A majority of the Board of Directors shall constitute a quorum at any meeting.

It shall be a specific duty of the Board of Directors to pass upon the desirability of any action submitted to the Chapter for its consideration with respect to basic policy. Results will be reported to the Chapter.

#### 9.5. Quorum

In order to transact business at any meeting of the Board of Directors, there shall be at least five members present or represented. At a meeting of the Board of Directors, the members of the Board of Directors can be represented by power of attorney by another Member of the Board of Directors. Each proxy holder-member of the Board of Directors can only represent one other member of the Board.

If the quorum is not reached, a second meeting with the same agenda shall be held, which can decide whatever the number of directors present.

#### 9.6. Decision making

The Board of Directors which is validly convened can take all decisions with a majority of votes.

The votes can be cast in writing, per facsimile and by e-mail.

#### 9.7. Representation of the Association

The Association shall be represented towards third parties, in litigations and for other purposes, by two board members acting jointly or by the president acting alone in connection with the daily management.

The Board of Directors may delegate the daily management of the Association to one or more persons. In such case the person charged with the daily management of the Association is entitled to represent the Association towards third parties as to the daily management.

The Board, as well as the persons in charge of the daily management may, within the limits of this management, also assign specific powers to one or more persons they select. Within the limits of their mandate, the association is validly represented by such special proxy holders.

#### **Article 10: DUES**

Annual dues and fees shall be determined by a vote of the Chapter membership. Dues and fees shall be payable upon acceptance of applications and on or before the General Assembly. Those who fail to pay dues or fees within the prescribed time shall be suspended after due notice in writing is given to said individuals of their delinquency.

The annual dues for the Chapter are normally 200 EURO with a maximum of 1000 EURO. The amount of Annual dues may be changed upon a recommendation of the Board of Directors and a majority vote of the Chapter.

#### **Article 11: EXPENDITURES, APPROPRIATIONS AND BANKING**

The Executive Committee may authorize expenditures up to and including 25% of the Chapter's current available funds. Expenditures exceeding 25% of the Chapter's current available funds shall be approved by vote of the membership at a scheduled or a called meeting. Necessary expenditures required by the Treasurer for stationery, postage and incidentals, not exceeding €250.00, are exempt from a Board of Directors or membership vote.

The President, vice President, Secretary and the Treasurer shall have signature authority on Chapter bank accounts. A minimum of two persons have to sign off every expenses.

The Chapter shall in no way incur financial or contractual obligations upon the Society without full written approval of the Board of Directors of the Society.

#### **Article 12: BOOKKEEPING YEAR**

The bookkeeping year of the Association starts on 1 January and ends on 31 December of each year.

#### **Article 13: DISSOLUTION -LIQUIDATION**

In case of liquidation, the assets of the Association shall be transferred to an association with a similar object.