

Articles of Association

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ASBL Benelux Chapter of the Society of Fire Protection Engineers

The founding members are the persons listed in the memorandum of association of June 12, 2012, published in the annexes to the Moniteur belge on November 20, 2012.

Part 1. Name and registered office

Article 1

The non-profit organisation, established for an indefinite period, is called the “Benelux Chapter of the Society of Fire Protection Engineers”, abbreviated to “SFPE Benelux Chapter”.

The association complies with the charter of “The Society of Fire Protection Engineers” (hereinafter “The Society”).

Article 2

The association’s registered office is in the Walloon Region of Belgium, Granbonpré 1, 1348 Ottignies-Louvain-la-Neuve.

The Board of Directors may decide to transfer the registered office to another municipality in the French-speaking part of the Walloon Region.

Part 2. Purpose and objects clause

Article 3

The association’s aims free from self-interest are: (i) to advance the science and techniques of prevention and protection against fire and related hazards, to maintain the high professional ethics of its members and to promote information in these fields, and (ii) to promote fire safety through prevention, protection and education.

The association is the correspondent, for the territory covered by Belgium, the Netherlands and the Grand Duchy of Luxembourg, of the Society of Fire Protection Engineers, Suite 1225 W - 7315 Wisconsin Avenue, Bethesda, Maryland 20814, United States of America, whose objectives are identical and with which it exchanges information at the international level.

The association cannot make any financial or contractual commitments in the name of and on behalf of The Society.

Article 4

The main activities that the association intends to carry out are as follows:

- Organising of meetings, seminars and technical research programmes;
- Publishing magazines, publications and brochures.

The association (i) may not act on behalf of The Society on any local or national matter without the specific written authorisation of The Society, and (ii) must comply with the rules and statutes of The Society.

The association may carry out any civil, movable or immovable transaction and grant its assistance or collaboration, and participation, by any means, to companies or organisations pursuing the same aims or whose activity would or could contribute to the achievement of these aims.

The association may acquire and rent all useful movable and immovable property, implement all necessary human, technical and financial resources, assist and take an interest in activities similar to its aims, and collaborate with other associations, among other things.

Any profits the association makes (any income in excess of expenditure) shall be used only for the purposes set out in these articles of association. Members will not receive any share of profits or other financial allocations from the association's funds. The association will not favour any individual by way of unreasonably high compensation.

Part 3. Members

Article 5

The association is made up of full and associate members.

Only full members, hereinafter referred to as “members”, enjoy all the rights guaranteed by the Belgian Code on Companies and Associations.

Associate members, hereinafter referred to as “associate members”, enjoy only the rights and obligations defined in Article 15 of these articles of association.

Article 6

The number of members is unlimited. There can be no fewer than three.

Article 7

To be admitted as a member, candidates must meet the following substantive conditions:

- Be an individual member, professional member, associate member, affiliate member, student member, or honorary member of The Society or a member of the SFPE Allied Professional Group;
- Reside or work in the geographical area covered by the association (Belgium, the Netherlands or the Grand Duchy of Luxembourg).

Article 8

New members are people who submit a written application to the Board of Directors and are accepted by the Board of Directors.

The Board's decision is final and does not need to be justified. The candidate will be notified by e-mail or ordinary letter.

Article 9

Members may resign from the association at any time by sending their resignation in writing to the Board of Directors.

Article 10

Resignation occurs when:

- A member fails to pay the fees due within sixty days of the request. This person will be automatically reinstated as a member if the dues are paid in full within six months of the automatic resignation;
- A member who no longer fulfils the conditions required for admission according to Article 7.

The Board of Directors notes that the member is deemed to have resigned.

Article 11

The exclusion of a member is decided by general meeting. The Board of Directors duly convenes the meeting, with the proposal to exclude the member being placed on the agenda.

The member whose exclusion is being recommended shall be invited to the general meeting and must be heard before any decision is taken by the general meeting.

The general meeting takes a valid decision if it brings together at least 2/3 of the members present or represented and if the decision obtains at least 2/3 of the votes cast. If at least 2/3 of the members do not attend the general meeting, a second general meeting may be convened under the conditions set out in Article 9:21, paragraph 2, of the Belgian Code on Companies and Associations. Without further motivation, the decision of the meeting to exclude the member will be communicated to them in writing.

An excluded member remains liable for any outstanding membership fees.

Article 12

Membership is automatically lost upon death.

Article 13

Any member who resigns or is excluded, as well as their heirs, have no right to the association's assets. They may not claim any accounts, have seals affixed or request an inventory.

Article 14

Until the date of the next general meeting, the Board of Directors may prohibit a member from participating in the activities and meetings of the association when this member has seriously harmed the interests of the association or its members. In accordance with Article 11, the next general meeting will decide on the exclusion of the member or reinstate the member's rights.

Article 15

The Board of Directors keeps a register of members at the association's registered office. In accordance with Article 9:3, section ¹, paragraph 2 of the Belgian Code on Companies and Associations, any member may consult the membership register. To this end, they shall send a written request to the Board of Directors, with which they shall agree on a date and time for consulting the register. This cannot be moved.

Article 16

In accordance with Article 3:101 of the Belgian Code on Companies and Associations and in the absence of the appointment of a commissioner, the member may consult at the registered office of the association all the minutes and decisions of the general meeting, the

administrative body or people, whether or not in a management position, who are entrusted with a mandate within or on behalf of the association, as well as all the association's accounting documents. To this end, they shall send a written request to the Board of Directors, with which they shall agree on a date and time for consulting the documents and exhibits. These cannot be moved.

Part 4. Fees

Article 17

Members pay an annual membership fee of no more than €1,000. The general meeting sets the amount of the annual membership fee.

In the event that a member has not paid their membership fees, the Board of Directors will send them a reminder by e-mail or ordinary letter. If a member has not paid their membership fees within sixty days of the reminder sent to them, the Board of Directors may decide to consider the member to have resigned automatically. The association will notify the member of its decision in writing by e-mail or ordinary letter.

Part 5. General meetings

Article 18

The general meeting is made up of all members. The Chairperson of the Board of Directors chairs it, or if they are unable to attend, a director appointed by the Board of Directors for this purpose.

Associate members, as well as third parties from outside the association, may attend the general meeting at the invitation of the Board of Directors, but without voting rights.

Article 19

The Board of Directors convenes the general meeting by e-mail or ordinary letter at least fifteen days before the day of the meeting. The meeting invitation contains the agenda. If the general meeting is required to approve the accounts, the budget, or, if applicable, the management report, shall be attached to the meeting invitation.

Any proposal signed by 1/20 of the members must be included on the agenda.

In accordance with Article 9:16, Section 1 of the Belgian Code on Companies and Associations, the Board of Directors may allow members to participate in the general meeting remotely by means of electronic communication made available by the association.

Article 20

Every member has the right to attend the general meeting. They may be represented by another member who has a duly signed written proxy. Each member may have a maximum of three proxies.

Article 21

Except in cases where the Belgian Code on Companies and Associations requires a special attendance quorum, the meeting is validly constituted if at least five members or 20% of the members are present or represented.

If this quorum is not reached at the first meeting, a second meeting must be convened, which may validly deliberate, regardless of the number of members present or represented. The second meeting is convened within the timeframe specified in these articles of association.

An extraordinary general meeting may be called at any time by the Board of Directors, either at the Board's request or at the request of 1/5 of the members or by the commissioner.

Article 22

Except in cases where the law or these articles of association indicate otherwise, resolutions are passed by an absolute majority (half plus one vote) of the votes of the members present and represented. Invalid and blank votes, as well as abstentions, are not taken into account when calculating majorities.

In the event of a tie, the Chairperson or the director replacing them has the casting vote.

The decision referred to in Article 28, 11° of the articles of association requires a special majority of 75% of the votes of the members present or represented.

Article 23

All members have equal voting rights at the general meeting, with each member having one vote. However, they may only vote at the general meeting if their membership fees are paid up. In this case, their votes are counted as abstentions, invalid votes or blank votes for the purposes of calculating majorities.

Article 24

The meeting may only validly deliberate the items on the agenda.

Exceptionally, an item not included on the agenda may be deliberated, provided that half of the members are present or represented at the general meeting and 2/3 of them agree to include the item on the agenda.

Article 25

The general meeting may only validly deliberate the amendment of the articles of association, dissolution, merger, demerger, contribution of assets, exclusion of a member, or transformation of the association in accordance with the provisions of the Belgian Code on Companies and Associations.

Article 26

Decisions are recorded in a register or minutes folder.

The Secretary of the Board of Directors, or, if they are unable to do so, another director appointed for this purpose by the Board of Directors, draws up the minutes. They are signed by the Chairperson and any director who wishes to do so and kept in a register at the association's registered office.

Article 27

Any amendment made to the extract from the memorandum of association is filed, without delay, with the clerk of the company's court or with E-greffe and published in the *annexes of*

the Moniteur belge in accordance with the provisions of the Belgian Code on Companies and Associations and its implementing decrees.

Part 6. The powers of the general meeting

Article 28

The general meeting has the powers expressly conferred on it by law or by these articles of association.

The powers of the general meeting include the right:

- 1° To exclude a member;
- 2° To amend the articles of association;
- 3° To set the amount of the membership fee payable by members;
- 4° To appoint and dismiss directors;
- 5° To set the remuneration of directors where it is awarded;
- 6° To appoint and dismiss any commissioner, statutory auditor or liquidator;
- 7° To set the remuneration of the commissioners in cases where remuneration is awarded;
- 8° To approve the annual accounts, the budget and, where appropriate, the management report;
- 9° To grant annual discharge to the directors, the commissioners, and, in the event of voluntary dissolution, the liquidators;
- 10° To approve the house rules and amendments;
- 11° To decide on the opening of additional operational and administrative offices in Belgium, as well as the creation of branches or offices abroad;
- 12° To decide to take legal action against any member of the association, any director, any commissioner, any person authorised to represent the association or any agent appointed by the general meeting;
- 13° To dissolve the association voluntarily;
- 14° To make or accept a universal free contribution;
- 15° To merge, split or transform the association;
- 16° To decide on the destination of the assets in the event of the dissolution of the association;
- 17° All other cases where the law or the articles of association demand it.

Any decision involving expenditures in excess of 25% of the association's available funds requires a decision by the general meeting.

Part 7. Composition of the Board of Directors

Article 29

The association is managed by an administrative body called the "Board of Directors".

The Board of Directors is made up of a minimum of three and a maximum of eleven directors. There must always be an odd number of directors.

After a call for candidates, the members of the Board of Directors are appointed by the general meeting by an absolute majority of the votes of those present and represented.

The majority of directors must be fellows, honorary members, professional members or associate members of The Society.

Article 30

Directors are appointed for a term determined by the general meeting, which may not exceed two years. An outgoing director is eligible for re-election.

The general meeting may terminate the term of office of any director at any time, with immediate effect and without cause.

Article 31

Any director wishing to resign must submit their resignation in writing to the Board of Directors.

In the event of a vacancy occurring before the end of a director's term of office, the remaining directors have the right to co-opt a new director. The first subsequent general meeting must confirm the co-opted director's appointment. In the event of confirmation, the co-opted director completes the term of office of their predecessor, unless the general meeting decides otherwise. If there is no confirmation, the co-opted director's term of office ends at the close of the general meeting, without prejudice to the regularity of the composition of the administrative body up to that time. If a director is co-opted, the Board appoints a director who meets the same requirements as the one being replaced.

Article 32

Directors perform their duties free of charge. However, expenses incurred in the performance of their duties may be reimbursed.

The position of Managing Director may be remunerated. In this case, the general meeting will set the amount of remuneration to be paid.

Part 8. The workings of the Board of Directors

Article 33

The Board appoints a Chairperson, Vice-Chairperson, Secretary, and Treasurer from among its members. The Chairperson must be a fellow, honorary member, professional member, or associate member of The Society.

The Chairperson and Vice-Chairperson may not hold office for more than two consecutive terms.

The Chairperson is responsible for convening and chairing the Board of Directors.

The Secretary is responsible for recording all official actions of the association. They draw up, distribute and archive meeting reports. They keep the membership list updated. At least once a year, they forward the membership list and meeting reports to The Society's Secretary-Treasurer.

The Treasurer is responsible for keeping the association's accounts and books updated. They collect dues and fees, prepare the annual budget, maintain the current financial statements and report on the financial statements to the general meeting.

If the duties of Secretary and Treasurer are combined, the duties of Secretary-Treasurer must include all the duties listed above.

The Chairperson, Vice-Chairperson, Secretary, and Treasurer have signing authority for the association's bank accounts. A minimum of two people must approve payments.

If the Chairperson is temporarily unavailable, the Vice-Chairperson will replace them in the interim. If the Chairperson and Vice-Chairperson are temporarily unavailable, the Board of Directors will appoint a director to replace them in the interim.

Article 34

The Chairperson convenes the Board of Directors, or if they are unable to attend, another director will do so. It may also meet at the request of three directors.

Invitations to Board meetings are sent by e-mail or ordinary letter at least ten days before the date set for the Board meeting. It contains the agenda.

Remote meetings of the Board of Directors can be held via videoconference.

The Board of Directors meets at least four times a year.

Article 35

The Board's deliberations are valid if half of the directors are present or represented. If this quorum is not reached at the first meeting, a second meeting must be convened, which can validly deliberate, regardless of the number of directors present or represented. The second meeting is convened within the timeframe specified in these articles of association.

A director possessing a duly signed written proxy may represent another director. A director may represent only one other director.

In emergency situations, the Board of Directors may take unanimous decisions in writing without a meeting of the Board. Beforehand, each director will receive in writing a description of the situation, the reasons why an urgent response is required, and a summary of the main advantages and disadvantages of the proposed response.

Article 36

Each director has one vote. The Board's decisions are taken by an absolute majority of the votes of the directors present and represented. Blank votes, spoilt votes and abstentions are not taken into account when calculating majorities.

In the event of a tie, the Chairperson or the director replacing them has the casting vote.

Article 37

When the Board of Directors is called upon to take a decision or give an opinion on a transaction falling within its remit in respect of which a director has a direct or indirect interest of a proprietary nature that is opposed to the interests of the association, that director must inform the other directors before the Board of Directors deliberates on it. Their declaration and explanations of the nature of this conflicting interest must be included in the minutes of the meeting of the administrative body that has to take this decision. The

Board of Directors may not delegate this decision. The other provisions of Article 9:8 of the Belgian Code on Companies and Associations apply.

Article 38

The Board of Directors only deliberate on items on the agenda. Exceptionally, an item not on the agenda may be discussed if 2/3 of the directors present or represented agree.

Article 39

Decisions are recorded in a folder containing the minutes signed by the Chairperson. This folder is kept at the association's registered office, where all members may consult it without removing the folder if no commissioner has been appointed by the general meeting.

Part 9. Powers vested in the Board of Directors

Article 40

The Board of Directors is responsible for managing and representing the association, and unless otherwise designated, they function as a college. This is done without the need to establish one or more bodies for general representation or day-to-day management that would modify the responsibilities of the Board of Directors.

Article 41

The Board of Directors has the broadest powers for the administration and management of the association as well as for its representation. All powers not expressly reserved by law or by the articles of association for the general meeting shall be carried out by the Board of Directors.

Article 42

The Board of Directors may delegate powers to one or more directors, to members, or to third parties.

In such cases, the scope of the powers conferred and the period during which they may be exercised will be specified.

The resignation or removal of a director terminates any authority delegated by the Board of Directors.

Part 10. Representation

Article 43

The association shall be validly represented in all acts or in court by two directors acting jointly as a body, who shall not be required to justify to third parties a prior decision and the power of attorney of the Board of Directors.

Restrictions on the powers of the general representative body are not enforceable against third parties, even if they are published, unless the association establishes that the third party is acting in bad faith.

Article 44

The term of office is equal to the one held as a director.

The term of office automatically ends when the person responsible for the general representation ceases to be a director.

At any time and without having to justify itself, the Board of Directors may terminate the mandate conferred on the persons entrusted with the general representation of the association.

Article 45

The association is also validly bound by special agents, within the limits of their mandates.

Article 46

The association is also validly represented for day-to-day management matters by the management delegate, which, as a body, does not need to justify a prior decision.

Part 11. Day-to-day management

Article 47

The Board of Directors may delegate the day-to-day management of the association, together with the use of the signature relating to such management, to one or more persons acting individually as a body. The association may designate an administrator, a member, or a third party as the person responsible for day-to-day management.

Article 48

The powers of the body of day-to-day management are limited to matters of day-to-day management as defined by Article 9:10, paragraph 2 of the Belgian Code on Companies and Associations.

Restrictions on the powers of the day-to-day management body shall not be invoked against third parties even if they are published, except in the event that the association establishes serious bad faith towards the third party.

The provision set out in paragraph 1 does not preclude the fact that the Board of Directors may delegate some of its decision-making powers and/or assign certain special mandates to the day-to-day management delegates.

Article 49

The Board of Directors shall set the term of office of the day-to-day management delegates, which may be renewable and is set at a maximum of two years.

Where the day-to-day management delegate also exercises the function of administrator, the end of the term of office of the administrator shall automatically entail the end of the term of office of the day-to-day management delegate. If the Board of Directors wants to keep this person in the position of delegate for day-to-day management, it must take a new decision.

Article 50

The Board of Directors may terminate the function of the person responsible for day-to-day management at any time and without justification.

Part 12. Legal action

Article 51

Legal actions, both requesting and defending, are decided by the Board of Directors and initiated or supported on behalf of the association by the persons authorised under Article 43 of the articles of association to represent the association for this purpose by the Board of Directors.

However, in the cases mentioned in Article 28, 12° of these articles of association, the decision shall be taken by the general meeting.

Part 13. Accounts and budget**Article 52**

The association keeps accounts in accordance with the rules imposed by the Code of Companies and Associations.

The fiscal year begins on January 1 and ends on December 31.

The accounts for the preceding financial year, the budget for the following financial year, and, where appropriate, the management report shall be submitted annually to the general meeting for approval.

Article 53

In the event that the association is legally required to appoint a commissioner or statutory auditor, the general meeting shall appoint them by an absolute majority of the members present or represented. Their term of office shall be three years.

The commissioner may be dismissed during their term of office only by a decision of the general meeting taken by an absolute majority of the members present or represented and for just cause. If there is a works council, it must first give its assent.

Part 14. Working language and house rules**Article 54**

The official language of the association is English. As such, the articles of association are also published in English.

Article 55

House rules may be established. Their acceptance and any modifications made to them require a decision of the general meeting ruling by an absolute majority of the votes of the members present and represented.

The agenda of the general meeting must explicitly state that this item is included in the agenda. A written copy of the draft rule or its amendments shall be attached to the agenda of that meeting and sent to each of the members.

When the house rules or related amendments are adopted, each member will receive a copy of them by e-mail.

Each member may, at any time, obtain a copy of the house rules free of charge by sending a request to the Secretary of the Board of Directors.

Part 15. Associate members

Article 56

People who have links with the fields of activity and interest of the association but who do not meet the conditions to be members of the association may be associate members of the association.

Article 57

A person who wishes to become an associate member shall send a written request to the Board of Directors in which they clearly express their intention to become an associate member. The Board of Directors may admit the person as an associate member and shall invite the person to confirm their admission by signing the list of associate members. This list will be updated annually.

Article 58

The associate member pays an annual fee. The Board of Directors shall set the amount of this annual fee. This fee may not exceed €1,000 per year.

In the event that the associate member does not pay their membership fees, the Board of Directors will send them a reminder by e-mail or ordinary letter. If, within two months of sending the reminder addressed to them, the member has not paid their dues, the Board of Directors may consider them to have resigned automatically. It shall notify the member of its decision in writing by ordinary letter. The decision of the Board of Directors is irrevocable.

Article 59

Associate members have the right to participate in certain activities the association organises for its members in return for a fair fee, if applicable. The activities open to associate members are freely determined by the Board of Directors.

Article 60

The associate member may resign at any time from the association by sending their resignation in writing to the Board of Directors.

An associate member who does not pay the fees for which they are responsible shall be deemed to have resigned. The Board of Directors shall note that the member is deemed to have resigned.

Article 61

The exclusion of an associate member may only be determined by the Board of Directors.

Until the date of the next meeting of the Board of Directors, the person responsible for day-to-day management may prohibit the participation of an associate member in the activities and meetings organised by the association when that associate member has seriously damaged the interests of the association or its members or seriously disrupts the smooth running of activities or meetings organised by the association. The person responsible for the day-to-day management shall impart their provisional decision to the Board of Directors, which shall adopt a final decision to exclude or maintain membership at its next meeting.

Part 16. The dissolution of the association

Article 62

In the event of the dissolution of the association, the general meeting will appoint the liquidator(s), determine their powers and indicate the allocation to be made to the net assets of the association's overall assets. Net assets may only be allocated to a non-profit organisation, a private or public foundation, or an international non-profit organisation pursuing similar goals.

Article 63

Any decision relating to the dissolution, the conditions of liquidation, the appointment and termination of the duties of the liquidator(s), the closure of the dissolution, and the allocation of net assets shall be filed and published in accordance with the Belgian Code on Companies and Associations.