ARTICLES OF ASSOCIATION AND
BYLAWS

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ARTICLES OF ASSOCIATION

TITLE I NATURE OF THE ASSOCIATION

Article 1—Name

The name of the association is Agoria.

At a regional level, this name can be followed by the name of one of the three regions: Agoria Flanders (Vlaanderen), Agoria Brussels (Brussel/Bruxelles) or Agoria Wallonia (Wallonie). The board of directors may decide to add further specific names to the name Agoria.

Article 2—Object

Agoria is an association of natural persons residing and legal persons established in Belgium that execute technology-driven activities or provide technology-driven services in Belgium. The object of the association is:

• to serve its members and to use all its influence on government institutions and private organisations to enhance the socio-economic environment for its members at local, regional, national and European levels;

• to work in constant consultation with members to promote the interests of members and determine collective positions;

• to organise collective actions and provide personalised services geared towards individual members’ needs;

• to take initiatives for economic development as a service to its members.

This object may be detailed further in the bylaws that shall be adopted by the general meeting.

The object of the association can be realised in many ways. The association may perform all acts that are related, directly or indirectly, wholly or in part, to its object, which aims at the development of this object or facilitates its realisation. It may provide any assistance required to and join forces in any way with associations, companies or bodies with an object similar to or related to its own, or that may contribute to the realisation or development of its object.

Article 3—Registered office

The registered office of the association is located at 1030 Brussels, A. Reyerslaan 80, in the judicial district of Brussels.

The registered office may be transferred by a decision by the board of directors.
Article 4 – Duration

The association has been established for an indefinite duration.

TITLE II       MEMBERS

Article 5 – Minimum number and categories

The association is composed of members and associate members. It must be composed of at least three members at all times. The associate members shall have the same rights and obligations as the members with the exception of being entitled to vote at the general meeting and being entitled to vote at the regional general meeting and the meetings of the business groups as specified in the bylaws. In these articles of association, the term members refers to both members and associate members unless an explicit specific distinction is made between the two.

Article 6 – Conditions of status

The status of member of the association can be granted to:

(i) natural persons and legal persons;
(ii) that execute technology-driven activities or provide technology-driven services in Belgium.

The conditions for joining are specified in these articles of association and the bylaws. They may be defined in more detail by the board of directors.

Article 7 – Joining

In order to join or re-join as a member, the natural persons or legal persons must present themselves as a candidate to the association in writing or by electronic means of communication. In the application for membership, it must be indicated whether one wishes to join as a member or as an associate member.

The board of directors shall decide on the joining by simple majority in highest authority and without having to account for its decision with regard to the candidate. The board of directors may delegate this power to the managing director, who shall decide within the restrictions set by the board of directors.

Every natural or legal person that has been admitted as a member can change his membership into an associated membership by simple request in writing to the board of directors. Associate members may only become members again at the earliest after three years of having become an associate member. The written request for this can only be submitted in the first semester of the financial year and must reach the association at most one month prior to the annual general meeting.

Article 8 – Commitments

The status of member of the association implies full agreement with the articles of association, the bylaws and with all decisions taken in execution thereof, such as the antitrust code of conduct, the code of ethics, the possibly applicable deontological code, membership conditions and the general terms and conditions
concerning the provision of services. It also entails the commitment to comply with all obligations contained therein.

**Article 9—Membership fee**

The members must pay an annual membership fee set by the board of directors.

The total amount of the membership fee per member may not exceed €500,000.

Members shall be required to provide the association with all information and copies of documents required to calculate their contribution.

**Article 10—Rights of the members in connection with the assets of the association**

The members, their beneficiaries and creditors, as well as the heirs, legatees and beneficiaries of a deceased member or the beneficiaries of a legal person that ceases to exist legally, cannot submit claims against the assets of the association. They cannot submit a claim on contributions, gifts or subsidies that have been deposited with the association or any other contribution.

**Article 11—Termination of membership**

Membership terminates when a member:

- ceases to exist in a legal form;
- no longer executes technology-driven activities or provides technology-driven services;
- resigns;
- is excluded.

**Article 12—Resignation**

All members shall be free to resign from the association. The resignation must be announced in writing to the association by 31 August at the latest. However, the resignation shall only be valid after the end of the financial year in which the resignation was submitted and, consequently, membership is only terminated as from that moment.

**Article 13—Presumption of resignation**

The members who have not paid their membership fee may be regarded as resigning if these members do not pay their membership fee within a period of six weeks as from the notice of default by the association, in which the possibility of presumption of resignation is explicitly stated as a penalty for non-payment. After expiry of the aforementioned period after the letter with the announced penalty of presumption of resignation, they are presumed to have submitted their resignation. However, the resignation shall only be valid after the end of the financial year in which the presumption of resignation arises.

Any disputes regarding the presumption of resignation shall be submitted to the board of directors, who decides in highest authority and without the possibility of any recourse.
**Article 14—Exclusion**

A member may be excluded from the association if it has acted in conflict with the object of the association, has failed seriously in its obligations, has broken the deontological rules or harmed the interests of the association.

The general meeting shall decide on the exclusion by secret vote and with a two third majority of the votes cast by the members present or represented. The member concerned shall be invited to be heard. The decision by the general meeting shall be final and not subject to appeal. It shall be communicated by the managing director to the person concerned by registered letter.

If the board of directors decides to propose the exclusion of the member, it can suspend the member concerned in anticipation of the decision about the exclusion. The member concerned shall be invited to be heard.

The association, its members, mandatories and agents are not liable for direct or indirect damage as a result of the exclusion decided upon in agreement with the articles of association.

**Article 15—Membership fee upon termination of the membership**

The member whose membership shall be terminated for one of the reasons listed above may not make a claim on the assets of the association and is not entitled to the repayment of membership fees already paid. The member concerned shall be required to pay the entire membership fee that is owed for the full financial year in which the termination of the membership is set.

**Article 16—Membership list**

A register of the members and a register of the associate members shall be maintained at the registered office of the association.

The membership register shall list the surname, Christian names and place of residence of the members or, if a legal person is concerned, its legal form and the address of the registered office. All decisions concerning the admittance, resignation or exclusion of members shall be registered in this register by the board of directors within eight days after it has been informed of the decision.
TITLE III       GENERAL MEETING

Article 17 – Composition

The general meeting shall consist of members and associate members. Only members shall be entitled to vote. Associate members shall be entitled to attend the general meeting without having the right to vote.

The general meeting shall be chaired by chairperson of the association or, where this is not possible, by the vice-chairperson replacing him.

The office of the general meeting shall be made complete by the managing director, the secretary and two tellers.

Article 18 – Powers

The following powers can be exercised by the general meeting exclusively:

- the amendment to the articles of association and the bylaws;
- the appointment and the dismissal of the directors;
- the appointment and the dismissal of the statutory auditors and the determination of their remuneration if a remuneration is granted;
- the discharge of the directors and the statutory auditors as well as, if applicable, the establishment of the association claim against the directors and the statutory auditor;
- the approval of the annual accounts and all of the budget;
- the winding-up of the association;
- the exclusion of a member;
- the transformation of the association into an IVZW (international non-profit making association), a cooperative company recognised as a social enterprise or in a recognised cooperative company/social enterprise;
- the contribution of a totality of assets without payment;
- the nomination of the statutory number of members in the General Council and in the board of directors of SIRRIS, as well as the nomination of the members in the collegial body of statutory auditors of SIRRIS. The Scientific and Technical Center SIRRIS was established on the initiative of the association as a recognised institution pursuant to the Decree-Law of 30 January 1947. Through its close and institutionalised collaboration with SIRRIS, the association influences the activities of the latter;
- all other powers reserved for the general meeting by law, these articles of association or the bylaws.

The decisions by the general meeting are binding for all members of the association, including those absent and those who vote against.

Article 19 – Meetings, deliberations and decisions

All members of the association shall be invited for the general meeting. Associate members shall be entitled to attend the general meeting without being entitled to vote.
The general meeting shall be convened by chairperson of the association or by the managing director after the board of directors has so decided. The board of directors or the statutory auditor must convene the general meeting within twenty-one days after a request to convene has been submitted by at least fifty members acting jointly. The general meeting shall be held at the latest on the fortieth day after this request.

The notice shall be sent to all members at least fourteen days prior to the date of the general meeting. The notice shall include the agenda of the general meeting. This may be in any form. In emergency cases, period for convening the meeting may be shortened to a minimum of eight days, provided the notice explicitly lists the urgency.

The agenda of the general meeting shall be determined by the board of directors. Each proposal that is signed by at least fifty members acting jointly shall be placed on the agenda of the next general meeting. This requirement only applies if the clearly formulated written proposal reaches the board of directors at least ten days prior to the general meeting. If the proposal is submitted at a later time, then it shall be placed on the agenda of the next general meeting.

To be admitted to the general meeting, the members must register in writing or by electronic means of communication at least five days prior to the general meeting. In urgent cases, this period may be reduced to two days.

The members may also be represented by a proxy. The proxies must reach the association in writing or by electronic means of communication at least five days prior to the general meeting. In urgent cases, this period may be reduced to two days.

Unless explicitly stated otherwise in the law, these articles of association or the bylaws, the general meeting shall decide with a simple majority of votes regardless of the number of members present or represented. Each member present or represented shall have one vote, regardless of the number of members present or represented. The associate members shall not be entitled to vote. In calculating the majority, abstentions shall not be included.

The vote shall be secret on personal issues, but the meeting may deviate from it by special vote. In the event of a tie, the chairperson shall have the casting vote.

The general meeting may only deliberate and decide on items that are on the agenda. With the permission of all of the members present, the general meeting may make valid decisions on items that are not on the agenda unless it concerns:

- an amendment to the articles of association or an amendment to the bylaws;
- the appointment and the dismissal of the directors;
- the approval of the budget and annual accounts;
- the winding-up of the association;
- the exclusion of a member.

Minutes shall be drawn up for every general meeting. The minutes shall be signed by the office. They shall be kept at the registered office of the association, where they shall be available to the members. Non-members may only access them with written permission from the managing director.
Article 20 - Annual general meeting

The annual general meeting shall be held in the course of the first semester of the financial year at the registered office of the association or at the location that is listed in the notice.

The annual general meeting shall note the report by the board of directors and the audit report. It shall approve the accounts drawn up by the board of directors for the previous financial year and shall decide on the discharge to the directors and the statutory auditor. It shall determine the budget for the coming financial year and shall determine the amount of the membership fee due for the current financial year. The general meeting shall also appoint the chairperson and the vice-chairpersons, appoint the directors and the statutory auditor and determine their remuneration, if any. In addition, the general meeting shall deliberate and decide on all other items on the agenda.

Article 21 - Extraordinary general meeting - amendment to articles of association—change of object

The board of directors may decide to convene an extraordinary general meeting at any time. The board of directors or the statutory auditor is required to convene an extraordinary general meeting if at least fifty members acting jointly so request.

The general meeting can only make valid deliberations and decisions on proposals to amend the articles of association if the amendments are explicitly listed in the notice to convene and if at least two thirds of the members are present or represented at the meeting. An amendment can only be adopted with a majority of two thirds of the votes of the members present or represented.

In the event less than two thirds of the members are present or represented at the first meeting, a second meeting can be convened that can deliberate and decide validly as well as adopt the amendments with the majority of two thirds of the votes, regardless of the number of members present or represented. The second meeting may not be held within fifteen days following the first meeting.

If, however, the amendment to the articles of association involves the object of the association, it can only be adopted provided compliance of the rules mentioned above regarding the quorum and with a majority of four fifths of the votes of the members present or represented.

Article 22 - Special general meeting

The board of directors may decide to convene a special general meeting at any time to deliberate and decide about issues other than those listed in articles 20 and 21 that also fall within its competence. The general meeting can only make valid deliberations and decisions on proposals to amend the bylaws if the amendments are explicitly listed in the notice to convene. An amendment can only be adopted with a majority of two thirds of the votes, regardless of the number of members present or represented. Any amendments must be included in their entirety in the minutes of the general meeting and must be brought to the attention of the members.
TITLE IV    BOARD AND REPRESENTATION

BOARD OF DIRECTORS

Article 23 - Composition

The association shall be directed by a board of directors composed of at most 40 directors.

In the board of directors, all members shall be represented in a balanced manner, both on the regional level and on the level of their activities.

The general meeting shall appoint the directors from among the candidates nominated from the managers who are representative of the members. The proposal to that end shall be formulated by the board of directors.

In addition, the general meeting shall appoint the chairperson and the vice-chairpersons of the association. The chairperson of the association or, in his absence, the vice-chairperson replacing him, shall chair the meetings of the board of directors and of the general meeting.

The chairperson, the vice-chairpersons and the managing director shall be members of the board of directors.

Article 24 - Unsalaried mandate

The mandate of the directors is unsalaried.

Article 25—Duration of the mandate

Directors are appointed for a period of three years, with the exception of the managing director, who is appointed for an indefinite period.

The mandate of the directors expires at the end of the annual general meeting that takes place during the third year after their appointment. It can be extended for a period of three years at most twice. For the calculation of this period, no account is taken of the duration of the mandates that the person concerned filled earlier as chairperson or vice-chairperson.

The mandate of the chairperson and the vice-chairpersons can only be extended once for a period of three years. For the calculation of this period, no account is taken of the duration of the mandates that the party concerned filled earlier in a different capacity, be it director, chairperson or vice-chairperson.

The directors, the chairperson and the vice-chairpersons whose mandate has reached the maximum duration are once again eligible to be appointed as director, chairperson or vice-chairperson after an interruption of at least three years after their last mandate.
**Article 26 - End of the mandate**

The mandate of the chairperson, the vice-chairpersons or the directors shall end after the expiry of its duration, in case of death, voluntary resignation or dismissal.

The chairperson, vice-chairperson and directors may be dismissed at any time by the general meeting which decides by simple majority of the members present or represented.

Each director may resign voluntarily by letter or e-mail to the chairperson of the board of directors or to the managing director. The resignation shall take effect on the date on which it is approved by the board of directors.

A director shall be legally regarded as resigning if he no longer legally represents the legal person with which he was affiliated at the time of his appointment or if he represents a legal person who is no longer a member of the association. The resignation shall take effect on the date on which it is approved by the board of directors. The departing director shall leave the meeting of the board of directors once this item on the agenda has been dealt with. Any disputes concerning the de jure dismissal shall be submitted to the general meeting, which shall decide in the highest instance without any recourse being possible.

In the event of death, voluntary resignation or dismissal of a director prior to the end of his mandate, the remaining directors are entitled to co-opt a new director. This mandate shall be confirmed by the next general meeting. The newly appointed director shall continue the mandate of the person he is replacing.

**Article 27 – Powers**

The board of directors shall determine the general policy of the association and is authorised to take any actions that are necessary or useful for achievement of the object of the association, with the exception of those actions for which the general meeting is exclusively competent according to the law or the articles of association.

**Article 28 - Meetings, deliberations and decisions**

The board of directors shall meet whenever the interest of the association so requires and at least four times a year. It shall be convened by the chairperson or, in his absence, by the vice-chairperson replacing him. The agenda shall be determined by the chairperson or by his replacement. The board of directors must convene if at least two directors request this.

The board of directors shall be chaired by the chairperson or, in his absence, by the vice-chairperson who is replacing him. The meeting shall be held at the registered office of the association or at any other location listed in the notice.

Unless otherwise specified in these articles of association, decisions are taken by simple majority of the votes of the members present or represented. In the event of a tie, the vote of the chairperson or, in his absence, the vice-chairperson replacing him shall have the casting vote.
The mandate of director is personal. A director may be represented by another director by proxy. The proxy may be granted by an ordinary letter or by an electronic means of communication to only one other director for only one meeting.

The board of directors can deliberate by a video or telephone conference or with other technological means insofar as all participants are able to express themselves and make themselves understood to all participants.

In exceptional cases, when urgent necessity and the interests of the association so require, the board of directors may decide by written decision.

The chairperson shall ensure that the minutes of the meetings of the board of directors are drawn up. These minutes shall be approved at the next meeting. They shall be signed by the chairperson and kept at the registered office of the association, where they shall be available to the members. Non-members may only access them with written permission from the managing director or the chairperson.

**DAILY MANAGEMENT**

**Article 29 - Managing director**

The daily management of the association and the external representation as far as day-to-day management is concerned can be assigned to a managing director, who may or may not be a member of the association and may be a staff member of the association.

The managing director shall be appointed by the board of directors. His mandate shall be for an indefinite period.

The managing director may be dismissed by the board of directors at any time upon proposal by the chairperson and by a decision taken by a special majority of two thirds of the votes present or represented. The decision need not be motivated. The managing director may voluntarily resign at any time by letter or by e-mail to the chairperson of the board of directors. In both cases, the mandate of the managing director in the board of directors shall also end. In the event of dismissal, this decision shall be taken by the general meeting.

The managing director shall be charged with the daily management of the association, the leadership and the management of its activities and with filling all of the tasks that the articles of association and the bylaws assign to him or that are assigned to him by the board of directors. The managing director shall represent the association in accordance with the powers granted him by the articles of association or the board of directors. He shall exercise these powers solely.

**Article 30 - General directors**

The association shall be structured internally at a national and regional level. The General Director of Agoria Flanders, authorised for the Flemish region and the Flemish community, and the General Director of Agoria Wallonia, authorised for the Walloon region and the French community, shall be authorised for the daily management of the association in the matters that concern their region and community and the local level
(provinces and municipalities). The daily management in the matters that concern the Brussels-Capital Region shall be included in the powers of the managing director.

The power of decision and power to represent of the general directors shall not detract from the overall competence and power of representation of the managing director in the context of daily management.

REPRESENTATION

Article 31 - General power of representation

Without prejudice to the general power of representation of the board of directors as a collegial body, the association shall also be represented in and out of court by the chairperson and the managing director acting jointly.

Within the restrictions of the daily management, the association may also be represented in and out of court by the managing director and by the general directors regarding the matters that concern of their region and community and the local level.

Article 32 - Proxies

Acting jointly, the board of directors or the chairperson and the managing director, acting jointly, may appoint special proxy holders.

The managing director may appoint special proxy holders within the restrictions of daily management. The general directors may appoint special proxy holders with respect to the matters that concern their region and community and the local level.

Only special and restricted proxies for specific or a series of specific legal acts are permitted. These special proxy holders shall only bind the association within the restrictions of the proxy granted to them.

TITLE V BUDGET, ANNUAL ACCOUNTS AND AUDIT

Article 33 - Financial year

The financial year shall commence on 1 January and end on 31 December.

Article 34 - Budget and accounts

The board of directors shall submit the annual accounts of the previous year, after an audit by the statutory auditor, to the annual general meeting.

The board of directors shall also submit the budget for the following financial year to the general meeting.
**Article 35 - Statutory auditor**

The general meeting shall appoint a statutory auditor from among the members, natural persons or legal persons, of the Institute of Company Auditors (Instituut van Bedrijfsrevisoren/Institut des Réviseurs d’Entreprises).

The statutory auditor shall be appointed for a period of three years. He may be re-elected.

The statutory auditor shall be responsible for the inspection of the financial condition of the association, of the annual accounts and the other accounts of the association and of the regularity of the operations of the association in light of the law and of the articles of association.

**TITLE VI  DISSOLUTION AND LIQUIDATION**

**Article 36 - Decision to dissolve**

The extraordinary general meeting may decide on the dissolution of the association with a majority of four fifths of the votes and subject to at least two thirds of the members being present or represented. The associate members are not entitled to vote at this extraordinary general meeting.

In the event less than two thirds of the members are present or represented at the first meeting, a second meeting can be convened that can deliberate and decide validly with a majority of four fifths of the votes, regardless of the number of members present or represented. The second meeting may not be held within fifteen days following the first meeting.

If the proposal to dissolve is approved, then the general meeting shall decide in which manner in the liquidation shall proceed. It shall appoint one or several liquidators, for whom it shall describe the task.

**Article 37 - Allocation of the assets**

In the event of dissolution, the general meeting shall allocate the net assets of the association to one or several associations with a comparable disinterested purpose. In no event are the members of the association entitled to claim the assets of the association.
TITLE VII GENERAL PROVISIONS

Article 38- Bylaws

The general meeting may supplement the articles of association or detail them further by means of bylaws. The first bylaws were drawn up by the execution of the deed of incorporation of the association and signed by the incorporators. The rules may be amended at any time by a decision by the general meeting in accordance with Article 22.

Article 39—Elected domicile

Every member not residing in Belgium, the chairperson, vice-chairperson, manager, statutory auditor or liquidator must elect domicile for all that is connected with the application of the articles of association in the district where the registered office of the association is located. In the absence of an elected domicile that is properly submitted to the association, the domicile shall automatically be deemed to have been elected at the registered office, where all meeting notices, notifications, summonses, writs and notices shall be served to said address.

Article 40—Applicable Law

For everything not explicitly provided in these articles of association or in the bylaws, reference is made to the Law of 27 June 1921 concerning non-profit associations, foundations and European political parties and foundations and—as from its coming into force—the Code on companies and associations.
BYLAWS

TITLE 1 MEMBERSHIP OF THE ASSOCIATION

Article 1 – Members and associate members

The association is composed of members and associate members. The associate members shall have the same rights and obligations as the members, with the exception of being entitled to vote at the general meeting, the regional general meeting and the meetings of the business groups.

In these bylaws, the term members shall refer to both members and associate members unless an explicit distinction is made between the two.

Article 2 – Conditions of status of legal persons

In principle, a legal person shall become a member of the association with its complete business. If only one branch of activity within the legal person executes technological activities or provides technology-driven services in Belgium, then the membership can only be granted on condition that the other branches of activity of the legal person cannot join as a member because they do not execute technology-driven activities or provide technology-driven services. In that case, an agreement shall be concluded in which the conditions of the membership (including representation in the association, service provision, calculation of the membership fee) are detailed.

Article 3 – Joining

In order to become a member, the candidate member must submit an application for membership to the association. The application must indicate whether one wishes to join as a member or as an associate member.

After advice from the business groups concerned, the board of directors shall decide on the application for membership by simple majority of the votes of the members present or represented. The board of directors shall decide sovereignly and without any possibility of recourse. It need not motivate its decision. The board of directors may delegate this power to the managing director, who shall decide within the restrictions set by the board of directors.

The decision of the board of directors shall be communicated to the candidate and to the business group concerned.

If the application for membership of a candidate is approved, it becomes a member of the association as from the date of the decision of the board of directors.

Article 4 – Representation of a legal person member

The representative officially appointed by the member to represent its company shall be deemed to be able to bind this company legally.
Is no longer able to act as representative of a legal person: the person who is no longer able to legally represent the legal person with which he was associated at the time of his appointment or the person representing a legal person that is no longer a member of the association.

**TITEL 2  MEMBERSHIP FEE**

**Article 5—Minimum fee**

The membership fee may not be lower than the minimum fee that is set annually by the board of directors.

**Article 6—Calculation basis for the membership fee**

The membership fee shall be calculated on the basis of the declaration of the number of employees submitted to the National Social Security Office. For the legal persons referred to in article 2, the number of employees of the branch of activity that executes technology-driven activities or provides technology-driven services in Belgium is taken into account.

The fee for the year of joining is determined on the basis of the number of employees in service at the time of joining. For the subsequent years, the affiliated company shall provide one annual declaration that states the number of employees on 31 December of the previous year, in accordance with the information provided to the NSSO.

If the declaration is not in the possession of the association within the timeframes set, the fees for one or more quarters shall be calculated on the basis of the most recent data known to the association.

**Article 7—Provisional fee**

Until the exact number of employees is known, a provisional fee shall be collected according to the calculation modalities of the last quarter of the previous financial year.

**Article 8—Collection modalities and inspection**

The membership fee is due as soon as the application for membership has been approved by the board of directors. The membership fee for the financial year of joining is due pro rata temporis, taking into account the date of joining.

The membership fee must be paid at the times set by the board of directors. The fee is indivisible but it may be collected in instalments.

The association is entitled to check the declarations of the members with the National Social Security Office, on the basis of which the membership fees is determined. Members have a duty to cooperate in order to facilitate these checks using all means.
**Article 9 - Deviations**

The board of directors can set fees that deviate from the above rules in special cases. The board of directors may also set transitional or specific modalities in special situations. The board of directors may delegate this power to the managing director.

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**TITLE 3 BOARD OF DIRECTORS, MANAGING DIRECTOR AND MANAGEMENT COMMITTEE, CHAIRPERSON’S COMMITTEE**

**Article 10 - Division of tasks in the board of directors**

The board of directors shall decide as a collegial body. Without prejudice to the obligations that arise from the collegiate management, consultation and monitoring in particular, the directors may divide tasks amongst themselves. In addition, the board of directors may set up committees that provide advice about specific issues. The board of directors shall then determine the composition of the committee and its powers.

**Article 11 - Managing director and management committee**

The managing director shall be authorised to make decisions in the context of daily management of the Association and to execute all other tasks assigned to him by the articles of association, the bylaws or the board of directors.

The managing director shall set up a management committee that shall provide advice about specific issues and of which he shall determine its composition and powers. The managing director shall bear the final responsibility for the decisions taken on the basis of the advice of the management committee.

The General Director of Agoria Flanders and the General Director of Agoria Wallonia shall be part of the management committee.

The managing director may grant individual members of the management committee a special proxy on the basis of Article 32 of the articles of association.

**Article 12 - Chairperson’s committee**

The chairperson’s committee is the highest advisory body in the association. It consists of the chairperson, the vice-chairpersons, the managing director, the General Director of Agoria Flanders and the General Director of Agoria Wallonia.

This committee shall meet at the request of the chairperson.

The chairperson may invite other mandatories for consultation when subjects placed on the agenda affect them.
TITLE 4 REGIONAL BODIES

REGIONAL GENERAL MEETING

Article 13 - Composition

The regional general meetings shall comprise members who have a place of business in the region in question. Each member shall have one vote in the regional general meeting of which he is a member, even if the member concerned has several places of business in that region.

The regional general meeting shall be chaired by a chairperson and or several vice-chairpersons of the regional management board.

Article 14 -- Powers

The regional general meeting shall meet at least once every three years.

It shall appoint and dismiss the following persons:

- the members of the regional management board;
- the regional chairperson;
- the vice-chairperson(s) of the region;
- respectively, the General Director of Agoria Flanders, the Chief of the Brussels Region or the General Director of Agoria Wallonia.

Article 15 - Meetings, deliberations and decisions

The regional general meeting shall be convened by the chairperson of the regional management board or by the general director.

The convening notice shall be sent to all members concerned at least fourteen days prior to the date of the general meeting. The notice shall include the agenda of the general meeting. This may be in any form. In emergency cases, the period for convening the meeting may be shortened to a minimum of eight days, provided the notice explicitly lists the urgency.

All members of the association shall be entitled to attend the regional general meeting to which they belong. They may be represented at such meetings by a proxy.

The regional general meeting may deliberate by video or telephone conference or with other technological means insofar as each participant is able to express himself and can be understood by all participants.

Minutes shall be drawn up for every regional general meeting. Non-members may only access them with written permission from the general director.
REGIONAL MANAGEMENT BOARD

Article 16 - Composition

Three regional management boards shall be established: one for Agoria Flanders, one for Agoria Brussels and one for Agoria Wallonia.

The members of the regional management board shall be nominated from among the managers, taking into consideration the scale of the members, the geographical location within the region and the importance of the business groups.

The chairperson of the regional general meeting is also the chairperson of the regional management board and vice-chairperson of the board of directors of the association. The mandate of the chairperson of the regional management board cannot be combined with the mandate of the chairperson of the board of directors of the association.

In addition to the chairperson, two members of each regional management board, proposed by that board, shall be appointed to the board of directors of the association. Moreover, the chairperson of each regional management board shall be entitled to invite directors of the association who represent a member of the region to attend the meetings of the regional management boards in an advisory role.

The managing director of the association may attend the meetings of the regional management boards in an advisory role.

With the exception of the managing director, no individual may be a member of more than one regional management board.

Article 17 – Duration and end of the mandate

The members of the regional management board shall be appointed for a period of three years, with the exception of the General Director of Agoria Flanders, the Chief of the Brussels Region or the General Director of Agoria Wallonia, who shall be appointed for an indefinite period.

The mandate of the members of the regional management board shall expire after the close of the regional general meeting that takes place during the third year of their appointment. It may be extended for a period of three years at most twice. For the calculation of this period, no account shall be taken of the duration of the mandates that the party concerned filled earlier as chairperson or vice-chairperson.

The mandate of the chairperson and the vice-chairpersons may only be extended once for a period of three years. For the calculation of this period, no account shall be taken of the duration of the mandates that the party concerned filled earlier in a different capacity, be it as a member of the management board, chairperson or vice-chairperson.

The members of the management board, the chairperson and the vice-chairpersons whose mandate has reached the maximum duration shall be eligible again to be appointed as director, chairperson or vice-chairperson after an interruption of at least three years after their last mandate.
The members of the regional management board may be dismissed by simple majority of the general meeting of the region concerned, which shall decide by simple majority of the members present or represented.

In the event of death, voluntary resignation or dismissal of a vice-chairperson, the regional management board shall provide for his replacement during the next meeting. If the function of chairperson opens up, it shall be provisionally filled by the first vice-chairperson until the regional general meeting has appointed a new chairperson. The newly appointed chairperson, vice-chairperson shall continue the mandate of the person he is replacing.

In the event of death or voluntary resignation of a member of the regional management board, the regional management board shall provide for his provisional replacement during the next meeting. In that case, the regional general meeting shall appoint this person definitively in its next meeting. The newly appointed member of the regional management board shall continue the mandate of the person he is replacing.

**Article 18—Powers**

The regional management board shall be authorised at the level of the region and the community and at a local level (provinces and municipalities) for the issues described in Article 2 of the articles of association. In the event the regional management boards have conflicting interests that have a negative impact on another region and it is not possible to arrive at a joint arrangement, the board of directors shall take a final decision on this.

Given the delegation by the board of directors, the regional management boards, each for their own region, shall be authorised to determine the positions and priorities of the association in the issues that belong to the legal authority of the regions and the communities and in the local issues (provinces and municipalities). They may also advise the board of directors of the association regarding general policy. The board of directors shall decide on the basis of this advice.

Taking into account the contribution of the other Agoria entities, the regional management board shall define the strategy and the priorities in the issues that belong to its competence.

The regional management board may also decide to establish workgroups and to define their operating rules. On the basis of the preparations for these workgroups, the regional management board shall be responsible for making final decisions regarding the actions and positions that must be taken.

**Article 19—Meetings, deliberations and decisions**

The regional management board shall meet at least four times a year. It shall be convened by the chairperson or, in his absence, by the vice-chairperson replacing him. The agenda shall be decided by the chairperson or by his replacement. A regional management board must be convened if at least two members request this.

The regional management board shall be chaired by the chairperson or, in his absence, by the vice-chairperson replacing him.
The mandate of a member of the regional management board is personal. A member may be represented by another member of the regional management board by proxy.

The regional management board shall decide as collegial body in agreement with the usual rules on deliberating meetings. It may also decide by written decision.

GENERAL DIRECTORS

Article 20 - Appointment and dismissal

For each of the regions, the regional management board shall appoint and dismiss a general director or a Chief proposed by the managing director, except in case of dismissal for urgent reasons that only the managing director may decide on. Each dispute shall be submitted to the chairpersons committee which shall decide without the General Director of Agoria Flanders and the General Director of Agoria Wallonia. In the event of a tie, the chairperson shall have the casting vote.

Article 21 - Powers

The general directors and the Chief are members of the regional management board concerned. The General Director of Agoria Flanders and the General Director of Agoria Wallonia shall be part of the management committee. The general directors may participate in the board of directors of the association with an advisory role.

The general directors and the Chief are charged with the execution of the decisions of the regional management board concerned.

They shall ensure that the priorities set by their regional management board are reflected in the actions and services of Agoria, with the collaboration of the other entities.

They shall facilitate the actions of the other Agoria entities for their region.

TITLE 5 BUSINESS GROUPS

Article 22 – Composition

The members may register for the business group or business groups that concur with their daily business activities.

Any disputes shall be submitted, together with the advice of the person in charge of the business group or business groups concerned, to the board of directors, which shall decide sovereignly.
**Article 23 - Activities**

The business group unites members who have common interests by virtue of the nature of their activities in terms of products, systems, services, technologies and markets. It may be organised nationally or regionally. For the members, the business group is a forum in which they can share ideas on issues of specific significance to their group and establish common positions and actions to benefit their members.

The business group may assist in setting up European industry groupings and represent its members within the latter.

The business group shall contribute to the promotion of its members, their products and their activities.

Within the restrictions set in these bylaws and the articles of association, the business group itself may set rules regarding its internal operation.

**Article 24 - Business group meetings**

The business group shall set the frequency of the meetings. The meeting shall be convened by the chairperson of the business group or by the person in charge of the business group who is a staff member or a representative of the association. The agenda shall be set by the person convening the meeting.

The notice convening the meeting shall be sent to the relevant members a reasonable period before the date of the meeting. It must list the agenda of the meeting. The notice may be in any form.

All members of a business group shall be entitled to attend the meeting of the business group.

The meeting of the business group shall decide legally by simple majority of votes of the members present or represented. Each member shall have one vote.

The meeting of the business group may also be organised by electronic means of communication.

Minutes shall be drawn up for every meeting of the business group. These shall be kept at the registered office of the association.

**Article 25 - Business group committee, chairperson and vice chairperson**

Each business group may elect a committee. This committee shall be constituted such that it reflects as accurately as possible the scale of its members, their activities and their geographical location(s) within various regions. If a business group has not appointed a committee, the tasks of the committee shall be executed by the members of the business group, supported by the person in charge of the business group.

The members of the committee or, if there is no such committee, the members of the business group, shall elect a chairperson and vice-chairperson from their number via secret ballot and by simple majority of votes cast by members present or represented.

The mandate of the chairperson and of the vice-chairperson of a business group may be exercised for a maximum of six subsequent years. The chairperson or the vice-chairperson whose mandate has reached the
maximum duration shall again be eligible to be appointed as chairperson of the business group concerned after an interruption of at least three years after their last mandate.

The business group committee’s role is to:

- set in the strategic objectives of its business group and to provide advice to the board of directors regarding the actions of the association in this area and the allocation of resources for this;

- determine the business group’s policy and positions on issues and topics of specific interest to the business group, to keep its members informed and to consult them in this connection.

The committee shall meet at least once a year after notice of convening by the chairperson or by the person in charge of the business group.

All decisions by the business group committee shall be taken by simple majority of votes of the members present or represented.

**Article 26 - Consultation among business groups and with the bodies of the association**

Business groups may ask the board of directors and the regional management boards to support and defend their positions and actions vis-à-vis the authorities and other bodies. They shall be consulted by the association’s bodies and services concerning all economic or technical issues that are important to their sector.

If an issue that is being dealt with by a business group is important to another business group, then the business group committee must consult with the other interested business group prior to each decision taken concerning it. In the event that the situation cannot be resolved amicably, the respective positions shall be presented to the board of directors to finalise the dispute.

**TITLE 6 CONSULTATION OF THE MEMBERS WITH REGARD TO THE EXPERTISE DOMAINS**

**Article 27 - Consultation committees and their powers**

The members shall be consulted regarding the different domains of expertise that are dealt with by Agoria.

To that end, it would be possible for Agoria to set up various consultation committees, depending on the needs.

The consultation committees could set up bylaws that regulate their internal operations.

The decisions of the consultation committees that may influence or exclude the general policies of Agoria shall be submitted to the board of directors or to the regional management boards for ratification of matters within the scope of their competence.
The consultation committees may request the board of directors and the regional management boards to support and defend their positions and actions vis-à-vis the authorities and other bodies.