ECMAR Rules

Memorandum of Association of ECMAR vzw *(non-profit association)*

ARTICLES OF ASSOCIATION

1: NAME –REGISTERED OFFICE – DURATION - OBJECTS

Article 1: Legal form & name

The Association has the legal form of a non-profit association.
The name of the Association is 'European Council for Maritime Applied R&D', shortened to 'ECMAR'.

Article 2: Registered office

§ 1 The Association has its registered office in the Brussels Capital Region.

§ 2 The registered office can be moved to anywhere within the Brussels Capital Region by the Council with due regard for the formalities prescribed by the Belgian Companies and Associations Code and by these articles of association concerning alterations to the articles.

Article 3: Duration

The Association shall be constituted for an undetermined period.

Article 4: Purpose - disinterested goal

§ 1 The purpose, disinterred goal pursued by the Association is:

1. To represent the interests of European organisation for applied maritime research and development (hereafter 'R&D').
2. To promote a safe, competitive and clean maritime industry.
3. To elaborate on a European maritime R&D strategy to influence the European and national R&D programmes.
4. To form a common base of interest to face the European Commission and/or national governments and/or bodies.

5. To enhance the co-operation between members by means of (virtual) networks and by organising conferences and meetings.
6. To inform the members on the developments in the European Commission (maritime related policies);
7. To co-ordinate studies, promotional activities, and publications to maintain, develop and promote the position of applied maritime R&D.

§ 2 In addition, the Association may encourage activities which, directly or indirectly, contribute to the realisation of the purpose mentioned in these articles of association, including commercial and profitable activities, with a prohibition to distribute any profits directly or indirectly.

2: MEMBERS, ACCEPTANCE, TERMINATION OF MEMBERSHIP, OBLIGATIONS

Article 5: Members

§ 1 The Association consists of active members and associated members.

The minimum number of active members of the Association is three organisations. There is no limit on the number of members.

§ 2 Membership of active members is restricted to organisations, which provide applied maritime R&D and that are active in the fields of shipbuilding, shipping, offshore, blue growth. These associations must all be based in European member states, candidate states or states belonging to the European Economic Area.

§ 3 Membership of associated members is restricted to organisations or persons that partially provide applied maritime R&D. These organisations or persons must also be based in European member states, candidate states or states belonging to the European Economic Area.

§ 4 The associated members have the same rights as the actual members except that associated members do not have the right to vote at the General Assembly, a right which only the active members have.

Article 6: Membership

§ 1 Any organisation or person wishing to become a member of the Association must submit an application to the Council, with name, legal form, address of the registered office and VAT identification number in the case of a legal entity.

§ 2 All decisions relating to the acceptance of a new member are at the discretion of the General Assembly.

Article 7: Obligations

Every member undertakes to:

1 Comply with the articles of association and rules of procedure as well as the decisions of the bodies of the Association and not to compromise the interests of the Association or any one of its bodies.
2 Immediately inform the Council should their details recorded in the members' register change, and make the new details known to the Council.

Article 8: Membership fee

§ 1 All members must pay an annual membership fee, annually calculated. A distinction may apply between small (fewer than 25 employees), medium (fewer than 100 employees) and large (over 99 employees) organisations. The membership fee will amount to maximum 10 000 EUR.

Article 9: Termination

§ 1 Membership will be terminated:

1 If a member submits a written resignation to the Director, observing a three-month notice period. The resignation will take effect from the January of the first calendar year following the year in which the request for resignation was granted.
2 Following dissolution or bankruptcy, and a merger or split, if this results in the requirements set out in article 5, § 2 or 5, § 3 of these articles no longer being met.
3. In case of expulsion by the General Assembly, who, at the suggestion of the Council, may expel a member in each of the following cases:
   a. Grave breach of the obligations established in these articles of association.
   b. Breach of the financial obligations as approved by the General Assembly.
   c. Cessation of the activities relating to applied maritime R&D.

§ 2 Any member whose membership is terminated or ceases, for whatever reason, shall not be entitled to any of the funds of the Association or any of the objects or goods relinquished by the member concerned, nor shall the member be entitled to repayment of any fees.

§ 3 The membership of any members who have not paid their membership fee within the period stipulated by the Council will be suspended if the fee has still not been paid within one month of a written reminder.

3: BODIES OF ECMAR

Article 10: Bodies of ECMAR

The bodies of ECMAR are:

- The General Assembly
- The Council
- The Chairperson of the Council
- The Director

Section 1: General Assembly

Article 11: General Assembly

§ 1 The General Assembly shall be composed of the members, and more specifically the delegate(s) designated by each member of the Association.

§ 2 The General Assembly shall be chaired by the Chairperson of the Council or, should the Chair be absent and/or otherwise prevented from carrying out their duties, by the person who assumes their statutory powers according to these articles of association.

Article 12: Functions General Assembly

The functions of the General Assembly are restricted to:
1. Amending the articles of association.
2. Appointing and dismissing directors.
3. Appointing and dismissing auditors and determining their salary, should they be due one.
4. Granting discharge to the directors and members of the supervisory board for services rendered.
5. Approving the reports and accounts presented by the Council and the budget for the next fiscal year. In case of disputes, the previous budget will be extended until a consensus is reached on the new proposal.
6. Electing the Chairperson, the Honorary Chairperson, and the Vice Chairperson of the Council.
7. Making decisions regarding membership.
8. Making decisions regarding the dissolution of the Association.
9. Transforming the Association into an IVZW or other companies as legally mentioned.
10. To do or to accept a contribution of a universality of goods without consideration.

Article 13: Rules General Assembly

§ 1 The General Assembly will be convened by the Council whenever the interests or aims of the Association call for it.

The Council is obliged to convene the General Assembly if at least one fifth of the active members request it. These members must send a written request to the Chairperson of the Council at the registered office of the Association, mentioning the agenda items they

wish to discuss. The meeting, called for by the members, must be organised by the Council before the end of the month following the submission of the request. Should the Council fail to organise this meeting, those making the request are authorised to convene it themselves.

The General Assembly must meet at least once a year, during the first six months following the conclusion of the fiscal year, before the approval of the accounts from the previous fiscal year, the approval of the budget for the next fiscal year and, if applicable, before the approval of the auditor's report on the annual accounts.

§ 2 All members of the Association, members of the Council and the statutory auditor if appointed shall be invited to the General Assembly at least fifteen days before the meeting is due to take place. Invitations shall be sent out by e-mail or by post and shall contain the day, time, place and agenda of the General Assembly.

§ 3 The Council shall decide on the agenda for the meeting, save in the cases where the General Assembly is called together by at least one fifth of the active members, in which case the Council must at least place the points raised by these members onto the agenda. In this case the Council has an equal right to place its own points on the agenda as well.

The Council must place points requested by at least one twentieth of the members on the agenda. These members must make the request at least three days before the General Assembly is due to convene to the Chairperson of the Council or, should they be absent or otherwise prevented from carrying out their duties, to the person who assumes their statutory powers according to these articles of association. It shall be the responsibility of this person to ensure that the agenda points requested are made known to the members of the General Assembly in good time.

§ 4 The agenda must not be deviated from at the General Assembly unless otherwise agreed by all members of the Association, meaning all those present or represented at the General Assembly.

Article 14: Participation General Assembly

§ 1 Every member shall be entitled to participate in the General Assembly. He may be represented by another member (or third party) by means of a written proxy. A member may hold no more than three proxies.

§ 2 All active members shall have equal voting rights; each active member has one vote.

§ 3 Excepting in cases for which the Belgian Companies and Associations Code requires specific majorities, any deliberation by or decisions made by the General Assembly are legitimate as long as at least one half of the active members are present or represented at the meeting. If this quorum is not reached at the first meeting, a second meeting can be convened with the same agenda and legitimate decisions may be made at the second meeting providing one third of the active members are present or represented.

Decisions shall be taken by means of a qualified majority vote and require a simple majority of votes using a digital tool, cast in person or by proxy. Abstentions or spoilt votes do not count as votes cast.
A member is allowed to vote remotely by electronic means before the general meeting to the extent provided for in the invitations for the meeting. If applicable, the Council will determine the further modalities of this.

§ 4 Decisions concerning the following issues can only be made if at least two thirds of the active members are present or represented at the meeting
In these cases, the decisions are only passed with a majority of two thirds of the votes using a digital tool, cast in person or by proxy. Abstentions or spoilt votes do not count as votes cast.

The issues for which this majority is required are:

1. The expulsion of members.
2. Any amendments to the articles of association.
3. The acceptance of new members.

In cases where fewer than two thirds of the active members are present or represented at an initial meeting, a second meeting may be convened which may deliberate and take decisions legitimately as well as accept amendments with the majority mentioned in the first paragraph of this section, providing one third of the active members are present or represented. The second meeting cannot take place within 15 days after the first meeting.

§ 5 In order to make an amendment to the purpose of the Association or to dissolve the Association; the procedure mentioned in § 4 must be followed, the difference being these decisions can only be accepted with a majority of four fifths of the votes using a digital tool, cast in person or by proxy.
A member is allowed to vote remotely by electronic means before the general meeting to the extent provided for in the invite of meeting. If applicable, the Council will determine the further modalities of this.

Article 15: Minutes General Assembly

§ 1 Minutes shall be taken at each General Assembly, and these shall be signed by the Chairperson of the Council or, should they be absent and/or otherwise prevented from carrying out their duties, by the person designated as their replacement by these articles of association. The minutes shall be kept online in an intranet accessible to the members of the association or in a register especially for this purpose at the registered office of the Association where all members may inspect them.
Within 2 weeks of the General Assembly, all members shall be provided with an extract from these minutes. Chairperson and members shall be invited to amend the minutes within the next 2 weeks.

Members may inspect the decisions of the General Assembly in the intranet or in the register that is kept at the registered office of the Association. Should an auditor be appointed who is a member of the *Instituut van Bedrijfsrevisoren* (Belgian Institute of Auditors), the members shall retain their right of inspection.

§ 2 Any amendments to the articles of association must be lodged for publication in the appendices of the Belgian Bulletin of Acts, Orders and Decrees in the 30 days they are made This also applies to any election, dismissal or re-election of a director.

Section 2: The Council

Article 16: Rules Council

§ 1 The Association shall be governed by a Council consisting of no more than 7 members, including the Chairperson, Vice Chairperson and one to five members to be appointed by the General Assembly, on the recommendation of the members.
If the Association only has three members, the Council shall consist of two people only.

§ 2 The members of the Council shall be appointed by a simple majority of the votes cast using a digital tool, cast in person or by proxy and can be dismissed by the General Assembly at any time with the same majority.
The members of the Council shall not be remunerated for their services. The expenses that they incur when carrying out their executive duties shall be remunerated.
They shall be appointed for a period of no longer than two years. Any member of the Council who takes over from another member before the end of this member's appointment period, shall only continue until the end of their predecessor's appointment period. The members of the Council are accountable to the General Assembly.

§ 3 Membership of the Council shall be terminated if the membership of the member on whose recommendation the Council member was appointed is also terminated for one of the reasons mentioned in article 9 of these articles of association. Membership

shall also be terminated once the end of the appointment period is reached, and if the member is dismissed or resigns from the Council. To ensure continuity in the functioning of the Association, when the mandate expires the Council members shall continue to carry out their duties until the next General Assembly, at which a new Council member shall be appointed. Should a position in the Council become vacant, the General Assembly shall proceed to appoint a new member of the Council within three months of the position becoming vacant, in accordance with the provisions of § 2.
Members of the Council whose function has terminated may be re-elected at any time.

§ 4 Without prejudice to the provisions of article 14:45 of the Belgian Companies and Associations Code, the members of the Council shall have no personal commitments regarding the obligations of the Association. Their liability shall remain limited to the fulfilment of the duties assigned to them and to any shortcomings in the carrying out of their executive duties.

Article 17: Functions Council

The Council manages the affairs of the Association and possesses all the powers which are reserved exclusively for the General Assembly by the Belgian Companies and Associations Code or these articles of association.
The Council has, amongst other things, the full power to perform actions relating to management and issuing orders, to represent the Association as either the prosecution or the defence in all legal proceedings.

Article 18: Rules Council

§ 1 The Council is a collegial body that meets after being convened by the Chairperson of the Council or, should they be absent or otherwise prevented from carrying out their duties, by the person who assumes their statutory powers according to these articles of association in consultation with the Director.
The Council must convene if at least one third of the members of the Council request it. These members must send a written request to the Chairperson of the Association at the registered office of the Association, or by email, mentioning the agenda points that they wish to discuss. The meeting, called for by the members, must be organised within a month of the submission of the request. If the Council fails to organise this meeting, those making the request are authorised to convene it themselves.

§ 2 All members shall be invited to the meeting of the Council at least fifteen days before the meeting is due to take place. Invitations shall be sent out by post, e-mail and shall contain the day, time, place, and agenda of the meeting of the Council.

§ 3 The agenda must not be deviated from at the meeting of the Council unless otherwise agreed by all members of the Council, meaning all those present or represented at this meeting.

§ 4 Decisions of the Council can be passed by unanimous written consent of the members of the Council. Prior to such cases it is required that the members of the Council are in unanimous agreement to a written decision-making progress.

Article 19: Participation Council

§ 1 Every member of the Council shall have the right to be represented by another member of the Council by means of a written proxy. A member may hold no more than three proxies.

§ 2 Each member of the Council shall have one vote.

§ 3 Should a member of the Council, either directly or indirectly, have a property rights-related interest that conflicts with a decision or action coming under the jurisdiction of the Council, then the member concerned must make this known to the other members before a decision is taken by the Council.
This Council member with a conflicting interest must remove himself from the meeting and shall refrain from participating in the consultation and voting on the matter concerned.
This procedure does not apply to conventional actions that take place in accordance with the terms and under the security of the measures that usually apply on the market to similar actions.

§ 4 The Council shall be chaired by the Chairperson or, should they be absent or otherwise prevented from carrying out their duties, by the person who assumes their statutory powers according to these articles of association.
Any deliberation by or decisions made by the Council shall be legitimate as long as at least one half of the Council members are present or represented at the meeting. If this quorum is not reached, the decision shall be postponed until a subsequent meeting.
Decisions shall be taken by means of a qualified majority vote and require a simple majority of votes cast using a digital tool, cast in person or by proxy. Abstentions or spoilt votes do not count as votes cast. In case of an equality of votes, the vote of the Chairperson of the Council shall be decisive.

§ 5 Minutes shall be taken at each meeting, and these shall be distributed to the participants who may amend the minutes within the next 2 weeks. The minutes shall be kept in an intranet or to a register especially for this purpose at the registered office of the Association where all members may inspect them.
The members may inspect the decisions of the Council in the intranet or in the register that is kept at the registered office of the Association. Should an auditor be appointed who is a member of the *Instituut van Bedrijfsrevisoren* (Belgian Institute of Auditors), the members shall retain their right of inspection.

§ 2 Any amendments to the articles of association must be lodged for publication made in the appendices of the Belgian Bulletin of Acts, Orders and Decrees in the 30 days they are. This also applies to any election, dismissal, or re-election of a director.

Article 20: Legal representation

§ 1 Without prejudice to the Council's general representative authority as a college, the Association shall only be bound legally vis-à-vis third parties, both judicially and extrajudicially, by the joint signature of the Chairperson of the Council and one other Council member. These members, acting on behalf of the Council, should not make apparent to third parties that any decision has been taken or that they hold any authority to do so.

§ 2 By a simple decision the Council can grant the power to represent the Association, both judicially and extrajudicially, to one or more people members of the Council, who, if more than one person is appointed, shall represent the Association together. The powers granted to these people shall be determined by the Council, who shall also decide how long they have these powers for.
These people may resign or be dismissed by the Council at any time.

Article 21: Committees

§ 1 The Council shall have the right to delegate specific matters to committees or working groups consisting of members or representatives of the members. The members of the committees or working groups are appointed by the Council, which is obliged to confirm each appointment.

§ 2 Active participation in a specific working group or committee is the requirement for membership of these committees or working groups.

§ 3 The Council shall appoint a Chairperson for each of the committees or working groups. It must confirm each appointment at least every two years.
The Chairperson of each committee or working group shall fulfil their duties in close co-operation with the Director.
The internal structure and working method will be determined by the Chairperson of the committee or working group in consultation with the members of the respective committee or working group, without prejudice to the authority of the Council.
The Chairpersons of the committees or working groups may suggest to the Council that external experts be appointed.

§ 4 The Council shall make decisions regarding the term of each committee or working group. The Council may decide that these committees and working groups are to have a permanent nature.
The research framework of the committees and working groups must be approved by the Council.

§ 5 Each year of activity the committees and working groups will produce a report on their activities.

Section 3: The Chairperson

Article 22: Election Chairperson

§ 1 The General Assembly shall, at the recommendation of one or multiple members, elect a Chairperson of the Association. The Chairperson shall be elected for a period of two years, extendable by a period of no more than one year. They shall not be remunerated for their services. The resigning Chairperson shall be eligible for re-election of a second mandate. Then they shall not be eligible for re-election of a third mandate until at least two years have passed since the end of their term of office.
The succeeding Chairperson may not come from the same country as their predecessor.

§ 2 The General Assembly shall, at the recommendation of one or multiple members, elect a Vice Chairperson of the Association for a period of two years. Like the Chairperson they shall not be remunerated for their services. Should a new Chairperson need to be elected, the Vice Chairperson at that time shall normally be elected the new Chairperson.

§ 3 An Honorary Chairperson can be elected by the General Assembly for an undetermined period. The Honorary Chairperson will be a former Chairperson of the Council. The Chairperson can employ the support of the Honorary Chairperson whenever they wish.

Article 23: Functions Chairperson

§ 1 The Chairperson shall chair the Council, the ordinary and the extraordinary General Assemblies.

§ 2 The Vice Chairperson shall replace the Chairperson whenever the latter is temporarily unable to fulfil their duties. In such a case the Vice Chairperson shall have the same rights as the Chairperson. Should the Chairperson be unable to carry out their duties for a period of more than three months, the General Assembly shall take action to find a permanent solution.

Section 4: The Director

Article 24: Nomination Director

§ 1 The Director – person in charge of the daily management of the Association - shall be appointed by the Council.

§ 2 The Council shall determine the length of its term of office and the terms of its appointment.

§ 3 The mandate of the Director can be withdrawn by the Council at any time with immediate effect.

Article 25: Functions Director

§ 1 The Director shall be responsible for the daily management and shall represent the Association in all matters that are necessary to ensure the normal running of the Association and which, either due to their lesser importance or due to the necessity to make an immediate decision, do not require any action by the Council or make such action undesirable. If necessary, these powers shall be exercised under the supervision of the Council.
The Director shall be responsible for managing the financial affairs of the Association and shall duly inform the Council and the General Assembly of the financial state of the Association.

§ 2 The Director shall, under the supervision of the Chairperson and in collaboration with the Council, exercise their powers within the limits and in the manner determined by the Council.

4: BUDGETS – ACCOUNTS – AUDITING

Article 26: Annual accounts

§ 1 The fiscal year shall run from the first of January to the thirty-first of December of the same year.

§ 2 Every year the Director shall put together the annual accounts and prepare a proposal for the budget. Both shall be presented to the Council that will in turn submit them to the General Assembly for approval within six months of the fiscal year ending.
The annual accounts shall be made up in accordance with the relevant provisions in the Belgian Companies and Associations code and their implementing orders.
After the annual accounts and the budget have been approved, the General Assembly shall make an announcement regarding the granting of discharge to the Council members for their services rendered and, if applicable, to the auditors.

§ 3 The Council shall ensure that within thirty days of their approval, and ultimately within 7 months after the closing of the fiscal year, the annual accounts are lodged in the intranet and at the registry of the Enterprise Court where the Association's dossier is kept, or, should the law require it, the National Bank of Belgium.

5: DISSOLUTION – LIQUIDATION

Article 27: Dissolution association

§ 1 Excepting in cases of dissolution involving the courts, or in cases of ipso jure dissolution, only the General Assembly shall be authorised to make decisions regarding the dissolution of the Association in accordance with the procedure set out in article 14, § 4 of these articles of association and the Belgian Companies and Associations Code.
Any member may suggest the dissolution of the Association.

§ 2 Should the decision be made to dissolve the Association, the General Assembly shall appoint one or more liquidators and shall determine their powers, unless the conditions for the dissolution and liquidation in 1 and the same deed are met.

Article 28: Liquidation

The net asset value remaining after the settlement of debts and payment of all expenses shall be transferred to an association or purpose with similar aims and a similar focus to this association. The General Assembly that makes the decision to dissolve the Association shall designate the association to receive the liquidation balance. Should the General Assembly fail to make a decision regarding the recipient of this balance, it will be decided by the liquidator(s).

6: GENERAL

Article 39: Dispute

In case of any dispute regarding the articles of association and in general anything not provided for in these articles of association, reference is made to the Belgian Companies and Associations Code.

Article 40: Approval ECMAR Rules

The Council may put together rules of procedure for the application of these articles of association, which may not be in conflict with the articles and must be approved by the General Assembly.

This act was issued privately in Brussels, on May 22nd, 2024, in 2 originals, one of which to be lodged at the registry and published in the Belgian Bulletin of Acts, Orders and Decrees. The other original shall be kept in the intranet or at the registered office of the Association.

This act has been approved during the extraordinary general assembly on May 22nd, 2024.

European Council for Maritime Applied R&D vzw
M. Florian CARRE
Authorised

Signature