

Amendment of Articles of Association, change of address and change of name

These Articles of Association (AOA) replace all articles and provisions of the AOA as they were published at the time of incorporation.

I. THE ASSOCIATION

Article 1. Name

The professional association (PA) is named ‘VerV Beroepsvereniging voor Ergonomie’ (Eng.: VerV Professional Association for Ergonomics), or in short ‘VerV Ergonomie’ (Eng.: VerV Ergonomics).

The PA was established under the name ‘Vlaamse Ergonomie Vereniging’ (Eng.: Flemish Ergonomics Association), or in short ‘VerV’, on 5/2/2016 in accordance with the provisions of the act of 18 March 1898, amended by the act of 28 February 2019 and any subsequent amendments, hereinafter referred to as ‘the NPO act’.

Article 2. Registered office

The NPO’s registered office is located in Flanders.

The Board is authorized to move the registered office within the same language area in Belgium.

In case the language of the AOA needs to be changed as a result of a relocation of the registered office, the General Assembly is the only party authorized to make this decision, taking into account the requirements for an amendment to the AOA.

Article 3. Objectives and purpose of the NPO

The objectives of the NPO are: to represent and defend the national and international interests of ergonomics prevention advisers, of internal prevention advisers active in ergonomics and of those interested in ergonomics; as well as to promote well-being at work in the broad sense.

VerV aims to provide a dynamic network for everyone involved in the field of ergonomics. It focuses on three working groups: office, care and industry.

Its purpose, i.e. the concrete activities through which the NPO achieves its objectives, include:

- Promoting ergonomics and well-being at work;
- Knowledge gathering and sharing through seminars and workshops;

- Contributing to ergonomics training programmes;
- Bringing together all those interested in ergonomics;
- Advising policy-making bodies on ergonomics.

In addition, the NPO may pursue any activities that directly or indirectly contribute to achieving its purpose, including incidental commercial and profit-making activities the proceeds of which will always be fully allocated for the realisation of its purpose.

The NPO may not directly or indirectly distribute or provide any capital gains to the founders, members, board members or any other person except for the non-profit purpose specified in the AOA. Any transaction that violates this prohibition will be deemed null and void.

Article 4. Duration of the NPO

The NPO is established for an indefinite period and may be dissolved at any time.

II. MEMBERSHIP

Article 5. Members and associate members

The NPO includes working members (hereinafter 'members') and associate members.

Article 6. Number of members

There should be at least four members.

Article 7. Membership

Any natural person may apply for membership.

The substantive conditions required to become a member of the NPO are as follows:

- be active in the field of ergonomics

Candidate members must apply in writing to the Board.

The Board decides autonomously on the acceptance of the candidate as a member at its next meeting. Their decision does not require a motivation and it cannot be appealed. If the Board refuses the admission of a candidate member, said candidate member cannot submit a new application until at least 1 year after the first application.

Article 8. Members' rights and obligations

All members may consult the register of members at the registered office of the association.

To do so, they must make a written request to the governing body and agree on a date and time to consult the register.

This register may not be moved.

In addition, all members will have all the rights and obligations set out in the Companies and Associations Code (CAC, Dut.: wetboek van vennootschappen en verenigingen / WVV).

Beyond that, membership also carries the following obligations:

- actively participate within the association

Article 9. Membership contribution

Members must pay an annual contribution which is set annually by the Board and which may not exceed 250 euros per year.

Article 10. Member resignation

At any time, any member may resign from the NPO by announcing their resignation by email to the Board.

In addition, members will be expected to resign and membership will be immediately and automatically revoked when the following circumstances arise:

- When the member no longer fulfils the condition(s) for membership in the NPO.
- When the member has not paid their contribution for the current year within two months of a written reminder.

Resignation by a member takes effect immediately.

If the resignation by a member causes the number of members to fall below the legal or statutory minimum, the resignation will be suspended until a replacement is found within a reasonable amount of time.

Article 11. Suspension of membership

If a member acts contrary to the objectives of the NPO, the Board may suspend that member's membership pending the General Assembly where a decision will be made on termination of the membership.

Article 12. Expulsion of members

A member's membership may be terminated at any time as a result of a special decision by the General Assembly at the request of the Board or at the request of at least 1/5 of the members, with due observance of the attendance and majority requirements for an amendment to the AOA.

The expulsion is scheduled with the name only. The member is informed of the reasons for the expulsion by the chairman of the Board. The member must be heard at the General Assembly and may have legal counsel present.

Voting on the termination of a member's membership is done by secret ballot.

Article 13. Exclusion of rights to the NPO's assets

No member, associate member, heir or successor of a deceased member, may enforce or exercise any claim to the assets of the NPO, nor can they reclaim any paid contributions.

This exclusion of rights to the assets of the NPO applies at all times: during the course of the membership, upon termination of the membership for any reason, upon dissolution of the NPO, etc.

Article 14. Affiliation of associate members

Any natural person, legal entity or organization which supports the NPO's objectives may apply for associate membership.

Candidates for associate membership must submit their online application to the Board.

The Board decides autonomously whether or not to accept a candidate for associate membership. This decision does not require a motivation.

Article 15. Associate members' rights and obligations

Associate members only have the rights and obligations defined in these articles.

Article 16. Associate membership contribution

Associate members must pay an annual contribution which is set annually by the Board and which may not exceed 250 euros per year.

Article 17. Associate member resignation

At any time, any associate member may resign from the NPO by announcing their resignation by email or by writing to the Board.

In addition, associate members are expected to resign when the following circumstances arise:

- When the associate member no longer fulfils the condition(s) for associate membership in the NPO.
- When the associate member has not paid their contribution for the current year within two months of a written reminder.

Article 18. Associate membership termination

The Board may terminate the membership of an associate member at any time.

The membership of an associate member who is a natural person will terminate by operation of law in the event of death.

III. GENERAL ASSEMBLY

Article 19. Composition of the General Assembly

The General Assembly consists of the members.

It is chaired by the chairperson, in their absence by the vice-chairperson, in their absence by the secretary.

Article 20. Competences of the General Assembly

The following exclusive competences will be exercised exclusively by the General Assembly:

1. the amendment of the AOA;
2. the appointment and dismissal of the directors and determination of their remunerations, if any;
3. the appointment and dismissal of the supervisory directors and determination of their remunerations, if any;
4. the discharge of the directors and supervisory directors, as well as, if applicable, the introduction of an action of association against the directors and supervisory directors;

5. the approval of the annual accounts and the budget;
6. the dissolution of the association;
7. the exclusion of a member;
8. the transformation of the NPO into an international NPO, a cooperative society recognized as a social enterprise or a licensed cooperation;
9. the contribution or acceptance for no consideration of a universality.

Article 21. Meetings of the General Assembly

The General Assembly must be convened at least once every year, within six months after the end of the financial year.

The Board may convene a General Assembly whenever it considers it necessary, in the cases provided for by law or by the AOA or when at least 1/5 of the members requests it.

Article 22. Invitation and agenda of the General Assembly

The General Assembly meetings will be convened by the Board.

If necessary, the General Assembly may be convened by the supervisory director. The General Assembly must be convened when 1/5 of the members of the association requests it.

The Board or, if applicable, the supervisory director, will convene the General Assembly within twenty-one days of the call for the meeting and the General Assembly will be held no later than the fortieth day after such request.

The invitation is sent at least fifteen days prior to the date of the General Assembly to all members, directors and supervisory directors by email, at their last specified address for that purpose.

The invitation will contain the date, time and place of the General Assembly, as well as a draft agenda.

A copy of the documents to be submitted to the General Assembly under the CAC will be sent without delay and free of charge to members, directors and supervisory directors who request it.

Any proposal signed by at least one twentieth of the members will be placed on the agenda. It must be submitted to the Board no later than 10 days before the date of the General Assembly.

Article 23. Attendance quorum at the General Assembly

The General Assembly may validly deliberate regardless of the number of members present or represented, except where the CAC or these AOA provide otherwise.

Article 24. Conduct of the General Assembly

The directors will answer the questions put to them by members, verbally or in writing, before or during the meeting, and which are related to the items on the agenda.

In the interest of the association, they may refuse to answer questions when the communication of certain information or facts may harm the association or is in breach of the confidentiality clauses entered into by the association.

Where appropriate, the supervisory director will answer questions put to them by members, verbally or in writing, before or during the meeting, and which are related to the items on the agenda on which he reports.

In the interest of the association, the supervisory director may refuse to answer questions when the communication of certain information or facts may harm the association or violate his professional secrecy or any confidentiality clauses entered into by the organisation. The supervisory director has the right to speak at the General Assembly in relation to the performance of his/her duties.

The directors and the supervisory director may choose to group their answers to different questions on the same subject.

Article 25. Voting at the General Assembly

Each member has one vote at the General Assembly.

Members who are unable to attend the General Assembly may be represented by other members.

Each member can only contain one proxy.

Decisions are taken by a simple majority vote by the present or represented members, except where the CAC or the articles provide otherwise.

In the event of an equality of votes, the person chairing the meeting at that moment has a casting vote.

The following decisions require a majority vote by 2/3 of the present or represented members, not counting abstentions in either the numerator or the denominator:

- Amendment of the AOA

However, if the amendment to the AOA concerns the purpose or non-profit objectives of the association, it will only be adopted if it obtained 4/5 of the votes (not counting abstentions in either the numerator or the denominator).

Article 26. Report of the General Assembly

A report of the decisions of the General Assembly will be kept at the NPO's registered office.

Every member has a right to inspect these reports.

In addition, a copy of the original reports of the General Assemblies will be sent to the members to inform them on the decisions of the General Assembly.

Associated members and third parties do not have a right to inspect the reports of the General Assembly.

IV. BOARD AND REPRESENTATIVES

Article 27. Composition of the Board

The NPO is governed by a Board composed of at least 4 and no more than 12 directors, who may or may not be members of the NPO.

Directors are appointed by the General Assembly, through a simple majority vote of the present or represented members, for a term of 3 years. Their mandate ends at the end of the annual meeting. Directors may be re-appointed 3 times into the same position.

The Board is chaired by Roeland Motmans.

The directors exercise their mandate free of charge. Any expenses made by them in carrying out their mandate as directors will be reimbursed upon presentation of the necessary supporting documents.

Article 28. Co-option of directors

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

The next General Assembly must confirm the mandate of the co-opted director.

Upon confirmation, the co-opted director will complete the mandate of his predecessor, unless the General Assembly decides otherwise.

In the absence of confirmation, the mandate of the co-opted director ends after the

General Assembly, without this affecting the regularity of the composition of the Board up to that time.

Article 29. Competences of the Board

The Board is competent to perform all acts of internal governance that are necessary or useful for the realisation of the purpose of the NPO, with the exception of those acts for which, by law or according to these AOA, the General Assembly is exclusively competent.

Without prejudice to the obligations arising from collegial management, in particular consultation and supervision, the directors may divide management tasks among themselves. This division of duties may not be relied upon against third parties, even after being made public. Non-compliance does, however, compromise the internal liability of the director(s) concerned.

The Board may delegate part of its competences to one or more third-party non-directors, provided, however, that such delegation cannot affect the overall policy of the non-profit association or the general competences of the Board.

Article 30. External right of representation of the Board

The Board, acting as a body, represents the NPO in all acts in and out of court.

It represents the NPO by the majority of its members.

Without prejudice to the general right of representation of the Board as a body, the NPO is also represented in and out of court by one director, who acts alone.

Without the consent of the General Assembly, the representative bodies may not perform legal acts related to the representation of the NPO in the purchase or sale of immovable property belonging to the NPO and/or the establishment of a mortgage.

These competence restrictions may not be relied upon against third parties, even after being made public. Non-compliance does compromise the internal liability of the representatives concerned.

The Board or the directors representing the NPO may appoint plenipotentiaries of the NPO.

Only special and limited powers of attorney for specific or a series of specific legal acts are allowed. The plenipotentiaries bind the NPO within the limits of their granted power of attorney, the boundaries of which are objectionable to third parties in accordance with what applies with regard to their mandate.

Article 31. Publication requirements of the Board

All instruments relating to the appointment, dismissal or resignation of the members of the Board and of the persons authorized to represent the NPO will be communicated to the Justice Federal Public service and published in the Annexes to the Belgian Official Journal. These documents must at least show whether the persons representing the NPO bind the NPO individually, jointly or as a body, as well as the extent of their competences.

Article 32. Meetings of the Board

The Board will meet after being convened by the chairperson as often as required by the interest of the non-profit association, and when requested and addressed to the chairman by a director.

Article 33. Attendance quorum and voting by the Board

The Board may validly deliberate and decide, regardless of the number of directors present.

Article 34. Board report

A report of the decisions of the Board will be kept at the NPO's registered office.

Every director and every member has a right to inspect these reports.

The Board's meeting minutes will be signed by the chairperson and the directors who request them; copies for third parties will be signed by one or more authorized representative members of the governing body.

Article 35. Conflict of interest

When the Board has to take a decision or consider a transaction falling within its powers, in which a director has a direct or indirect interest of a patrimonial nature that conflicts with the interest of the association, said director has to inform the other directors of this before the governing body takes a decision. His declaration and explanation on the nature of this conflicting interest will be included in the meeting minutes of the governing body having to take the decision. The Board is not permitted to delegate this decision.

The director with a conflict of interest may not participate in the Board's deliberations on these decisions or transactions, nor in the vote in that regard. If the majority of the directors present or represented have a conflict of interest, the decision or transaction

is submitted to the General Assembly; in case the General Assembly approves the decision or transaction, the Board may implement it.

This procedure does not apply to decisions of the Board that relate to customary transactions that take place under the conditions and with the securities normally applicable in the market for similar transactions.

Article 36. End of director's mandate by operation of law and on resignation

If the term of a director's mandate has expired, the mandate ends by operation of law at the next General Assembly.

In addition, a director is deemed to resign when he/she no longer meets the substantive conditions for becoming a director in the NPO, as stipulated in the AOA. Any such determination is made by the General Assembly.

Any director may resign by giving written notice to the chairperson of the Board.

When a director resigns, he must remain appointed until the General Assembly can reasonably arrange for his replacement.

A director's mandate ends by operation of law upon his/her death.

Article 37. Dismissal of directors

A director's mandate may be terminated at any time by the General Assembly through a simple majority vote by the present and represented votes.

Voting on the termination of a director's mandate is done by secret ballot.

V. DAY-TO-DAY MANAGEMENT

Article 38. The day-to-day management includes both acts and decisions that do not extend beyond the daily needs of the association, as well as those acts and decisions which, either because of their lesser importance, or because of their urgent nature, do not justify an intervention by the Board.

The Board may not delegate the daily management of the association, as well as the representation of the association with regard to that management to one or more persons.

The undersigned, _____ acting as director confirms that this declaration has been made truthfully.

Done at _____, on _____.

(Signature)