

ARTICLES OF ASSOCIATION ORGALIM AISBL

CHAPTER I – NAME, SEAT, PURPOSE, DURATION

Article 1 – Name

The association (hereafter the “Association” or “Orgalim”) is named Orgalim – Europe’s Technology Industries, in short Orgalim, and is incorporated under the form of an international non-profit Association, governed by the Code of companies and associations.

Article 2 – Seat

The seat of the Association shall be situated in the Region of Bruxelles-Capitale in the judicial district of Brussels. It is currently established at Boulevard Auguste Reyers 80, 1030 Brussels.

The seat may be transferred to any other place in the Region of Bruxelles-Capitale or in the French-speaking Region of Belgium by decision of the Board of Directors, which should be published in the Annexes of the *Moniteur belge* within one month.

Article 3 – Purpose

The purposes of the Association are:

- The study, with particular emphasis on their scientific, technical, pedagogic, economic and structural aspects of all matters relevant to the technology industries (the mechanical and electrical engineering industries, the electronics industry; and the metalworking industries) and similar industries using substitute raw materials, together with the search for and realisation of solutions to such problems on an international basis.
- The support to members from specific parts of the technology industries.
- The creation and distribution of legal publications supporting the international business of the technology industries.
- The provision of consulting services to representative entities from the technology industries.

The Association may carry out all acts or operations, and may take all steps or measures, which may help in achieving its declared purpose and in particular cooperation between its members and between their affiliated companies.

The Association is a non-profit making organisation. The Association may not take any action affecting the competitive efforts of individual members.

Article 4 – Duration

The Association is constituted for an indeterminate period.

CHAPTER II - MEMBERSHIP

Article 5 – Categories of Members

Orgalim comprises the following three categories of members:

- Full Members

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- Associate Members
- Corporate Members

Article 6 – Application for membership

6.1. Membership as Full and Associate Members

Written applications for membership as Full and Associate Members will be addressed to the Secretariat General of the Association.

Every application for membership implies complete adherence to the Articles of the Association, to all its rules and to all decisions of its decision-making organs.

Admission of Full and Associate Members are decided by the General Assembly.

In deciding on an application for membership the General Assembly shall not be required to give reasons for its decision, which shall be final.

6.2. Membership as Corporate Members

Written applications for membership as Corporate Member will be addressed to the Secretariat General of the Association.

Admission of Corporate Members is decided by the Board of Directors, taking into account any comments of Full Members after consultation.

In deciding on an application for corporate membership the Board of Directors shall not be required to give reasons for its decision, which shall be final.

Article 7 – Conditions for membership

7.1. Full Members

May become Full Members national non-governmental associations of European countries which are legal entities constituted in accordance with the law of their country of origin, which are regarded as representative in one or more of the fields of activity defined in Article 3 and accepted as such by the General Assembly acting in accordance with the provisions of Articles 11 and 12 of the present Articles of Association.

The founding members of the Association are Full Members.

7.2 Associate Members

May become Associate Members:

- national non-governmental associations of European countries, which are not part of the European Union, which are legal entities constituted in accordance with the law of their country of origin, which are regarded as representative in one or more of the fields of activity defined in Article 3 and accepted as such by the General Assembly, but which have not been accepted as Full Members.
- European sector associations that are legal entities constituted in accordance with the law of their country of origin, which are regarded as representative in one or more of the fields of activity defined in Article 3 and accepted as such by the General Assembly.

7.3 Corporate Members

May become Corporate Members, corporate entities which are regarded as representative in one or more of the fields of activity defined in Article 3 and accepted as such by the Board of Directors, acting in accordance with the provisions of Articles 15 and 16 of the present Articles of Association.

Article 8 – Rights and obligations of the members

8.1.

All the members have the following rights and obligations:

- the members shall have the same rights to benefit from the actions and initiatives of the Association.
- the members shall pay the membership fees in due time.
- the members shall comply with the provisions of the Articles of Association and the Internal Regulations as well as with any other decision or rule enacted on behalf of the Association.
- The members should abstain from any behaviour or action which would affect the good reputation of the Association or the other Members.

8.2.

Only Full Members are entitled to vote in the General Assembly.

Associate and Corporate Members are entitled to participate in the General Assembly without voting rights in an advisory capacity.

Article 9 – Termination of membership

9.1. Resignation

Any member may resign from the Association by giving written notice to that effect to the Director General. If such notice is given during the first six months of the financial year, it will take effect only at the end of the financial year. Notice of resignation received during the second half of the financial year will take effect only at the end of the following year.

Any resigning member must fulfil all its commitments to the Association until its resignation takes effect according to the above provisions.

Members which have resigned shall have no right of any kind in respect of the assets of the Association.

Any member shall be deemed to have resigned if it has not paid its annual subscription in full and, after notice from the Secretariat General remains in default of its obligations. If such resignation becomes effective during the first six months of the working year, the Association shall be entitled to claim payment of subscriptions due up to the date at which the resignation becomes effective and a sum equal to the subscription due up till the end of the current financial year.

If the resignation becomes effective during the second half of the year, the Association shall be entitled to claim payment of subscriptions due up to the date at which the resignation becomes effective, and a sum equal to the subscription due for the following financial year.

9.2. Withdrawal of membership

Members which cease to meet the membership criteria required under Article 7 shall ipso facto cease to be members of the Association.

9.3. Dismissal

A member may be dismissed only for serious reason and after a resolution for its dismissal has been passed by a majority of two thirds of the Full Members of the General Assembly.

Dismissal of a member can be justified if the membership is no longer deemed to be compatible with the purpose and functioning of the Association, for example due to the existence of restrictive measures and/or sanctions decided by the European Union against the country of the member or the member itself. Such decision is taken on the basis of an in-depth analysis of the impact of the membership on the purpose and functioning of the Association.

The member concerned shall be invited to defend itself by the Chair or Vice Chair of the Board following a proposal from the Board of Directors. Such invitation shall be sent by recorded delivery at least two weeks before the meeting of the General Assembly at which the matter is to be discussed.

The dismissal shall take effect on the date fixed by the General Assembly. The obligations of the dismissed member, and particularly its financial obligations towards the Association, shall be the same as those of a member which has resigned.

9.4.

Members which have ceased for whatever reason to belong to the Association shall likewise have no right to the assets of the Association.

CHAPTER III - GENERAL ASSEMBLY

Article 10

10.1.

The General Assembly of the Association shall be convened by its Chair or by the Director General and shall meet at least once a year at the place and on the date fixed in the invitation. It may also be convened at the request of one third of the Full Members. The invitation shall be sent to the members at least two weeks in advance, save in cases of urgency. The invitation shall be sent by electronic mail and/or ordinary mail.

The agenda of a meeting of the General Assembly shall be drawn up by the Chair in consultation with the Board of Directors and attached to the invitation letter.

The Full Members will have the possibility to ask that additional items be put on the agenda at the latest one week before the meeting.

10.2.

The General Assembly may be held virtually, without the Members physically attending the meeting at the same place, by telephone conference, video conference or any other appropriate means of communication.

Article 11

The General Assembly shall have plenary powers, including but not limited to:

- Appointment and dismissal of the members of the Board of Directors
- Decision on the financial conditions of the exercise and end of mandates of the members of the Board of Directors
- Admission and dismissal of Full and Associate Members.
- Approval of the annual accounts of the past financial year.
- Formal discharge of the members of the Board of Directors in respect of financial management in the past financial year

- Approval of the main policy lines to be followed by Orgalim on the basis of recommendations of the Board of Directors.
- Approval of the budget and the subscriptions for the coming financial year, following proposals by the Board of Directors.
- Appointment and dismissal of the Director General.
- Adoption of Internal Regulations on proposal of the Board of Directors.
- Dissolution and liquidation of the Association.
- Restructuration of the Association.
- Transformation of the Association.
- Appointment and dismissal of the auditor (if any).

Article 12

12.1.

Each Full Member will be represented at the General Assembly by one delegate with full powers (Member's Presidents, Director, and/or other empowered delegate).

Each Full Member shall have one vote.

12.2.

Without prejudice to the provisions of Article 21 (decision on dissolution), the General Assembly shall validly deliberate if at least half the Full Members are present or represented.

Each Full Member can be represented at the General Assembly by another Full Member with a proxy. However, the maximum number of proxies that may be held by a single Full Member will be limited to three.

If the Board of Directors deems it appropriate, an absentee vote can be organised. In this case, each Full Member can vote remotely before the General Assembly through an electronic voting form and in accordance with the conditions defined by the Board of Directors. The Board of Directors must be in a position to control: (i) the identity of the Member, (ii) the number of voting rights and (iii) for each of the resolutions which shall be taken by the General Assembly pursuant to the agenda, the mention "yes" or "no" or "abstention"; the postal vote can be exercised until the day before the General Assembly.

If the quorum required is not met at the General Assembly, a new General Assembly shall be convoked under the same conditions which shall validly and definitely deliberate without any consideration of the number of members present or represented.

The decisions shall be made on the basis of a two thirds majority by those Full Members who are present or represented, abstentions being disregarded.

However, when a question concerns exclusively the Full Members of Orgalim by virtue of their membership of the EU, EEA or EFTA, the corresponding decisions will be taken only by those members concerned; the other members of Orgalim will not take part in the vote.

12.3.

The decisions of the General Assembly will be recorded in a register kept at the headquarters of the Association.

Article 13

The General Assembly shall elect among its members a Chair and a Vice-Chair for a maximum period of two years.

Unless their function within the Board of Directors changes, a Chair or Vice-Chair shall be eligible for re-nomination only after the expiry of two years following the end of his/her first term of office.

The Chair and Vice-Chair of the General Assembly are respectively the Chair and Vice-Chair of Orgalim and the Chair and Vice-Chair of the Board of Directors.

CHAPTER IV - BOARD OF DIRECTORS

Article 14

14.1.

The Association shall be managed by a Board of Directors whose members are elected by the General Assembly from among the Full Members, for terms of two years which can be renewed.

14.2.

The minimum number of Directors on the Board of Directors will be six and the maximum fifteen. The number of Directors may never be higher than the number of Full Members of the Association less one.

The following persons will necessarily be members of the Board of Directors:

- The Chair of the Board of Directors (the "Chair of Orgalim").
- The Vice Chair of the Board of Directors (the "Vice Chair of Orgalim").
- The immediate Past Chair of the Board of Directors.
- The Chair of the Policy Committee.

The term of the function of Chair, Vice-Chair, and Policy Committee Chair is limited to two years. Re-election is possible if their term of office in this function has been interrupted for at least 2 years as stated under Article 13.

14.3.

When, in the course of his/her mandate, a Director ceases the functions which he/she occupied within the Association at the time of his/her election, he/she shall be deemed to have resigned from his/her function within the Board of Directors.

Article 15 – Powers and duties of the Board of Directors

The Board of Directors is in charge of the administration of the Association and the management of all its activities.

The Board of Directors possesses for this purpose full power of management, including the right to perform all administrative acts and other necessary arrangements.

It is inter alia in charge of the following duties:

- Preparing the main policy lines of Orgalim's annual work programme for approval by the General Assembly.
- Providing recommendations to the General Assembly on applications for membership.
- Full power of management including the right to perform all administrative acts and other necessary arrangements including legal proceedings.
- Deciding on policy or administrative matters referred to it by the Policy Committee, horizontal working groups, i.e. working groups whose activities concern more than one industry branch represented by the Association (such as the Legal Affairs working group) or the Director General, as long as these are within the guidelines accepted by the General Assembly.

- Ensuring the financial management of the Association, preparing of budgets, annual accounts, including proposals of subscriptions for approval of the General Assembly and the control of expenditure.
- Setting up and dissolving the Policy Committee and working groups.
- Admission and dismissal of Corporate Members.

Article 16

16.1.

The Board of Directors shall meet at least three times a year at dates agreed by the Board.

Other meetings shall be called by the Chair of the Board of Directors or upon request of at least one quarter of the members of the Board of Directors.

Meetings shall be convened by electronic mail at least 14 days in advance, save in case of urgency.

Where any member of the Board of Directors is unable to attend a meeting, he/she may appoint a representative from within the Board of Directors with full authority to act in his/her stead. However, the maximum number of proxies that may be held by a single member will be limited to two.

16.2.

The Board meeting may be held virtually, without the Members physically attending the meeting in the same location, by telephone conference call, videoconference or any other appropriate means of communication. The Board is chaired by the Chair or, in his/her absence, by the member of the Board appointed by the other members taking part in the meeting.

16.3.

The Board of Directors can only act if at least half of the members are present or represented.

All decisions of the Board shall be taken on the basis of a two thirds majority vote of members, abstentions being disregarded. Each member of the Board of Directors shall have one vote.

16.4.

The decisions of the Board of Directors will be recorded in a register kept at the headquarters of the Association.

Article 17

All acts binding the Association, other than those of day-to-day management, shall be valid only if signed jointly either by two members of the Board of Directors or by one member of the Board and the Director General, acting jointly.

All legal proceedings, whether as plaintiff or as defendant, shall be conducted, in the name of the Association, by the Board of Directors represented by its Chair, acting solely, or by its Vice Chair, acting solely, or by the Director General, acting solely, or by any other person appointed for this/her purpose by the Board of Directors.

CHAPTER V – DIRECTOR GENERAL

Article 18

The Director General is appointed by the General Assembly. He/she may be dismissed by the General Assembly voting by a majority of two thirds of the members present or represented and in accordance with the provisions of Belgian legislation.

The Director General is responsible for operation of the Association's secretariat. He/she is responsible for the daily management of the Association in accordance with the general guidelines which he/she receives from the Chair of the Association. He/she operates under the supervision of the Board of Directors.

CHAPTER VI – AUDITOR

Article 19

The Board of Directors may have the accounts audited by an independent auditor who will be appointed by the General Assembly.

The Auditor shall have to be appointed when the conditions of Article 3:47, § 6 of the Code of companies and associations are met.

CHAPTER VII – POLICY COMMITTEE, WORKING GROUPS, TASK FORCES AND SUBGROUPS

Article 20

20.1.

The Board of Directors can set up and dissolve Policy Committee, Working Groups, Task Forces or any other type of Subgroups on any matters relevant to the purpose of the Association. The Board of Directors will define the structure, issues, working methods of these committees and groups, taking into account the following: these will have a consultative role and can in no way encroach upon the rights of the General Assembly or the Board of Directors.

20.2.

Each group will elect a Chair, who will organise the work of the group, supported by one or more Vice Chairs if required.

The structure, tasks and working methods of the Policy Committee, Working Groups, Subgroups and Task Forces are defined in detail in the Internal Regulations.

CHAPTER VIII – AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION

Article 21

On a proposal from the Board of Directors, the General Assembly may amend the Articles of the Association, pronounce its dissolution, its adherence to any other international body or its withdrawal from any such body.

Amendments to the Articles of Association and the dissolution of the Association will be decided upon by two thirds voting majority of the Full Members present or represented at the General Assembly convened for this purpose.

However, the dissolution of the Association may be pronounced only if at least three quarters of the Full Members are present or represented.

Article 22

In case of dissolution and liquidation of the Association, the General Assembly shall appoint one or more liquidators and shall fix the destination of the net assets of the Association after liquidation (if any). After dissolution, the net assets will be attributed by the General Assembly to a non-profit organisation with a similar or closely related purpose to that of Orgalim.

All expenses and liabilities arising on dissolution shall be apportioned among the members by the General Assembly based on the proposal of the Board of Directors.

CHAPTER IX – OTHER MATTERS

Article 23

The General Assembly may, on a proposal from the Board of Directors, adopt one or more Internal Regulations, which shall be binding on all the members. Such Internal Regulations will complete the Articles of Association, without however, in any way, infringing their stipulations.

The version of the Internal Regulations in force at the date of signature of the present Articles of Association is the version adopted by the General Assembly of 26 May 2020.

Article 24

All questions not covered by these Articles of Association or by any regulations made for their application shall be settled in accordance with Belgian law.