



Association Internationale de la Savonnerie, de la Détergence et des Produits d'Entretien
International Association for Soaps, Detergents and Maintenance Products

Statutes of A.I.S.E. (as amended on 15 June 2021)

Article 1 - Name and Foundation

The Association Internationale de la Savonnerie, DE LA DETERGENCE ET DES PRODUITS D'ENTRETIEN (hereinafter referred to as 'A.I.S.E.')

was founded as an International Non-Profit Association in accordance with Belgian law.

A.I.S.E. is governed by the provisions of the Companies and Associations Code applicable to international non-profit associations.

Article 2 - Aims

A.I.S.E. is a non-profit making body. Its aims are:

1. to examine all questions relating to the industries concerned with soaps, detergents, maintenance and other related products for domestic, industrial and institutional use (hereinafter referred to as "the Sector");
2. to promote the common interests and the knowledge of the industry represented by its members;
3. to represent members in dealing with competent supranational official or professional bodies on all occasions when combined action is judged to be necessary;
4. to co-operate, as far as possible, with supranational authorities in the preparation of regulations which could affect the activities of the industry it represents;
5. to provide guidance for the members by its recommendations;
6. to collect, exchange and disseminate all information necessary for the achievement of its aims.

In the achievement of its aims A.I.S.E. will ensure that the proposed measures will not interfere with free competition and will respect the interests of the industry as a whole.

Article 3 - Registered office

The registered office of A.I.S.E. is located at 1160 Brussels (Auderghem), Boulevard du Souverain 165, 4th floor, Brussels-Capital Region.

To the full extent permitted by law, it can be moved to another location in Belgium pursuant to a decision of A.I.S.E. Board to be published in the Annexes of the Belgian Official Gazette. In such case, the Board is entitled to establish the coordinated version of the Statutes and to file it with the Commercial Court.

Article 4 - Duration

No term is set for the existence of A.I.S.E. so long as it consists of at least three National Association members of different nationalities and three Company members.

Article 5 - Membership

A.I.S.E. is composed of 5 categories of members:

- Ordinary members: Ordinary National Associations members and Ordinary Corporate members;
- Supporting Corporate members;
- Corresponding Corporate members;
- Extraordinary members;
- Associate members.

1. Ordinary members

1.1 Ordinary National Association members

Organisations based in a Member State of the European Union (EU), in a Member State of the European Free Trade Association (EFTA) or in a former Member State of the European Union (former EU) may be admitted to Ordinary membership as Ordinary National Association members if they meet the following conditions:

- a) They must be legally constituted by virtue of the law of their state of establishment;
- b) they must be representative of the Sector in the country where they are constituted;
- c) They must consist of, or include, groups of industrial companies operating in the Sector and must have as their purpose the protection of their common interests;
- d) They are able to demonstrate that they may contribute to the pursuit of the aims of A.I.S.E. as defined in Article 2.

Save for exceptional circumstances, there shall be only one organisation admitted to Ordinary Membership in each country except that the associations in those countries where there were multiple National Association members at the date of 18 November 2004 (date upon which A.I.S.E. has been granted a full legal status) may remain Ordinary Members.

National Associations pay a membership fee in accordance with the rules laid down in Article 23 and have the right to vote.

1.2. Ordinary Corporate members

Companies may be admitted as Ordinary Corporate Members if they meet the following condition:

Companies operating in the Sector¹ in at least 30% of the countries represented in A.I.S.E. and full members of the National Association members of A.I.S.E. in at least 75% of the countries in which they operate and which have a National Association member of A.I.S.E. may be admitted to Ordinary Membership as “Ordinary Corporate members”.

For these purposes a company ‘operates’ in a country if it owns (jointly or solely) a manufacturing facility or sales force or has a significant distribution network in that country.

Ordinary Corporate members pay a membership fee in accordance with the rules laid down in Article 23 and have the right to vote.

2. Supporting Corporate Members

Companies may be admitted as Supporting Corporate members if they meet the following conditions:

- They must be operating in the Sector in at least 2 but less than 30% of the countries represented in A.I.S.E.

For these purposes a company ‘operates’ in a country if it owns (jointly or solely) a manufacturing facility or sales force or has a significant distribution network in that country.

and

- They are full member of the National Association members of A.I.S.E. of the countries in which they operate and which have a National Association member of A.I.S.E. as follows:
 - if operating in 2 countries: at least 1 National Associations
 - if operating in 3 Countries: at least 2 National Associations
 - if operating in more than 3 countries: at least 75% of National Associations.

In countries where two National Associations are present, the Supporting Corporate Member shall be member in at least one National Association.

Supporting Corporate members pay a membership fee in accordance with the rules laid down in Article 23 and have the right to vote.

3. Corresponding Corporate Members

Companies operating in the Sector in at least one of the countries represented in A.I.S.E., and full member in at least 1 National Association in the countries herein may be admitted to membership as “Corresponding Corporate member”.

In countries where two National Associations are present, the Corresponding Corporate member shall be member in at least one National Association.

For these purposes a company ‘operates’ in a country if it owns (jointly or solely) a manufacturing

¹ With the exception of retailers which can only apply to be « Associate members » as per the criteria laid down in 5.d.

facility or sales force or has a significant distribution network in that country.

The basis for the participation of the Corresponding Corporate members in the work of A.I.S.E. is strictly consultative.

Corresponding Corporate member pay a membership fee in accordance with the rules laid down in Article 23 and are not entitled to vote.

4. Extraordinary members

Organisations based in a state outside the European Union (EU) or the European Free trade Associations (EFTA) may be admitted as Extraordinary members if they meet the following conditions:

- a) They must be legally constituted by virtue of the law of their state of establishment;
- b) They must be representative of the Sector in the country where they are constituted;
- c) They must consist of, or include, groups of industrial firms operating in the Sector and must have as their purpose the protection of their common interests;
- d) They are able to demonstrate that they may contribute to the pursuit of the aims of A.I.S.E. as defined in Article 2;

The basis for the participation of the Extraordinary Members in the work of A.I.S.E. is strictly consultative. They have no voting rights.

Extraordinary members pay a membership fee in accordance with the rules laid down in Article 23.

5. Associate members

Finally, organisations or companies may be admitted as Associate members if they meet the following conditions:

- a) They must be legally constituted by virtue of the law of their state of establishment;
- b) They are able to demonstrate that they have an established link to the Sector and that they may contribute to the pursuit of the aims of A.I.S.E. as defined in Article 2;
- c) They do not meet the eligibility requirements of any other category of member.
- d) Finally, as far as companies are concerned, they must (i) operate as a supplier to the Sector, or a retailer or a manufacturer of cleaning appliances, and (ii) they must be based in the Member State of the European Union (EU) or in a Member State of the European Free Trade Association (EFTA).

The basis for the participation of the Associate Members in the work of A.I.S.E. is strictly consultative and they have no voting rights. Their access to information is limited.

Associate members pay a membership fee in accordance with the rules laid down in Article 23 and do not have the right to vote.

6. Shift of membership

If a member of one category does not meet any longer the eligibility requirements of its category but meets the eligibility requirements of another category of member, it must notify promptly this shift of membership to the Board. In its notification, the member must indicate whether it resigns from A.I.S.E. following this change of membership, in compliance with the provisions of Article 7, or whether it wants to be admitted in the new category. In the latter case, the member will be deemed to be admitted into the new category - and, if applicable, the composition of the Board will be adapted accordingly - as from the 1 January of the year following the notification of the member regarding its change of category. Failing such notification, the member will be deemed to be admitted into the new category as from the end of the forthcoming meeting of the General Assembly upon which such shift of membership will have been brought to the knowledge of A.I.S.E.

7. Register of members

A register containing an up-to-date list of all members of A.I.S.E. will be held at the registered office. The register will be considered as the only valid proof of membership.

Members may get access to the register at the registered office of A.I.S.E.

8. Services and access to information of Members

The level of service provided to Corresponding Corporate Members, Extra-ordinary members and Associate members is limited in comparison with that provided to the Ordinary Members and the Supporting Corporate Members.

Access to information either via mail, e-mail, faxes or extranet, and access to the various working bodies granted to the Members shall be limited as follows:

- Meeting minutes of the General Assembly shall be made available to all members;
- Board, Management Committee, National Associations Committee & Companies Committee meeting minutes shall be made available to Ordinary members, Supporting Corporate members and the Extraordinary members. They may be made available (in full or extracts) to other categories of members on a need-to-know-basis;
- Participation in and access to information from non-statutory bodies shall be open to Ordinary members, Supporting Corporate members, Extraordinary members. For Corresponding and Associate members for which participation/access to information is project dependent;
- Various A.I.S.E. newsletters, flashes, minutes of workshops and various A.I.S.E. publications shall be made available to all members;
- Access to the Extranet shall follow this split.

Article 6 - Applications for Membership

1. Applications for admission must be submitted in writing to the Board which, after examination, will submit them to the General Assembly for decision.

An applicant will be informed in writing of the recommendation of the Board to the General Assembly as to its membership. The applicant is invited to attend the General Assembly meeting where the final decision on their membership is to be taken. A letter will then be sent to formally

inform the applicant of the final decision of the General Assembly.

An application will be accepted if approved by a majority of two-thirds of the votes at the General Assembly. Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator). The decision taken by the General Assembly is final and no reason need be given for any decision.

2. Every application for National Association membership must include, in addition to a copy of the Statutes of the applying organisation, all information necessary for the assessment of its eligibility for membership, in particular the estimated total market share by value and volume of the companies which are member of the applying National Association.

3. Applications for Company membership must include all information necessary for the assessment of eligibility for membership as defined in article 5.2.

4. An application for membership may be declined by the Board if the application does not contain sufficient information to permit the General Assembly to assess the applicant's eligibility for membership.

Article 7 - Withdrawal from Membership

Any member may withdraw from A.I.S.E. by submitting its resignation in writing (registered letter) to the Board not less than twelve months before the end of A.I.S.E.'s financial year (1 January - 31 December). The resignation comes into force at the end of that financial year.

Should a member submit its resignation less than 12 months before the end of A.I.S.E. financial year, the resignation will only come into force at the end of the following financial year.

Resigning being a unilateral act, resignations may only be cancelled once in two consecutive years.

The resigning member remains liable for the payment of the membership fees due until the date upon which its resignation comes into force.

With regard to project funding, the resigning member remains liable for the payment of the funding due for the stage of the project until the date upon which its resignation comes into force.

Article 8 - Suspension and expulsion from Membership

1. Any member which has not paid its membership fee within six weeks from the date of dispatch of a demand for payment sent by registered letter, will be considered as having resigned as from the expiry date of the demand for payment, without prejudice to the obligation of the member to fully comply with its financial obligations, as described in Article 7.

2. In addition, and to the extent permitted by law, membership is deemed to automatically end at the date upon which a Court pronounces the bankruptcy of a member, or in the case of arrangement with creditors, winding up or any similar situation, at the date upon which such situation is being

decided, either voluntarily or by the decision of a Court.

The member remains liable for the payment of the membership fees due until the date upon which its resignation is deemed to come into force.

With regard to project funding, the member remains liable for the payment of the funding due for the stage of the project until the date upon which its resignation is deemed to come into force.

3. Any member which (i) no longer meets the requirements set out in Article 5, (ii) intentionally places obstacles in the way of A.I.S.E.'s activities or (iii) refuses to abide by its Statutes, the Internal Rules or the decision of the bodies of A.I.S.E., may be expelled by a decision of the General Assembly taken with a majority of two-thirds of the votes cast, after having heard representations in the defence of the member concerned. Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

The expulsion decision sets forth the grounds on which the expulsion is based but, this apart, the decision does not need to be justified and is final. The Director General will send a copy of the decision to the expelled member by registered letter, within fifteen calendar days. The expulsion shall come into force immediately.

The expelled member remains liable for the payment of the membership fees due until the end of the financial year during which the expulsion comes into force.

With regard to project funding, the expelled member remains liable for the payment of the funding due for the stage of the project until the date upon which its expulsion comes into force.

4. Until there is a decision by the General Assembly, the Board is entitled to suspend the member (including its voting right as the case may be) for whom there exist serious and consistent indications of breaches of the obligations referred under Article 8.3, notwithstanding the obligation of the suspended member to fulfil its financial obligations (membership fees and project funding, as the case may be).

A member who has resigned or is considered as having resigned, been suspended or been expelled, shall have no claim against the assets of A.I.S.E.

Article 9 - The General Assembly

The General Assembly is the governing body of A.I.S.E.

The General Assembly shall be composed of all the members of the association.

Each member entitled to vote shall appoint one delegate to carry its vote at the General Assembly. Members are to clearly identify the delegate who has been appointed to exercise the vote on their behalf.

In case of two or more National Association members in one country, the delegates of these National Associations are entitled to only one common vote, to be cast by the delegate to whom they have given this authority.

If the different delegates of the country cannot agree on one delegate to cast their one vote, those members are considered to be present at the meeting but to have abstained from voting.

A member may give a proxy to any other member provided that no member may hold more than one proxy. As an exception to the foregoing, a member can be represented by a proxy holder of its

choice, in the event that the law provides that the decisions of the General Assembly need to be taken by notarial deed. A proxy holder may act for an unlimited number of members.

Extra-ordinary members, Corresponding Corporate members and Associate members are invited to attend the meetings of the General Assembly in a consultative capacity as they do not enjoy voting rights.

Third parties may be invited to attend a meeting of the General Assembly as observers, on proposal of the Board of Directors. They may voice their opinion but do not have the right to vote.

Article 10

The General Assembly meets at least once a year in an ordinary meeting on being convened by the Board by ordinary mail, email, fax or any other written means of communication.

It must additionally be convened in an Extraordinary Meeting by the Chairman or, in his absence, by one of the Vice-Chairmen, either on request of at least one-fifth of its members or at the instance of the Chairman or in his absence one of the Vice-Chairmen, as often as the interests of the A.I.S.E. require.

The venue of each meeting is decided by the Board, account being taken of the suggestions put forward by the General Assembly.

Moreover, the decisions of the General Assembly may also be taken by written resolutions (communicated to the members by post or email or any other means of communication), by conference call, by videoconference or by web-conference. Decisions taken by written resolutions, conference call, videoconference or web-conference are deemed to take place at the registered office of the Association. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter. Decisions taken by conference call, videoconference or web-conference are deemed to come into force on the date of the meeting.

Article 11

Notices of meetings will include the agenda and the proposals which are to be submitted by the Director General and will be sent to the members at least 28 days in advance of the meeting.

In case of urgency, shorter notice may be given, but decisions taken will not be valid unless the General Assembly, duly convened, declares the urgency justified.

The agenda is proposed by the Board, which must include in it any additional items submitted by any of the members.

Proceedings of the General Assembly shall be valid provided at least two-thirds of both its National Association and Company members are represented by a delegate or proxy.

In case the above-mentioned quorum is not attained by the beginning of a duly convened meeting of the General Assembly, the meeting shall be adjourned for 28 days and the resumed meeting shall have no quorum requirement.

Article 12

The General Assembly will take the following decisions necessary for the achievement of A.I.S.E.'s aims:

1. the appointment and dismissal of the Members of the Board in conformity with article 14 hereinafter;
2. the election and dismissal of the Chairman and two Vice-Chairmen of the Board and the Treasurer;
3. the admission and expulsion of members;
4. the fixing of annual membership fees;
5. the approval of the Budget and Annual Accounts;
6. the appointment and dismissal of Auditors;
7. the discharge of the members of the Board from their responsibilities;
8. in accordance with article 18, the split of regional representation on the Board proposed by the National Association members;
9. the dissolution of the Association, and the amendment of the Association's Statutes.

Article 13

Decisions of the General Assembly require a simple majority vote of each of both, the group of "National Association Members" and the group of "Company Members" present or represented, unless otherwise expressly provided in these Statutes. Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

The group of "National Association members" shall comprise members as defined under Article 5.1.1 Ordinary National Association members. The group of "Company members" shall comprise members as defined under Article 5.1.2 Ordinary Corporate Members and under Article 5.2 Supporting Corporate members.

Each member as defined under Article 5.1.1 Ordinary National Associations members shall be entitled to one vote within their respective constituency as defined previously.

Each member as defined under Article 5.1.2 Ordinary Corporate members shall be entitled to 10 votes within their respective constituency as defined previously.

Each member as defined under Article 5.2 Supporting Corporate member shall be entitled to 1 vote within their respective constituency as defined previously.

Decisions concerning modifications to these Statutes or the dissolution of A.I.S.E. require an 80% majority of the votes of each of the National Association members and of the Company members present or represented to be approved. Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

Article 14 - The Board

1. Each year there shall be constituted the Board of the A.I.S.E., on the basis of the following rules:

- I. The Board shall consist of an even number of members, with a minimum of six (6) members all appointed by the General Assembly.
- II. Each Company member as defined in Article 5.1.2 shall have the right to propose the appointment of one member.
- III. Supporting Corporate members as defined in Article 5.2 shall have the right to propose collectively the appointment of one member, being understood that they will have the right to propose collectively the appointment of 2 members as from the moment their number exceeds 6.
- IV. The National Associations Committee, acting in accordance with Article 18, shall have the right to propose an equal number of members as there are members appointed on the proposal of both Ordinary Corporate members and Supporting Corporate members.

2. The Board can appoint and dismiss two observers at most who will hold an advisory function in the Board. Observers do not have the right to vote. They have the right to be convened and to attend all meetings of the Board, unless otherwise decided by the Board.

3. The office of the members of the Board will expire at the end of the second next ordinary meeting of the General Assembly that approves the Budget and the Annual Accounts and discharges the members of the Board.

The office of the observers will expire at the end of the next ordinary meeting of the General Assembly that approves the Budget and the Annual Accounts and discharges the members of the Board.

The office of members of the Board and observers is not remunerated, unless otherwise provided by the General Assembly or the Board for the observers. Members of the Board and observers shall be eligible for re-appointment.

4. In the event that a vacancy occurs, or that an additional Board member should be elected (e.g. as per the provision set in Article 14.1.iii or in Article 5.6), a new member of the Board or an observer can be appointed by the Board, in accordance with the provisions of Article 14.1 or 14.2. The term of office of the new Board member or of the replacing member or observer shall expire at the same time as the term of the Board members or observers currently in office. The confirmation of the appointment of the new member of the Board is submitted for approval to the next meeting of the General Assembly.

5. The General Assembly shall elect from the members of the Board a Chairperson, two Vice-Chairpersons and a Treasurer, all of whom shall hold office for two years, provided they remain Board members.

They shall be eligible for re-election provided that no person may hold the position of Chairperson or Vice-Chairpersons for a continuous period exceeding four years.

Apart from exceptional circumstances, the Chairperson shall be elected from Members of the Board. In any case, the Chairperson must belong to the Sector and to a company member of a National Association.

One Vice-Chairperson shall be elected on the basis of a proposal made by the Companies Committee,

the other one on the basis of a proposal made by the National Associations Committee.

The Chairman of the Board is the President of the A.I.S.E. If the President of the A.I.S.E. is hindered in fulfilling his duties as President of the Association, the eldest of the two Vice-Chairmen elected by the Board will take over his duties. The Vice-Chairperson is bound to inform the President as soon as possible, of all decisions taken during his absence.

Article 15

The Board has all powers, except those that are reserved by law or the Statutes to the General Assembly.

The Board is responsible for proposing changes in A.I.S.E.'s Statutes to be approved by the General Assembly.

The Board submits the Budget and Annual Accounts and reports on the strategy and the annual work programme of A.I.S.E. to the General Assembly.

The Board is responsible for the engagement, the remuneration and other benefits of the personnel of the general secretariat in accordance with Article 21.

The Board is responsible for adopting and amending Internal Rules.

The Board shall meet as often as the interests of A.I.S.E. require and at least two times a year in addition to a meeting to be held in conjunction with the yearly Ordinary General Assembly meeting. The Board is convened by the Chairperson or by any three of its members either by fax, email or ordinary mail. The notice shall be sent at least eight calendar days prior to the meeting. The notice period of at least eight calendar days may be shortened to two days in the case of urgency duly justified. Its proceedings shall be valid if more than half of its members are present in person or represented by proxy.

Each member of the Board is entitled to one vote. A member of the Board may be represented by another member of the Board, it being understood that a member can only carry one proxy. Decisions are taken on the simple majority of the votes with the Chairperson having a casting vote in the event of a tied vote. Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

Voting is by secret ballot when the Board takes decisions relating to individuals.

Decisions may also be taken by written resolutions, by conference call, by videoconference or by web-conference, in accordance with the rules laid down in the Internal Rules. Decisions taken by written resolutions, conference call, videoconference or web-conference are deemed to take place at the registered office of A.I.S.E. Decisions taken by written resolutions are deemed to come into force on the date mentioned in the letter. Decisions taken by conference call, videoconference or web-conference are deemed to come into force on the date of the meeting.

Article 16

A.I.S.E. shall be validly represented with respect to all acts including courts proceedings, by the joint signature of two members of the Board, one of which being the Chairperson or a Vice-Chairperson, who shall not be obliged to offer proof to third parties of a prior decision of the Board.

The Director General shall individually represent A.I.S.E. with respect to all acts of daily management and also in court proceedings within the limits of daily management, and shall not be obliged to offer proof to third parties of a prior decision of the Board.

A.I.S.E. is also validly represented by an attorney-in-fact, within the limits of his/her power-of-attorney.

Article 17

The discussions and decisions of the statutory and ad hoc bodies are recorded in minutes which are sent to the Chairperson for written confirmation before they are circulated to the other members of the body. The draft minutes are then put for approval at the next meeting. The approved minutes of the General Assembly meetings will also be put for signature to the attendees of the meeting at which they are approved.

Copies of these Minutes are made available to the members.

A register of the decisions of the General Assembly and of the Board of Directors is kept at the headquarters of A.I.S.E.

Article 18 - The National Associations Committee

There shall be a National Associations Committee which consists of the persons in charge of the Secretariats of the National Association members. Each National Association member may send one delegate.

It shall meet as often as necessary and when convened by its Chairperson or the Director-General.

The Committee shall elect a Chairperson and a Vice-Chairperson.

The Committee shall consider all matters within its sphere of interest and in particular shall determine the persons to be proposed for appointment as members of the A.I.S.E. Board.

In proposing such members for appointment it shall nominate in accordance with Article 14, at least one to represent each of the clusters of countries specified from time to time by the Board on the recommendation of the Committee of National Associations. In case the number of seats at the Board exceeds the number of clusters, the National Associations Committee will nominate additional representatives.

The Committee is entitled to submit proposals to the Board and to the General Assembly.

The powers of the Committee shall be consultative.

Article 19 - The Companies Committee

There shall be a Companies Committee open to all corporate members with a vote at the Board and General Assembly. Each Corporate member shall be entitled to nominate one delegate and shall have one vote.

It shall meet as often as necessary and when convened by its Chairperson or the Director-General.

The Committee shall consider all matters within its sphere of interest and in particular, shall determine the persons to be proposed for election as members of the A.I.S.E. Board.

The Committee is entitled to submit proposals to the Board and to the General Assembly.

The Committee shall elect a Chairperson and a Vice-Chairperson.

The members of the Board elected on the proposal of the Committee who are not otherwise members of the Committee may attend its meetings as an observer.

The powers of the Committee shall be consultative.

Article 20 - Management Committee, Task Forces and Working Groups

There may be appointed a Management Committee responsible to the Board for the development and execution of the work programme of A.I.S.E. and the creation of Task Forces and Working Groups necessary for the accomplishment of the aims of the association.

The members of any such Management Committee and its Chairperson shall be determined by the Board and may be varied at any time by the Board. It shall meet as often as necessary when convened by its Chairperson.

The Management Committee or in its absence the Board may create ad-hoc Task Forces and Working Groups on specific issues subject to terms of reference determined by it.

The powers of the abovementioned Committees and Groups shall be consultative.

Article 21 - The General Secretariat

The Board appoints the Director General of the A.I.S.E.

The Director General shall be responsible for the day-to-day management of the affairs of A.I.S.E.

The Director General organizes and directs the General Secretariat of A.I.S.E. in accordance with the directions of the Board transmitted by the Chairperson or, in his absence, by the Vice-Chairperson.

The Director General assists the Board, the National Associations Committee, the Companies Committee and the Management Committee in all their functions.

The salary and all other benefits of the Director General are decided by the Board.

The engagement, remuneration and all other benefits as well as the dismissal of the Director General and the Directors in the General Secretariat are submitted for the approval of the Board by the Director General. The engagement, remuneration and all other benefits as well as the dismissal of the personnel other than Director General and Directors are submitted for the approval of the A.I.S.E. Chairperson and both Vice-Chairpersons by the Director General.

Article 22 - Financial Arrangements

The financial year begins on January 1st and ends on December 31st each year.

Article 23 - Financial obligations

1. General principles

The membership fees payable by the members are fixed annually by the General Assembly on the proposition of the Board for the calendar year following the General Assembly. They must be paid not later than March 31st of the year concerned. In addition, members with a minimum contribution of 5k that would be admitted during the course of a financial year will have to pay, on a pro-rata basis, the membership fee for the period starting from the date of coming into force of their admission until the end of the relevant financial year.

The portion to be paid by each category of members so as to cover the budget of the association shall be based on an allocation key to be determined by the General Assembly on the proposition of the Board.

2. Membership fees of Ordinary members

National Associations

The portion to be paid by the National Associations shall be split between them per country pro rata according to their country's Gross Domestic Product (GDP) in the most recently published figures from OECD or any relevant sources (e.g. UNECE) subject to there being a minimum membership fee. The minimum membership fee shall be fixed annually by the General Assembly on the proposition of the Board. In absence of agreement, the minimum membership fee set for the preceding year shall be renewed.

If there are several National Associations within the same country they shall notify to the Director General within 8 weeks after the General Assembly which fixed the membership fees in accordance with Article 23.1, the split of the membership fees between the different members of that country.

In the case that the National Associations within the same country cannot agree on the split of the membership fees, the amount of the part of the membership fees due by each member will be fixed by the Board, again in accordance with Article 23.1.

Corporate Members

The Ordinary Corporate Members shall pay a fee to be voted by the General Assembly on the proposition of the Board.

3. Membership fees of Supporting Corporate members

Supporting Corporate members shall pay a fee to be voted by the General Assembly on the proposition of the Board.

4. Membership fees of Corresponding Corporate members

Corresponding Corporate members shall pay a flat fee to be voted by the General Assembly on the proposition of the Board.

5. Membership fees of Extraordinary members

Extraordinary members shall pay a flat fee to be voted by the General Assembly on the proposition of the Board.

6. Membership fees of Associate members

Associate members shall pay a flat fee to be voted by the General Assembly on the proposition of the Board.

Associate member organisations may be exempted from paying a membership fee under the condition that a reciprocal membership of A.I.S.E. will not induce any membership fee for A.I.S.E.

7. Funding of special projects

Special projects and their funding shall be agreed upon between the Board and the interested members of A.I.S.E. Companies remain liable for their financial engagement as per project agreement, unless a company withdraws its membership from A.I.S.E. and shall be bound by the rules set in Article 7 of the Statutes.

Article 24

The Accounts, kept by the Treasurer and on the responsibility of the Board, are subject to audit by two Auditors appointed by the General Assembly and charged to report to it.

The annual Balance Sheet, Income and Expenditure Account and the draft Budget must be submitted

each year for the approval of the General Assembly.

Article 25 Internal Rules

The Board may adopt and amend Internal Rules. The Internal Rules regulate the functioning of the Association and its bodies and committees in general and may not conflict with the Statutes.

The last version of the Internal Rules was approved on 8 October 2020.

The Board is authorized to adapt the reference in the present Statutes to the last approved version of the Internal Rules and to publish the coordinated version of the Statutes following that modification.

Article 26 - Dissolution

A.I.S.E. may only be dissolved on a vote by a meeting of the General Assembly properly convened for that purpose, in the presence of the requirements of majority and representation of countries represented in A.I.S.E. and by the majority as laid down in Article 13.

However, it will be statutorily dissolved if the number of National Associations members is less than three and the number of Company members is less than three.

Article 27

In the event of the dissolution of A.I.S.E. all its fixed and liquid assets will be disposed of in accordance with the decision of the General Assembly.

The liquidation will be carried out by the Board. The net assets remaining after liquidation will be attributed to a non-profit association that pursues similar purposes as A.I.S.E.

Article 28 - Governing law and competent courts

The present Statutes, the Internal Rules and the decisions of the bodies of A.I.S.E. shall be interpreted and construed according to, and governed by, the laws of Belgium. The French-speaking courts of Brussels shall have exclusive jurisdiction to settle any dispute under the present Statutes, the Internal Rules and the decisions of the bodies of A.I.S.E.

Article 29

The present Statutes are set out in French and English.

Only the French version is authoritative.