

STATUTES

EUROPEAN NUCLEAR EDUCATION NETWORK ASSOCIATION

TITLE I. NAME – LEGAL FORM – REGISTERED OFFICE – DURATION

Article 1 – Name – Legal Form

1.1. An international not-for profit organization, under the name of the "European Nuclear Education Network" also called "ENEN Association" is constituted.

1.2. The ENEN Association has a legal personality in accordance with, and is governed by Title III of the Belgian law of 27 June 1921 pertaining to not-for-profit organisations, foundations, European political parties and European political foundations (hereinafter referred to as the "**Law of 27 June 1921**"), as modified and amended by subsequent laws, amongst others the law of 2 May 2002, 16 January 2003, 27 December 2004, 30 December 2009, 25 April 2014 and 25 December 2016.

Article 2 – Registered Office

2.1. The registered office of the ENEN Association is located at Egmontstraat 11, 1000 Brussels in the judicial district of Brussels, Belgium.

Without prejudice to the application of the Belgian linguistic legislation, the registered office may be transferred to any other place in Belgium by decision of the General Assembly.

2.2. The Board of Directors may decide to open operation centres or offices of the ENEN Association in Belgium or abroad.

Article 3 – Duration

The ENEN Association is constituted for an indefinite duration and can be dissolved at any time by decision of the General Assembly.

TITLE II. PURPOSE AND ACTIVITIES

Article 4 – Purpose and activities

4.1. The main purpose of the ENEN Association is the preservation and the further development of expertise in the nuclear fields by higher education and training in Europe. This purpose should be realized through the co-operation between universities, research organisations, regulatory bodies, the industry and any other organisations involved in the application of nuclear science and ionising radiation.

To meet with this purpose, the ENEN Association has to:

- (i) promote and further develop the collaboration in nuclear education and training of students, researchers and professionals;
- (ii) ensure the quality of nuclear education and training;
- (iii) increase the attractiveness for engagement in the nuclear fields for students, researchers and professionals;
and
- (iv) promote life-long learning and career development at post-graduate or equivalent level.

The basic purposes of the ENEN Association shall be to:

- (i) harmonise European Master of Science curricula in nuclear disciplines and promote PhD studies;
- (ii) promote exchange of students and teachers participating in the frame of this network and beyond;
- (iii) increase the number of students in Nuclear fields by increasing their attractiveness and providing incentives;
- (iv) establish a framework for mutual recognition; and
- (v) foster and strengthen the relationship between universities, research organisations, regulatory bodies, the industry and any other organisations involved in the application of nuclear science and ionising radiation by facilitating their participation in (or associating them with) nuclear academic education and by offering continuous training.

4.2. The purposes of the ENEN Association shall be achieved by carrying out the following activities:

- (i) Discussion on educational objectives, methods and course contents among the Members and with external partners, particularly national and European industries.
- (ii) Organisation of internal audits on the quality of nuclear education curricula.
- (iii) Awarding the European Master of Science certificates in nuclear disciplines to the curricula satisfying the criteria set up by the ENEN Association.
- (iv) Cooperation between the Members, and with universities, research organisations, regulatory bodies, the industry and any other organisations involved in the application of nuclear science and ionising radiation for enhancement of mobility of teachers and students, organisation of training and advanced courses, use of large research and teaching facilities or infrastructures.
- (v) Cooperation with international and national governmental institutions, agencies and universities.
- (vi) Synergy with European Union initiatives in nuclear science and technology.
- (vii) Identification and development of solutions to specific problems and deficiencies which hinder the attainment of the aims of the Network.
- (viii) Facilitating the exchange of information between the Members of the ENEN Association - on course objectives, content, modes of presentation and other matters.

4.3. The ENEN Association may become a member of any other not-for profit association/not-for-profit organization provided that (i) said not-for-profit association/not-for-profit organization is legal and (ii) membership has been previously approved by the General Assembly of the ENEN Association.

4.4. The ENEN Association may undertake any other activity or take any other actions that are directly or indirectly related to the purpose of the ENEN Association or necessary or useful to the realisation of said purpose. Among other things, and provided that such activity is either expressly contained in the approved budget of the ENEN Association or is otherwise approved by the General Assembly, the ENEN Association may grant loans to, invest in the capital of, or, in any other manner, directly or indirectly, take participations in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws.

4.5. In addition, the ENEN Association may carry out any activity that contributes directly or indirectly to the realisation of the above mentioned not-for-profit purpose of international utility, including the exercise of commercial and profit-making activities on a secondary basis to the extent legally admitted which proceeds shall at all times be allocated to the realization of the above mentioned not-for-profit purpose of international utility.

4.6. The ENEN Association is authorized to collect any resources which are necessary to the realization of its purpose.

TITLE III. MEMBERSHIP

Article 5 – Members

5.1. The ENEN Association has four (4) categories of members: (i) the Full Members, (ii) the International Members, (iii) the Partner Institutions and (iv) the Honorary Members (hereinafter jointly referred to as the "Members").

5.2. Membership in the category of Full Member, International Member or Partner Institution is open to public or private legal entities meeting the following criteria:

- (i) Universities;
- (ii) research organisations;
- (iii) regulatory bodies;
- (iv) industry; and
- (v) any other organisations involved in the application of nuclear science and ionising radiation,

who:

- (i) provide academic or professional education and training in the application of nuclear science and ionising radiation, and/or commit themselves to support the ENEN Association,
- (ii) have a firmly established tradition of relations with some of the Members in the fields of education, research and training.

5.3. Only natural persons are eligible to Honorary Membership.

Article 6 – Full Member

6.1. Full Membership is open to public or private legal entities based (i) in the European Union Member States, (ii) in the European Union's candidate members countries or (iii) in countries signatories of EURATOM meeting the criteria mentioned in article 5.2. of the present Statutes, which completed the application form available on the website of ENEN Association and sent it to the registered office of ENEN Association.

The Board of Directors shall evaluate new applications for Full Membership according to the criteria defined in articles 5.2. and 6.1 of the present Statutes, after which evaluation the Board can provisionally accept the new Full Member until the new Full Membership has been confirmed by the General Assembly, by a majority of two-thirds (2/3) of the votes of the Full Members present or represented at the General Assembly meeting.

6.2. Full Members have full Membership rights, including the right to attend and to vote at the General Assembly through their Official Representative nominated in compliance with article 10 of the present Statutes.

Full Membership also includes, amongst others the right:

- (i) to be eligible through its Official Representative for a position in the Board of Directors or in another body of the ENEN Association;
- (ii) to discuss and determine the strategy, the policy and the priorities of the ENEN Association;
- (iii) to propose amendments of the Statutes and Internal Rules;

- (iv) to nominate and notify in writing one (1) Official Representative to the ENEN Association according to article 10 of the present Statutes;
- (v) to participate in roundtables, workshops, working group meetings and other activities organized by the ENEN Association;
- (vi) to use the ENEN Association as a source of information and a platform of contact with other Members; and
- (vii) any additional right granted to the Full Member by the General Assembly.

6.3. Full Members have the following membership duties:

- (i) to pay an annual Membership Fee as determined by the General Assembly in accordance with article 12 of the present Statutes;
- (ii) to comply with the Statutes, Internal Rules and Operating Rules of the ENEN Association and the decisions of its bodies; and
- (iii) to act in the best interests of the ENEN Association to the best of their abilities and possibilities and to actively participate and contribute to the ENEN Association's activities.

Article 7 – International Member

7.1. International Membership is open to public or private legal entities based outside (i) the European Union Member States, (ii) the European Union's candidate members countries or (iii) the countries signatories of EURATOM, meeting the criteria mentioned in article 5.2 of the present Statutes, which completed the application form available on the website of ENEN Association and sent it to the registered office of ENEN Association.

The Board of Directors shall evaluate new applications for International Membership according to the criteria defined in articles 5.2, and 7.1. of the present Statutes after which evaluation the Board can provisionally accept the new International Member until the new International Membership has been confirmed by the General Assembly, by a majority of two-thirds (2/3) of the votes of the Full Members present or represented at the General Assembly meeting.

7.2. International Members have the right to attend the General Assembly, but without the right to vote.

International Membership also includes, amongst others the right:

- (i) to nominate and notify in writing one (1) Official Representative to the ENEN Association according to article 10 of the present Statutes;
- (ii) to participate in roundtables, workshops, working group meetings and other activities organized by the ENEN Association;
- (iii) to use the ENEN Association as a source of information and a platform of contact with other Members; and
- (iv) any additional right granted to the International Member by the General Assembly.

7.3. International Members have the following membership duties:

- (i) to pay an annual Membership Fee as determined by the General Assembly in accordance with article 12 of the present Statutes;
- (ii) to comply with the Statutes, Internal Rules and Operating Rules of the ENEN Association and the decisions of its bodies; and
- (iii) to act in the best interests of the ENEN Association to the best of their abilities and possibilities and to actively participate and contribute to the ENEN Association's activities.

Article 8 – Partner Institution

8.1. Membership in the category of Partner Institution is open to public or private legal entities and international organisations or associations without legal personality meeting the criteria mentioned in article 5.2. of the present Statutes sharing or willing to support the purpose of the ENEN Association and that entered into a Memorandum of Understanding or Practical Arrangement with ENEN Association which specifies the relation of the Partner Institution with the ENEN Association.

The Board of Directors shall evaluate new applications for Membership in the category of Partner Institution according to the criteria defined in articles 5.2. and 8.1. of the present Statutes and together with the draft of the Memorandum of Understanding or the draft of the Practical Arrangement. The Board of Directors has full powers and discretion to decide whether Membership in the category of Partner Institution shall be granted to the applicant and (ii) to conclude and sign the Memorandum of Understanding or the Practical Arrangement with the Partner Institution.

8.2. Partner Institutions have the right to attend the General Assembly, but without the right to vote.

Partners Institutions also have, amongst others the right:

- (i) to nominate and notify in writing one (1) Official Representative to the ENEN Association according to article 10 of the present Statutes;
- (ii) to exercise all specific rights which are granted to them as laid down in the Memorandum of Understanding or the Practical Arrangement which they entered into with the ENEN Association;
- (iii) to participate in roundtables, workshops, working group meetings and other activities organized by the ENEN Association;
- (iv) to use the ENEN Association as a source of information and a platform of contact with other Members; and
- (v) any additional right granted to the Partner Institution by the General Assembly or the Board of Directors.

8.3. Partners Institutions have the following duties:

- (i) to comply with the Memorandum of Understanding or the Practical Arrangement which they entered into with the ENEN Association;
- (ii) to comply with the Statutes, Internal Rules and the Operating Rules of the ENEN Association and the decisions of its bodies; and
- (iii) to act in the best interests of the ENEN Association to the best of their abilities and possibilities and to actively participate and contribute to the ENEN Association's activities.

Article 9 – Honorary Members

9.1. Honorary Membership is open to natural persons having accomplished distinguished work in the field of nuclear education and training.

The General Assembly may appoint as Honorary Member any such person by a majority vote of two-thirds (2/3) of the Full Members present or represented in the General Assembly meeting.

9.2. Honorary Members have the right to attend the General Assembly, but without the right to vote.

Honorary Members also have, amongst others the right:

- (i) to be invited to participate to the meetings organised by the Board of Directors and be consulted on relevant subjects under discussion but without having the right to vote in the Board of Directors;
- (ii) to receive a certificate of the Honorary Membership.

9.3. Honorary Members have the following duties:

- (i) to comply with the Statutes, Internal Rules and Operating Rules of the ENEN Association and the decisions of its bodies;
- (ii) to act in the best interests of the ENEN Association to the best of their abilities and possibilities.

Article 10 – Official Representative

10.1. Each Full Member, International Member or Partner Institution nominates an official representative who represents that Full Member, International Member or Partner Institution in the ENEN Association (hereinafter referred to as the "**Official Representative**"). The Full Member, International Member or the Partner Institution can change its Official representative at any time by a written notice to the President and the Executive Director.

10.2. A proxy can be appointed by the Official Representative as appropriate.

Article 11 – End of membership

11.1. The Membership in the ENEN Association's various Membership categories other than the category of Honorary membership ends (i) in accordance with article 11.2. and 11.3. of the present Statutes or (ii) by dissolution of the ENEN Association.

The end of the Membership in the ENEN Association's various Membership categories other than the category of Honorary membership during the course of the ENEN Association's financial year shall not affect these Members' obligation to pay the Membership Fee or Contribution, if applicable, or any other sum due on the date of end of Membership. The Member whose Membership ended shall not be entitled to claim neither any of the ENEN Association's assets nor any reimbursement of its Membership fees, Contributions or any other compensation.

11.2. Any Member is entitled to resign its Membership at any time by sending written notice by mail to the President of the ENEN Association, with effect at the end of the same calendar year in which such written notice has been sent. Members who wish to resign are required to honour their obligations according to article 11.1., Para. 2 of the present Statutes.

11.3. The General Assembly shall be authorized to exclude a Member in the following cases:

- (i) if that Member ceases to comply with the membership criteria or membership duties provided for in articles 5, 6, 7 and 8 of the present Statutes;
- (ii) in case of serious breach by that Member of the provisions of the Statutes, Internal Rules, Operating Rules or decisions of the ENEN Association;
- (iii) if applicable, in case of serious breach by that Member of the provisions of the Memorandum of Understanding or Practical Arrangement;
- (iv) if the conduct of that Member is dishonourable or contrary to the purpose of the ENEN Association;
- (v) if that Member has run actions against the interests of the ENEN Association.

Members may only be excluded by the General Assembly with a majority of two-thirds (2/3) of the votes of the Full Members present or represented at the General Assembly meeting, once the Member concerned has been heard by the General Assembly.

The decision of the General Assembly is final. The exclusion shall be effective as of the date of the decision of the General Assembly. Members shall be immediately notified of the exclusion in writing. The Member excluded is required to honour its obligations according to article 11.1., Para. 2 of the present Statutes.

11.4. Honorary Membership ends by (i) death, resignation or the legal disqualification of the Honorary member or (ii) upon decision of the General Assembly taken by a two-thirds (2/3) majority of the votes of the Full Members present or represented at the General Assembly meeting in case of serious breach by the Honorary Member of the provisions of the Statutes, Internal Rules, Operating Rules or decisions of the ENEN Association or if the conduct of the Honorary Member is dishonourable or contrary to the purpose of the ENEN Association.

11.5. Further provisions on the membership criteria, the rights and duties, the application formalities to and the evaluation process of each membership category may be laid down in the Internal Rules.

Article 12 – Financial Resources and Membership fees

12.1. The financial resources of the ENEN Association shall be composed of the following

- (i) Membership fees of the Full Members and International Members. The amount shall be determined every year by a resolution of the General Assembly;
- (ii) as the case may be, Contributions of the Partner Institutions as set out in the Memorandum of Understanding or the Practical Arrangement they entered into with the ENEN Association;
- (ii) Donations, gifts, contracts, grants, subsidies, contributions, sponsoring's, assets inherited or received as bequests or legacy, capital proceed or any other legally allowed resources that might be paid or granted to the ENEN Association.

12.2. Donations to the ENEN Association, either from hand to hand or by testament, shall not have effect if they are not authorized and do not comply with the applicable law.

12.3. Any Member other than a Honorary Member who has not paid or does not provide a suitable payment plan for its Membership Fee or Contributions in arrears for two (2) consecutive years in spite of the notification of a last written payment reminder by registered letter or email giving an additional delay of thirty (30) calendar days to execute payment shall be deemed to have resigned.

The resigning Member shall not be entitled to claim neither any of the ENEN Association's assets nor any reimbursement of its Membership Fees or Contributions or any other compensation.

12.4. Further provision regarding the Membership Fee and the financial resources of the ENEN Association may be stipulated in the Internal Rules of the ENEN Association.

TITLE IV. BODIES OF THE ASSOCIATION

Article 13 – Bodies

13.1. The governing bodies of the ENEN Association shall be:

- (i) the General Assembly;
- (ii) the Board of Directors; and
- (iii) the Executive Director.

13.2. Committees may be created by the General Assembly or, in case of strong need by the Board of Directors with subsequent approval of the General Assembly at its next meeting in order to assist the ENEN Association in achieving its purpose and in order to organize the activities of the ENEN Association.

13.3. Further details regarding the composition and the functioning of the bodies and the Committees of the ENEN Association may be laid down in the Internal Rules of the ENEN Association.

Section IV.1 - THE GENERAL ASSEMBLY

Article 14 – Composition

14.1. The General Assembly is composed of all Full Members. The Full Members are legally represented by its Official Representative as laid down in article 10 of the present Statutes.

14.2. The President and the Vice-Presidents of the Board of Directors shall act respectively as the President and the Vice-Presidents of the General Assembly.

14.3. Subject to the provisions and limitations stipulated in the present Statutes or in the Internal Rules of the Association, guests invited by the President, the Board of Directors or the General Assembly may attend the General Assembly meeting (hereinafter referred to as the “**General Assembly Guests**”).

Article 15 – Meeting Rules

15.1. The Annual General Assembly is convened at least once a year during the first Friday of March. Extraordinary General Assembly meetings shall be held at any time:

- (i) Upon invitation of the Board of Directors;
- (ii) Upon written request of at least one fifth (1/5) of the Full Members addressed to this effect to the Board of Directors.

The decisions of the General Assembly may be taken (i) in a physical General Assembly meeting or (ii) by a written decision-making procedure.

15.2. The Board of Directors shall determine the time and place of the physical General Assembly meeting with consideration for other ENEN Association activities. The President or, should he or she be prevented one (1) of the Vice-Presidents, on behalf of the Board of Directors shall send the convening notice to all Full Members in electronic form or any other acceptable means of communication at least fifteen (15) calendar days prior to the meeting. The convening notice includes the date and time of the meeting, the agenda of the meeting, and the place of the meeting.

The General Assembly may only deliberate about the items on the agenda. The Board of Directors or any Full Member may request to add motions or additional items to the agenda at least ten (10) calendar days prior to the meeting. The final agenda and the supporting documents shall be sent to the Full Members at least five (5) calendar days before the meeting.

15.3. The General Assembly meeting is chaired by the President or, in case of his absence by one (1) of the Vice Presidents, or another attending Full Member designated by the General Assembly as chair of the meeting.

The International Members, Partner Institutions, the Honorary Members, the Treasurer, the Executive Director, the General Assembly Guests as well as the members of the Board of Directors participating in that quality in the meeting may attend the General Assembly meeting with the right to speak, but without the right to vote.

15.4. Alternatively upon request of the President, the Vice-President(s) or the Board of Directors, a written decision-making procedure may be launched without any geographic restrictions.

The convening notice for written decision-making shall be sent together with the text of the proposal and all supporting documents for decision-making purposes to all Full Members at least seven (7) calendar days before the deadline for voting.

15.5. Further meeting rules of the General Assembly may be adopted in the Internal Rules.

Article 16 – Voting and Quorum

16.1. Each Full Member shall have one (1) vote in the decisions of the General Assembly.

16.2. Each Full Member may be represented by another Full Member, bearing a written proxy to be sent to the President prior to the meeting. Every Full Member may hold an unlimited number of proxies.

16.3. Voting can be done by show of hand or by secret ballot. Voting on resolutions of the Annual General Assembly shall be conducted by open ballot. The majority of Full Members attending in the General Assembly meeting may request secret balloting.

16.4. Unless the present Statutes or the Belgian Law of 27 June 1921 require a quorum, the Annual General Assembly shall be deemed validly constituted and can resolve on the agenda items without achieving any quorum.

The Extraordinary General Assembly shall be deemed validly constituted and has the quorum to resolve when at least fifty per cent (50 %) of the Full Members are present or represented. If this quorum is not met, a second meeting for the same purpose and with the same agenda may be convened within fourteen (14) calendar days and can validly resolve irrespective of the number of Full Members present or validly represented.

16.5. Unless the present Statutes or the Belgian Law of 27 June 1921 require another majority, the resolutions of the General Assembly require a majority of two-thirds (2/3) of the votes of the Full Members present or represented.

Abstentions, blank or invalid votes do not count in the calculation of the majority.

16.6. In case of a written decision-making procedure, the General Assembly may vote in a ballot without personal meeting, i.e. by e-mail or by exchange of written letter. A General Assembly member giving no response or comment before the expiration of the deadline of voting to the President is deemed casting an affirmative vote.

The majority and quorum requirements and any other voting rules as outlined for the General Assembly in the present section of the Statutes shall apply accordingly.

Article 17 – Minutes of meeting

17.1 The minutes of the General Assembly meeting, including a record of all decisions of the General Assembly shall be drawn up under the responsibility of and signed by the President and the Executive Director jointly, or in their absence by one (1) of the Vice-Presidents or the chair of the meeting and another Board member jointly.

A copy of the minutes of meeting shall be made available on the website of the ENEN Association within fifteen (15) calendar days of the meeting.

17.2. The original minutes of the General Assembly have to be recorded in a separate register, signed by the President and the Executive Director jointly, or in their absence by the Vice-President or the chair of the meeting and another Board member jointly and kept at the registered office of the ENEN Association where it is available to be consulted by the Members.

17.3. Further provisions on the decision-making process, the voting rights and procedure, the quorum and majority rules of the General Assembly may be adopted in the Internal Rules.

Article 18 – Powers

18.1. The General Assembly is the supreme body of the Association and shall have the following exclusive powers:

- (i) to discuss and decide on the general policy of the ENEN Association according to the purposes described in article 4 of the present Statutes ;
- (ii) to elect and dismiss the members of the Board of Directors;
- (iii) to approve the selection of the President and the Vice-President upon proposal of the Board of Directors;
- (iv) to elect and revoke the External Auditor (s) and to determine their remuneration, if allocated;
- (v) to approve the annual report of activities of the Board of Directors;
- (vi) to approve the annual budget of the following financial years, including any amendment thereto;
- (vii) to approve the annual accounts of the preceding financial year;
- (viii) to vote on the discharge of the members of the Board of Directors and of the External Auditors;
- (ix) to approve the affiliation of new Members in the category of Full Member and International Member upon proposal of the Board of Directors and to exclude Members;
- (x) to appoint and exclude Honorary Members;
- (xi) to fix the amount of the Membership Fee in each relevant membership category as laid down in article 12 of the present Statutes;
- (xii) to appoint and dismiss the Executive Director;
- (xiii) to approve the list of actions for the following financial year as laid down in article 28 of the present Statutes;
- (xiv) to amend the Statutes and the Internal Rules of the ENEN Association;
- (xv) to dissolve the ENEN Association.

Section IV.2 - THE BOARD OF DIRECTORS**Article 19 – Composition**

19.1. The Board of Directors is composed of minimum eight (8) and maximum sixteen (16) elected Board members and the Past-President.

The Board members are natural persons selected from the Official Representatives of the Full Members and, except for the Past-President, elected by the General Assembly for a period of two (2) years with the possibility of re-election once (1) for a period of two (2) years. The composition of the Board of Directors is decided according to a reasonable balance

of academia, research centres and end-users.

The total duration of the mandate of a Board member shall not exceed four (4) years, unless the Board member has been selected and elected as President or Vice-President and consequently the maximum duration of their mandate has been extended to six (6) years or seven (7) years according to article 19.2. of the present Statutes. Re-election for the given Board member in a position as Board member shall be subject to an interruption for at least one (1) year.

19.2. A President and maximum two (2) Vice-Presidents are selected among the Board members of the newly constituted Board and appointed by the General Assembly for the period of one (1) year with three (3) possible re-elections for a period of one (1) year each. The total duration of the mandate of a given Board member who has been re-elected as President or Vice-President shall not exceed six (6) years, unless the President has a seat in the Board of Directors as Past President according to article 19.2, Para. 2 of the present Statutes. After this maximum period of six (6) or seven (7) years, he/she will leave the Board for at least one (1) year.

The President whose mandate is not renewed in the role of President or of Vice-President shall have a seat in the Board of Directors as Past-President for a period of one (1) year.

The selection and approval process of the President and the Vice-Presidents takes place during the session of the General Assembly where the new Board of Directors is elected.

19.3. Whenever during the meeting of the General Assembly the Board of Directors will be found with less than eight (8) Board members, because of resignation of members or for stepping down of the President or the Vice-presidents or for any other reason, the Board shall be integrated in the same meeting making use of a possible reserve of already expressed candidatures or asking for further availabilities to the Full Members of ENEN Association.

Article 20 – End of mandate

20.1. The mandate of a member of the Board of Directors shall end by (i) the death, the resignation or the legal disqualification of the Board member, (ii) the dismissal by the General Assembly or (iii) the expiration of its term.

The revocation of the Board of Directors as a whole or of a member of the Board of Directors before the end of the term of their respective mandate shall (i) require the two thirds (2/3) majority of the votes of the Full Members present or represented in the meeting.

Every Board member is free to resign at any moment by formally giving written notice at the registered office of the Association.

20.2. If a position in the Board of Directors becomes vacant, the composition of the Board of Directors will remain unchanged until the first following General Assembly meeting at which the General Assembly shall appoint a new Board member for the remainder of the term of office of his predecessor according to articles 19 of the present Statutes.

Article 21 – Remuneration

21.1. All offices within the Board of Directors are exercised on a voluntary basis. Unless specifically decided otherwise by the General Assembly or in the present Statutes, the Board members shall not be entitled to receive any compensation or remuneration in compensation of their duties.

Article 22 – Meeting Rules

22.1 The President convenes the Board of Directors at least two (2) times a year and as often as it deems necessary on its own initiative, upon request of a Board member or the Executive Director.

Decision of the Board of Directors may be taken in (i) a physical meeting, (ii) in a virtual meeting or (iii) by a written decision-making procedure.

22.2. The convening notice to the meeting of the Board of Directors shall be sent in writing, by post or by electronic mail by the President and received by every member of the Board of Directors at least seven (7) calendar days before the meeting. The notice includes the draft agenda, the date, the time, the supporting documents and, unless the meeting is a virtual meeting, the place of the meeting.

The members of the Board of Directors are entitled to propose agenda items until the meeting starts. The agenda will be approved by the Board of Directors at the beginning of each meeting.

22.3. The Board of Directors meeting is chaired by the President or, in case of his absence by one (1) of the Vice-Presidents.

Subject to the provisions and limitations stipulated in the present Statutes or in Internal Rules of the ENEN Association experts or guests invited by the President or the Board of Directors (hereinafter referred to as the "**Board of Director Guests**") may attend the Board of Directors meeting.

22.4. Board members, the Treasurer, the Executive Director, the Past-President and Board of Director Guests shall participate in the virtual meeting via conference call, video conference, web-conference, by any another electronic means which offers the possibility to them (i) to hear each other at the same time, (ii) to speak to each other and (iii) as far as the members the Board of Directors are concerned, to cast definitively although not simultaneously their vote on the agenda items. Any member of the Board of Directors, the Treasurer, the Executive Director, the Past-President and the Board of Director Guests participating by such means shall be deemed present at such meeting.

22.5. Alternatively upon request of the President or the Executive Director, a written decision-making procedure may be launched without any geographic restrictions.

The convening notice for written decision-making shall be sent together with the text of the proposal and all supporting documents as described in article 22.2 of the present Statutes to all Board members at least three (3) calendar days before the deadline for voting.

22.6. Further meeting rules of the Board of Directors may be adopted in the Internal Rules.

Article 23 – Voting and Quorum

23.1. Each Member of the Board of Directors, including the Past President, has one (1) vote.

The Treasurer, the Executive Director and the Board of Director Guests may attend the Board of Directors meetings without the right to vote.

23.2. Any Board member may be represented at a meeting of the Board of Directors by another Board member by virtue of a written proxy. Nonetheless, each Board member may only hold one (1) proxy for another Board member.

23.3. The meeting of the Board of Director shall be deemed validly constituted and has the quorum to take a decision if at least fifty (50) % of the Board members including the President or the Vice-President are present, represented or participating remotely in the meeting.

23.4. The Board of Directors shall take its decisions by a simple majority of the votes of the Board members present, represented or participating remotely in the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority.

In the case of a tied vote, the President or, in the President's absence the Vice-President chairing the Board meeting has the casting vote.

23.5. Voting can be done by show of hand, by secret ballot or by electronic means in real time. Voting by secret ballot takes place on sensitive matters and for any other purposes upon request of a minimum of fifty (50) % of the Board members.

23.6. In case of a written decision-making procedure, the Board of Directors may vote in a ballot without personal meeting, i.e. by e-mail or by exchange of written letter. A Board member giving no response or comment before the expiration of the deadline of voting to the President is deemed casting an affirmative vote.

The majority and quorum requirements and any other voting rules as outlined for the Board of Directors in the present section of the Statutes shall apply accordingly.

Article 24 – Minutes of meeting

24.1. Decisions of the Board of Directors shall be recorded in writing as minutes. The minutes of the meeting of the Board of Directors shall be signed by the President or in his absence by one (1) of the Vice-Presidents.

A copy of the minutes of meeting shall be sent to all Board members by electronic mail or by any other written means of communication, within fifteen (15) calendar days of the meeting and made available on the website of the ENEN Association.

24.2. The original minutes of the Board of Directors have to be entered into a separate register, signed by President or in his absence by one (1) of the Vice-Presidents and kept at the registered office of the ENEN Association where it is available to be consulted by the Members and Board members.

24.5. Further provisions on the decision-making process, the voting rights and procedure, the quorum and majority rules of the Board of Directors may be adopted in the Internal Rules.

Article 25 – Powers

25.1. The Board of Directors has the widest powers for the administration and management of the ENEN Association in accordance with the applicable laws, the present Statutes and the decision of the General Assembly, insofar as these powers are not reserved for the General Assembly by article 18 of the present Statutes.

In particular, the powers of the Board of Directors shall include, but are not limited to the following:

- (i) defining the powers and missions of the Executive Director,
- (ii) establishing sub-committees, drafting their terms of reference, nominating their members, and supervising their activities;
- (iii) preparation of the annual budget of the following financial year for approval by the General Assembly;
- (iv) organization and monitoring of accounting in accordance with the Belgian Law to ensure that legal and financial requirements are met ;
- (v) preparation of annual accounts and annual reports of the preceding financial year for approval by the General Assembly;
- (vi) appointment and dismissal of the staff and other service providers of the ENEN Association;
- (vii) to evaluate new applications for Full Membership and International Membership and to admit them provisionally until their respective Full Membership or International Membership is confirmed by the General Assembly,
- (viii) to approve the affiliation of new members in the category of Institutional Partner and to conclude and sign the Memorandum of Understanding or the Practical Arrangement with the Partner Institution;
- (ix) deciding upon any other matter or activity serving the purpose of the ENEN Association which has not been explicitly conferred to the another body of the ENEN Association.

25.2. The Board of Directors may delegate specific management or representation powers of the ENEN Association regarding legal actions or legal acts involving the ENEN Association to one (1) or more members of the Board of Directors, to the Executive Director or the President or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.

25.3. Without prejudice to article 25.2. of the present Statutes, the Board of Directors delegates the day-to-day management powers of the ENEN Association, including authority to sign on behalf of the ENEN Association and powers of representation relating to such day-to-day management to the Executive Director of the ENEN Association.

25.4 The day-to-day management is to ensure the operational implementation, execution and achievement of the decisions taken by the Board of Directors. It covers all acts that are driven by the needs of the daily life of the ENEN Association and that due to their level of importance and the requirement of a prompt solution do not justify the intervention of the Board of Directors itself.

25.5. The Board of Directors appoints annually a Treasurer who ensures the financial management of the ENEN

Association. He also administers the ENEN Association's bank accounts and in particular the Membership Fee and Contribution account provided for in Article 12 of the Statutes.

Section IV.3 - EXECUTIVE DIRECTOR

Article 26 – Executive Director

26.1. The Executive Director appointed according to article 18 of the present Statutes by the General Assembly for a duration of four (4) years. His mandate shall end by (i) the death, the resignation or the legal disqualification of the Executive Director, (ii) the dismissal by the General Assembly or (iii) the expiration of its term.

If the Executive Director is prevented by circumstances beyond his control from fulfilling his position for more than thirty (30) consecutive calendar days, the Board of Directors takes back the day-to-day management powers and may appoint an Interim Director to exercise the day-to-day management power, until she/he is taking back his position, without any prejudice to the powers sub-delegated according to article 26.3 of the present Statutes. One (1) of the Vice-Presidents will temporarily replace the Director for the exercise of any other specific management or representation powers beyond said day-to-day management powers.

26.2. The Executive Director shall ensure the operational implementation and execution of the decisions taken by the General Assembly and the Board of Directors. The Executive Director shall be responsible for the (i) day-to-day management of the ENEN Association formally delegated to him by the Board of Directors according to article 25.3. of the present Statutes and (ii) for any other specific management or representation powers or tasks beyond said day-to-day management powers regarding legal actions or legal acts involving the ENEN Association delegated to him according to article 25.2. of the present Statutes.

26.3. The Executive Director shall be authorised to sub-delegate, under his own responsibility, one or more powers delegated to him falling within the scope of the day-to-day management or within the scope of the specific management or representation powers going beyond said day-to-day management within the limitations set out in the present Statutes, the Internal Rules or the relevant delegation of powers. Sub-delegation of powers may be done to any other staff member of the ENEN Association or to third parties.

26.4. The Executive Director shall report to the Board of Directors.

26.5. Without prejudice to article 29 of the present Statutes, the Executive Director validly represents the ENEN Association alone in the day-to-day management of the ENEN Association towards third parties.

26.6. Further provisions on the powers and responsibilities, sub-delegation of powers, the rights and duties of the Executive Director may be adopted in the Internal Rules.

Section IV.4 – WORKING AREAS AND COMMITTEES

Article 27 – Working Areas

27.1. The ENEN Association is composed of the five (5) following Working Areas:

- (i) Teaching and Academic Affairs Area;
- (ii) Advanced Courses and Research Area;
- (iii) Training and Industrial Project Area;
- (iv) Quality Assurance Area;
- (v) Knowledge Management Area.

27.2. Additional Working Areas can be established by the General Assembly upon proposal of the Board of Directors.

Each Working Area consists of all Leaders of the Committees belonging to that Area.

27.3. For each Working Area a Coordinator is selected by the Leaders of the Committees belonging to it.

27.4. The Coordinator reports to the Board of Directors and the General Assembly.

Article 28 – Committees

28.1. Every year, on proposal of the Board, the General Assembly approves a list of actions to be performed during the following financial year, as well as the list of persons in charge. These actions are pre-selected by the Board of Directors at the suggestion of the Members and the Executive Director.

A Committee dedicated to each action is set up by the General Assembly and its Leader is nominated by the General Assembly in the same General Assembly meeting.

In case of strong needs, a new Committee may be established provisionally, with approval by the Board of Directors, till the next General Assembly meeting where it is formally established by the General Assembly.

28.2. The Board of Directors, together with the Executive Director, monitors the activities of the Committees.

TITLE V. REPRESENTATION

Article 29 – Representation

29.1. Unless otherwise stipulated in the present Statutes, the ENEN Association is validly represented with respect to all legal acts towards third parties (i) by the Board of Directors, (ii) by two Board members, acting jointly or (iii) by the President and the Executive Director, acting jointly.

29.2. The ENEN Association shall be validly represented in all legal actions or arbitration, as plaintiff or defendant before courts, tribunals, or other jurisdictions by (i) the President alone or (ii) by any member of the Board of Directors alone, appointed by the Board of Directors for this purpose.

TITLE VI. FINANCES

Article 30 – Financial year

30.1. The financial year of the ENEN Association runs from January 1 until December 31.

Article 31 – Budget and Accounts

31.1. The Board of Directors submits the accounts of the preceding financial year and the budget for the following financial year for the approval to the General Assembly.

31.2. Without prejudice to the General Assemblies' right to determine any kind of internal financial auditing procedure, the annual accounts of the ENEN Association shall be audited by one (1) or several independent external auditors (hereinafter referred to as the "**External Auditor**"), if required by law.

31.3. Further provision on the budget, the annual accounts, the financial regulations of the ENEN Association may be adopted in the Internal Rules

TITLE VII. HIERARCHY OF NORMS

Article 32 – Hierarchy of norms

32.1. Internal Rules shall be drawn up by the Board of Directors and adopted by the General Assembly to implement and further detail the present Statutes as well as to facilitate the regulation and management of the ENEN Association.

The Internal Rules are available to all Members and may be amended according to the rules provided for in article 18 of the present Statutes.

The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

32.2. Operating Rules shall be drawn up by the Executive Director and adopted by the Board of Directors to implement and further detail the present Statutes with regard to the management and functioning of the Committees.

32.3. The following hierarchy of norms applies within ENEN Association:

- (i) Statutes;
- (ii) Internal Rules;
- (iii) Operating rules.

32.4. In the case of any contradiction between two (2) or more norms of ENEN Association of a different level, the norm mentioned in the higher level shall prevail over the norm mentioned in the lower level of the above mentioned hierarchy of norms.

In the case of any contradiction between two (2) or more norms of the ENEN Association of the same level, the most recently adopted norm shall prevail over any formerly adopted norm.

TITLE VIII. MODIFICATION OF THE STATUTES OF THE ENEN ASSOCIATION**Article 33 – Modification of the statutes**

33.1. The General Assembly has exclusive power to deliberate and decide on a modification of the Statutes of the ENEN Association. Any proposals must emanate from the Board of Directors or at least from one quarter (1/4) of the Full Members of the ENEN Association.

The General Assembly may be convened for this purpose, in accordance with the procedures laid down in article 15 of the present Statutes. The proposed modifications of the statutes must be explicitly indicated in the convening notice.

33.2. Notwithstanding the first paragraph of article 16.4. of the present Statutes, the General Assembly shall be deemed validly constituted and has the quorum to resolve on the modification of the Statutes when at least two-thirds (2/3) of the Full Members are present or represented at the meeting.

If this quorum is not reached, a second General Assembly meeting for the same purpose shall be convened which can definitively and validly resolve on the proposal, by the same majority of votes provided for in article 33.3. of the present Statutes, irrespective of the number of Full Members present or represented, at the earliest within fourteen (14) calendar days following the first General Assembly meeting.

33.3. Unless otherwise foreseen by law, a resolution regarding the amendment of the Statutes must be taken by a two thirds (2/3) majority of the votes of the Full Members present or represented at the meeting

Abstentions, blank or invalid votes do not count in the calculation of the majority.

TITLE IX. DISSOLUTION – ALLOCATION NET ASSETS

Article 34 – Dissolution

34.1. The General Assembly shall have exclusive power to pronounce the dissolution of the ENEN Association.

Any proposal to dissolve the ENEN Association must emanate from the Board of Directors or at least from one quarter (1/4) of the Full Members of the ENEN Association.

The General Assembly may be convened for this purpose, in accordance with the procedures laid down in article 15 of the present Statutes. The proposed dissolution must be clearly indicated in the convening notice and mentioned on the agenda.

34.2. Notwithstanding the first paragraph of article 16.4 of the present Statutes, the General Assembly shall be deemed validly constituted and has the quorum to resolve on the dissolution of the ENEN Association when at least two – thirds (2/3) of the Full Members are present or represented at the meeting.

If this quorum is not reached, a second General Assembly meeting for the same purpose shall be convened which can definitively and validly resolve on the proposal, by the same majority of votes provided for in article 34.3. of the present Statutes, irrespective of the number of Full Members present or represented, at the earliest within fourteen (14) calendar days following the first General Assembly meeting.

34.3. Unless otherwise foreseen by law, a resolution regarding the dissolution must be taken by a unanimous vote of the Full Members present or represented at the meeting.

In the event that no activity is carried out within the ENEN Association during a period of five (5) consecutive years, the dissolution of the ENEN Association shall be pronounced by a simple majority of the votes of the Full Members present or represented during a General Assembly specially convened for this purpose.

Abstentions, blank or invalid votes do not count in the calculation of the majority.

Article 35 – Allocation of net assets

35.1. In case of deliberate dissolution, the General Assembly will determine in the resolution of dissolution the modalities of liquidation, appoint one (1) or several liquidators, determine their powers and indicate the allocation of the net assets of the ENEN Association.

35.2. In all cases of deliberate or judicial dissolutions, the net assets of the dissolved ENEN Association may not be paid out to the Members of the ENEN Association or the members of the Board of Directors, but will be allocated to one (1) or several not-for-profit organisations having the same or similar purposes to those pursued by the ENEN Association, as designated by the same General Assembly by a two thirds (2/3) majority vote of the Full Members present or represented.

TITLE X. LANGUAGE – GOVERNING LAW - JURISDICTION**Article 36 – Language**

36.1. The official working language of the ENEN Association shall be English and French. The language used for the official documents and relations with Belgian authorities shall be French. In case of dispute relating to the Statutes and Internal Rules, the official published French version shall prevail. Towards third parties the official published French

version is the only relevant version.

Article 37 - Jurisdiction – Governing law

37.1. Any dispute in connection with the present Statutes, the Internal Rules, the Operating Rules of ENEN Association and/or any decision of one (1) of the bodies of the ENEN Association shall be governed by Belgian law and shall be brought to the competent Brussels Court.

37.2. Anything not expressly provided for in the present Statutes and the publications to be made in the Annexes of the Belgian State Gazette shall be regulated according to Title III of the Belgian Law of 27 June 1921.