



Berquin Notarissen BV - Lloyd Georgelaan, 11 - 1000 Brussels
Company number BE 0474.073.840 – Brussels Trade & Companies Register
www.berquinnotaires.be
Tél. +32(2)645.19.45 Fax : +32(2)645.19.46

Coordinated text of the articles of the
international non-profit association
**“European Consensus Platform on
Alternatives”**
abbreviated as ***“ecopa”***

at 2350 Vosselaar, Boskant 101
company number 0865.074.902
Turnhout Trade & Companies Register

after the amendment made to
the articles of association
of 18 december 2023

BACKGROUND

(In accordance with article 2:8, §1 of the Companies and Associations Code)

INSTRUMENT OF INCORPORATION:

The Association was established by private deed on April 2, 2004, published in the Appendix to the Belgian Monitor of April 21, 2004, under number 04061510.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION :

The articles of association have been amended by :

- by the general assembly on Sept. 22, 2015, but were never published.

The Articles of Association were last amended by report drawn up by the notary Frederic Helsen, in Brussels, on December 18, 2023, filed for publication in the Appendix to the Belgian Monitor.

**ARTICLES OF ASSOCIATION
COORDINATED ON 18 DECEMBER 2023**

Article 1. Name and form of the association

The name of the association is the European Consensus Platform on Alternatives, short "*ecopa*", <https://ecopa.eu>.

ecopa represents the following stakeholders:

- Government and regulatory authorities
- Academia
- Industry
- Animal protection and welfare organisations

ecopa is an international not-for-profit association founded in accordance with the Code of Companies and Associations.

ecopa is a self-owned independent legal person with non-personal and limited responsibility for debt, and was set up for an undefined period.

Article 2. Registered Office

The registered office of the INPO is located in the Flemish Community.

The Board of Directors is authorised to transfer the registered office to a different place within Belgium, provided that, according to the applicable language legislation, the transfer requires no amendment of the languages of the statutes (articles of Association). If the language of the statutes must be changed as a consequence of the transfer of the registered office, the General Assembly alone may take this decision, respecting the requirements for amendment of the Statutes.

Article 3. Identification of the INPO

All deeds, invoices, announcements, publications, letters, orders, websites and other documents, whether in digital form or not, issued by the INPO must mention the following information: 1°) name of the INPO, 2°) legal form, in full or abbreviated, 3°) full address of the registered office, 4°) enterprise number, 5°) mention of "legal persons register" and competent court according to the registered office, 6°) where applicable: the email address and the website of the INPO, and 7°) where applicable, the fact that the INPO is in liquidation.

Article 4. Altruistic Aim

The primary aim of *ecopa* is to promote "the three Rs" (Replacement, Reduction, Refinement) in the use of animals in research, testing, education and training in Europe. *ecopa* shall therefore contribute to increased knowledge in the areas of:

1. Replacement of animals
2. Reduction of the number of animals used
3. Refinement to reduce suffering and increase animal welfare.

ecopa strives for consensus between the stakeholders in attempting to achieve its goals.

ecopa may participate in or become a member of other institutions, organisations or networks, whose aims are in accordance with this Article.

Article 5. *ecopa's* decision-making bodies

ecopa's decision-making bodies are the General Assembly and the Board.

Article 6. Membership

ecopa's members consist of:

National Consensus Platforms

To be recognised by *ecopa*, a National Consensus Platform must as a minimum:

1. Promote use of the three Rs
2. Include representatives of all four stakeholders in its governing body
3. Be a recognised legal organisation with a seat in Europe

Only one National Consensus Platform can represent an individual country and become a voting member on behalf of this country.

- Associate Members

Individuals, academic institutions, professional associations, companies, other European or international networks, and any other organisation (or one of its divisions) which support *ecopa's* aims but fail to qualify for membership as a National Consensus Platform.

In cases of doubt the Board decides whether such a party is entitled to membership of *ecopa*. National Consensus Platforms have the right to speak, make proposals and vote at the Annual General Assembly. Associate Members have the right to speak and make proposals, but do not have voting rights.

Members wishing to resign from *ecopa* must tender their resignation to the Board in writing. Resignation is automatically effective from the day it is received. Membership ceases automatically if membership fees are not paid within 6 months of the invoice date.

Exclusion from *ecopa* requires a two-thirds majority in the Board, and may only be affected if the member actively opposes *ecopa's* work or aims, or damages *ecopa's* interests.

The liability of *ecopa* members only extends to the settlement of their own annual membership subscription.

Article 7. Appointment and composition of the Board of Directors

Board members and their deputies (substitutes) are elected for 4 years at a time by the Annual General Assembly. The Board shall have four members with personal deputies, one from each of the four stakeholders described in Article 1.

Board members shall by nature of their employment, appointments or membership be connected to one or more of the stakeholders. They are to be chosen on the basis of their personal qualities and they do not represent any organisation of which they are a member. Board members should not be re-elected more than twice unless the General Assembly agrees to this.

Legal persons cannot be appointed as Board members.

The appointment of members of the Administrative Body and persons authorised to represent the INPO, and the termination of their office shall be published by deposit in the association's dossier, and by publication of an extract in the Annexes of the Belgian Official Gazette.

Article 8. Liability of the director and the managing director

The directors and, where applicable, managing directors, are not personally bound in the performance of the undertakings of the INPO.

Their liability in respect of the INPO and in respect of third parties is limited to the fulfilment of the mandate granted them in accordance with common law, the stipulations of the law and the statutes.

Directors are only liable for decisions, acts or behaviours which are manifestly outside the margin in which normally prudent and careful directors, placed in the same circumstances, may reasonably hold different opinions. Directors are only liable for faults which are personally attributable to them as directors and which were committed in their mandate of (day-to-day management) administration. This liability is joint and several, unless the directors had no part in the fault, and have reported the alleged fault to all of the members of the Administrative Body. This reporting and the discussion to which it gives rise, shall be recorded in the minutes.

Article 9. The Board's Rules of Procedure

The President shall decide when Board meetings are to be held, at least twice per calendar year. Board meetings are also to be held when the chairman or at least half the Board members request this. The agenda and documents for the meeting are to be sent to Board members at least 14 days before the meeting.

The Board has a quorum when one representative from each stakeholder, including the chairman or vice chairman is present. If the regular Board members are unable to attend, the deputy members in attendance shall have the same tasks and rights as the ordinary Board members.

The Board shall conduct its business by means of unanimous decisions (consensus). In cases where this is not possible, these matters must be submitted to the General Assembly where, in most cases, decisions can be taken by simple majority of the votes (see Article 10).

Minutes of the meetings must be kept by the chairman and the secretary without delay, and the summary must be published on the website of *ecopa*.

The Board may delegate part of its powers to one or more of its members, to the secretary, or to one or more members of staff of the association. In particular, the Board may delegate the day-to-day management of the association.

Board members may resign at any time. If a member resigns during his or her term of office, the Board may decide whether a substitute is appointed to serve until the end of that term.

The Board can establish additional rules of procedure.

Article 10. The Role of the Board

The Board shall:

1. ensure that *ecopa's* aims are fulfilled by writing an annual Activity Plan which formulates the aims of *ecopa's* short- and long-term activity
2. initiate activity based upon the annual Activity Plan
3. accord signatory power and procuration for the use of *ecopa's* assets
4. monitor expenditure
5. propose a budget for *ecopa's* activity for each calendar year, including membership fees
6. ensure that *ecopa's* accounts are kept and audited by the day before the General Assembly
7. ensure that the Annual Report is written by 1 May each year
8. establish a savings fund, in accordance with the law, in order to cover future expenses
9. appoint and define the services of a secretary and other appropriate support services including a Press Officer
10. consider applications for membership
11. invite members of the General Assembly
12. propose a budget for *ecopa's* activities
13. present *ecopa's* budget, annual report, audited accounts and Activity Plan to the General Assembly
14. appoint working groups where necessary
15. conduct an annual evaluation of *ecopa's* achievements and developments within the three Rs
16. The Board shall elect a chairman and a vice-chairman, a secretary and his deputy, and a treasurer and his deputy. If no secretary, deputy secretary, treasurer and deputy treasurer can be appointed from the Board members, the Board may designate a non-Board-member for these posts.

The chairman, the vice-chairman, the secretary and the treasurer are charged with the day-to-day management.

Article 11. The General Assembly

The ordinary General Assembly is to be held each year before 30 June, in the municipality of the registered office of the association, or at any other place indicated in the convening notice.

The Board may convene the General Assembly whenever it deems this necessary.

The Board shall send out an invitation, agenda and relevant documents by email at least one month before the Assembly. Items to be proposed for the Assembly by members must be sent to the Board at least one month before the Assembly. The time and place of the Assembly are to be announced in such a way that all members are informed.

The General Assembly is open to non-members, but the Board can decide to handle specific issues behind closed doors.

A list is to be kept of persons with the right to vote at the Assembly, and these persons must identify themselves. Representation by proxy is permitted. Voting is to take place openly unless a majority of members demand a secret ballot. Each National Consensus Platform has one vote. Decisions require a simple majority, except for amendments of the statutes. The General Assembly shall be chaired by the chairman or the vice chairman of the Board.

The following items shall be discussed by the General Assembly:

1. Approval of the notice of the Assembly and proxy votes
2. Approval of the agenda
3. Election of two keepers of the minutes
4. Approval of the annual report, annual statement of accounts and budget
5. The accounts and auditor's report
6. Approval of *ecopa's* Activity Plan
7. *ecopa's* budget, including the membership fees for the coming period
8. Appointment and dismissal of Board members and deputies
9. Amendment of the statutes
10. Dissolution of *ecopa*
11. Inspection of proposals received.

The Assembly has a quorum when it was announced in accordance with these statutes.

The General Assembly may only debate an amendment of the Statutes, or the dissolution of the association, if these items are on the agenda, and if 75% of the National Consensus Platforms are present or validly represented by a deputy appointed for that purpose. If this quorum is not reached, the voting

members present may call a second General Assembly which may validly deliberate those items, regardless of the number of voting members present or validly represented. If consensus cannot be reached, the President can submit the item to a vote, for which a 75% majority shall suffice for a valid decision.

Article 12. The secretary

ecopa has a secretary to execute decisions made by the Board and General Assembly.

The secretary is appointed and reappointed by the Board, and is mandated to represent the association in its day-to-day management.

The responsibilities of the secretary include, amongst others:

1. promoting the aims and the approved programme of the association
2. acting on behalf of the association as directed by the Board
3. organising the General Assembly and meetings of the Board
4. assisting the treasurer with the preparation of budgets and accounts
5. approving expenditure in accordance with the approved budget, up to a limit set by the

Board

6. the safekeeping of all agendas, minutes, voting registers, and related documents, reports and accounts which constitute the administration of the association

The secretary may be remunerated as decided by the Board.

Article 13. The Treasurer

The treasurer shall preferably be a Belgian citizen, to ensure optimum compliance with all financial obligations required by Belgian law for the recognition and certification of an international not-for-profit association (INPO, AISBL). The treasurer shall ensure that all of the requirements of Belgian law, and the financial requests of the General Assembly, are met.

The treasurer shall:

1. conduct book-keeping of all income and expenditure
2. control and monitor the accounting systems of the association
3. approve counter signature arrangements for expenditure
4. prepare the annual statements of account, and present them to the General Assembly and the Board as required by Belgian law
5. Have the annual statement of accounts audited by the deputy treasurer or a different Board member designated by the Board.

Article 14. Financial Audit

ecopa's fiscal year is from the 1 January to 31 December of each year.

The auditor may be remunerated as decided by the Board.

The Administrative Body shall submit the annual statement of accounts of the preceding financial year to the Annual General Assembly for approval. A draft budget shall be submitted to the General Assembly for approval.

The annual statement of accounts of the INPO shall be deposited in accordance with legal provisions.

Article 15. Dissolution

The INPO shall be dissolved:

- 1° by a decision of the General Assembly
- 2° lawfully, as the result of a fact or event outlined by the law or the statutes
- 3° by a judicial decision.

If *ecopa* is dissolved, any remaining financial assets after the settlement of all debts are to be divided between one or more not-for-profit associations, as determined by the General Assembly, and in further pursuit of the aims of *ecopa*.

All decisions relating to dissolution, conditions of liquidation, the appointment and termination of the offices of the liquidators, the closure of liquidation and allocation of the assets, shall be deposited at the registry and published in the Annexes of the Belgian Official Gazette, in accordance with the stipulations of Art. 2:7, 2:13 and 2:136 CCA and the implementing decisions thereon.

Article 16 Amendment of Statutes

The statutes may be amended by the General Assembly, in accordance with the conditions in Article 11 of the statutes.

An amendment of the statutes which intervenes in:

- the powers, manner of convening, and decision-making of the General Assembly

- the conditions subject to which the decisions of the General Assembly are made known to its members
- the conditions for amendment of the statutes
- the conditions for dissolution and liquidation of the INPO, and the altruistic aim to which the INPO must allocate its assets at its dissolution, must be laid down in a notarial deed.

Approval by Royal Decree is required for an amendment of the statutes which changes the precise description of the altruistic aim pursued by the INPO and the activities forming the object of the INPO.

Article 17. General Terms

The name *ecopa* is to be spelled in small letters and italics. The logo or name may not be used in a manner which can be construed as an official *ecopa* statement, without prior approval from the Board, with the exception of direct quotations from official texts produced by *ecopa*.

Anything not provided for in the statutes and published in the Annexes of the Belgian Official Gazette, shall be handled in accordance with the provisions of the Code of Companies and Associations.



CERTIFIED COPY

Frederic HELSEN
Notary