

EUROPEAN JUSTICE FORUM

International Non Profit Association

AMENDED ARTICLES OF ASSOCIATION

ADOPTED ON 12 November 2013

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**EUROPEAN JUSTICE FORUM
INTERNATIONAL NON-PROFIT ASSOCIATION**

ARTICLES OF ASSOCIATION

CHAPTER I: DEFINITIONS – NAME – REGISTERED OFFICE – OBJECT – DURATION

ARTICLE 1: DEFINITIONS AND INTERPRETATION

1.1. The following words and expressions shall have the following meanings:

- “Annual General Meeting” means the General Meeting called to approve the annual accounts;
- “Articles” means the articles of association of the Association;
- “Association” means the European Justice Forum Non Profit International Association, in short “EJF”;
- “Auditor” means the auditor of the Association from time to time;
- “Board” means the Board of Directors of the Association as appointed by the General Meeting;
- “Chairman” means the person appointed by the Board in order to act as chairman of the Association;
- “Days” means calendar days;
- “Director” means a member of the Board;
- “General Meeting” means any Annual or Extraordinary General Meeting of the Members;
- “Managing Director” means the individual person(s), Director or not, appointed by the Board and in charge of the day-to-day management of the Association;
- “Members” means members of the Association;
- “Secretary” means the individual person appointed, as the case may be, by the Board in order to act as general secretary of the Association;
- “Treasurer” means the individual person appointed, as the case may be, by the Board who will be in charge of the finance of the Association;

- 1.2. Except as otherwise provided herein and unless the context otherwise admits, words and expressions used herein shall have the same meaning as defined in article 1.1.
- 1.3. Words importing the singular only also include the plural and *vice versa* where the context requires. Words importing the masculine only also include the feminine. Words denoting natural persons shall include corporations and vice versa.

ARTICLE 2: FORM AND NAME

- 2.1. An international non profit association is hereby formed under the name of “EUROPEAN JUSTICE FORUM”, in short “EJF”.

The Association and its Articles shall be governed by title III of the Belgian law dated 27 June 1921 as modified, notably by the law of 27 December 2004.

- 2.2. The Association is a legal entity with limited liability.

ARTICLE 3: REGISTERED OFFICE

- 3.1. The registered office of the Association is located in Belgium, Avenue Marnix 28 at 1000 Brussels.
- 3.2. The registered office may be transferred, by a decision of the Board, to any other location in Belgium.

Each change of the registered office will be published in the Annexes to the Belgian Official Journal.

ARTICLE 4: OBJECTS - ACTIVITIES

- 4.1 The Association has as its objects to enhance the fairness, balance, efficiency and predictability of civil justice laws in the European Union and its Member States through research and scholarship, public education, and legislative, regulatory and judicial enactments.
- 4.2 To this effect, the Association may engage in activities which include, but are not limited to, the following functions:
 - Promote, conduct and disseminate research on issues impacting civil liability throughout the European Union and its Member States, including comparisons with other legal systems;
 - Educate Members, lawmakers, the media and the public about civil liability issues in the European Union and its Member States;

- Coordinate and assist in efforts to enhance the fairness, efficiency and predictability of civil justice laws through appropriate participation in legislative, regulatory and judicial decision-making activities.

4.3. The above enumeration is not exhaustive. The Association can therefore proceed to all acts that can contribute in any way to the realisation of its objects.

The Association may, within the limits of its objects, conclude any financial, industrial, commercial or civil transaction as well as any transaction on movable goods or immovable property.

ARTICLE 5: DURATION

The Association is established for an indefinite period.

CHAPTER II: MEMBERSHIP

ARTICLE 6: MEMBERS CATEGORIES

- 6.1. The Association will have a minimum of three Members. The number of Members is not otherwise limited.
- 6.2. The Members of the Association are individuals or legal entities duly and validly incorporated according to the laws and practices of their country of origin.
- 6.3. The Association has three categories of active members:

(a) Companies Members:

Companies Members are companies involved in manufacture, distribution, marketing, insurance or any related activities or services that support the objects of the Association.

(b) Professional Members:

Professional Members are trade associations involved in the business sector with members active within the manufacture, distribution, marketing or insurance field that support the objects of the Association.

(c) Individual Members:

Individual Members are individuals who support the objects of the Association and/or have performed exceptional services in the promotion of the Association. These Individual Members must be active or honorary professors, chairmen, directors of companies or of trade associations or any other individual involved in activities relating to the objects of the Association and proposed by the Board.

- 6.3. The Association authorizes the Board to create, if necessary, a specific category of non active members which will benefit from the research and data of the Association but will have no voting rights at the General Meeting . The Board will fix their rights and obligations and determine their annual contribution in order to obtain such reports, information or documents produced by the Association.

ARTICLE 7: RIGHTS AND OBLIGATIONS

(a) Companies Members

- 7.1. Companies Members have voting rights.

Each Company Member may attend General Meetings .

- 7.2. Their liability is limited to the amount of their financial contribution to the Association.

(b) Professional Members

- 7.3. Professional Members have voting rights.

Each Professional Member may attend General Meetings.

- 7.4. Their liability is limited to the amount of their financial contribution to the Association.

(c) Individual Members

- 7.5. Individual Members do not have voting rights.

They may attend General Meetings. They may be invited to attend Board meetings in accordance with article 18.4. of these Articles.

- 7.6. Their liability is limited to the amount of their financial contribution to the Association.

ARTICLE 8: ADMISSION

- 8.1. The admission of a new Member to the Association requires a resolution passed by the Board.

The resolution to refuse the admission of a new Member does not require a justification from the Board.

- 8.2. Membership acceptance will be confirmed to the applicant by the Chairman. Such Membership or any rights attached thereto are not transferable.

ARTICLE 9: RESIGNATION

- 9.1. A Member may resign from the Association at any time by giving not less than three (3) months prior written notice addressed to the Association at its registered office for the attention of the Chairman, and sent by registered mail.
- 9.2. The membership year runs from 1 January to 31 December. In order to absolve the resigning member of its obligation to pay its following year's membership contribution, notice to resign must be received by at the latest 30 September in any one year of membership. The period of notice given in such document shall begin to run from the date of receipt by the Association.
- 9.3. The financial obligations of the resigning Member owed to the Association shall continue until the end of the accounting year current at the date on which the three months period covered by the notice of resignation expires. No reimbursement, total or partial, of any contribution paid in relation to the accounting year in which the resignation of such Member is to take effect shall be made.

ARTICLE 10: EXPULSION

- 10.1. A Member can be expelled from the Association by a resolution passed by the Board.
- 10.2. A Member is excluded from voting on its own expulsion and on resolutions concerning a legal dispute between such Member and the Association.
- 10.3. In the event of a demand for expulsion of a Member, a period of four weeks shall be granted to such Member to provide the Board with its observations.
- 10.4. Such a demand for expulsion must be motivated as to allow the Member to prepare its defense properly.
- 10.5. However, the Board is not required to provide reasons for its decision to expel a Member. Such expulsion shall become effective immediately unless it is decided otherwise.
- 10.6. Any Member shall automatically cease to be a Member if being a company or an association:
 - it is declared bankrupt, dissolved or is the subject of an application or petition for bankruptcy or dissolution, has a receiver appointed in respect of all or any significant part of its assets or it undergoes any analogous act or proceeding; or
 - it enters into dissolution or liquidation whether compulsory or voluntarily otherwise than for the purpose of a merger or restructuration .
- 10.7. The financial obligations of the excluded Member towards the Association shall continue from the time of the exclusion until the end of the then current accounting year.

ARTICLE 11: FINANCIAL CONTRIBUTION

- 11.1. All Members will pay a financial contribution to the Association

This financial contribution will be determined by the Board for each accounting year and will be based on the necessary budget and the development needs.

- 11.2. The Board may decide for additional contribution if necessary to manage and develop the Association.
- 11.3. If a Member is in arrears with the payment of any money due to the Association for more than three calendar months after having been given notice of payment due, the Board shall be entitled to pass a resolution expelling such Member from the Association.
- 11.4. The annual contribution payable by the Members shall be invoiced to the Members by the Association on an annual basis according to a Board decision.
- 11.5. All contributions to the Association are payable in EURO.

CHAPTER III: GENERAL MEETING

ARTICLE 12: COMPOSITION

- 12.1. The General Meeting is the supreme authority of the Association.
- 12.2. The General Meeting is composed of all Members.

ARTICLE 13: MEETINGS – CONVENING AND NOTICE

- 13.1. The Board shall convene the General Meeting as often as required, but no less than once per year. This convocation can be in any form of communication, including orally or by e-mail.
- 13.2. The General Meeting may also be convened upon request by one fifth of the Company Members, stating the reasons for the meeting. The point or question requested by such Members shall have to be on the agenda. Such a request shall be notified to the Chairman, for the attention of the Board. The General Meeting must be held within four weeks of receipt by the Chairman of such request.
- 13.3. At least 10 (ten) Days' before each General Meeting, the Board shall distribute notice of such meeting to all the Members according to article 26.1. Such notice shall specify the place, date and time of the meeting and the specific and complete agenda for such meeting.

The fact that any Member has not received such notice shall not invalidate the proceedings at any General Meeting.

The presence of a Member at the General Meeting cancels the possibility for such member to request the nullity of decisions taken by the General Meeting on the ground that the convening formalities have not been respected.

- 13.4. The Board can require that each Member shall notify its intention to attend a General Meeting at least three Days prior to the date of the meeting.

- 13.5. The Members invited to the General Meeting may request copies of any documents relating to the agenda of such meeting prior to the commencement of the General Meeting.

ARTICLE 14: MEETINGS – ATTENDANCE

- 14.1. Each Member may be represented at the General Meeting by a proxyholder, the latter being a Member or not.

A proxy may represent several Members. The Member duly represented by a proxy shall be considered present at such General Meeting.

- 14.2. The form appointing the proxy must be in writing, given by letter, by fax, by email, or any other written form.

The Board when convening a General Meeting may fix the form of the proxies and require that these should be deposited at the registered office of the Association at least three Days before the date of the General Meeting.

- 14.3. When the Board does not require that forms of proxies be deposited prior to the General Meeting pursuant to article 14.2., forms of proxies must be handed to the Chairman at the General Meeting.

- 14.4. Before entering the meeting, all Members or their proxies must sign the attendance list: the individual who represents the Member shall indicate his last name and first name as well as the name and registered office of the Members present or represented.

ARTICLE 15: MEETINGS – ORGANISATION AND CONDUCT

(a) Chairman – Vice-Chairman

- 15.1. The General Meeting is chaired by the Chairman of the Board, or in his absence, the Vice-Chairman of the Board. Failing that, the General Meeting is chaired by the oldest Member (or his/her proxyholder).

(b) Majority – voting rights

- 15.2. A General Meeting shall only be validly held if over half of the Members who are entitled to vote are present or represented by proxy.

Each Member who is entitled to vote shall have one vote at the General Meeting.

- 15.3. The General Meeting will be validly held if there is quorum in accordance with article 15.2 at the opening of the meeting, even if a Member leaves the meeting before it is closed. In such case, the other Members will be entitled to discuss and vote on the remaining points of the agenda.

- 15.4. Should quorum not be reached in accordance with article 15.2, the Chairman may postpone the General Meeting for a period of maximum 30 (thirty) Days with the same agenda. The postponed General Meeting shall be validly held if more than 30% of the Members who are entitled to vote

are present or represented. The Chairman shall send a notice of such meeting to all the Members according to article 26.

- 15.5. Members representing other Members(s) have in addition the vote of the represented Member.
- 15.6. Voting shall take place by a show of hands unless a secret ballot is requested by 25% of the Members present or represented by proxy.
- 15.7. Except as otherwise provided in these Articles, decisions of the General Meeting are taken by a simple majority of the votes of the Members present or represented. An abstention is considered as a negative vote.
- 15.8. Resolutions voted upon favourably will be binding on the Association and on all Members of the Association present or not at the General Meeting.

(c) Powers

15.10. The General Meeting shall decide on all matters concerning the strategy, and the general policy of the Association, the financial obligations of the Members towards the Association and the liabilities incurred towards third parties.

15.11. The General Meeting has authority to:

- (i) Appoint and dismiss at any time the Directors;
- (ii) approve the Association's annual accounts and budget;
- (iii) alter the financial contribution of the Members;
- (iv) approve an extraordinary financial contribution by the Members;
- (v) approve internal rules proposed by the Board;
- (vi) amend the Articles;
- (vii) wind up the Association.

(d) Amendments

15.12. Any formality relating to the amendment to the Articles shall be subject to the law of 27 June 1921 on the non profit associations, the international non profit associations and the foundations as modified, notably by the law of 27 December 2004.

(e) Minutes

15.13. All minutes of General Meetings shall be kept in a register and shall be signed by the Chairman or the Vice-Chairman, within one month after the meeting.

CHAPTER IV: THE BOARD OF DIRECTORS

ARTICLE 16: COMPOSITION

- 16.1. The Board is composed of a minimum of three Directors, individuals or legal entities. The Board appoints among its members a Chairman, and, when appropriate, a Vice-Chairman. If a Vice-Chairman has been appointed, he/she shall fulfil the function of the Chairman and have all his/her powers in the absence of the Chairman.
- 16.2. Members of the Board shall be elected by the General Meeting.
- 16.3. The term of office of a Director shall be maximum three years. Re-election is permitted. The Chairman and Vice-Chairman shall be elected for a maximum three year term. Re-election is permitted.
- 16.4. The Directors may be revoked at any time by the General Meeting without prior notice.
- 16.5. If a legal entity is appointed as Director, it is required to designate one individual (legal representative) who will be empowered to represent it at the Board meetings.
- 16.6. In case of vacancy of one or more Directors due to death, resignation, or to any other cause, the remaining Directors have the right to replace him temporarily. In such case, the General Meeting will proceed to a fixed appointment during its next meeting.
- 16.7. The Directors and the Managing Director are not personally bound by the obligations of the Association.

ARTICLE 17: MEETINGS – CONVOCAION AND NOTICE

- 17.1. Board meetings shall be convened by its Chairman whenever the affairs of the Association require, but not less than twice per year.
- 17.2. A Board meeting shall, among others, be convened if at least two or more Directors so request by notice addressed to the Chairman of the Board setting out the proposed agenda. Such Board meeting shall take place within four weeks of receipt by the Chairman of such notice.
- 17.3. The notice of each meeting shall provide for the place, date and time of such meeting and its agenda.

The notice shall be sent to the Directors at least ten Days prior to the meeting, in the form and manner decided by the Board.

Each Director can propose any item to be added to the agenda.

ARTICLE 18: MEETINGS – ATTENDANCE

- 18.1. Any Director may be represented at the Board meeting by a proxy assigned to another Director or to any third party . A proxy may represent several Directors.
- 18.2. Proxy forms must be in writing, granted by letter, by fax, by email, or any other written form.
- 18.3. Forms of proxies must be handed to the Chairman of the Board in order to be attached to the minutes of the meeting.
- 18.4. One or more persons who are not members of the Board may be invited to attend Board meetings by the Chairman, or, the Vice-Chairman, or, three Directors. They may issue proposals and be requested to give advice, but they are not entitled to vote.

ARTICLE 19: MEETINGS – ORGANISATION AND CONDUCT

(a) Majority – voting rights

- 19.1. To be valid and regular, a Board meeting requires half of the Directors to be present or represented by proxy. Each Director has one voting right at the Board meeting.
- 19.2. Board decisions shall be valid if approved by a simple majority of the votes of the Directors present or represented by proxy.
- 19.3. Admission and expulsion of Members require a resolution adopted by a majority of two third of the Directors present or represented by proxy.

The creation of the non active members category and the determination of their rights and obligations require also a resolution adopted by a majority of two third of the Directors present or represented by proxy.

- 19.4. Board resolutions may also be taken by circular letter to be signed by all Directors. The original shall be kept as minutes of the Board. The date of the minutes will be the date of the last signature.

The Board may be held by conference call or video conference.

(b) Powers

- 19.5. The Board shall implement the resolutions of the General Meeting, manage the Association and organise its activities. It shall decide on the convening and on the agenda of the General Meeting. The Board represents the Association towards third parties in accordance with the resolutions passed by the General Meeting.
- 19.6. The Board may decide to appoint committees to study particular issues. These committees shall report on their activities and findings to the Board and to the General Meeting.
- 19.7. The Board may decide to delegate certain powers and more specifically the day to day operation of the Association to an Managing Director Such delegation may be revoked at any time without prior notice.

(c) Secretary - Treasurer

19.8. The Board may appoint at any Board meeting or General Meeting a Secretary to prepare the minutes of General Meetings.

19.9. The Board may also appoint a Treasurer.

19.10. The Secretary and the Treasurer will have such specific powers as may be defined and granted by the Board.

(d) Minutes

19.11. Decisions of the Board shall be recorded in minutes signed by the Chairman and all Directors who attend the meeting in person or by proxy.

19.12. Copies and extracts of the minutes of the Board shall be signed by the Chairman of the Board or the Managing Director (if any) or any other person nominated by the Board.

CHAPTER V: BY LAWS - INTERNAL RULES FOR GOVERNANCE

ARTICLE 20: BY LAWS – INTERNAL RULES FOR GOVERNANCE

The Board may issue By Laws or internal rules for the governance and the organisation of the Association subject to ratification by the next General Meeting.

CHAPTER VI: REPRESENTATION OF THE ASSOCIATION

ARTICLE 21: REPRESENTATION

21.1. The Association will be validly represented by two Directors acting jointly in Court and in all its deeds and contracts, including those for which the intervention of a public officer or a notary is required.

21.2. Moreover, and within the limits of day-to-day management, the Association will be validly represented by the Managing Director.

21.3. Furthermore, the Association may be validly represented by attorneys, acting within the limits of their mandates.

CHAPTER VII: ACCOUNTS

ARTICLE 22: ANNUAL ACCOUNTS

- 22.1. The fiscal year will start on January 1st and will end on December 31st of each year.
- 22.2. At the end of each fiscal year, the Board shall draw up an inventory, as well as the annual accounts consisting of a balance sheet, a profit and loss account and annexes. The accounts will be drafted in Euros.

The annual accounts will be validly signed by two Directors or by any person specially empowered by the Board to this effect.

- 22.3. The annual accounts shall be approved by a resolution of the Annual General Meeting. Each Member has a right to receive a copy of the annual accounts of the Association.

ARTICLE 23: AUDITOR

- 23.1. The Board shall have the power to appoint and dismiss an Auditor who is registered with the official Auditors Association (*Institut des Réviseurs d'Entreprises*).

When the appointment of an Auditor is not required by Article 53 of the Law of 27 June 1921, the appointment of an Auditor is discretionary.

- 23.2. The Auditor shall:
- (i) have a right of access at all times to the accounting records of the Association, and to all other documents relating to its financial affairs;
 - (ii) be entitled to require from the Members and Directors such information and explanations as are necessary for the proper performance of the duties of Auditor.

- 23.3. The Auditor shall be entitled:
- (i) to attend any General Meeting and to receive a copy of all minutes of the General Meeting and the Board;
 - (ii) to speak at any meeting on any part of the business of the meeting which concerns the accounts and the financial situation of the Association.

- 23.4. Within two months from the close of each financial year, the accounts of the Association shall be reviewed by the Auditor who shall report annually to the Members in respect thereof.

- 23.5. At least one month before the Annual General Meeting, the Board shall submit the annual accounts together with the necessary information, to the Auditor who shall draft a substantiated written report. Such report shall contain *inter alia* the following information: the way that the control by the Auditor has been carried on and the collaboration of the Board in relation thereto, the establishment of the annual accounts, a statement as to whether (i) the annual accounts give a true and fair view of the assets, financial situation and results of the Association and (ii) he has knowledge of any unlawful operation or decision taken by the Association (such mention may

however be omitted when such disclosure could cause an unjustified damage to the Association). The report shall either clearly indicate the amount of any reserve or the fact that the Auditor does not consider that a reserve is necessary.

ARTICLE 24: ANNUAL REPORT

- 24.1. The Board shall each year make a report to a General Meeting justifying the management of the Association and containing, if applicable, a suitable explanation on the following matters: a comment on the annual accounts, the evolution of the business and the position of the Association, information in respect of events which have occurred after the closing of the financial year, indications on circumstances which could have an important influence on the development of the Association and information on the research and development activities of the Association.
- 24.2. At least fifteen days before the Annual General Meeting, the annual report of the Board and the Auditor report, if such auditor has been appointed, shall be communicated to the Members by the Chairman or the Managing Director.

CHAPTER VIII : DISSOLUTION

ARTICLE 25: DISSOLUTION – LIQUIDATION

- 25.1. Except in the event of a judicial liquidation, the Association can only be dissolved by resolution of the General Meeting adopted by a majority of two thirds of the votes of the Members present or represented by proxy.

The quorum requirements of article 15.2 of these Articles shall not apply to a General Meeting convened to consider the dissolution of the Association.

A resolution must be passed at the same time on the distribution of the assets of the Association.

- 25.2. If upon liquidation or dissolution of the Association, there remains, after the payment of all its debts and liabilities, any property whatsoever, it shall be distributed amongst the Members of the Association *pro rata* and up to a maximum of their contribution in the year of liquidation or dissolution.

The possible assets remaining after the liquidation or dissolution and the distribution amongst the Members of the Association *pro rata* to their contribution shall be granted to a non profit legal entity with a similar object as the object of the Association.

- 25.3. The General Meeting has authority to appoint a liquidator.

- 25.4. The liquidator shall:

- (i) establish the list of assets and liabilities of the Association;
- (ii) recover receivables on third parties;

- (iii) pay the debts of the Association;
- (iv) dispose of the assets of the Association according to the resolution of the General Meeting;
- (v) close the liquidation.

CHAPTER IX: NOTICES

ARTICLE 26: NOTICES

26.1. All notices to Members may be served by sending them by email, fax, or written document with acknowledgement of receipt (in the case of email, an electronic receipt confirmation, if one is requested, or no confirmation of non-delivery, will suffice as evidence of acknowledgement) and every such notice shall be deemed to have been received by the addressee not later than three Days after the day on which it was posted, faxed or emailed.

Each Member shall address to the Chairman and the Secretary, if any, and the Managing Director, the precise fax number, address, email address, and name of the person to whom all notices shall have to be sent.

26.2. Any information or notice that are required by these Articles to be sent to the Association shall be sent to the Association's registered office, for the attention of the Chairman.

CHAPTER X: LITIGATION

ARTICLE 27: ARBITRATION

27.1. All disputes between Members arising out of or in relation to these Articles shall be finally settled under the rules of Arbitration of the Belgian Center for Arbitration and Mediation (CEPANI) by three arbitrators appointed in accordance with those rules.

27.2. The Members expressly certify that they have received a copy of the rules of Arbitration of the Belgian Center for Arbitration and Mediation (CEPANI).

27.3. The seat of the arbitration shall be Brussels and the arbitration shall be conducted in English. All disputes shall be governed by Belgian law.

27.4. The Members explicitly exclude any application for setting aside the arbitral award.