

# "WATERBORNE TECHNOLOGY PLATFORM"

Non-profit association

## ARTICLES OF ASSOCIATION

### Article 1: NAME AND HEAD OFFICE

1.1 The Association is named Waterborne Technology Platform (hereafter "the Association").

1.2 All deeds, invoices, announcements, publications, letters, orders, websites and other official documents from the Association need to mention the following data:

- the name of the Association;
- the legal form, in full or abbreviated;
- the full address of the head office
- the company registration number;
- indication of the "Register of Legal Entities" ("rechtspersonenregister") and the competent court according to the registered office;
- if applicable, the e-mail address and website of the Association;
- if applicable, the fact that the Association is in liquidation.

1.3 The registered office of the Association is located in the Brussels Capital Region. The Association's head office can be transferred to any other address in Belgium following a corresponding decision of the Board of Directors.

### Article 2: LEGAL FORM AND DURATION

2.1 The Association is a non-profit association governed by Book 9 of the Code of Companies and Associations (the "CCA").

2.2 The Association is incorporated for an indefinite duration and can be dissolved at any time.

### Article 3: NON-PROFIT OBJECTIVE AND PURPOSE

#### NON-PROFIT OBJECTIVE

3.1 The objective of the Association (the "Objective") is to interact between the waterborne community and the relevant European Institutions on waterborne, blue economy and ports & logistics related topics and to promote, coordinate and facilitate pre-competitive research, demonstration and innovation of waterborne technologies within the European Research Area, including related market, regulatory and societal uptake, whereby:

- Waterborne transport shall mean maritime and inland waterway transport, including the interaction with other modalities through ports;
- Blue economy shall mean all economic activities related to oceans, seas and coastal areas;
- Ports & Logistics shall mean waterborne operations in ports linking to transport logistics.

#### Purpose

3.2 To reach the Objective, the Association shall develop research visions, missions and roadmaps, and shall review the implementation of these visions, missions and roadmaps into projects, technologies and innovative products. The Association shall aim at establishing a European Partnership with the European Commission. The Association shall collaborate with the European Union for the implementation of European framework programmes on research and technology.

3.3 The Association shall not engage in policy-making and/or shall not represent the interests of the European waterborne sector on policy fields outside the field of innovation, research, technologies, development and demonstration. Where appropriate, the Association shall collaborate with other European Associations to influence the decision-making process related to research, development and innovation to secure political outcomes that are in line with its vision, mission and roadmaps identified.

3.4 Any application to the Belgian Ministry of Justice for an alteration or expansion of the objectives, the purpose and the activities shall require the formal approval of the General Assembly.

3.5 For the purpose of these Articles of Association, Europe shall be defined as the European Union, the European Economic Area, and the countries to which the EU grants the status of candidate countries to the EU and other countries that are allowed to participate in programmes on innovation, research, technological development and demonstration.

3.6. The Association does not operate a business or engage in operations of a profit-making nature within the meaning of Article 2, §5, (a) of the Income Tax Code of 1992 (“WIB92”). The Association is engaged in operations that consist of an activity that is only incidentally related to industrial, commercial or agricultural operations, or that are not carried out in an industrial or commercial manner, within the meaning of Article 182 of the Income Tax Code of 1992.

#### **Article 4: MEMBERSHIP**

##### **4.1 General**

4.1.1 All members have to be legal entities established in countries within Europe. Membership shall not be possible for private persons.

4.1.2 The members of the Association need to be active in waterborne related sectors, blue economy activities or ports and logistics.

4.1.3 All members must be legally incorporated and operate in accordance with the law of their country of origin. If the Association determines that a member no longer legally exists under the laws of the country of origin or commits acts contrary to or detrimental to the laws of the country of origin, Membership of the Association shall be terminated in accordance with the provisions provided for in Article 4.6.

4.1.4 The Association may not have less than five members.

##### **4.2 Membership categories of the Association**

4.2.1 Without prejudice to the provisions of Articles 4.3.3 and 4.4, there are 8 categories of members:

4.2.1.1 ***Ship owners***: ship owner means the registered owner of a seagoing or oceangoing vessel, or any other person such as the bareboat charterer who is responsible for the operation of the ship, which include all kind of ships (cargo, merchant, tourism, or any other activity).

4.2.1.2 ***Class societies***: are organisations which develop and apply technical standards for the design, construction and survey of ships and which carry out surveys and inspections on board ships.

4.2.1.3 ***Inland waterways sector***: refers to all actors which have activities relative to the sector that covers all transport activities which all related to European rivers, canals, lakes; both transport of goods and people is involved. "Activities" cover a broad scope: operations executed by barge owners/operators ( shipping), research & innovation ( from ship design to ship operations)

4.2.1.4 ***Research organisations***: governmental or private entities, consultants, universities, research institutes or associations, with the main purpose to initiate, facilitate and/or perform maritime/waterborne research and innovation.

4.2.1.5 ***Shipyards and equipment manufacturers***: shipyards that build and repair civil or military ships and (offshore) platforms, maritime equipment manufacturers.

4.2.1.6 ***Blue Growth sector***: concerns all the actors which have clean, climate-proof and sustainable Blue Economy activities, such as, among others, offshore support vessels, floating platforms, offshore renewable energy and aquaculture.

4.2.1.7 ***Ports sector***: concerns all the actors which have activities relative to a shelter fitted out to receive ships, for the embarkation and disembarkation of their cargo.

4.2.1.8 ***Waterborne related services***: services and energy providers.

### 4.3 Application for membership

4.3.1 Applications for membership shall be addressed by the candidate member in writing (via e-mail, regular letter or registered mail) to the Secretary-General. In the absence of a Secretary-General, such letter shall be addressed to the Chairperson (defined below) and if there is no Chairperson, to the Board of Directors.

The candidate member must expressly indicate in its application for which Membership category it wishes to apply.

4.3.2 Membership is granted by the General Assembly on the proposal of the Board of Directors. The Board of Directors will determine the eligibility and Membership category of the candidate member.

4.3.3 Entities that have already formally applied to become Members of the Association may be temporarily admitted by a unanimous decision of the Board of Directors (the “*Provisionally Accepted Members*”).

#### 4.4 Observers

4.4.1 Authorities within Europe, on the one hand, and legal entities that are considering potential future membership of the Association, but have not yet formally applied for membership (“*Prospect members*”, on the other hand, may apply to be admitted as observers (an “*Observer*”).

4.4.2 Observer status is automatically granted to representatives of public authorities within Europe, without a formal approval process.

4.4.3 The Board of Directors decides whether a Prospect member is granted Observer status. Observer status for Prospect members can last up to one year.

#### 4.5 Rights

4.5.1 In addition to the rights expressly conferred on them by these Articles of Association, Members enjoy the rights and duties under the Code of Companies and Associations, in particular:

- attending or being represented at the meetings of the General Assembly;
- voting right at the General Assembly (if applicable);
- participating to the activities of the Association;
- electing the Board of Directors and being able to be elected to the Board of Directors;
- being able to participate in Association’s Working Groups;
- being able to be elected as member or Chairperson of any other Working Group in the Association.

4.5.2 The Provisionally Accepted Members may participate in the activities of the Association, but only enjoy their full rights after approval by the General Assembly.

4.5.3 Observers enjoy the following rights:

- attending or being represented at the meetings of the General Assembly, without voting rights;
- participating in the discussion in the Working Groups, as defined in Article 10 of the Articles of Association, and any other internal body-apart from the Board of Directors, without voting rights.

#### 4.6 Termination of membership

4.6.1 The Board of Directors may propose the expulsion of any Member to the General Assembly for the following reasons, which are not exhaustive:

- in case of default of payment of the membership fees;
- in general in case of breach of the Articles of Association, the By-laws (hereafter defined), or a resolution of the General Assembly;
- if a member no longer legally exists under the laws of the country of origin or commits acts contrary to or detrimental to the laws of the country of origin;

- if a member is acting in a manner harmful to the reputation of the Association or the interests of the Members.

4.6.2 The Member whose expulsion has been requested must be allowed to present its defence in person before the General Assembly. The expulsion shall be mentioned in the convocation. The member whose membership termination is proposed shall be informed of the reasons for expulsion by the Chairperson (hereafter defined). The member has the right to be heard at the General Assembly.

4.6.3 A Member may at any time, upon proposal of the Board of Directors or upon request of at least 1/5 of all members, be excluded by a special resolution of the General Assembly, at which at least 2/3 of all members are present or represented, and for which a 2/3 majority of the votes of the members present or represented is required for the decision. Abstentions shall not be counted either in the numerator or in the denominator.

4.6.4 Any cessation of business, opening of bankruptcy proceedings, voluntary liquidation proceedings or similar event putting a stop to the activities of a Member shall automatically terminate its membership ex officio.

#### 4 7 Membership fee

4.7.1 In order to carry out the Objective and Purpose the Members shall be required to pay a membership fee.

4.7.2 The maximum amount of the membership fee is set at 5,000.00 EUR per year.

### **Article 5:** General assembly

#### 5.1 Composition - Organization – Convocation

5.1.1 The General Assembly shall be composed of the Members. Each Member has one vote.

5.1.2 The General Assembly of the Association shall be presided the Chairperson.

5.1.3 The Ordinary General Assembly shall be held in the first six calendar months of each year at a place and time determined in the convocation. The convocation shall be sent out at least four weeks in advance, in the form of a letter or e-mail. The venue of the General Assembly shall be indicated in the convocation and can be anywhere.

An Extraordinary General Assembly may be convened whenever the Board of Directors judges it necessary or one third of the Members inform both the Chairperson and the Secretary-General that they would like to organize an Extraordinary General Assembly. The convocation to an Extraordinary General Assembly is sent out at least 15 days in advance, in the form of a letter or an e-mail.

5.1.4 The meetings shall be convened by the Chairperson. A draft agenda as determined by the Board of Directors shall be attached to the convocation. Apart from the agenda as determined by the Board of Directors, any item submitted by at least 1/20 of the members at least 10 days before the meeting shall also be placed on the agenda.

5.1.5 If the agenda relates to an amendment to the Articles of Association, it shall be an Extraordinary General Assembly in accordance with Article 9:21 of the Code of Companies and Associations. The convocation shall be sent to all members at least 15 days prior to the date of the General Assembly in the form of a letter or an electronic mail.

The Board of Directors must notify the Members of the Association of any proposal to amend the Articles of Association at least one month prior to the meeting of the General Assembly, which shall take the decision.

5.1.6 The Board of Directors may offer the members the possibility to remotely participate in the General Assembly by means of an electronic means of communication provided by the non-profit association ("VZW"). As regards compliance with the conditions on attendance and majority, the members who participate in the General Assembly in this way shall be deemed to be present at the venue where the General Assembly is held.

For the purposes of the first paragraph, the non-profit association ("VZW") needs to be able to verify the capacity and identity of the member referred to in the first paragraph by means of the electronic means of communication used. Additional conditions may be imposed on the use of the electronic means of communication, the sole purpose of which is to ensure the security of the electronic means of communication.

For the purposes of paragraph 1, the electronic means of communication must enable the members referred to in paragraph 1, without prejudice to any restriction imposed by or pursuant to the law, at least to take direct, simultaneous and uninterrupted notice of the proceedings at the meeting and to exercise their right to vote on all items on which the meeting is required to take a decision. The electronic means of communication shall also enable the members referred to in paragraph 1 to take part in the deliberations and ask questions.

The convocation for the General Assembly shall include a clear and precise description of the procedures relating to remote participation.

The minutes of the General Assembly shall record any technical problems or incidents which have prevented or disrupted electronic participation in the General Assembly or the voting.

The members of the Bureau of the General Assembly cannot participate in the General Assembly by electronic means.

5.1.7 The By-laws may contain special rules regarding the organisation of a General Assembly. Insofar as the present Articles of Association or the By-laws do not contain any rules regarding the organisation of the General Assembly, this General Assembly shall be organised according to the principles as set out in the Rules of Procedure of the Chamber of Representatives of Belgium.

## 5.2 Competences

5.2.1 The General Assembly is the forum of all members of the Association and it is the Association's highest decision-making body.

5.2.2 The General Assembly is in particular competent for:

- admitting and not admitting members;
- amending the Articles of Association of the Association;
- appointing and dismissing the members of the Board of Directors;
- approving the designation of the Chairperson upon proposal of the Board of Directors to be done at the same General Assembly;
- appointing and dismissing the Statutory Auditor(s), if any, upon proposal of the Board of Directors, and establishing their remuneration;
- granting of discharge to the Chairperson, the members of the Board of Directors and the Statutory Auditor(s), if any, from liability for the exercise of their mandate, and, if applicable, instituting association proceedings against the members of the Board of Directors and the Statutory Auditor(s);
- receiving reports on the activities from Board of Directors in the past year;
- approving the main policy lines to be followed and yearly work programme of the Association on the basis of recommendations of the Board of Directors;
- approving the annual accounts and the budget proposed by the Board of Directors;
- determining the amount of the membership fee, as proposed by the Board of Directors;
- the dissolution and liquidation of the Association.
- the conversion of the Association into an "IVZW", a cooperative company recognised as a social enterprise or into a recognised cooperative company - social enterprise;
- making or accepting a contribution free of charge of a totality of assets.

5.2.3 With a view to establishing and implementing a European partnership with the European Commission, the General Assembly shall elect delegates among the members of the Association, representing the private side of the European partnership in the Partnership's 'Board'. The Board of Directors is the governing body of the European partnership and the official communication channel between the private side and the European Commission. With respect to the requirements regarding representation of the private side in the Board of Directors of that Partnership, as established in the Memorandum of Understanding signed with the European Commission, the Association shall define further modalities in its by-laws.

### 5.3 Quorum and Adoption of Resolutions

5.3.1 At least half of the Members must be present in order for deliberations to be valid.

5.3.2 An attending Member may cast up to three proxy votes.

5.3.3 The General Assembly shall strive to adopt its Resolutions by consensus. If a vote is necessary, decisions are taken by a majority of 2/3 of the votes, unless otherwise provided for by the Code of Companies and Associations or the Articles of Association. In the event of a tie vote, the Chairperson has casting vote.

5.3.4 Items outside the agenda cannot be dealt with.

5.3.5 The amendment of the Articles of Association requires a deliberation in an Extraordinary General Assembly that meets a quorum of 2/3 of the members, present or represented. In case less than 2/3 of the members are present or represented at the first meeting, a second meeting

may be convened which can validly deliberate and resolve as well as adopt the amendments by the majorities specified hereafter, regardless of the number of members present or represented. The second meeting may not be held within fifteen days following the first meeting.

The decision is deemed accepted if it is approved by 2/3 of the votes of the members present or represented. When the amendment of the Articles of Association concerns the non-profit purpose for which the Association was founded or its dissolution, it requires a majority of 4/5 of the votes of the members present or represented. Abstentions shall not be included in the numerator or the denominator and shall therefore not count as votes against.

#### 5.4 Minutes

5.4.1 The minutes of the General Assembly shall be sent to all Members within two weeks after the General Assembly.

5.4.2 The minutes of the General Assembly shall be kept in a specifically created registry.

#### **Article 6:** Chairperson and Vice-Chair(s) of the Association

6.1 The General Assembly shall appoint a Chairperson (the “Chairperson”) for a maximum period of two years, upon proposal of the Board of Directors. The General Assembly may also appoint one or two Vice-Chairs, also upon proposal by the Board of Directors. The term of office of a Chairperson or Vice-Chair can be renewed no more than once.

6.2 The Chairperson shall be elected from among the nominated candidates by the members belonging to the categories (i) Shipowner(s) and (ii) Shipyards and equipment manufacturers, and must be a representative of a company with commercial activity within such category. The Vice-Chair(s) may be elected from among the nominated candidates by all categories of members.

6.3 Only two (2) of the three (3) persons assigned the mandate as Chairperson and, if applicable, Vice-Chair(s), can be of the same gender.

6.4 The Chairperson shall chair the General Assembly and the Board of Directors. In his absence the General Assembly and the Board of Directors shall be presided over by the oldest Vice-Chair (in terms of professional working years) or, in the absence of Vice-Chairs, by the oldest Board member (in terms of professional working years).

#### **Article 7.** Board of Directors

##### 7.1 Composition – Designation – Organisation

7.1.1 The Association shall be managed by a collegial governing body, called the Board of Directors

7.1.2. Without prejudice to the provisions of Articles 7.2, the Board of Directors shall be composed of at least eight persons and a maximum of thirteen persons, natural persons or legal entities, who are Members of the Association, including the Chairperson, and the Vice-Chair(s), if any. All Board members are designated or appointed by the General Assembly.



If a legal entity is appointed as a Board member, it must appoint a natural person - permanent representative

7.1.3. The members of the Board of Directors are appointed for a two-year term. A director's mandate can be renewed a maximum of two times.

7.1.4 When a Board member resigns during his/her mandate from the position he/she held within the company or the association at the time of the appointment, his/her term of office as a Board member of the Association shall end ex officio. The Board of Directors may appoint an alternate Board member, if appropriate, until the General Assembly appoints a new Board member.

7.1.5 Each member of the Board of Directors may participate in the deliberations of the Board of Directors and vote by any means of telecommunication or videography in order to organise meetings between several participants who are geographically distanced from each other so as to enable them to communicate simultaneously.

## 7.2 Subdivision of Board mandates

7.2.1 The various categories of members may, depending on the category to which they belong, have one (1), two (2) or three (3) directors appointed by the General Assembly:

- two (2) directors may be appointed among the members belonging to the category Ship owners (the *"Ship owners Directors"*);
  - one (1) director may be appointed from among the members belonging to the category Class societies (the *"Class Societies Director"*);
  - one (1) director may be appointed from among the members belonging to the category Inland waterways sector (the *"Inland waterways sector Director"*);
  - three (3) directors may be appointed from among the members belonging to the category Research organisations (the *"Research organisations Directors"*);
  - three (3) directors may be appointed from among the members belonging to the category Shipyards and equipment manufacturers (the *"Shipyards and equipment manufacturers Directors"*);
  - one (1) director may be appointed from among the members belonging to the category Blue Growth sector (the *"Blue Growth sector Director"*);
  - one (1) director may be appointed from among the members belonging to the category Ports sector (the *"Ports sector Director"*).
- one (1) director may be appointed from among the members belonging to the category Waterborne related services (the *"Waterborne related services Director"*).

7.2.2. The other modalities of the election procedure are further detailed in the By-laws.

## 7.3 Competences

The Board of Directors is in particular competent for:

- setting up and dissolving any internal body within the Association;
- appointing members and Chairpersons to these internal bodies;

- drafting, approving and amending by-laws (the “*By-laws*”);
- proposing the agenda of the General Assembly;
- proposing internal rules determining the calculation of the Members’ membership fees to the General Assembly;
- providing recommendations to the General Assembly on applications or termination of membership;
- having full power of management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
- being in charge of the financial management, preparing of budgets, including applications for approval by the General Assembly, budgets and the control of expenditure;
- proposing amendments to the Articles of Association of the Association.

#### 7.4 Resolutions of the Board of Directors

7.4.1 The Board of Directors shall adopt its decisions on the basis of a two thirds majority of the members present. The Board of Directors can only act if at least half of the members are present or represented by proxy.

7.4.2 Minutes shall be taken and signed by the Chairperson and by the Board members who so request.

7.4.3 Without prejudice to the legal provisions, decisions concerning the By-laws shall be adopted by the two-thirds majority of members of the Board of Directors present or represented. The By-laws and any amendments thereto shall be communicated to the members in accordance with Article 2:32 CCA.

#### 7.5 Conflict of interest

7.5.1. If a Board member has a direct or indirect material interest that conflicts with the interest of the Association, he must inform the other Board members of this before the Board of Directors takes a decision. His declaration and explanation of the nature of this conflicting interest must be included in the minutes of the meeting of the Board of Directors that must take the decision. The Board of Directors may not delegate this decision. If the majority of the Board members have a conflict of interest, the decision or the transaction shall be submitted to the General Assembly. If the General Assembly approves the decision or transaction, the Board of Directors can execute it.

7.5.2. The Board member with the conflict of interest shall remove itself from the meeting and shall abstain from the deliberation and the vote on the matter to which it relates.

7.5.3. If the Association does not or no longer qualifies as a small association according to the criteria of Article 3:47 § 2 Code of Companies and Associations, the Board of Directors must furthermore describe in the minutes the nature of the decision or transaction and include its justification as well as the material consequences for the Association. This part of the minutes shall be included in its entirety in the annual report or in the document filed with the annual accounts.

7.5.4. In case the Association has appointed a statutory auditor, the minutes of the assembly shall be communicated to him. In a separate section of the report, the statutory auditor shall assess,

pursuant to Article 3:74 of the Code of Companies and Associations, the material consequences of the transaction for the Association.

7.5.5. The aforementioned procedure shall not apply to customary transactions which take place under the conditions and against the sureties usually prevailing on the market for similar transactions.

#### 7.6 Publication requirements

The appointment of the members of the Board of Directors and of the persons authorised to represent the non-profit association as well as the termination of their office shall be made public by filing them in the association's records and by publishing an extract in the Annexes to the Belgian Official Gazette. In any event, it must be clear from these documents whether the persons representing the non-profit association are each acting separately, jointly, or as a body and what the scope of their powers is.

#### **Article 8:** Secretary-General and Deputy Secretary-General

8.1 The daily management of the Association on an internal level, as well as the external representation with regard to that daily management, shall be entrusted by the Board of Directors to one or more persons, who may or may not be Board members, acting individually, jointly or as a college. These person(s) shall bear the title of Secretary-General and, if appropriate, Deputy Secretary-General. The Secretary-General and, if appropriate, the Deputy Secretary-General shall perform his/her duties in accordance with these Articles of Association and the By-laws. The Board of Directors is responsible for the supervision of this body of daily management.

8.2 Pursuant to Article 9:10, second paragraph, CCA, acts and decisions that do not extend beyond the daily needs of the non-profit association and those which, either for reasons of their minor importance or because of their urgent nature, do not justify the intervention of the Board of Directors, are considered acts of daily management.

8.3 The appointment of the persons in charge of the daily management and their termination of office shall be made public by filing these documents in the Association's file, by publishing them in the Annexes to the Belgian Official Gazette. These documents shall in any case show whether the persons representing the Association in matters of daily management bind the Association individually, jointly, or as a college, whether their mandate is remunerated, and the scope of their powers.

#### **Article 9:** Representation

9.1 The Association shall be validly represented, at law and otherwise, by a Board Member and the Chairperson, acting jointly, who do not need to show vis-à-vis third parties a prior decision and power of attorney by the Board of Directors.

9.2 The resolution of appointment of the Secretary-General or the Deputy Secretary-General, as the case may be, shall determine whether they each act alone, jointly or as a college. In the absence of such a provision in the nomination decision, they shall each act alone.

9.3 In addition, the Association shall be validly represented by special proxies, within the limits of their powers.

**Article 10: The Association's Working Groups**

The By-laws may contain special rules regarding the organisation, composition and working method of working groups of the Association.

**Article 11: Accounts and Budget**

11.1 The financial year of the Association starts on 1 January and ends on 31 December of each year.

11.2 The Board of Directors shall submit for approval by the Annual General Assembly accounts for the past financial year and a budget for the next year.

**Article 12: Dissolution and Liquidation**

12.1 The General Assembly, deciding on the voluntary dissolution, shall decide on the allocation of the assets. The General Assembly appoints one or two liquidators and determines their competence.

12.2 In case of dissolution of the Association, the financial reserves of the Association shall be used to the benefit of dissemination of research and innovation results from European projects to the waterborne sector and the wider public.

**Article 13: Applicable Law**

All questions not covered by these Articles of Association or by the By-laws shall be settled in accordance with the Code of Companies and Associations.

Voor eensluidende vertaling "Ne varietur" van het Nederlands naar het Engels De beëdigd vertaler Peter Groeninck – VT12282833 Gedaan te Gent op 27/7/2023 Rechtbank van Eerste aanleg te Gent, België	A true translation "Ne varietur" from Dutch into English The sworn translator Peter Groeninck – VT12282833 Thus done in Ghent on twenty-seven July 2023 Court of First Instance of Ghent, Belgium
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