



INTERNATIONAL CONFEDERATION OF INSPECTION AND CERTIFICATION ORGANISATIONS

STATUTES
A.I.S.B.L. CEOC INTERNATIONAL
Rue du Commerce 20/22 – B – 1000 Bruxelles
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STATUTES

CEOC International

A.I.S.B.L.

Only the French version of these Statutes shall be legally binding

I. Name, registered office and aims

Article 1 (Name)

- 1.1 CEOC International is the international confederation of inspection and certification organizations, hereafter called conformity assessment organisations, which was established in 1961 as the then “ Colloque Européen d'Organismes de Contrôle - CEOC”. It is a non-profit international association with scientific aims (AISBL) constituted by private or public technical inspection organisations in various countries or associations of such organisations, listed in Annex I.
- 1.2 The Association is governed by the present Statutes as well as by the provisions of the Belgian Law of 27th June 1921, Titre III about not for profit organisations, international not for profit organisations and the foundations (art. 46 -57).

Article 2 (Registered office)

- 2.1 The registered office of CEOC International is established at 1000 Bruxelles, Rue du Commerce 20-22. On the simple decision of the Board of Directors (CD), the registered office may be transferred to any other place in Belgium. The decision shall be published in the Annexes to the "Moniteur Belge" and communicated to the federal public juridical service within the month it was taken,

Article 3 (Aims and Activities)

3.1 Activities of the Members

The Association, which is a non-profit-making association, comprises member organizations that usually deal with all or part of: the concern for safety, for quality and for the environment. They can be active in the regulatory and/or in the voluntary field, and practise all or part of: testing, inspection and certification.

- a) Regulatory field. In the regulatory field, their interventions are related to statutory requirements. These requirements aim at protecting the man and his life environment (e.g. health and safety, protection of the consumer, preservation of the environment, prevention of technological risks) or aim at a correct functioning of the socio-economic model (e.g. free trade of products, telecommunications).
- b) Voluntary field. In the voluntary field, their interventions are usually related to the commercial and economic interests of the industry. In this respect the focal points are the image of the company (e.g. quality of production and construction, compliance with purchaser's specifications) and the technical-economical interest of the company (e.g. reliability and availability of equipment and plant, performance, residual lifetime, use of resources).

3.2 The Association has the following aims:

- a) to promote safety through independent conformity assessment
- b) to represent the common interests of the profession and of the Members, particularly vis-à-vis the institutions of the European Union, the European Free Trade Association and other intergovernmental organizations, and all European or International organizations and associations dealing with directives, regulations, standards and accreditation, in the above described fields of activity;
- c) to represent the common interests of the profession and of the Members, vis-à-vis the industry and their federations, other conformity assessment organizations, consumers, the general public and their representatives;

3.3. The association has the following activities:

- a) to inform the Members about significant matters with respect to the above, and to obtain their adherence to the positions to be defined and advertised by CEOC International;

- b) to contribute to the high standard aimed at by the Members, and to the progress of the state-of-the-art
 - by recommending the implementation of a code of ethics, where moral sense, honesty, objectivity and professional consciousness are key values;
 - by harmonizing – or standardizing whenever possible – procedures for inspection, certification and testing, where competence of personnel, adequacy of equipment, and value of technical procedures are key factors;
- c) to contribute to the concern for safety, quality and environment:
 - by exchanging facts and information between Members, especially on accidents and failures, and by publicizing studies on the said facts and information;
 - by participating in standardization work at the European or International level;
 - by advising the European Commission and other intergovernmental authorities on such issues;
- d) to play an active role towards the European Commission:
 - by contributing to the implementation of all mechanisms and regulations provided for in the framework of the New Approach and the Global Approach, through information, symposia;
 - by participating in work or development programmes of the Commission, or by being instrumental in such a participation;
 - by advising the Commission on all matters where CEOC International Members can rely upon field-experience;

3.4 CEOC International may not act on behalf of individual Members.

II. Members

Article 4 (Membership criteria, Duties and Rights, Categories)

4.1 General

The Association shall be comprised of at least three leading independent conformity assessment organisations or federations of such organisations set up in accordance with the Laws and Customs of their country of origin. Members shall where possible be designated by the Authorities in their countries or notified to the European Commission or the EFTA for the purpose of conformity assessment procedures relevant to the Technical Branches of CEOC International.

4.2 Membership criteria

An organization applying for permanent membership must:

- a) Be an independent third party or a government department;
- b) Carry out conformity assessments activities;
- c) Be legally identified and where possible nationally registered;
- d) Be financially viable;
- e) Employ those responsible for the conformity assessments activities;
- f) Comply with at least one of the following:
 - be a notified body
 - be accredited to a recognized international conformity assessment standard (ISO/IEC 17000 series)
 - be recognised by national governmental authorityand should follow the recommendations in the code of conduct and ethics (CCE).

4.3 In addition a member may be a National Association of Bodies whose members meet the above requirements. Where a National Association has some members who meet requirements that are not compatible with CEOC International membership requirements and some members who meet requirements that are compatible with CEOC International membership requirements, the National Association may seek CEOC International membership for that proportion of its Members meeting CEOC International-compatible requirements.

4.4 Should a member organization be constituted by different divisions, even with different names or statutes, but belonging to the same group or holding, then the organization can be registered under a generic or combined name.

4.5 Duties and Rights

Members have a duty to participate actively within their resources and in accordance with the Statutes and Internal Regulations in the activities of CEOC International and the Technical Branches of CEOC International related to their membership. They have a right to participate in other activities of CEOC International to which they can contribute.

4.6 CEOC International membership year is identical to the calendar year.
All Members must pay an annual membership fee as defined by Article 6 of these Statutes.

4.7 Member Categories

CEOC International consists of the following Member categories:

a) Permanent

Permanent membership of CEOC International shall be available, on application, to any Organisation fulfilling the requirements of Article 4.1, 4.2 or 4.3 of these Statutes.

b) Provisional

Provisional membership of CEOC International shall be available, on application, to any Organisation which only partially fulfils the requirements of Article 4.1, 4.2 or 4.3 of these Statutes.

Provisional membership shall be restricted to 3 calendar years and shall not be extendable.

c) Associate

Upon decision of the Board, associate membership of CEOC International shall be available, on application, to any non-European organization fulfilling the requirements and to Professional Organisations of individuals who undertake conformity assessment activities but do not fulfil the requirements of Article 4.1 and 4.2 of these Statutes and are not likely to be closely involved in the CEOC International activities.

d) Observer

Observer membership of CEOC International shall be available to legal entities, associations or groups of organisations being interested but not actively involved in conformity assessment activities and not fulfilling the requirements for membership under a) to c).

Article 5 (Application for and termination of membership)

5.1 Admission of new Members shall be subject to the following procedures as:

a) Permanent Members

Application documentation stating in which Technical Branches of CEOC International the applicant claims to fulfil the stated requirements shall be sent to the General Secretariat. The documentation will then be forwarded to an audit team consisting of at least one member of the Board of Directors for checking and/or to audit the organisation. If the membership criteria are complied with, the Board of Directors will recommend acceptance and Members will then decide with a majority of two thirds on the applicant's acceptance at the next General Assembly or by letter within three weeks.

b) Provisional Members

The applicant shall follow the same procedure as for Permanent membership. Following this procedure, a Provisional Member may ask the Board of Directors within a three-year period to communicate the Board of Directors' opinion to the General Assembly as regards its acceptance as a Permanent Member.

c) Associate Members / Observer Members

The applicant follows the procedure for Permanent membership with the exception of being audited. The Board of Directors shall decide the type of membership for each application.

5.2 Termination of membership

Members of CEOC International, in any category, may at any moment resign in accordance with the following conditions:

a) Resigning from CEOC International

The intention to resign must be declared by registered letter to the General Secretariat by September 30th of the year preceding the next CEOC International membership year.

b) Expiry of the three-year period of provisional membership without acceptance as a Permanent Member of CEOC International.

Following expiry of this period a previous Provisional Member has to leave CEOC International.

c) Exclusion

Exclusion from membership shall be proposed by the Board of Directors and decided by a General Assembly of the members. Exclusion shall require the votes of 3/4 of the Members present or represented.

The Member whose exclusion is proposed, shall be invited by registered letter, indicating the reasons for his proposed exclusion, to attend the General Assembly and present his defence.

Exclusion shall take immediate effect or shall take effect from the date of the notification of the decision of exclusion

5.3 Members who forfeit their membership of the Association shall have no rights to the assets and shall be bound to pay the membership subscription for the CEOC International membership year during which their membership terminates. They shall have no rights to CEOC International assets nor to a refund of subscriptions paid of whatever nature.

Article 6 (Membership fee)

6.1 Members shall pay a membership fee for the category to which they belong.

6.2 Permanent Members

Based on a proposal from the Board of Directors, the General Assembly shall set annually the basic rate for calculating Member subscriptions.

The fees shall be obtained by multiplying the basic rate by the coefficient indicated in the table below.

Member Class	Activities	Number of employees	Number of votes	Coefficient
A	1	$n \leq 50$	1	1
B	1	$n \leq 300$	2	1,8
	> 1	$n \leq 50$		
C	1	$n > 300$	3	2,5
	> 1	$n \leq 300$		
D	> 1	$n \leq 1000$	6	3,3
E	> 1	$n \leq 3000$	12	5,0
F	> 1	$n > 3000$	18	6,4

6.3 Where a Permanent Member comprises a group of conformity assessment organisations, the total number of employees within these organisations shall be taken into account when determining the membership fees.

6.4 In the year of entrance membership fees are calculated on a quarterly basis. Regular membership fees are payable in advance in the course of the first month following the admission as member. Thereafter membership fees shall be paid within the first three months of the year.

6.5 Provisional and Associate Members

For Provisional and Associate Members subscriptions shall be 50% of the membership fees determined for a Permanent Member with an equivalent number of employees. For Professional Organisations of individuals (Associate Members) the calculation shall take into account the number of professional members rather than employees of the organization.

6.6 Observer Members

The Board of Directors shall decide on subscription in each case individually and shall also decide any necessary exceptions, against which there shall be no appeal,.

6.7 Acceptance Fee

Newly accepted Permanent Members must pay a single acceptance fee amounting to half of one year's fee for Permanent Members Class A.
An acceptance fee shall not apply to Provisional, Associate and Observer Members.

III. Official bodies of CEOC International

The official bodies of CEOC International shall be:

- General Assembly (Art. 7-10),
- President, Vice-Presidents and the Board of Directors (Art. 13-18)
- Secretary General with General Secretariat (Art. 19),
- Auditors and Treasurer (Art. 20),
- Commissions (Art. 21),
- Arbitration Tribunal (Art. 23).

IV. General Assembly

Article 7 (Composition, Votes, Quorum)

The General Assembly is composed of all types of Members.

7.1 Provisional, Associate and Observer Members (Art. 4.8, b, c, d)

Provisional, Associate and Observer Members shall have no voting rights but they may attend the General Assembly and have a consultative voice.

7.2 Permanent Members (Art. 4.8, a)

Permanent Members delegating more than one person to attend the General Assembly must designate one delegate to vote on their behalf. A Permanent Member may empower another Permanent Member to represent him and vote on his behalf. Any Member may only represent one other Permanent Member.

7.3 The number of votes of the Permanent Members shall be based on the number of activities and of employees (n) of each as shown in the table of Article 6.2.

7.4 Where a Permanent Member comprises a group of conformity assessment organisations, the total number of employees within these organisations shall be taken into account when determining the number of the votes.

7.5 Quorum

A resolution by the General Assembly shall only be valid if at least two thirds of the maximum possible votes of the Members being present or represented is achieved at the meeting.

Should a quorum not be achieved, a second General Assembly shall take place within four weeks. Notice of this second General Assembly must be given to all Members in writing at least three weeks in advance. The second General Assembly shall adopt decisions as valid irrespective of the number of representatives being present or represented.

Article 8 (Meetings)

8.1 The General Assembly shall meet under the chairmanship of the President or, in his absence, of the Vice President, failing which a person nominated by the Board of Directors shall chair the General Assembly.

8.2 The General Assembly shall meet at the registered office of CEOC or at a place indicated in the written notification to attend, at least once a year as decided by the Board of Directors. An extraordinary General Assembly may additionally be organised on the request of more than a fifth of the Permanent Members. The latter request shall be given in writing to the General Secretariat with proposed resolutions and supporting documents.

8.3 Notice of a General Assembly meeting must be given in writing at least three weeks in advance together with the agenda and the texts of proposals for approval.

Article 9 (Competences)

9.1 The General Assembly has the necessary authority to establish the appropriate procedures and means to achieve the aims of the Association.

9.2 Issues within the exclusive authority of the General Assembly include:

- a) decisions on general policy,
- b) appointment of members of the Board of Directors except the Secretary General but including Treasurer, Auditors, Chairmen of Commissions,
- c) appointment or dissolution of Commissions,
- d) acceptance and/or amendment of the Statutes and/or accompanying documents,
- e) acceptance of activity reports from the Board of Directors and the Commissions,
- f) acknowledgement of recommendations proposed by the Commissions,
- g) discussion and decision on items proposed by the Board of Directors or by Members,
 - which have been communicated to the General Secretariat before the issue of the General Assembly notice,
 - or, if later, are confirmed as urgent by the majority of the General Assembly. Items listed in Articles 10.2, 11 and 12 shall be excluded from this urgent procedure,
- h) acknowledgement of the Treasurer's report and the Auditors' report,
- i) approval of the annual accounts,
- j) endorsement of the draft budget and the subscription for the corresponding period, previously approved by the Board of Directors
- k) acknowledgement that the Board of Directors and the Secretary General have discharged their remit,
- l) decision on the exclusion of Members,
- m) dismissal, if necessary, of members of the Board of Directors, Chairmen of the Commissions, Auditors, the Secretary General,
- n) decision, should the occasion arise, on the dissolution of CEOC International in accordance with Article 12 of the present Statutes.

Article 10 (Majorities, Reports)

- 10.1 Except in cases provided for in the present Statutes or by the Law, decisions shall be taken on a simple majority of the votes of the Permanent Members being present or represented. In the event of a tie, the President shall have the casting vote. No decision may be taken on topics that are not on the agenda.
- 10.2 A majority of at least three quarters of the votes present or represented (see Article 7) at the meeting is required for:
- approval of the Statutes and/or accompanying documents,
 - exclusion of a Member,
 - removal from office as members of the Board of Directors, Treasurer, Auditors, Chairmen of the Commissions or Secretary General.
- 10.3 The reports including decisions of the General Assembly shall be produced by the Secretary General, signed by the President, sent to all Members and retained by the General Secretariat to keep it available to any interested third party.

V. Amendment of the Statutes - Dissolution

Article 11 (Amendment of the Statutes)

- 11.1 Without prejudice to Article 5 of the Law of 25th October 1919, any proposal for amendment of the Statutes of the Association must be issued by the Board of Directors or by at least three quarters of the Permanent Members of the Association.
- 11.2 The Board of Directors must inform the Members of the Association at least three weeks in advance of the date of the General Assembly that will decide on the aforementioned proposal.
- 11.3 A resolution by the General Assembly shall only be valid if voted on by at least two thirds of the Members having voting rights, present or represented.
- 11.4 However, if less than a two-thirds majority of the Permanent Members of the Association is present or represented at the General Assembly, a new General Assembly shall be convened at the latest within 15 days after the first meeting under the same conditions as stated above, and it shall rule on the aforementioned proposal conclusively and legitimately, irrespective of the number of Members being present or represented.
- 11.5 Decisions on amendments of the Statutes can also be sought with a majority of two thirds by letter within three weeks.
- 11.6 The amendment of the Statutes shall enter into force only after approval by a competent authority according article 50 § 3 of the Law and after publication in the "Moniteur Belge" according art. 51 § 3 of the cited Law.

Article 12 (Dissolution)

- 12.1 The dissolution of CEOC International shall be subject to a unanimous decision of the Permanent Members of the General Assembly.
- 12.2 In the event of the dissolution of CEOC International, the General Assembly shall appoint one or more officials charged with the liquidation of CEOC International's property. The allocation of the possible net assets after dissolution shall be allocated to a moral not for profit person of civil right that follows a similar social objective or, if failing, to an altruistic purpose.

VI. Administration

Article 13 (Board of Directors (CD))

- 13.1 The Association shall be managed by a Board of Directors composed of a maximum of 13 persons with voting rights and by the Secretary General without voting rights.
- 13.2 The members of the Board of Directors shall be appointed by the General Assembly under the conditions of Article 14 and may be dismissed following Art. 10.

Article 14 (CD Composition, CD Election)

- 14.1 The Board of Directors shall comprise:
- the President,
 - two Vice Presidents,
 - the Secretary General (without voting rights)
 - the Treasurer,
 - a maximum of nine members.
- 14.2 The General Assembly shall elect the members of the Board of Directors on a proposal from the Board of Directors.
- 14.3 Members of the Board of Directors, except for the Secretary General, shall normally be elected for three years. The functions as members of the Board of Directors shall end by death, dismissal, civil incapacity or if under provisional administration, revocation and expiration of the mandate. Should a post become vacant before the end of the three-year period, a new member shall be elected to this post for the remainder of the term of office.
- 14.4 Members of the Board of Directors may be re-elected. Their work shall be honorary and they shall not be remunerated - with the exception of the Secretary General (see Art 19).
- 14.5 A single individual may not occupy more than one post.
- 14.6 Should a member of the Board of Directors leave a member organisation of CEOC International, he shall simultaneously relinquish his post as member of the Board of Directors.
- 14.7 All actions concerning the nomination, revocation and the cessation of the function of the members of the Board of Directors established conform to the Law, shall be communicated to the federal public juridical service with the aim to be put on record, and shall be published in the annexes of the "Moniteur Belge" at the association's costs.

Article 15 (CD Meetings)

- 15.1 The President shall call meetings of the Board of Directors as necessary but at least once a year. A meeting shall also take place if requested by three members of the Board of Directors.

15.2 The Chairmen of the Commissions and the Auditors are encouraged to attend meetings of the Board of Directors in a consultative capacity.

Article 16 (CD Duties)

16.1 Without prejudice to the authority of the General Assembly, the Board of Directors shall have ultimate management responsibility but it may delegate daily management to a member of the Board of Directors. Furthermore, it may, at its own discretion, impart special and defined powers to one or several persons.

16.2 The Board of Directors shall be responsible for directing the activities of CEOC. It shall be vested with the widest powers to advance the activities of CEOC International and shall decide on all issues which are not specifically the prerogative of the General Assembly or the other official bodies of CEOC International.

16.3 In particular, it must:

- a) propose future policy to the General Assembly,
- b) execute General Assembly decisions,
- c) arrange dates and agendas for and convene General Assemblies,
- d) propose the creation or dissolution of Commissions,
- e) confirm to the General Assembly that the requirements of Article 4 are satisfied when applications for membership are received,
- f) present the annual report to the General Assembly,
- g) propose the draft budget and the subscription,
- h) authorise and define signatories,
- i) decide on CEOC International investments and lay down rules for the movement of funds,
- j) determine the tasks of the General Secretariat,
- k) decide on temporary arrangements which may be necessary until the next General Assembly should a vacancy occur in one of the functional posts,
- l) designate the Secretary General based on a proposal from the President and Vice President.

16.4 The Board of Directors may, if it deems necessary, draw up internal regulations for the implementation of these Statutes.

16.5 The Board of Directors shall legally represent CEOC International externally; the Board shall be represented by the President or the Vice President, the Secretary General, or, for specific cases, by a representative appointed by the Board of Directors.

Article 17 (CD Resolutions, Report)

- 17.1 A resolution by the Board of Directors shall only be valid if eight out of its twelve members are present or represented. One member may be represented by another member that, however, cannot hold more than two procurations.
- 17.2 The resolutions of the Board of Directors shall be voted by a two-third majority of its members being present or represented. In case of a parity of votes that of the President is decisive. The resolutions shall be recorded in a report signed by the President and retained by the Secretary General who will keep it at the Members' disposal.

Article 18 (Signatories, Legal actions)

- 18.1 All acts that are binding on the Association shall be signed by two members of the Board of Directors unless special proxies exist, who shall have absolute discretion for that task.
- 18.2 Legal actions whether as a plaintiff or as a defendant shall be pursued by the Board of Directors represented by the President or by a Board of Directors' member appointed by the President to this end.
- 18.3 The acts for nomination, revocation and cessation of the functions of the persons authorised to represent the international not for profit association, established conform to the Law, shall be communicated to the federal public juridical service with the aim to be put on record, and shall be published in the annexes of the "Moniteur Belge" at the association's costs.

Article 19 (Secretary General with the General Secretariat)

- 19.1 The Secretary General, who leads the General Secretariat, shall be responsible, within the limits of the budget, for the performance of tasks entrusted to him by the Board of Directors. As a member of the Board of Directors without voting rights the Secretary General has all executive powers for the daily management in accordance with the decisions of the Board of Directors and the General Assembly.
- 19.2 The Board of Directors shall appoint the Secretary General based on a proposal from the President and the Vice-President (see Art. 16.3 I)) and set the conditions of his contract. Renewal of the contract based on the decision of the General Assembly is possible (see Article 14.2).
- 19.3 On the advice of the Board of Directors, the Secretary General may be removed from office by the General Assembly (see Art. 9.2). Should the post become vacant prematurely, the Board of Directors shall take the necessary temporary measures to ensure the satisfactory continuation of General Secretariat work until the appointment of a new Secretary General.

VII. Budget and accounts

Article 20 (Budget, Treasurer, Auditors)

- 20.1 The accounting year of the budget starts at the 1st January and ends at the 31st December.

20.2 The provisional budget for the next CEOC International membership year shall be sent to Members by 1 December. Adoption shall be at the following General Assembly or by postal vote. In the event that not more than 50% of eligible votes received are in favour of this proposal then a General Assembly shall be called.

20.3 The Board of Directors must submit the accounts of the preceding year to the General Assembly for approval. The previously approved provisional budget shall be endorsed by the General Assembly.

20.4 Treasurer

The General Assembly shall elect a treasurer for a three-year period. The treasurer shall not be remunerated and may be re-elected.

The Treasurer's duties shall be as follows:

- a) to ensure that the CEOC International accounts are appropriately kept,
- b) to report on the annual account to the General Assembly,
- c) to propose the provisional budget to the Board of Directors,
- d) to oversee the administration of the finances and the accounts of CEOC International.

20.5 Auditors

The General Assembly shall elect two internal auditors for a three-year period. The auditors shall not be remunerated and may be re-elected.

The duties of the auditors shall be:

- to audit the accounts, (i.e. to check that they are well kept and accurate),
- to report the results of the audit to the General Assembly.

20.6 The accounts are communicated conform with art. 51 of the Law to the “greffe du Tribunal du Commerce”.

VIII. General Provisions

Article 21 (Commissions)

21.1 Commissions shall be created and dissolved by the General Assembly based on proposals from the Board of Directors.

21.2 Technical Commissions' work should be in compliance with the aims defined in Art. 3.

21.3 Each Technical Commission has to establish a Working Plan, which shall be controlled and approved by the Board of Directors.

21.4 The Commission for Communication (COM) plays an important role and is urged to cooperate closely with the Technical Commissions.

21.5 Chairmen of Commissions shall be elected from Permanent Members by the General Assembly, based on a proposal from the Board of Directors, for a period of three years. They may be re-elected and may be removed from office before their tenure expires. Chairmen of

Commissions shall make a report to the General Assembly upon their activities and the recommendations to be adopted in the field of their activity.

21.6 Permanent Members and, at the invitation of the Commission Chairman, other members or appropriate persons may participate in the activities of a Commission.

Article 22 (Liabilities)

22.1 The official bodies of CEOC International have no powers to impose any liabilities on any Member. The liabilities of CEOC International must be within the limits of the Association's assets.

22.2 The members of the Board of Directors have no personal obligation due to their position with regard to the association's commitments and are only liable for the execution of their mandate.

Article 23 (Arbitration Tribunal)

23.1 CEOC International Members acknowledge the exclusive Authority of an Arbitration Tribunal for any disputes connected with CEOC International membership.

23.2 An Arbitration Tribunal shall comprise three persons, two of which shall be appointed by the parties to the dispute. The appointed arbitrators shall jointly designate a third arbitrator as their Chairman.

23.3 The decision of the Arbitration Tribunal shall be final.

Article 24 (Miscellaneous)

24.1 Anything not provided for in the present Statutes, such as the announcements to be made in the Annexes to the " Moniteur Belge ", shall be settled in accordance with the provisions of the Belgian Law of 27th June 1921 for not for profit associations, the international not for profit associations and the foundations.

Article 25 (Notifications)

25.1 Except otherwise provided by the Statutes, notice of meetings, agendas and texts of proposals for approval, award of proxies or any other notification to be made under the Statutes shall be made in writing, by letter (registered or not), by fax or by electronic mail ("e-mail") at least two weeks in advance.