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EUCROF

ARTICLES FOR ASSOCIATION

Approval	
Motion n. 1 voted by the General Assembly on 23/09/2026 and recorded in the minutes of the meeting and in the motion's registry of the Federation.	
Signature[1] DocuSigned by: Yoanni MATSAKIS BCE7FCE76DBC437... Yoanni Th. MATSAKIS President	Signature[1] DocuSigned by: Simon Lee 8C78F69FF464415... Simon LEE Vice-President

[1] Hereby certifies this document fully represents the vote of the General Assembly

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Definitions

In these Articles of the Federation the following definitions will be used:

“Federation”:	the legal entity to which these articles of association appertain;
“Articles”:	the articles of the Federation, as they will read from time to time;
“Europe”:	refers to the “Geographical Europe” and not the political Europe represented by institutions such as the European Commission or European Parliament, on basis of a list of countries to be determined by the General Assembly;
"**CRO**":	a Contract Research Organisation (CRO) is a legal person (including commercial, academic and non-profit) that provides services to sponsors and other stakeholders such as governmental organisations, foundations or hospitals on a contract basis and within the scope of life science including but not limited to Pre-clinical or Clinical Research (interventional, observational or real world evidence) as well as other activities in connected domains;
“Association”:	a group of CROs involved in the provision of services in life sciences that have formally registered as a legal entity in at least one (1) European country;
"Full Member”:	a legal entity of Association of CROs, involved in the provision of services in life sciences registered in at least one (1) European country, and having acquired the quality of Full Member, as specified in Article 4;
"Associate Member":	a single CRO or an association of individuals involved in life sciences registered in one (1) European country and having acquired the quality of Associate Member, as specified in Article 5;
“Member”:	either a Full Member or an Associate Member;
"Partner":	an Association of CROs or a single CRO having acquired the quality of EUCROF Partner, as specified in Article 7;
“Affiliate”:	a service provider operating in life sciences including but not limited to preclinical and clinical Contract Research Organisation (CRO) which is a member of a national association which in turn is either a) a Full Member of EUCROF, b) an Associate Member or c) a Partner as defined below.
"General Assembly":	the highest decision making body of the Federation as specified in Article 15;
"Full Members’ Board":	the operational decision making body; individuals of this body have been nominated and fully mandated by their respective Member to represent the interests and opinions of their Member as specified in Article 13.1;

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"Executive Board": the group of elected executives in charge of daily management and representation of the Federation, and as specified in Article 14;

"**Written**": by letter, by telecopy, by e-mail or by message which is transmitted via any other current means of communication and which can be received electronically or in the written form, provided that the identity of the sender can be sufficiently established.

Defined concepts can be used without loss of substantive meaning in singular or plural.

Article 1 – Name and domicile

1. The Federation is called: **European CRO Federation** (abbreviated to: EUCROF).
2. It is registered in the municipality of De Ronde Venen (The Netherlands).

Article 2 – Objectives

The objectives of the Federation are:

1. To contribute to a high quality of Clinical Research, by improving the knowledge, competence/expertise and skills related to Clinical Research of its Members, by:
   a. exchanging relevant information between Members;
   b. developing training and educational programmes for Clinical Research. Supporting the Members in setting up these educational programmes and safeguarding the quality of these programmes;
2. To represent and promote the position of its Members, whose activities are geared towards providing services related to Clinical Research, by:
   a. forming a legal entity to represent and support the interests of its Members towards politicians, regulatory authorities, the pharmaceutical, biotech, medical device, and other healthcare-related industries within the field of Clinical Research, as well as patients and the medical and affiliated research community;
   b. developing and maintaining a close relationship and mutual understanding among Members, patients and affiliated professional groups, regulatory authorities, pharmaceutical industry, biotech industry, medical device industry, academia, healthcare-related industry within the field of Clinical Research and other international organisations within the area of Clinical Research;
   c. distributing information on developments in Clinical Research to relevant stakeholders;
3. To promote the excellence of European Clinical Research towards key stakeholders in life sciences the public, the media, within Europe as well as on the international scene.

Considering its federative role, the Federation intervenes under the principle of subsidiarity whenever and wherever it is in a better position to support the interests

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of its Members, rather than each individual Member alone, and in the position to support the common interests of its Members, particularly at the European scale.

As such, the Federation delivers services to its Members as a non-profit organisation.

Article 3 – Means

To achieve its objectives, the Federation has, among others, the following means of action:

1. the constant provision of knowledge and/or of activity by its Members and Partners;
2. the provision of financial support through annual membership fees from its Members and Partners;
3. the material and human resources placed at its disposal by its Members and Partners;
4. the direct or indirect organisation of any event, conference, meeting, webinar, training programme;
5. the sale, on a permanent or occasional basis, of any product or service contributing to the achievement of the objectives of the Federation;
6. the direct or indirect release of any publication compliant with the objectives of the Federation;
7. representing the profession towards public and private bodies, national or international professional organizations, or any other group, provided such representation contributes to the achievement of the objectives of the Federation;
8. any other activities relating to assets or real estate that aim directly or indirectly to the achievement of the objectives of the Federation.

Article 4 – Full Membership

1. A Full Member of the Federation can only be a legal entity of Association of CROs or a CRO-focused subdivision of a Clinical Research Association registered in at least one (1) European country. There shall only be one (1) Full Member allowed per European country.
2. The Executive Board discusses and documents a proposal for the admission of Full Members, based on which a decision is taken via a vote by the Full Members' Board.
3. Each Full Member nominates one (1) representative and a replacement representative and notifies in writing the Secretariat of the Federation. This representative and replacement representative can only be a natural person. This representative or replacement representative has full mandate to vote on behalf of the Full Member he/she represents. The representative can transfer his/her voting rights to a proxy in writing to the Secretariat.

Article 5 – Associate Membership

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1. An Associate Member of the Federation can only be an eligible organisation in a European country which is not represented by a Full Member.
2. The Executive Board discusses and documents a proposal for the admission of Associate Members, based on which a decision is taken via a vote by the Full Members' Board.
3. Notwithstanding any exceptions previously agreed by the General Assembly, in countries where there is already a EUCROF representation by an Association but a CRO still wishes to be an Associate Member of EUCROF, then said CRO must be a member of its respective Association as well.

   Associate Members can attend the Federation Full Members' Board and General Assemblies meetings and participate in all Federation activities.
4. Each Associate Member nominates one (1) representative and a deputy to liaise with EUCROF.
5. Each Associate Member is allocated a part vote which when aggregated with the votes of all Associate Members will be equivalent to one (1) vote both at the Full Members' Board and the General Assembly. The percentage allocated for this part vote will vary in accordance with the number of Associate Members at the time of the vote.
6. Associate Membership ends:
   a. as specified in Articles 9 and 10;
   b. by decision of Full Members' Board or General Assembly when one (1) or several of the following events occur:
      i. subject to Article 5.2 an Association has formally become a Full Member of EUCROF in the same country where the Associate Member is registered;
      ii. the Associate Member is no longer member of the Full Member in the given country in accordance with Article 5.3;
      iii. in case that any Full Member is submitting a formal request for the re-examination of an Associate membership as per Article 11;
      iv. the Associate Member ceases to pay the annual membership fee.

Article 6 – Honorary/Expert Membership

A Honorary/Expert Member is any natural person proposed by at least three (3) Full Members to the Executive Board, and appointed by the Full Members' Board. The nomination is based upon the appreciation of the Federation for his/her efforts in favour of EUCROF. The Honorary/Expert Member is invited to the Federation's activities. The Honorary/Expert Member does not have any voting rights. There is no limit to the duration of the Honorary/Expert Membership. The Full Members' Board or the Honorary/Expert Member can end the Membership at any time. Expert Members have to pay an annual fee whilst Honorary Members do not. The amount of the Expert Membership fee is fixed by the Full Members' Board.

Article 7 – EUCROF Partnership

1. An Association of CROs or a single CRO, not registered in any European

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country, and willing to support EUCROF objectives, can apply as EUCROF Partner.

2. The Executive Board discusses and documents a proposal for the admission of a EUCROF Partnership, based on which a decision is taken via a vote by the Full Members' Board.
3. To become a EUCROF Partner, the Association or the CRO shall apply in writing to the Executive Board provided that:
   a. it has a minimum of two (2) years of existence;
   b. its objectives and conditions, all translated into English, have been provided to the Secretariat of the Federation;
   c. the Executive Board has determined that it meets these EUCROF Partnership criteria;
   d. it has paid the EUCROF Partnership fee.
4. The EUCROF Partners can attend the Federation Full Members' Board meetings/teleconferences, General Assemblies and participate in all Federation activities, but do not have any voting rights.
5. Each EUCROF Partner nominates one (1) representative and a replacement representative to liaise with EUCROF.

6. EUCROF Partnership ends:

   a. as specified in Articles 9 and 10;

   b. by decision of Full Members' Board or General Assembly when one (1) or several of the following events occur:

      i) an Association has formally become a Full Member of EUCROF in the same country where the Partner is registered

      ii) in case that any Full Member is submitting a formal request for the re-examination of a Partner membership as per Article 11.

      iii) the Partner ceases to pay the annual membership fee

Article 8 - Annual Contributions, Obligations.

1. The Members and Partners will be obliged to pay an annual contribution, to be determined by the Full Members' Board.

   They may be placed in categories for this purpose, with each category paying a different contribution.

2. Subject to the permission of the Full Members' Board, the Executive Board will be authorised to attach obligations to the membership.

Article 9 – End of Membership and Partnership

Membership or Partnership ends:

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a. when the Member / Partner – legal entity ceases to exist;
b. because the Member / Partner is declared bankrupt or granted moratorium of payments;
c. by termination by the Member / Partner, as specified in Article 10;
d. when the Associate Membership terminates, as specified in Article 5;
e. when the EUCROF Partnership terminates, as specified in Article 7;
f. by termination by the Federation, as specified in Article 11.

Article 10 – Termination by the Member / Partner

A Member / Partner can terminate its membership / partnership at any time by written notification to the President of the Federation. Such written notification shall be signed by the mandated representative of the Member / Partner with copy to the legal representative of the Member / Partner. The President of the Federation will acknowledge receipt of such written notification with copy to the Secretariat, and the Federation's registries will be updated accordingly.

Termination takes effect immediately and any eventual pending payments are suspended at the date of termination, meaning that each party (EUCROF and the Member / Partner) renounces the right to obtain payment of eventual residual Membership / Partnership fees and that the Member / Partner is not further entitled to submit any new expense note, even for expenses that would have been endorsed before the date of termination. However, eventual expense notes submitted by the Member / Partner and approved by the President before the date of termination shall be cleared by the Federation and any eventual pending Membership / Partnership fee should then be determined. In such a case, the Membership / Partnership fee will be pro-rated at the date of termination.

Article 11 – Termination by the Federation

1. The Federation can terminate Membership / Partnership at any time if the Member / Partner acts in violation of the Articles of Federation, or fails to fulfil the Articles of Federation, its regulations or decisions, or harms the Federation in an unreasonable manner;
2. To initiate the termination process, the President shall address a first written notice to the mandated representative of the concerned Member / Partner and shall immediately inform the Full Members' Board. Such written notice can take the form of any written media, including e-mail.

   The Member / Partner has then one (1) month from the date of emission of the said written notice to resolve the issue and / or agree with the Executive Board on a settlement process.

   In case there is no answer from the Member / Partner or there is no satisfactory proposition for the settlement of the issue, then the case shall be included in the agenda of the first Full Members' Board meeting following the above-mentioned written notification with the possibility, for the concerned Member / Partner, to attend and discuss / propose a settlement process. The Full Members' Board shall then vote to terminate or not the Membership / Partnership.

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Upon endorsement of the Full Members' Board, the President shall address a second written notice to the mandated representative of the concerned Member / Partner with a one (1) calendar week for settlement. In case there is no settlement in this period, the President shall acknowledge termination of the Membership / Partnership and inform in writing all Full Members' Board representatives of the date of termination of the said Membership / Partnership.

All mentions on the Member / Partner shall then be removed from the official documentation and digital media of the Federation within one (1) month.

Article 12 – Resources of the Federation

The resources of the Federation may include:

1. fees paid by its Members and Partners;
2. financial or personal contribution by a private person who is interested in the objectives of the Federation;
3. subsidies from the State, regional authorities or international bodies and their public institutions;
4. income resulting from the sale of goods or services delivered by the Federation;
5. income resulting from the sale of properties and values of any kind belonging to the Federation;
6. donations from private corporations or public institutions;
7. any other resource authorised by the law and jurisprudence.

Article 13 Full Members' Board

13.1 Composition

The Full Members' Board consists of all appointed representatives, as specified in Articles 4 and 5, each Member having one (1) only such representative and a replacement representative.

13.2 Role and authority

Without prejudice to the limitations laid down in the Articles of Federation, the Full Members' Board is charged with representing the Members to the Federation according to these Articles of Federation.

It also ensures the liaison between the Executive Board, the Working Groups and the Members / Partners. This means that every member of the Full Members' Board is in charge of relaying all relevant information towards the organisation from whom they receive their mandate, to ensure the widest dissemination of such relevant information.

The Full Members' Board has the following authority:

a. it endorses the agenda, the draft motions/resolutions and more generally all supporting documentation prepared by the Executive Board to convene the General Assembly;

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b. subjects and issues falling within the perimeter of Executive Board authority as defined in the Internal Regulations for Governance or other Standing Regulations as per Article 21, are executed without further approval. Subjects and issues falling outside that perimeter shall be referred to the Full Members' Board or the General Assembly. In cases of doubt as to whether a specific subject or issue falls within or outside the Executive Board perimeter, the Full Members' Board decides;

c. in case of replacement of a member of the Executive Board in the course of its mandate, it approves the nomination of the new Member proposed by the Executive Board;

d. it has the authority to accept or not via a vote new Members / Partners proposed by the Executive Board, as well as to accept or not the termination of Membership / Partnership upon proposal of the Executive Board;

e. all internal rulings/regulations and standard operating procedures of the Federation shall be approved by the Full Members' Board before they become effective;

f. it endorses by resolution of at least two-thirds of the votes cast, with a quorum of two-thirds of possible votes, the adoption or amendment of the Internal Regulation for Governance before submission to the General Assembly for vote.

13.3 Decision making

Each Full Member of the Full Members' Board has one (1) vote cast and Associate Members alltogether have one (1) additional vote in accordance with Article 5.5. Votes can be cast in writing provided they are expressed before the deadline specified each time. When voting is called to take place in a meeting of the Full Members' Board, votes in writing can be cast up to midnight the day before the meeting, during the meeting or by a date specified in writing post the meeting.

Decisions of the Full Members' Board are taken at the simple majority (more than fifty (50) percent) of the votes cast, provided that the quorum is achieved.

The required quorum for vote cast is half of the total number of possible votes plus one (1) vote.

If the quorum is not available, the Secretariat will issue a call for vote to those non attending representatives occur within seven (7) calendar days following the original voting.

13.4 Meetings, working manner

a. The Full Members' Board shall meet on a regular and scheduled basis at least once every other month which can be by, for example, teleconference. Further the President can, at their own initiative or upon request of one (1) Full Member, call for a meeting of the Full Members' Board at any time, as required by the operations of the Federation.

b. The mandated representatives of Partners are entitled to attend the meetings of the Full Members' Board without vote cast as specified in the corresponding Article 7.

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c. Chairs of the Working Groups may be invited to the Full Members' Board meetings, but will not have any voting rights.

d. For the purpose of transparency these meetings will also be open to one (1) representative of any Affiliate provided they first apply in writing for such attendance to the Secretariat. They will not have any voting rights.

e. The agenda and the motions/resolutions requiring a vote shall be communicated by the Secretariat on behalf of the Executive Board to all invited representatives, at least one (1) calendar week before the meeting.

f. The matters discussed in each Full Members' Board meeting will be included in the minutes drawn up by the Secretariat or by an attendee designated by the Chair person. These minutes will be distributed to all invited representatives, and where needed, be revised.

   These minutes will be voted for approval during the following Full Members' Board meeting.

   In exception with the provisions regarding the voting rights, all representatives (from Full Members, Associate Members, Partners or Chairs of Working Groups) who have attended the meeting will be called to review and comment on the the minutes to the Secretariat.

g. The Full Members' Board can determine Regulations in which it further lays down its working manner.

Article 14 – The Executive Board

14.1 Composition

The Executive Board consists of at least five (5) natural persons up to a maximum of seven (7) and the following five (5) positions under the present Articles of Federation:

- President;
- Vice-President;
- Secretary;
- Treasurer;
- Executive Board member(s).

The Executive Board members are elected by the General Assembly for a period of two (2) years. A year here will mean the period between two (2) subsequent annual Fall General Assemblies.

Only representatives of Full Members and Associate Members can candidate.

Candidates from Full Members must be endorsed by at least one (1) Full Member.

Candidates from Associate Members must be endorsed by a minimum of two (2) Full Members.

Each Full Member can endorse only one (1) candidate, unless there are less than five (5) candidates.

One (1) member of the Executive Board cannot cumulate two (2) of the defined

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positions (President, Vice-President, Secretary, Treasurer, Executive Board member).

The President shall be restricted to a maximum of three (3) consecutive mandates.

There is no maximum of consecutive terms for the other members of the Executive Board.

Each candidate can apply for more than one (1) function of the Executive Board, but can be elected for one (1) position only.

In order to ensure that the focus of the Executive Board will be on European rather than on local/national interests, the President, Vice-President and Secretary should have documented international working experience.

No more than two (2) members of the Executive Board can work for the same CRO and must not have any direct reporting lines to each other. If by change of job and/or merger of CROs more than two (2) members of the Executive Board happen to work for the same CRO, elections at the first General Assembly will be held for the affected position(s).

14.2 Vacancy of an Executive Board position

An incomplete Executive Board retains its authorities.

In the event of absence or vacancy of one (1) or more members of the Executive Board, the remaining members, or the remaining member of the entire Executive Board will act on their behalf.

In case of an interim vacancy (the elected member resigns before the term of his/her mandate), a call for the position will be sent to the Full Members' Board and the candidates will be voted during a Full Members' Board meeting which can take place by, for example, teleconference. The person appointed for this interim vacancy will take on all responsibilities for this role till the next General Assembly where elections are regularly scheduled.

In the event of absence or vacancy of all Executive Board members or of the only (remaining) member of the Executive Board, the Executive Board is represented by a person who is appointed to do so by the Full Members' Board.

If the Full Members' Board does not make such an appointment within two (2) weeks, then the Executive Board will be represented by the person appointed to do so by the President of the Court in the district where the Federation is registered, at the request of one (1) or more interested parties.

14.3 Resignation, dismissal of a member of the Executive Board

An Executive Board member automatically resigns:

a. by resignation from their Association;
b. due to their decease;
c. because one (1) or more of their assets are put under administration, as per local legislation;
d. due to their regular retirement;
e. due to their (voluntary) retirement;
f. due to their dismissal by the Court;

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g. due to dismissal voted by the Full Members' Board.

Any member of the Executive Board may be dismissed by the Full Members' Board at any time on reasoned grounds and in writing. Such decision of the Full Members' Board require a majority of the two-thirds of the votes cast. The concerned Executive Board member will be given the opportunity to give account for their actions in a General Assembly meeting. They may be assisted by an advisor.

14.4 Role and authority

The Executive Board officially represents the Federation towards third parties and is the executive body of the Federation. It ensures day to day management and reports on a regular basis to the Full Members' Board and to the General Assembly.

The Executive Board represents the Federation.

The representational authorities accrue to two (2) members of the Executive Board together, of whom at least one (1) shall hold the position of President or Vice President. These two (2) Executive Board members cannot be employees of the same CRO or representative of the same Full Member.

The Executive Board has the following authority:

a. it drafts and proposes to the Full Members' Board and General Assembly for vote the strategic plan for each two (2) year mandate;

b. it implements the approved plan and executes the defined roadmap of actions and reports, at least to every General Assembly meeting, on the delivery of the strategic plan;

c. to this end, prepare the provisional annual action plan and corresponding budget which is submitted to the approval of the General Assembly;

d. it prepares and organises the meetings of the Full Members' Board and of the General Assembly, it is in charge of drafting the minutes of such meetings;

e. it represents the Federation in stakeholders events when required and/or organises such representation of the Federation with the support of the Full Members' Board;

f. it manages the incorporation of new Members / Partners according to the rules of the present Articles;

g. it maintains a registry of Members / Partners and of their representatives;

h. it organises the internal and external communication of the Federation;

i. it negotiates and engages providers to execute subcontracted tasks as required by the activities developed by the Federation;

j. it has the authority to hire, employ and terminate employees on behalf of the Federation;

k. it prepares and submits to the approval of the Full Members' Board or the General Assembly, the annual balance of accounts as required by the applicable regulations;

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l. it manages the bank accounts of the Federation and performs all invoicing and payments as required by the activity of the Federation;

m. it prepares all internal rulings/regulations and standard operating procedures of the Federation for submission to the Full Members' Board or General Assembly approval;

n. to have parts of its duties carried out by committees, working groups, or external advisory partners (consultants), under conditions that shall be determined by the General Assembly;

o. subject to prior approval of the Full Members' Board or General Assembly, the Executive Board has the capacity to take legal action in the name of the Federation, for the purpose of bringing claims and making defences, to agree to any transactions and to lodge appeals.

14.5 The President

The President shall be in the position to fully exercise his/her civil rights. They represent the Federation in all civil formalities and is bestowed with all powers for this purpose. The President:

a. convenes the Executive Board and the Full Members' Board, proposes the agendas and chairs their meetings;

b. has the capacity to open and manage any accounts or saving accounts in any bank, financial or credit institution;

c. is in charge of executing the decisions taken by the Executive Board, the Full Members' Board or the General Assembly;

d. signs on behalf of the Federation in accordance with Article 14.4 all sales or purchase contracts, and more generally all documents and all contracts necessary for the execution of the decisions of the Executive Board, the Full Members' Board or the General Assembly;

e. authorises expenditures;

f. supervises the implementation of the annual budgets;

g. presents progress of the 2 year strategic plan and the associated annual management report at the General Assembly meetings;

h. may delegate, in writing, his/her powers and his/her signature to another Executive Board member and may terminate such delegation at any time in the same manner;

i. leads the execution of the strategic plan adopted under Article 14.4(a) and presents its progress report to the Full Members' Board at the cadence set out in Article 14.4(b).

Any act or undertaking that goes beyond the scope of the powers defined above shall receive prior written authorization from the Full Members' Board or the General Assembly.

14.6 The Vice-President

The role of the Vice-President is to assist the President in exercising their functions

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in order to ensure the continuity of the presidential function wherever and whenever necessary.

The Vice-President acts by delegation from the President and under their supervision.

Such delegation can be temporary or permanent, as defined by the President.

The Vice-President may delegate, in writing, their powers and signature to another Executive Board member and may terminate such delegation at any time in the same manner.

14.7 The Secretary

The Secretary assists the President in whatever concerns the administrative and legal operations of the Federation. The Secretary:

a. prepares or supervises the preparation of the minutes of the meetings of the Executive Board, of the Full Members' Board and of the General Assembly;

b. maintains or supervises the maintenance of all registries of the Federation;

c. performs or supervises the performance of all legal declarations and official publications as required by the applicable legislation.

The Secretary may act by delegation from the President and under his/her supervision on any other matter falling under the scope of their function.

The Secretary may delegate their powers and signature, in writing, to another Executive Board member, and may terminate such delegation at any time in the same manner.

The Secretary may be assisted by personnel appointed by the Full Members' Board.

14.8 The Treasurer

The role of the Treasurer is to assist the President in whatever concerns the proper financial functioning of the Federation. The Treasurer:

a. releases or supervises the release of the annual call for subscriptions;

b. releases or supervises the release of sales invoices;

c. prepares or supervises with a certified accountant, the preparation of the annual balance of accounts of the Federation;

d. prepares the annual budgets and monitor their implementation;

e. operates the bank accounts of the Federation and, to this end, has capacity to order any payments of approved statement of expenses and providers' invoices;

f. may be authorised, by delegation from the Executive Board and under their supervision, to open and manage any accounts or saving accounts in any bank, financial or credit institution.

g. Undertakes the payment of expenditures and the collection of revenues;

h. Presents the annual budget and supervises its implementation

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14.9 Executive Board Member(s)

The Executive Board member(s) take(s) part in all activities and decision making of the Executive Board. The role of the Executive Board member(s) is assigned as needed and agreed by the Executive Board.

14.10 Working manner

1. The Executive Board will meet at least every month. Further the Executive Board will meet as often as the President or one (1) of the Executive Board members considers this desirable.
2. Executive Board members are expected to attend the Executive Board meetings. Any appointed Executive Board member is entitled to cast one (1) vote in the Executive Board meetings.
3. Insofar as no larger majority is prescribed in these Articles of Federation, all Executive Board resolutions shall be adopted by absolute majority of the votes cast.
4. Lawful Executive Board resolutions can only be adopted if at least three (3) members of the Executive Board are present during the meeting. If the votes tie, the proposal is suspended and re-proposed at the following Executive Board and/or discussed with the Full Members' Board, depending on the resolution.
5. The matters discussed in each Executive Board meeting will be included in the minutes drawn up by the Secretariat. These minutes will be distributed to the Executive Board members, and where needed, be revised. Finally, these minutes will be signed for approval during the following Executive Board meeting by the President. These minutes will then be made available to all Executive Board members.
6. The Executive Board can determine internal regulations in which it further lays down its working manner. The regulations shall be approved by the Full Members' Board or the General Assembly.

14.11 The Secretariat

The Executive Board appoints a Secretariat and / or any other internal structure as required for administrative and operational support, provided that management and operational conditions of these internal structures are ruled by an approved Internal Regulation as per Article 21.

Article 15 – The General Assembly

15.1 Role and authority

The General Assembly is the primary authority, and the only authority of the Federation, entitled to decide on:

1. changes in the Articles of Federation;
2. appointment and dismissal of the Executive Board;
3. discharge of the Executive Board;

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4. the amount of the annual membership and partnership fees;
5. approval of financial budget and annual accounts;
6. dissolving the Federation;
7. all items as required by the Articles of Federation.

15.2 Convening the General Assembly

1. Each year, at least one (1) General Assembly, the annual Fall meeting, is held no later than six (6) months after the end of the financial year of the Federation, unless this term is extended by the General Assembly. Further General Assemblies are held as often as the Full Members' Board considers this desirable, or if it is required by law or the Articles.
2. The convening of the General Assembly takes place in writing to the addresses of the Members as provided. The term for convening consists of at least thirty days before the day of convening and that of the meeting not included.
3. A General Assembly can be considered valid if two-thirds of the Members are represented.

15.3 Access to and leading of the General Assembly

1. Persons (representatives as meant in Articles 4, 5 and 7) pursuant to a written authorisation to represent the Member / Partner, the respective replacement representative, other delegates sent by Members / Partners as well as members of the Executive Board and those who are invited to the General Assembly by the Executive Board have access to the General Assembly.
2. Furthermore, for the purposes of transparency and to encourage participation of all Affiliates, any General Assembly will be open for attendance by up to two (2) representatives of the Affiliate provided that the Affiliate first applies in writing for such attendance to the Executive Board via the Secretariat. Following approval by the Executive Board a participation fee per Affiliate attendee will be requested to compensate for the additional expenses incurred by such attendance. The Executive Board is mandated to set all appropriate logistical details, including the possible limitation of the total number of attendees and the amount of the participation fee to be charged under these circumstances.
3. Each Member will appoint an attending representative in writing. The name of the representative shall be reported to the Secretariat of the Executive Board in writing at least four weeks before the General Assembly. A replacement representative can be appointed by the Member at any time as long as the Secretariat of the Executive Board is informed thereof beforehand in writing.
4. The General Assembly is chaired by the President or, in their absence, by the Vice President. Should none of the Members of the Executive Board be present, the meeting itself will provide its President.
5. Minutes of the matters dealt with at the meeting will be kept by the

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Secretariat or by a person appointed by the President. These minutes will be distributed to all Members within one (1) month after the General Assembly for review and will be confirmed at the latest during the following General Assembly and signed for approval by the President and the Secretary.

15.4 Right to vote, decision making

1. Each Full Member has one (1) vote and Associate Members in accordance with Article 5.5.
2. The votes are cast by the representatives and, if they are not present at the meeting, by their replacement.
3. EUCROF Partners do not have voting rights.
4. Insofar as the Articles of Federation or the Dutch law do not determine otherwise, all decisions of the General Assembly regarding Executive Board member appointments, changes in the Articles of Federation, dissolution are taken with two-third majority of the votes cast, provided that the quorum is achieved. The required quorum for vote cast is two-third of the total number of possible votes.
5. All other decisions of the General Assembly are taken with simple majority (more than fifty percent) of the votes cast, provided that the quorum is achieved. In this case, the required quorum for vote cast is half of the total number of possible votes plus one (1) vote.
6. All votes take place via an electronic voting system, unless the President of a meeting considers an oral or written vote desirable or one (1) of the Members entitled to vote requests such.

   Written votes take place by unsigned, closed ballots.
7. An unanimous decision in writing by any means of communication by all those who are entitled to vote in the General Assembly, even if they are not in the meeting, as long as it is taken with knowledge of the Executive Board, carries the same power as a decision of the General Assembly.

Article 16 – Financial year

The financial year begins on the first day of January of any calender year and ends on the thirty-first day of December of that calender year.

Article 17 – Annual account report, account and justification

1. The Executive Board will present an update on the progress of the two (2) year strategic plan and its provisional annual management report at the annual Fall General Assembly and will provide accounts and justification of the policy carried out during the last financial year by submitting a provisional balance sheet and a statement of income and expenses. The annual management report shall include an assessment of performance against the strategic plan Key Performance Indicators (KPI's) and budget envelope adopted under Article 14.4(a). The final annual Accounting Report

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shall be approved by the Full Members' Board and signed by the President and the Vice President of the Executive Board.

2. If no statement is given by an accountant concerning the faithfulness of the documents referred to in the previous section to the General Assembly, as referred to in any applicable EC Directive(s) or EC Regulations, then the General Assembly will annually appoint a committee from amongst the Members – the Audit Committee – of at least two (2) persons who shall not be part of the Executive Board. The Committee will examine the account and justification of the Executive Board and present a report of its findings to the General Assembly.

3. The examination of the account and justification requires special bookkeeping knowledge, then the Audit Committee can be assisted by an expert. The Executive Board is required to provide all desired information to the Committee, to provide the Committee with the funds and values as desired, and allow the Committee to inspect the books, documents and other data carriers of the Federation.

4. The Committee's assignment can be ended at any time by the General Assembly, yet only by appointing another committee.

Article 18 – Advertising by Full Members, Associates, Partners and Affiliates

1. EUCROF is supportive of its Full Members, Associate Members, Partners and Affiliates advertising its affiliation with EUCROF and participation in EUCROF activities. The EUCROF logo should be shown and the statement "<Full Member> or <Associate Member> or <Partner> of EUCROF", used as applicable. In the case of Affiliates who are members of their respective national association, which is a Full Member of EUCROF, then the following statement shall be used " Member of <Local National Association> and Affiliate of EUCROF" together with the corresponding logos.

Article 19 – Amendment to the Articles of Federation

1. Amendment to the Articles of Federation can only take place by motion/resolution by the General Assembly, for which the meeting is convened in writing at least one (1) month beforehand, stating that amendment to the Articles of Federation will be proposed.

2. Whoever makes the call for the meeting of the General Assembly to deal with a proposal for amendment to the Articles of Federation, shall provide a copy of the proposal, in which the proposed amendment is included, at a place suitable for the representatives and replacement representatives for inspection at least one (1) month (calendar) before the day of the meeting until after the end of the day on which the meeting will be held.

3. Amendment to the Articles of Federation can only be decided on by the General Assembly with a majority of at least two-thirds of the number of votes cast.

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4. The amendment to the Articles of Federation only takes effect after a notarial deed has been prepared. Each of the Members of the Executive Board is authorised to have a copy of the deed of amendment to the Articles of Federation executed.

5. The provisions in sections 1 and 2 do not apply, if all persons entitled to vote are represented at the General Assembly and the resolution to amend the Articles of Federation is adopted unanimously.

6. The Members of the Executive Board are required to deposit an authentic copy of the deed of the amendment to the Articles of Federation and a complete continuous text of the Articles of Federation, as these read after the amendment, at the office of the register kept at the Chamber of Commerce. An official version in English will be available for all Members and EUCROF Partners.

Article 20 – Dissolution and settlement

1. The provisions of article 19, sections 1, 2, 3 and 5 apply *mutatis mutandis* to a decision to dissolve the Federation.

2. The decision referred to in the previous section also includes the destination of the credit balance, which shall be used in accordance with the objective of the Federation insofar as possible.

3. The settlement is carried out by the Executive Board.

4. After the dissolution, the Federation will continue to exist insofar as this is required for the liquidation of its assets. During the liquidation, the provisions of these Articles of Federation remain in force insofar as possible. In documents and notifications originating from the Federation, the words ‘in liquidation’ should be added to its name.

5. The liquidation will terminate when there is no longer any credit balance present and known to the liquidators.

6. The books and documents of the dissolved Federation shall be kept for seven years after the liquidation is completed. The custodian will be the person appointed by the liquidators.

Article 21 – Internal and Standing Regulations

1. The Federation adopts an Internal Regulation for Governance which codifies the operational governance rules of the Federation. Adoption or amendment of the Internal Regulation for Governance requires: (a) endorsement by resolution of at least two-thirds of the votes cast in the Full Members' Board, provided that a quorum of two-thirds of possible votes is achieved; and (b) adoption by simple majority of the General Assembly.

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The Federation may adopt Standing Regulations covering routine operational and procedural matters. Adoption or amendment of Standing Regulations requires adoption by simple majority of the General Assembly.

2. Neither the Internal Regulation for Governance nor Standing Regulations may be in conflict with the Articles.

3. The provisions of article 19, sections 1, 2 and 5 apply *mutatis mutandis* to decisions for determining and amending the Internal Regulation for Governance and other Standing Regulations.

4. The Full Members' Board may determine its own internal working procedures; these procedures are not part of the Internal Regulation for Governance or other Standing Regulations.

Article 22 – Unforeseen cases

In all cases in which both the law, as well as the Articles of Federation do not provide clarity, the General Assembly will decide.