

The European Network of Research Integrity Offices
Non-Profit Association under Belgian Law



Statutes and Internal Rules

This is a quite exact English translation of the official ENRIO Statutes, which are known to the Belgian Authorities in Dutch.

These Statutes were adopted unanimously by ENRIO vzw General Assembly on 5 September, 2023 in Paris. The original statutes from the ENRIO vzw establishment act in 2020 were changed to better fit ENRIO's identity and Belgian law, as well as make the creation of a bank account possible.

This document also includes the text of ENRIO's Internal Rules (typeset in blue), which further define the detailed criteria laid out in the Articles of the Association (Statutes).

A previous version was adopted by ENRIO in April 2022. This version was first discussed in the ENRIO General Assembly on 13 September 2024 in Prague, further elaborated by an Internal Rules task force (Ed Constable, Sabine Chai, Kalle Videnoja and Bert Seghers), discussed at the ENRIO General Assembly on 25 April 2025 in Oslo, and adopted by the ENRIO Board on 16 June 2025.

Section I: The non-profit Association

Article 1. Name, Legal Status and Legal Seat

§1. The Association is to be known as European Network of Research Integrity Offices VZW and may use the abbreviation “ENRIO” (hereafter ‘the Association’).

§2. The Association is incorporated as a non-profit association under Belgian law.

§3. The legal seat of the Association is located in the Brussels Capital Region.

ENRIO does not have a permanent office. The secretariat will regularly be located with the office of the president of the Association.

Article 2. Duration

The Association is established for an indefinite duration.

Article 3. Disinterested purpose and Object

§1. The Disinterested Purpose of the Association is to promote research integrity and raise awareness about it in Europe, to develop the capacities of European stakeholders on research integrity, address questions on research integrity policy and practice, and create alliances in the field of research integrity.

§2. The Association concretises this Disinterested Purpose through the following fundamental objectives:

- Provide a platform to network, learn from each other and exchange information and experiences;
- Promote good practices and build capacity through education, advice, events and training;
- Promote research integrity through partnerships and advocacy.

§3. The Association shall have as its Object all acts, steps and activities deemed appropriate or useful in view of achieving its Disinterested Purpose. These may include, among others:

- Raise awareness about research integrity in Europe and promote the need for specific action;
- Monitor EU initiatives that may affect the activities of Member Organisations of the Association, inform them of these initiatives and recommend actions they can take;
- Publish (joint) opinions, concerns, needs and ideas through position papers, events, visits, and other agreed initiatives thereby advancing the cause of research integrity at a national and/or institutional level
- Identify EU opportunities regarding funding and advocacy;
- Foster cooperative links between the Member Organisations of the Association, and facilitate research and collaborations activities between them
- Organise training and capacity-building activities on research integrity, including for-profit activities;
- Connect with relevant neighbouring networks, projects and alliances, as appropriate and in line with the Disinterested Purpose of the Association.

Section II: Membership, Contributors and Supporters

Article 4. Membership

§1. Membership is open to non-profit and/or public organisations (legal entities) that have their registered office in a country in Europe (*Europe is to be read inclusively, as the collection of member states of the Council of Europe*) and meet the following criteria:

- A demonstrated commitment to promoting and advancing research integrity at national or supranational level
- Actively support the Disinterested Purpose of the Association as described in Article 3.

Detailed criteria can be further defined in the Association's Internal Rules.

When applying, an organisation should point out how the membership criteria (defined in Articles 4 or 5 respectively) are fulfilled.

Only public entities (such as ministries, governmental agencies, parliamentary organs and 100% government-funded organs) and non-profit organisations (legal entities whose statutes define a goal to which all profit must be directed, prohibiting the payment of profits to the members) are eligible as (Full) Member Organisations. Officially, this public or non-profit legal entity is the Member Organisation taking part in ENRIO. As in practice research integrity offices seeking membership may not be legal entities themselves, but be part of a larger legal entity, the larger entity should seek membership on behalf of the suborganisation, delegating the day-to-day involvement in ENRIO to the suborganisation.

Candidate member organisations should be active in the field of research integrity, promoting or supporting it as an indelible part of their mission. This may be by acting as a second advice mechanism, by teaching or training RI teachers, by fulfilling a role as an observatory for RI, by supporting institutions in their RI promoting missions and more. This mission should be provable ("demonstrated commitment").

§2. The Association shall at all times have at least two full members (hereinafter referred to as Member Organisations).

§3. Any Member Organisation may:

- participate in and vote at the General Assembly
- nominate candidates for the Board
- propose and lead activities, committees, working groups and task forces of the Association, which the Board establishes
- participate in all activities of the Association
- receive all member benefits as described in the Association's Internal Rules
- use the Association's logo on their websites and on relevant materials.

§4. Each Member Organisation commits to:

- actively contribute to the promotion of the Disinterested Purpose of the Association as described in Article 3
- promote the Association and its activities, both externally and within their own organisation
- appoint a permanent contact person who will act as the Member's representative within the Association
- respect the provisions of the Statutes and Internal Rules
- pay the annual fee in accordance with the provisions of these Statutes.

Article 5. Contributors

§1. Legal entities and natural persons established in a country in Europe (Europe as defined in the Internal Rules) may be involved in the Association as an Associate Member under the term "Contributor", if they meet one of the following criteria:

- **Research Integrity Champions:** individuals (natural persons), who are actively involved in developing their country's formal capacity to set up research integrity structures (public or non-profit) or have made a significant contribution to the advancement of research integrity in Europe;
The Contributor category "Research Integrity Champions" is the only category for individuals defined in the Statutes. It includes (a) people who both oversee and influence the national research integrity landscape, especially in countries or subnational regions where research integrity structures are lacking; (b) people who have made substantial, unique contributions to research integrity in Europe; (c) other individuals elected by ENRIO on the basis of their past or ongoing involvement with research integrity.
- **ENRIO affiliates:** non-profit and/or government organisations (legal entities), active in research or research support, with a demonstrably strong interest in promoting and advancing research integrity
- **ENRIO Partners:** networks, associations and alliances — active in any geographical area — that share the Association's Disinterested Purpose as described in Article 3.

Detailed criteria can be further defined in the Association's Internal Rules.

§2. Any Contributor may:

- participate in the General Assembly (without voting rights)
- propose and lead activities, committees, working groups and task forces of the Association, which the Board establishes
- participate in all activities of the Association
- receive all Contributor benefits as described in the Association's Internal Rules
- use the Association's logo on their websites and on relevant materials.

§3. Each Contributor commits to:

- actively contribute to the promotion of the Disinterested Purpose of the Association as described in Article 3
- promote the Association and its activities, both externally and within their own organisation
- appoint a permanent contact person who will act as the Contributor's representative within the Association
- respect the provisions of the Statutes and the Internal Rules
- pay the annual fee in accordance with the provisions of these Statutes.

Article 6. Supporters

§1. For-profit, non-profit and government organisations (legal entities), active in research or research support, with a demonstrably strong interest in promoting, growing and sharing good practice in research integrity, can engage with the Association as an Associate Member under the term "Supporter". Detailed criteria can be further defined in the Association's Internal Rules.

§2. Each Supporter may:

- participate in the General Assembly (without voting rights) upon invitation
- contribute to activities, committees, working groups and task forces of the Association, which the Board establishes, upon invitation
- receive all Supporters' benefits as described in the Association's Internal Rules
- use the relevant Association supporter logo on their websites, on relevant materials and in their communications

§3. Each Supporter shall commit to:

- actively contribute to the furtherance of the Association's Disinterested Purpose as described in Article 3
- promote the Association and its activities, both externally and within their own organisation
- appoint a permanent contact person who will act as the Supporter's representative at the Association
- respect the provisions of the Statutes and the Internal Rules
- pay the annual fee in accordance with the provisions of these Statutes.

Article 7. Register of Members, Contributors and Supporters

§1. The Association shall keep a register of all Member Organisations and Associate Members (Contributors and Supporters) at the legal seat of the Association. This register shall contain at least the following details of each Member Organisation, Contributor and Supporter, where applicable:

- the legal name,
- the registration number and legal form
- the official address

§2. All decisions regarding the admission, dismissal or exclusion of Member Organisations, Contributors and Supporters shall be recorded in the register.

§3. The Board may decide that the register be kept in electronic form. *The ENRIO register is kept in electronic format.*

ENRIO publishes a privacy policy on its website, which can be revised every time the office moves according to the privacy policy of the host organisation and the legal context.

Article 8. Admission of Member Organisations, Contributors and Supporters

§1. All persons (legal entities or natural people) wishing to be involved in the Association as Member Organisations, Contributors or Supporters must apply in writing, based on principles of transparency and non-discrimination. Applications are addressed to the Board.

§2. The Board formulates an advice on the application to the General Assembly. The General Assembly decides on the application at a subsequent meeting. The Board notifies the applicant of the outcome within one month of the decision.

§3. The decision cannot be appealed within the Association.

§4. If the General Assembly refuses the admission of a candidate Member Organisation, Contributor or Supporter, that candidate can only submit a new application after 6 months after the previous application.

§5. Detailed admission criteria and procedures may be further defined in the Association's Internal Rules.

Applying for membership (or contributorship) is a process involving the following steps:

(1) The candidate sends a formal membership request (filled in application form, as findable on the ENRIO website) by email. The letter is addressed to the ENRIO Board and is sent with the form to the ENRIO Secretary (office@enrio.eu). In this application, the candidate motivates the application and points out (a) in which involvement category they would like to participate: Full Member, Contributor (be it as Research Integrity Champion, ENRIO Affiliate or ENRIO Partner) or Supporter, and (b) how they fulfil the defining criteria for this category, as defined in Article 4, 5 or 6 of the Statutes.

(2) The Board may invite applicants to attend the next ENRIO meeting and to give a presentation about the research integrity landscape in their country and the organisation (if applicable) to the meeting attendees.

Any questions remaining in regard to the application are resolved between the Board and the applicant before the application is presented to the General Assembly.

- (3) *The Board makes a recommendation on the application to the General Assembly. The General Assembly decides on the application at a subsequent meeting.*

Article 9. Termination of membership or commitment

Dismissal / Resignation

- §1. Member Organisations, Contributors and Supporters must submit written notice of their resignation to the Board at least three months before the end of the calendar year to terminate their involvement with the Association at the end of that calendar year. If the letter of resignation is not submitted in accordance with these terms, the requested resignation shall not take effect until the end of the following calendar year and the full annual fees for the following year shall be due.
- §2. The resigning Member Organisation, Contributor or Supporter remains liable for his financial obligations with respect to the Association until the end of the current accounting year after the month of resignation notice.

Suspension / exclusion

- §3. The General Assembly may suspend or terminate the membership of Member Organisations or the involvement of Contributors and Supporters in the Association on any of the following grounds:
- For violation of the Statutes, Internal Rules or a decision of the General Assembly or the Board;
 - For acting in a manner detrimental to the Association's reputation, contrary to its Disinterested Purpose as described in Article 3, or contrary to its interests or the interests of its Member Organisations and Contributors;
 - In case a Member Organisation, Contributor or Supporter is in a situation of bankruptcy, judicial reorganisation, dissolution or liquidation, or is the subject of similar insolvency proceedings under the laws of any jurisdiction.
- §4. Member Organisations, Contributors or Supporters who are considered candidates for suspension or exclusion will be notified and given the opportunity to express their views at the General Assembly.
- §5. Criteria and procedures may be further defined in the Association's Internal Rules.

General provisions

- §6. A Member Organisation, Contributor or Supporter is deemed to resign when it owed a fee, failed to pay it for a full calendar year, a reminder remained without effect for at least 90 calendar days and the General Assembly did not grant a reduction or remission of the fee concerned. In this case, membership or involvement as a Contributor or Supporter automatically terminates at the end of the calendar year.
- §7. Unless agreed upon differently by the General Assembly, any Member Organisation, Contributor or Supporter who sees its engagement terminated by resignation, suspension or termination has no right to the intellectual or physical assets of the Association, or to the reimbursement of the fees and other contributions that have been already paid.

Article 10. Fees

- §1. To ensure that the Association can pursue its Disinterested Purpose and carry out its Activities, Member Organisations, Contributors and Supporters pay annual fees. The terms of payment may be further specified in the Internal Rules.

§2. The amount of the fee for the following year — as well as its conditions — is proposed annually by the Board and approved by the General Assembly. The fees and conditions are published in the minutes of the meeting and may be further specified in the Internal Rules.

The ENRIO Member Organisations discuss and determine the fees for Member Organisations and Contributors annually during the General Assembly.

The fees are always determined for the following calendar year. The Membership Fees must be congruent with the Association's annual budget.

§3. The calculation of the fees of Member Organisations, Contributors and Supporters is based on the decisions of the Board and the General Assembly as stated in the official minutes. For Member Organisations, the annual fee will not exceed EUR 10 000 (ten thousand). The maximum annual fee may be revised due to inflation or for other reasons. Any change in the maximum annual fee must be proposed by the Board to the General Assembly. Proposed increases above the maximum annual fee of EUR 10 000 require changes of the Statutes and must adhere to the General Assembly decision-making process as defined in these Statutes.

Until a new change of the Internal Rules, the annual Membership fee for Member Organisations is fixed to the amounts as they were in calendar years 2021 until 2026.

- € 3500 for large-scale or medium-scale ENRIO Member Organisations
- € 1500 for small-scale ENRIO Member Organisations

Annual Contributorship fee for Contributors

- € 180 for Research Integrity Champions (individuals)
- € 900 for ENRIO Affiliates
- no extra fee for Partners (other Networks and Associations)

Annual sponsoring amount for Supporters

- € 4000 or as negotiated.

If a new Member Organisation or Contributor is admitted at the Spring General Assembly (first regular ENRIO meeting of the calendar year), it is expected to pay 50% of the annual membership fee for the running calendar year's membership. If it is admitted at the Autumn General Assembly (second regular ENRIO meeting of the calendar year), it is expected to pay the full fee the following calendar year.

Member Organisations, Contributors and Supporters are expected to submit their annual fees via bank transfer, following the instructions on the designated fee invoice, delivered by ENRIO's Secretariat by email. The due date for payment is typically two months after the invoice date and invoices are normally sent in January.

§4. The General Assembly may decide to reduce or waive the membership fees of certain Member Organisations, Contributors and Supporters who have submitted a motivated request for fee reduction or remission to the Board. The modalities are further specified in the Internal Rules.

Member Organisations, Contributors and Supporters who have sincere difficulties beyond their will to pay their membership fees to ENRIO, can request a fee reduction or remission. They address their motivated request email to the ENRIO Board and send it to the Secretary (Office@ENRIO.eu). This request describes the context of their financial difficulties and reaffirms their willingness to contribute to ENRIO in the future, whenever the financial difficulties will be over. The requesting letter suggests a new amount (or the reduction) of the fee.

The Board makes the fee reduction request letter available to the General Assembly, which decides on the reduction. In exceptional circumstances such as war, the General Assembly may decide to completely waive the fee, without the requesting member losing its membership status.

§5. Member Organisations, Contributors and Supporters of the Association are liable only for the amount equivalent of its fees. They bear no responsibility whatsoever in respect of the obligations, liabilities and debts incurred by or on behalf of the Association.

§6. Fees will not be refunded, even in case of resignation or exclusion.

Section III: General Assembly

Good governance of the Association is ensured by the following bodies:

- the General Assembly
- a Governing Body, hereinafter referred to as 'the Board'

The management, operations and administration of the Association may be supported by the Secretariat.

Additional permanent or temporary bodies such as working groups, task forces or committees may be appointed by the Board and may be specified in the Internal Rules.

Article 11. Power, Role and Responsibilities of the General Assembly

The General Assembly is the highest policy and decision-making body of the Association. In particular, it will:

- determine the composition of the Board and any remuneration of its members
- discharge the Board and other accountable parties
- dismiss any Board Members from the Board
- approve the annual accounts for the previous financial year
- approve the annual budget for the next financial year
- approve the annual activity report for the previous financial year
- approve the annual work plan for the next financial year
- approve the fees and terms for Member Organisations, Contributors and Supporters
- decide on the admission, suspension and exclusion of Member Organisations, Contributors and Supporters
- change the Statutes
- decide on the dissolution of the Association
- execute or accept a gift of an estate
- decide to appoint and revoke the auditor and his remuneration
- decide to take legal action on behalf of the Association against any auditor or Board Member
- decide on all other acts for which these Statutes or the law empowers the General Assembly

Article 12. Composition of the General Assembly

§1. The General Assembly consists of the Member Organisations of the Association.

§2. Each Member Organisation — being a legal entity — appoints among its directors, employees, stakeholders or members a permanent representative, being a natural person, who acts as contact person. This person shall act in the name and on behalf of the Member he/she represents. Each Member Organisation determines its own permanent representative in accordance with its own legal framework and internal processes. Changes in permanent representative are communicated to the Secretariat.

§3. The permanent representative has the official authority to vote on behalf of the Member Organisation.

§4. Contributors, Supporters and the Secretariat are entitled to attend the General Assembly without voting right (Supporters only if invited) and to express their views on all voting matters in an advisory capacity. The Board may invite external experts to provide information and advice.

Article 13. Procedures of the General Assembly

§1. The General Assembly shall meet at least once a year before the end of June. An extraordinary General Assembly may be convened by the Board, or at the request of at least one-fifth of all

Member Organisations. This request shall be made in writing to the Board and includes the reason for calling the meeting.

- §2. The date and place of the meeting shall be determined by the Board. Meetings of the General Assembly or Extraordinary General Assembly may be held in physical form, or by electronic means of communication (e.g. audio / video conferencing) or by written procedure (e.g. email), provided that the meeting mode is so announced within the defined notice period.
- §3. The President shall convene the meeting in writing well in advance of the date fixed, sending with this invitation the location, date and time of the General Assembly.
- §4. The Board shall draw up the agenda of the General Assembly. At the request of one or more Member Organisations, the Board may add one or more items to the agenda if they are sent to the Board at least 16 days before the General Assembly. The final agenda with annexes will be sent to Member Organisations no later than 15 calendar days before the meeting.
- §5. The General Assembly is chaired by the President, or, in his/her absence, by another member of the Board.
- §6. Minutes are written of each meeting containing the decisions of the General Assembly. These must be signed by the chair of the meeting. The minutes will be made available to all Member Organisations, Contributors and Supporters. The minutes are filed in a register kept at the Secretariat and will be made available to all Member Organisations, Contributors and Supporters who request to read them.
- §7. All decisions relating to the Statutes and their modifications, the appointment or termination of Board mandates and any other legal representation towards third parties, must be submitted to the relevant Belgian authorities within the timeframe stipulated by Belgian law.

Article 14. Decision-making in the General Assembly

- §1. *Quorum*. Valid deliberation requires a quorum of at least 50% of all Member Organisations to be present or represented. If a quorum is not reached, a new General Assembly will be convened 15 days later at the earliest without a quorum requirement. As a rule, this new meeting will be held via videoconference, unless otherwise decided by the Board.
- §2. *Proxies*. Any Member Organisation may be represented by the representative of another Member Organisation by means of a written 'proxy'. Any representative of a Member Organisation present may carry proxies from up to two other Member Organisations.
- §3. Member Organisations who are the subject of an agenda item of the General Assembly to suspend or terminate their Membership of the Association may not vote on that agenda item during that General Assembly.
- §4. All decisions are taken by a simple majority of the votes present or represented, except in the following cases:
 - Dissolution of the Association and changes to the Disinterested Purpose of the Association (as outlined in Article 3), whereby the decision must be taken by a quorum of 2/3 of the Member Organisations present or represented, and by a special majority of 4/5 of the votes cast.
 - Changes to these Statutes and excluding Member Organisations, Contributors or Supporters both require a quorum of 2/3 of the Member Organisations be present or represented, and a special majority of 2/3 of the votes cast.
- §5. Blank votes, invalid votes and abstentions are not taken into account for the calculation of the majority.

§6. In case of a tie, the President — acting independently and solely with the interests of the Association in mind — shall have the casting vote.

The voting process shall be open unless a member organisation requests a secret ballot at least seven calendar days before the start of the General Assembly.

In principle, a general assembly decision should follow a discussion in which all perspectives are heard.

In General Assembly discussions, new initiatives can be put to the vote if at least one member organisation other than the member organisation proposing it, endorses it. A counter-proposal in response to an initiative can be made. The counter-proposal is put to the vote at the same time as the initiative at issue if and only if at least one member organisation other than the member organisation initiating the counter-proposal endorses it.

Section IV: The Board

Article 15. Competence and Liability of the Board

§1. The Board is responsible for the overall running of the Association. It shall have all powers not expressly reserved by law or by these Statutes to the General Assembly. In particular, the Board will

- establish strategic guidelines, financial objectives and other guidelines for the Association's internal management
- initiate complementary activities in accordance with the Association's Disinterested Purpose
- oversee the implementation of all Association activities
- oversee the overall budget
- adopt the Association's Internal Rules, after consultation with the Member Organisations
- naming, monitoring and directing the work of the Secretariat, committees, working groups or task forces
- draft, for decision by the General Assembly, information and recommendations regarding:
 - the annual accounts and the annual budget
 - the annual activity reports and annual work plans
 - membership fees and conditions
 - the admission, suspension, and exclusion of Member Organisations, Contributors and Supporters
 - changes to the Statutes
- decide on measures to be taken in case of serious facts threatening the continuity of the Association

§2. The Board Members are not personally bound by the obligations of the Association. Their liability is limited to those decisions, acts or behaviours which are manifestly outside the range within which normally prudent and careful Board Members, placed in the same circumstances, could reasonably differ in opinions.

The liability of Board Members is limited as described in Belgian law and — redundantly — in the Statutes. It can be interpreted as a liability limited to decisions, actions and behaviours that are clearly irresponsible, careless or irrational.

Article 16. Composition and election of the Board

§1. *Composition.* Each member of the Board (hereinafter referred to as “Board Member”) is a natural person, in principle the permanent representative of a Member Organisation as defined in Article 4 of these Statutes. The criteria for eligibility of people as Board Members of the Association may be stipulated in the Internal Rules. *Board members are natural persons nominated by Member Organisations and elected by the General Assembly (as described in article 16, §3 of the Statutes, for which the election procedure is outlined below).*

§2. **Number.** The Board consists of at least three Board Members, unless there are only two Member Organisations. In that case, the General Assembly may appoint only two Board Members. *The Board consists of a maximum of 8 Board Members.*

§3. **Election and term.** The Board Members are elected by the General Assembly for a term of three years by a simple majority vote of the Member Organisations present or represented. A Board Member may be reappointed by the General Assembly for successive terms. A more detailed overview of the election procedures and the roles and responsibilities of the Board can be included in the Association's Internal Rules.

§3a Election committee. The General Assembly normally appoints an election committee, before its Board election meeting. In the same meeting, The General Assembly determines the number of places (n) on the Board in the next term. This is a maximum number: fewer can be elected if insufficient candidates stand. The Board can give a recommendation for this number.

The election committee consists of Member organisation representatives and/or contributors who are not candidates for the next term's Board. The General Assembly formulates an explicit task for this election committee and may also raise important procedural aspects or selection criteria to be taken into account.

By default, this task is as follows, but the General Assembly can deviate from this formulation.

- (1) Defining selection criteria*
- (2) Organizing a call for candidate Board Members for the next term's Board*
- (3) Finding and/or encouraging qualified candidates for Board membership or presidency*
- (4) Holding interviews with all candidates*
- (5) Sharing with the General Assembly, before it elects the new Board: all applications, the findings of the committee and its recommendations, preferably by means of a report that is sent together with the agenda of the General Assembly.*

§3b. Election procedure. Unless the General Assembly decides otherwise, the following procedure is followed for the election of the Board.

The General Assembly is informed about all candidates for election to the Board. Candidates may briefly present their application to the General Assembly, and answer questions.

- If the number of candidates for the Board is less than, or equal to the number of Board places n as decided by a previous General Assembly meeting, a single block vote is held confirming the composition of the new Board composed of all candidates.*
- If there are more than n candidates, all Member Organisations present or represented vote for at most n candidates. The n candidates with the highest number of votes are elected. In case of a tie between the positions n and n+1, the General Assembly then votes again between all candidates with these tied votes, in a similar way, until a composition is approved.*

The election of the Board is conducted in a secret ballot. The elections are supervised by a representative of a member organisation with no formal relationship to any of the candidates.

§4. **President.** The Board appoints a President from among its Board Members for a (renewable) term of three years. *The Board appoints a President from among its Board Members, between the election of the Board and the start of their mandate, and communicates their decision to the General Assembly.*

§5. **Termination of Board Membership.** The mandate of a Board Member may be revoked at any time by the General Assembly by a simple majority vote of the Member Organisations present or represented. Any Board Member may resign by submitting written notice to the President of the Association or — in case the President resigns — to the Board. After such resignation, the Board Member shall remain on the Board until the Board Member is replaced or until the Board or General Assembly decides not to replace him/her.

- §6. *Co-optation.* If the mandate of a Board Member ends before its term for any reason, the Board may freely appoint (by co-optation) a new Board Member for the remainder of the term, provided that the Board Member appointed (by co-optation) meets the criteria for the composition of the Board. The next meeting of the General Assembly following the co-optation decides on the mandate of the co-opted Board Member. If the mandate of the co-opted Board Member is confirmed by the General Assembly, the said Board Member completes the term of office of the replaced Board Member, unless the General Assembly decides otherwise. If the mandate of the co-opted Board Member is not confirmed by the General Assembly, the mandate of such Board Member ends immediately after the General Assembly meeting, without prejudice to the regularity of the composition of the Board until that time.
- §7. In case of termination of a Board Member's mandate for any reason, the Board Member shall have no claims for compensation on the Association or its assets, without prejudice to the mandatory provisions of labour law and the provisions of a service agreement, if applicable.
- §8. The Board Members perform their duties without any remuneration. They may be reimbursed for expenses incurred on behalf of the Association. If such a process is agreed, it will be detailed in the Association's Internal Rules. *Board Members may be reimbursed for their expenses incurred for the benefit of the Association. They can request reimbursement of these ENRIO expenses, by sending the Secretariat the original payment receipt and a (short) description of the good or service they prepaid on behalf of ENRIO. They are reimbursed when the Secretary and another Board member approve the reimbursement.*
- §9. *Succession. To strengthen the principle of succession in ENRIO Board, the Board may decide to invite the President of the last Board to attend the Board meetings in an advisory capacity during the first year of a new Board's term.*

Article 17. Board meetings

Convocation and Agenda

- §1. The Board meets as often as the interest of the non-profit association requires, in principle at least three times a year.
- §2. An invitation shall be sent by or on behalf of the President to all members of the Board. This invitation includes the draft agenda, invited advisors, location or method of meeting, date and time of the Board meeting.
- §3. The Secretariat has the right to attend Board meetings without voting right. Unless a Board Member objects, others may also be invited to participate as advisors on specific agenda items. Advisors have no voting rights.
- §4. Meetings may be held in physical form, by electronic means of communication (e.g. audio/video conferencing), or by written procedure (email), provided that the meeting mode is so announced in the meeting invitation.

Chairmanship and minutes

- §5. Meetings of the Board are chaired by the President, or, in his/her absence, by a Board Member agreed by the Board.
- §6. The decisions of the Board are recorded and circulated as minutes to all Board Members and participants in the meeting. If changes are requested, an updated version is circulated for approval. If no amendments are requested by the Board Members after one month, the decision described in the minutes is considered ratified. The minutes are then considered formally approved by the Board. They are kept in a register by the Secretariat.

Decision-making

- §7. For valid decisions, the board meeting requires the quorum that more than half of the Board Members must be present or represented.
- §8. If a Board Member cannot be present, the Board Member may give a proxy to another Board Member. Each Board Member may carry only one proxy.
- §9. The Board Members strive to take decisions by unanimous consensus of the Board Members present or represented. If unanimous consensus cannot be reached and a vote proves necessary, decisions are taken by a simple majority of votes of the Board Members present or represented. In the event of a tie, the President — acting independently and solely with the interests of the Association in mind — will have the casting vote.

Section V: Secretariat

Article 18. The Secretariat

- §1. The Board may decide to appoint a third party (the "Secretariat" — being a legal or natural person) to take on the day-to-day management of the Association and carry out specific actions on behalf of the Association. The work of the Secretariat may be remunerated.
- §2. When a legal entity is appointed to assume the role of the Secretariat, it shall appoint among its employees, members or shareholders a permanent representative, being a natural person, charged with executing the mission in the name and on behalf of the legal entity. *The permanent representative of the Secretariat (in case a legal entity is contracted) will be called Secretary (of ENRIO).*
- §3. Subject to these Statutes and the Internal Rules, the Secretariat shall have full authority for the day-to-day management, administration and implementation of the Association's activities, except for those tasks exclusively reserved to the General Assembly or the Board. The duties of the Secretariat may include financial management. The title of the permanent representative and their job description may be further defined in the Internal Rules.
- §4. The Secretariat is appointed by and reports to the Board. The general conditions of his/her/their/its work shall be determined by the Board.
- §5. The Secretariat strictly follows the guidelines and instructions received from the Board. The Secretariat may be entitled to participate in the meetings of all bodies of the Association without voting right.
- §6. If the Secretariat is temporarily absent or temporarily unable to act, the Board may appoint a substitute and the appointed substitute shall be temporarily entrusted with the day-to-day management of the Association.

Section VI: Other clauses

Working groups

The Board or the General Assembly may set up working groups and committees as they see fit.

Impact-oriented activities of ENRIO are prepared within working groups. Any member or contributor can propose working group themes, to be discussed at ENRIO meetings. Formally, the Board establishes such working groups and determines their scope, in consultation with the members volunteering to lead or contribute to the working group.

The Board decides to adopt the output working groups deliver as ENRIO's work. This output is shared with all Member Organisations.

Article 19. External Representation

- §1. The Board represents the Association in all acts, judicial and extra-judicial.
- §2. Without prejudice to the general power of representation of the Board as a college, the Association is also represented towards third parties judicially and extra-judicially by two Board Members, acting jointly.
- §3. Without prejudice to the power of representation of the Board by two Board Members acting jointly, the Association may also be represented by (the permanent representative of) the Secretariat, in view of the delegation of powers from Article 18 of these Statutes.
- §4. The Board Members representing the Association may appoint proxies of the Association. Only special and limited proxies for certain legal acts are permissible.
- §5. The details of all legal representatives must be disclosed and officially published in accordance with Belgian legal requirements.

The rules for the use of ENRIO's logo and corporate identity are stipulated in ENRIO's Graphic Guidelines 2021, a document that is accessible to ENRIO members, contributors, and supporters and can be acquired from the ENRIO secretariat.

Article 20. Financial Provisions

ENRIO's Bank Account is (IBAN) BE03 3632 5344 6084 / (BIC/SWIFT) BBRUBEBB.

- §1. The Association's financial year begins on 1 January and ends on 31 December each year.
- §2. The monetary resources of the Association may include: the fees of Member Organisations, Contributors and Supporters, income from service charges, subscription fees, as well as donations, operating credits without limitation, grants and bequests, granted in support of the Disinterested Purpose of the Association.
- §3. Unless otherwise specified in these Statutes or in the Internal Rules of the Association, each Member Organisation, Contributor and Supporter, each of its representatives and each Board Member shall bear all their own costs in connection with the performance of their activities for the benefit of the Association.
- §4. The Board is responsible for overseeing the budget and financial accounts of the Association. The Secretariat may assist the Board in managing the budget and financial accounts of the Association.
- §5. At the close of each financial year, the Board ensures that a balance sheet, a profit and loss account and all necessary appendices are prepared and — if required by Belgian law or desired by the Board — audited. These are submitted to the General Assembly for approval.

Article 21. Internal Rules and hierarchy of norms

- §1. In addition to these Statutes, the Board has the power to make, repeal and amend Internal Rules for any matter relating to the management of the affairs of the Association, after consultation with Member Organisations. *As required by Belgian law, Internal Rules may be made, repealed, and changed by decision of the Board, after consultation with the Member Organisations. The Internal Rules and every change to them are communicated to all Member Organisations and Contributors. If the Board changes the Internal Rules, it is obliged to include this change in the agenda and in the minutes of a Board meeting.*
- §2. In the event of a conflict between these Statutes and the Internal Rules, if any, or any other type of regulations of the Association, these Statutes shall prevail. Anything not provided for in these Statutes or in the Internal Rules, if any, shall be governed by the provisions of the relevant Belgian law.
- §3. A record of the Internal Rules is kept at the Secretariat and shall be made available to all Member Organisations, Contributors and Supporters upon request. *The latest version of the internal regulations*

Article 22. Dissolution of the Association

- §1. The Association may be dissolved at any time if the General Assembly decides so. The decision shall be taken with a 2/3 quorum and a 4/5 majority as required in Article 14, §4 of these Statutes.
- §2. In case of dissolution of the Association, the General Assembly determines the method, appoints the liquidator(s) and determines their fees. The liquidator(s) shall distribute the net assets of the Association, if any, to a non-profit European organisation with objectives similar or closely related to those of the Association.
- §3. The Board Members of the Association shall not be liable if they have acted within their powers as defined in Article 15, §2. If the Board has exceeded its powers or failed to fulfil its obligations, its members may be held liable.

Article 23. Language

The activities of the Association are conducted in English, without prejudice to applicable legal obligations. These Statutes are written in Dutch and English. Only the Dutch version will be used as the official text.

Article 24. Conflicts of interest

- §1. In case a Board Member, Member Organisation, Contributor or Supporter (hereinafter "concerned party") has a direct or indirect interest of a proprietary/patrimonial nature that conflicts with the Association's interest in a decision or transaction within the powers of the General Assembly or the Board (hereinafter "conflicting interest"), it shall report the conflicting interest to the Board and provide all facts to understand the nature and scope of the conflict as soon as practicable and before the General Assembly or the Board takes a decision on the matter.
- §2. If the concerned party fails to do so, anyone aware of the conflicting interest is obliged to inform the Board before it or the General Assembly takes a decision on the matter.
- §3. The statements and explanations of the nature of this conflicting interest are included in the minutes of the meeting that takes the decision. The nature of the decision in question and its asset implications for the Association and the justification for the decision taken shall also be described in the minutes of the meeting.
- §4. The concerned party shall not participate in the deliberations or vote of the General Assembly or the Board, with regard to the agenda items on the conflicting interest. For the agenda items concerning the conflicting interest, the concerned party shall not be taken into account for the calculation of the attendance quorum.

Article 25. Domicile

For the performance of their duties, Board Members and the Secretariat, if any, may elect domicile at the legal seat of the Association.

Article 26. Applicable law

- §1. These Statutes shall be governed by and construed in all respects in accordance with Belgian law.
- §2. Anything not specifically mentioned in the above Statutes is subject to the general legal provisions and common law of Belgium.
- §3. All disputes arising out of or in connection with these Statutes shall be submitted to the exclusive jurisdiction of the Belgian courts.