

COORDINATED VERSION OF THE STATUTES THE LEUVEN INSTITUTE FOR IRELAND IN EUROPE

TITLE I

NAME – REGISTERED OFFICE – PURPOSE

Article 1: The Name

The international non-profit association is called “HET LEUVENS INSTITUUT VOOR IERLAND IN EUROPA”, or in English “THE LEUVEN INSTITUTE FOR IRELAND IN EUROPE” (hereinafter referred to as the "association"). This association is governed by the Belgian Companies and Associations Code of 23 March 2019 (hereinafter referred to as “CAC”).

This name must be mentioned on all deeds, invoices, announcements, disclosures, letters, orders, websites and other documents, whether or not in electronic form, originating from the association, immediately preceded or followed by the words “internationale vereniging zonder winstoogmerk” or by the abbreviation “ivzw” together with the address of the registered office of the association and the other statements in accordance with the CAC.

Article 2: The registered office

The registered office of the association is located in the Flemish Region in Belgium.

The Board has the power to move the registered office of the association within the same language region in Belgium.

If, as a result of the move of the registered office, the language of the present statutes has to be changed, only the General Assembly shall have the power to take this decision, taking into account the requirements for a modification of the statutes.

The competent courts are the courts of Leuven.

Article 3: Duration

The duration of the association is unlimited, but it may be dissolved at any time by a decision of the General Assembly, in accordance with articles 20 and 25 of these statutes.

Article 4: Disinterested purpose and activities

- 1) The association has the disinterested purpose of establishing, managing and organising in the Irish College in Leuven, Belgium, over which the association has the trusteeship, an international centre for educational training and research in European and international affairs in the broadest sense. This includes the fields of economy, sciences, social organisation, social provisions, philanthropy, arts and culture etc. to maximise the exposure and opportunities for Ireland (Northern Ireland and the Republic of Ireland), to help maximise the benefits, for both Northern Ireland and the Republic of Ireland, in Europe through the provision of high quality education/training programmes for business, the public sector, higher education and the voluntary sector, to facilitate the promotion, in continental Europe, of all forms of cultural expression from both parts of Ireland, including the visual arts, the performing arts and literature.

- 2) The object of the association, either the concrete activities of the association that enable the association to realise its disinterested purpose, are the activities that the association can undertake in all areas that contribute to the aforementioned purpose. The association will organise lectures colloquia, courses, seminars, conferences, workshops, visits; it will manage residential facilities; it can organise and facilitate arts and culture happenings and events such as theatre, dance, music performances and art exhibitions; it can be in charge of publications, etc. The association can participate in any commercial and financial activity in order to help and realise its aims. Any profit made shall at all times be used entirely for the above-mentioned disinterested purpose.

TITLE II MEMBERSHIP

Article 5: Members

Membership of the association will consist of at least seven effective members and may also have honorary members. The members can be legal entities. The maximum number of members is unlimited. The members enjoy all the rights the law and these statutes provide.

Article 6: Effective members and procedure of admission

Are effective members:

- the members of the Board of Directors of the association and the former members of the Board of Directors become effective members of the association by operation of law from the start of their term of office as members of the Board of Directors and for five years after their resignation from the Board of Directors;
- Any natural or legal person, who applies in writing as an effective member, by mail or letter, addressed to the Board of Directors and who is accepted as an effective member by the Board of Directors at the next board meeting.

The Board of Directors has the supreme and final decision on admission without the possibility to appeal this decision and does not have to motivate its decision.

Article 7: Honorary members and procedure of admission

Is an honorary member of the association any natural or legal person who supports the purpose of the association, who is proposed as a candidate honorary member by one of the members of the Board of Directors and who is accepted as an honorary member by the board of Directors at the next board meeting.

The Board of Directors has the supreme and final decision on the admission of honorary members without the possibility to appeal this decision and does not have to motivate its decision.

Article 8: Resignation – Exclusion – Suspension

Every effective and honorary member is at liberty to resign from membership of the association after written notification to the Board of Directors.

Membership of the association ends automatically by exclusion, death or, in the case of a legal entity, by its dissolution, merger, split or bankruptcy, or, in the case of the former members of

the Board of Directors mentioned in article 6, first paragraph, at the end of the five year period after their retirement from the Board.

The General Assembly can exclude an effective member with a simple majority of the present or represented votes, after the concerned member has been heard.

The Board of Directors can exclude an honorary member.

The decisions of the Board of Directors about the exclusion of members are supreme and final.

A member who resigns, who is excluded or whose membership ends, as well as their legal successors, heirs or assigns, may not claim the property of the association. They cannot demand or claim a statement, account statement, seal or estate.

The Board of Directors may suspend effective members who are guilty of a serious violation of the statutes or who act contrary to purpose of the association, until the decision of the General Assembly which will decide on their possible exclusion.

If the exclusion of an effective member causes the number of members to fall below the legal or statutory minimum, the exclusion may be suspended for a reasonable period of time to provide a replacement.

Article 9: Fee – Obligations

The effective and honorary members do not pay a membership fee.

Members, in their capacity of member of the association, are not personally liable for the obligations engaged in by the association.

TITLE III THE BOARD OF DIRECTORS

Article 10: Composition

The association is governed by the Board of Directors composed of at least seven directors, natural persons or legal entities.

If a legal person takes up a mandate as a member of the Board of Directors, a natural person must be appointed as permanent representative in writing. This permanent representative is charged with carrying out that mandate in the name and on behalf of the legal person.

Such permanent representative shall be jointly and severally liable with the legal person as if they themselves had carried out the relevant mandate in their own name and on their own behalf. The rules on conflicts of interest shall apply to the permanent representative where appropriate. Moreover, the permanent representative cannot be member of the Board of Directors either in their own name or as permanent representative for another legal person. The legal entity may not terminate the mandate of the permanent representative without appointing a successor at the same time.

The directors shall automatically become members of the association as mentioned in Article 7.

The board of directors shall elect from among its members a chairman, possibly a vice-chairman, a secretary and a treasurer.

Article 11 : Appointment, termination of mandate and resignation

Directors are appointed by the General Assembly, by a simple majority vote of the members present or represented, for a once renewable term of six years. The General Assembly also determines the remuneration of the directors if any.

Directors may receive remuneration for exercising their mandate. However, if the General Assembly does not determine remuneration when appointing the directors, the director shall exercise their mandate unremunerated. However, the expenses incurred by a director in the exercise of their directorship can always be reimbursed upon submission of the necessary supporting documents.

The Board of Directors may, by a three-fourths majority, take a motivated decision to grant an additional term to a director who has already renewed their term, provided that this further involvement of this director is beneficial to the association. In its decision, the Board of Directors determines this additional term.

When a director's term has expired, the mandate ends by operation of law.

The mandate of a director also ends by operation of law, upon the death of this director or if this director becomes seriously ill and is no longer able to properly fulfil their duties as a director.

Any member of the Board of Directors may also resign himself by means of a letter or an e-mail addressed to the Board of Directors. A resigning director is obliged to continue to fulfil their duties after their resignation until their replacement can be reasonably provided for.

A member of the Board of Directors may be dismissed at any time by a two-thirds majority of the members present and represented at the General Assembly.

Article 12: Meetings

The Board of Directors meets upon convocation and under the chairmanship of its chairman or, if the latter is absent, the vice-chairman or the oldest of the directors present. The convocation of the members of the Board of Directors is made by ordinary letter or by e-mail to the (e-mail) address provided by the member, at least 14 calendar days before the meeting, unless deviated from by mutual agreement. If the minutes of the previous meeting of the Board of Directors already include the date, time and location of the next meeting, this counts as a valid convocation of the members for this next meeting of the Board of Directors.

The Board meets whenever the interest of the association requires or when at least two board members demand, and at least once a year.

The meetings take place at the registered office of the association or at any other place mentioned in the convocation.

Meetings of the Board of Directors may be held by means of audio and or video conferencing technologies, agreed by the Board of Directors, whereby all participants can communicate with

each other allowing a fixed meeting between the persons involved. Thus, remote participation, more specifically electronic participation, in a meeting of the Board of Directors is possible.

Article 13: Decisions

The Board of Directors can only validly decide when the majority of its members are present or represented. It decides with a simple majority of the present or represented members of the Board, not taking in account the abstentions, unless otherwise stipulated in these statutes or the law. In case of a tied vote the chairman's vote is decisive.

Any indisposed or absent director may, by letter or electronic mail or any other means of telecommunication resulting in a written document, authorise one of another director to represent them at the meeting of the board and vote in their place. In this way, the mandator shall be considered present.

The decisions of the Board of Directors may be taken by unanimous written decision of all the directors, except for those for which the Articles of Association exclude this possibility. This thus requires the prior unanimous agreement of all members to reach a specific written decision. In any case, a written decision presupposes that there have been consultations via e-mail, telephone or video conference. The decisions taken at these meetings via e-mail, telephone or video conference are recorded in the minutes of the meeting. These minutes are approved at the next meeting of the Board of Directors.

Article 14: Minutes

The decisions of the Board of Directors are adopted in minutes drawn up by the secretary or another director appointed for that purpose, and signed by the chairman and the directors requesting it. The powers of attorney shall be attached thereto.

The copies or extracts to be shown in and out of court shall be signed by the chairman or by two directors.

Article 15: Powers

The Board of Directors manages the association and represents it legally and factually. The Board of Directors has all administrative and managerial powers of the association and has the power to perform all acts to achieve the association's purpose, except those that belong to the exclusive competence of the General Assembly pursuant to the law or these statutes.

Article 16: Day-to day-Management – Directors' Committee – Delegation

The Board of Directors can, under their responsibility and supervision, delegate the day-to-day management, as well as the power to represent this day-to-day management:

- to one or more delegated directors appointed by Board of Directors amongst its members who will be called "General Director"
- to a Directors' Committee whose members are appointed by the Board of Directors for a certain period and with certain powers.

A General Director or a member of the Directors' Committee is appointed by the Board of Directors by a simple majority vote.

The mandate of a General Director or a member of the Directors' Committee ends by operation of law, upon the death of such director.

The procedure of resignation or termination is governed by Belgian law, in accordance with the employment or cooperation agreement.

The Board of Directors can delegate special powers to any mandatary. Only special and limited powers of attorney for certain or a series of certain acts are allowed. The proxy must then rely on the power of attorney to express the power of representation. It binds the association within the limits of the power of attorney granted. The limitations to the power of attorney are opposable to third parties in this sense in accordance with the rules on mandate. The Board of Directors shall be responsible for appointing, deciding on the termination of office and the possible removal of the association's proxies.

Article 17: External Representation

Notwithstanding the general representational competences of the Board of Directors acting as a college, the association shall be represented in its acts, including those in which a ministerial or public official intervenes, and in court:

- or by two members of the Board acting together
- or, within the limits of the day-to-day management and for acts up to twenty-five thousand euro (25.000 euro), by a delegated director (general director) acting on their own or by two members of the Directors' Committee acting together;
- or by special mandataries within the limits of their mandate.

Article 18: Supervision

The supervision of the financial situation of the association, the yearly accounts and the conformity with the law and the statutes, of the transactions to be reflected in the yearly accounts, will be delegated to one or more commissioners when the law so requires or when the Board of Directors so decides.

TITLE IV THE GENERAL ASSEMBLY

Article 19: Members

The General Assembly is composed of all effective members of the association. Only the effective members have the right to vote.

Honorary members can participate in the General Assembly with a consultative vote, but are not convened for the general meeting.

Article 20: Powers

The General Assembly has the powers described in these statutes and especially the power to

- 1) Change the statutes
- 2) Discharge the members of the Board of Directors and the commissaries
- 3) Approve the accounts of the past year and the budget for the coming year
- 4) Dissolve the association
- 5) Exclude an effective member

Article 21: Meetings – Convocation

The ordinary general assembly of the members of the association will be held once a year on the date set by the Board of Directors.

An extraordinary general assembly can be convened whenever the interests of the association are at stake. An assembly has to be called whenever one fifth of the effective members so demand.

Every meeting will be called on such day, hour and place as indicated in the convocation. The convocation will be sent by the Board of Directors by ordinary letter, telefax or e-mail to every effective member, at least eight days before the meeting and signed for the Board of Directors by the chairman, the delegated director or two directors. The agenda of the meeting is attached to the convocation.

The General Assembly will be presided by the chairman of the Board of Directors or, in their absence, by the vice-chairman or by the oldest of the members of the Board present. The chairman appoints the secretary. The General Assembly elects one or more tellers.

Article 22: Representation

Another member can represent an absent member. One member can represent more than one absent member.

Article 23: Voting rights

All effective members have equal voting rights. Every member has one vote.

Article 24: Deliberation – Decisions

Except in the cases described by these statutes, the General Assembly can only validly deliberate when the majority of the members are present or represented. The decisions are made by simple majority of the votes cast, unless otherwise stipulated in these statutes or in the law. In case of a tied vote, the chairman's vote is decisive.

The General Assembly can only decide on the items mentioned in the agenda unless the present and represented effective members agree with a simple majority to add items to the agenda.

The Board of Directors may allow members to participate remotely in the General Assembly through an electronic means of communication provided by the association. With regard to compliance with the conditions regarding attendance and majority, members participating in the General Assembly in this way shall be deemed present at the place where the General Assembly is held. In case of participation in the General Assembly remotely, Article 10:7/1 CAC should be complied with.

Article 25: Changing of the statutes – Dissolution of the Association

Any proposal to amend the statutes or dissolve the association must come from the Board of Directors or from at least half of the effective members of the association.

The Board of Directors must notify the members of the association of a proposal for amendment of the statutes at least one month in advance as well as the proposed amendments.

The General Assembly can only validly deliberate on the proposal if half of the effective members of the association are present or represented.

A decision is valid by simple majority.

If this General Assembly does not reach the attendance quorum, a second meeting will be convened which can take final valid decisions in relation to the proposal made with a simple majority regardless of the number of members present or represented, at the earliest within 14 days following the first meeting.

The General Assembly shall determine the manner of dissolution and liquidation of the association.

Any net assets after liquidation shall accrue to a non-profit legal entity with a similar purpose to that of the dissolved association, or in the absence thereof, shall be allocated for a disinterested purpose of promoting Irish art and culture in Europe.

Article 26: Minutes – Publication

The General Assembly's decisions will be written down in the minutes signed by the chairman and the secretary.

Members may take note of the decisions and the minutes of the General Assembly at the association's registered office. Copies or extracts for third parties shall be signed by the chairman or by two directors.

**TITLE V
FINANCIAL YEAR – ANNUAL ACCOUNTS – BUDGET**

Article 27: Financial Year

The financial year of the association runs from 1 January to 31 December each year.

Article 28: Annual Accounts – Budget – Discharge

At the end of each fiscal year the Board of Directors shall decide on the accounts of the past year, the budget for the coming year and submit them for approval to the General Assembly.

After the approval of the accounts and the budget the General Assembly will decide on the discharge of the members of the Board of Directors and the commissioners.

**TITLE VI
MISCELLANEOUS**

Article 29: Choice of Residence

For the implementation of these statutes, each member and each director, commissioner or liquidator, residing abroad, who has not validly served a domicile notice to the association in Belgium, shall be as having chosen the registered office of the association as their legal residence, where any notice, summons, subpoena and service of process addressed to him may be validly effected.

Article 30: Applicable Laws

Everything that is not explicitly provided for in these statutes is regulated by the CAC or any changes, any replacements or (future) implementations thereof.

The provisions of the CAC, which would not have been validly derogated from, shall be deemed to have been entered in the present deed, and clauses contrary to the mandatory provisions of the Code shall be deemed not to have been written.