

**OVERVIEW OF THE IMPORTANT MODIFICATIONS ARTICLES OF
 ASSOCIATION OF EUROBOTICS AISBL**

Version May 2022

<i>Modified Article</i>	<i>Short explanation</i>
1. General	Throughout the Articles of Associations (“ AoA ”) some modifications were made to bring the terminology in accordance with the wording used in the new Belgian Code on Companies and Associations (“ BCAA ”). Examples are the use of the (new) terms “ <i>purpose</i> ”, “ <i>disinterested purpose</i> ” (which means "non-profit purpose") and the removal of references to the old legislation.
2. Article 1.3	Address of the registered office no longer has to be mentioned in the AoA under the BCAA. Only the Region where it is established has to be mentioned. The Board of Directors (“ BoD ”) has the authority to change the registered office within the Brussels Capital Region without having to modify the AoA.
3. Article 1.4	Addition of the Association’s e-mail address. Communication by means of this address will be deemed as valid communication between the Association and the Members.
4. Article 3	Distinction clarified between disinterested purpose and the activities that are the Association’s object, in line with the BCAA. References to the “old” Horizon 2020 program have been removed and possibilities of collaboration/partnerships have been broadened which gives more flexibility to the Association. Definition of “European countries” adapted and removed from article about the purpose (moved to article 22).
5. Article 5.2.3 + Article 8.4	The Members’ obligation to pay a yearly financial contribution has been clarified.
6. Article 5.5.2 + Article 6.6	Status of Candidate Members who are provisionally accepted by the Board of Directors (as provided in the former article 6.5), clarified (remain without voting rights until they are formally accepted by the General Assembly).
7. Article 5.6	Article regarding “Founding Members” removed as no longer relevant.
8. Article 10.2	In accordance with the new BCAA, the possibility to organize General Assembly meetings by electronic means (i.e. audio or video conference) has been added. Active participation and attendance to the meetings remains the basic principle and organizing an “electronic General Assembly” is an option for the BoD. Members can however at all times vote in advance by electronic means.

9.	Article 10.2.7	Based on an earlier experience that it is difficult to have all members present before the notary in case a change of the AoA is to be made that requires a meeting before notary public, it has been added that the Members can give a proxy to a third party to represent them before the notary (provided that the meeting before the public notary is merely a formality as the changes will have been discussed in advance).
10.	Article 10.4.1	“Except for the mandatory attendance quorum required by law,” is mentioned in the French official version of the by-laws, but was not included in the translation. It does not add a lot as mandatory legal provisions have to be respected anyway. Currently no mandatory quorums by law.
11.	Article 11	In the French version, throughout the document, the reference to the Board of Directors will be replaced by a reference to wording used in the BCAA (“Organe d’administration” instead of “Conseil d’Administration”). We have, however, not changed the translation (“Board of Directors”).
12.	Article 11.3.5	The possibility for directors to give a proxy (in accordance with the Bylaws) to be represented at the Board meetings by another Director, the President or the Secretary-General, has been inserted in the AoA. For your information: the Bylaws state that a director who cannot attend a Board meeting can either appoint another Director preferably from the same membership category, or a colleague from the same Member acting as his/her unique and well-briefed deputy, or the President, or the Secretary General as his proxy-holder.
13.	Article 12.2	Addition of topic group examples: “Non-technology-related groups such as groups having a particular, direct or indirect, interest for the Purpose of the Association such as an educational or environmental sustainability group”
14.	Article 19.2	It has been clarified, in accordance with mandatory law under the BCAA, that in case of changes to the AoA, the procedure of anonymous written consent by all Members cannot be used.