

ARTICLES OF ASSOCIATION (STATUTES *)

European Tax Adviser Federation AISBL - ETAF
(International Non-Profit Organisation)

Founded:
15 December 2015
in 1000 Brussels

*) As required by the Belgian law, the original version of the statutes is established in French; the English version is a non-certified translation.

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Article 1: NAME

The International Non-Profit Organisation (INPO), governed by the provisions of Title III of the Belgian Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations, takes the designation of “European Tax Adviser Federation AISBL”, hereinafter the “ETAF”.

The ETAF will have legal personality as of the date of the royal decree of recognition, in accordance with article 50 § 1 of the above mentioned law.

Article 2: WORKING LANGUAGE

The working language of the ETAF is English.

Article 3: REGISTERED OFFICE

The registered office of the ETAF is located in 1000 Brussels, 25 Rue Montoyer, in Greater Brussels.

The registered office may be transferred anywhere else in Greater Brussels by decision of the General Assembly. The transfer of the seat of an international non-profit organization has to be published in the annexes to the Belgian Official Gazette and to be deposited at the clerk’s office of the relevant court of commerce within one month of the date of the decision.

Article 4: OBJECTIVES AND ACTIVITIES

The member organisations will act in the public interest, will share the European vision of a single market and will act with transparency, integrity and inclusiveness. They founded the ETAF in order to pursue the following objectives:

Objectives:

- To cooperate between members;
- To represent the interests of tax practitioners at European level;
- To work closely with European institutions in order to promote good legislation in tax matters and professional regulations;
- To promote and enhance quality, competencies, expertise and recognition of specialisations;
- To enhance cooperation at international level.

In order to achieve these objectives, the ETAF intends to implement the following activities:

Activities:

- To exchange information on national and European legislations in tax matters and follow-up their developments;
- To develop opinion statements to be addressed to European and international legislative bodies;
- To contribute to European decision-making processes;
- To organize events and conferences and promote the work performed;
- To create and maintain relations with authorities, national and international institutions, and, in particular, to make the institutions of the European Union aware of the experience of practitioners in all areas of the tax profession;
- To cooperate with all other European organisations dealing with similar issues.

The association may perform all acts relating directly or indirectly to its purpose. It may in particular provide assistance and show interest in any activity similar to its purpose.

To fulfill its mission, the ETAF may receive all kind of support, material or financial contribution from institutions and public or private persons. The funds and materials gathered may be used solely for non-profit purposes of the ETAF.

Article 5: DURATION

The duration of the organisation is unlimited.

Article 6: MEMBERS

The ETAF is composed of:

- Ordinary members,
- Observer members and
- Associated members.

1. Ordinary members

May become ordinary members:

- Professional organisations from European countries;
- Entities and institutions at national level, whose members are tax practitioners, recognized by law.

Only legal European non-profit persons may become ordinary members, no commercial entities, no professional practices.

Organisations applying for ordinary membership must provide the following documents in written English language to the administrative body (hereinafter the Executive Committee):

- A copy of their statutes, which must foresee for the admission of their members a university degree or a similar educational title;
- The evidence of their legal existence;
- The audited financial statements and the auditor reports for the last two years.
- The decision for admission shall be taken by the governing body (hereinafter the General Assembly) which decides with a qualified majority of two thirds of its members.

2. Observer members

Observer members shall be professional organisations who wish to support the association or to participate in its activities with the aim to become an ordinary member at the latest within 2 years.

3. Associated members

Professional organisations from European countries which do not fully meet the criteria to become an ordinary member can become associated members if they fulfil the following requirements:

- They are a professional non-profit organisation whose members are tax practitioners. No commercial entities and no professional practices may become associated member.
- They support and sign the ETAF Charter.
- They actively promote the implementation of a binding professional regulation in their respective country.

As soon as an associated member meets the conditions to become an ordinary member, it cannot stay associated member any more.

Refusing an application is final and does not need to be motivated.

Article 7: MEMBER RIGHTS AND OBLIGATIONS

The obligations of the members are as follows:

- To actively participate in and contribute to the work and activities of the ETAF;
- To pay the annual fees;
- To respect the Articles of Association (statutes) and internal rules of the ETAF.

The rights of the members are as follows:

- To participate in governing bodies, to stand for election and to be appointed as a delegate;
- To vote (only ordinary members).

Ordinary members, observers and associated members have to nominate one delegate to the General Assembly. The delegate can be accompanied by one or more technical advisers. The name and contact details of the delegate have to be transmitted in writing to the administrative body (hereinafter referred to as Board).

Article 8: EXCLUSION

All members may be excluded of the association when they infringe the statutes of the ETAF or do not comply with their financial obligations.

The exclusion of a member may only be decided by the General Assembly by secret ballot by a qualified majority of two thirds of its ordinary members present or represented physically. A member who ceases to be part of the ETAF has no right to its fund.

Article 9: WITHDRAWAL

All members may resign from the ETAF at any time. Notice of withdrawal must be given to the administrative body (hereinafter referred to as Board) in writing before 30th of June of any year, with effect as of the 31st December of the same year. However, the full contribution for the year of withdrawal is due.

Article 10: ORGANISATION

The ETAF consists of:

- The governing body, hereinafter the “General Assembly”
- The administrative body, hereinafter the “Board”

Article 11: GENERAL ASSEMBLY

Role

The General Assembly is the governing body of the ETAF.

It represents all members. Its decisions are binding for all, even for absent or dissident members and for observers.

The tasks of the General Assembly are:

- Discussion and decision-making on fundamental issues and the strategy of the ETAF;
- Election of the President and all other members of the Board;
- Election of the auditor and his substitute;
- Adoption of the management report of the Board;
- Approval of the accounts of the last year and of the budget for the following year;
- Determination of the contributions for all members;
- Discharge of the Board and the auditor;
- Decision on admittance and exclusion of all members;
- Adoption of any amendments to the statutes;
- Dissolution of the ETAF.

Meeting Procedure

The General Assembly shall meet at least once a year, chaired by the President. In the event of his non-availability another member of the Board shall replace him and chair the meeting.

Notice of the date and place of the annual general meeting shall be sent to the members not less than 8 weeks prior to the date of the meeting.

The invitation including the agenda, all draft resolutions and documents to be approved by the delegates at the annual ordinary general meeting, shall be sent to the members of the ETAF not later than 20 days prior to the date of the meeting by email.

Any proposal signed by an ordinary member must be brought to the agenda provided that it is communicated to the other member and the Board at least three days in advance.

Extraordinary general meeting(s) may be convened at any time by either the Board or by request of at least one third of the ordinary members. The agenda, including all draft resolutions to be approved by the general assembly shall be sent to the members not later than 10 days prior to the date of the meeting by email.

In cases of urgency, and at the discretion of the Board, resolutions may also be adopted by postal ballot. Any such resolution cannot be adopted until it was taken unanimously.

Copy resolutions of all General Assembly meetings shall be sent to all ordinary members, observers and associated members by email.

Article 12: VOTING RIGHTS AND VOTING PROCEDURE

Only ordinary members have the right to vote in the General Assembly.

Observers and associated members are not entitled to vote. They have similar rights to ordinary members with regard to the receipt of information and documentation published by the ETAF.

A quorum for the General Assembly is established when at least two thirds of the ordinary members of the ETAF are present or represented by written proxies.

An ordinary member can be represented in the General Assembly by a delegate of another ordinary member organization with a written power of attorney. Each member organization can only hold up to two powers of attorney.

In principle, the General Assembly takes its decisions by simple majority of ordinary members present or represented at the meeting and informs all members accordingly.

Each ordinary member shall have a voting right proportionate to the annual contribution paid in the current year.

However, a qualified majority of two thirds is required for the following issues:

- Amendments of the articles of association;
- Admission or exclusion of members;
- Determination of the rules of contributions;
- Dissolution.

A majority of two thirds means the two thirds of all present or represented votes cast. A simple majority means more than half of all present or represented votes cast. Abstentions and invalid votes are not counted.

Article 13: BOARD

The association is administered by the Board composed of the President and not less than three or not more than five other individuals.

All members of the Board, including the President, shall be members of an ordinary member organisation.

All members of the Board work on a voluntary basis. One member other than the President is in charge of financial matters.

Role

The Board shall possess full management and administrative powers except those held by the General Assembly.

It can delegate the day-to-day management partly or entirely to the President, an administrator or an official-in-charge.

Day-to-day management means all of the acts which are not of that urgency and importance that a decision of the General Assembly is needed.

The day-to-day management referred to in the previous subparagraph includes the following:

- Take any action that may be necessary or useful to implement the resolutions of the Board;
- Sign the daily correspondence;
- Rent any movable or immovable assets and sign any leasing contract for these goods;
- Claim and receive all amounts of money, documents and all kinds of goods and give receipts therefore;
- Make all payments;
- Conclude any contract with any independent service provider or supplier to the ETAF including raising a credit or making an investment.
- Make and accept any price offers, make and accept any orders and conclude any contract concerning the purchase or selling of any movable or immovable goods, including all financial instruments;
- Sign any receipt for registered mails, documents or parcels addressed to the ETAF;

- Take overall responsibility for the actions necessary in accordance with the agreed strategy;
- Draft the strategy, the priorities and performance targets to be submitted for approval to the General Assembly;
- Propose a budget for the following year to be submitted for approval to the ordinary annual meeting of the General Assembly;
- Decide on the place of the meeting of the General Assembly;
- Establish, direct and dissolve working committees on a project-by-project basis;
- Draft the financial statements and monitor the expenses of the ETAF;
- Pay out of the funds of the ETAF all expenses and costs related directly or incidentally to the purposes, objectives and administration thereof of the ETAF;

In addition, it may confer special powers under its responsibility.

No member of the Board may participate in the discussion of, or vote on any matter in which he or she has a personal interest.

Members of the Board may not be delegates to the General Assembly.

Meeting procedure

The Board shall meet upon request of the President or any other Board member. The meeting shall be convened by email at least 15 days prior to the meeting.

All resolutions of the Board require the simple majority of the votes cast by members of the Board. In case of a tied vote the President's vote shall be decisive.

A member of the Board may be represented by another member of the Board, but he may not hold more than one proxy.

The Board is able to make decisions only if at least half of the members are present at a meeting. In urgent cases and at the discretion of the President, resolutions may also be adopted by postal ballot or email. Such resolution shall only be valid if no member of the Board is opposed to such procedure.

Minutes shall be kept of the meeting and recorded in a register, signed by the President and kept at the headquarters of the ETAF and shall be made available to the members of the ETAF. All meetings of the Board shall be chaired by the President. In the event of his absence, another member of the Board will chair the meeting.

Except where special powers have been granted, all acts binding the ETAF shall be signed by the President who shall not be required to prove the powers bestowed on him for this purpose.

Article 14: ELECTION OF THE MEMBERS OF THE BOARD

The President and the members of the Board shall be elected at the annual General Assembly meeting or, in the event of a vacancy arising, at an extraordinary General Assembly meeting, by simple majority of the votes cast by the present or represented ordinary members.

The President and the members of the Board shall be elected by the General Assembly for a period of three years, renewable three times maximum.

The Board shall notify the members of the closing date for nominating candidates. The notification shall be done not more than twelve weeks and not less than eight weeks prior to the annual meeting of the General Assembly. For an extraordinary General Assembly meeting the notification shall be done not more than eight weeks and not less than four weeks prior to the session.

When identifying suitable candidates, the proposing member must ensure that the candidate is willing to stand for election and state whether the candidate stands for the office of the President, any other function of the Board or both.

The election of the President is subject to a separate procedure and shall be executed prior to the election process of the other officers of the Board. If a candidate is nominated for the office of the President as well as for other Board functions, he shall be deleted from the list of candidates for the other functions, if elected as President.

In the case of a vacancy during a term a temporary member of the Board can be appointed by the General Assembly. In this case, he shall serve the term of office of the member whom he replaces. The members of the Board may be dismissed upon the decision of the General Assembly, following a two-third majority vote of the members effectively present or represented.

The terms of office of the members of the Board only expire upon death, resignation or dismissal. If the death has the effect to decrease the number of the members of the Board to less than the legal and statutory minimum, an extraordinary meeting of the General Assembly shall be convened to provide replacement of the deceased member.

Any member of the Board wishing to resign must deliver written notice to the other members of the Board. If the resignation has the effect to decrease the number of the members of the Board to less than the legal and statutory minimum, the member concerned shall remain in office until he is replaced.

A member of the Board who fails to attend more than three consecutive meetings of the Board without rationale shall be considered to have resigned. However, he remains responsible as a member of the Board until his resignation has been confirmed by the General Assembly.

Any member of the Board can be dismissed at any time per decision of the General Assembly without having to justify this decision. If necessary, the General Assembly provides replacement of the dismissed member of the Board.

Article 15: WORKING COMMITTEES

The Board may set up working committees at any time, if they are considered to be useful. The working committees have no formal power of decision and cannot externally represent the ETAF.

Article 16: FINANCIAL CONTRIBUTIONS

The ETAF is financed by annual contributions.

Ordinary members, observer and associated members must pay an annual contribution. The amount of the contribution per ordinary member/observer/associated member is fixed by the General Assembly and laid down in detail in the contribution rules.

The contributions of the ordinary members, observers and associated members are called annually by the Board. If after two reminders - the second one by registered mail – an ordinary member, an observer or an associated member does not comply with its contribution obligation within 15 days, the said member or observer may be excluded from the ETAF.

Article 17: FINANCIAL MATTERS

The revenues of the ETAF are mainly composed of:

- The contributions of the members;
- Possible donations to the ETAF;
- Revenues from assets.

A yearly financial statement will be established by the Board.

Article 18: FINANCIAL YEAR – AUDITOR

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

On 31st December of every year, the statements of the annual accounts for the past financial year and the budget for the following year shall be established. Both are subject to the General Assembly's approval.

The financial statements for the past year will be audited annually by an approved auditor in the cases provided for by the law of 27 June 1921.

The auditor and his substitute are elected for one year. The term of office starts on 1st of January of the year following the election. A re-election is possible.

The auditor (in the event of his absence his substitute) presents his report to the General Assembly on the accounts of the past year.

Article 19: DISSOLUTION AND LIQUIDATION

Except in the case of dissolution by court order, only the General Assembly can dissolve the ETAF.

In this case, the General Assembly appoints one or more liquidators, determines their powers and possible compensation and will indicate how to allocate the net social assets which can only serve not-for-profit purposes. The remaining assets after liquidation will have to be allocated to a not-for-profit purpose which shall be fixed by the General Assembly with a majority of two thirds.

Article 20: RULES OF PROCEDURE

The General Assembly can adopt rules of procedure in conformity with the purpose of the ETAF which must be observed by every member.

Article 21: FINAL CLAUSES

Any matters not provided for in the present statutes shall be regulated by the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.