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STATUTES OF THE COST ASSOCIATION



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organisation/Association internationale sans but lucratif
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Chapter 1: Name, Registered office, Purpose and Activities, Duration

Article 1 – Name

European Cooperation in Science and Technology is an inter-governmental framework for coordination of research activities established through an exchange of letters initiated by the President of the Council of the European Communities on 4 November 1969 and 24 July 1970, and the Resolution of 22-23 November 1971 by the Conference of European Research Ministers, and as subsequently developed by further COST Ministerial Conferences.

Against this background an international not-for-profit organisation called "COST Association", in short "COST", (hereinafter referred to as the "**Association**") is constituted.

The Association has a legal personality in accordance with, and is governed by Title III of the Belgian law of 27 June 1921 pertaining to not-for-profit organisations, international not-for-profit organisations and foundations (hereinafter referred to as the "**Law of 27 June 1921**"), as modified and amended by subsequent laws, amongst others the law of 2 May 2002, 16 January 2003 and 27 December 2004.

Article 2 – Registered office

The registered office of the Association is located in B- 1050 Brussels, Avenue Louise 149, Belgium. Without prejudice to the application of the Belgian linguistic legislation, the registered office may be transferred by the Committee of Senior Officials (hereinafter referred to as the "CSO") upon proposal of the Executive Board to any other place in Belgium, preferably but not mandatorily located in Brussels Capital Region by a decision of the CSO published within one (1) month of its adoption in the Annexes of the Belgian State Gazette.

Article 3 – Purpose and activities

- (1) The Association is strictly non-profit making and devoted to the promotion, organisation, management and funding of practical support functions for the European Cooperation in Science and Technology. This may in particular include support for activities such as:
 - (i) the development of European-based scientific and technological networks in any scientific or interdisciplinary domain;
 - (ii) the exploitation of the research outcomes by integrating all stakeholders, thereby intensifying the links between the scientific communities, the enterprises, the policy makers and the society;
 - (iii) the dissemination of results of such research activities in order to improve their scientific, social and economic impact;
 - (iv) the provision for collaboration opportunities to all researchers in order to employ all talented and creative human resources available in Europe overcoming the bottlenecks linked to geographic location, age or gender;
 - (v) the facilitation of the international collaboration of the European research networks, thereby increasing their efficiency, effectiveness and impact at global level;
 - (vi) the appropriate further developments for the European Cooperation in Science and Technology in the context of the European Research Area based on European and global developments.
- (2) The Association may undertake any other activity or take any other actions that are directly or indirectly related to the purpose of the Association or necessary or useful to the realisation

of said purpose of international utility provided that such activity is either expressly contained in the approved budget of the Association or is otherwise financed and approved by the CSO.

Article 4 – Duration

The Association is constituted for an indefinite duration and can be dissolved at any time in accordance with article 31 of the present Statutes.

Chapter 2: Membership

Article 5 – Members

- (1) The Association has three (3) categories of members: the COST Full Members, the COST Cooperating Members and the COST Partner Members (hereinafter all referred to as “COST Members”).
- (2) Natural persons are not eligible to Membership of the Association.
- (3) Every State eligible to Membership of the Association according to article 6, 7 or 8 of the present Statutes may appoint in accordance with its applicable national legislation a governance department, an institution or a funding agency entrusted by the Government which has to be a legal entity that will act on its representation as COST Member.
- (4) No State or legal entity shall be admitted as a COST Member of the Association if it does not agree in writing to abide by the present Statutes, the Internal Rules, the policies of the Association and the decisions of its bodies.

Article 6 – COST Full Member

- (1) COST Full Membership is open to every European State that fulfils all of the following conditions:
 - (i) Adoption of the European Research Area;
 - (ii) Adoption of the democratic principles and European values as defined by the Council of Europe;
 - (iii) Associated to at least two (2) consecutive EU Framework programmes;
 - (iv) Adequate participation or ability of adequate participation in COST activities, i.e. successful participation in at least five (5) % of running COST Actions covering different fields and disciplines.

The condition provided for in article 6, (1), (iii) of the present Statutes is not applicable to every European State that has COST Full Member status on 1 January 2016, provided that said European State agrees to pay a GDP based share for its participation in COST Actions and other COST activities in the case of third country status to the EU Framework programme.

- (2) COST Full Members have full Membership rights including the right to attend and to vote at the CSO through its CSO Delegates appointed in compliance with article 15, (1) and article 17, (1) of the present Statutes.



COST Full Members have also amongst others the right:

- (i) to discuss and determine the strategy, the priorities and the policy of the Association;
- (ii) to hold the Presidency or to be eligible for the position as Vice-President of the Association according to article 20 and 21 of the present Statutes;
- (iii) to be eligible for a position in the Executive Board according to article 23, (1) and 23, (2) of the present Statutes or in another body of the Association;
- (iv) to propose candidates as Scientific Committee members;
- (v) to be represented in the Management Committee of the COST Actions;
- (vi) to call for an extraordinary CSO meeting as provided for by article 16, (1) of the present Statutes;
- (vii) to propose amendments of the Statutes;
- (viii) to participate in roundtables, workshops, ad hoc Working Groups and other activities or Committees organised by the Association for its COST Members;
- (ix) to use the Association as a source of information and a platform of contact with other COST Members;
- (x) to request and obtain from the Executive Board information about the activities of the Association, including financial information.

(3) COST Full Members have the following Membership duties:

- (i) to nominate and notify in writing the names of up to two (2) CSO Delegates to the Association who must come from the relevant government department responsible of Research & Innovation, from a funding agency or an institution entrusted by the relevant Full Member 's Government;
- (ii) to comply with the Statutes, Internal Rules and policies of the Association;
- (iii) to be actively involved in achieving the Association's mission and strategy as approved by the CSO;
- (iv) to act in the interests of the Association to the best of their abilities and possibilities;
- (v) to actively participate and contribute to the Association's activities and initiatives through regular correspondence, by attending meetings and by participating in at least one (1) CSO meeting per year;
- (vi) to pay a Membership contribution to the COST Fund as determined by the CSO pursuant to article 11 of the present Statutes;
- (vii) to nominate a COST National Coordinator.

Article 7 – COST Cooperating Member

(1) COST Cooperating Membership is open to every Non-European State that fulfils all of the following conditions:

- (i) Adoption of the European Research Area;
- (ii) Adoption of the democratic principles and European values as defined by the Council of Europe;
- (iii) Associated to at least two (2) consecutive EU Framework programmes;
- (iv) Adequate participation or ability of adequate participation in COST activities, i.e. successful participation in at least five (5) % of running COST Actions covering different fields and disciplines.

(2) COST Cooperating Members have no voting right at the CSO and are not eligible for a position in the Executive Board or in another body of the Association.

COST Cooperating Members have amongst others the right:

- (i) to attend CSO meetings as observer;
- (ii) to propose candidates as Scientific Committee members;
- (iii) to be represented in the Management Committee of the COST Actions;
- (iv) to be allowed to participate in roundtables, workshops, ad hoc Working Groups and other activities or Committees organised by the Association for its COST Members;
- (v) to use the Association as source of information and a platform of contact with other COST Members.

(3) COST Cooperating Members have the following Membership duties:

- (i) to notify in writing the name of its current CSO Representative(s) to the Association;
- (ii) to comply with the Statutes, Internal Rules and policies of the Association;
- (iii) to be actively involved in achieving the Association's mission and strategy as approved by the CSO;
- (iv) to act in the interests of the Association to the best of their abilities and possibilities
- (v) to actively participate and contribute to the Association's activities and initiatives through regular correspondence and by attending meetings;
- (vi) to pay a Membership contribution to the COST Fund as determined by the CSO pursuant to article 11 of the present Statutes;
- (vii) to nominate a COST National Coordinator.

Article 8 – COST Partner Member

- (1) COST Partner Membership is open to every State that participates adequately or has the ability to participate adequately in COST activities, i.e. successful participation in at least two (2) % of running COST Actions covering different fields and disciplines.
- (2) COST Partner Members have no rights to attend CSO meetings and are not eligible for a position in the Executive Board or in another body of the Association.

COST Partner Members have amongst others the right:

- (i) to participate in the Management Committee of the COST Actions as observer;
- (ii) to be allowed by the CSO to participate in roundtables, workshops, ad hoc Working Groups and other activities or Committees organised by the Association for its COST Members;
- (iii) to use the Association as source of information and a platform of contact with other COST Members.

(3) COST Partner Members have the following Membership duties:

- (i) to notify in writing the name of its current contact person(s) to the Association;
- (ii) to comply with the Statutes, Internal Rules and policies of the Association;
- (iii) to maintain a budget dedicated to the participation of its nationals in the COST Actions.

Article 9 – Admission

- (1) An application to any category of COST Membership shall be filed by written request to the President for consideration by the CSO and shall include:
 - (i) the specification on which category of COST Membership the applicant applies for;

- (ii) the name and address of the applicant and, of the legal entity or the institution representing the applicant;
- (iii) an agreement of the applicant to accept and comply with the Statutes, the Internal Rules and policies of the Association;
- (iv) Justification that the applicant is able to fulfil the conditions mentioned in article 6, (1), (i) - (iv), article 7, (1), (i) - (iv) or article 8, (1) of the present Statutes.

The CSO shall have full power and discretion to decide whether (i) Membership and (ii) the category of Membership shall be granted to the applicant taking into consideration the COST strategy and policies. The CSO shall not be required to justify its decision. No notice of appeal can be given against the decision of the CSO.

- (2) Further provisions on the application formalities and procedure for COST Membership may be adopted in the Internal Rules of the Association.

Article 10 – End of membership

- (1) The Membership in the Association's various COST Membership categories ends (i) in accordance with article 10, (2) and 10, (3) of the present Statutes or (ii) by dissolution of the Association.

The end of COST Membership during the course of the Association's financial year shall not affect the COST Members' obligation to pay the Membership contribution to the COST Fund or any other sum due on the date of end of COST Membership. The COST Member whose membership ended shall not be entitled to claim neither any of the Association's assets nor any reimbursement of its Membership contributions or any other compensation.

- (2) Any COST Member is entitled to resign its Membership at any time by giving a written six (6) month notice to the President. COST Members who wish to resign are required to honour their obligations according to article 10, (1), para. 2 of the present Statutes.
- (3) The exclusion of any COST Member of the Association may be recommended by the Executive Board to the CSO (i) if that COST Member ceases to comply with the membership criteria or membership duties provided for in article 6, article 7 or article 8 of the present Statutes; (ii) in case of serious breach by that COST Member of the provisions of the Statutes, Internal Rules, strategy, policies or decisions of the Association; (iii) if the conduct of that COST Member is contrary to the purpose of and harming the Association implying that the Association cannot reasonably be asked to let the COST Membership continue, (iv) if the COST Member does not pay or provide a suitable payment plan for its Membership contribution to the COST Fund in arrears in spite of the notification of a second payment reminder by the CSO giving an additional deadline of sixty (60) calendar days to execute the payment.

The COST Member whose Membership is to be terminated shall have the opportunity to communicate its position about the envisaged exclusion by written statement to the CSO.

The exclusion of the concerned COST Member of the Association shall be approved during a CSO meeting by a decision taken by a three quarters (3/4) majority of the COST Full Members present, represented or participating in the meeting according to article 17, (7), (v) of the present Statutes.

The Executive Board can suspend provisionally the Membership rights of the concerned COST Member until a final decision has been reached by the CSO.

The exclusion shall be effective as of the date of the decision of the CSO. The COST Member excluded is required to honour its obligations according to article 10, (1), para. 2 of the present Statutes.

Article 11 – Membership contribution to the COST Fund

- (1) Depending on their category of membership COST Members shall pay in due time a Membership contribution to the COST Fund as determined by the CSO.

Any decision of the CSO regarding the Membership contribution to the COST Fund enters into force four (4) months after the date of the respective CSO decision.

- (2) The non-payment of a COST Member's Membership contribution to the COST Fund may lead to a recommendation by the Executive Board to the CSO (i) to suspend the rights of the concerned COST Member, including the voting right, until the payment has been executed or (ii) to exclude that COST Member according to article 10, (3) of the present Statutes.
- (3) Further provisions regarding the Membership contribution to the COST Fund may be detailed in the Internal Rules of the Association.

Article 12 – Liability

The Association shall be solely liable for its debts to be covered with its own assets. The COST Members, their respective CSO Delegates, CSO Representatives or the contact persons of the COST Partner Members shall incur neither a personal liability for the debts or for any other commitments of the Association nor for any other liability of whatever nature.

Without prejudice to the legal provisions in this matter, the Executive Board members and the Director cannot be held personally liable for the debts or for any other commitment of the Association nor for any other liability of whatever nature.

Chapter 3: Governance structure and bodies of the Association

Article 13 – Governance structure

- (1) The Association is composed of five (5) bodies: the CSO, the Executive Board, the President, the Vice-President and the Director.

The CSO is empowered with the determination of the overall strategy of the Association and the operation of the COST activities.

The President has a strategic and policy role as well as a supervisory role on behalf of the CSO. She/he will hold the chair of the CSO and will be responsible of the work of the CSO.

The Vice-President has an administrative and monitoring role on behalf of the EB. She/he will hold the chair of the Executive Board and will be responsible of the work of the Executive Board.

The Executive Board is empowered with the management of the Association, including the administration, organisation, human resources and financial management of the Association.

The Director is responsible for the day-to-day management of the Association and executes the decisions taken by the CSO and the Executive Board according to the Delegation of Powers decided by the Executive Board.

- (2) Committees for advisory purposes and ad hoc Working Groups may be created by the CSO or by the Executive Board within their respective area of responsibilities in order to assist the Association in achieving its purpose and in order to organize the activities of the Association.
- (3) The COST Administration is set up in order to support the CSO and the Executive Board in the management of the Association.
- (4) Further details regarding the composition and the functioning of the bodies, Committees, ad hoc Working Groups of the Association and the COST Administration may be laid down in the Internal Rules of the Association.

Section 3.1: Committee of Senior Officials

Article 14 – Powers

- (1) The CSO is the supreme body of the Association and has full powers to ensure the achievement of the purpose of the Association, except those powers expressly conferred on the Executive Board by law or the present Statutes.

All powers which have not been expressly conferred by law or the present Statutes on the Executive Board are exercised by the CSO.

- (2) The CSO shall, in particular, have power:
 - (i) to decide on the overall strategy and determine the policy of the Association;
 - (ii) to develop the international co-operation in research;
 - (iii) to approve new COST Actions;
 - (iv) to establish the methods and procedures for evaluation of COST Action proposals;
 - (v) to supervise the implementation of the COST activities;
 - (vi) to admit new COST Members, except for the case provided for in article 10, (3), para. 3 of the present Statutes, to suspend the rights of COST Members and to exclude COST Members;
 - (vii) to approve the Calendar of Presidency upon proposal of the Executive Board;
 - (viii) to appoint and revoke the President of the Association;
 - (ix) to elect and revoke the Vice-President of the Association ;
 - (x) to elect and revoke the members of the Executive Board other than the President or the Vice-President of the Association;
 - (xi) to supervise and evaluate the work of the President, the Vice-President and the Executive Board;
 - (xii) to appoint and revoke at least one (1) external statutory auditor;
 - (xiii) to approve the budget of the Association, including a budget of the COST Fund for the next financial year according to article 32 of the present Statutes including revisions of the budget and to approve the sources of revenues;
 - (xiv) to approve the annual accounts of the Association for the preceding financial year according to article 32 of the present Statutes;
 - (xv) to vote on the discharge of the members of the Executive Board as well as the external statutory auditors;
 - (xvi) to amend the Statutes;

- (xvii) to dissolve the Association;
 - (xviii) to adopt and amend the Internal Rules of the Association proposed by the Executive Board;
 - (xix) to decide on the contribution mechanism, the use, the administration and management rules of the COST Fund and to determine the amount of the Membership contribution to the COST Fund;
 - (xx) to deliberate and decide upon any other matter serving the purpose of the Association.
- (2) The CSO may delegate specific parts of its powers within the limitation provided for by law or in the present Statutes to the President. In this case, the scope of the delegated powers and the eventual term of the mandate have to be specified in the respective delegation of powers.

Article 15 – Composition

- (1) The CSO is composed of all COST Full Members of the Association. Each COST Full Member may appoint up to two (2) delegates in order to represent that COST Full Member at the CSO (hereinafter referred to as the **“CSO Delegates”**). Such appointments will have a duration of six (6) years and may be modified at any time by the COST Full Member concerned. The appointment of a CSO Delegate is to be renewed every six (6) years. Written notice of appointment, resignation or replacement of the CSO Delegates shall be sent by the competent national authority of the concerned COST Full Member to the President.
- (2) The European Commission may attend the CSO meetings as observer. Subject to the provisions and limitations stipulated in the present Statutes or in the Internal Rules of the Association, COST Cooperating Members, the Director, guests invited by the President, the Executive Board or the CSO may attend the CSO meeting as observer (hereinafter referred to as the **“CSO Observer”**).

The CSO may decide to hear any other person or organisation.

- (3) Further provisions regarding the composition of the CSO, the appointment of the CSO Delegates and their replacement, their powers and responsibilities as well as the participation of CSO Observers or third parties to CSO meetings may be adopted in the Internal Rules of the Association.

Article 16 – Meeting rules

- (1) The CSO meets with full rights at least once a year at a location within the national territory of a COST Member, as convened by the President. An extraordinary meeting of the CSO may be convened in exceptional circumstances by the President or upon decision of the Executive Board or upon request of one quarter (1/4) of the COST Full Members. Meetings take place at the venue indicated on the calling notice. The President sends the calling notice by e-mail or any other acceptable written means of communication at least fourteen (14) calendar days before the meeting to the CSO Delegates and CSO Representative(s) mentioned in article 7, (3), (i) and the CSO Observers. The calling notice has to contain time, place and the agenda of the meeting as well as the documents relating to agenda items for decision-making purposes. Documents relating to agenda items for information or discussion purposes only shall be sent by the President at least six (6) calendar days before the meeting to the CSO Delegates and CSO Representative(s) mentioned in article 7, (3), (i) and the CSO Observers.

- (2) The CSO meeting is chaired by the President or, in case of her/his absence by the Vice-President, or a chair decided by the CSO if both are absent.
- (3) The agenda will be approved by the CSO at the beginning of each meeting. Agenda items for which the documents for information or discussion purposes only have been submitted to the COST Members later than fourteen (14) calendar days before the meeting can only be decided upon in the meeting if not more than one quarter (1/4) of the COST Full Members present, represented or participating in the meeting object.
- (4) Further rules and provisions regarding the meeting rules of the CSO may be adopted in the Internal Rules.

Article 17 – Voting and quorum

- (1) Only COST Full Members have the right to vote. Each COST Full Member shall have one (1) vote in the decisions of the CSO. According to article 15, (1) of the present Statutes each COST Full Member may appoint up to two (2) CSO Delegates physically present at the CSO whereof only one (1) CSO Delegate exercises the COST Full Members' voting right at the meeting.
- (2) The European Commission may attend the CSO meeting without voting right.
- (3) COST Cooperating Members, the Director, guests invited by the President, the Executive Board or the CSO may attend the CSO meeting without voting right.
- (4) Any COST Full Member may be represented at the CSO by another natural person by virtue of a written proxy. Nonetheless, each COST Full Member may only hold three (3) proxies for another COST Full Member.

As an exception to the previous rule, a CSO Delegate may act on behalf of an unlimited number of other COST Full Members by virtue of a written proxy, in addition to her/his capacity to vote as CSO Delegate of its own COST Full Member country of origin, if the law requires that the decisions of the CSO needs to be taken by notarised deed.

If the Vice-President substitutes the President to chair the CSO meeting in case of her/his absence according to articles 16, (2) and 21, (5) of the present Statutes, the COST Full Member country of origin of the Vice-President shall be represented at the CSO by another natural person by virtue of a written proxy pursuant to article 17, (4), para.1 of the present Statutes.

- (5) A CSO meeting shall be deemed validly constituted and has the quorum to resolve when at least two-thirds (2/3) of the COST Full Members are present, represented or participating in the meeting.

If this quorum is not met, a second CSO meeting for the same purpose may be convened on the conditions outlined under article 16, (1) of the present Statutes and can validly resolve irrespective of the number of COST Full Members present, represented or participating in the meeting.

- (6) Unless the Statutes or the Law of 27 June 1921 require another majority, decisions of the CSO are taken by a two-thirds (2/3) majority of the votes of the COST Full Members present, represented or participating in the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority.

- (7) The following decisions of the CSO shall require a quorum of attendance of at least three quarters (3/4) of the COST Full Members present, represented or participating in the meeting and a majority of three quarters (3/4) of the votes of the COST Full Members present, represented or participating in the meeting:
- (i) decisions regarding the use of the COST Fund;
 - (ii) revocation of the President of the Association;
 - (iii) revocation of the Vice-President of the Association;
 - (iv) revocation of the members of the Executive Board;
 - (v) admittance and exclusion of a COST Member of the Association;
 - (vi) approval of the suspension of Membership rights decided by the Executive Board;
 - (vii) amendment of the Statutes and dissolution of the Association according to article 31 of the present Statutes.
- (8) The CSO cannot vote on items which have not previously been notified on the agenda.
- (9) The CSO meeting may be held with the physical presence of the COST Members. COST Members can participate in the meeting via a conference call, a video conference, a web-conference or by any other electronic means which offers the possibility to COST Members participating in the meeting (i) to hear each other at the same time, (ii) to speak to each other and (iii) to cast definitively although not simultaneously their vote on the agenda items. Any COST Member participating by such means shall be deemed present at such meeting.
- (10) Voting can be done by show of hand, by secret ballot or by electronic means in real time. Voting by secret ballot takes place on sensitive matters and for any other purposes upon request of a minimum of one third (1/3) of the COST Full Members present at the CSO.
- (11) Without prejudice to article 17, (10) of the present Statutes, voting can also validly be done by electronic voting or voting by correspondence prior to the CSO meeting by giving written instructions to the President.

The COST Full Member voting by electronic vote or by correspondence has to cast its vote without reserves, without presenting an amendment to the proposal and without submitting its vote in favour to any condition.

Every electronic vote or vote by correspondence validly cast one (1) hour before the starting time of the CSO meeting is taken in consideration for the calculation of the quorum of attendance.

Electronic votes or votes by correspondence cast will remain valid for all items mentioned and covered by the agenda communicated according to article 16, (1) of the present Statutes.

If the proposal on which an electronic vote or a vote by correspondence had been cast is subsequently validly changed by the CSO during the meeting, the said electronic vote or vote by correspondence is considered as null and void, but the nullity of the vote will not challenge the calculation of the quorum of attendance.

- (12) Upon request of the President, the Vice-President or the Executive Board or in cases approved by the CSO, a written decision-making procedure may be launched in which the CSO may vote in a ballot without personal meeting, i.e. by fax, by e-mail, by exchange of written letter.

The calling notice for written decision-making shall be sent together with the text of the proposal and all supporting documents for decision-making purposes as described in article 16, (1) to all COST Full Members at least six (6) calendar days before the deadline for voting. A COST Full Member giving no response or comment before the expiration of the deadline of voting to the President is deemed casting an affirmative vote.

Any COST Full Member may in the course of the written decision-making procedure request that the proposal is decided in a scheduled CSO meeting with physical presence. If such request is expressed by more than one quarter (1/4) of the COST Full Members, the matter shall be placed on the agenda of the next meeting of the CSO convened in accordance with article 16, (1) of the present Statutes.

The majority and quorum requirements and any other voting rules as outlined in the present section of the Statutes shall apply accordingly.

- (13) Further provisions on the decision-making process, the voting rights and procedure, the quorum and majority rules of the CSO may be adopted in the Internal Rules.

Article 18 – Minutes of meetings

- (1) The minutes of the CSO meetings including a record of all decisions of the CSO shall be drawn up under the responsibility of and be signed by the President or in her/his absence by the Vice-President or the chair of the meeting.

A copy of the minutes of meeting shall be sent to all COST Members and CSO Observers by electronic mail or by any other written means of communication, within twenty-one (21) calendar days of the meeting.

- (2) The original minutes of the CSO have to be entered into a separate register, signed by the President or in her/his absence by the Vice-President and kept at the registered office of the Association where it must be made available to the COST Members and CSO Observers for consultation.

Section 3.2: President and Vice-President of the Association

Article 19 – General Principles

- (1) The President and the Vice-President must come from different COST Full Member States.

Article 20 – President of the Association

- (1) The Presidency of the Association rotates among the COST Full Members every two (2) years. The calendar of the consecutive rotating Presidencies will be determined by the CSO (hereinafter referred to as the "Calendar of Presidency") upon proposal of the Executive Board after a call for interest among the COST Full Members (hereinafter referred to as the "Call for Interest ") which may be further detailed in the Internal Rules.
- (2) Without prejudice to article 20, (4) of the present Statutes, the position of the President is held in turn for two (2) years by the natural person designated by the COST Full Member which holds the Presidency according to the Calendar of Presidency from among its CSO Delegates.

- (3) The President holds a position as Executive Board member for the duration of her/his mandate.
- (4) The mandate of the President shall end by the expiration of its term or by revocation of the CSO.

The revocation of the President by the CSO before the end of the term shall (i) require a three quarters (3/4) majority of the votes of the COST Full Members present, represented or participating in the meeting. Without prejudice to article 22, (1), para. 2, (iii) of the present Statutes, upon request of one quarter (1/4) of the COST Full Members one (1) month before the CSO meeting an agenda item pertaining to the revocation of the President may be added to the agenda of the CSO meeting.

If the position of the President becomes vacant, the CSO shall appoint the natural person designated by the COST Full Member which will hold the following Presidency according to the Calendar of Presidency for a period of two (2) years as President.

- (5) The President is the highest representative of the Association in policy and strategic matters. She/he will be responsible for the overall guidance of the CSO in its policy and strategic tasks and that the CSO exercises its powers as set out in article 14 of the Statutes. She/he shall exercise the powers that have formally been delegated to her/him by the CSO according to article 14, (3) or by the Executive Board according to article 22, (2) of the present Statutes.

In particular, the responsibilities of the President include, but are not limited to the following:

- (i) to establish key issues to be addressed by the CSO in the development of the COST strategy and policies for the duration of her/his mandate;
- (ii) in cooperation with the Executive Board, to ensure the coherence and integration of the different initiatives and actions that support the COST strategy and policies;
- (iii) to ensure the continuation of the activities and actions promoted by the previous President;
- (iv) to outline and propose how to address by key intervention points on the European Union policy to strengthen COST position and impact;
- (v) to hold the position of chair of the CSO for the duration of her/his mandate;
- (vi) to organise the work of the CSO in cooperation with the Executive Board.

The President is under the supervision of the CSO and shall report to the CSO on her/his decisions and acts related to the powers delegated to her/him.

- (6) Further provisions on the rotating presidency, the appointment, the revocation, the powers, the responsibilities, the rights and the duties of the President may be adopted in the Internal Rules.

Article 21 – The Vice-President of the Association

- (1) The CSO shall elect from the CSO Delegates proposed by the COST Full Members by secret ballot a Vice-President for a period of three (3) years.
- (2) The Vice-President holds a position as Executive Board member for the duration of her/his mandate. The Vice-President may only be re-elected for one (1) additional term of three (3) years. The same natural person may in total not serve for more than six (6) consecutive years in the position of Vice-President.

- (3) The mandate of the Vice-President shall end by (i) the death, the resignation or the legal disqualification of the Vice-President, (ii) the revocation by the CSO or (iii) the expiration of its term.

The revocation of the Vice-President by the CSO before the end of the term of her/his mandate shall (i) require a three quarters (3/4) majority of the votes of the COST Full Members present, represented or participating in the meeting and (ii) is subject to the election of another Vice-President according to the majority requirements provided for in article 17, (7), (iii) of the present Statutes. Without prejudice to article 22, (1), para.2, (iii) of the present Statutes, upon request of one quarter (1/4) of the COST Full Members one (1) month before the CSO meeting an agenda item pertaining to the revocation and election of the Vice-President may be added to the agenda of the CSO meeting.

The Vice-President is free to resign at any moment by formally giving written notice at the registered office of the Association.

If the position of the Vice-President becomes vacant, the CSO has the power to elect a new Vice-President for a period of three (3) years. Such election shall be held at the first following CSO meeting in compliance with the provisions laid down in article 21, (1) and (2) of the present Statutes and the Internal Rules.

- (4) The Vice-President will be responsible for the overall guidance of the Executive Board and that the Executive Board exercises its powers as set out in article 22 of the present Statutes. She/he shall exercise the powers that have formally been delegated to her/him by the Executive Board according to article 22, (2) of the present Statutes.

In particular, the responsibilities of the Vice-President include, but are not limited to the following:

- (i) to hold the position as chair of the Executive Board for the duration of her/his mandate;
- (ii) to establish key issues to be addressed by the EB;
- (iii) to organise the work of the Executive Board in cooperation with the COST Administration.

The Vice-President is under the supervision of the CSO and shall report to the latter on the work and duties performed by and delegated to the Executive Board.

- (5) The Vice-President substitutes the President in case of her/his absence in the CSO or otherwise.

If the Vice-President substitutes the President to chair the CSO meeting in case of her/his absence, the COST Full Member country of origin of the Vice-President shall be represented at the CSO by another natural person by virtue of a written proxy according to article 17, (4), of the present Statutes.

- (6) Further provisions on the election, revocation, powers, responsibilities, rights and duties of the Vice-President may be adopted in the Internal Rules.

Section 3.3: Executive Board

Article 22 – Powers

- (1) The Executive Board has all the powers that have been expressly conferred on it by law or the present Statutes, i.e. all powers of management and administration of the Association in accordance with the applicable laws, the present Statutes and the decisions of the CSO.

In particular, the powers of the Executive Board include, but are not limited to the following:

- (i) to supervise and monitor the implementation by the COST Administration of decisions, policies and plans of activities adopted by the CSO;
 - (ii) to adopt Guidelines, Procedures and Vademecums and any amendments to Guidelines, Procedures and Vademecums;
 - (iii) to propose, prepare and examine the agenda items of the CSO meetings and if appropriate, provide recommendations to the CSO;
 - (iv) to propose to the CSO a Calendar of Presidency for decision based on the results of a Call for Interest among COST Full Members;
 - (v) to select and appoint the Director following the present Recruitment Procedure for the Director adopted by the CSO and to dismiss the Director;
 - (vi) to monitor the budget management and the implementation of the COST activities by the COST Administration;
 - (vii) to supervise that legal and financial requirements are met, including due fulfilment of accounting requirements, preparing of the annual accounts and the budget for approval by the CSO;
 - (viii) to supervise the work of the Director;
 - (ix) to supervise appointment and dismissal of the staff of the COST Administration and other service providers and the members of the Committees and ad hoc Working Groups;
 - (x) to suspend provisionally the Membership rights of the COST Members to be excluded in compliance with article 10, (3), para. 3 of the present Statutes.
- (2) The Executive Board may delegate specific management or representation powers regarding legal actions or legal acts involving the Association to one (1) or more members of the Executive Board, to the Director, to the President, to the Vice-President or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.
- (3) Without prejudice to article 22, (2) of the present Statutes, the Executive Board delegates the day-to-day management powers of the Association, including authority to sign on behalf of the Association and powers of representation relating to such day-to-day management to the Director of the Association.

The day-to-day management is to ensure the operational implementation, execution and achievement of the decisions taken by the Executive Board. It covers all acts that are driven by the needs of the daily life of the Association and that due to their level of importance and the requirement of a prompt solution do not justify the intervention of the Executive Board itself.

Further details regarding the powers and delegation of powers of the Executive Board may be stipulated in the Internal Rules.

Article 23 – Composition

- (1) The Executive Board is composed of at least six (6) and maximum (8) Executive Board members including the President and the Vice-President of the Association.

The members of the Executive Board are natural persons.

Without prejudice to articles 20 and 21 of the present Statutes, the members of the Executive Board other than the President or the Vice-President are elected by the CSO amongst the CSO Delegates of the COST Full Members by secret ballot for a period of three (3) years.

Any Executive Board member may be re-elected for one (1) additional term of three (3) years. The same natural person may in total not serve for more than six (6) consecutive years as Executive Board member.

- (2) All Executive Board members including the President and the Vice-President must come from different COST Full Member States.

The Executive Board members do not represent their respective COST Full Member's State of origin's interests in the Executive Board meetings.

Provisions regarding candidatures and election for an Executive Board position other than the President or the Vice-President may be specified in the Internal Rules of the Association.

- (3) The mandate of an Executive Board member other than the President or the Vice-President shall end by (i) the death, the resignation or the legal disqualification of the Executive Board member, (ii) the revocation by the CSO or (iii) the expiration of its term.

The revocation of the Executive Board as a whole or of an Executive Board member other than the President or the Vice-President by the CSO before the end of the term of their respective mandate shall (i) require a three quarters (3/4) majority of the votes of the COST Full Members present, represented or participating in the meeting. Without prejudice to article 22, (1), para. 2, (iii) of the present Statutes, upon request of one quarter (1/4) of the COST Full Members one (1) month before the CSO meeting an agenda item pertaining to the revocation and election of the Executive Board members other than the President or the Vice-President may be added to the agenda of the CSO meeting.

The members of the Executive Board are free to resign at any moment by formally giving written notice at the registered office of the Association.

If an Executive Board position other than the position of the President or the Vice-President becomes vacant, the CSO has the power to elect a new Executive Board member for a period of three (3) years. An election shall be held at the first following CSO meeting in compliance with the provisions laid down in article 23, (1) and (2) of the present Statutes and in the Internal Rules.

- (4) The European Commission may attend the Executive Board meetings as observer.

Subject to the provisions and limitations stipulated in the present Statutes or in the Internal Rules of the Association, COST Members, the Director, experts, guests invited by the Vice-President or the Executive Board may attend the Executive Board meeting as observer (hereinafter referred to as the “**Executive Board Observer**”).

The Executive Board may decide to hear any other person or organisation.

If necessary, the staff may attend the meetings of the Executive Board and support the organisation of meetings under the supervision of the Executive Board.

- (5) Further provisions regarding the composition of the Executive Board and the participation of third parties in Executive Board meetings, the powers and the responsibilities, the rights and duties of the Executive Board members, the COST Administration may be adopted in the Internal Rules of the Association.

Article 24 – Remuneration

- (1) Unless specifically decided otherwise by the CSO, the members of the Executive Board do not receive any remuneration. Rules regulating the reimbursement of travel and representation expenses incurred by the Executive Board members may be detailed in the Internal Rules of the Association.

Article 25 – Meeting rules

- (1) The Executive Board meets as often as it deems necessary upon request of the Vice-President or upon request of two (2) other Executive Board members, or upon request of the Director, but at least twenty-one (21) calendar days before each CSO meeting.

The invitation to the Executive Board meeting shall be sent by the Vice-President fourteen (14) calendar days before the meeting to every Executive Board member or Executive Board Observer by e-mail or any other acceptable written means of communication providing a first draft agenda, the time and place of the meeting as well as the supporting documents relating to agenda items for decision-making purposes. Documents relating to agenda items for information or discussion purposes only shall be sent by the Vice-President at least six (6) calendar days before the meeting to the Executive Board members and the Executive Board Observers.

Executive Board members are entitled to propose agenda items at least seven (7) calendar days before the meeting. The agenda will be approved by the Executive Board at the beginning of each meeting.

- (2) The Executive Board meeting is chaired by the Vice-President or, in case of her/his absence by the President.
- (3) Further meeting rules of the Executive Board and provisions regarding its convening formalities and the draft of the final agenda may be adopted in the Internal Rules.

Article 26 – Voting and quorum

- (1) Each Executive Board member shall have one (1) vote.
- (2) The European Commission may attend the Executive Board meeting without voting right.
- (3) COST Members, the Director, experts or guests invited by the Vice-President or the Executive Board may attend the Executive Board meetings without voting right.
- (4) Any Executive Board member may be represented at an Executive Board meeting by another Executive Board member by virtue of a written proxy. Nonetheless, each Executive Board member may only hold one (1) proxy for another Executive Board member.

- (5) The Executive Board meeting will be deemed validly constituted and has the quorum to take a decision if at least half (1/2) of the Executive Board members are present, represented or participating in the meeting.
- (6) The Executive Board shall take its decisions by an absolute majority of the votes of the Executive Board members present, represented or participating in the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority.
In the case of tie vote, the Vice-President has the casting vote.

- (7) Executive Board meetings shall take place either in person, by e-mail, in writing or by conference call, video conference, web-conference, instant messaging or by any another simultaneous electronic means which offers the possibility to Executive Board members participating in the meeting (i) to hear each other at the same time, (ii) to speak to each other and (iii) to cast definitively although not simultaneously their vote on the agenda items. Any Executive Board member participating by such means shall be deemed present at such meeting.
- (8) Voting can be done by show of hand, by secret ballot or by electronic means in real time. Voting by secret ballot takes place on sensitive matters and for any other purposes upon request of a minimum of two (2) Executive Board members.
- (9) Without prejudice to article 26, (8) of the present Statutes, voting can also validly be done by electronic voting or voting by correspondence prior to the Executive Board meeting by giving written instructions to the Vice-President.

The Executive Board member voting by electronic vote or by correspondence has to cast its vote without reserves, without presenting an amendment to the proposal and without submitting its vote in favour to any condition.

Every electronic vote or vote by correspondence validly cast one (1) hour before the starting time of the Executive Board meeting is taken in consideration for the calculation of the quorum of attendance.

Electronic votes or votes by correspondence cast will remain valid for all items mentioned and covered by the agenda communicated according to article 25, (1) of the present Statutes.

If the proposal on which an electronic vote or a vote by correspondence had been cast is subsequently validly changed by the Executive Board during the meeting, the said electronic vote or vote by correspondence is considered as null and void, but the nullity of the vote will not challenge the calculation of the quorum of attendance.

- (10) Upon request of the Vice-President or the Director or in cases approved by the Executive Board, a written decision-making procedure may be launched in which the Executive Board may vote in a ballot without personal meeting, i.e. by fax, by e-mail, by exchange of written letter.

The calling notice for written decision-making shall be sent together with the text of the proposal and all supporting documents for decision-making purposes as described in article 25, (1) to all Executive Board members at least six (6) calendar days before the deadline for voting. An Executive Board member giving no response or comment before the expiration of the deadline of voting to the Vice-President is deemed casting an affirmative vote.

Any Executive Board member may in the course of the written decision-making procedure request that the proposal is decided in a scheduled Executive Board meeting with physical presence. If such request is expressed by more than one quarter (1/4) of the Executive Board members, the matter shall be placed on the agenda of the next meeting convened in accordance with article 25, (1) of the present Statutes.

- (11) Further provisions on the decision-making process, the voting rights and procedure, the quorum and majority rules of the Executive Board may be adopted in the Internal Rules.

Article 27 – Minutes of meeting

- (1) Executive Board decisions shall be recorded in writing as minutes. The minutes of the Executive Board meeting shall be signed by the Vice-President or in his absence by the President. A copy of the minutes shall be made available to all Executive Board members and Executive Board Observers not later than twenty-one (21) calendar days after the meeting.
- (2) The original minutes of the Executive Board have to be entered into a separate register, signed by the Vice-President and have to be kept at the registered office of the Association where it must be made available to the COST Members, Executive Board members and the Executive Board Observers for consultation.

Section 3.4: Director and COST Administration

Article 28 – Director

- (1) The Director is appointed for a period of four (4) years by the Executive Board following the present Recruitment Procedure of the Director approved by the Executive Board.
- (2) Upon expiration of the Director's initial mandate of four (4) years, the position of the Director will be open following the present Recruitment Procedure of the Director approved by the Executive Board. The Director whose mandate has just come to an end has the right to re-apply again for the Director's position.
- (3) The mandate of the Director shall end by (i) the death, the resignation or the legal disqualification of the Director, (ii) the dismissal of the Director by the Executive Board or (iii) the expiration of its term of four (4) years.

The dismissal of the Director by the Executive Board before the end of the term of her/his mandate (i) shall require the absolute majority of the votes of the Executive Board members present, represented or participating in the meeting and (ii) is subject to the appointment of another Director according to the present Recruitment Procedure of the Director approved by the Executive Board.

The Director is free to resign at any moment by formally giving written notice to the Vice-President at the registered office of the Association.

If the position of the Director becomes vacant, the Executive Board may appoint an Interim Director who will ensure the Director's responsibilities as stipulated in the present Statutes, Internal Rules or specific delegation of powers for the period needed to appoint a new Director according to article 28, (1) of the present Statutes.

If the Director is prevented by circumstances beyond her/his control from fulfilling her/his position for more than thirty (30) consecutive calendar days, the Executive Board takes back the day-to-day management powers and may appoint an Interim Director to exercise the day-to-day management powers – if possible following the advice of the Director, until she/he is taking back her/his position, without any prejudice to the powers sub-delegated according to article 28, (5) of the present Statutes. The Vice-President will temporarily replace the Director for the exercise of any other specific management or representation powers beyond said day-to-day management powers delegated to her/him according to article 22, (2) of the present Statutes, until the Director is taking back her/his position without any prejudice to the powers sub-delegated according to article 28, (5) of the present Statutes.

- (4) The Director ensures the operational implementation, execution and achievement of the decisions taken by the CSO and the Executive Board. The Director shall be responsible for the (i) day-to-day management of the Association formally delegated to her/him by the Executive Board according to article 22, (3) of the present Statutes and (ii) for any other specific management or representation powers beyond said day-to-day management powers regarding legal actions or legal acts involving the Association delegated to her/him according to article 22, (2) of the present Statutes.
- (5) The Director shall be authorised to sub-delegate, under her/his own responsibility, one or more powers delegated to her/him falling within the scope of the day-to-day management or within the scope of the specific management or representation powers going beyond said day-to-day management within the limitations set out in the present Statutes, the Internal Rules or the relevant delegation of powers. Sub-delegation of powers may be done to Heads of Units or any other staff member of the Association or to third parties.
- (6) The Director is under the supervision of the Executive Board and shall report to the latter on the work and duties performed in the framework of the powers delegated to her/him according to articles 22, (2) and 22, (3) of the present Statutes. In addition the Director reports quarterly in writing to the Executive Board on her/his implementation of the CSO and Executive Board decisions of the Association and the completion of the objectives fixed for the quarter in question.
- (7) Without prejudice to article 30 of the present Statutes, the Director validly represents the Association alone in the day-to-day management of the Association towards third parties.
- (8) Further provisions on the appointment, the dismissal, the vacancy of the position of the Director, the powers and responsibilities, sub-delegation of powers, the rights and duties of the Director may be adopted in the Internal Rules.

Article 29 – COST Administration

- (1) Under the authority of the Director, the COST Administration supports the Executive Board and the CSO with the administrative day-to-day management of the Association and is responsible for the fulfilment of the Association's administrative tasks and implementation of the Association's activities and the Executive Board and CSO decisions, policies and plans of activities.
- (2) Further provision regarding the competences and the functioning of the COST Administration of the Association may be stipulated in the Internal Rules.

Chapter 4: Representation

Article 30 – Representation rules

- (1) Without prejudice to Article 30, (2) and (3), the President shall represent the Association in policy and strategic matters.
- (2) Unless otherwise stipulated in the present Statutes and without prejudice to article 22, (2) and 22, (3) of the present Statutes, the Association is validly represented with respect to all legal acts towards third parties (i) by the Executive Board or (ii) by two members of the Executive Board jointly who will not have to justify to third parties the powers conferred to this end.
- (3) The Association is validly represented (i) towards the European Commission for the agreement of the funds from EU Framework Programme for Research Innovation (Horizon 2020) and subsequent EU Framework Programmes, or (ii) towards third parties for the granting of loans and bank guarantees by the Director or the Vice-President alone.

The Association is validly represented towards the COST Full Members regarding the administration of the COST Fund by the Vice-President alone.

- (4) The Association shall be validly represented in all legal actions or arbitration, as plaintiff or defendant before courts, tribunals, or other jurisdictions by (i) two Executive Board members jointly, or (ii) by the Vice-President, or (iii) by the Director alone.

Chapter 5: Amendments of Statutes – Dissolution

Article 31 – Amendment of the Statutes – Dissolution

- (1) Without prejudice to articles 50, §3, 55 and 56 of the Law of 27 June 1921, any proposal aimed at amending the Statutes, or dissolving the Association, must emanate from the Executive Board, or at least from one quarter (1/4) of the COST Full Members of the Association.

The calling notice to the CSO which resolves on such a proposal and the proposed amendments must for decision-making purposes be brought to the attention of the COST Full Members at least sixty (60) calendar days before the meeting. Documents and proposals relating to the amendment or the dissolution of the Association for information or discussion purposes only shall be sent by the President to the COST Full Members at least fourteen (14) calendar days before the meeting.

- (2) The CSO shall be deemed validly constituted and has the quorum to resolve on the amendment of Statutes or on the dissolution of the Association when at least three quarters (3/4) of the COST Full Members are present, represented or participating in the meeting.

If this quorum is not reached, a second CSO meeting for the same purpose shall be convened which can definitively and validly resolve on the proposal, by the same majority of votes provided for in article 31, (3), irrespective of the number of COST Full Members present, represented or participating in the meeting, at the earliest within fourteen (14) calendar days following the first CSO meeting.

- (3) Unless otherwise foreseen by law, a resolution regarding the amendment of the Statutes or the dissolution of the Association must be taken by a three-quarters (3/4) majority of the votes of the COST Full Members present, represented or participating in the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority.

Amendments to the Statutes will only come into effect once the publication and approval conditions have been fulfilled as required by article 50, para. 3 and 51, para. 3 of the Law of 27 June 1921.

- (4) In case of deliberate dissolution, the CSO will determine in the resolution of dissolution the modalities of liquidation, appoint one (1) or several liquidators, determine their powers and indicate the allocation of the net assets of the Association.

In all cases of deliberate or judicial dissolutions, the net assets of the dissolved Association after liquidation will be allocated to another not-for-profit organisation having similar objectives or purposes to those pursued by the Association.

Chapter 6: Budget and accounts

Article 32 – Financial year and accounts

- (1) The financial year of the Association shall start on 1 May and end on 30 April of each calendar year.

The annual accounts of the preceding financial year, as well as the budget for the following financial year, including a budget of the COST Fund, shall be drawn up by the Director under the supervision of the Executive Board each year and shall be submitted by the Executive Board to the CSO at its next meeting for approval.

The annual accounts shall be deposited in the Association's file kept at the clerk's office of Brussels Commercial Court, in accordance with the applicable law.

- (2) The CSO shall designate an external statutory auditor to verify the accuracy of the annual accounts. Without prejudice to the CSO's right to determine any kind of internal auditing procedure, the annual accounts of the Association shall be audited by one or several independent external statutory auditors, if required by law.

Article 33 – Financial resources

- (1) The financial resources of the Association are the following:
- (i) Contributions to the COST Fund to be paid by the COST Members as determined by the CSO according to article 11 of the present Statutes;
 - (ii) Subsidies received from the EU for COST;
 - (iii) Contracts, gifts and donations, grants, assets inherited or received as a bequest or legacy, capital proceed or any other legally allowed resources that might be paid or granted to the Association.
- (2) The Association may accept donations provided that they do not affect its independence. Donations to the Association, either from hand to hand or by testament, shall not have effect if they are not authorized and do not comply with the applicable law.

- (3) Further provisions on the budget, the annual accounts, the financial regulations, the financial resources of the Association including the COST Fund may be adopted in the Internal Rules.

Chapter 7: Internal Rules

Article 32 – Internal Rules

- (1) Internal Rules shall be drawn up by the Executive Board and adopted by the CSO in order to implement and further detail the present Statutes, to facilitate the regulation and management of the Association.
- (2) The Internal Rules are available to all COST Members and may be amended according to the rules provided for in article 17, (5) and 17, (6) of the present Statutes.
- (4) The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

Chapter 7: Internal Rules

Article 34 – Internal Rules

- (1) Internal Rules shall be drawn up by the Executive Board and adopted by the CSO in order to implement and further detail the present Statutes, to facilitate the regulation and management of the Association.
- (2) The Internal Rules are available to all COST Members and may be amended according to the rules provided for in article 17, (5) and 17, (6) of the present Statutes.
- (3) The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

Chapter 8: Language – Governing Law – Jurisdiction

Article 35 – Working language

The working language of the Association shall be English. The language used for the official documents and relations with Belgian national authorities shall be French. In case of dispute relating to the Statutes between COST Members, the official published French version shall prevail. Towards third parties the official published French version is the only relevant version.

Article 36 – Governing Law

Anything not provided for in the present Statutes and the publications to be made in the Annexes of the Belgian State Gazette, shall be regulated according to Title III of the Belgian Law of 27 June 1921.



Article 37 – Jurisdiction

Any dispute in connection with the present Statutes, the Internal Rules, the policies of the Association and/or any decision of one of the bodies or institutions of the Association shall be governed by Belgian law and shall be brought to the competent Brussels Court.
