



**Institut Européen des Armes de Chasse et de Sport,  
International non-profit association  
Identification Nr: 0416.718.136  
NEW BY-LAWS**

*CHAPTER I. - Name, headquarters and purpose*

Art. 1. In accordance with the present by-laws and legal provisions a non-profit international association is established.

The said association is governed by the Belgian law of 27 June 1921 on non profit associations, international non-profit associations and foundations, as amended.

Art: 2. The headquarters of the Institute are located in the urban area of Brussels, at present in 1200 Brussels, rue Théodore de Cuyper 100. It may be transferred, merely upon decision of the board, to another location of the urban area of Brussels.

Art.3. The Institute is a non-profit organization, with the purpose of encouraging scientific research in the context of hunting and sporting weapons, facilitating the development of exchanges in the field concerned, guaranteeing the representation of the parties to the present by-laws in international and European organizations, particularly in the European Communities and, in general terms, looking for solutions to the problems encountered by the contracting parties.

*CHAPTER II – Members*

Art. 4. § 1. The association is open to all European associations and companies representing European countries in which there is no association, fulfilling the conditions required to become a member, as described under §2 of this article.

§ 2. The association comprises two categories of members:

Companies, with registered office in a European country with no representing association, having a continuous activity in manufacturing or importing of either important hunting or sporting weapons, or related components or accessories or else specific manufacturing materials intended for the hunting and shooting market;

national associations representing in their countries either manufacturers and importers of hunting and sporting weapons or related components or accessories or else specific manufacturing materials intended for the hunting or shooting market.

The status of founder members is granted:

in France, to the Chambre syndicale nationale de l'Industrie, de l'arme et de la Distribution en gros des armes, munitions et accessoires (National Employers' Association for the Industry and wholesale Distribution of Weapons, Ammunitions and Accessories);

in Belgium, to the Union des Fabricants d'Armes de chasse et sport (Association of hunting and sporting Weapon Manufacturers) - Liège;

in Spain, to the Asociacion Annera - Eibar;

in Italy, to the Comitato Nazionale Caccia e Natura (National Hunting and Nature Committee);

in Germany, to the Verband der Hersteller von Jagd Sport waffen und Munition.

§ 3. Subject to the provisions of the present by-laws, members have the same rights and obligations.

Art. 5 In order to become a member it is suitable to address a written application to the board of directors.

The board shall submit this application during the forthcoming general assembly, that shall thereof decide.

Art. 6 Three **classes of members division** are admitted:

- **Founder members**, as listed in Article 4, § 2 above, who are guaranteed to each have one representative on the board
- **Executive members**: Executive Member representatives are eligible as Directors, with a maximum of three Board members, and as Officials.
- **Associate members**: non-Executive Members. Associate Member representatives are not eligible as Directors nor Officials.

Art. 7 Any member may, by notification to the Institute's secretariat, abandon his membership. The abandonment takes effect three months following the reception by the secretariat. The dues to be paid at the moment of notification reception are still to be paid notwithstanding the abandonment of membership.

A member is regarded as being resigned when he does not pay the dues pertaining to him within the month of the second reminder mailed by registered post.

The exclusion of a member may only be pronounced by the general assembly that decides with the two thirds majority of the votes, upon proposal of the board of directors. Every

member whose exclusion is proposed is, at his request, previously heard by the general assembly.

Art. 8 Executive and Associate members have the right to attend the general assemblies, to submit resolutions and take part in the voting.

Art. 9 They commit themselves to give their assistance in pursuing the aim of the Institute and supply all the information the Institute might require, except for confidential information.

Art. 10 Each member shall pay the association an annual due whose amount and deadline are established, every year, by the general assembly, upon proposal of the board of directors. The assembly may set various rates for the dues according to objective criteria. The board of directors notifies in writing to each member the amount of the due as well as the expiry date. Any outstanding sum on expiry date implies, without formal notice, a legal interest rate applicable in Belgium. The right of vote for the member whose dues are unpaid on expiry date is deferred until payment in full is made.

### CHAPTER III - *Entities and powers*

Art. 11. The general **management board, denominated general** assembly, is formed by all members. It has the powers that are expressly acknowledged by law or by the present by-laws.

It may specifically:

modify the by-laws and pronounce the dissolution of the association;

appoint and dismiss three directors, in addition to those representing the Founder members, selected between representatives of the Executive members.

approve the report of the board, annual accounts and discharge directors;

accept new members present through the board of directors;

exclude one or more members upon board's proposal;

approve both the plan of action and the budget.

Art. 12 Members are convened for the general assemblies by the board of directors through an ordinary letter signed either by the chairman or by two directors.

Members are legitimately represented at the general assembly by their legal or statutory entities or also by the holder of a special power of attorney. They may be represented by another member having its registered office in the same country.

Notification to attend is to be sent at least a month before the assembly. It contains the agenda and indicates the place where the assembly is held. The general assembly may legitimately deliberate only on the items placed on the agenda. It may also deliberate on items that are not on the agenda, provided that four fifths of the members be present or represented and that the proposal to deliberate on an item that doesn't appear on the agenda be unanimously accepted.

The general assembly is chaired by the chairman of the board of directors or by default, by the deputy-chairman or the senior director. The chairman appoints the secretary.

Art. 13 An ordinary general assembly is held every year, during the first six months in order to listen to the report of the board, deliberate on the annual accounts of the previous financial year, on the budget of the next financial year, as well as on the discharge of the directors.

Art. 14 The assembly is to be convened either by the chairman or by two directors, as long as at least three members make a written request in writing, pointing out the items they wish to place on the agenda. The notification to attend the assembly is to be sent within thirty days from the reception of the request considered hereinafter.

Art. 15 § 1. Each member has one vote.

§ 2. In order that the assembly might legitimately deliberate, it is necessary for the members present or represented to have half of the voting rights pertaining to all the members of the association. In case the above-mentioned condition is not met, the assembly is reconvened with the same agenda. This new assembly deliberates legitimately whatever the number of present or represented members.

Apart from the cases envisaged by the present by-laws, resolutions shall be taken on principle by the simple majority of the present or represented members.

Abstentions are not considered as negative votes. Voting is by show of hands or by roll-call, unless otherwise decided by the assembly. Voting concerning appointments is carried out by secret ballot.

§. 3 When the assembly is called to pronounce upon a statutory amendment including an amendment of the corporate purpose or of the association's dissolution, it may only legitimately deliberate if the object of the deliberation is specifically indicated in the notice to attend and if those attending the assembly represent at least 60% of the members. In case the above-mentioned condition is not met, the assembly is reconvened with the same agenda. This assembly deliberates legitimately whatever the number of present or represented members. In order to be adopted resolutions must be approved by three fourths of the votes expressed, abstentions being considered as negative votes. The general assembly's decisions

are brought to the attention of all members.

Art. 16. The assembly's deliberations and resolutions are filed with a special register, signed by the chairman and the secretary as well as by members requesting it. This register is kept at the association's headquarters where all the members may consult it.

Art. 17 The association is administered by a management body named board of directors consisting of the representatives of the Founder members and three additional directors, appointed and dismissed by the general assembly and selected among the natural persons representing the Executive Members as per Article 11.

No country can be represented on the Board by more than one representative. The duration of the additional directors' mandate is 3 years.

Outgoing directors are re-eligible, The mandate of the non re-elected director ceases immediately after the general assembly has proceeded to the re-election.

Additional directors may be dismissed only after they have had the opportunity of being heard by the general assembly. The execution of the director's mandate is free of charge.

Art. 18 The board of directors is entitled to take all the actions necessary or useful for the completion of the association's corporate purpose, except for those that under the terms of law or by-laws pertain to the general assembly.

The board meets as often as the needs of the assembly require it, upon call by the chairman. The latter is due to convene the board of directors within eight days from the request written for this purpose and addressed to him by at least three directors

Art. 19 The board of directors may legitimately deliberate only if the majority of its members are present.

No director shall be entitled to be represented by one of his colleagues, holder of a power of attorney.

A director is also entitled, when no less than half of the board members are personally present, to express his opinion and give his vote in writing, by e-mail, telegram, fax or any other written support.

Art. 20 The board appoints among its members a President for a three year term. In case the President is unavoidably detained, his duties shall be carried out by the senior director present.

The board also appoints among its members or outside, a secretary-general and a treasurer

that could be the same person. The board establishes the duration of the mandates as hereinafter. The latter are renewable.

Art. 21 Decisions by the board of directors are taken through the majority of the votes given by the present or represented directors. In the event of a tie in the voting, the vote by the chairman or the director replacing him is the casting vote.

Art. 22 The board's deliberations are filed with a special register, signed by the President and the secretary as well as by directors requesting it. This register is kept at the association's headquarters where all the members may consult it. Copies or extracts are signed by the President and the secretary-general.

Art. 23 The association is represented vis-à-vis third parties, as concerns acts and legal proceedings, by two jointly acting directors who shall not need to justify their powers.

The association may equally be represented by a person holder of a special power of attorney.

Art. 24 Every year, directors draft a report giving an account of their management. This management report includes a comment on annual accounts in order to accurately expound the evolution of the activities as well as the situation of the association. Besides, the report includes data on important events occurred after the closing of the financial year. The directors also draft every year the budget for the next financial year.

This management report and the budget are addressed to members together with a notice to attend the ordinary general assembly.

Art. 25 The day-to-day management of the association is provided by one or more secretary generals responsible for the day-to-day management, appointed and dismissed by the board of directors. Their term of office, determined by the board, shall not exceed six years. The mandate is renewable.

In the event of a plurality of secretary-generals, the board determines whether they shall act alone or jointly. The board of directors may decide to grant a remuneration to the secretary generals.

The association is represented vis-à-vis third parties, regarding acts or legal proceedings, in terms of the day-to-day management, by one or more secretary-generals.

Besides, the association is legitimately represented, in the framework of the day-to-day management, by special power attorneys, appointed by one or more secretary-generals acting within the limits of their mandate.

Art. 26 Directors and secretary-generals do not incur, because of their functions, any personal obligation and are merely responsible for executing their mandate.

#### CHAPTER IV - Deposit of by-laws and language

Art. 27 **Amendments to the association's corporate purpose shall** come into force only after approval by royal decree **or published in conformity with articles 50 and 51 of the Belgian law of 27 June 1921.**

Art. 28 The Institute's language is French. However, the Institute's documentation may, upon the board of directors' decision, be drafted in another language.

#### CHAPTER V - Other provisions

Art. 29 The general assembly may or shall appoint one or more auditors in accordance with the applicable laws. It sets the duration of their mandate and determines, if need be, their remuneration. At the time of the general assembly, auditors report on the association's accounts.

Art. 30 The board of directors shall be entitled to submit for approval to the general assembly the rules of procedure. These rules and all possible related amendments shall be adopted by the general assembly and shall hereupon be decided by simple majority of the present and represented members.

Art. 31 The financial year starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> . At the end of each financial year the board of directors draws up the accounts of the association.

Art. 32 In case of the association's dissolution, the general assembly shall appoint one or more liquidators, shall determine their powers and indicate the allocation to be given to the net assets of the association.

This allocation shall be necessarily made in favour of a non-profit association under the terms of the Belgian law or of a foreign law having a purpose similar or comparable to the association's. Such decisions as well as the name (s) profession (s) and address (es) of the liquidator (s), shall be published in the appendix of the *Moniteur belge*.

Art. 33 Any dispute concerning the association among members, among directors, between directors and members, among liquidators or between liquidators and members, between the above-mentioned persons and the association, are within the exclusive competence of the county court were the association is headquartered.