

”European Nuclear Society” (“ENS”)
Non-profit-making association

1000 Brussels, avenue des Arts 56
Judicial district of Brussels
RPM – Corporate Number BE0478.307.097

ARTICLES OF ASSOCIATION

HEADING I – NAME, REGISTERED OFFICE, TERM, ACCOUNTING PERIOD

ARTICLE 1

The non-profit-making association shall be known as “The European Nuclear Society”, abbreviated “ENS”.

ARTICLE 2

2.1. The registered office is established in the judicial district of Brussels, at avenue des Arts 56, Brussels (1000), Brussels Capital Region.

2.2. The registered office may be transferred to another location in the judicial district of Brussels by a decision of the General Assembly (c.f. Heading IV).

ARTICLE 3

The Association is constituted for an unlimited period. It can be dissolved at any time (c.f. Heading X).

ARTICLE 4

The accounting period starts on the 1st of January and terminates on 31st of December of each year.

HEADING II – AIMS

ARTICLE 5

The aims of the Association are to promote and to contribute by all suitable means to the advancement of science and engineering in the field of the peaceful uses of nuclear technologies. To achieve the objectives of the Association, ENS proposes to carry out, in particular, the following activities:

- Organise economic, social and cultural activities related to its objectives
- Coordinate and organize activities to promote and enhance the peaceful use of nuclear technologies in Europe for its members, or at the request of organizations affiliated, or not, to the Association
- Promote and coordinate the activities of member organizations
- Encourage exchanges between members
- Encourage exchanges of scientists and engineers between its members
- Disseminate objective information
- Sponsor meetings dedicated to scientific and technical subjects
- Identify and share good practices within the nuclear sector which contribute to the reliability of the sector
- Carry out legal, economic, financial, social or other studies of interest to the nuclear sector
- Promote and foster the education and training of scientists and engineers
- Encourage the awarding of scholarships
- Cooperate with international governmental or non-governmental organizations
- Promote the harmonization of international standards in the nuclear field
- Encourage the creation of organizations of nuclear scientists and engineers where such organizations are lacking.
- Acquire movable or immovable property, hire staff under contract and conclude all necessary contracts with its members

The Association may undertake any action that is directly or indirectly related to the objectives it has set itself. It may jointly organize any other activity whose purpose is close to its objectives or is related to them.

HEADING III – MEMBERSHIP

ARTICLE 6

6.1. The Association is made up of active members and non-active members.

6.2. The active members are represented by the Member Organizations and the Corporate Members. The definition of a Member Organization and of a Corporate Member is stipulated in Article 7.

6.3. The non-active members are the Associate Members, the Honorary Members and the International Section. The corresponding definitions are stipulated in Article 7.

6.4. The number of active members is un-limited, with a minimum of three in number.

ARTICLE 7

7.1. Active members

7.1.1. Any organisation of nuclear scientists that has national activities is eligible to become a Member Organisation. In this capacity, it may be admitted as an Active Member subject to the approval of the General Assembly.

7.1.2. Any other organisation operating in the nuclear field –be it a scientific or a technical organisation, a cultural foundation, a university or an industrial venture– is eligible to become a Corporate Member. In this capacity, it may be admitted as an Active Member subject to the approval of the General Assembly.

7.2. Non-active members

7.2.1. Any organisation of nuclear scientists, engineers, technologists and/or any members of other professions having aims and constitutions as “learned society”, being willing to comply with the statutes and aims of the Association, but which is not eligible as Member Organisation may be admitted as Associate Member, subject to the approval of the Board of Directors (c.f. Heading V).

7.2.2. Individuals who have made a significant contribution to the advancement of nuclear science and engineering are eligible for admission as Honorary Fellows, subject to the approval of the Board of Directors.

7.2.3. The International Section shall be open to employees of inter-governmental nuclear agencies and to nuclear scientists, engineers and other professions interested in nuclear technology, for which membership of a Member Organisation is neither appropriate nor available, subject to the approval of the Board of Directors.

7.3. The non-active members do not enjoy of all the rights of membership. Their rights are stipulated in the statutes below and in the internal rules (by-laws).

ARTICLE 8

Upon their admission, members are subject to the statutes and internal rules of the Association.

ARTICLE 9

The members are not responsible for the debts of the Association.

ARTICLE 10

10.1. Members do pay an annual subscription to meet the costs of the Association. The amount of this annual subscription is set by the General Assembly.

10.2. The Honorary Fellows do not have to pay a subscription.

10.3. In case of resignation or exclusion or suspension of a member its fees shall remain committed for the current year and possibly also for the following year (c.f. Article 11).

ARTICLE 11

11.1. Membership can be terminated by the withdrawal of a Member or by its expulsion, by the dissolution of a Member Organization, or in the event of resignation, or death, of an Honorary Fellow.

11.2. All members are free to withdraw from the Association. If they intend to do so, they should address their resignation by registered letter to the President of the General Assembly (c.f. Article 15), at least six months before the end of the year, otherwise they are obliged to pay the subscription fee for the following year.

ARTICLE 12

Any member resigning or being expelled as well as their legal successors have no rights to the social funds of the association. They may not reclaim any bills, fix any seals or make claims for any inventory.

HEADING IV – THE GENERAL ASSEMBLY

ARTICLE 13

13.1. The General Assembly consists of all Active Members.

13.2. When the General Assembly is called to voting, all votes are weighted unless otherwise specified in the articles of association. Each Member Organisation with up to two hundred individual members, who has paid its dues, has the right to ten votes. For every twenty additional individual members, the Member Organisation has a right to one more vote up to a maximum of one hundred votes. A single representative proposed by each Member Organization will carry out the votes of this Organization.

13.3. Each Corporate Member has the right to one vote, which will be carried out by the delegated representative of the corporate member.

13.4. The non-active members are not part of the General Assembly. However, whilst they may attend all General Assembly meetings this does not convey voting rights.

ARTICLE 14

14.1. A decision of the General Assembly is required for:

- Modification of the articles of association;
- The appointment and dismissal of directors and the setting of their remuneration in cases where a remuneration is payable to them
- The appointment and dismissal of the auditor and the setting of his/her remuneration;

- The discharge to be granted to the directors and to the statutory auditor(s), as well as, where appropriate, the introduction of an action by the association against the administrators and the auditor(s);
- Approval of the annual accounts and the budget;
- Dissolution of the association;
- The exclusion of a member;
- The transformation of the ASBL into an AISBL, into a cooperative society approved as a social enterprise and a social cooperative
- Make or accept the free contribution of a universality;
- All other cases where required by law or the articles of association

ARTICLE 15

15.1. The President is appointed by the General Assembly between its members for a two-year term. The President has the task of calling and chairing meetings of the General Assembly and of the Board of Directors (c.f. Heading V). S/he is not eligible for immediate re-election for a consecutive term.

15.2. The mandate of the President is revocable at every moment.

15.3 In the event of the vacancy of the President, a Vice-President will occupy the position of President ad interim, until the entry into office of the new President.

ARTICLE 16

16.1. The General Assembly meets in ordinary session at least twice a year, at the registered office or in any other place stipulated in the notice of meeting. A first meeting of the General Assembly is held during the first half of the financial year. It aims in particular to approve the annual accounts of the Association relating to the past financial year. A second ordinary meeting is held before the end of the same fiscal year. It aims in particular to approve the budget of the Association for the coming financial year.

16.2. The administrative body may provide for the possibility for members to participate in the general meeting remotely using an electronic means of communication made available by the non-profit organization. With regard to compliance with the quorum and majority conditions, members who take part in the general meeting in this way are deemed to be present at the place where the general meeting is held. The conditions for

holding a General Meeting electronically are the conditions identified by the law applicable to non-profit organizations.

16.3. The administrative body convenes the general meeting in the cases provided for by law or the articles of association, in particular when the interests of the Association requires this, or when at least one fifth of the members request this.

Such a request must be addressed to the President, by registered letter which indicates the reason and specifies the proposed agenda.

If necessary, the auditor may convene the general meeting. S/he must convene it when a fifth of the members of the association request it.

The administrative body or, where applicable, the auditor, convenes the general meeting within ten working days of the request for convocation, and the general meeting is held no later than the fortieth day following this request.

ARTICLE 17

17.1. All the members should be invited for each General Assembly meeting. The meetings are to take place on the days and at the time indicated in the convening notice.

17.2. The notices of the General Assembly meetings are to be drawn up in writing by the President and sent out to each member with at least 15 days advance notice. The notices of the meetings are to indicate the proposed agenda. The notices are made by a Vice President in the event that the President is unavailable.

17.3. The documents related to the agenda of the meeting shall be provided at least one week before the date of the meeting.

ARTICLE 18

18.1. The General Assembly meeting is deemed as being legitimately convened regardless of the number of members who are present or represented. Its decisions will be taken upon the simple majority of votes cast. In the event of a tie in the voting, the President shall have the casting vote.

18.2. The decisions of the General Assembly concerning the powers listed in points 1, 3, 4 and 5 of article 14 (i.e. modification of the statutes, appointment, suspension or exclusion of active members, dissolution of

the Association), as well as all the times when the law requires it, can only be taken by a majority of two-thirds of the votes cast and provided that at least two-thirds of the full members are present or represented, or in accordance with the majority imposed by law.

18.3. A modification of the purpose of the Association can only be decided upon unanimously by the votes cast and provided that at least two thirds of the full members are present or represented.

18.4. If during a General Assembly the attendance quorum mentioned above, i.e. at least two thirds of the full members are present or represented at the General Assembly is not reached, a second meeting may be convened. It is considered to be legitimate and able to validly deliberate, decide on the agenda and make all the necessary modifications by a majority of votes as stipulated below, regardless of the number of active members present or represented.

This second meeting of the Assembly must be held at least fifteen days after the first. Its decisions are considered validly taken if they are taken by a majority of two-thirds of the votes cast by the active members present or represented. If it is a question of modifying the aims pursued by the Association, the decisions can only be taken by a majority of four-fifths of the votes cast by the active members present or represented.

18.5. The General Assembly may only discuss the points mentioned in the agenda. As an exception, a point not mentioned in the agenda may be discussed provided that half of the Active Members are present or represented and accept that this point may be added to the agenda. However, no decisions can be made.

18.6. Voting takes place by a show of hands unless a secret ballot is requested by one of the members. Effective members are authorized to vote remotely before the General Assembly in electronic form, as follows:

- Remote votes are carried out by sending one and only one bulletin per member, in response to the invitation to the said General Assembly.
- Remote votes must be sent to the electronic mail address indicated in the invitation no later than the day before the General Meeting, or according to any other electronic method
- All remote votes are final, only unconditional votes are taken into account.
- If at least one vote is cast, including a blank vote, the member is deemed to be present for the entirety of said General Assembly.
- The status and identity of the member are checked by means of his electronic address listed in the register of members, or according to any other electronic modality defined in the invitation to the General Meeting.

- Each full member has equal voting rights at the General Assembly.

ARTICLE 19

Any Active Member who is in possession of a duly signed written proxy can represent another Active Member in the General Assembly meeting.

ARTICLE 20

The decisions of the General Assembly are to be recorded in a special register and signed by the President. Said register is to be held at the Association's registered office, where those who are interested may take note of them, but without removing the registers.

HEADING V – THE BOARD OF DIRECTORS

ARTICLE 21

21.1. The Association is managed by a Board of Directors made up of a minimum of three and a maximum of twelve members, plus the President, the immediate Past President, with the further option of a non-voting Honorary President and a co-opted YGN representative. In any case, the maximum number of members of the Board of Directors may only amount to one less than the number of Active Members.

21.2. The members of the Board of Directors are to be appointed by the General Assembly on the basis of a simple majority of the votes of those present and represented.

21.3. When appointing the members of the Board of Directors, the General Assembly will assure that the Board of Directors represents all Active Members with at least fifty votes, and one member each across the four identified regions – a) Mediterranean, b) Nordic, c) Central East and d) Central West and one Corporate Member. A register of each country and its regional affiliation will be retained by ENS.

21.4. A Director is appointed for a period of two years. All Directors are eligible for re-appointment. The Directors are non-remunerated, unless otherwise decided by the General Assembly. However, expenses incurred in carrying out their task may be reimbursed.

21.5. The General Assembly will assure continuity of the work of the Board of Directors by using an adequate roster of elected members. This is aligned to the principle that approximately half of the Board Members will either stand down or seek re-election on an annual basis.

21.6. The General Assembly shall appoint up to three Vice-Presidents and a Treasurer among the members of the Board of Directors. The Vice-Presidents and the Treasurer are to be elected for a term of two years.

21.7. Any director who wishes to resign must notify his decision, in writing, to the Board of Directors. The resigning director must, however, remain in office until it can reasonably be provided for his replacement.

21.8. The mandates of directors as well as those of Vice-President and Treasurer are revoked by the General Assembly if the resolution tabled to this effect is adopted by a two-thirds majority of the votes cast.

ARTICLE 22

22.1 The Board of Directors has the power to perform all acts necessary or useful for the achievement of the purpose of the association, with the exception of those reserved by law for the General Assembly.

ARTICLE 23

23.1. The Board of Directors may entrust one or more person(s) with the daily management.

The delegate for day-to-day management is appointed by a two-thirds majority of the votes cast and dismissed by a simple majority.

The Board of Directors is responsible for supervising the management of this person.

The aforementioned day-to-day management includes both acts and decisions which do not exceed the needs of the daily life of the Association and acts and decisions which, either because of the minor interest they represent, or because of their urgent nature, do not justify the intervention of the Board of Directors.

ARTICLE 24

24.1 The Board of Directors shall meet at least twice each year or at the request of the President or at least one-fifth of the directors.

ARTICLE 25

25.1. The President convenes meetings of the Board of Directors. Notice of a meeting of the Board of Directors is made in writing or electronically at least one week before the date set for the meeting. It includes the meeting agenda.

25.2. The Board of Directors may only discuss items mentioned in the agenda. As an exception, a point not mentioned in the agenda may be debated if two thirds of the members that are present or represented give their agreement. However, no decisions can be made related to this topic. The said topic has to be brought again to the agenda of the next meeting where it shall be discussed and possibly decided.

ARTICLE 26

26.1 The Board of Directors may not legitimately make decisions unless quorate. This requires at least half of its active Members to be present or represented. Decisions are to be taken on a simple majority of the votes, with that of the President being a casting vote. Invited Members do not participate in the voting.

The decisions made are to be noted in a register of the minutes of meetings.

HEADING VI – THE HIGH SCIENTIFIC COUNCIL

ARTICLE 27

27.1. The General Assembly can decide to form a High Scientific Council composed of renowned experts in various domains of nuclear science and technology. The appointed Members of the High Scientific Council elect a President among them.

27.2. On its own initiative, or at the Board of Director's request, the High Scientific Council provides the Association with views or recommendations in relation with scientific progress and evolutions associated with the development and uses of nuclear technologies. In this framework, the High Scientific Council can publish, in the name of the Association, all views on any topic of scientific or technical interest in the field of nuclear sciences and/or their societal impact.

27.3. The High Scientific Council shall be entitled to make any proposal relating to its rules of functioning and to submit them to the General

Assembly's approval. The General Assembly can invite a representative of the High Scientific Council to sit in the Board of Directors or to attend its meetings.

HEADING VII – THE YOUNG GENERATION

ARTICLE 28

28.1. In order to attract more young professionals in the nuclear sector, to encourage them to exchange on their experiences and to improve their training, the General Assembly can set up within the Association a "Young Nuclear Generation" and define its rules of functioning.

28.2. The General Assembly can, on the Board of Directors' proposal, grant the Nuclear Young Generation financial means taken from the Association's budget.

28.3. The General Assembly may also invite a representative of the Young Generation to sit at its Board of Directors or to attend its meetings.

HEADING VIII – AUDIT

ARTICLE 29

The General Assembly appoints an Auditor on the basis of a simple majority of the votes of those present and represented. The Auditor is appointed for a period of three years. The auditor may be re-appointed subject to performance requirements being met.

HEADING IX – FINANCIAL RESOURCES

ARTICLE 30

The financial resources of the Association shall consist of:

- subscriptions paid by the Member Organizations, the Corporate Members, the Associate Members and the International Section
- the other subscriptions
- donations, bequests and legacies

- grants and subsidies
- any other resources or revenues that may result from the Association's activities.

HEADING X – DISSOLUTION

ARTICLE 31

Dissolution is governed by the Law governing non-profit-making associations.

ARTICLE 32

In the event of premature dissolution of the Association, the General Assembly which has made this decision will, if need be, appoint liquidators, determine their powers and after discharging of all debts, will decide on the destination of the property and assets of the dissolved Association. As far as possible, disposing of the property in question has to be handed over to a body that has been created with similar aims to the dissolved Association.

HEADING XI – MISCELLANEOUS PROVISIONS

ARTICLE 33

Anything that is not expressly covered in these present statutes is to be governed in conformity with the Belgian Law governing non-profit-making associations.

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