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## STATUTES

*June 2017 – Amended by 19 May 2017 EGM*

### TITLE I: NAME. REGISTERED OFFICE. PURPOSE. ACTIVITIES. DURATION

#### ART. 1. – Name

An international non-profit association named “European Forum of Deposit Insurers – Association of European Deposit Guarantee Schemes and Investor Compensation Schemes”, abbreviated “EFDI”, is incorporated. The association shall hereinafter be referred to as “the Association”.

The Association shall be governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

#### ART. 2. – Registered office

The Association’s registered office shall be located at 56, Avenue des Arts, 1000 Brussels. It may be transferred to any other location in Belgium by a decision of the General Assembly. Any modification of the registered office shall be deposited in the Association’s file and published in the Annexes to the Belgian Official Gazette, in accordance with applicable law.

#### ART. 3-1. – Purpose and missions

The purpose of the Association is to contribute to the stability of financial systems by:

- (a) strengthening the role of deposit guarantee schemes (DGSs) and promoting European cooperation in the field of deposit insurance;
- (b) strengthening the role of investor compensation schemes (ICSs) and promoting European cooperation in the field of investor compensation;
- (c) promoting European cooperation in the field of resolution of financial services firms;
- (d) facilitating discussion and exchange of expertise and information on issues of mutual interest and concern.

To that effect, the Association shall have the right to develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose.

#### ART. 3-2. Activities

The Association shall in particular develop the following activities subject to respective national applicable legislation, in particular regarding the protection of data:

- (a) represent the common interests of the Members;

(b) exchange information, experiences and views, and provide analysis, assessment and recommendations in its field of expertise, and collaborate with EU, national, supranational and international institutions, which are active or involved in deposit insurance, investor compensation and resolution of financial services firms;

(c) consider the application of EU legislation, standards and guidance and any proposed changes thereto;

(d) consider cross-border issues, including improvements in cooperation between the countries from which the Members originate;

(e) conduct research and collect data in the field of deposit insurance and investor compensation and resolution of financial services firms;

(f) provide information to countries from which the Members do not originate, to third parties and to the general public;

(g) create working groups and/or committees;

(h) organise and arrange congresses, seminars and other events for the Members and other interested parties.

The Association may issue non-binding guidance. Without prejudice to the subjects as enumerated in Article 32 a) and Article 32 b) of these statutes, the Association can express the opinion of its Members or of a group of its Members, subject to the agreement of such Members. The Association does not have the power to make any binding pronouncements or create legitimate expectations on behalf of the Members.

The provisions of these statutes and the performance by the Association of its activities, including any expression of the view of the Association or its Members on a particular issue, shall be without prejudice to sovereignty of the Members, including among others the performance by any Member of its activities or exercise of its powers under the laws applicable to it. The Association shall facilitate, as far as it is able and as appropriate, the provision of assistance by one or more of its Members to other Members or organisations from any European or non-European country which may contact it for that purpose.

By decision of the Board of Directors, the Association is authorised to establish additional offices and operating seats, in Belgium or abroad.

For the purpose of these statutes, the term “deposit insurance” also covers deposit protection and deposit guarantee.

#### **ART. 4. – Duration**

The duration of the Association shall be unlimited.

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## TITLE II: MEMBERS

### ART. 5. – Membership

The Association shall always consist of at least two Full Members and shall have two membership categories:

- (a) Full Members; and
- (b) Associate Members.

The rights and obligations of Members shall be as defined in and pursuant to these statutes.

Any references in these statutes to “Member” or “Members” are references to Full Members and Associate Members collectively.

### ART. 6. – Full Members

The category of full membership is open to all deposit insurers and any other organisations which carry out functions similar to those covered by the Directive 2014/49/EU of the European Parliament and of the Council of 16 April 2014 on deposit-guarantee schemes (or any amending or successor directive) constituted in accordance with the laws and practices of their country of origin that are located in Europe or in a Member State of the Council of Europe.

Full Members shall enjoy all membership rights, subject to the provisions of these statutes.

### Art. 7. – Associate Members

The category of associate membership is open to all investor-compensation schemes that

- (i) carry out the functions described by the Directive 97/9/EC of the European Parliament and of the Council of 3 March 1997 on investor-compensation schemes or any amending or successor directive,
- (ii) do not satisfy the membership criteria set out in Article 6,
- (iii) are independent from the Full Members, and
- (iv) are located in Europe or in a Member State of the Council of Europe.

The category of associate membership is also open to entities that are part of a financial safety net and have a direct role in the effectiveness of a deposit insurance or an investor compensation system or the resolution of financial services firms.

From the date on which any EU Directive takes effect requiring Member States to establish insurance guarantee schemes (IGSs), the category of associate membership shall also be open to all insurance guarantee schemes that carry out the functions described by the relevant EU Directive(s) and that meet the membership criteria (ii) through (iv) as set out in the first paragraph of this Article, in which event the activities listed in Article 3-2 will be extended to include insurance policyholder protection.

Associate Members shall have the rights specifically granted to them in or pursuant to these statutes. These rights shall not include voting rights or the right to propose directors without prejudice of the next paragraphs.

In cases of ICS matters, the Associate members in charge of ICS role, are entitled to vote on those matters together with the Full members in charge of both, DGS and ICS matters. Both kinds of ICS representatives will be granted the same weight with those particular votes.

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#### **ART. 8. – Admission to Membership**

Applicants to membership of the Association shall submit an application for admission to membership via regular mail or any other means of written communication (including email) to the Chairman.

The Chairman shall submit this application for admission to the Board of Directors. The application for admission to membership shall be considered during the very next meeting of the Board of Directors.

The decision of the Board of Directors on the admission to membership shall be taken based on the criteria stipulated in Articles 6 and 7 and according to the attendance and voting quorums stipulated in Article 26 of these statutes.

The decisions of the Board of Directors regarding membership admissions are final, sovereign and do not have to be motivated.

#### **ART. 9. – Representation of Members**

Each Member shall appoint one or more physical person(s), called the “Delegate(s)”, to represent it with regard to the Association matters. If a Member appoints more than one Delegate, only one of these Delegates may represent the Member at the General Assembly or, as the case may be, the EU Committee. The Member shall decide which Delegate shall represent it at which meeting of the General Assembly or, as the case may be, the EU Committee.

Subject to the preceding paragraph, each Delegate shall be deemed to have full powers to speak and vote in the name of the Member he/she represents.

If a Delegate ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, then, when the Member has no other Delegates, he/she shall be immediately replaced by another person.

#### **ART. 10. – Resignation. Exclusion**

Members are free to resign from the Association at all times by giving notice via regular mail or any other means of written communication (including e-mail) to the Chairman or to the registered office. The resignation shall be effective as from the date of receipt of the notice. After resignation, former Members remain liable for the payment of the membership fees up to the end of the financial year in which their resignation became effective, whether such fees are raised before or after such resignation.

A Member who ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or 7 of these statutes or who is not upholding the principles of the Association or who infringes the interests of the Association, can be excluded from membership upon proposal of the Board of Directors. The decision of the General Assembly on the exclusion of a Member shall be taken according to the attendance and voting quorums stipulated in Article 18 of these statutes and after having heard the Member whose exclusion is being proposed. The decisions of the General Assembly regarding exclusions of Members are final, sovereign and do not have to be motivated.

A Member who did not send a Delegate to five successive General Assembly meetings, without providing to the Board of Directors reasonable justification for non-attendance, shall be deemed to have given notice of termination of membership on the date of the fifth General Assembly.

A Member who, in whatever way and for whatever reason, ceases to belong to the Association shall

- (i) have no claims for compensation on the Association based solely on the termination of its membership,
- (ii) have no claim on the Association's assets based solely on the termination of its membership, and
- (iii) forthwith cease to hold itself out as a Member of the Association.

#### **ART. 11. – Membership fees**

Each Member shall pay an annual membership fee.

The annual membership fee may be different depending on the categories of Members. The amount of annual membership fee shall be proposed each year by the Board of Directors as part of the budget process taking into consideration the strategic orientation of the Association and approved by the AGM. This annual membership fee shall not exceed 10,000 euro. The Board of Directors shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

If a Member fails to pay its membership fees in the required time, as decided by the Board of Directors, its voting rights shall be suspended on notice from the Board of Directors until the full payment is received. Each year the Board of Directors may (in its absolute discretion) waive or defer payment of membership fees of a Member, if a Member is unable to pay its membership fees for that year due to a legal, a statutory or other impediment recognised by the Board of Directors.

No member shall be liable for any losses incurred by the association and no member shall be under any obligation to indemnify the association in relation to such losses.

#### **TITLE III: OBSERVERS**

#### **ART. 12. – Observers**

The Board of Directors may decide to offer the status of observer to one or more third parties. When, according to article 22(o) of these Statutes, the Board of Directors decides that one or more meetings or parts of meetings of the Board of Directors, the General Assembly, the EU Committee, the working groups and/ or the permanent committees are open, the observers shall have the right to attend these meetings or parts of these meetings.

The Board of Directors shall publish each year, in such form as it considers appropriate, a list of the current observers.

Observers shall have no rights in or pursuant to these statutes, except the right to attend and to be heard in the meetings mentioned in the first paragraph of this article.

### **TITLE IV: ORGANISATIONAL STRUCTURE**

#### **ART. 13. – Bodies**

The bodies of the Association are:

- (a) the General Assembly;
- (b) the Board of Directors;
- (c) the Chairman;
- (d) the Vice-Chairman;
- (e) the Treasurer;
- (f) the EU Committee;
- (g) the EU Management Executive, and
- (h) if applicable, the person(s) entrusted with the daily management of the Association in accordance with Article 36 of these statutes

### **TITLE V: GENERAL ASSEMBLY**

#### **ART. 14. – Composition. Powers**

The General Assembly shall be composed of all Members of the Association. Each Member shall be represented at the General Assembly by one Delegate. Each Full Member shall have one vote. Associate Members shall have the right to attend the General Assembly without voting rights without prejudice to the provisions of article 21.

All powers necessary for achieving the Association's purpose are vested in the General Assembly, which is the paramount authority of the Association, with the exception of these powers specifically granted by law or these statutes to other bodies of the Association.

The General Assembly shall have in particular the following powers:

- a) the exclusion of Members;
- b) the election and revocation of the directors;
- c) the election and revocation of the Chairman, Vice-Chairman and Treasurer among the directors;
- d) if applicable, the election and revocation of an external accountant or auditor and the determination of his/her remuneration;
- e) if applicable, the election and revocation of a statutory auditor and the determination of his/her remuneration;
- f) the approval of the annual accounts and of the annual budget of the Association;
- g) the amendment of these statutes;
- h) the adoption, the amendment and the revocation of
  - (i) the internal rules of the Association,
  - (ii) the code of conduct for the Board of Directors, and
  - (iii) the charter of the Association's policy for the acceptance of grants and gifts;
- i) the transfer of the registered office of the Association;
- j) the dissolution of the Association and the allocation of the Association's net assets in case of dissolution;
- k) the appointment of liquidator(s).

The General Assembly shall be presided over by the Chairman. If the Chairman is unable or unwilling to preside over the General Assembly, the General Assembly shall be presided over by the Vice-Chairman. If the Chairman and the Vice-Chairman are both unable or unwilling to preside over the General Assembly, the meeting of the General Assembly shall be postponed only once for a delay of maximum thirty calendar days. If the Chairman and the Vice-Chairman are both unable or unwilling to preside over the General Assembly after this maximum delay of thirty calendar days, the General Assembly shall be presided over by the eldest director.

#### **ART. 15. – Meetings**

The General Assembly shall meet at least once a year upon convocation by the Chairman, and at such time and place as determined in the convocation.

An extraordinary General Assembly shall be convoked at any time by the Chairman, at the written request of twenty percent of all Full Members or whenever required by a decision of the Board of Directors taken according to the attendance and voting quorums stipulated in Article 26 of these statutes and in the interests of the Association.

If the Chairman is unable or unwilling to convoke the General Assembly, the General Assembly shall be convoked by the Vice-Chairman or another director.

#### **ART. 16. – Proxies**

Each Member shall have the right to be represented at the General Assembly by another Member of its membership category holding a proxy given via regular mail or via any other means of written communication (including e-mail). Each Member has the right to hold up to three proxies, provided that, without prejudice to Article 18 of these statutes, the General Assembly must always be composed of at least two persons who are physically present.

#### **ART. 17. – Convocations. Agenda**

Convocations for the General Assembly shall be communicated to the Members via regular mail or via any other means of written communication (including e-mail) at least forty calendar days in advance. The convocations shall contain a draft of the agenda, the date, time and place of the meeting of the General Assembly. The definitive agenda shall be sent at least twenty calendar days in advance of the meeting. Any group of three Full Members has the right to propose an item on the agenda of the General Assembly, which needs to be communicated to the Chairman at least thirty calendar days in advance of the meeting. No vote shall be taken regarding an item that is not listed on the agenda, except if all Full Members are present or represented and agree to such vote.

Each Member shall have the right, before, during or after the General Assembly, to waive the convocation required by this Article. Any Member present or represented at the General Assembly shall be deemed to have been regularly convoked. If all Members are present or represented, justification of the convocations shall not be required.

#### **ART. 18. – Quorum. Votes**

Unless otherwise stipulated in these statutes, the General Assembly shall be validly constituted when at least two thirds of the Full Members are present or represented.

The first priority is to reach decisions by consensus. Abstention to a decision, be it in active or passive form, shall be understood as assent. Full Members undertake to oppose consensus only in situations where, in their view, their own interest or the common interest of the Association is threatened.

If a decision cannot be reached by consensus or if the Chairman decides to call a vote, decisions of the General Assembly shall be made by an absolute majority of the votes cast by the Full Members present or represented.

In cases where less than two thirds of the Full Members are present or represented, decisions of the General Assembly shall be taken if an absolute majority of Full Members are present and represented and if the decisions obtain at least two thirds of the votes cast by the Full Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted.

The rules of this article also apply mutatis mutandis to the community of Associate Members when they have to make a decision in relation with Article 21 of these statutes.

#### **ART. 19. – Register of minutes**



Minutes shall be taken at each General Assembly, to be signed by the Chairman, and to be sent via regular mail or any other means of written communication (including e-mail) to all Members within four weeks after the meeting. The minutes shall be kept in a register of minutes, kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

#### **ART. 20. – Written procedure**

In exceptional cases and when the urgency of the matters so requires, the General Assembly may make decisions by a written procedure.

To that effect, the Chairman shall send via regular mail or via any other means of written communication (including e-mail) he/she deems fit, the proposed resolutions to all Members. The communication shall be accompanied by a memorandum from the Chairman setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within ten calendar days after having been sent the number of, and votes attached to, the duly completed communications returned to the Chairman by the Full Members is sufficient to meet the quorum and voting requirements set forth in these statutes.

If the Chairman is unable or unwilling to send the communication and prepare the memorandum, the communication shall be sent and the memorandum shall be prepared by the Vice-Chairman. If the Chairman and the Vice-Chairman are both unable or unwilling to send the communication and prepare the memorandum, the communication shall be sent and the memorandum prepared by the oldest director.

### **TITLE VI: BOARD OF DIRECTORS**

#### **ART. 21. – Composition**

The Association shall be administered by a Board of Directors composed of at least three and up to seven directors, who shall be Delegates of Full Members. The Board of Directors is supplemented by a Delegate of the Associate members, the Associate Members Observer (hereafter “AMO”). The AMO shall have no voting rights at the Board pursuant to these statutes, but shall have the right to be heard on matters relevant to its mandate or its associate status.

The Board of Directors shall be composed according to the following criteria:

- a) at least four directors shall be Delegates of Full Members that are located in a Member State of the European Economic Area (to be referred to in these statutes as “EU Full Members”) and at least one director shall be Delegate of a Full Member which is not an EU Full Member;
- b) the Board of Directors shall seek to be representative of the differing corporate forms and accountabilities of the Full Members.
- c) with reference to the nationality of the Full Members, no country may be represented by more than one director.

The General Assembly shall elect the directors.

The Associate Members shall elect the AMO. This election shall then be ratified by the General Assembly.

The term of office for each is a three-year term, renewable. Their mandate is non-remunerated.

Candidate directors are proposed by the Full Members and candidate AMOs are proposed by the Associate Members, via regular mail or any other means of written communication (including e-mail) to the Board of Directors at least thirty calendar days in advance of a General Assembly at which one or more directors shall be elected. The Board of Directors shall draw up a list of all proposed directors and AMOs, which shall be attached to the definitive agenda for the General Assembly at which one or more directors or one AMO shall be elected. The list shall indicate for each proposed director

- (i) if he/she represents an EU Full Member or a Full Member which is not an EU Full Member,
- (ii) the corporate form and accountabilities of the Member which he/she represents, and
- (iii) the country of the Member which he/she represents.

The decision of the Associate Members on the election of the AMO and the decisions of the General Assembly on the election of directors and on the ratification of the election of the AMO shall be taken according to the attendance and voting quorums stipulated in Article 18 of these statutes.

The mandate of a director or an AMO terminates forthwith

- (i) by voluntary resignation,
- (ii) by death,
- (iii) if a director/AMO ceases to be employed by or is no longer otherwise retained in a personal capacity by the Full Member he/she is representing, or
- (iv) if the Full Member the director represents, for whatever reason, ceases to belong to the Association.

The mandate of a director also terminates upon revocation by the General Assembly. The decision of the General Assembly on the revocation of a director shall be taken according to the attendance and voting quorums stipulated in Article 18 of these statutes.

The mandate of the AMO also terminates upon revocation by the Associate members. The decision of the Associate Members on the revocation of the AMO shall be taken according to the attendance and voting quorums stipulated in Article 18 of these statutes.

The General Assembly shall elect among the directors a Chairman, a Vice-Chairman and a Treasurer. The Chairman shall be a Delegate of an EU Full Member. The term of office for each is a three-year term, renewable twice. Their office is non-remunerated. The decision of the General Assembly on the election of a Chairman, a Vice-Chairman or a Treasurer shall be taken according to the attendance and voting quorums stipulated in Article 18 of these statutes.

The mandate of Chairman, Vice-Chairman and Treasurer terminates

- (i) by voluntary resignation or
- (ii) when the mandate as director of the Chairman, the Vice-Chairman or the Treasurer terminates.

The mandate of Chairman, Vice-Chairman and Treasurer also terminates by revocation by the General Assembly. The decision of the General Assembly on the revocation of a Chairman, a Vice-Chairman or a Treasurer shall be taken according to the attendance and voting quorums stipulated in Article 18 of these statutes.

In case of termination of the mandate of the Chairman or in case of the Chairman's permanent impediment, the Vice-Chairman shall replace the Chairman until the General Assembly has elected a new Chairman. The General Assembly shall elect a new Chairman within two months.

In case of termination of the mandate of the Vice-Chairman or in case of the Vice-Chairman's permanent impediment, the Treasurer shall replace the Vice-Chairman until the General Assembly has elected a new Vice-Chairman. The General Assembly shall elect a new Vice-Chairman within two months.

In case of termination of the mandate of the Treasurer or in case of the Treasurer's permanent impediment, the Chairman shall replace the Treasurer until the General Assembly has elected a new Treasurer. The General Assembly shall elect a new Treasurer within two months.

#### **ART. 22. – Powers**

The Board of Directors shall have the powers specifically granted to it by law or these statutes, in particular:

- a) the execution of the decisions of the General Assembly;
- b) the adoption of the propositions to be submitted to the General Assembly;
- c) the adoption of the budget and the annual accounts of the Association that must be submitted to the approval of the General Assembly;
- d) if applicable, the designation of the person entrusted with the daily management of the Association in accordance with Article 36 of these statutes
- e) the decision to suspend the membership of a Member;
- f) the decision to propose the termination of membership to the General Assembly;
- g) the proposal of the annual membership fees to the General Assembly;
- h) the decision to waive or defer the payment of membership fees of a Member;
- i) if applicable, the decision whether or not a matter concerns the subjects as enumerated in Article 32 of these statutes;
- j) the decision to establish and delegate tasks to one or more working groups and/ or permanent committees;
- k) the decision to offer the status of observer to one or more third parties and any decision to admit these third parties as observers to one or more meetings or parts of meetings of the Board of Directors, the General Meeting, the EU Committee, the working groups and/ or the permanent committees;
- l) if applicable, without prejudice to Articles 29, 32 and 37 of these statutes, the designation of the person(s) who represent(s) the Association for specific needs and for ad hoc meetings with third parties;

- m) the admission of new Members;
- n) the drafting of a code of conduct for the Board of Directors, to be submitted to the General Assembly for approval;
- o) the decision whether one or more meetings or parts of meetings of the Board of Directors, the General Assembly, the EU Committee, the working groups and/ or the permanent committees are closed or open.

#### **ART. 23. – Meetings**

The Board of Directors shall meet every time the interests of the Association so require and at least twice a year, upon convocation by the Chairman, and at such time and place as determined in the convocation. If the Chairman is unable or unwilling to convoke the Board of Directors, the Board of Directors shall be convoked by the Vice-Chairman or if the Vice-Chairman is unable or unwilling to do so, the oldest director.

#### **ART. 24. – Proxies**

Each director shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at a Board of Directors meeting by another director, holding a proxy. No director may hold more than one proxy.

#### **ART. 25. – Convocations. Agenda**

Convocations for the Board of Directors shall be mailed to the directors and to the AMO via regular mail or via any other means of written communication (including e-mail) at least twenty calendar days in advance. The convocations shall contain the agenda, date, time and place of the meeting of the Board of Directors. The agenda of the meetings of the Board of Directors is established and mailed by the Chairman or in his/her absence the Vice-Chairman or another director.

Each director has the right to have an item included on the agenda of the Board of Directors, which needs to be communicated via regular mail or via any other means of written communication (including e-mail) to the Chairman at least ten calendar days in advance of the meeting of the Board of Directors. Before the meeting of the Board of Directors the Chairman shall inform the directors of the new item on the agenda of the Board of Directors.

#### **ART. 26. – Quorum. Votes**

The Board of Directors shall be validly constituted if half of the directors are present or represented. Any director present or represented at a meeting of the Board of Directors shall be considered to have been attending in accordance with the requirements of these statutes.

The first priority is to reach decisions by consensus. Abstention to a decision be it in active or passive form, shall be understood as assent. Directors undertake to oppose consensus only in situations where, in their view, their own interest(s) or the common interest of the Association is threatened.

If a decision cannot be reached by consensus, decisions of the Board of Directors shall be taken on an absolute majority of the votes cast by the directors present or represented. Blank votes, invalid votes and abstentions shall not be counted. Each director shall have one vote.

A dated document signed by all directors and recorded or inserted in the register of minutes as a decision of the Board of Directors shall take effect as such.

A meeting of the Board of Directors shall be validly constituted even if all or some of the directors are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow directors to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the directors so participating shall be deemed present.

#### **ART. 27. – Register of minutes**

Minutes shall be taken at each Board of Directors, to be signed by the person chairing the meeting. The minutes shall be kept in a register of minutes, kept at the registered office of the Association.

#### **ART. 28. – Conflicts of interests**

When a director has, directly or indirectly, a patrimonial interest contrary to a decision or an action which belongs to the powers of the Board of Directors, he/she shall inform the other directors of this before the Board of Directors takes a decision. His/her explanation as well as the justifications regarding aforementioned contrary interest shall be recorded in the minutes of the Board of Directors which shall take the decision. If the Association has appointed a statutory auditor, the concerned director shall also inform the statutory auditor of the contrary interest. The concerned director shall neither participate in the deliberation of the Board of Directors regarding such decision or action, nor to the relevant voting.

### **TITLE VII: CHAIRMAN AND VICE-CHAIRMAN**

#### **ART. 29. – Function and powers of the Chairman and the Vice-Chairman**

The Chairman shall have the powers specifically granted to him/her by these statutes. In addition, the Chairman shall act as contact person for third parties and shall refer to the Board of Directors.

The Chairman may ask the Board of Directors to provide him/her with support and, as he/she deems necessary or appropriate, may delegate tasks to one or more directors.

The Vice-Chairman shall have the powers specifically granted to him/her by these statutes.

### **TITLE VIII: TREASURER**

#### **ART. 30. – Function and powers of the Treasurer**

The Treasurer shall have the powers specifically granted to him/her by these statutes. In addition, the Treasurer shall:

- a) supervise the preparation of the annual accounts of the past year and the budget for the next year;
- b) control the financial resources at the disposal of the Association as stipulated in Article 43 of these statutes;
- c) manage the financial situation of the Association by reviewing accounts and records and monitoring income and expenditures; and
- d) report to the Board and to the General Assembly on the financial situation of the Association.

## **TITLE IX: EU COMMITTEE AND EU MANAGEMENT EXECUTIVE**

### **ART. 31. – Composition**

The EU Committee shall be composed of all of the EU Full Members that are located in a Member State of the European Economic Area (“EU Full Members”).

The EU Committee shall be managed by an EU Management Executive composed of three to five Full members of the EU Committee, one of whom shall be the Chairman of the Association.

The EU Management Executive shall be presided over by the Chairman of the Association. The Chairman of the EU Management Executive may delegate part of its duties to the Vice-Chairman of the EU Management Executive.

Save for the Chairman, the Members of the EU Management Executive shall be elected by the EU Full Members with the aim to be representative of the differing corporate forms and accountabilities of the Full Members of the EU Committee. No country may be represented by more than one EU Management Executive member.

The mandate of the members of the EU Management Executive lasts and terminates along the lines of Article 21 of the statutes.

In case of termination of the mandate of the Chairman or in case of the Chairman’s permanent impediment, the EU Committee Full Members shall elect a representative from among the EU Board Members to replace the Chairman until the General Assembly elects a new Chairman.

### **ART. 32-1. – Powers of the EU Committee**

The EU Committee shall have the powers specifically granted to it by these statutes, whether for discussion, decision on non-binding guidance or otherwise, in particular:

- a) the policy of the Association concerning the legislation of the European Union on deposit insurance, investor compensation and resolution of financial services firms;

- b) the submission of any document regarding the policy of the Association to the European Commission or any other institution of or related to the European Union;
- c) the disclosure of any discussion regarding the policy of the Association to the European Commission or any other institution of or related to the European Union;
- d) the representation of or engagement by the Association vis-à-vis the European Commission or any other institution of or related to the European Union with respect to the policy of the Association.

In case of doubt or dispute, the Board of Directors shall decide whether or not a matter concerns a subject mentioned in the present Article.

#### **Art. 32-2. – Powers of the EU Management Executive**

The EU Management Executive shall have the powers specially granted to it by these statutes, in particular:

- a) the conduct of the policy of the Association concerning the legislation of the European Union on deposit insurance, on investor compensation, on insurance guarantee schemes (in the event of a Directive), and on resolution of financial services firms;
- b) the preparation of the decisions to be taken by the EU Committee;
- c) the coordination of the permanent exchange of information on key developments in the EU, relevant for the activities of the Members;
- d) the creation and coordination of the activities of working groups involved in EU regulatory matters;
- e) the regular reporting on its activities to the Board;
- f) for the avoidance of doubt, the EU Management Executive shall not have the power to spend or commit funds of the Association without approval of the Board;
- g) by exception to article 22(o), the decision to make a meeting of the EU Committee closed to its members only or open to others.

#### **ART. 33. – Meetings. Quorum. Votes**

Convocations for the EU Committee and the agenda shall be communicated and done in accordance with Article 17 of these statutes.

Each EU Full Member shall be represented at the EU Committee by one Delegate.

Each EU Full Member shall have one vote irrespective of the number of funds administered by it. EU Full Members that administer a voluntary fund only shall have no voting rights.

Associate Members and non-EU Full Members may attend the EU Committee meetings as observers without voting rights at any time unless the EU Management Executive declares the meeting to be closed.

Without prejudice to the preceding paragraph, in cases of ICS/ IGS matters, the Associate members in charge of ICS/ IGS role are entitled to vote about those matters together with the Full members in charge of both, DSG and ICS/ IGS matters. Both kinds of ICS/ IGS representatives will be granted the same weight with those particular votes.

Each EU Full Member shall have the right to be represented by another EU Full Member at the EU Committee in accordance with Article 16 of these statutes.

Unless otherwise stipulated in these statutes, the EU Committee shall be validly constituted when at least two-thirds of the EU Full Members are present or represented.

The first priority is to reach decisions by consensus. Abstention to a decision, be it in active or passive form, shall be understood as assent. EU Full Members undertake to oppose consensus only in situations where, in their view, their own interest or the common interest of the Association is threatened.

If a decision cannot be reached by consensus, decisions of the EU Committee shall be taken, without prejudice of the veto right stipulated in Article 35 of these statutes, if they obtain an absolute majority of the votes cast by the EU Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

#### **ART. 34. – Minutes**

Minutes shall be taken at each meeting of the EU Committee, to be signed by the person chairing the meeting, and to be sent via regular mail or any other means of written communication (including e-mail) to all EU Full Members within four weeks after the meeting. The minutes shall be kept in a register of minutes, kept at the registered office of the Association, where all EU Full Members may inspect it, without, however, displacing it.

#### **ART. 35. – Veto right**

By derogation to Article 33 of these statutes, any EU Full Member may exercise a veto right in order to prevent the adoption of a decision of the EU Committee on a subject enumerated in Article 32 of these statutes.

Each EU Full Member may exercise its veto right at its absolute discretion and without having to provide any reason or explanation as to its position. If a EU Full Member exercises its veto right, the minutes of the meeting shall only mention this fact and the subject discussed, but shall not otherwise record the vote, the discussion, the debate or any reasons given for the exercise of the veto right.

### **TITLE X: DAILY MANAGEMENT**

#### **ART. 36. – Daily management**

The Chairman is in charge of the daily management of the Association for the duration of his/her mandate. Nevertheless, the Board of Directors may decide to grant the daily management of the Association instead of the Chairman to the Vice-Chairman for the duration of his/ her mandate or to



a Member or to a third party for the duration determined by the Board of Directors. If the person entrusted with the daily management represents a third party, he/she/it shall carry the title "Secretary General".

The person entrusted with the daily management shall report at least twice a year to the Board of Directors on his/her/its actions and activities and otherwise as required by the Board of Directors.

The person entrusted with the daily management is free to resign from his/her/its office at any time by submitting, via regular mail or via any other means of written communication (including e-mail), his/her/its resignation to the Board of Directors.

The Board of Directors may at any time revoke the daily management powers it has granted.

## **TITLE XI: EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **ART. 37. – External representation of the Association**

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by two directors acting jointly.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chairman, acting individually, or, if applicable, by the person entrusted by the Board of Directors with the daily management of the Association, acting individually.

None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly so mandated either by two directors, acting jointly or, within the framework of daily management, by the Chairman, acting individually, or, if applicable, by the person entrusted by the Board of Directors with the daily management of the Association, acting individually, or by the EU Management Executive on matters relating to the EU Committee.

## **TITLE XII: WORKING GROUPS**

### **ART. 38. – Working groups**

The Board of Directors may establish and delegate tasks to one or more permanent and/or ad hoc working groups save on those matters which are or maybe the subject matter of the EU Committee.

The Board of Directors shall determine the mission, composition, chair, powers and working of the working groups. The working groups shall report on their actions, studies, propositions and conclusions to the entire Board of Directors.

## **TITLE XIII: INTERNAL RULES. CODE OF CONDUCT FOR THE BOARD OF DIRECTORS. CHARTER OF THE ASSOCIATION'S POLICY FOR THE ACCEPTANCE OF GRANTS AND GIFTS**

**ART. 39. – Internal rules. Code of conduct for the Board of Directors. Charter of the Association’s policy for the acceptance of grants and gifts**

To detail and complete the provisions of these statutes

- (i) internal rules,
- (ii) a code of conduct for the Board of Directors, upon proposal of the Board of Directors, and
- (iii) a charter of the Association’s policy for the acceptance of grants and gifts

may be adopted by the General Assembly.

The adoption, the amendments to and the revocation of these

- (i) internal rules,
- (ii) code of conduct for the Board of Directors, and
- (iii) charter of the Association’s policy for the acceptance of grants and gifts

shall be decided by the General Assembly in accordance with the attendance and voting quorums stipulated in Article 18 of these statutes.

**TITLE XIV: FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS. FINANCIAL RESOURCES**

**ART. 40. – Financial year**

The financial year of the Association shall run from January 1 through December 31.

**ART. 41. – Accounts. Budget**

The Board of Directors establishes each year the annual accounts of the past year and the budget proposal for the next year.

Each year the Board of Directors shall submit for approval to the General Assembly the annual accounts of the past year and the budget proposal for the next year. The annual accounts and the budget are approved by the General Assembly, deciding in accordance with the attendance and voting quorums stipulated in Article 18 of these statutes.

The annual accounts shall be kept in a register of annual accounts. This register of annual accounts is kept at the registered office of the Association and can be consulted by the Members without, however, displacing it. Copies shall be sent to the Members via regular mail or any other means of written communication (including e-mail).

**ART. 42. – Auditing of the accounts**

If the law requires so, the General Assembly shall nominate a statutory auditor of the Association, chosen between the members of the “Institut des Reviseurs d’Entreprise”.

If the Association is not required by law to nominate a statutory auditor, the General Assembly shall nominate an external accountant or auditor to audit the annual accounts.

The external accountant or auditor or, if applicable, the statutory auditor shall draw up a yearly report on the annual accounts of the Association. This report shall be submitted to the General Assembly.

#### **ART. 43. – Financial resources**

The financial resources at the disposal of the Association are:

- a) membership fees;
- b) grants and gifts, which shall be submitted to the approval of the Board of Directors acting according to the charter of the Association's policy for the acceptance of grants and gifts adopted by the General Assembly;
- c) profits from the Association's activities and which are allocated to its disinterested purpose.

The Association does not have the power to borrow money or incur debts.

### **TITLE XV: AMENDMENTS TO THE STATUTES**

#### **ART. 44. – Amendments to the statutes**

The General Assembly can validly decide on amendments to these statutes only if

- (i) at least seventy-five percent of the Full Members are present or represented and
- (ii) they obtain an eighty percent majority of the votes cast by the Full Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted.

Any proposal to amend the statutes shall be explicitly contained in the notice of meeting to the Members.

When the law requires it, the amendments to the statutes shall require the approval of the King and/or shall be recorded in a notarial deed.

The date on which the amendments to the statutes shall enter into force shall be determined in the internal rules or by the decision of the General Assembly regarding the modifications to the statutes.

Any decision of the General Assembly relating to the amendments of the statutes is subject to the additional requirements imposed by applicable law.

### **TITLE XVI: DISSOLUTION. LIQUIDATION**

#### **ART. 45. – Dissolution. Liquidation**

The General Assembly can validly pronounce the dissolution of the Association only if

- (i) at least seventy-five percent of the Full Members are present or represented and
- (ii) the decision obtains an eighty percent majority of the votes cast by the Full Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted.

Any proposition to dissolve the Association shall be explicitly contained in the notice of meeting to the Members.

Upon the dissolution and liquidation of the Association, the Association's net assets shall be allocated to a disinterested purpose.

## **TITLE XVII: VARIA**

### **ART. 46. – Varia**

Anything that is not provided for in these statutes shall be governed by the provisions of Title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

Belgian law shall apply to any disputes arising between the Association, the Members and/or the directors regarding Association matters.

The Courts of Brussels shall have exclusive jurisdiction regarding any such disputes.

## **APPENDIX: ABBREVIATIONS**

AMO: Associate Member Observer

DGS: Deposit Guarantee Scheme

ICS: Investors Compensation Scheme

IGS: Insurance Guarantee Scheme