

REHVA Articles of Association

Version approved by the General Assembly – May 2022

Name, seat and duration

Article 1

1. The name of the non-profit association (ASBL) is: Federatie van Verenigingen voor Verwarming, Ventilatie en Luchtbehandeling in Europa (Federation of European Heating, Ventilation and Air conditioning Associations "**REHVA**").

It is governed by the Belgian Code of Companies and Associations (hereinafter referred to as "**BCCA**"). The founding members refer to this code for everything that is not expressly provided for in these articles of association.

2. The association has its registered office in the Brussels-Capital Region in Belgium. It may, by a decision of the board of directors, be transferred to another location in Brussels. The general assembly shall ratify the change of registered office during its following meeting.

All acts, invoices, announcements, publications, letters, order forms, websites and other documents, whether in electronic form or not, issued by the association must contain:

- the name of the legal person, the legal form, in full or in abbreviated form,
- the precise indication of the registered office of the legal person,
- the company number, the words "register of legal persons" or the abbreviation "RLP" followed by the name of the court where the legal person has its seat,
- the details of at least one account held by the association with a credit institution established in Belgium,
- if applicable, the e-mail address and website of the legal person,
- if applicable, the indication that the legal person is in liquidation.

Any person who intervenes on behalf of the association in a document referred to above where one of these mentions does not appear, may be declared personally liable for all or part of the commitments made therein.

Article 2

1. The association was formed on the twenty-seventh of September nineteen hundred and sixty-three.

2. It has been entered into for an indefinite period.

Object, activities and financial means

Article 3

1. The object of the association shall be:

- a. to promote internationally the science and practice of heating, ventilation and air-conditioning and other similar engineering services that relate to the interior climate and industrial processes, (hereinafter also called heating and air conditioning); and
 - b. to develop education in this field.
2. The association is a non-profit organization.

Article 4

1. The association tries to reach its object by:
 - a. holding assemblies;
 - b. providing information and by publishing magazines, books and other papers;
 - c. organizing international congresses and exhibitions and developing other similar activities alone or with others;
 - d. co-operating with other organizations in the fields of science, culture and education, and
 - e. all other lawful means.
2. The association can also acquire or have any interest in a legal entity if this would further the achievement of the abovementioned not-for-profit objectives. In addition, the association may carry out all activities, both in Belgium and abroad, which directly or indirectly further or promote the abovementioned not-for-profit objectives, including secondary economical and for-profit activities within the legally acceptable limits, the profits from which shall be exclusively reserved to realise the association's not-for-profit goals. The association may buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage the same, accept inter vivos and testamentary gifts subject to the requisite statutory authorizations.
3. The association may merge with other non-profit associations having a similar or closely related purpose or aiming at furthering its purpose.

Members and others

Article 5

1. The association shall have at least three (3) ordinary members (hereinafter also called member or members) in the sense of the law. Besides the association shall have associate organizations and supporters; they are not members in the sense of the law.
2. Members of the association may only be organizations, associations or institutions in any country in Europe that according to the board represent heating and air-conditioning engineers and technicians in the relevant country and that are concerned with the science and practice of heating and air-conditioning.
3. Associate organizations shall be organizations, associations or institutions in any country to which heating and air conditioning engineers and technicians in the country of establishment

are affiliated or in any country to which engineers or technicians in the country of establishment are affiliated who are only indirectly concerned with heating and air conditioning.

4. Supporters shall be companies of good repute that pursue the same object as the association.

5. The board shall be empowered to admit organizations, associations or institutions as observers to the activities of the association, unless the general assembly objects to this. The board shall determine whether and to what extent the observer owes the association a contribution.

6. The organizations, associations or institutions referred to in this article must be able, for the legislation of the relevant country, to accept the membership, the status of associate organization or supporter of the association.

7. The general assembly may award badges of honour and decorations.

The board shall be empowered to institute a committee of decorations, which shall make proposals to the board in respect of the award of badges of honour and decorations in accordance with the internal rules.

8. All members shall pay an annual membership fee which is set at 3000 EUR from 2023:

- a. The general assembly shall each year vote on an increase of the annual membership fee above the maximum mentioned above taking into consideration the European inflation rate. Members, associate organizations and supporters shall appoint a representative(s) for the association.

The representative acts as a link between the board and secretariat of the association and his own entity. The duties of the representative include information from the association to his own entity and vice-versa, organization of the participation of his own entity in the association's activities, assistance of the association in its contribution to activities achieved by his own entity.

9. Members shall inform the secretariat at the earliest possible date of all national congresses, conferences and seminars they intend to organize to enable the secretariat to help avoid conflict of dates and to announce such meetings to other members. An individual member of a national member association may participate in congresses, seminars etc. arranged by any other members but sponsored by the association at the same fees as the personal members of the member arranging the meeting.

10. The sales of association publications where applicable shall be organized through the association and national member associations. However, an individual member of a member, associate organisation or a supporter, may buy association publications at a reduced price fixed by the board. All other persons or companies shall pay the full price for association publications which are fixed by the board.

Article 6

Application as a member, associate organization or supporter must be effected in writing (by ordinary mail, fax or electronic mail) to the secretary or the general managing director of the association. The board shall provide the application with an advice and place this on the agenda of the next general assembly as an item to be discussed, unless that assembly is held within two

(2) months after receipt of the application, in which case the application shall be discussed at the next assembly after that.

The general assembly shall be empowered to refer the decision on an application to the next general assembly once.

Article 7

In this article an "affiliate" shall be understood as: a member, an associate organization or a supporter.

1. The status of an affiliate shall be terminated:

a. by and upon dissolution of an affiliate/legal person;

b. by notice given by an affiliate to the secretary of the board or the general managing director by registered letter, to be despatched at the latest four (4) months before the end of an association year, in which case the status of affiliate shall end at the end of the current association year;

c. by notice given on behalf of the association by a resolution of the general assembly voted by a two third (2/3) majority of the members present or represented, in which case the status of affiliate shall end on the day when the resolution is passed. This may be done if an affiliate has ceased to fulfil the requirements for being an affiliate imposed by these articles, if it has failed to fulfil its financial obligations to the association for more than three months and also if the association cannot be required in reason to allow the status of affiliate to continue; This decision requires a quorum of 2/3 of the members.

d. by expulsion by a resolution of the general assembly, voted by a two third (2/3) majority of the members present or represented, in which case the status of affiliate shall end on the day when the resolution is passed. Expulsion may only be pronounced if an affiliate acts contrary to the articles of association, rules or resolutions of the association or harms the association in an unreasonable manner. This decision requires a quorum of 2/3 of the members.

2. Any expulsion of a member shall be duly indicated in the notice for the general assembly deciding on such expulsion and the member shall be heard at the general assembly.

3. The status of affiliate can be suspended by notice given on behalf of the association by a resolution of the board of directors or of the general assembly, for the following reasons :

- a failure of the affiliate to fulfil its obligations under the present articles of association ;
- a failure of the affiliate to act in the interest or in accordance with the object of the association
- a failure of the affiliate to pay any dues to the association within three months after invoicing ;
- the affiliate is in a situation or has a conduct harming the association [in an unreasonable manner] ;
- existence of a cause for expulsion of the affiliate or termination of the affiliation.

An affiliate suspended by the board of directors can no longer exercise its rights under the present statutes except, where applicable, for the right to vote. The decision to suspend shall be confirmed at the next general assembly.

An affiliate suspended by the general assembly or of which the suspension is confirmed by the general assembly after a decision of the board of directors can, where applicable, no longer exercise its rights under the present statutes and no longer vote either in the general assembly or through its delegate in the board of directors.

4. If the status of affiliate ends in the course of an association year, the annual contribution shall nevertheless remain due for the whole year.

5. If the status of affiliate ends, all the rights attaching to the status of affiliate shall be lost to the relevant affiliate.

Management

Article 8

1. The association shall be managed by a board consisting of at least four and at most seven natural persons.

2. The members of the board shall be elected by the general assembly from the delegates of the members, on the understanding that a member may not have more than one person on the board.

3. Simultaneously with the election of the members of the board the general assembly shall elect one reserve member of the board, who shall take the place of the member of the board whose membership of the board ends before the agreed time. The candidate member of the board who received most votes after the candidate elected as member of the board in the last voting round shall be elected as reserve member of the board. The membership of the board of a reserve member of the board who has taken the place of the member of the board who has retired before the agreed time shall end at the next general assembly at which a new member of the board is elected. The reserve member of the board shall receive the reports of the assemblies of the board.

4. The chairperson, secretary and treasurer of the board, shall be divided by the members of the board by mutual agreement, in which connection the positions of secretary and treasurer may be held by one person. The board may give each member of the board his own responsibility in specific areas.

5. The members of the board shall be appointed for a period of three (3) years and shall afterwards be immediately eligible for re-election twice, which means a total number of nine (9) years. The board shall compose a rotation schedule, in which annual changes of management are anticipated as evenly as possible.

6. If a member of the board is elected by the general assembly as chairperson, he may fill this position for a maximum period of three (3) consecutive years. The chairperson may be a member of the board for a maximum of nine (9) years, including the period as chairperson. Therefore a member of the board may only be appointed as chairperson if an immediately preceding membership of the board has not been more than six (6) years.

7. The method of nomination and the election of the members of the board shall be as follows. The board shall inform the members through the secretariat of any vacancies on the board as an item on the agenda of the general assembly. Candidates to fill the vacancy may be nominated in writing by both members and board until two weeks before the commencement of the general assembly at which voting will take place. In the event of there being more candidates than vacancies then each vacancy shall be voted for separately. This voting shall be repeated until one of the candidates obtains more than 50% of the valid votes cast. After each round of voting the candidate obtaining the least number of votes shall be eliminated from the voting for the vacancy. The procedure shall be repeated for any remaining vacancy with all candidates not elected in a previous round of voting being included.

The directors shall act collegially. They may be revoked at any time by the general assembly subject to the legal provisions and those set out in these Articles of Association. Any member of the board may resign by simple written notification to the chairperson.

In the event of a vacancy in the board before the end of the term of office, the board shall have the right to co-opt a new director until the end of the term of office. The first subsequent general assembly must confirm the mandate of the co-opted director; in case of confirmation, the co-opted director completes the mandate of his predecessor, unless the general assembly decides otherwise. If there is no confirmation, the mandate of the co-opted director ends at the end of the general assembly, without prejudice to the regularity of the composition of the board until that moment.

8. The incoming chairperson of the association (called President-elect) shall be elected from the members of the board by the general assembly in the year preceding the year when the period of office of the sitting chairperson ends.

9. The board can be advised by one or more advisors, among whom the past-president.

10. A general managing director can be appointed by the board after a proposal by the chairperson or a member and its acceptance by the board for a renewable mandate of three (3) years which can be terminated at any time by the board. The general managing director oversees the secretariat of the association, is responsible for human resources management, has the powers and tasks as set forth in these articles of association and executes the day-to-day management of the association. If a general managing director has been appointed, the association shall also be validly represented by such general managing director with respect to all acts of the day-to-day management of the association as specified below and as may be published in the Belgian State Gazette. The general managing director can attend assemblies of the board and of the general assembly but with no voting rights. The day-to-day management of the association shall include in addition to what is generally understood by law, (i) implementation of the policy and working programme developed and approved by the chairperson and the board, (ii) assisting the chairperson in the preparation of the board meetings and general assembly with help of association personnel, including the financial reports and budget in collaboration with the treasurer, (iii) supervising and assisting the committees and task forces, (iv) developing relations with members and improving services to members, (v) organizing the task forces and the development of guidebooks, (vi) developing external relations with other organizations and the European Commission (EC), (vii) endeavouring to influence the European Union (EU) and EC policy related to REHVA's areas of interest (viii) promoting the association within the industry in its domain under the delegation of the

chairperson, (ix) in coordination with board members and association personnel, participating or representing the association in national and international events, (x) contributing to the development of new EU-projects (xi) supervising the association's communication tools and (xii) developing regional activities of REHVA.

11. The members of the board and, where applicable, the persons delegated to day-to-day management are not personally bound to carry out the commitments of the association.

Their liability vis-à-vis the association and third parties is limited to the fulfilment of their mission in accordance with the provisions of general law, the law and the articles of association.

Members of the board shall be liable only for decisions, acts or behaviour which manifestly exceed the margin within which normally prudent and diligent directors in the same circumstances could reasonably be expected to differ. Members of the board are only liable for faults which can be attributed to them personally, committed in the performance of their management duties. Members of the board are jointly and severally liable, but are relieved of their liability if they did not take part in the fault and have reported the alleged fault to all other members of the board of directors. Such denunciation and the discussions to which it gives rise shall be recorded in the minutes.

12. Whenever a member of the board itself in a situation that gives rise or is reasonably likely to give rise to a Conflict of Interest, it must declare its interest to the other members of the board unless, or except to the extent that, the other members of the board are or ought reasonably to be aware of it already. If any question arises as to whether a member of the board has a Conflict of Interest, the question shall be decided by a simple majority decision of the board. Whenever a matter is to be discussed or decided at a meeting and a member of the board has a Conflict of Interest in respect of that matter then, it must:

- a) remain only for such part of the meeting as in the view of the other members of the board is necessary to inform the debate;
- b) not be counted in the quorum for that part of the meeting; and
- c) have no vote on the matter.

Where Conflict of Interest means : “any direct or indirect interest of a member of the board that conflicts, or might conflict with the interests of the Association, that might influence a particular decision-making process affecting the integrity or the reliability of the outcome”.

Article 9

1. Every member of the board, even if he has been appointed for a specific period of time, can be dismissed or suspended by the general assembly at all times. A suspension that has not been followed within three (3) months by a resolution on dismissal shall end on expiry of that period.

2. The membership of the board shall furthermore be terminated:

- a. by resignation or death;
- b. by retirement by virtue of the rotation schedule.

Article 10

1. The board shall be entrusted with managing the association. The Board has the power to accomplish all acts necessary or useful to realise the object of the association except those which are reserved by the law to the general assembly. The board shall validate the hiring of employees of the association following a proposal by the chairperson or any board member.
2. If the number of members of the board has fallen below four, the board shall remain empowered. It shall be obliged, however, to fill the vacancy/vacancies at the next general assembly.
3. The board of directors can only validly deliberate if the majority of its members is present or represented. Decisions of the board are taken by a majority of votes. In case of a tie the vote of the chairperson chairing the meeting shall prevail. Each director is allowed, by writing to give a proxy to another director to represent him at a given board meeting and to vote in his name. No director, however, may represent more than one other director.
4. The board shall meet on a regular basis upon notice of the chairperson, as often he deems it necessary, and each time at least two (2) directors request to do so. The notice contains the agenda and is sent by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least seven (7) days before the date of the meeting. The meetings are held at the registered office or at such location as indicated in the notice. They shall be chaired by the chairperson of the board of directors or, if the latter is prevented by the oldest director present. No formal notice shall be necessary if all directors are present or duly represented at the meeting or if they each have waived the requirement to do so in writing by mail, facsimile or any means of electronic communications.
5. Meetings of the board may be held by telephone or video conference or any other means which allow the directors to deliberate. The board can take decisions unanimously in writing. Resolutions of the board of directors shall be signed by the chairperson or two directors.
6. Provided that it is done with the approval of the general assembly, the board shall not be empowered to conclude agreements to buy, alienate or encumber registered property, to enter into agreements in which the association binds itself as surety or several co-debtor, gives a guarantee for a third party or binds itself as security for a debt of a third party. The absence of this approval may not be relied on by and against third parties.
7. On first demand the general assembly must be informed in writing about large contracts and large financial obligations for the association.
8. Subject to the provision in the last sentence of paragraph 3 the association shall be represented in and out of court, for all acts including the opening of a bank account:
 - a. by the board;
 - b. by the chairperson; or
 - c. by two directors acting jointly

The board may grant one or more members of the board or third parties, jointly as well as separately, power of attorney to represent the association within the limits of that power of attorney.

9. Records of the resolutions of the board shall be kept by the secretary; these records shall be available for inspection by all the members.

10. The board shall be empowered to appoint a director, who is internally responsible for the functioning of the secretariat of the association. Periodically and as soon as the board asks for this, the director shall render written accounts to the board.

11. The secretariat shall be situated in the country of one of the members, as the general assembly shall decide. The secretariat shall be responsible for execution of the policy established by the board and the general assembly in all administrative, marketing and financial matters, including the recording of the minutes of board meetings and general assembly meetings. The secretariat shall act as the communication and information centre of the association. The secretariat shall report regularly to the chairperson about the ongoing activities.

Annual reports and accounts

Article 11

1. The association year shall be the calendar year.
2. The board shall be obliged to keep such records of the capital position of the association that its rights and obligations may always be known. The treasurer shall monitor the budget, the estimate and the current account and shall report on them to the board regularly.
3. Within six (6) months after the end of the association year, bar extension of this period by the general assembly, the board shall present its annual report at the general assembly and render accounts for its management exercised in the past financial year with submission of a balance sheet and a statement of income and expenditure. After expiry of the period every member may claim these accounts from the board at law.
4. Annually the general assembly shall appoint from the delegates of the members a committee of at least two (2) persons who may not be members of the board. The committee shall audit the accounts and accountability of the management and shall report its findings to the general assembly.
5. If the audit of the accounts demands special accounting knowledge, the audit committee may be assisted by an expert. The board shall be obliged to supply the committee with all the information desired by it, to show it the cash and assets if necessary and to allow it to inspect the books and documents of the association.
6. The charge of the committee may always be revoked by the general assembly but only by the appointment of another committee.
7. The board shall be obliged to keep the documents referred to in the paragraphs 2 and 3 for ten (10) years.

General assemblies

Article 12

1. In the association, the general assembly shall have the following powers and any other powers provided by the law or the current articles of association :

- (1) the amendment of the articles of association;
- (2) the appointment and dismissal of directors and the determination of their remuneration in cases where remuneration is granted to them;
- (3) where applicable, the appointment and dismissal of the auditor and the determination of his remuneration
- (4) the discharge to be granted to the directors and the applicable auditor, as well as, if necessary, the institution of an action by the association against the directors and the applicable auditors
- (5) the approval of the annual accounts and the budget
- (6) the dissolution of the association
- (7) the exclusion and confirmation of suspension of an affiliate;
- (9) the transformation of the ASBL into an AISBL, into a cooperative company approved as a social enterprise and into a cooperative company approved as a social enterprise
- (10) to make or accept the contribution of a universality free of charge;

. The general assembly may authorize the board to institute committees and (other) bodies with special assignments in order to achieve the objects of the association.

2. Annually, at the latest six (6) months after the end of the association year a general assembly - the annual assembly - shall be held. At the annual assembly inter alia the following subjects shall be discussed:

- a. the annual report and the accounts referred to in article 11 with the report of the committee referred to there;
- b. the programme of activities for the coming year;
- c. the budget for the coming year;
- d. the contribution and admission fees for the (new) members, the associate organizations and contributors;
- e. approval and election of new members and associate organizations;
- f. authorization to the board to institute new committees and steering committees;
- g. the appointment of the committee mentioned in article 11 paragraph 4 for the next association year;
- h. filling vacancies on the board;
- i. proposals from the board or members announced in the convening notice for the assembly.

Approval of the documents described under (a) shall discharge the board from liability for the management in so far as it appears from those documents.

3. Other general assemblies shall be held as often as the board deems it desirable.

4. Furthermore the board shall be obliged to convene a general assembly in a period of not more than four (4) weeks following the written request of at least such a number of members as is empowered to cast one tenth (1/10) of the votes. If the request is not complied with within fourteen (14) days, the persons making the request may convene the assembly themselves by making a call-in accordance with article 14 and may chair that assembly themselves if necessary.

5. Whenever a member or its representative of the general assembly finds himself or herself in a situation that gives rise or is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the members unless, or except to the extent that, the other members are or ought reasonably to be aware of it already. If any question arises as to whether a member has a Conflict of Interest, the question shall be decided by a simple majority decision of the general assembly. Whenever a matter is to be discussed or decided at a meeting and a member or its representative has a Conflict of Interest in respect of that matter then, he or she must:

- a) remain only for such part of the meeting as in the view of the other members is necessary to inform the debate;
- b) not be counted in the quorum for that part of the meeting; and
- c) have no vote on the matter.

Whenever a decision at a meeting has been taken and the Conflict of Interest has not been raised by the member or its representative concerned, the general assembly decision can be challenged and become invalid once the Conflict of Interest is revealed.

Where Conflict of Interest means: *“any direct or indirect interest of a member or its representative that conflicts, or might conflict with the interests of the association, that might influenced a particular decision-making process affecting the integrity or the reliability of the outcome”*.

Admission and right to vote

Article 13

1. Every member may designate at most three (3) delegates to the general assembly. Every associate organization may designate one (1) delegate to the general assembly. A supporter shall be entitled to attend the general assembly as a listener through one (1) delegate. The chairperson of the board (president) may not be a delegate. The board shall be entitled to examine the power of the delegate.

2. Only members shall have the right to vote. Every member shall be entitled to cast one (1) vote. Members may be represented at the general assembly and in the vote by another member by virtue of a written proxy. Resolutions shall be passed by an ordinary majority of the valid votes cast, unless these articles provide differently. No resolution may be passed if not at least half the total number of members entitled to vote, or a higher number as may be provided in these articles or in the law, is represented at the general assembly. If this quorum or a specific quorum is not met, a second meeting can be convened with the same agenda and under the same conditions as the first one, which shall validly deliberate regardless of the number of members present or represented. The second meeting cannot be held earlier than fifteen (15)

days, nor later than twelve (12) weeks after the first meeting. If the votes are tied, the proposal shall be deemed to have been rejected.

Excluded members do not have a right to vote during the meeting where the resolution confirming the exclusion has been taken. Suspended members do not have the right to vote during the period of suspension decided by the general assembly.

3. Votes shall be taken orally, unless the general assembly resolves on a written vote.
4. The chair at the general assembly shall be held by the chairperson of the board. If he is not present, the assembly shall choose its own person.
5. The proceedings at the general assembly shall be laid down by the secretary of the board in minutes, which shall be discussed at the next general assembly.
6. A unanimous resolution of all the members, even if they are not convened at an assembly, shall have the same force as a resolution of the general assembly, provided that it is done with prior knowledge of the board.
7. As long as at a general assembly all the members are present or represented, valid resolutions may be passed, provided that it is done unanimously, about all the subjects brought up - so also a proposal on amendment of the articles or on dissolution - even if there has been no call or it has not been made in the prescribed manner or any other prescription about calling and holding assemblies or a formality related thereto has not been observed.
8. The board may invite guests and other representatives of members, of associate organizations and of contributors to attend the general assembly.
9. Resolutions of the general assembly shall be signed by the chairperson of the assembly and a member of the board and recorded in the register of minutes which shall be kept available for consultation by all members at the association's office. Members and third parties showing an interest may request a copy of (extracts of) the register of minutes.

Calling general assemblies

Article 14

1. The general assemblies shall be convened by the board. The convocation shall be made in writing to the addresses of the members.

The period for convocation shall be at least fifteen (15) days.

2. The notice convening the meeting shall state the subjects to be discussed.
3. The general assembly can be attended by video- or teleconference via electronic means of communication made available by the association.

The notice contains the data required to participate in the video- or teleconference as well as a description of the procedure to be followed for remote participation.

The chosen means of communication allows the participants to:

- a) Verify the identity and status of the other participants ;

- b) Take direct, simultaneous and uninterrupted cognizance of the discussions during the meeting ;
- c) Participate in the deliberations and ask questions;
- d) Exercise their right to vote on all points on which the meeting is required to take a resolution.

Any technical difficulties which have prevented or disrupted participation by electronic means shall be mentioned in the minutes of the general assembly. The "bureau" may participate in the general assembly virtually, and does not have to participate physically.

As far as the quorum and majority requirements are concerned, Members who participate in this way at the general assembly shall be deemed to be present at the place where the general assembly is held.

Commissions

Article 15

1. Article 12 enables the board to set up committees and other bodies with specific duties. These are:

- Standing committees
- Task forces
- Special commissions
- Regions

Standing committees are supervised by the board and report once a year to the general assembly. The working rules of the committees must be approved by the board. The committees may have an independent budget approved by the board each year. The standing committees report to the board on a regular basis. Members may form regions and platforms based on regional, climatic, economic and cultural reasons. The members should inform the board, which will give a formal approval of this initiative.

2. The standing committees are:

- The Publishing Committee (PC)
- The Technology and Research Committee (TRC)
- The Education Committee (EC)
- The Awards Committee (AC)
- The Supporters Committee (SC)

And other committees as the board may decide shall become standing committees. Each committee shall specify its objective and guidelines for operation. The board shall approve these guidelines.

3. The board must approve the chairpersons of the standing committees. The nominations of the voting members of standing committees are proposed by the chairperson of the committee and approved by the board.

Each committee may also have non-voting, corresponding members; at the decision of the chairperson of the committee, committees may form expert groups for information exchange and other purposes.

4. The activities and working plans of all committees shall be reviewed annually; Committees' chairpersons shall send their reports and activity plan to the association office for the attention of the board a minimum of two (2) weeks before the general assembly.

5. A specific budget may be allocated by the board in order to organize the work of the committee. This budget, if allocated, is revisable each year.

6. No committee may commit the association to any expenditure without formal prior approval of the board.

The association may appoint representatives to the co-operating organizations or working groups. The purpose of the representation is to enhance information transfer between the association and the other organizations, work towards the common goals and develop cooperation for mutual benefit and bring the association's expertise to the organizations.

The tasks of the representatives are to enhance the information exchange by:

- informing the secretariat of the date and location of coming meetings as soon as the dates are set
- writing a small note before or after each meeting for the association newsletter
- writing annually an article for the association journal
- writing a short summary for the association annual report to be presented to the general assembly
- informing the Technology and Research Committee about the activities and making initiatives with the organization if deemed feasible from the association's viewpoint

7. Appointments include:

- Standing committees: PC, TRC, EC, SC, AC
- Editorial Board of the association journal
- Representatives of the association in co-operating organizations (CEN, IIR, AIVC, Eurovent, etc.).
- REHVA Club

The appointments shall be only for one or two (2) years.

Task Forces

Article 16

1. The goal of task forces is to develop and promote HVAC- technology, energy efficient and healthy buildings, to advance HVAC sciences, to disseminate information, to review important issues, and describe the broad consensus of opinion among experts on such issues. The working force should include clear objectives, the activities involved (meetings and workshops), tentative budget and target dates, preferably co-ordinated with the general assembly, Clima and other related meetings and conferences, especially those co-sponsored by the association such as RoomVent, EPIC, Healthy Buildings, Cold Climate HVAC, etc.

2. Task force titles, chairpersons and work plans shall be approved by the board. The board may delegate the approval to committees.

3. Task force chairpersons shall provide a working plan within three (3) months of receiving board approval. The plan shall include the scope, a plan of action, and a list of members of the task force who have agreed to play an active part in drafting and reviewing materials for the task.

4. External funding (if any) and use of funding for task force activities must be approved by the board or committee under which the task force is established.

Public support to the task forces, such as the EU, will be acknowledged in the reports of task forces. Private support will be acknowledged in the association publications.

5. Task force chairpersons should submit a list of at least four (4) possible peer reviewers for the publications of the task force. Three or more peer reviewers approved by the board shall review the final draft task force document. Any association member or member of the board may make recommendations on peer reviewers. The board shall make certain that review comments and concerns are considered in the final document. Final approval of all documents shall be notified by the board before publication.

6. Task force chairpersons are encouraged to convene working group meetings or workshops during or in connection with major international conferences to discuss the draft before it is finalised and prepared for peer review. A complete draft document shall thus be available and circulated in advance of the meeting.

7. Task Forces will produce guidelines and reports. These documents may be prenormative work and support standards, or be consensus documents on engineering practice, or position papers in the area of HVAC technology. The primary language for a task force report is English. The reports may be translated into national languages. All documents produced by task forces shall be the sole property of the association.

Reports (“REHVA guidebooks”) shall be printed and circulated and sold by the association or any related person approved by the general assembly. All members will get a certain number of copies free of charge. The board sets the price of the reports. The reports are sold to members, and possibly other parties, at a discount price for resale.

The association has the exclusive intellectual property rights and publication rights to the products of the task forces which it may license upon decision of the general assembly. Members shall make sure that they have proper agreements with their representatives in which they assign to the largest extent possible their intellectual property rights on the products of the task to the affiliate and waive their moral rights to the largest extent possible, allowing the member in turn to assign such rights to the association.

Supporters

Article 17

1. A supporter can be a company or an organisation that shares the same objectives as the association.
2. The rights and services of supporters are approved annually by the supporters committee.
3. Supporters pay an annual fee that is approved by the general assembly. This fee may be different for different supporters.
4. Supporters have the right to attend the general assembly (open part) and committee meetings at general assemblies.

Financial resources

Article 18

The financial resources of the association shall consist of:

- a. the contributions and admission fees of the members, the associate organizations and supporters;
 - b. subsidies, donations, inheritances and specific legacies;
 - c. revenues from the publications and other activities of the association; and
 - d. all other lawful resources.
2. The amount of the contribution and admission fees shall be determined by the general assembly.

Amendment of the articles and dissolution

Article 19

1. Resolutions on amendment of the articles or on dissolution of the association may only be passed at a general assembly if two thirds (2/3) of the members are present or represented and by a majority of at least two thirds (2/3) of the valid votes cast. The proposal on amendment and the complete text of the proposed amended provisions or the proposal on dissolution of the association must be included in the agenda of the assembly. However, any amendment to the purposes of the association must be approved by a majority of four fifth (4/5) of the valid votes cast.

All amendments to the articles of association shall be filed, in a coordinated version, with the clerk of the Commercial Court without delay and published, by the clerk and by extract, in the Annexes to the Moniteur Belge as provided for in articles 2:7 and following of the BCCA. The same applies to all acts relating to the appointment or termination of the office of directors and, where applicable, of auditors.

2. After dissolution of the association the last board in office shall be entrusted with the liquidation, unless the general assembly provides differently. During liquidation the provisions of these articles shall remain in force as much as possible.

3. The general assembly resolving on dissolution shall decide about the use of any credit balance after liquidation, on the understanding that the balance must be used for an object that approaches the object of the association as closely as possible.

Final provisions

Article 20

1. The general assembly may lay down, amend and withdraw other rules in connection with subjects that have not been provided for in these articles.
2. The provisions of such rules may not be contrary to the provisions of these articles or the law.

Article 21

1. The provisions of the articles and of the rules of the association shall be governed by Belgian law, and specifically by the BCCA.
2. In respect of the legal form and the power of representation of the members of the association the national law of the place of establishment shall apply.

Article 22

The board of directors can adopt rules of internal procedure which do not conflict with these articles of association in order to ensure the proper functioning and administration of the association. In the event of divergence of interpretation, the articles of association and the law take precedence over the rules of internal procedure.

Article 23.

The general assembly shall decide in all cases not provided for by these articles or the rules.

Article 24

The affiliates shall maintain confidentiality (the “Confidentiality Obligations”) only in respect to that information received in the framework of the activities of the association, expressly declared as such by the issuer (“Confidential Information”). The Confidential Information does not, however, include information: (a) that is or becomes generally available to the public other than as a direct or indirect result of a breach of the Confidentiality Obligations; b) for which the receiving party gives evidence that it was in its possession before or at the time of its acquisition of the quality as affiliate of the association; (c) for which the receiving party gives evidence that it was received by third parties not bound to a confidentiality agreement. The affiliates shall make sure that their employees, directors, consultants, subcontractors, representatives and any other persons associated with such affiliate (“Associated Persons”) shall maintain the same confidentiality as stated above for the affiliates. The respective affiliate shall be liable for a breach of confidentiality by its representatives. The Confidentiality Obligations shall expire ten (10) years after (i) the closing of the dissolution of the association or (ii) the end of the affiliate’s or membership to the Association, depending on whatever takes place first.