

Article 1. The organisation

Art. 1. Section 1. Legal form

The association is founded as a legal entity, more specifically as an international non-profit organisation (hereafter referred to as “Association” or “AISBL”) governed by the Belgian Law of 27th of June 1921 concerning the non-profit organisations and the foundations, published in the Belgian State Gazette on the 1st of July 1921 and modified by the Law of 2nd of May 2002 and the Law of 16th of January 2003 (hereafter “NPO Law”).

Art. 1. Section 2. Name

1. The AISBL carries the name “Clean Smoke Coalition”, in short “CSC”.
2. This name should figure in all deeds, invoices, announcements, publications, letters, orders and other documents by the organisation, and should immediately be preceded or followed by the words “international non-profit organisation” or by its abbreviation “AISBL”, as well as the exact designation of the address of the organisation.

Art. 1. Section 3. Registered Office

1. The registered office of the Association is located at 1000 Brussels, Avenue de la Renaissance 1.
2. The Council has the competence to transfer the registered office to another seat. The Council will fulfil the necessary publications to this end.

Art. 1. Section 4. Duration

The Association is founded for indefinite time.

Article 2. Purposes and objects

Art. 2. Section 1. Purposes

The Association is the representation of state-of-the-art smoking technology producers, traders and users. The Association’s objective is to advance purified primary smoke products and the use of fresh smoke generated on the basis of purified primary products (“Clean Smoke”) for the smoking of foods (meat, fish, cheese and other foods). Clean smoke is substantially cleaner (environment), healthier (consumer safety), safer (work safety) and more easy to handle (SME-friendliness). The Association is advocating for a better suited regulatory framework for clean smoke. The Association aims to unite all stakeholders willing to improve the smoking of foods and to make smoking future-proof.

Art. 2. Section 2. Activities

In order to accomplish the aforementioned purpose, the Association develops the following activities, such as:

- Informing the general public, stakeholders and policy makers about the advantages of CleanSmoke
- Engaging in public affairs at national, European and international level for the interests of CleanSmoke
- Generally advancing state-of-the-art smoking technologies

The Association works towards:

- a EU regulatory framework better adapted to state-of-the-art smoke technologies
- clear and truthful consumer information on CleanSmoke
- recognition of CleanSmoke as a preferred option for the smoking of food in small and medium sized enterprises (SMEs)
- recognition of CleanSmoke as a contribution to the protection of the environment, human health and work safety
- a secured position of CleanSmoke in the production of organic food

Additionally, the Association can develop any activity that contributes directly or indirectly to the realisation of above mentioned idealistic non-profit purpose of international use, including the subordinate commercial and profitable activities within the scope of what is legally allowed and the proceeds of which are at all times destined for the realisation of the idealistic non profitable purpose of international use. Among other things, the Association can collaborate with, grant loans to, invest in the capital of, or, in any manner, directly or indirectly, take participations in other legal entities, associations and companies of private or public nature, governed by Belgian or foreign laws.

Article 3. Membership

Art. 3. Section 1. Membership

1. The Association is open to Belgians and foreigners, including Belgian and foreign entities (legal persons) duly incorporated under the laws and customs of their respective countries
2. The Association shall have two categories of members: full members as well as associated members.
3. Full members include the founding members as well as any other individuals, companies or associations admitted to the Association in this capacity at a later point in time. Full members are automatically appointed as a member of the Council and enjoy the right to vote on the Council. They shall also be entitled to one voting right at the General Assembly Meeting. They have access to any and all services provided by the Association as well as to its committees, bodies and working groups.
4. Associate members include natural and legal persons admitted in this capacity that wish to support the Association or to participate in its activities. Associate members have an interest in the purpose and objectives of the Association and wish to support the Association. They are not automatically appointed as a member of the Council. They shall be entitled to a consultative vote at the General Assembly Meeting. They have access to the committees, bodies and working groups as well as to any and all services provided by the Association.

5. The Council will decide whether or not to accept an applicant as a Full Member at its next meeting. At this meeting at least a majority of the members of the will be present or represented. All members of the Association must give prior approval to the admission of new members by unanimous vote. If the Association comprises ten or more members, any such approval shall require three quarters of existing members' votes in favour. The decision of approval of an applicant as a Member will be notified to the Council taking the final decision.
6. The Council can at its absolute discretion and without further motivation decide that an applicant will not be accepted as Full Member. There is no right of appeal against such a decision. The decision to accept of refuse an applicant will be notified to the General Assembly.
7. Full Members have all rights and obligations that are included in the NPO Law and in the Articles of Association. They pay a membership fee that will be fixed annually by the General Assembly.

Art. 3. Section 2. Associate Members

1. Anyone who is not eligible to become a Full Member but who has interest in the practice of Clean Smoke, can apply to become an Associate Member of the Association.
2. The Council will decide whether or not to accept the applicant as an Associate Member at its next meeting. At this meeting at least a majority of the Council members will be present or represented. The decision will be taken by a majority of the votes of the members of the Council present or represented. The decision to accept an applicant as an Associate Member will be notified to the General Assembly.
3. The Council can at its absolute discretion and without further motivation decide that an applicant will not be accepted as an Associate Member. There is no right of appeal against such a decision.
4. Associate Members have the rights and obligations that are included in the Articles of Association. They shall be entitled to one voting right at the General Assembly Meeting. They pay a membership fee that will be fixed annually by the General Assembly.

Art. 3. Section 3. End of membership

1. Any Member can resign from the Association at any time by giving notice in writing (by registered letter) to the Honorary Secretary of the Association. The resignation will take immediate effect following receipt of this notice.
2. The resigning member will not be entitled to any refund of membership fees already paid.

Art. 3. Section 4. Suspension of members

1. The membership of Members who have not paid their annual membership fee within a period determined by the Council, will be suspended until the non-payment has been regularised.
2. Members who do not pay their membership fee after the regularisation period has expired, will be deemed to have resigned.

Art. 3. Section 5. Exclusion of membership

1. Whenever a Member acts in violation of the Association's purposes, either the Council or at least 1/5 of all Full Members can request the termination of his/her membership. Any exclusion requires a special resolution by the Council, carrying the votes of a 2/3 majority of its members present or represented.
2. The Member whose exclusion is requested for, has the right to be heard.
3. The Council will determine the procedure for disciplinary proceedings as necessary.

Art. 3. Section 6. Rights on the assets

1. No Member can make a claim on the assets of the Association in individualist sole capacity as Member.
2. The exclusion of rights on the Association's assets is overriding at all times: for the duration of the membership, on the termination of the membership for whatever reason, on dissolving the Association, etc.

Article 4. The General Assembly**Art. 4. Section 1. The General Assembly**

1. The General Assembly consists of all Full Members and Associate Members. The Full Members are entitled to one voting right and the associate members are entitled to a consultative vote.
2. The Full Members and the Associate Members have equal voting rights.

Art. 4. Section 2. Auditors

Auditors can be present at the Annual Meeting and can address the General Assembly, when invited to do so by the President.

Art. 4. Section 3. Powers

The following exclusive powers can be exercised solely by the General Assembly:

1. the modification of the articles;
2. the nomination and the withdrawal of Council member(s);
3. the nomination and the withdrawal of the auditor(s) and fixation of his fee;
4. the discharge of the Council member(s) and auditor(s);
5. the acceptance of the budget and the accounts;
6. the dissolution of the organisation;
7. the election of the President, the President-Elect, the Vice-Presidents, Honorary Treasurer and the Honorary Secretary, upon proposal by the Council;
8. the determination of the annual membership fee for all categories of Members.

Art. 4. Section 4. Meetings

1. The Annual Meetings are held during the annual scientific meeting. The invitation hereto is sent to all Members at least 30 days prior to the date of the Annual Meeting. This invitation can be sent by e-mail or letter to the address the Member has given to the Honorary Secretary.
2. General Assembly meetings are called by the President or by at least two Members of the Council. A draft agenda will be attached to the invitation. Any matter proposed by at least two Members of the Council or by at least 1/20 of the Full Members at least 10 days prior to the meeting, will be put on the agenda.

Art. 4. Section 5. Quorum and voting

1. Decisions are made by ordinary majority of the votes of the Full Members present or represented, except when the NPO Law or the Articles of Association prescribe otherwise. When no majority can be reached, the proposal will be considered to be rejected.
2. The modification of the Articles of Association requires a deliberation by a meeting that holds a quorum of the majority of the Full Members. If this quorum is not reached, a second meeting can be convened after at least 15 days. This second meeting can deliberate in writing. For this second meeting, no quorum shall apply.
3. The decision to modify the Articles of Association has to be taken by an ordinary majority of the votes of the Full Members participating in the meeting. In the event that the first ballot receives the support of less than a majority, a second ballot can be held. When no majority can be reached, the proposal will be considered to be rejected.
4. In the event that the modification of the Articles of Association concerns the purposes for which the organisation is founded, this modification will require a majority of 2/3 of the votes of the Full Members participating in the meeting.
5. According to article 50 §3 NPO Law, any modification of the purposes or activities of the Association needs to be approved by Royal Decree. Modifications of article 4 Sections 1, 3, 4 and 5 and article 11 need to be
6. Full Members who cannot attend a meeting can be represented by another Full Member by means of a written proxy.
7. Decisions are in principle taken by general verbal assent. If needed, voting at a meeting can proceed by the raising of hands or, when requested by at least 1/3 of the Members present or represented, by way of secret ballot.
8. Voting for Officers shall take place by secret ballot (by mail or on-line).
9. Minutes will be drawn up and kept in a register of minutes and can be looked into by all Members upon first request.

Article 5. Governance and representation

Art. 5. Section 1. Composition of the Council

1. The Association will be governed by a Council composed of Council members, which are all either Full Members of the Association.
2. Applications for Council membership can be submitted.
3. The General Assembly will decide whether or not to nominate the applicants as Council members at its next meeting. At this meeting at least a majority of the Full Members will be present or represented. The decision will be taken by a majority of the votes of the Full Members present or represented.
4. The General Assembly can at its absolute discretion and without further motivation decide that an applicant will not be nominated as Council member. There is no right of appeal against such a decision.
5. The Council members are nominated for a term of 3 years by the General Assembly, deciding by ordinary majority of the votes of the Full present or represented. Their mission ends with the closure of the annual meeting. Council members are eligible for reappointment.
If a vacancy occurs on the Council by virtue of death, incapacity, retirement or otherwise, the President, subject to approval by the majority of the members of the Council, shall be entitled to select a person to fill the vacancy for the un-expired term.
6. The General Assembly elects the following Officers amongst the Council members, and this upon proposal by the Council: a President (as President-Elect), two Vice-Presidents, a Secretary and a Treasurer. They will fulfil the mission that is comprised in these functions in the way provided by the internal rules and in the manner convened at the time of their election. No person may at any time hold more than one office.
7. The Council members can be removed at any time by the General Assembly, deciding by ordinary majority of the votes of the Full present or represented. Any Council member can resign by sending a written notification of his resignation to the President. A resigning Council member is however required to continue his function after his resignation until he can reasonably be replaced.
8. The Council members are not remunerated. The reasonable costs they have in the course of the exercise of their mandate will however be compensated.
9. The presidents of the Sections, Task forces or other Committees set up by the Council, have the right to attend the Council's meetings without having the right to vote.

Art. 5. Section 2. Council: meetings, deliberations and decisions

1. The President or 3 Council members call(s) the meetings for the Council whenever required in the interests of the Association, and at least immediately before the Annual Meeting as well as at least once more each year.

2. The Council is presided by the President, or, in his/her absence, by one of the Vice-Presidents. The meeting will be held at any place in Europe, designed in the invitation. Invitations are sent at least 30 days prior to the date of the Council meeting.
3. The Council can only deliberate and decide in a valid way when a majority of its members are present or represented. Decisions are taken by an ordinary majority of the members present or represented. When no majority can be reached, the proposal will be considered to be rejected. Council Members may take part in a meeting of the Council by means of telephone conference or by any other means of communication.
4. Minutes are drawn up and signed by the President and the Secretary and kept in a register of Minutes and can be reviewed by any Member on request.
5. In exceptional circumstances, when there is urgent necessity and in the interests of the Association, a decision can be taken by unanimous written agreement of the Council members on behalf of the Council.

Art. 5. Section 3. Conflict of interest

1. In the event a Council member has, directly or indirectly, an interest of a pecuniary nature in conflict with a decision or an activity of the Council, this interest must be disclosed to the meeting before the Council takes a decision.
2. Any Council member who has a conflict of interest may be required to withdraw from the meeting and is not entitled to vote on any matter in which he/she has an interest of pecuniary nature.
3. The procedure mentioned above is not applicable to standard transactions under the conditions and against the guaranties common on the market for similar transactions.

Art. 5. Section 4. Internal governance – Restrictions

1. The Council is entitled to make any transactions and to take all decisions related to internal governance that are necessary or useful for the realisation of the purpose of the Association.
2. Notwithstanding the obligations that come forth from collegiate governance, i.e. consultation and control, the Council members can divide these managerial powers between them. This division of powers cannot bind third parties– not even when made public. Acts in breach of this internal agreement entail the internal liability of all Council members concerned.
3. The Council can delegate a part of its managerial powers to one or more third parties who are not Council members. This delegation of power cannot concern the general management of the Association or the general powers of the Council.

Art. 5. Section 5. External representation

1. The Council represents the Association in every transaction it makes in and out of Court, by the majority of its members.

2. Notwithstanding the general representative power of the Council, the Association can be represented as well by the President and one other Council member acting jointly.
3. The Council or the Council members representing the Association can designate authorised agents of the Association, acting by proxy. Only exceptional and limited powers for a specific or a series of specific legal actions are permitted. The authorised agents bind the Association within the scope of their mandate, the limitations of which bind third parties in accordance with the rules of agency.

Art. 5. Section 6. Publication requirements

The nomination of the members of the Council and of the persons authorised to represent the Association and the termination of their function are made public by means of deposit in the organisation's file at the registry of the court of commerce, and by means of an extract of which is to be published in the Belgian State Gazette. From these documents it should in any case be clear whether the persons that represent the NPO in matters of daily management, bind the Association either each separately, collectively, or as a board as well as the scope of their powers.

Article 6. Daily management

1. The daily management of the Association internally as well as externally can be delegated by the Council to the Secretary.
2. The persons in charge of the daily management cannot take decisions or legal actions concerning the representation of the Association within the scope of the daily management of transactions that exceed the value of € 10.000 without the fiat of two Council members. These restrictions of powers cannot bind third parties, not even when made public. Acts in breach of these internal restrictions may be considered the personal responsibility of the Council members concerned.
3. In the absence of legal provisions defining the scope of "daily management", actions of daily management are considered as all actions that need to be done on a day to day basis in order to ensure the normal functioning of the Association and that for reason of their minor importance as well as for reason of the necessity to take an immediate decision, do not require the interference of the Council or make such interference not advantageous.
4. The appointment of those persons empowered with the daily management and the termination of their function are made public by means of deposit in the organisation's file at the registry of the court of commerce, and by means of an extract published in the Belgian State Gazette. From these documents it should be made clear whether the persons that represent the Association in matters of daily management bind the Association either each separately, collectively, or as a board as well as the scope of their powers.

Article 7. Liability of the Council members and the Secretary

1. The Council members and members of the Executive Committee are not personally liable for the obligations of the Association.

2. Toward the Association and towards third parties, their liability is limited to the accomplishment of their duties in accordance with common law, the legal provisions and the provisions in the Articles of Association. They are liable for the shortcomings in their (daily) management.

Article 8. Committees – Sections – Task Forces

The Council can establish Committees, Sections and Task Forces the composition and functioning of which is set out in the internal rules.

Article 9. Control by an auditor

1. The designation of an auditor is not mandatory as long as the Association does not exceed the amounts mentioned in article 53, §5 NPO Law.
2. As soon as the Association exceeds these threshold amounts, an auditor is charged with the control of the financial situation, of the balance sheet and of the regularity of the transactions. This auditor is nominated by the General Assembly out of the members of the Institution for Company Revisers for a period of 3 years. The General Assembly agrees with the fees of the auditor.

Article 10. Financing and accountancy

Art. 10. Section 1. Financing

1. The organisation will be financed by way of subsidies, allowances, gifts, contributions, donations, legacies and other provisions made in last wills and testaments, given for the general purposes of the organisation as well as for the support of a specific project.
2. The organisation can also collect funding by any other means that are not in violation with the legal requirements.

Art. 10. Section 2. Accountancy

1. The financial year starts 1 January and ends 31 December.
2. The accounts shall be kept in accordance with the provisions of article 53 NPO Law and the implementation decrees.
3. The balance sheet is deposited in the organisation's file at the registry of the court of commerce in accordance with the relevant provisions of article 51 NPO Law. In so far it is required, the balance sheet is also deposited at the Belgian National Bank.
4. The Council puts the balance sheet of the previous financial year as well as a draft budget down for approval at the General Assembly.

Article 11. Dissolution

1. The General Assembly may be summoned by the Council or by at least 1/5 of all Members to discuss a proposal concerning the dissolution of the organisation. The notification and the agenda are made in accordance with the relevant provisions of article 4, section 4 of these Articles of Association.
2. The deliberation and decision concerning the dissolution requires the quorum and the majority put forward in article 4, section 5 of these Articles of Association. As soon as the decision is taken to dissolve the Association, the organisation must always declare that it is an "AISBL in dissolution" in accordance with article 57 NPO Law.
3. In the event that the proposal concerning the dissolution of the organisation is accepted, the General Assembly will designate one or more liquidators.
4. In the event of the dissolution and liquidation of the organisation, an extraordinary meeting of the General Assembly will determine the allocation of any remaining assets of the Association. These assets must be allocated to another NPO with a similar or connected purpose, operational in Belgium.
5. All decisions concerning the dissolution, the liquidation requirements, the nomination and the termination of office of the liquidators, the closure of the liquidation and the distribution of the assets of the organisation will be deposited at the registry and published in the Annexes of the Belgian State Gazette in accordance with the relevant provisions of article 51 of the NPO Law and the relevant implementation decrees.

Article 12. Language

1. The Association's language for official purposes is French, while the Association's formal working language is English. The use of any other language is permitted, provided that the member who uses the said language arranges for interpretation, preferably simultaneous interpretation, into the working language.
2. In case of a difference of interpretation of any provision, the French version will prevail.

Article 13. Miscellaneous

All matters not stipulated in these Articles of Association, including the publications in the Appendices of the Belgian State Gazette, shall be governed in accordance with the provisions of section III of the Belgian Act of 27 June 1921 on international not-for-profit associations and foundations, as altered by the Act of 2 May 2002.