

Central Labelling Agency for the Belgian SRI label (CLA)

Non-profit organisation

19 Avenue du Roi Albert II, 1210 Brussels (Belgium)

Company registration number: 0730.567.475

RPR (Brussels, Dutch-speaking division)

Articles of Association¹

I. LEGAL FORM – NAME – REGISTERED OFFICE – PURPOSE

Artikel 1. Legal form – Name

The association is a non-profit organisation within the meaning of the Companies and Associations Act (the “WVV”).

The association bears the name “**Central Labelling Agency of the Belgian SRI label**”, abbreviated to CLA. In addition, the name “**Towards Sustainability Labelling Agency (CLA)**” may also be used.

This name must appear in all deeds, invoices, notices, announcements, letters, orders and other documents issued by the association, immediately preceded or followed by the words “non-profit association” or by the abbreviation “VZW”, with precise indication of the address of the association’s registered office.

Artikel 2. Registered Office

The association’s registered office is situated in the Brussels-Capital Region, Avenue du Roi Albert II 19, 1210 Brussels.

The Board of Directors is authorised to relocate the registered office to any location within the Brussels-Capital Region and to fulfil the associated disclosure requirements.

Artikel 3. Duration

The association is established for an indefinite period.

¹ Amended in accordance with the amendments to the Articles of Association approved at the Extraordinary General Meetings of 18 October 2019 and 8 December 2023.

This is an unofficial English translation of the Dutch articles of association of CLA. Only the Dutch version has legal force. In the event of any discrepancy between this translation and the Dutch original, the Dutch version shall prevail.



Artikel 4. Purpose – Activities

The association's objective is, in general, to substantially increase the impact and scale of sustainable saving and investing, whilst at the same time significantly enhancing the quality of sustainable saving and investing, by, amongst other things:

- a) providing information on sustainable saving and investing to retail and institutional savers and investors;
- b) promoting sustainable saving and investing amongst private and institutional savers and investors, as well as amongst policymakers at national and European level;
- c) raising awareness amongst retail and institutional savers and investors regarding the social impact of saving and investing;
- d) to improve qualitative transparency by providing clear and standardised information on the options and policies relating to sustainable savings and investment products and services, and by collecting and making available representative figures on the scale of sustainable saving and investing in Belgium;
- e) to establish a shared understanding of the minimum qualitative requirements for sustainable saving and investing, thereby setting a minimum quality standard for sustainable savings and investment products, and to evaluate and update the implementation of this standard at regular intervals;
- f) to encourage the use of this minimum quality standard;
- g) to support research into the financial impact and added value of integrating sustainability criteria into the policies governing sustainable savings and investment products and savings and investment services;
- h) to bring together all relevant parties involved in the management, supply, demand and research relating to sustainable saving and investment on a regular basis, with a view to clarifying and stimulating market demand for sustainable saving and investment.

The association may provide any form of cooperation with, and participate in any way in, associations, companies or institutions at Belgian, European or international level which have a similar or related objective or which may contribute to the achievement or further development of its objective. It may also assume directorships, liquidation mandates or other mandates in all companies, associations or other forms of cooperation.

The association may, in general, both in Belgium and abroad, undertake all activities that are directly or indirectly related to, or may contribute to, the realisation of the aforementioned non-profit objectives, including commercial and profit-making activities, the proceeds of which shall at all times be allocated exclusively to the realisation of the non-profit objectives.

II. MEMBERS

Artikel 5. Effective members

Effective members are natural persons and/or legal entities.



The Board of Directors decides, at its own discretion and without having to provide specific reasons, on admission as an effective member.

The Board of Directors may decide that effective members shall be liable to pay a membership fee, which shall be set annually by the Board of Directors and shall not exceed 500,000 EUR.

Artikel 6. Adherent members

Any natural or legal person who supports the statutory purpose and is prepared to comply with the Articles of Association may apply to join as an adherent member.

The Board of Directors decides on acceptance as an adherent member.

The Board of Directors may decide that adherent members shall be liable to pay a membership fee, which shall be determined annually by the Board of Directors and shall not exceed 250,000 EUR per year.

Artikel 7. Members – rights

All effective members have the right to vote at the General Meeting. Effective members also have all the rights and obligations conferred upon them by the WVV and these Articles of Association.

Adherent members do not have the right to vote at the General Meeting. They may attend the General Meeting in an advisory capacity. Adherent members have only the rights and obligations set out in these Articles of Association.

Artikel 8. Register of Members

The Board of Directors shall keep a register of effective and adherent members at the registered office. The register may be kept in electronic form. This register shall state the surname, first names and place of residence of the members or, in the case of a legal person, the name, legal form and address of the registered office. Furthermore, all decisions concerning the admission, resignation or expulsion of members must be entered in that register within eight days of the decision being notified. Effective members may inspect the register of members at the association's registered office.

Artikel 9. Resignation – Suspension – Expulsion

Any member may resign from the association at any time by sending a letter or an email to the Chair of the Board of Directors.

An effective or adherent member who resigns is obliged to pay the membership fee due for the year in which the resignation takes effect.

An effective member may be expelled by a resolution of the General Meeting. The expulsion of an effective member must be stated in the notice convening the General Meeting and must be approved by a two-thirds majority of the votes cast by the effective members present or represented.



The effective member whose termination of membership is proposed has the right to be heard by the General Meeting.

An associate member who acts contrary to the objectives of the association may be expelled by a resolution of the Board of Directors.

An effective member or an adherent member who resigns or is expelled shall have no claim to the association's assets.

Artikel 10. Members' rights in relation to the association's assets

No member may assert or exercise any claim to the association's assets by virtue of their membership alone.

III. GENERAL MEETING

Artikel 11. General Meeting – Composition

The General Meeting consists of the effective members. Adherent members may attend the General Meeting in an advisory capacity.

Artikel 12. General Meeting – Voting rights

All effective members have equal voting rights. Each effective member has one vote.

Artikel 13. General Meeting – Chair

The General Meeting is chaired by the Chair of the Board of Directors or, in their absence, by the most senior of the directors present.

Artikel 14. General Meeting – Powers

The following powers may be exercised exclusively by the General Meeting:

1. amending the Articles of Association;
2. the appointment and removal of directors and, where applicable, the determination of their remuneration;
3. the appointment and removal of the auditor and the determination of their remuneration;
4. granting discharge to the directors and the auditor, as well as, where applicable, bringing a claim on behalf of the association against the directors and the auditor;
5. the approval of the budget and the annual accounts;
6. the dissolution of the association;
7. the admission and expulsion of an effective member;
8. the conversion of the association into a non-profit organisation (IVZW), a cooperative recognised as a social enterprise, or a recognised social enterprise cooperative;
9. the making or acceptance of a contribution in kind of a general nature;
10. all other powers reserved for the General Meeting under the WVV or the Articles of Association.



Artikel 15. General Meeting – Meetings

The Annual General Meeting shall be held during the month of April at the registered office or at any other venue specified in the notice of meeting.

The General Meeting is convened by the Chair or by at least two directors. Furthermore, the Chair must convene the General Meeting within twenty-one (21) days if one-fifth of the effective members so request. In that case, the General Meeting shall be held no later than the fortieth day following such a request.

The notice of meeting shall be sent to all effective and adherent members, directors and supervisory directors at least fifteen days prior to the date of the General Meeting, in any form whatsoever. The notice of meeting shall include the agenda for the General Meeting.

Any effective member may be represented at the General Meeting by a proxy, who must necessarily be another effective member or a director.

Artikel 16. General Meeting – Quorum and Voting

Unless otherwise provided for in the WVV or in these Articles of Association, the General Meeting may validly deliberate and pass resolutions regardless of the number of effective members present or represented, and the General Meeting may only adopt a resolution if it is approved by a simple majority of the votes cast by the effective members present or represented. Abstentions, blank votes or invalid votes shall not be counted when calculating the majority.

An amendment to the Articles of Association requires deliberation at a meeting at which a quorum of two-thirds of the working members is present or represented. If, at the first meeting, fewer than two-thirds of the effective members are present or represented, a second meeting may be convened which may validly deliberate and decide, as well as adopt the amendments, by the majorities specified below. There must be at least fifteen days between the first and second meetings. An amendment to the Articles of Association must be approved by two-thirds and, in the case of an amendment to the association's object, four-fifths of the votes of the effective members present or represented, with abstentions not being counted in either the numerator or the denominator.

In the event of a tie, the Chair shall have the casting vote.

Artikel 17. General Meeting – Minutes

Minutes shall be drawn up of the meetings of the General Meeting. The minutes shall be kept in a register of minutes which is available for inspection by effective members, who must exercise their right of inspection in accordance with the procedures laid down in the WVV.



IV. BOARD OF DIRECTORS

Artikel 18. Board of Directors – Composition

The association is governed by a Board of Directors, with at least half of the directors being independent of the financial sector (the **“Independent Directors”**) and the other directors being appointed on the basis of their affinity with the financial sector (**“Directors – Representatives of the Financial Sector”**). The number of Directors – Representatives of the Financial Sector shall therefore not exceed the number of Independent Directors.

The group of Independent Directors and the group of Directors – Representatives of the Financial Sector are hereinafter also referred to individually as a **“Group of Directors”**.

Directors are appointed for a renewable term of two (2) years, which may be renewed twice, subject to exceptions to be determined by the General Meeting.

The Board of Directors appoints a Chairman from among the Independent Directors. They perform the duties assigned to them by the Board of Directors and the Articles of Association.

The General Meeting may remove a director from office at any time. A director may resign by giving notice by post or email to the Chair of the Board of Directors. In the event that the resignation of a director results in there being fewer directors than the statutory minimum, the resigning director is obliged, following their resignation, to continue to fulfil their duties until, excluding the resigning director, the statutory minimum number of directors is once again met.

The directors shall perform their duties without remuneration, unless the General Meeting decides otherwise. They shall be reimbursed for any expenses incurred in the interests of and on behalf of the association in the course of performing their duties as directors.

Artikel 19. Board of Directors – Meetings, deliberations and decisions

The Board of Directors shall meet, upon convocation by its Chair, whenever the interests of the association so require, as well as at the request of any two directors.

The Board of Directors is chaired by its Chair or, in their absence, by the most senior of the Independent Directors present. The meeting is held at the association’s registered office or at any other venue specified in the notice of meeting.

The Board of Directors may only deliberate and take decisions if at least two Directors – Representatives of the Financial Sector and at least two Independent Directors are present or represented. Each director has one vote. Resolutions are passed by a simple majority of the votes cast by the directors present or represented, including at least half of the votes cast by the directors present or represented within each Group of Directors. Abstentions, blank votes or invalid votes are not counted when calculating the



majority. In the event of a tie, the director chairing the meeting shall have the casting vote, unless the Board of Directors consists of only two members.

A director who, in a decision to be taken by or a transaction subject to the approval of the Board of Directors, has a direct or indirect financial interest that conflicts with the interests of the company, except where these relate to customary transactions taking place under the terms and with the safeguards that are customary in the market for similar transactions, is obliged to inform the other directors thereof before the Board of Directors takes a decision. The director with the conflict of interest may not take part in the Board of Directors' deliberations on these decisions or transactions, nor in the vote in that regard. Their statement and explanation regarding the nature of this conflict of interest shall be recorded in the minutes of the meeting of the Board of Directors at which the decision is to be taken. If the association is required to appoint a statutory auditor, the director concerned shall inform the statutory auditor of the conflict of interest. In that case, the Board of Directors must also describe the nature of the decision or transaction in the minutes, justify the decision taken and state its financial consequences for the association.

The Board of Directors may deliberate by video or telephone conference, provided that all participants are able to express themselves and are audible to all other participants.

Any director may grant a proxy to another director belonging to the same Group of Directors to take part in the deliberations and the vote. However, a director may not represent more than one other director during a meeting of the Board of Directors.

Resolutions of the Board of Directors may be adopted by a unanimous written resolution of all directors.

Artikel 20. Minutes of the Board of Directors

Minutes shall be drawn up of the meetings of the Board of Directors; they shall be signed by the Chairman of the Board of Directors and those directors who so request. The minutes shall be kept in a register of minutes which is available for inspection by the executive members, who must exercise their right of inspection in accordance with the procedures laid down in the WVV.

Artikel 21. Powers – Internal management – Restrictions

The Board of Directors is authorised to carry out all acts of internal management that are necessary or expedient for the realisation of the association's object, with the exception of those acts for which, under the WVV or the Articles of Association, the General Meeting has exclusive authority.

The Board of Directors may delegate part of its management powers, by virtue of a special power of attorney, to one or more other persons, who may or may not be directors, provided that such delegation does not relate to the general policy of the association or the general management powers of the Board of Directors.



V. REPRESENTATION

Artikel 22. General power of representation

The Board of Directors, acting as a body, represents the association in all legal and extrajudicial matters. It represents the association through a majority of its members.

Without prejudice to the general power of representation of the Board of Directors as a body, the association is also represented in and out of court by two directors acting jointly.

Within the limits of the day-to-day management as referred to in Article 24, the association is validly represented by the person(s) authorised to carry out day-to-day management acting alone or by the person(s) authorised by them for that purpose.

The Board of Directors or the directors authorised to represent the association may also appoint special agents. Only special and limited powers of attorney for specific legal acts or a series of specific legal acts are permitted. These special agents bind the association only within the limits of the power of attorney granted to them.

In all documents binding the association, the capacity in which the person representing the association is acting must be stated immediately before or after their signature.

Artikel 23. Board of Directors – Disclosure Requirements

The appointment of the members of the Board of Directors and of the persons authorised to represent the association, as well as the termination of their terms of office, shall be disclosed in accordance with the provisions of the WVV.

Any member of the Board of Directors and the managing director may elect to have their place of residence at the association's registered office for all matters relating to the exercise of their mandate.

VI. DAY-TO-DAY MANAGEMENT

Artikel 24. Day-to-day management

The Board of Directors may delegate the day-to-day management of the association, as well as its external representation in relation to that day-to-day management, to one or more persons, whether or not they are members or directors.

Should this option be exercised, the Board of Directors shall determine whether these persons may act individually, jointly or as a body, both with regard to internal day-to-day management and the power to represent the organisation externally in relation to that day-to-day management.

The appointment of the persons responsible for day-to-day management and the termination of their office shall be made public in accordance with the provisions of the WVV.



VII. LIABILITY OF DIRECTORS AND PERSONS RESPONSIBLE FOR DAY-TO-DAY MANAGEMENT

Artikel 25. Board of Directors – Liability of the directors and managing director(s)

The directors and executive directors are not personally liable for the association's obligations.

VIII. SECTIONS, COMMITTEES AND WORKING GROUPS

Artikel 26. Sections, Committees and Working Groups

The Board of Directors may, under its own responsibility, establish special sections, section meetings, committees or working groups, by whatever name, and entrust them with specific matters, taking into account the restrictions imposed by the Articles of Association on the delegation of powers, the representation of the association and the granting of powers of attorney.

The Board of Directors may, under its own responsibility, establish an Eligibility Commission and, amongst other things, entrust it with the task of advising the Board of Directors, based on the auditor's evaluation reports, on whether or not to award the quality label to an applicant.

The Board of Directors may, under its own responsibility, establish an Advisory Commission and, amongst other things, entrust it with the task of advising the Board of Directors on (any amendments to) the content of the quality standard, as well as on the accreditation of independent verifiers.

Artikel 27. Composition, powers and functioning

The Board of Directors shall determine the composition, powers and functioning of the special divisions, divisional meetings, committees and working groups which it establishes.

The Board of Directors shall, where applicable, determine the composition, powers, functioning and tasks of the Eligibility Commission and the Advisory Commission in internal regulations, in accordance with Article 31 of these Articles of Association.

IX. FINANCIAL YEAR – FUNDING – ACCOUNTING – RESERVE FUND

Artikel 28. Auditor

The audit of the association's financial position, the annual accounts and the regularity of transactions in accordance with the WVV and these Articles of Association shall be entrusted to one or more auditors where there is a statutory obligation to do so. They shall be appointed by the General Meeting from among the members, whether natural or legal persons, of the Institute of Auditors.



Artikel 29. Funding and accounting

The association may be financed, amongst other things, by subsidies, grants, gifts, contributions, donations, bequests and other provisions in last wills and testaments, made both to support the general objectives of the association and to support a specific project.

In addition, the association may raise funds by any other means that does not contravene the law.

The financial year begins on 1 January and ends on 31 December.

The accounts are kept in accordance with the provisions and procedures set out in the WVV.

The annual accounts are drawn up and published in accordance with the provisions of the WVV.

The Board of Directors submits the annual accounts for the preceding financial year, together with a draft budget, to the Annual General Meeting for approval.

X. DISSOLUTION AND WINDING UP

Artikel 30. Dissolution and liquidation

The General Meeting shall decide on the dissolution of the association.

The General Meeting may only deliberate on and decide upon the dissolution of the association in accordance with the quorum and majority requirements set out for an amendment to the association's object. From the date of the decision to dissolve, the association shall at all times state that it is acting as a *"non-profit organisation in liquidation"*.

If the proposal for dissolution is approved, the General Meeting shall appoint one or more liquidators, whose terms of reference it shall define in accordance with the provisions of the WVV.

In the event of dissolution and liquidation, the General Meeting shall decide on the allocation of the association's assets. In any event, the assets may only be transferred to another non-profit association with a similar or related purpose.

All decisions concerning the dissolution, the terms of liquidation, the appointment and removal of the liquidators, the conclusion of the liquidation and the allocation of the assets shall be published in accordance with the provisions of the WVV.



XI. RULES OF PROCEDURE – INTERNAL REGULATIONS

Artikel 31. Internal Rules of Procedure and Internal Regulations

The General Meeting or, within the scope of its powers, the Board of Directors, may supplement or further specify the Articles of Association by means of internal rules of procedure or, for specific matters, internal regulations.

The Board of Directors shall ensure that the internal rules of procedure and any internal regulations are brought to the attention of the full members.

XII. FINAL PROVISIONS

For anything not expressly provided for in these Articles of Association, the internal rules of procedure or any internal regulations, reference is made to the provisions of the WVV.

