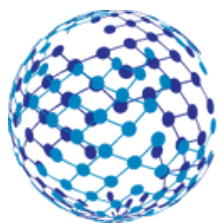


ARTICLES OF ASSOCIATION



Practitioners' Network
for European Development Cooperation

INTERNATIONAL NON-PROFIT ASSOCIATION

Coordinated text of the articles of the
international non-profit association
**“Réseau de Praticiens pour la
Coopération Européenne au
Développement”**

at Square de Meeûs 38-40, B-1000 Brussels,
Brussels Trade & Companies Register

following the amendment of the Articles of
Association dated 23 April 2025

BACKGROUND

(In accordance with article 2:8, §1 of the Companies and Associations Code)

INSTRUMENT OF INCORPORATION:

The company was established by deed received by notary Tim Carnewal, in Brussels, on November 27, 2024, and filed for publication in the Annexes of the Belgian Official Gazette.

The Articles of Association were amended for the first time by resolution of the General Meeting dated 23 April 2025.

ARTICLES OF ASSOCIATION COORDINATED ON 23 APRIL 2025

SECTION 1: LEGAL FORM – NAME – REGISTERED OFFICE – OBJECT TERM–VARIA

Article 1: Name and legal form

- 1.1. The association is established as an international non-profit association (hereafter "**INPA**").
- 1.2. The INPA is established under the name "**Practitioners' Network for European Development Cooperation**".

Article 2: Registered office

- 2.1. The registered office of the INPA is located in the Brussels Region, Belgium.
- 2.2. The Steering Committee of the INPA (hereafter the "**Steering Committee**") is authorised to transfer the registered office of the INPA within Belgium to the extent that the transfer does not require a change in the language of these Articles of Association by the applicable language legislation. This decision does not require an amendment of the Articles of Association.
- 2.3. If, as a result of the transfer of the registered office, the language of the Articles of Association has to be changed, only the General Assembly can take this decision taking into account the requirements for an amendment to the Articles of Association.

Article 3: Disinterested purpose of international utility and object

- 3.1. The INPA pursues the following purpose(s):
To provide an open platform for exchange, coordination and harmonisation between European development cooperation organisations with a public service mission.
- 3.2. The object of the INPA is to contribute to coherence within the European donor community and, at the same time, benefit from the wide range of organisations active in this field to encourage an integrated, pluralistic and innovative approach to European development cooperation, implemented as efficiently as possible.
The INPA aims to strengthen cooperation, links and complementarity between European development players with a public service mission, creating opportunities for cooperation and synergies at the implementation level. It enables the exchange of information and experience between practitioners and provides feedback on European development policies from a practitioners' perspective while enhancing the visibility of its members.
The INPA has the full legal capacity to perform all acts and transactions directly or indirectly relating to its purpose and object or which would be of such a nature as to facilitate, directly or indirectly, the realization of all or part of that object.

Article 4: Term

The INPA is established for an indefinite term and can be dissolved at any time by the applicable law.

Article 5: Internal regulations

- 5.1. Internal regulations (hereafter referred to as the "**Internal Regulations**") may be drawn up by the Steering Committee and submitted to the General Assembly for approval. Amendments to the Internal Regulations may be made by the Steering Committee, as the case may be following a proposal of the General Assembly, which then submits them to the General Assembly for approval.
- 5.2. The Internal Regulations are binding for the members of the INPA. A copy of the Internal Regulations shall be sent to and signed by each member.
- 5.3. The Internal Regulations shall be in addition to the Articles of Association. The Internal Regulations shall not modify the Articles of Association in any way. In the event of any conflict between the Internal Regulations and the Articles of Association, the Articles of Association shall prevail. The Internal Regulations together with the Articles of Association of the INPA shall form the "Charter" of the INPA.
- 5.4. The most recently approved Internal Regulations date from 23 April 2025.

Article 6: Organs of the INPA

- 6.1. The organs of the INPA are:
 - The General Assembly, as described in Section 3 of the Articles of Association;
 - The Steering Committee, as described in Section 4 of the Articles of Association;
 - The President, as described in Section 5 of the Articles of Association;

- The Troika, as described in Section 5 of the Articles of Association;
 - Working Groups.
- 6.2. In addition to the organs, the INPA also has a Coordination which supports the organs in their functioning.

SECTION 2: MEMBERSHIP

Article 7: Members

- 7.1. There are at least two full members.
- 7.2. The INPA has two categories of members:
- 7.2.1. Full members, which membership is open to all national European entities that meet all of the following cumulative criteria:
- i. having a public service mission in development cooperation as a core activity, and
 - ii. implementing European or bilateral development cooperation, and
 - iii. agreeing to the objectives, values and commitments of the INPA, as stipulated in the Charter, and
 - iv. being prepared to participate in and contribute to the INPA's activities, and
 - v. being pillar-assessed by the European Commission.
- 7.2.2. Associate members, whose membership is open to all European entities with a public service mission in development cooperation as core activity which implement EU or bilateral development cooperation, which agree to the objectives, values and commitments of the INPA, as stipulated in the Charter and to which one of the following criteria apply:
- i. is in the process of being pillar-assessed by the European Commission, or
 - ii. representing a European state without a national development cooperation agency. If the latter is accepted as an associate member, they can be represented either by a CODEV delegate or their operational branch at the Ministry of Foreign Affairs or other relevant line Ministry.
- 7.3. A register of members shall be kept at the registered office of the INPA or will be held in electronic form.
- 7.4. Members have all the rights and obligations set out and described in the applicable law and in the Charter.
- 7.5. Under no circumstances are members liable for the INPA's commitments.

Article 8: Observers

Participation in the INPA as an observer can be granted to all European Institutions.

An institution can obtain observer status by submitting a written application to the INPA and after having been admitted by the INPA.

Article 9: Admission as a member or observer

- 9.1. Any candidate member *casu quo* candidate observer meeting the criteria outlined in Article 7.2 *casu quo* Article 8 of these Articles of Association, may submit to the INPA a written application to become a (full or associate) member *casu quo* observer.
- 9.2. Candidate members *casu quo* candidate observers shall address their request to become a member *casu quo* observer of the INPA to the INPA Coordination ("Coordination"), to the attention of the President, along with the following documentation:
- i. a copy of the articles of association (or similar) of the candidate member/observer;
 - ii. the name and details of a contact person of the candidate member/observer;
 - iii. a brief memorandum about the candidate member/observer; and
 - iv. a statement certifying the fulfilment of the applicable membership/observer ship criteria, agreeing to subscribe to the Charter, and explaining how the candidate member/observer plans to contribute to and benefit from the INPA.
- 9.3. The INPA Coordination and the Steering Committee verify the applicant's eligibility.
- 9.4. At the next meeting of the Steering Committee, the Steering Committee must decide in relation to the acceptance of the candidate member/observer. The Steering Committee may decide based on the membership *casu quo* observership criteria enshrined in article 7.2 *casu quo* Article 8 of these Articles of Association on the acceptance of the candidate member/observer as a full or associate member or observer of the INPA.
- 9.5. The INPA Coordination shall inform the candidate of the response to his request in writing.

Article 10: Membership fee

- 10.1. Members pay an annual membership fee to the INPA.
- 10.2. The different levels of membership fees are set out in the Internal Regulations.

Article 11: Resignation and termination of membership

- 11.1. A member may resign by sending an official letter to the INPA Coordination, to the attention of the President. Resignation is effective at the end of each financial year.
- 11.2. Membership terminates automatically upon the (judicial) dissolution of the member.
- 11.3. A member who resigns shall remain liable for any debts it may have to the INPA, including membership fees for the current financial year.
- 11.4. A resigning member has no claim to the INPA's property and cannot reclaim their contribution, or any other contributions paid.

Article 12: Suspension of membership

- 12.1. The membership, including voting rights, of members who do not pay their membership fee for the current financial year within the specified period shall be suspended following a written reminder to regularise the situation, from the first day of the month following the date of sending the reminder.
- 12.2. Members who fail to pay their membership fee by the end of the respective financial year shall be deemed to be resigning.

Article 13: Exclusion of membership

- 13.1. A member may, at any time, on the proposal of the Steering Committee, be excluded by a special resolution of the General Assembly, for a lawful reason as well as because of one or more of the following reasons:
 - the member concerned no longer fulfils the membership criteria;
 - the member concerned is acting contrary to the proper functioning and purpose of the INPA;
 - the member concerned is in serious violation of the Charter;
 - the member concerned acts in a manner inconsistent with the good name of the INPA.
- 13.2. The proposal of exclusion shall be sent to each member at least one month before the date of the meeting of the General Assembly at which the exclusion is to be discussed.
- 13.3. The member whose exclusion is sought, has the right to be heard at the meeting of the General Assembly. The member also can submit their comments in writing and within 15 days prior to the meeting of the General Assembly or the Steering Committee as the case may be after the proposal for their exclusion has been communicated to them.
- 13.4. The exclusion of members can only be pronounced by the General Assembly in accordance with the provisions of article 16. The member concerned may not take part in the vote. No disciplinary meaning or value judgment can be attached to this decision of the General Assembly.
- 13.5. The Steering Committee shall communicate the exclusion decision to the member concerned in writing within 5 days after the meeting of the General Assembly.
- 13.6. Exclusion becomes effective on the date the General Assembly's decision is notified to the member concerned in accordance with Article 13.5 or any other date indicated by the General Assembly.
- 13.7. An excluded member shall remain liable for any debts it may have to the INPA, including membership fees for the current financial year.
- 13.8. An excluded member has no claim to the INPA's property and cannot reclaim his contribution, or any other contributions paid.

SECTION 3: GENERAL ASSEMBLY OF MEMBERS

Article 14: Composition

- 14.1. The General Assembly shall consist of all full members.
- 14.2. All full members have equal voting rights. Each full member shall have one vote.
- 14.3. Associate members and observers may be invited to attend the meetings of the General Assembly but do not have voting rights and shall not be counted to determine whether a quorum is met.

Article 15: Powers

- 15.1. The General Assembly shall exercise the powers conferred on it by law and these Articles of Association.
- 15.2. The following powers belong exclusively to the competence of the General Assembly:
1. the amendment of the Articles of Association;
 2. the amendment to the Internal Regulations;
 3. the appointment and dismissal of the members of the Steering Committee and the President;
 4. the discharge of the members of the Steering Committee and, if applicable, the statutory auditor;
 5. the approval of the annual accounts and the budget;
 6. the dissolution of the INPA;
 7. the exclusion of full, observer and associate members;
 8. definition of the criteria for the full, observer and associate members;
 9. identification and endorsement of strategic priorities to be addressed by the INPA, implemented by the Steering Committee and the thematic working groups with the support of the INPA Coordination;
 10. endorsement, of the activities conducted during the year by the INPA, including the thematic working groups and possibly other fora;
 11. the establishment of branches in Belgium or abroad;
 12. decision on the need to appoint or dismiss external statutory auditors for the next financial statements;
 13. determination of membership fee levels;
 14. all other cases where Belgian law or the Articles of Association so require.

Article 16: Organisation and convening of the General Assembly

- 16.1. The President convenes the General Assembly at least once a year, at the latest within six months of the close of the financial year (Annual Meeting of the General Assembly).
- 16.2. Prior to a General Assembly meeting, members shall inform the INPA Coordination of the name(s) of their representative(s) who will be attending the meeting.
- 16.3. The meetings of the General Assembly will be held on the date and place mentioned in the convocation notice.
- 16.4. The President and, if applicable, the statutory auditor, shall convene the General Assembly in the cases provided for by law and these Articles of Association, and also whenever the interest of the INPA so requires or whenever at least one-fifth of the full members or the President so requests.
- 16.5. The convocation notice of a meeting, containing the agenda, date and place of the meeting, shall be sent at least 6 weeks prior to the date of the General Assembly meeting. In urgent cases, this period can be shortened to 2 weeks.
- 16.6. Convocation notices may be sent by written means.
- 16.7. When a proposal to amend the Articles of Association or the Internal Regulations is on the agenda of a General Assembly meeting, the notice of convocation must include a description of the proposed amendment(s) and its (their) purpose(s).
- 16.8. Proposals that are not on the agenda cannot be dealt with unless all full members who are present or represented unanimously approve thereof and, in case of representation, provided that the proxies expressly state so.
- 16.9. The notice of the meetings of the General Assembly shall include, where applicable, a clear and precise description of the procedures relating to remote participation. If the INPA has a website, those procedures shall be made accessible to those entitled to participate in the meeting of the General Assembly on the INPA's website.
- 16.10. The members shall be sent a copy of all background documents at the latest 2 weeks before the meeting of the General Assembly.
- 16.11. If needed, a General Assembly meeting can also be held online. The General Assembly is entitled to make decisions by teleconference, videoconference or any equivalent means. Such decisions are subject to the same rules as regular (physical) meetings.
- 16.12. Any member may waive notice of the meeting and will be considered regularly convened if

present or represented at the meeting.

Article 17: Deliberations and decisions

- 17.1. The General Assembly is validly constituted and can take decisions if at least two-thirds of the full members are present or duly represented, each full member having one vote. In case less than two-thirds of the full members are present or represented at the meeting, a second notice is required. The subsequent meeting shall then deliberate and decide validly regardless of the number of full members present or represented at that meeting. The second meeting may not be held within 15 days following the first meeting.
- 17.2. When a full member is unable to attend the General Assembly, it may delegate its vote in writing to another full member; if so, the member unable to attend should inform the President and Coordination. A full member cannot represent more than one other full member.
- 17.3. A proxy granted remains valid for any subsequent meeting of the General Assembly to the extent that the same agenda items are dealt with thereon unless the delegating member would no longer be a full member of the INPA or is able to represent themselves this time.
- 17.4. Except where applicable law or the Articles of Association provides otherwise, a decision shall be adopted by a simple majority of the full members present or duly represented at the General Assembly.
- 17.5. Notwithstanding article 17.4, the following decisions require a majority of at least two-thirds of the full members present or duly represented:
 - amendment of the object or non-profit purpose of the INPA
 - amendment of the Internal Regulations
 - amendment of the Articles of Association
 - exclusion of a member
 - dissolution of the INPA.
- 17.6. An amendment of the Articles of Association which modifies the exact description of the non-profit purpose pursued by the INPA and of its activities requires approval by royal decree.
- 17.7. For the calculation of the simple and special majorities referred to above, abstentions shall not be included in either the numerator or the denominator.

Article 18: Written resolutions

- 18.1. The full members may unanimously adopt in writing all resolutions falling within the competence of the General Assembly, with the exceptions of amendments to the Articles of Association. If the written procedure is followed, the formalities for convening a meeting need not be fulfilled. The members of the Steering Committee, and, where applicable, the statutory auditor, may take note of such resolutions at their request.
- 18.2. Decisions adopted by means of written resolutions shall be circulated to all full members, and if necessary to associate members and observers for information purposes only.

Article 19: Minutes

The decisions of the General Assembly shall be recorded in the minutes by the President, in cooperation with the INPA Coordination. They will be circulated to all members to check for factual correctness within a clearly stated timeframe. The final minutes (after any identified factual errors have been corrected) shall be signed by the President and circulated to all members. All members may consult the minutes and decisions of the General Assembly at the seat of the INPA as stipulated in art. 3:103 of the Code of Companies and Associations.

SECTION 4: MANAGEMENT AND AUDIT

Article 20: Composition of the Steering Committee

- 20.1. The INPA shall be governed by the Steering Committee, composed of at least 6 full members of the INPA or another person designated by such full member. If and as long as the INPA has fewer than 6 full members, the Steering Committee may consist of as many persons as the number of full members that the INPA has. As long as the Steering Committee is bipartite, any provision granting a casting vote to a member of the Steering Committee loses its effect. If a legal person is appointed as a member of the Steering Committee, it must appoint a natural person as its permanent representative.
- 20.2. Notwithstanding article 20.1, the Steering Committee is composed as follows:

- The Troika (as described in Section 5 of the Articles of Association);
 - Three other volunteer full members appointed by and at the General Assembly.
- 20.3. The members of the Steering Committee are appointed by the General Assembly of members for a renewable one-year term. If there are insufficient candidates to renew the Steering Committee, the resigning members can voluntarily extend their term for another year if approved by the General Assembly.
- 20.4. In the event of a vacancy on the Steering Committee, the Steering Committee shall convene a General Assembly meeting or circulate written resolutions to appoint a new member of the Steering Committee.
- 20.5. The members of the Steering Committee may be dismissed at any time and with immediate effect by the General Assembly deciding in a motivated and substantiated manner and communicated in writing to the dismissed member. Any member of the Steering Committee may also resign themselves by written notification to the President. A member of the Steering Committee, after submitting their resignation, is obliged to continue to perform their duties until a replacement can be reasonably provided for.
- 20.6. Unless the General Assembly decides otherwise, the members of the Steering Committee exercise their mandate free of charge. A contribution to or reimbursement of the expenses they incur in the exercise of their membership of the Steering Committee may be requested by a member of the Steering Committee if they cannot cover their expenses from other sources. The request is decided upon by the General Assembly, excluding the member requesting support.
- 20.7. The appointment of members of the Steering Committee and of persons authorised to represent the INPA as well as their termination of office shall be made public by means of deposit in the association file at the registry of the court of enterprises, and by means of publication of an extract in the Annexes to the Belgian Official Gazette. These documents must in any case show whether the persons representing the INPA, bind the INPA separately, jointly or as a board, as well as the scope of their powers.

Article 21: Chair of the Steering Committee

The President chairs the Steering Committee. In the President's absence, meetings of the Steering Committee shall be chaired by the member with the highest seniority in the Steering Committee and, in case of equal seniority, the oldest in years.

Article 22: Convocation of the Steering Committee

- 22.1. The convocation notices for the meetings of the Steering Committee, as well as the agenda and working documents, shall be sent by the INPA Coordination to each member in advance, no later than 5 days before the meeting, except in case of urgency, in writing.
- 22.2. The convocation notice shall contain the date, time and place of the meeting of the Steering Committee, as well as the agenda.
- 22.3. The Steering Committee shall meet in Belgium or in any other country, as many times as the interests of the INPA require.
- 22.4. The Steering Committee is entitled to make decisions by means of teleconference, videoconference or other equivalents. Such decisions are subject to the same rules as regular (physical) meetings.

Article 23: Deliberation of the Steering Committee

- 23.1. The Steering Committee may validly take a decision if at least the majority of its members are present.
- 23.2. Decisions are approved by a simple majority of the members of the Steering Committee present. In the event the Steering Committee consists of two members, all decisions must be taken unanimously.
- 23.3. Each member of the Steering Committee is entitled to one vote on each matter brought before the Steering Committee. In the event of a tie, the President shall cast the deciding vote. However, in the event the Steering Committee consists of two members, the President shall not have a casting vote.
- 23.4. The Steering Committee shall discuss the items listed on the agenda, which is communicated in advance.
- 23.5. The Steering Committee may validly deliberate and decide on matters not appearing on the agenda only if all Steering Committee members are present at the meeting and agree to it. Such

consent shall be deemed to have been given if the minutes show that no objection has been raised.

Article 24: Written resolutions

- 24.1. The members of the Steering Committee may unanimously adopt in writing all resolutions falling within the competence of the Steering Committee. If the written procedure is followed, the formalities for convening a meeting need not be fulfilled.
- 24.2. Decisions adopted by means of written resolutions shall be circulated to all full members, and if necessary to associate members and observers for information purposes only.

Article 25: Minutes

The decisions of the Steering Committee shall be recorded in the minutes by the President, in cooperation with the INPA Coordination. They shall be signed by the President and will be approved at the next meeting of the Steering Committee. The full members are informed of the decisions by sending them a copy of the minutes.

Article 26: Powers of the Steering Committee and power of representation

- 26.1. The Steering Committee is authorised to take all actions and decisions that are necessary or appropriate to achieve the object and disinterested purpose of the international utility of the INPA, except for those decisions for which the General Assembly has exclusive powers according to applicable law or the Articles of Association or the Internal Regulations. In particular, the Steering Committee is entitled to prepare and implement decisions taken by the General Assembly.
- 26.2. The Steering Committee may delegate part of its decision-making power to one or several of its members or to the Coordination. However, this delegation cannot relate to the general management power of the Steering Committee.
- 26.3. The Steering Committee is exclusively competent to resolve the admission of members/observers that meet the criteria of article 7.2 *casu quo* article 8. The Steering Committee shall resolve on the admission of full members, associate members and observers, by unanimous vote.

Article 27: Power of Representation

- 27.1. The Steering Committee, as a college, represents the INPA in all acts in and out of court. It represents the INPA by the majority of its members.
- 27.2. Without prejudice to the general power of representation of the Steering Committee as a college, the INPA shall also be represented in and out of court by the President and/or two members of the Steering Committee acting jointly.
- 27.3. The Steering Committee may appoint its members or third parties as proxies for the representation of the INPA. Only special and limited proxies for certain or a series of certain legal acts are permissible. The proxy holders commit the INPA within the limits of the proxy granted to them, the limits of which are enforceable against third parties in accordance with what applies to the mandates.

Article 28: Liability of the Steering Committee members

- 28.1. The members of the Steering Committee are not personally liable for the obligations of the INPA.
- 28.2. Towards the INPA and towards third parties their liability is limited to the fulfilment of their duties in accordance with applicable law and the Articles of Association.
- 28.3. Members of the Steering Committee are liable only for decisions, acts or conduct that are manifestly outside the range within which normally prudent and careful members of the Steering Committee, placed in the same circumstances, could reasonably differ. Members of the Steering Committee are liable only for those errors which are personally attributable to errors committed in their mandate of management. This liability is joint and several unless the members of the Steering Committee had no part in the error and reported the alleged error to all other members of the Steering Committee. This report as well as the discussion to which it gives rise, shall be recorded in the minutes.

Article 29: Supervision by a statutory auditor

When required by law, the auditing of the financial situation of the INPA is entrusted to one or more statutory auditors, appointed for a renewable term of three years.

SECTION 5: PRESIDENT – TROIKA – COORDINATION

Article 30: President

- 30.1. Any full member can volunteer to hold the presidency of the INPA (the "**President**"). In the case of more than one candidacy, the General Assembly will decide by a secret voting procedure. In the absence of a volunteer, the President is appointed by the General Assembly from amongst the full members.
- 30.2. A dual presidency is possible when two full members join forces to ensure a yearly term. The two full members will act as one in Troika discussions and in the Steering Committee meetings, in terms of quorum, voting and speaking time, and in Steering Committee written procedures, in terms of comments and voting.
- 30.3. The President or at least three members of the Steering Committee, acting jointly, are authorized to call and organize Steering Committee meetings and General Assembly meetings. The President chairs the aforementioned meetings and may chair any other meeting or event of interest to the INPA.
- 30.4. The President ensures the public relations of the INPA, with the support of the INPA Coordination.
- 30.5. The President promotes the representation of the INPA at the European level and can act as the face of the INPA in dealings with the European Commission and other stakeholders.
- 30.6. The President supervises the INPA Coordination.
- 30.7. The President's term is maximum one year and can be renewed only once for a second consecutive term..

Article 31: Troika

- 31.1. The Troika forms part of the Steering Committee and is composed of the previous, current and future Presidents.
- 31.2. The Troika guarantees the strategic continuity of the INPA and the ownership of the INPA by various members.
- 31.3. The Troika selects the INPA Coordination from amongst a shortlist approved by the Steering Committee.
- 31.4. The members of the Troika are not personally liable for the obligations of the INPA

Article 32: INPA Coordination

The INPA Coordination's role is defined in the Internal Regulations.

SECTION 6: ACCOUNTING

Article 33: Accounting

- 33.1. The financial year runs from 1 January to 31 December.
- 33.2. The accounts shall be kept in accordance with the provisions provided by law.
- 33.3. The Steering Committee shall submit the annual accounts of the preceding financial year to the annual General Assembly for approval. A draft budget shall be submitted to a General Assembly for approval.
- 33.4. The annual accounts of the INPA shall be filed in accordance with the statutory provisions.

SECTION 7: DISSOLUTION – LIQUIDATION

Article 34: Dissolution

The INPA may be dissolved at any time by a resolution of the General Assembly taken in accordance with the provisions of article 15.2 of these Articles of Association. The reporting obligations applicable in accordance with the law, if any, shall be observed.

Article 35: Liquidators

Upon dissolution of the INPA, for whatever reason and at whatever time, the members of the Steering Committee in office are designated as liquidators under these Articles of Association if no other liquidator would have been appointed, without prejudice to the right of the General Assembly to appoint one or more liquidators, delineate their powers and determine their remuneration.

Article 36: Distribution of assets

- 36.1. In the event of dissolution and liquidation, the General Assembly shall decide on the allocation of the INPA's assets, which shall in any case be used for a disinterested purpose.
- 36.2. This use shall take place after all debts, charges and costs of the liquidation have been discharged or the necessary sums have been consigned to pay them.

Article 37: Publication

All decisions concerning dissolution, terms of liquidation, appointment and termination of office of the liquidators, the closure of the liquidation and the use of the assets shall be filed at the Registry and published in the Annexes to the Belgian Official Gazette in accordance with the provisions of articles 2:7, 2:13 and 2:136 of the Code of companies and associations and the implementing decrees relating thereto.

SECTION 8: GENERAL PROVISIONS

Article 38: Governing law and jurisdiction

These Articles of Association are governed by Belgian law. Any dispute relating to these Articles of Association shall be referred to the courts of competent jurisdiction in Brussels.

Article 39: Law

The provisions of the Code of Companies and Associations, which would not have been validly derogated from in these Articles of Association, shall be deemed to have been entered in the present Articles of Association, and clauses contrary to the mandatory provisions of the Code shall be deemed unwritten.

Article 40: Language

The text of these Articles of Association is drawn up in English and in French. In case of any discrepancy between the English and the French version, the French version shall prevail.

**INTERNAL REGULATIONS
of the
Practitioners' Network for European Development Cooperation**

SECTION 1: Establishment, Values and Reference

Article 1: Establishment

An informal European Network for Development Cooperation Practitioners (PN) was established on 23 February 2007. In 2024 the network was transformed from being an informal network to a new legal person, an International Non-Profit Association (INPA) as per Belgian legislation.

Article 2: Values and reference framework

The INPA is guided by:

- the Sustainable Development Goals and the 2030 Agenda;
- the Monterrey Consensus and the Addis Ababa Action Agenda on Financing for Development and the commitments made thereunder;
- the Paris Declaration on Aid Effectiveness, the Busan Global Partnership for Effective Development Cooperation and the commitments made thereunder;
- the European Consensus on Development, and subsequent European Union policy documents;
- the Global Strategy for European Union's Foreign and Security Policy;
- the EU Aid and Development Effectiveness Package, including the Joint Programming initiative, as well as the Financing for Development Framework.

SECTION 2: Membership

Article 3: List of Members, Associate Members and Observers

The members of the INPA are listed in Annex B. This list is subject to change in accordance with the decisions described in Articles Article 9:, Article 11:, and Article 13: of the Articles of Association.

Article 4: Membership Criteria, Admission, Resignation, Suspension and Exclusion of Members

Membership criteria, admission, resignation, suspension and exclusion of members, associate members and observers are described in the Articles of Association.

Article 5: Membership fees and financial contributions

All members (full members and associate members) pay an annual membership fee to the INPA.

There are different levels of membership fees, set out in Annex C.

The membership fee levels may be adapted to the budgetary needs of the INPA by way of a decision of the General Assembly, based on a Steering Committee proposal.

Based on a set of criteria proposed by the Steering Committee and approved by the General Assembly, each full member and associate member is attributed a fee level from these thresholds as the amount of its respective annual contribution.

Two months before the end of the financial year, full and associate members are asked to make an indicative pledge for the coming financial year, based on the membership fee level they have been paid for.

Each full and associate member makes or renews its pledged annual membership fee at the annual General Assembly.

The annual membership fee pledges are recorded in a table sent to all full members, associate members and observers after the General Assembly.

Payment of annual membership fees is requested once a year by the President and Coordinator, in a letter sent at the beginning of the INPA's financial year.

Annual membership fees are paid to the Joint Bank Account (defined in Article 16 of these Internal Regulations) and must be paid in full (to avoid multiple payments of small amounts) prior to the end date stated on the payment request. Full and associate members willing to pay a two- or three-year contribution at once can do so and will receive an adjusted payment request.

Any full and associate member willing to make an additional financial contribution, on a voluntary basis, for specific needs at a given time shall be allowed to do so.

The INPA shall bear no charges for any payments made to the Joint Bank Account.

SECTION 3: Code of commitment for Full Members, Associate members and Observers

This Code of Commitment aims to clarify the respective commitments, rights and obligations of INPA full members and associate members and observers.

This Code of Commitment may be amended to ensure its continued relevance and effectiveness.

Article 6: Set of commitments for all

All full members, associate members & observers commit:

- To the objectives and values of the INPA, as mentioned in the Charter;
- To contribute to the strategic objectives in order to achieve the vision and mission of the INPA;
- To actively contribute by means of their own experience, fostering inclusivity and cohesion of all full members, associate members and observers, and contributing to the achievement of common goals;
- To appoint a contact person and ensure an adequate degree of representation in the activities of the INPA;
- To participate effectively in the INPA's activities, in the meetings of the INPA they are entitled to and in Working groups, as appropriate;
- To acknowledge that their participation in the INPA and its activities is free of charge to the INPA unless the General Assembly decides otherwise.

Article 7: Rights & Obligations

7.1. For full members

Full members undertake to participate in the governance of the INPA by:

- Presiding the INPA;
- Becoming a member of the Steering Committee, in accordance with the procedure established in the Charter (article Article 20: of the Articles of Association).

Full members are entitled to participate in and contribute to all activities of the INPA. These include:

- Meetings of the General Assembly where full members benefit from a voting right, which they can also use in writing;
- High-level meetings organised by the INPA including CEO meetings of the European Cooperation Agencies;
- Meetings and activities of the Working Groups, workstreams and task forces, where full members are expected to organise events of interest to other full members or submit proposals for activities to be conducted on behalf of the INPA, in coordination with the President and the Coordinator. Full members are expected to co-lead a Working Group, Workstream or Task Force if approved by the General Assembly. Each full member shall appoint a contact person for each Working Group in which it decides to be involved;
- Other events and exchanges organised on behalf of the INPA, full members are expected to actively participate in public events organised by the INPA. In addition, full members are entitled to participate in external fora on behalf of the INPA. They can use the INPA logo and publicise the INPA.

Full members are expected to contribute actively to position papers/statements to be released in European and international fora in the name of the INPA. They cannot block the diffusion of such paper if a majority of members are in favour.

7.2. For associate members

Associate members cannot undertake to participate in the governance of the INPA, meaning:

- They cannot preside over the INPA;
- They cannot become a member of the Steering Committee nor participate in the Steering Committee meetings.

Associate members are entitled to participate in and contribute to all activities of the INPA unless stated differently. These include:

- Meetings of the General Assembly and high-level meetings organised by the INPA, where they do not benefit from a voting right and are not counted to determine if a quorum is met. Associate members may share views and voice opinions only on global purposes but not on strategic decisions related to the evolution of the INPA. The INPA has no obligation to have these represented in the INPA outputs;
- Meetings and activities of the Working Groups, where they can organise events of interest to other members or submit proposals for activities to be conducted on behalf of the INPA, in coordination with the President and the Coordinator. On a voluntary basis, associate members may co-lead a Working Group if approved by the Steering Committee. Each associate shall appoint a contact person for each Working Group in which it decides to be involved;
- Other events and exchanges organised on behalf of the INPA. They may participate in public events organised by the INPA unless stated differently. They may use the INPA logo and publicise the INPA.

Associate members can contribute to position papers/statements to be released in European and international fora in the name of the INPA, but they cannot block in any way the release of these positions even if they disagree with the content. Associate members may be invited to approve and/or co-sign INPA position papers/statements.

7.3. For observers

Observers cannot participate in the governance of the INPA, meaning: they cannot preside over the INPA or become a member of the Steering Committee.

Observers may participate in and contribute to the INPA's activities, subject to Steering Committee approval, without incurring all obligations set out in the Charter. They can be invited to attend meetings of the organs of the INPA, but they do not benefit from a voting right and are not counted to determine if a quorum is met.

This includes:

- Meetings of the General Assembly, other high-level meetings organised by the INPA and meetings of the Steering Committee, meetings and activities of the Working Groups, where they can organise events of interest to other members or submit proposals for activities to be conducted on behalf of the INPA, in coordination with the President and the Coordinator. They cannot co-lead any Working Group or Task Force unless approved by the Steering Committee.
- Other events and exchanges organised on behalf of the INPA.

Observers can contribute to position papers/statements to be released in European and international fora in the name of the INPA but they cannot block in any way the release of these positions even if they disagree with the content. Observers may be invited to approve and/or co-sign INPA position papers/statements.

By adhering to this Code of Commitment, full members, associate members, and/or observers of the INPA, collectively contribute to the success and effective functioning of our INPA. As full members, associate members, and/or observers, they acknowledge and embrace the commitments, rights and obligations outlined in this Code of Commitment to ensure an inclusive, collaborative and impactful network.

SECTION 4: Organs of the INPA

The following provisions complements the regulations in the Articles of Association regarding the various organs of the INPA.

Article 8: Working Groups

8.1. Role and composition

Various Working Groups have been created to allow full members, associate members and observers to exchange views and work on topical issues, which reflect the priorities of the INPA, at both the operational and strategic levels. Some working groups carry the name “task force” or “work stream”. For the purpose of the Internal Regulations, they are collectively referred to as “working groups”.

Involvement in a Working Group is strictly voluntary and in accordance with the priority given to the particular theme of the group.

Each full member, associate member and observer shall appoint a contact person for each Thematic Working Group in which it decides to be involved.

Each Working Group is headed by one or two full members acting as leader. An associate or an observer may act as a leader if approved by the Steering Committee.

Any organizations, experts, representatives of governments, and policy makers... may be invited as guests by group leaders to meetings of Working Groups, when appropriate.

The members of the Working Groups are not personally liable for the obligations of the INPA.

8.2. Establishment, reorientation and termination

New Working Groups can be created at the request of full members, subject to approval by the Steering Committee.

The Steering Committee may also decide to reorient or dismantle a Working Group.

The criteria for setting up a new Working Group include:

- relevance of the theme and objectives to mid- or long-term strategic objectives of the INPA;
- potential for mobilizing various full members and other European practitioners;
- attestation by the potential new group leader that at least half the members are willing to commit to actively contributing to the Working Group;
- added value of the theme for the INPA;
- commitment by a member to become a Working Group leader and to mobilize the appropriate human resources to this end;
- availability of terms of reference, work programs and expected outputs.

A list of Working Groups may be found in Annex D.

8.3. Organisation and terms of reference

Working Groups are managed in a decentralised way by group leaders.

Group leaders are responsible for organising meetings. They are free to choose the form which meetings of the Working Groups should take and the appropriate way of holding meetings and organising their exchanges. However, they must accept guidance from the Steering Committee. Subject to the prior approval of the Steering Committee, group leaders may be reimbursed for meeting expenses for the amount set in Annex F, to be paid from the Joint Bank Account, upon receipt of the supporting documents on expenditure. This amount may be adapted by way of a decision of the General Assembly, based on a Steering Committee proposal.

The Working Groups shall define their respective terms of reference and agree on their activities and programs, outputs and outcomes, including regular workshops as well as the possible commissioning of studies and papers if approved by the Steering Committee.

Following each annual meeting of the General Assembly, group leaders shall present an annual work plan (or updated plan) to the Steering Committee. The Steering Committee may ask for regular updates or information on work plans.

Each Working Group shall present an overview of its work at the annual meeting of the General Assembly, as well as regular updates of its activities and plans at Steering Committee meetings.

Group leaders shall be informed of the agenda of each Steering Committee meeting in advance and may be invited by the Steering Committee to participate in and/or contribute to the meeting. Group leaders may also ask the Steering Committee to put on the agenda a proposal to launch a study on behalf of the INPA, including the applicable cost and procurement procedures.

Each Working Group shall share its results and findings with all members of the INPA through the appropriate channels.

A Working Group may request the support of the Coordinator, with the President's consent, on a case-by-case basis.

SECTION 5: The INPA Coordination and the Coordination Office

Article 9: The INPA Coordination

The Coordination consists of at least one person who performs operational, administrative and financial tasks.

In line with the President, the Coordination's role is to:

- ensure the overall management of the INPA: provide strategic support to the President and Steering Committee; co-plan, co-prepare and co-organise regular and special Practitioners Network (PN) events (Annual meetings of the General Assembly, Steering Committee meetings...); manage PN membership and relations with external partners; support the President in the INPA representation at European and international events;
- guide the INPA working groups (WG): provide strategic support to the INPA WG, follow and monitor WG's activities, encourage and support efficient information flow between WG; assist WG's co-leads when needed; prepare, organise and moderate co-leads coordination meetings;
- ensure communication and learning (transversal, internal and external communication);
- ensure financial, budgetary and legal management.

The Coordination shall participate in meetings of the INPA, including Working group meetings, when possible and for the latter when necessary.

Article 10: The Coordination Office

The Coordination shall be provided with office space in the Coordination Office.

The location of the Coordination Office is set out in Annex A.

SECTION 6: Representation and delegation of authority

Article 11: Representation

Legal declarations and official correspondence must always be signed by two persons (members of the SC and/or employees of the INPA) ("four eyes principle").

The members hereby authorise the members of the Steering Committee to conduct acts in the name and on behalf of the INPA, according to what is established in the bylaws. This delegation of authority covers acts whose collective value within one calendar year does not exceed the annual budget approved by the General Assembly plus any additional voluntary contributions and relates strictly to the following matters:

- i. Hiring a Coordination in charge of the tasks set out in Article 9;
- ii. Opening, closing and managing the Joint Bank Account;
- iii. Leasing space for the Coordination Office;
- iv. Making purchases necessary for the functioning of the INPA, for daily matters or special events;
- v. commissioning studies and technical advice approved by the Steering Committee, including studies for Thematic Working Groups;
- v. delegating authority to President.

Members of the Steering Committee must get prior approval of the Steering Committee to enter into and terminate financial commitments regarding the above-mentioned matters if the value of the commitment exceeds five thousand euros (EUR 5000) on an individual basis and/or that exceeds thirty thousand euros (EUR 30.000) on a yearly basis.

The Steering Committee shall be informed of any commitment signed. If so, requested by a member, the President shall provide that member with a copy of the commitment signed.

The members also authorise the INPA representatives to make payments from the Joint Bank Account in relation to the abovementioned commitments, including up to six months after the end of its term.

Article 12: Delegation of authority to the Coordination and other members

With the prior approval of the Steering Committee, the President may authorise the Coordination or (at least) two members, acting jointly, to sign one or more documents relating to the matters mentioned in the preceding article, or to authorise and make payments in relation thereto, or to pay the amount referred to in Article 11 of these Internal Regulations. The authorisation and execution of payments must be carried out by two different persons ("four-eyes principle").

To this end, the President shall specify the extent of the delegation of authority, which must be expressly accepted by the Coordination or member, as the case may be. The President shall retain at all times the authority to sign the abovementioned documents in place of the designated person(s).

If so, authorised by the President in accordance with the preceding provisions, the Coordination and/or member must request and receive the President's prior approval for all financial commitments.

SECTION 7: Procurement, Budget, Joint Bank Account and Audit

Article 13: Procurement

When awarding contracts, the President or the latter's authorised representative, acting in the name of the INPA, shall respect the principles of transparency, equal treatment and non-discrimination, fair access and competition, economy and efficiency and appropriate prices, as recommended by international practices.

The Steering Committee shall decide each calendar year the respective thresholds of the contracts for which the calling for tenders is recommended *casu quo* and the number of tenders that should be received. In any event, the INPA will comply with Belgian law.

Article 14: Budget

The budget should cover:

- administrative costs of the INPA, including staff remuneration, travel and representation expenses, telecommunication costs, and rental payments for office space;
- costs of meetings of the General Assembly and preparations for conferences and other events determined by the General Assembly;
- costs of organizing the Annual Meeting of the General Assembly; any additional expenses should be presented and approved by the Steering Committee.
- costs of studies, working papers and workshops suggested by Members and approved by the Steering Committee or any specific *ad hoc* costs, if needed and duly justified, with the approval of the Steering Committee.
- any other costs the General Assembly / Steering Committee might deem necessary for the operation of the AISBL in pursuit of its objectives.

Article 15: Joint Bank Account

An account to which the fees and financial contributions of full members, associate members and observers are paid, and from which the costs of the INPA are withdrawn, has been set up. This account is referred to as the "Joint Bank Account". There is no overdraft possibility for the Joint Bank Account.

If interest accrues in the Joint Bank Account, it shall be listed as an income in the INPA accounts.

Details of the Joint Bank Account are set out in Annex E.

With respect to opening, closing and managing the Joint Bank Account, at least two people belonging to the Troika and one person in the Coordination shall have a power of attorney at all times to make payments.

Article 16: Audit

A basic audit will be carried out after the end of each financial year. Given the simplicity of the accounts and the low number of transactions, the audit may be performed by two volunteer Steering Committee members, approved by the Steering Committee. The discharge procedure is prepared by the Coordination. If the General Assembly deems it necessary, external auditors shall be commissioned to perform an audit of the accounts.

The audit should confirm that there is no difference between the opening and closing balances of the statements of the Joint Bank Account and that all transactions are properly justified and supported with appropriate documentation, matching the amounts, description and time indicated.

All members have the right to review the audit documents upon request, following their presentation to the General Assembly.

Each year, the General Assembly shall vote on the discharge of the President, representing the Steering Committee.

SECTION 8: General Provisions of the Internal Regulations

Article 17: Amendments

Any amendment to these Internal Regulations must be signed by each member, except for updates to the annexes referred to in Article 18.

Article 18: Annexes

Annexes to these Internal Regulations may be updated from time to time by the Steering Committee or the General Assembly in accordance with their powers as described in these Internal Regulations.

Any update to the annexes shall be provided to all full members, associate members and observers.

Article 19: Entry into effect

The Internal Regulations will enter into effect when signed by two-thirds of the full members.

Signatures of the Members:

ADA

AECID

AICS

British Council

Camões

CPMA

CzechAid

Enabel

Expertise France

FIIAPP

GIZ

LuxDev

RoAid

Sida

SAIDC

SNV

Signatures of the Associate members:

Central Finance and Contracting Agency

DANIDA

ESTDEV

FCDO

Goethe-Institut

Ministry of Foreign Affairs of Finland

Ministry of Foreign Affairs
of the Netherlands

RVO

Signatures of the Observers:

European Commission

List of Annexes

Annex A: Coordination Office Address

Annex B: List of Members, Associate members and Observers

Annex C: Fee Levels

Annex D: List of Thematic Working Groups

Annex E: Joint Bank Account Details

Annex A: Coordination Office Address (20 April 2020)

The Coordination Office is located at:
Square de Meeus 38-40
B-1000 Brussels
Belgium

Annex B: List of Full Members, Associate members and Observers

Full Members

ADA - Austrian Development Agency
AECID
AICS
British Council
Camões
CPVA
Czech Development Agency (CzechAid)
Enabel
Expertise France
FIIAPP
GIZ
LuxDev
RoAid
SAIDC
Sida
SNV

Associate members

Central Finance and Contracting Agency – Republic of Latvia
DANIDA
ESTDEV
FCDO
Goethe Institut
Ministry of Foreign Affairs of Finland
Ministry of Foreign Affairs of the Netherlands
RVO

Observers

European Commission

Annex C: Fee Levels

The thresholds/levels are the following:

PN MEMBERS CONTRIBUTIONS (Minimum)	5.500 €	10.000 €	15.000 €	20.000 €
Volume of operations (in M €)	< 100	100 < 300	300 < 1.000	1.000 -
PN ASSOCIATE MEMBERS CONTRIBUTIONS (Minimum)	5.500 €	10.000 €	15.000 €	20.000 €
Volume of operations (in M €)	< 100	100 < 300	300 < 1.000	1.000 -

**Volume of funds implemented in the last closed exercise in development cooperation including ODA and delegated funds.*

Organisations with a financial annual turn-over inferior or equal to EUR 1 million (one million euros) are allowed to a lower contribution of EUR 3.000/year.

Annex D: Working Groups

- Effective Partnership and Implementation
- Contractual and Financial Framework
- Thematic Working Group:
 - Culture and Development
 - Private Sector
 - Fragility
 - Climate - Green Deal
 - Digitalisation
- Other thematic initiatives:
 - Team Europe Task Force
 - Gender Equality
 - Public Technical Cooperation

Annex E: Joint Bank Account Details