

**ARTICLES OF ASSOCIATION  
OF  
THE ASSOCIATION OF CORPORATE COUNSEL EUROPE**

**Article 1 - Form**

The association (hereinafter referred to as "**ACC Europe**" or the "**Association**") is governed by French Law dated 1 July 1901 and decree of 16 August 1901 and applicable texts, as amended.

**Article 2 - Purpose**

ACC Europe is an association with a non-lucrative purpose. Its purpose is to support the profession of in-house counsel in Europe which is achieved by:

- Maintaining its affiliation with the Association of Corporate Counsel, an international non-profit association for in-house counsel with headquarters in Washington, District of Columbia (USA) ("**ACC**") and promoting ACC's missions and objectives in Europe;
- Promoting and supporting the community of in-house counsel based in Europe;
- Promoting diversity and inclusion within the legal professions and within the community of in-house counsel;
- Providing educational and information resources and tools, such as seminars, conferences, workshops, breakfasts, and documentation within the object of ACC Europe;
- Writing books, articles, and publishing them;
- Allowing its members to share experiences, best practices, and to network with peers;
- Promoting among its members a high level of ethics in their professional practice and relationships and otherwise providing support to members' development in their legal careers;
- Promoting the involvement of in-house counsel based in Europe within the wider community for positive social impact, including through *pro bono* activities;
- Representing the interests of and advocating for the profession of in-house counsel before public authorities, private or mixed organizations, corporations, universities, schools, other associations and any other organization.
- Representing the interests of the members of ACC Europe before and collaborating with ACC;

- As a secondary activity supporting the fulfillment of the Association's object, engaging in economic activities, such as the sale of goods, event tickets and services, and other economic activities directly or indirectly associated with the promotion of ACC Europe's objectives, or that can facilitate the fulfilment of its object;
- And, generally, all means that can contribute to the fulfilment of the Association's purpose.

### **Article 3 - Registered Office**

The registered office is in Paris (75008), 16 rue de Monceau. It may be transferred upon a majority vote of the board of directors.

### **Article 4 - Name**

The name of the association is "Association of Corporate Counsel Europe" (the Association may be referenced in abbreviated form as "ACC Europe")

ACC Europe acknowledges that ACC is the sole owner (and controls all rights to the use) of ACC's intellectual property (including, among others, the name, trademarks, acronym and logos of ACC). ACC has licensed to ACC Europe the use of certain intellectual property rights (such as for the use of the name and certain trademarks and logos of ACC). ACC Europe shall use such rights in compliance with the terms agreed with ACC and with the rules and policies established by ACC, as may be amended from time to time. In the event of termination of the Association's affiliation with ACC, ACC Europe shall cease all uses of ACC's intellectual property (including, among other, all uses of ACC's name, acronym, trademarks and logos).

### **Article 5 - Duration**

The duration of the Association is unlimited.

### **Article 6 - Language**

The working language of the Association is English.

### **Article 7 - Eligibility**

7.1 Membership of ACC Europe is open to individuals:

- a) Who are members of ACC; and
- b) Whose place of employment is within the geographic boundaries of ACC Europe as drawn by ACC or who, irrespective of the location of their place of employment, resides within these boundaries.

7.2 Any member who ceases to have the necessary qualifications for ACC membership as set forth in ACC's Bylaws (as in effect and as amended from time to time) will be removed from the list of ACC Europe's members.

## **Article 8 - Loss of Membership**

Membership terminates as a result of:

8.1 Resignation;

8.2 Death;

8.3 Removal for non-compliance with one or more of the membership eligibility criteria set forth above in Article 7; or

8.4 Removal for any other cause as (a) may be considered and notified by ACC as justifying removal or (b) specified in the Internal Rules of the Association.

In each relevant case of removal under paragraphs 8.3 or 8.4 above, the removal process will be implemented by the Association, subject to compliance with applicable laws and in compliance with ACC's policies, procedures and instructions as in effect at the relevant time.

## **Article 9 - Resources of the Association**

The resources of the Association shall comprise:

- allocation of membership fees received per the conditions set forth in the Internal Rules;
- gifts, donations, and sponsorship revenues;
- income from sales of goods, event tickets and services associated with the promotion of ACC, ACC Europe and their objectives, in conformity with the Association's purpose; and
- contributions, including, without limitation, from ACC.

## **Article 10 - The Board of Directors**

### **10.1 Directors**

ACC Europe is governed by a board of directors of not less than six (6) and not more than twelve (12) members, elected by the General Assembly.

Members of the Board shall adhere to all policies and procedures established by the Board or the General Assembly, and those relevant policies and procedures established by ACC, subject to compliance with applicable laws.

### **10.2 Election and Term**

For the election to the Board of Directors, a Nomination Committee shall nominate candidates from among the membership of ACC Europe. In addition, any member may be nominated as a candidate, upon petition of at least 10 other members nominating such member by notice to the Nomination Committee in accordance with procedures set out in the Internal Rules. A majority vote of the members submitting their votes at the General Assembly shall be required to elect any such nominated candidate to the Board of Directors.

Directors are elected by the General Assembly for a term of three (3) years. The term of office shall begin on October 1 following the General Assembly during which the Director has been elected, and, save for the death, resignation or removal of the Director, shall expire on the third anniversary of the commencement of the term; as an exception to the foregoing, the term of office of a Director may be shorter if the Director is elected to fill a vacancy to replace a Director who died, resigned or was removed prior to the expiration of the latter's term. If a Director dies, resigns or is removed from the Board or for any other reason ceases his or her service before the end of the three-year period, the Board shall elect a new Director as a replacement, by a majority vote of the then remaining current Directors; and the term of office of this replacement shall terminate at the next annual election of Directors, whereby a successive Director (who may be the Director so elected as a replacement by the Board, if that Director is eligible) shall be elected according to the rules set out in these Articles of Association.

The terms of office of the Directors will be staggered so that, as far as practicable, one third of all Directors are subject to re-election or election each year.

Directors shall not serve for more than six consecutive (6) years.

### **10.3 - Board meetings**

The President shall call and organize regular meetings of the Board. The Board shall have at least four (4) regular meetings each calendar year at such times and places as the Board may determine. The President, or at least three (3) Directors, may call special meetings of the Board. The person or persons authorized to call special meetings of the Board will fix the time and place thereof.

Subject to compliance with applicable laws, Board meetings may be validly held by any means, including physical meetings, telephone, video-conference, electronic conferencing platform or other technology allowing the identification of Directors, their effective participation and discussion, and the live communication of their deliberations. Unless otherwise required by law, by these Articles of Association or by the Internal Rules, the Board may make decisions by voting without meeting, by written or electronic consultation. With the President's consent, invited individuals and advisors may attend Board meetings, without having the possibility to vote, to assist the Board in its deliberations. Any member of the Board may request that only duly appointed members of the Board attend a board session.

Notice of any regular meeting of the Board shall be given in writing with at least five (5) calendar days' notice, delivered by hand delivery, sent by registered mail or by e-mail to each Director at his or her address recorded in ACC Europe's records. Notice of any special meeting

shall be sent at least two (2) calendar days prior to the meeting, in the same manner as for a regular meeting.

A majority of the Directors members of the Board at the time of the meeting shall constitute a quorum for the Board meeting. Unless otherwise provided for in these Articles or unless the Internal Rules require a higher majority, resolutions of the Board shall be passed by simple majority of those Board members in attendance at a meeting that includes the required quorum. Abstentions do not count as votes. The Internal Rules shall not allow Board resolutions to be passed by less than a simple majority of those Board members in attendance at a meeting including the required quorum (with abstentions not counting as votes). The President's vote will be decisive in the event of an otherwise deadlocked vote. Board members are not permitted to vote by proxy.

#### **10.4 Officers Bureau**

The Board shall elect from among the Directors a bureau comprising at least the following officers, each for a duration of one (1) year:

- One President
- One or several Vice-Presidents
- One Secretary and, if determined necessary by the Board, an Assistant Secretary
- One Treasurer, and, if determined necessary by the Board, an Assistant Treasurer

The election of each officer member of the bureau shall be determined by a majority vote of the Board of Directors and is subject to ACC's approval.

Neither the President nor the Treasurer shall serve in their respective offices as President or Treasurer for more than two (2) consecutive years. In the event an officer member of the bureau ceases to be a member of the Association, resigns, dies or is removed from the bureau or is incapacitated to perform his/her duties as a member of the bureau, a successor shall be elected by the Board as soon as circumstances allow, which would generally be at the next meeting of the Board.

Directors shall not receive compensation for their service as Directors or as officer members of the bureau.

#### **10.5 Duties of the Board**

The Board shall manage, supervise, control and direct the affairs of ACC Europe and determine the policies and procedures of the Association (as well as the Internal Rules) in compliance with ACC's applicable policies and procedures. It may, in the execution of the powers granted in these Articles and in compliance with applicable law, appoint agents it deems necessary to carry out ACC Europe's business. The Board shall be responsible for the selection and appointment of members as Country Representatives to promote the objectives of the Association in designated geographic areas.

#### **10.6 Duties of the Officer Members of the Board of Directors' Bureau**

- A. President. The President is duly authorized to be the legal representative of the Association. The President shall exercise general oversight of all of ACC Europe's affairs and property. The President, or in the President's absence, a Vice-President, shall preside over all of ACC Europe's General Assemblies and other meetings, and serve as the chair of the Board. In the absence of the President and Vice-President, a majority vote of ACC Europe's members present at the relevant meeting shall elect a temporary president for the meeting.

The President shall appoint the chair of each ACC Europe committee, including the Nomination Committee, and the chair and all members of all special committees, unless such appointment is otherwise specifically provided for or instructed by ACC Europe's Internal Rules or by ACC.

The President shall, subject to compliance with the rules specified in the Internal Rules, appoint any employee, independent consultant or agent of the Association and approve the contractual terms of their engagement. The engagement of any employee, independent consultant, or agent, requires prior approval by the Board if that engagement is for an amount higher than the threshold mentioned in the Internal Rules.

- B. Vice-President(s). The Vice-President(s) shall be responsible for organizing committee meetings in the absence of a committee chair. The Vice-President(s) shall perform such missions as the President may assign. In the absence of the President or in the event of his or her incapacity or refusal to act, the Vice-President(s) shall perform the duties of the President, and when so acting shall have all the powers of the President and be subject to all the restrictions and obligations related to such powers.
- C. Secretary. The Secretary shall keep a complete record of all proceedings (including regular and special meetings of the Board in a minutes book kept for such purpose in accordance with applicable legal requirements) and correspondence of ACC Europe, which may be required; act as custodian of ACC Europe records; send meeting requests and other correspondence to ACC Europe members (and any others); be responsible for rules governing membership administration; send requisite reports to ACC, upon ACC's request; and perform all secretarial duties incident to the office of Secretary, or as required by ACC Europe. The Secretary may delegate responsibilities as appropriate to a duly appointed Assistant Secretary.
- D. Treasurer. The Treasurer shall be responsible for ACC Europe's treasury function, including, without limitation: maintaining accurate records of receipt and disbursements; having custody of all ACC Europe funds and securities; depositing all moneys, securities and other valuable effects in ACC Europe's name in the accounts designated by the Board; and timely submitting any reports required in the context of ACC Europe's affiliation with ACC. The Treasurer shall make payments only for invoices properly authorized and approved by the Board and/or the President, or the payment of which by the Treasurer is expressly allowed by the Internal Rules. In the absence or incapacity of the Treasurer and of the Assistant Treasurer (if there is one), the power to sign checks or

to proceed with the payments may be delegated by the President to a Vice-President or to the Secretary. The Treasurer may delegate responsibilities as appropriate to a duly appointed Assistant Treasurer.

## **Article 11 - General Assembly**

### **11.1 Ordinary General Assembly**

The Ordinary General Assembly of ACC Europe includes all members. The Board shall call and conduct the Ordinary General Assembly at such time as the Board may determine but not less than once annually.

At the Ordinary General Assembly, the members may elect the members of the Board of Directors for a term. In the event the Board of Directors is not fully elected during the Ordinary General Assembly, the Internal Rules may provide for an alternative procedure, separate from the Ordinary General Assembly, for the members to elect the Board, including voting and election by secure electronic means.

The Ordinary General Assembly hears the reports of the Board. It approves the accounts of the elapsed fiscal year, appoints an external auditor (*commissaire aux comptes*) when such appointment is required by law, and discusses items on the agenda.

Each member in good standing shall have one vote at the Ordinary General Assembly and voting by proxy is permitted. The Internal Rules may specify modalities for proxy voting. Fifteen (15) ACC Europe members present or represented shall constitute a quorum at ACC Europe's Ordinary General Assembly. If the first meeting does not have the requisite quorum, a second meeting must be convened within fifteen (15) calendar days and may, without any quorum requirement, validly deliberate, but only regarding the items that were on the agenda of the first Ordinary General Assembly. Unless otherwise provided, decisions are taken by a simple majority of the members present or represented. The Internal Rules may provide for meetings of the Ordinary General Assembly to take place remotely by means of teleconference, video-conference, electronic conferencing platform or other technology allowing the identification of members, their effective participation and discussion, and the live communication of their deliberations.

### **11.2 Extraordinary General Assembly**

An Extraordinary General Assembly may be called and its agenda determined by the simple majority of the Board of Directors, or by the President, or upon the written request of not less than fifty (50) ACC Europe members. Each member in good standing shall have one vote at Extraordinary General Assemblies and voting by proxy is permitted. The Internal Rules may specify modalities for proxy voting. Fifteen (15) members ACC Europe present or represented constitute a quorum. If the first meeting does not have the requisite quorum, a second meeting

must be convened within fifteen (15) calendar days and may, without any quorum requirement, validly deliberate, but only regarding the items that were on the agenda of the first Extraordinary General Assembly.

The Extraordinary General Assembly has the exclusive authority to amend these Articles of Association, to merge or dissolve ACC Europe (subject to ACC's approvals or affirmative decisions under Article 15 of these Articles of Association), or to transfer the registered office of ACC Europe to another country. Whether upon first or second convocation of the Extraordinary General Assembly, its decisions require a qualified majority of two thirds of the members present or represented. Relevant notifications and minutes of such decisions shall be filed with the relevant administrative authorities if required by law. The Internal Rules may provide for meetings of the Extraordinary General Assembly to take place remotely by means of teleconference, video-conference, electronic conferencing platform or other technology allowing the identification of members, their effective participation and discussion, and the live communication of their deliberations

### **11.3 Notice**

Unless otherwise provided for or permitted in these Articles, the Board will provide not less than fifteen (15) calendar days' written notice to ACC Europe members of any Ordinary General Assembly or Extraordinary General Assembly, in each case by e-mail or posting on the ACC website, stating the purpose of the assembly and whether the assembly will be conducted in person or via video or telephone conference or another means.

### **Article 12 - Remote Voting**

Voting on any matter, including the election of Directors, may be conducted by e-mail, mail or other reasonably secure voting method authorized by the Board.

### **Article 13 - Internal Rules**

The Board may adopt a set of Internal Rules intended to specify certain modalities of execution of these articles and to regulate various points not comprehensively addressed in these Articles of Association, including those relating to the internal administration of ACC Europe as well as the nomination of members of any committee, including the Nomination Committee, and its powers. The Internal Rules shall not contradict these Articles of Association and in the event of any conflict between them, these Articles of Association shall prevail.

### **Article 14 - Distribution of Assets upon Dissolution**

In the event of the liquidation or dissolution of ACC Europe, following payment of the debts and obligations of ACC Europe, its remaining assets shall be distributed to the Association of Corporate Counsel.

### **Article 15 – Merger or Dissolution**

Subject to conformity with applicable laws, any dissolution of ACC Europe shall be subject to ACC's approval. Subject to conformity with applicable laws, any merger or absorption of ACC Europe with or by a third party (and any dissolution of ACC Europe in such circumstances) shall only be effective upon the affirmative decision of the board of directors of the Association of Corporate Counsel.

#### **Article 16 - Formalities**

The Secretary, who is responsible for completing all the formalities of declaration and publication required by applicable law on behalf of the Board, hereby empowers the bearer of these Articles of Association for the purpose of performing these formalities.

#### **Article 17 - Transitional Provisions**

The term of all Directors in office on the date of adoption of these revised Articles of Association shall continue for the respective periods for which each of them was elected, notwithstanding such adoption.

#### **Article 18 - Entry into force**

These Articles of Association shall enter into force on the date of their approval by the Extraordinary General Assembly.

This revised version of the Articles of Association was approved by the Extraordinary General Assembly on 25<sup>th</sup> September 2020.