

Deed of the Incorporation

and

Articles of Association

of the Coalition of

Europeans for Safe Connections

(ESC)

Preamble

These founding members are all active in the area of protection of humans (including electro-hypersensitive people, vulnerable groups like children, pregnant women and other sensitive and sick people), flora and fauna against the adverse effects and risks of EMFs.

They have – for the purpose of achieving mutual objectives of recognition, support and protection in this area on a transnational level – arrived at this agreement to form a non-profit European organisation/NGO to be registered according to the laws of Belgium.

Through their adoption of these Articles of Association the members hereby mutually obligate themselves

- to work for the achievement of the objectives set forward in the Preamble and Article 2 hereof, in the manner set forth in these Articles of Association, and

- to mutually bear expenses which may accrue by the administration of the ESC and within the framework of the mutually approved projects.

The founding members mentioned hereunder agree to constitute together a European non-profit organisation:

Associazione Italiana Elettrosensibili- A.I.E., Italië

Beperk de Straling, België

Bündnis Verantwortungsvoller Mobilfunk Deutschland e.V., Duitsland

Cœurs d'EHS, Frankrijk

Diagnose Funk e.V., Duitsland

Ecologistas en Acción, Spanje

EHS-foreningen, Denemarken

Elektrosmog a zdravie, Slowakije

Electrosensitivity UK, Verenigd Koninkrijk

Electro y Químico Sensibles por el Derecho a la Salud – EQSDS, Spanje

Elöverkänsligas Riksförbund, Zweden

Foreningen for el-overfølsomme – FELO, Noorwegen

Gesund verNETZt e.V., Duitsland

Association Zones Blanches – AZB, Frankrijk

PRIARTEM, Frankrijk

Life Resonance z.s., Tjechische Republiek

Ma Vie en Mode Avion, België

Nejtil5g.dk: Videnscentret for elektro-forurening, Denemarken

Stichting EHS, Nederland

The Civil Health Rights Movement May Day, Denemarken

Un Lieu de Vie pour EHS asbl, België

Vereniging ElektroHyperSensitiviteit Vlaanderen, , België

Miljöföreningen Vågbrötaren, Zweden

Neil McDougall, Verenigd Koninkrijk

María del Mar Rosa, Spanje

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I General

Article 1

Name and Registered Office

1.1 The organisation shall bear the following name:

"Europeans for Safe Connections"

The organisation shall be referred to by the following acronym: **"ESC"**.

1.2 ESC shall have its registered office in **Belgium**, in the Flemish region.

Article 2

Objectives of ESC

2.1 The objectives of ESC shall be:

(1) To constitute a powerful alliance of organizations in Europe that will work together in order to obtain better regulation and a general understanding and acceptance in society that EMFs¹ (from now on called EMFs) have adverse effects on life and the environment.

Individuals may participate in the alliance under special terms.

(2) To ensure the free flow of knowledge and freedom of speech about EMF and its effects on humans, flora and fauna for the benefit of people's understanding, freedom of choice and self-determination.

(3) ESC may enter into (global) partnership cooperation with other entities and associations active in the field for the achievements of ESC's objectives.

¹ Artificial, non-ionizing electromagnetic fields from 0-300 GHz.

- (4) ESC shall not undertake to make profits for itself. Its activities shall be related to forwarding the objectives, and moneys collected and spent should benefit the organisation and its members. (ESC shall not perform activities which law regards as commercial.)

2.2

In order to achieve these objectives, ESC can amongst others pursue the following activities:

- (1) Supporting education of the society about the adverse effects of EMFs on living organisms and about solutions. And stimulating the debate on the subject.
- (2) Supporting and encouraging scientific research into the effects of EMFs on living organisms.
- (3) Pursuing better regulation in the area of EMFs.
- (4) To co-ordinate common interests and activities especially towards the European institutions and related authorities in Europe.
- (5) To jointly influence projects in the European Commission's Framework for Research and Development.
- (6) To jointly edit and distribute publications which promote the objectives of ESC.
- (7) Sharing valuable information about research projects, studies, results from scientific institutions and other important institutions in the area of EMFs.

Article 3

Duration, Fiscal Year, Number of Members

- 3.1 ESC is established for an indefinite period of time until it is decided to end it.
- 3.2 ESC shall consist of at least 5 members.
- 3.3 The fiscal year is the calendar year. The first fiscal year begins upon registration of ESC and ends on 31 December of the following year.

Article 4

Financial Resources

- 4.1 ESC is founded without starting capital. The financial budget of ESC will be effected by annual membership contributions or other contributions according to further provisions of these Articles of Association.

II

Members

Article 5

Membership

- 5.1 Membership in ESC is open to organisations and individuals within the European states and which can agree to, share and work for the objectives of ESC and which are interested and willing to promote the mutual interests of ESC through their efforts and/or activities. Their home office and their main residence must be located in one of the member states of the European Continent.
- 5.2 Organizations and individuals wanting to become members can apply for membership in writing to the Board and must be accepted by the Board according to the Internal Procedures. The decision will be communicated in writing to the applicant.
- 5.3 Any individual above 18 years of age can join if they agree to the objectives of ESC and if approved by the Board of Management.
- 5.4 Members can exercise influence by:
- making proposals, expressing their opinions, using their voting rights according to Article 11 at the Membership Assembly
 - applying for participation in working groups organised by the Board of Management, according to the Internal Procedures
 - standing for election to a position in the Board of Management

Article 6

Founding Members

6. The founding members of ESC are the organizations and individuals enumerated under 1. to ?. in the preamble of this agreement.

Article 7

Termination of Membership

7. Membership ends through resignation, exclusion, death or dissolution of the member. Such termination of membership shall become effective at the end of the fiscal year during which written notice of termination has been given. Membership will terminate automatically if the annual membership fee is not paid by the time of the General Assembly.

Article 8

Exclusion of a Member

- 8.1 A member may be excluded from ESC on the grounds of severe infraction of or interference in the objectives or the work of ESC.
- 8.2 The decision of exclusion of a member will be taken by the Membership Assembly upon proposal by the Board of Management at least one month after of the proposal. Until the Membership Assembly is held, the concerned member will be informed by the Board in writing and will not be allowed to take part in any activities.
- 8.3 Such decision requires the approval by the Membership Assembly with a two-third majority of votes in which the member to be excluded has the right to defend himself but shall not be entitled to vote. After approval the exclusion becomes immediately effective.

III Cooperation

Article 9

Partnership and Partners

- 9.1 ESC can join into partnership (a binding cooperation until it is ended by either party) with other organizations sharing interests in line with the objectives of ESC. A partnership should increase the network for the promotion of ESC's objectives and make it stronger.
- 9.2 A partnership and the related conditions must be put to the Membership Assembly for approval.
- 9.3 Partners may contribute by expertise, advice, contribution to certain activities or projects of ESC and by reinforcement of ESC's political messages.
- 9.4 Partners are not members of ESC and therefore don't have any membership rights such as but not limited to voting rights.

IV Organisational Bodies

Article 10

Membership Assembly

- 10.1 The Membership Assembly shall consist of all members. Voting members not present at the assembly can in advance give their written votes to the Board.
- 10.2 A Membership Assembly shall be convened by the Board of Management at the request of at least 5 % of the members or a majority of the Board of Management.

Notice of invitation to any Membership Assembly meeting shall be given by the Board of Management at least 1 month prior thereto in writing to each member at the member's email address or postal address. The notice of invitation to any Membership Assembly shall also include the proposed agenda, place and platform of the meeting as well as any relevant information to the topics of such agenda.

- 10.3 The annual Membership Assembly shall take place in the first half of each year as an online meeting or as a physical meeting in Belgium or maybe at another venue.
- 10.4 The agenda of the Annual Membership Assembly shall include the following topics to be resolved upon:
1. Election of the moderator by the Membership Assembly proposed by the Board and of a voting committee of at least two members.
 2. Presentation of the activities and results including the annual accounts of the last fiscal year
 3. Approval of the Performance of the Board of Management
 4. Approval of the Annual Accounts
 5. Presentation of the new budget
 6. Proposal on future projects by the Board and by the Members
 7. Approval of the Annual Budget as prepared by the Board for the upcoming fiscal year
 8. Incoming proposals from the members
 9. Election of the members of the Board of Management
 10. Election of minimum 2 deputies
 11. Election of a financial audit committee of two members
- 10.5 The results of a Membership Assembly shall be written down in minutes for which the Board of Management shall be responsible and must be signed by the moderator of the assembly and the secretary. The Board shall send the minutes to all ESC members. The annual accounts shall be filed at the registry of the appropriate enterprise court.

Article 11

Voting Rights

- 11.1 All member organisations have the right to vote. Each organisation has 1 (one) vote regardless of size. Individual members have no voting rights.

Article 12

Resolutions of the Membership Assembly

- 12.1 The General Assembly can make decisions when a minimum of 10 percent of the members are present either online or physically. Decisions to be taken require the affirmative of the majority of the votes present unless a higher majority is required by law or these Articles of Association.
- 12.2 Votes can be cast online or by presence or by email or postal mail.
- 12.3 In the case of postal mail it must be received by the Board at least 3 days before the meeting. Such votes only apply to the proposed agenda and any minor changes at the meeting.
- 12.4 For the following special issues at least 2/3 of the votes must be in favour and the assembly must have a representation of at least 2/3 of the members with voting rights. If this is not reached, an extraordinary general assembly is called no sooner than 15 days thereafter. For this extraordinary general assembly the attendance quorum does not apply. The proposal must be adopted by at least 2/3 of the votes cast.
- (1) alter the number of votes allotted to each member;
 - (2) alter the conditions for the taking of decisions;
 - (3) transfer the registered office of ESC to another member state within Europe or a different county in Belgium;
 - (4) alter or amend these Articles of Association unless specifically provided for otherwise herein;
 - (5) Creation of debts.
- 12.5 If the amendment concerns the **objectives** of ESC or the non-profit status of ESC, the required voting quorum is 4/5 of the votes cast. The same quorum applies to the dissolution of ESC. The attendance quorum is 2/3 of the number of voting members of the ESC.
- 12.6 Abstentions among the members present shall be counted as a neutral vote.
- 12.7 If the General Assembly adopts any amendments to the Articles of Association, it must be filed together with a revised text of the Articles of Association at the registry of the appropriate enterprise court.

Article 13

Board of Management

- 13.1 ESC shall have a Board of Management consisting of a minimum of five and a maximum of nine board members. The board constitutes itself with at least a Chair person, Vice-Chair, a Treasurer and a Secretary.
- 13.2 The board members shall be appointed for a term of not more than three years by the Membership Assembly. After the first year 1/3 of the members are up for election, after two years the second, third etc. A board member must be a representative of an organization, which is a member of ESC. The deputies are appointed for 1 year at a time.
- 13.3 The Membership Assembly may, on compelling grounds, revoke the authority of a board member, which it has designated in accordance with Article 13.1. Such compelling grounds include but are not limited to gross neglect of responsibilities or inability to perform the duties of management in an orderly manner. In such case, the Board will invite one of the available deputies designated by the General assembly to fill the vacancy for the remaining term. The same procedure applies if there is vacancy for other reasons in the Board.
- 13.4 Members of the Board of Management may resign from their offices as Board Members upon giving written notice to the Chairperson of the Board.
- 13.5 The Members of the Board of Management shall be registered at the competent enterprise court.
- 13.6 The board members shall declare in writing their interests and positions in other organisations before the election and keep this registration up to date.

Article 14

Authorities of the Board of Management

- 14.1 Each board member is entitled to represent ESC vis-à-vis third parties unless determined otherwise by the Membership Assembly.
- 14.2 The Board of Management shall plan and execute all activities necessary for achieving the objectives of ESC and perform the decisions of the Membership Assembly.

- 14.3 The Membership Assembly may give broad instructions in general or in individual cases which shall be binding upon the Board of Management. The Board of Management shall establish Internal Procedures.
- 14.4 A meeting of the Board of Management may proceed only if at least two-thirds of its members are present or duly presented. Any board member who is not present may designate another board member by letter, email, facsimile or other written means to represent him at the board meeting. The deputies may attend the board meetings without voting rights.
- 14.5 Board decisions are preferably taken by agreement and if not possible by a majority of the votes cast.(Para removed). In case of a tie vote, the chairperson of the meeting shall have a casting vote.
All financial transactions not accounted for in the annual budget must be decided by a majority of the Board and require a signature of two board members.
- 14.6 If a member of the Board of Management has a direct or indirect conflicting interest of a financial or other nature towards a decision within the scope of the authority of the Board of Management, he must so notify the Board of Management prior to the deliberation and decision by the Board of Management. This statement and the grounds justifying the aforementioned conflict of interest shall be recorded in the minutes of the Board of Management. In such a case the Board of Management must decide on the voting right of the member in question.
- 14.7 The member of the Board of Management having a conflicting interest shall be liable in accordance with the civil and company law of Belgium for any breach of the provisions of the above paragraph and, in general, of these Articles.

Article 15

Advisory Committee

15. The Board of Management may establish an advisory committee. The details regarding the organisation of that committee shall be set up by the Board of Management.

Article 16

Working Groups

16. In order to ensure the prompt handling of pending tasks, the Board of management may request the members to elect from their organisation persons who can enter into a working group of not less than three persons. If required, external experts may be consulted after approval by the Board of Management. These working groups shall report to the Board of Management. The activities of such working groups shall end with the completion of those tasks which they have accepted, or by resolution of either the Board of Management or the Membership Assembly.

V

Financial Statements and Contributions

Article 17

Annual Accounts

- 17.1 Within the first four months of each fiscal year, annual accounts shall be drawn up by the Board of Management for the foregoing fiscal year, which must be presented to the Membership Assembly at the annual meeting for approval.
- 17.2 A financial audit committee of at least two members (external to the board) must be elected to audit the accounts. If necessary, a certified public accountant may be used.
- 17.3 Auditing of the financial position, the annual accounts and the regularity of the performances of the annual accounts viewed from the Articles of Association shall be performed by the elected financial audit committee or the certified accountant appointed by the annual Membership Assembly. The audit report shall be presented to the Membership Assembly.
- After approval by the Membership Assembly the report shall be filed at the registry of the enterprise court.

- 17.4 If the audited accounts as approved by the Membership Assembly show a surplus, this shall be allocated to a reserve fund of ESC and shall not be distributed amongst its members. In case of expenses exceeding the reserve fund, the Board of Management may call on the members of ESC to assume such expenses by a special voluntary contribution, which is outside the usual annual fee, according to the scheme as set forth in Article 19.1.

Article 18

Finances

- 18.1 The assets of the ESC will consist of the contributions from:
- Membership fees, subsidies, sponsorships and donations
 - Proceeds from activities
 - Gifts, inheritances and legacies
 - All other acquisitions and benefits
- 18.2 All costs related to the administration of ESC and to any projects entered into shall in general be carried by the contribution of the members and other available assets but must first be approved by the Membership Assembly.
- 18.3 The Board of management cannot indebt the ESC beyond the amount of the reserve account. ESC shall not be responsible for any direct costs arising from the participation of any of the members in ESC. ESC's liabilities are exclusively covered by its assets.

Article 19

Annual Contributions of Members

- 19.1 The determination of the annual contribution is dependent upon the size of the organisation. If the organisation is an umbrella organisation for several groups/associations it is the full amount of paying members of all organisations that counts. The fees are regulated each year at the Membership Assembly.

The valid number of members shall be calculated as of 31 December of the previous year.

Category 1: Non paying supporting members who want to join the ESC as an individual. (They are welcome to donate and/or do voluntary work.)

Category 2: Organisations with up to 75 paid memberships and volunteer groups with no membership fees.

Category 3: Organisations representing above 75 up to 250 paid memberships.

Category 4: Organisations representing above 250 up to 1000 paid memberships.

Category 5: Organisations representing above 1000 paid memberships.

- 19.2 Voting rights and candidacy require at least 3 months of paid membership.
- 19.3 Membership fees for new members shall be paid with a full yearly fee if the membership starts in the first half of the fiscal year and half a yearly fee if the membership starts in the second half of the fiscal year.
- 19.4 In the event of a budget overrun the Membership Assembly must decide if and how the expenditure should be cut or if the annual contributions should be raised.
- 19.5 ESC members may apply to the Management Board to reduce their annual fee for the coming year due to limited resources.

Article 20

Extraordinary Budget

20. All extraordinary budget expenditures, e.g. research projects, must be put before the Membership Assembly who can determine the adoption of such projects and a possible rise in contributions.

VI Miscellaneous

Article 23

Dissolution and Liquidation

23. If the Membership Assembly has decided on the dissolution of ESC, ESC shall be liquidated by the Board of Management or one or more liquidators appointed by the Membership Assembly. Any assets remaining after payment of ESC's debts and liabilities shall be apportioned among the members according to the contribution scheme as laid down in Article 19.1 heretofore. However, it can also be decided to donate the funds to a similar organisation with similar objectives.

Article 24

Language

24. These Articles of Association are presented in the Dutch language according to the language of the country and the region of registry, but can also be presented in other languages. In the event of disputes as to their interpretation, however, the language of the region of registry shall prevail.

The English language shall be used for any official dealings or communication with the members.

As adopted at the Founding Meeting on May 4, 2023 and signed by the founding members listed above.

These articles of association have been prepared in accordance with the Companies and Associations Code, March 23, 2019.

Europeans for Safe Connections, ESC, VZW

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