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1. Mission and Vision

NICC is a membership organisation and is the artist-run non-profit organisation of and for professional visual artists in Flanders and Belgium. NICC defends the welfare of the artist and finds its raison d'être there.

2. Membership

2.1 Apply for membership

NICC is a membership organisation and aims to represent the visual artist as a network organisation. As such, NICC distinguishes between the type of members in and of the organisation:

- general members: are the passive members/visual artists we represent who through their membership support and acknowledge the mission and vision of NICC. The number of general members is unlimited.

The association further has effective members and joined members.

- a. Effective members are natural persons who are actively committed to achieving the objectives of the association. Effective members are part of the General Assembly and have voting rights. The founding members are the first effective members of the association.
- b. Joined members are natural persons who wish to support the association through their membership. Joined members may attend the meetings of the General Assembly, but have no voting rights.

The following documents should be attached to the application:

- A completed and signed application form;
- in case of a natural person: a copy of the identity card;
- in case of a legal entity: a copy of the articles of association, composition of the governing body, most recent annual accounts, etc.

The condition for becoming a member of the non-profit organisation is:

- pronounced affinity for current arts;
- Endorse mission and vision of NICC.

The ASBL secretariat will screen the application and transmit it to the governing body. Accession of new members will otherwise be automatic except when applicants do not meet the entry requirements.

The reasons why a candidate is or is not accepted as a member should not be disclosed to the candidate. The minutes shall only state that the candidate concerned has or has not been accepted by the competent body.

The secretariat shall inform the candidate concerned in writing whether she or he has been accepted as a member and shall issue a membership card to the candidate concerned, by post or otherwise.

Staff of the non-profit organisation cannot be members of the non-profit organisation.

There are at least 1/3 more members who do not serve on the board than those who do.

2.2 Membership fee

The membership fee is voluntary and should be paid into the ASBL bank account number BE79 7350 4576 9133.

2.3 Right of inspection

All members may consult the register of members at the registered office of the association. To this end, they shall address a written request/request by e-mail to the secretariat with whom they shall agree on a date and time to consult the register. This register cannot be moved.

All members may consult, at the headquarters of the NPO, all minutes and decisions of the general meeting, of the governing body and of the persons, whether holding a management position or not, holding office with the NPO or on its behalf, and all accounting documents of the NPO. To this end, they shall address a written request to the governing body with whom they agree on a date and time for consulting the documents and records. They cannot be moved. Copies for third parties shall be signed by one or more representative members of the governing body.

2.4 Liability

Members are not liable in that capacity for the commitments of the NPO.

3. Operation and description of the organs of the NPO

3.1 General meeting

a) Composition, powers and operation

The association is composed of natural persons. The association counts effective members and joined members. The number of members is unlimited. All members are entered in a membership register (electronic or otherwise) maintained at the registered office of the association.

- a. Effective members are natural persons who are actively committed to achieving the objectives of the association. Effective members are part of the General Assembly and

have voting rights. The founding members are the first effective members of the association.

- b. Joined members are natural persons who wish to support the association through their membership. Joined members may attend the meetings of the General Assembly, but have no voting rights.

The general assembly is the highest body within the association. Its powers and operation are set out in Articles 9, 10, 11 and 12 of the articles of association.

b) Participation in the general meeting

Members, directors and, where applicable, staff are invited to the general meeting.

Members may be represented at the general meeting by another member. A member can represent a maximum of 2 other members.

The designation of a proxy is done in writing or by mail. The VZW must receive the proxy no later than the start of the meeting itself.

In addition, with the agreement of the general meeting, external experts, journalists, observers may attend the general meeting and may address the general meeting with the consent of the person chairing the meeting.

c) Conduct of the general meeting

When taking decisions, members will strive to take their decisions by consensus and only in case this proves impossible, take decisions by vote.

For applicable attendance and majority requirements, please refer to the law and the articles of association.

An attendance list shall be kept at each general meeting. This attendance list shall be attached to the minutes of the meeting.

d) Minutes

The appointed secretary shall prepare a report of each meeting of the general assembly. This report shall contain at least the following information:

- The date and place (or way) of meeting;
- The names of members present, represented, excused and absent and other participants in the meeting;
- Agenda items discussed, a summary of the deliberations and decisions taken.

The report shall be submitted for approval at the next general meeting. The report shall be signed by the designated chairman, at least one other director and by the reporter. In cases of urgency, the report may also be approved at the end of the meeting to which the report relates.

3.2 The governing body

a) Composition

The governing body is appointed by the general meeting in accordance with Article 10 of the articles of association.

The ASBL strives for a balanced and complementary composition of the governing body, with an equal gender ratio and with particular attention to diversity.

Directors are appointed for a term of three years. Their term of office is renewable a maximum of once. A former director who has completed the maximum term of office cannot stand for reappointment to the governing body for two years.

With a view to ensuring continuity within the governing body, the aim is that not all directorships expire at the same time.

The governing body shall maintain a list, listing the present and desired competences of the members of the governing body.

The board of directors publishes on the non-profit association's website a schedule of directorships, which lists the (re)appointments and terminations of directorships, as well as the other directorships of the directors.

When searching for a new director, the governing body, using the list provided, draws up a profile description of competences ideally sought in a new director.

b) Function and powers

The governing body monitors the implementation of the mission and vision of the NPO. The governing body assumes responsibility for guiding, advising and monitoring the general coordinator at the strategic level, with sufficient respect for autonomy.

The governing body is authorised to take all actions and decisions necessary or useful for the realisation of the disinterested purpose of the NPO, except those reserved to the general assembly by law or the articles of association.

To clarify, this includes the following powers:

- Determine the strategic objectives of the NPO, in close consultation with the coordinator;
- Developing and updating the mission, vision and core values of the NPO in consultation with the coordinator;
- Approval of major investments;
- Follow-up of strategic projects;
- Monitoring an internal control system;
- Supervision and evaluation of the coordinator and executive board;
- Personnel policy;
- Long-term thinking;
- Archival care;

- Keeping up-to-date the deontological code, statutes, internal regulations, delegation matrix, fair practice charter, mandate roster, ... ;
- Legal powers (e.g. audit of the annual accounts and budget and submission to the general meeting for approval)

The governing body shall appoint an ad hoc chairman among its members. In addition, the governing body may appoint among its members a treasurer, a secretary, or any other position the governing body deems useful. The position of secretary may also be assigned to an external person.

The appointed chairman's responsibilities include:

- convening the general meeting and meetings of the governing body;
- preparing and chairing the general meeting;
- preparing, chairing and leading meetings of the governing body;
- signing the minutes of the general meeting and governing body together with at least one other director;
- organising self-evaluations of the governing body;
- acting as the primary point of contact for the other directors and the coordinator;
- Maintaining good working relations with staff, providing support and advice to the coordinator while respecting the coordinator's responsibilities;
- conducting at least one evaluation interview with the coordinator each year. The chairperson reports on this to the governing body.

The appointed treasurer's responsibilities include:

- monitoring the financial situation of the NPO, working closely with the coordinator and the external accountant;
- report to the governing body on the financial situation using the forecast;
- overseeing the preparation of the VZW's annual accounts and budget.

The appointed secretary is, among other things, responsible for:

- preparing and keeping the minutes of the general meeting and the governing body
- maintaining and updating the register of members

c) Governing body meetings

- *Convocation and agenda*

In accordance with Article 16 of the Articles of Association, the governing body is convened whenever the interest of the NPO requires it. This happens at least 4 times a year and whenever at least 2 directors request it. Prior to the working year, the appointed chairman prepares a tentative schedule with the planned board meetings for the coming year.

The convocation is done by e-mail and at least eight calendar days before the date of the meeting. In case of reasoned urgency, the aforementioned minimum notice period may be deviated from.

If the notice so states, the meeting may be held using any electronic means of communication that allows effective and simultaneous deliberation between all participants and can verify the identity of the directors, such as a telephone or video conference.

A director may be represented at the board meeting by another director, but a director may only represent one other director at a meeting.

The appointed chairman draws up the agenda and circulates it together with the notice. Any director may submit a written request to the appointed chairman to add an additional item to the agenda no later than 48 hours before the meeting. The agenda shall include at least the following items:

- Approving the minutes of the last meeting of the governing body,
- Following up on the decisions of the previous meeting and other items requiring follow-up,
- A summary of key events for the association since the last meeting and noteworthy developments in the organisation and from the industry.

All the documents to be discussed are in principle sent to the directors at the latest 48 hours before the meeting, unless there is a reasoned overriding reason why this deadline cannot be respected.

- *Attendance and voting*

The meeting shall be chaired by the appointed chairman. In case he is unable to attend, the governing body shall appoint another director as chairman.

In accordance with Article 16 of the Articles of Association, the governing body may validly deliberate if at least the majority of the directors are present or represented.

When taking decisions, the directors will strive to take their decisions by consensus and only in case this proves impossible, take decisions by vote. Voting may take place by a show of hands. When voting on persons, voting will always be by secret ballot.

In accordance with Article 16 of the articles of association, the governing body decides by a simple majority of the votes cast at the meeting. The following strategically important decisions require a special majority of 2/3 of the votes cast:

- Amendments to the statutes.

In the event of a tied vote, the proposal shall be deemed rejected.

Abstentions and blank votes are not taken into account when calculating majorities.

The decisions of the governing body may be taken by unanimous written decision of all directors, except for those for which the articles of association exclude this possibility.

Governing Body meetings are in principle attended by the coordinator, who has a consultative but not a casting vote. Members of the governing body can always request that the coordinator leave the meeting.

- *Minutes*

The appointed secretary shall prepare minutes of each meeting of the governing body. This record shall contain at least the following information:

- The date and place (or way) of meeting;
- The names of the directors and invitees present, represented, excused and absent;
- Agenda items discussed, a summary of the deliberations and decisions taken. Minority opinions shall be included in the report at the express request of one of the members of the governing body.

The report shall be submitted for approval at the next meeting of the governing body. The report shall be signed by the designated chairman and any director who requests it. In cases of urgency, the report may also be approved at the end of the meeting to which it relates.

d) Rights and duties of directors

Those who take up the mandate of director endorse the organisation's mission and vision. The board members fulfil their role actively, critically and in a stimulating manner. They monitor the strategic fulfilment of the mission and vision and the continuity of the NPO. They give room to the coordinator for entrepreneurship, but at the same time are involved and accessible.

Directors are expected to attend all meetings of the governing body. If a director is nevertheless unable to attend, they will notify the coordinator in advance and in writing. Directors are expected to come to meetings prepared and to actively participate in the meetings.

For the performance of their duties, the directors have the right to access all information, data and documents of the ASBL. Each director undertakes to use this information, data and documents solely for the exercise of the mandate with the association.

Each director handles confidential information with discretion in all circumstances. All papers transmitted for discussion at a meeting of the governing body are strictly confidential and cannot in any way be passed on or made available for inspection to persons outside the governing body. Directors will maintain complete discretion from discussions within the governing body. The same obligation applies to all others present at meetings of the governing body.

e) Expenses and other remuneration

The directors carry out their mandate unremunerated, unless the general meeting decides otherwise. If expenses have to be incurred in the performance of their mandate (e.g. travel expenses), they will be reimbursed by the ASBL.

f) Dismissal of directors for frequent absence

If a director remains absent three or more times during a year without prior notice, the governing body may propose the dismissal of the person concerned to the general meeting.

3.3 Executive board

The governing body may appoint one or more executive directors.

The daily management of the association includes both acts that do not go beyond the needs of the daily life of the association and acts that, for reasons of their lesser importance or urgency, do not justify the intervention of the governing body.

The powers of the executive board include the representation of the association within the limits of the executive board vis-à-vis third parties and in court. The directors retain the right to appoint someone else to represent the association in specific situations.

In the decision to delegate the executive board, the administrative body may define powers that fall under executive board in more detail in the delegation matrix. The governing body may also clarify the frequency with which the executive board must report to the governing body.

The executive board may sub-delegate certain powers to employees or other persons, without delegating the executive board as a whole.

If day-to-day management is delegated to several persons, the governing body will clarify in its delegation decision whether the persons in charge of day-to-day management will exercise their powers individually, jointly or as a college.

The executive board is appointed for an indefinite term. The governing body may terminate the appointment of the executive board at any time. A person in charge of the executive board may also voluntarily resign at any time.

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3.4 Working groups and committees

Ad hoc and permanent working groups and committees may be set up.

When establishing such *ad hoc* and standing working groups and committees, the governing body will determine their powers. The governing body will also determine how and with what frequency the working groups and committees will report to the governing body.

The governing body monitors and periodically reviews the functioning of working groups and committees.

4. Representation of the NPO

4.1 General representation of the NPO

The general power of representation lies with the governing body.

The governing body may validly bind the association vis-à-vis third parties and in court by an action of the majority of its members. In addition, the association is also validly represented vis-à-vis third parties and in court by the appointed chairman.

4.2 Special powers of attorney

What is stated in Article 4.1 does not affect the powers of the persons charged with the daily management to represent the association vis-à-vis third parties and in court within the limits of the daily management. Nor does what is stated in Article 4.1 affect special powers of attorney that may be granted by the managing body, or, within the limits of the daily management, by the persons charged with the daily management.

5. Policy around HR & employees

The structure and division of functions of the NPO can be found in the organisation chart (found on the website nicc.be).

The NPO is committed to a human resources policy grafted on solidarity, transparency, sustainability and responsibility as expressed on its website www.juistisjuist.be. The NPO considers it important to create a safe and ethical environment for all members, staff and other employees. It tries to make this concrete using the principles elaborated in the deontological code.

5.1 Fair remuneration

The NPO has a remuneration policy with a particular focus on proper remuneration and the principles of fair practices.

The NPO correctly reimburses all employees regardless of their status. For employees, the NPO bases itself on the wage scales of PC329.01. Also for *freelancers* who do not work through an employment contract, the VZW always tries to provide an appropriate remuneration and uses the minimum compensations provided in PC329.01 as a starting point for negotiations.

5.2 Diversity

The NPO has a human resources policy with a special focus on diversity towards gender equality, ethnic diversity, mental and physical health.

5.3 Well-being, integrity and transgressive behaviour

The NPO is responsible for the welfare of all employees in the workplace. The NPO follows the obligations of the Codex on Well-being at Work (Well-being Act) published on 2 June 2017 and takes measures to prevent or reduce psychosocial risks at work and the harm resulting from them. Transgressive behaviour (including sexual transgressive behaviour) thus falls under the broader domain of psychosocial risks.

The NPO appoints an external prevention advisor to monitor compliance with these obligations.

For more information on who to contact in case of questions or concerns, please refer to the labour regulations and organisational chart. The labour regulations can be found at the office location.

5.4 Trustee

Even if in the organisation the appointment of a confidential adviser is not compulsory, the NPO appoints a confidential adviser who is available to every employee regardless of their social status. Details about the confidant can be found in the labour regulations.

5.5 Powers relating to staff

The labour regulations and conditions of employment can be amended only with the approval of the governing body.

The employment regulations define the powers of the coordinating staff. In doing so, the coordinating staff acts within the outlines of the personnel policy.

Within the limits set by the governing body, the association's human resources policy falls under the executive board.

It is important for all parties involved that the executive board clearly knows which decisions concerning the recruitment and dismissal of staff members it may take autonomously and which it may not. The managing body will therefore explicitly determine in a special decision how decisions about this can be made, paying attention to the nuances, e.g. regarding the recruitment of staff with a specific wage cost, special forms of dismissal such as dismissal for an urgent reason or the dismissal of a staff member with a protected status.

The executive board reports at regular intervals, and spontaneously also proves useful, on all facts and important information that the governing body reasonably needs to know in order to supervise human resources management.

Of any labour dispute in which the organisation is acting as respondent, the governing body shall be informed as soon as possible. Prior to initiating an employment dispute in which the organisation acts as claimant, the administrative body must give its consent.

The governing body may also decide to assign certain human resources management powers to the coordinator.

5.6 Volunteer policy

NICC's volunteer policy has the following principles:

- the tasks should match the volunteer's abilities and interests,
- volunteers receive guidance and support in carrying out their duties,
- volunteers are involved in matters relevant to their volunteering,
- volunteers are insured while doing volunteer work,
- both the volunteers and the organisation keep to the agreements made.

Duties, responsibilities and powers are defined as clearly as possible. NICC stresses the importance of correct remuneration of professionals. It is therefore intended that working relations are always ensured by employment regulations. Volunteers may be used to support the organisation of NICC's events where the main responsibility lies with the staff members.

Specifically, volunteers can be engaged for logistical (help with moving artworks or exhibition materials), production (help with construction, dismantling, attendants), content (participating in or pulling the working groups) and other tasks.

The rule of thumb is that if the tasks require thorough preparation, substantive responsibility, demonstrate high intensity of assignment, then they are more likely to be tasks that should be dedicated to staff members.

In the welcome sheet, welcome email or intake interview, the following points can be discussed:

- information about the activity,
- motivation and available time of the volunteer,
- capabilities, interests and skills of the volunteer, which may be relevant to the performance of his/her specific task,
- agreements/rules of conduct within the organisation to which the volunteer must adhere
- remuneration scheme.

The arrangements between the volunteer and the organisation can be set out in a written agreement that includes the mutual arrangements.

In principle, all NICC volunteers are insured. In case of damage, the volunteer should always first invoke his/her own third-party insurance.

If volunteer has to incur costs for the realisation of its task, including transport costs, these costs will be reimbursed to the volunteer subject to prior communication.

NICC also provides a flat daily allowance in accordance with the Volunteer Act.

The first appropriate way to discuss complaints is to report them to the contact person/supervisor. If this does not provide a solution, the volunteer has the right to report the complaint in writing to the board. If this does not lead to a satisfactory solution, the problem can be referred to NICC's confidential advisor.

6. Policy around finance

De organisatie realiseert haar missie op een duurzame en bedrijfsmatig verantwoorde wijze en waarborgt de inhoudelijke integriteit. Het bestuur ziet erop toe dat de financiële en interne kwaliteitscontrole aangepast is aan de grootte van de organisatie en de toepasselijke regelgeving.

7. Code of ethics

7.1. Goal

The Governing Body wishes to pursue the highest possible quality in its operations. In doing so, it wants to take good governance as a basis in its functioning.

The Governing Body aims to enable and keep alive an open debate within the Governing Body through the drafting and observance of a deontological code.

For the outside world, it means an assurance that the decisions taken on behalf of the directors pass a test against the principles of good governance.
The legitimacy of governance is thereby strengthened and made visible.

7.2. Justification

Various interests and competences are represented in the governing body. This diversity is important for achieving good governance.
This realisation brings with it obligations and responsibilities: a code of conduct is a positive tool to define these obligations.

7.3. Definitions and method of operation

This deontological code is drawn up by the executive board and submitted to the governing body for approval. It describes the framework conditions for a director to effectively participate in discussions and assume his responsibility.

"Directors" means only those persons who are listed as directors in the Belgian Official Gazette according to the Articles of Association.

In addition, non-voting members also participate in the meetings, such as the staff representation or the general and artistic coordinator.

Together, they are called "participants in the meeting", while the term "director" refers to voting members only.

The code applies to every participant in the meeting in any situation where she or he acts in that capacity, i.e. both in the board of directors, in the working groups and projects established in the lap of the board of directors or in any action or representation outside the effective meetings.

7.4. Code of conduct for meeting participants

7.4.1. Conflicts of interest and incompatibilities

7.4.1.1. If a participant in the meeting notices on the agenda or during the discussion that there could be a conflict of interest on her part, she shall immediately report this to the other directors before the board of directors takes a decision.

7.4.1.2. Considered incompatible and intentional may include, but are not limited to:

- having or entering into a business relationship with NICC, insofar as it may affect decision-making
- supplying goods or services to NICC or having a significant equity interest in a company or organisation supplying goods or services to NICC;
- family, business, managerial or other personal involvement with artists or artistic companies with which NICC collaborates.

7.4.1.3. In the event of a conflict of interest within the meaning of this article, the following steps shall be followed.

- The director concerned shall communicate this to the other directors before the governing body takes a decision.

- The statement and explanation of the nature of the conflicting interest by the director concerned shall be included in the minutes.
- The director concerned shall not take part in the deliberation or vote on this decision.
- The governing body shall describe in the minutes the nature of the decision or transaction and its property effects on the association and shall justify the decision taken. This part of the minutes is included in its entirety in the annual report (if applicable) or in the document filed together with the annual accounts. This requirement does not apply to associations allowed to keep simplified accounts.
- If the association has appointed a commissioner, the minutes of the meeting shall be communicated to the commissioner. In a separate section of his report, the commissioner will assess the property consequences for the association of the resolutions of the governing body in respect of which there is a conflicting interest.
- If a majority of the directors present or represented have a conflict of interest, the governing body shall refer the matter to the general meeting. If approved by the general meeting, the governing body may implement the decision.

The procedure set out herein shall not apply where the decisions of the governing body relate to customary transactions that take place on the terms and conditions and against the collateral customary in the market for similar transactions.

7.4.2. Deployment

7.4.2.1. The meeting participant shall ensure adequate availability and attendance at meetings and undertakes to participate actively and collegially in the activities of the Board.

7.4.2.2. Who informs himself about the documents made available before the meeting.

7.4.2.3. Engagement does not mean that the meeting participant will engage in operational matters. Even in the event that the board asks a director to work with the coordinator on a well-defined item, it will confine itself to this strict definition without directly intervening in operational matters.

7.4.3. Operation

7.4.3.1. The participant in the meeting of NICC shall always act in accordance with the norms and values of NICC. Who retains her independence in all circumstances (from analysis over decision to action), and does not allow herself to be put under pressure. Who always defends the standards and values of the organisation.

7.4.3.2. The meeting participant demonstrates seriousness and maturity during meetings. Who commits himself to be sufficiently self-aware, to form his own judgement on policies for the benefit of NICC, and to defend them.

7.4.3.3. The meeting participant shall adopt as generally applicable basic values for its functioning:

- culpability (the director is liable and can be held accountable for the board's decisions)
- transparency (the director is transparent about her personal decision-making and about her assessment of risks)

- honesty (who acts honestly, inside and outside the board)
- respectful handling, interaction and communication with all participants.

7.4.3.4. The meeting participant shall adopt as specific basic cultural values for its functioning:

- the arts and artists are free. The programming of artists is the responsibility of the artistic coordinator and the working groups; what artists do or do not say or do is ultimately their responsibility alone.
- the meeting participant has a learning attitude: who strives to acquire the knowledge and competences (legal framework, knowledge of the field, etc.) necessary for her mandate, if she does not already have them. Who can count on the support, help and information of the directors and staff of NICC to grow this expertise.

7.4.3.5. The director ensures that, under the supervision of the executive board, a regular and structured evaluation of the functioning and composition of the board of directors is carried out. This evaluation will be carried out at least once a year.

7.4.3.6. As a member of the board, the director should endeavour to ensure that any vacancy for a new board member is accompanied by an appropriate job profile, in line with the (future) needs of the board. The board will provide these needs and the job profile to the relevant appointing authority to support its choice. The equal ratio in diversity is also an element to be taken into account in this regard.

7.4.4. Loyalty

7.4.4.1. The meeting participant shall be loyal to NICC and constructively committed to the principles and elaboration of good governance.

7.4.4.2. The director accepts collective responsibility for the decisions taken. To the outside world, it will support and loyally defend the decisions taken.

- 7.5. Internal conflicts

In the event of a conflict between the governing body on the one hand and the executive board or coordinator on the other on policy or administrative matters, they will endeavour to reach a solution by mutual agreement.

If they fail to reach a solution within a reasonable period to be set by the appointed chairman, a mediator may be appointed. The final decision on whether or not to appoint a mediator lies with the governing body.

- 7.6. Open communication and self-evaluation

The NPO attaches great importance to an open debate and communication culture within the organisation. Daily board and directors are approachable, accessible and open to constructive feedback, including from employees and other collaborators.

On the initiative of the appointed chairman, an annual self-assessment is done by the governing body.

8. Insurance

The association shall ensure that compulsory (industrial accident insurance for employees, civil liability insurance for volunteers, etc.) and useful insurances (directors' liability and legal

assistance insurance, event cancellation insurance, etc.) are taken out for the association itself, its staff members, directors, volunteers and other authorised persons.

Taking out compulsory and useful insurance is among the powers of the executive board.

9. Final provisions

These internal regulations supplement or clarify the applicable legal provisions and the articles of association. If the provisions of these Internal Regulations would be contrary to the letter or spirit of the applicable legal provisions or the Articles of Association, these provisions of these Internal Regulations shall be deemed not written. The invalidity of these provisions shall not affect the validity of the other provisions of these internal regulations.

These internal regulations were approved by the governing body on 22 January 2023.

These internal regulations can only be amended by the governing body.

The internal regulations and any amendment thereof shall be communicated to the members or made available on the website of the ASBL.

The bylaws shall contain a reference to the latest approved version of these internal regulations. The governing body may amend this reference in the bylaws and make it public.