

## ARTICLES OF ASSOCIATION

### PART I. PRELIMINARY

#### 1. NAME AND LOCATION

The name shall be the "International VAT Association", abbreviated as "IVA". The IVA is an international non-profit association governed by the Act of 27 June 1921, as amended by the Act of 2 May 2002.

The registered head office of the IVA is located at 1150 Bruxelles, Avenue Louise 149/24 It may be transferred throughout Belgium by decision of the Council, notice of which is to be published in the annexes to the official gazette within a month.

#### 2. OBJECTS OF THE IVA

- (1) The objects of the IVA are devoid of any intention of profit and shall be the better understanding and studying of VAT and other indirect tax laws and practice in an international perspective.

For this purpose, the IVA shall develop the following activities:

- a) to further the study and knowledge of VAT law and practice;
    - (i) amongst VAT experts and professionals, in business, in tax and law firms, government administrators, experts, academics and students
    - (ii) amongst VAT compliance specialists and notably VAT reclaim agents or intermediaries, as it applies to VAT reclaims,
  - b) to provide a forum for the above categories of members to discuss aspects of VAT law and practice,
  - c) to facilitate the exchange of ideas and information on VAT matters between members on a confidential basis,
  - d) to help fiscal authorities in their fight against fraud in the field of VAT and other indirect taxes,
  - e) to establish closer links between members and the relevant governmental authorities with a view to promoting a better understanding by each of the work of the other,
  - f) to make representations to governmental authorities, paying agencies or the Commission of the European Communities, or other appropriate person or body, on the operation of VAT law and practice and, in particular, but without prejudice to the generality of the foregoing, on proposals for new legislation and changes in current practice,
  - g) to fulfil any object connected with any of the foregoing objects.
- (2) The IVA shall be non-political and shall not actively represent the interests of any one member or sector of members.
- (3) In the construction of these objects no one of the objects specified in this Article shall predominate amongst them and no object shall be regarded as subordinate to another.

## PART II. MEMBERSHIP

### 3. CONDITIONS OF MEMBERSHIP

Members shall be actively involved in dealing with VAT matters, including but not limited to the provision of external or in-house VAT advice to businesses, cross border refunds and compliance such as fiscal representation, and repayment mechanisms.

The members which are corporate bodies must be legally incorporated according to the laws and custom in their countries of origin.

### 4. APPLICATION AND ADMISSION TO MEMBERSHIP

- (1) An applicant for membership may be either an individual person, or a corporate body, in which case one person able to represent that body shall be proposed.
- (2) The ordinary and honorary members shall constitute the General Meeting of the IVA.

### 5. ORDINARY MEMBERS

- (1) An applicant for ordinary membership of the IVA may apply in writing to the Secretary enclosing a curriculum vitae of the individual or, in the case the applicant is a corporate body, of the responsible person.
- (2) Upon receipt of the application form, the Secretary shall:
  - a) circulate a copy of the application to members of the Council;
  - b) invite a proposer and a seconder (both being members of that Council but who do not belong to the same organisation) who are willing to vouch for the applicant's fitness for membership.

An organisation is defined as any company, firm or other public or private body including a sole practitioner and for these purposes, a person belongs to an organisation if he is a member, partner, director or employee of it.

Where no proposer or no seconder is found, the Secretary shall reject the application and notify the applicant accordingly.

- (3) An applicant who is duly proposed and seconded pursuant to paragraph (2) of this Article shall be admitted to membership of the IVA against payment of the membership fee. The Secretary shall notify the applicant accordingly and register him on the list of the members.
- (4) Membership is personal to the individual or corporate body accepted as member and may not be transferred.
- (5) An applicant may apply for temporary membership of the IVA, which gives him the right to participate in one IVA conference for free and to take advantage of all

IVA benefits as an ordinary member for the period of 6 months. The temporary membership cannot be renewed.

## 6. HONORARY MEMBERS

- (1) Any person who is proposed by one ordinary member and seconded by another ordinary member may be elected as an honorary member at a meeting of the Council by at least two-thirds of the votes cast. If the honorary member is duly elected, he shall not be liable to pay any entrance fee or other subscription (without prejudice to such person's right to make a voluntary donation) but shall be entitled to all the privileges of membership. The Secretary shall notify the applicant accordingly and register him on the list of the members.
- (2) The number of honorary members shall at no time exceed four.

## 7. TERMINATION OF MEMBERSHIP

- (1) A member may resign at any time by giving written notice to the Secretary.
- (2) By a majority of two-thirds of the votes cast, the Council may decide to terminate the membership of any member who has ceased to be actively involved in providing VAT services, including acting as a VAT reclaim agent or intermediary.
- (3) If a member fails to attend four consecutive meetings of the General Meeting, the Council acting on a majority of two-thirds of the votes cast, may if it thinks fit treat his membership as lapsed and the Secretary shall notify him accordingly, but such decision shall be without prejudice to his right to re-apply for membership in accordance with Article 4.
- (4) The Council may expel any member who commits a material breach of these Articles of association and which is not sanctioned or waived by the Council or whose conduct shall in the opinion of the Council be calculated or likely to bring the IVA into disrepute.
- (5) When the Council takes a decision according to paragraphs 2, 3 and 4 abovementioned, the following procedure has to be respected as a preliminary:
  - a) the Secretary shall give him not less than 7 days' notice to attend a meeting of the Council and shall inform him of the complaints against him;
  - b) such member shall be given the opportunity to appear before the Council at such meeting to answer such complaints ; and
  - c) his expulsion is approved by a two thirds of the members of the Council present and voting at such a meeting.

The member excluded by the Council has a term of 15 days after the vote of the Council to introduce a claim with the General Meeting against the decision of the Council by sending a letter to the Secretary. The membership is suspended until the General Meeting takes a decision.

- (6) Where a person's membership ceases under Article 8 or this Article, his subscription is not repayable save in such cases as the Council may in its absolute discretion decide and the member shall thereupon forfeit all right to and claim upon IVA and its property and funds.
- (7) Where a member has been declared bankrupt, he will cease to be a member from the date of such bankruptcy
- (8) Where a member has been convicted of fraud, he will cease to be a member from the date of such conviction.

## 8. NON-PAYMENT

Subject to Article 7(4) and on condition of respect of the procedure foreseen in article 7(5), the Council may terminate the membership of any ordinary member whose annual subscription remains unpaid on the first day of the second calendar month following the beginning of the subscription year.

## PART III. COUNCIL AND OFFICERS

### 9. THE COUNCIL

- (1) There shall be a Council (known as the "Council") comprising the Officers, among which the Chairman, the Deputy Chairman, the Secretary and the Treasurer.
- (2) The Chairman, or in his absence the Deputy Chairman, shall preside over the Council.
- (3) The affairs of the IVA in all matters which are not reserved to the General Meeting of IVA in these Articles of association or in the Law, shall be managed by the Council. In particular, but without prejudice to the generality of the foregoing, the Council or the Officers acting under its direction shall have sole responsibility for making or authorising the making of such representations as are referred to in Article 2 (1)(e).
- (4) The Council may appoint for such purposes as they may deem appropriate one or more committees from amongst the members and may delegate such of their powers to these committees as they think fit. The committees instituted by the Council will act under its responsibility.
- (5) The Council shall normally meet at least twice a year in such place as the Council may decide and at least one meeting shall normally be held outside Belgium.
- (6) The Council may decide to organize other meetings, or conference calls to determine and pursue the Association's affairs as the Council sees fit.
- (7) The Secretary shall give Council members notice of the time and place of each meeting of the Council not less than 14 days before the appointed date, but this

period may be abridged at the discretion of the Chairman if in his opinion the urgency of the business to be discussed so requires.

- (8) In order that decisions shall be taken validly, four members of the Council shall be present.
- (9) Except where otherwise provided in these Articles of association, the Council shall act on a simple majority of those members present at a meeting or voting by proxy and in the case of equality of voting the Chairman shall have a second or casting vote.
- (10) The Secretary or any person nominated by the Secretary shall take minutes of the proceedings at Council meetings. A register of the decisions taken by the Council will be kept at the registered office.

## 10. THE OFFICERS

- (1) There shall be a Chairman, a Deputy Chairman, a Secretary and a Treasurer plus up to six other appointed officers, each being a member of the IVA.
- (2) The General Meeting shall appoint the Officers in the manner provided in Article 11 (3) by a ballot unless one member requests a secret ballot. The Officers shall hold office for a period of three years. The Officers may offer themselves for reappointment.
- (3) The Council, acting on a majority of two-thirds of the votes cast, will propose one member as Chairman of the IVA honoris causa (hereinafter called "the Chairman").
- (4) Nominations for each post of Officer, other than the Chairman, shall be proposed by one member and seconded by three other members provided that, in each case, the person nominated, his proposer and seconders do not belong to the same organisation as each other, and shall be sent to the Secretary in writing not later than 28 days before the date of the General Meeting. The term "organisation" shall have the same meaning as in Article 5(2)(b) above.
- (5) A person shall not be entitled to hold the post of more than one Officer simultaneously.
- (6) It shall be the duty of the Officers to act in all matters in accordance with the directions of the Council and, subject to any directions given to him by the Council; the Secretary may, on behalf of the IVA and after consultation with the Chairman, engage such persons as may be necessary for the efficient and economical running of the IVA and may lawfully terminate any such engagement.
- (7) The Chairman may as he sees fit delegate any of his powers to the Deputy Chairman.
- (8) The Council may as it thinks fit effect and keep in force any policy of insurance against any civil liability to third parties incurred by the Officers, members of the

Council or any person taking part in the activity of the IVA and may for that purpose authorise the payment of any insurance premium out of IVA funds.

A third-party liability insurance policy taken out can only cover incidents occurring in connection with events and within the context of the activities of the IVA.

- (9) The IVA shall be represented towards third parties either by the Chairman or the Deputy Chairman and one member of the Council acting jointly. All deeds binding the IVA are, excepting when special proxies are given, signed by the Chairman or the Deputy Chairman and one member of the Council acting jointly.

Actions pursued before court, whether as defendant or plaintiff, are followed by the Council represented by the Chairman or the Deputy Chairman and one member of the Council acting jointly.

#### PART IV. GENERAL MEETING

##### 11. GENERAL MEETINGS

###### (1) Annual General Meeting

An Annual General Meeting of the IVA shall be held every year. The Secretary shall send notice of the day time and place appointed to all members at least one month before such date and shall include therewith a statement for any nomination received for any Officer post.

###### (2) Other General Meetings

A General Meeting of the IVA may be summoned at any time by the Council or upon any ten members delivering to the Council a written request to that effect. In such case a notice of the General Meeting shall be sent by the Secretary to all members at least one month before the appointment date, but this period may be abridged at the discretion of the Council if the urgency of the business to be discussed in their opinion so requires.

###### (3) Voting

At any General Meeting of the IVA every member of the IVA shall be entitled to be present;

Every member shall be entitled to vote upon every question raised in person or by duly appointed proxy;

In case of equality of voting, the Chairman of the meeting shall have a second or casting vote.

- (4) The Chairman and Secretary shall agree an agenda for each meeting and circulate it to all members at least one month before the date fixed for the meeting, unless the Council requires that this period be abridged according to paragraph (2) of this Article.

- (5) At least 14 days before the date fixed for the meeting, each member shall advise the Secretary or host member whether he will be attending the meeting.

- (6) In order that decisions shall be taken validly, one quarter of the ordinary and honorary members inscribed on the member's register shall be present and the half shall be present or represented, unless provisions to the contrary in the articles, the decisions are taken with a simple majority.
- (7) The following powers are reserved to the general meeting:
  - approving the budget and annual accounts
  - appointing and recalling the members of the Council
  - amending the articles
  - dissolving the IVA
- (8) The Chairman shall preside at the meeting or, in his absence, the Deputy Chairman or in his absence a deputy of the Chairman's choice.
- (9) Subject to these Articles of association and to the provisions of any by laws made by the Council, the Chairman shall determine the procedure for the meeting.
- (10) The Secretary shall be responsible for preparing brief notes of the proceedings at a meeting, including any votes taken and the results thereof, and for circulating copies of the minutes to each member before the next meeting.
- (11) At the next meeting, the meeting shall approve the notes subject to any agreed amendments and the Secretary shall if he thinks it necessary to preserve confidentiality direct the removal of any material.
- (12) An attendance register shall be signed by all members present at each meeting. A register of the decisions taken by the General Meeting will be kept at the registered office.
- (13) Guest speakers may be invited to a meeting provided always that any guest who is not a member of the IVA shall not be present during the discussion of any formal business or matter confidential to the members of the IVA.

## 12. AMENDMENT OF THESE ARTICLES OF ASSOCIATION

- (1) These Articles of association may be revoked, added to or altered if at least two-thirds of the members are present or represented at the general meeting and by a majority of at least three quarters of the votes cast by the members present or represented at any General Meeting of the IVA for which notice has been duly given under Article 11, paragraph (1) and (2), specifying the intention to propose the revocation, addition or alteration, together with full particulars thereof.
- (2) These amendments of the Articles of association shall be effective only after compliance with the rules relating to the approval and publication of such amendments laid down in the Belgian law applicable to international non profit organisations.

## 13. BY LAWS

The Council may from time to time make, vary and revoke By Laws (not inconsistent with these Articles of association) for the regulation of the internal affairs, meetings of the IVA, holding of elections and methods of voting and for the conduct of members and the By laws for the time being in force shall be binding on all members.

## PART V. FINANCE

### 14. BANK ACCOUNT

A bank account shall be opened at a bank in Belgium, to be determined by the Council in the name of the "International VAT Association", and shall be held in Euros. There shall be two joint signatories to the account who will be the Chairman and the Treasurer, or in the absence of either of them, the Deputy Chairman or the Secretary.

The Council may decide to open other bank accounts and in other currencies. There shall be two joint signatories to such accounts who will be the Chairman and the Treasurer, or in the absence of either of them, the Deputy Chairman or the Secretary.

### 15. SUBSCRIPTIONS

- (1) The annual subscription for an ordinary member for the subscription year shall be not less than 1000 Euros and is determined on a scale as set out in Annex 1. At the discretion of the Council an ordinary member may be allowed to pay a reduced subscription for any period of less than a year.
- (2) Annual subscriptions shall be payable on election to membership and thereafter without demand not later than two calendar months from the beginning of any subscription year as directed by the Treasurer.
- (3) Annual subscriptions of newly elected members for the first year of their membership shall be determined proportionally to the months until the end of the subscription year, including the month of their election.
- (4) The annual subscription will be reviewed at the General Meetings of the IVA.
- (5) The Council may if it thinks fit waive or remit the subscription of any member (not exceeding three members in all) in any one year, or accept payment by instalments.
- (6) The subscription year begins on 1st January and ends on 31 December of each calendar year.
- (7) The subscription for temporary membership according to Article 5 (5) shall be not less than 400 Euros.



## 16. EXPENSES

- (1) Subject to paragraph (2) of this Article and at the discretion of the Council, a member of the Council, or a member of a committee appointed by the Council pursuant to Article 9(4), may be entitled to claim for reasonable expenses and disbursements incurred by him in the proper performance of his duties in relation to the IVA provided that:
  - a) all such expenses and disbursements shall be properly vouched;
  - b) such reimbursement is approved by the Treasurer or, in the case of a reimbursement to the Treasurer, by the Chairman.
- (2) No member shall receive any profit, salary or emolument from the funds or transactions of the IVA unless approved by a quorum of three quarters of the ordinary and honorary members inscribed on the members' register.

## 17. ACCOUNTS

The Treasurer shall keep such proper books of account as will enable him to present at least 14 days before every Annual General Meeting of the IVA, or at any other time if required (on reasonable notice to him) by the Council, an accurate report and statement concerning the finances of the IVA.

The Council shall keep such annual accounts as required by Belgian law applicable to international non profit organisations. The General Meeting shall approve these annual accounts during its next meeting.

## 18. RECORDS

The Secretary shall keep a proper record of the ordinary and honorary members and shall update such list regularly.

## PART VI. TERMINATION AND DISSOLUTION

### 19. DISSOLUTION OF THE IVA

- (1) If at any time the IVA shall pass in a General Meeting in accordance with Article 12 (1) of these Articles a resolution of its intention to dissolve, the Council shall take immediate steps to convert into money all the property of the IVA, with power however to postpone or delay the conversion of any particular property if the IVA in a General Meeting so authorises.
- (2) The General Meeting shall out of the proceeds of such conversion discharge all debt and liabilities of the IVA, including the expenses of such conversion, by selling all these assets.
- (3) If any balance remains after the liquidation of the assets, this shall be donated to any disinterested aim as determined by the General Meeting.  
A copy of the notice convening any General Meeting under this Article shall be sent by the Secretary by post to every member not less than one month before the

date fixed for the Meeting; but any accidental omission to send such copy or the non receipt of the same shall not invalidate any proceeding or resolution.

## PART VII. SUPPLEMENTAL

### 20. NOTICES

- (1) Any notice required to be sent to the IVA or to the Council shall be sent to the Secretary.
- (2) Any notice required to be sent to a member may be sent by e-mail or by post to the last address notified by the member to the Secretary.

### 21. PROXIES

- (1) Any member of the Council who is entitled to vote at a meeting of the Council may if he so desires appoint any member of the Council to attend and vote for him at such meeting as his proxy.
- (2) Any member who is entitled to vote at a General Meeting of the IVA may if he so desires appoint any other member to attend and vote for him at such meeting as his proxy.
- (3) A member of the Council shall not vote as a proxy for more than three members at the same meeting of the Council.
- (4) A member of the General Meeting shall not vote as a proxy for more than five members at the same meeting of the General Meeting.

### 22. GOVERNING LAW

These articles of association are governed by Belgian law and any dispute regarding these articles of association would be considered to be within the jurisdiction of Belgian Courts.

**ANNEX 1**

to the Articles of Association of International VAT Association  
according to art. 15 para. 1

According to art. 15 para. (1) the annual subscription for an ordinary member for the subscription year is determined to be according to the below table.

Number of employees	Annual subscription in Euro
up to 25	1000
25-50	2000
50-100	3000
over 100	5000