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Coordinated text of the statutes of the  
international non-profit association  
**"European Association for  
Extended Reality"**  
abbreviated  
**"EuroXR"**

having its registered office at 1050 Ixelles, Rue du Trône 98  
company number 0833.142.106 RPM Brussels

after the modification of the statutes  
of April 26, 2023

*Translated from the French by Jerome Perret, EuroXR Treasurer, on 15 May 2023*

**HISTORY**

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

**ACT OF CONSTITUTION:**

The Association was incorporated by virtue of a deed received by the notary Elke Vandekerckhove, in Merelbeke, on September 24, 2010, published in the Annexes to the Belgian Official Gazette of the following February 8, under number 11021155.

**MODIFICATION OF STATUTES:**

The statutes have been modified by:

- the general meeting of November 26, 2020, an extract of the minutes of which was published in the Annexes to the Belgian Official Gazette of May 15, 2021, under number 21057561.
- and for the last time by minutes drawn up by the notary Peter VAN MELKEBEKE, in Brussels, on April 26, 2023, filed for publication in the Annexes to the Belgian Official Gazette.

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**COORDINATED STATUTES AS OF April 26, 2023****Article 1****(Name-Purpose-Duration-Seat)**

1.1 An international not-for-profit association named «European Association for Extended Reality» and abbreviated «EuroXR» - hereinafter referred to as the « Association » is hereby established under the Belgian Law. The Association is a non for profit international association that shall be governed by the provisions of the Belgian Companies and Association Code and by the present Statutes.

1.2 The Association is created for an unlimited duration

1.3 Its registered office shall be located in Rue du Trone 98, 1050 Brussels (RPR Brussels). The registered office may be transferred to any other location in Belgium by a decision of the Management Body.

1.4 The purpose of the Association, being a non for profit Association with a scientific purpose, shall be to provide a framework for all members to meet, to discuss, and to promote matters related to Virtual Reality ("VR"), Augmented Reality ("AR") and Mixed Reality technologies, mainly in Europe, by all suitable means, and in particular by:

1. Bringing together all relevant end-users, contractors and individuals interested in Virtual, Augmented and Mixed Reality and providing a common discussion forum;
2. Establishing relations with other similar associations;
3. Promoting, publishing and receiving communications related to the scientific approach of Virtual, Augmented and Mixed Reality, mainly in the European region.

The Association shall also in particular strive to:

- Promoting Virtual, Augmented and Mixed Reality in Europe and beyond;
- Planning future research in Virtual, Augmented and Mixed Reality;
- Facilitating Virtual, Augmented and Mixed Reality implementation in future workspaces;
- Promoting the European scientific community interested in Virtual Reality and Augmented Reality by organizing national events and conferences;
- Continuously keeping track of market needs and market trends in the field of Virtual Reality and Augmented Reality;
- Generating opportunities for technology transfer;
- Enabling European Union or National funded research projects and industrial research projects on Virtual Reality, Augmented Reality and Mixed Reality.

1.5 In order to fulfill its purpose, the Association shall act through the competent Association's bodies, pursuant to the present Statutes. Activities may include, but are not limited to:

- Organization of an annual conference and other events;
- Maintenance of the INTUITION's network of excellence, being an action funded by the European Union under the Sixth Framework Program, knowledge base;
- Liaison activities among its members and with regulatory/funding bodies;
- Research trends identification;
- Provision of a framework for personnel exchange and sharing of knowledge;
- Networking and integration activities;
- Provision and maintenance of software tools to support its activities and Members;

1.6 Each Member of the Association undertakes to demonstrate integrity and to respect the confidentiality of the internal documents and information of the Association.

1.7 Each member shall observe and ensure lawful business practices and shall demonstrate good faith and transparency towards other Members.

1.8 The Association and its Members will fully comply with applicable EU competition law.

1.9 The Association strives to pursue its purpose in a non-profit manner and does not seek any direct or indirect financial advantage for its Members.

1.10 For the purposes of communication with its Members, the Association will use the following email address: info@euroxr-association.org

**Article 2****(Membership)**

Any individual or entity having legal capacity with regard to its national law having an interest in fulfilling the purpose of the Association as referred to in article 1.4 and 1.5 of the present Statutes,

may become a member of the Association (here above and hereinafter referred to as "the Member(s)" or collectively "the Membership") subject to the following.

2.1 There shall be four (4) classes of membership:

2.1.1 "Corporate Members", consisting of legal persons established in a European country, such as: universities, research laboratories, associations, and companies, that make a significant contribution to Virtual, Augmented and Mixed Reality or are end users of Virtual, Augmented and Mixed Reality;

2.1.2 "Individuals Members", consisting of individuals established in a European country, active in the scientific field of the Association and having an interest in Virtual, Augmented and Mixed Reality.

2.1.3 "Other Members", consisting of students or retired individuals established in a European country, who work or used to work in the field of or having an interest in Virtual, Augmented and Mixed Reality. The Association's Management Body is entitled to appoint "Honorary Members" among the "Other members" class. The number of Honorary Members shall not exceed thirty.

2.1.4 "Non European Members", consisting of organizations and individuals not established in a European country, who work or used to work in the field of or having an interest in Virtual, Augmented and Mixed Reality.

2.1.5 European countries are defined in Article 18.2

2.2 Membership is not transferable.

2.3 Representation and voting rights of Members

2.3.1 Each Corporate Member shall be validly represented before the Association by a duly authorized physical person (hereinafter the "delegate"). A Corporate Member who appoints more than one delegates shall appoint a single voting delegate (hereinafter the "Voting Delegate") whose vote shall bind the Corporate Member.. Each delegate or, as the case may be, the voting delegate shall be deemed to have full powers to act and vote on behalf of the Corporate member he or she represents.

2.3.2 Corporate Members may decide to replace their delegates(s) and/ or voting delegates after having informed the Association's President of the identity, contact details and capacity as a voter of their representatives by regular mail.

2.3.3 Corporate Members can also appoint a substitute to their delegates(s), to assist or replace its delegates when necessary.

2.3.4 Each Member may be represented by a proxy, member or not of the Association, at the General Assembly provided that they hold a specific written power of attorney.

2.3.5 Corporate Members have a double vote at the General Assembly.

2.3.6 Individual Members have single voting rights at the General Assembly.

2.3.7 Other Members do not have voting rights at the General Assembly.

2.3.8 Non European Members have the right to attend the meetings of the General Assembly but do not have voting rights.

2.4 Multiple memberships is feasible only on the grounds that a Member might be registered as Individual Member but simultaneously being appointed as representative of a Corporate Member.

2.5 All matters of doubt or difficulty related to membership shall be decided by the Management Body.

### **Article 3**

#### **(Application to membership - membership fees – termination of membership)**

3.1 Application to membership

3.1.1 A Membership application form is freely available on the Association's website, and can also be obtained by simple request by email.

3.1.2 Applicants to Membership of the Association shall submit the application form to the Management Body, which will decide on it by a simple majority vote. Applicants shall join their application form an accurate proof of their class of Membership.

3.1.3 Adherence of Members will not be effective until their annual membership fees have been paid to the Association.

3.2 Membership fees

Members are due to pay annual membership fees each January 1st. In the event of non-payment of the fees within the following subsequent two years, the General Assembly holds the right to terminate the affiliation of the defaulting Member's membership. Members who do not pay their membership fees (current or previous) do not have the right to vote. The Membership fees are

differentiated according to the class of the Member that is applying and are subject to change after a decision of the General Assembly. The annual Membership fee pertains to each calendar year and has to be paid in whole irrespective of the effective Membership duration in a year and of the time of submission of the application. No refunds shall be made in case of early termination of the Membership.

### 3.3 Termination of membership

#### 3.3.1 Membership ends by:

- Exclusion
- Voluntary withdrawal
- Death (for Individual Members, Other Members and individuals being Non European Members) or dissolution (for Corporate Members and organisations being Non European Members).

3.3.2 Exclusion of a defaulting Member may occur by decision of the General Assembly upon proposal of the Management Body. The President shall present a full report of reasons why the defaulting Member should be excluded before the Management Body proposes this to the General Assembly. In special cases and for serious reasons, the Management Body has the right to suspend the participation of a Member until the next General Assembly, where a final decision on the membership of the particular Member has to be taken. A Member being the subject of the process of suspension loses temporarily all its rights regarding the advantages in connection with its membership of the Association and the access to the Association services, tools and resources.

3.3.3 Withdrawal of a Member Membership can be terminated by giving notice of withdrawal to the President before the General Assembly approving the budget for the year in which the Member wishes to leave. The resignation becomes effective at the end of that financial year.

3.3.4 In case of termination of Membership, no paid fees can be sought by the Member concerned or shall be reimbursed by the Association, nor can the Member concerned have any financial claim on the assets of the Association.

3.3.5 Members are not personally liable for the debts of the Association.

## **Article 4**

### **(Organization)**

The Association is organized as follows:

#### 4.1 Management bodies

The management bodies of the Association are the following:

– The General Assembly consists of all Members and is the ultimate decision making body of the Association;

– The Management Body is in charge of the management, as further specified in Article 7.

#### 4.2 Operational bodies

– Special Interest Groups (SIGs) which are groups created by the General Assembly or the specific issues or to address actions

#### 4.3 Advisory Board

The Advisory Board has an advisory role

## **Article 5**

### **(The General Assembly)**

#### **A – Composition**

The General Assembly consists of all Members of the Association, having duly paid their Membership fees, with Individual and Corporate Members having voting rights according to the voting rights attributed to their respective classes, and constitutes the ultimate decision-making body of the Association.

#### **B – Meetings**

5.1 The General Assembly shall meet annually under ordinary session. Extraordinary sessions can be requested by 1/3 of the General Assembly Members or by the decision of the Management Body.

5.2 Every Corporate Member, present or represented at such a General Assembly session shall be entitled to two votes, whereas Individuals Members only to a single vote.

5.3 The ordinary session of the General Assembly shall be held once every year at such time and at such place as may be prescribed by a decision of the Management Body. The General Assembly Members should receive notice of the date and the venue and a preliminary agenda one month prior to the ordinary session. The General Assembly may decide in an ordinary session only upon agenda items for which one-month prior notice has been given to all General Assembly Members by the

Management Body. During the ordinary session, additional agenda items may be added with the unanimous agreement of all present or represented General Assembly Members.

5.4 Notification of the date and venue and agenda for any extraordinary session should be distributed to the General Assembly Members by the Management Body at least fifteen days before the session takes place. During the session, additional agenda items may be added with the unanimous agreement of all present or represented General Assembly Members. The minutes of the meetings shall be transmitted to the General Assembly Members within 30 days after the meeting date. The minutes shall be considered as accepted if, within 15 days from receipt, no General Assembly member has objected in writing to the chairperson.

#### **C - Presidency**

5.5 The President shall chair every General Assembly session. Failing the President, the chair will be set according to the provisions of Article 7.3.

#### **D – General Assembly Powers**

5.6 The General Assembly determines the general policy of the Association and has all powers needed for the realization of the purpose of the Association if such powers are not explicitly delegated to another body of the Association. Decisions within the powers of the General Assembly are inter alia:

- a) Approval of budgets;
- b) Approval of annual account for the past financial year;
- c) Election and expulsion of members of the Management Body as well as their release;
- d) Appointment, dismissal and discharge of an auditor;
- e) Admission of new Members, after having been previously accepted by the Management Body, and exclusion of Members;
- f) Determination of the yearly Membership fees for the Members;
- g) Modification of the Statutes of the Association, including change of the statutory office of the Association;
- h) Voluntary dissolution and liquidation of the Association;
- i) General policy and actions in pursuance of the Association's purposes;
- j) Determination of the categories and classes of membership for the Association;
- k) Determination of the destination of the net assets in the event of the liquidation of the Association, it being understood that the allocation has to be done for the benefit of a non-for-profit purpose.
- l) Determination the Internal Regulations of the Association.

#### **E – Attendance quorum**

5.7 The ballot of any Member of the General Assembly in delay with any sum payable to the Association shall not be allowed.

5.9 Except for a mandatory attendance quorum required by law or by a statutory provision, a General Meeting may validly deliberate regardless of the number of Members present or represented.

#### **F – Right to vote and majority**

5.10 Every Corporate Member, present at a General Assembly session shall be entitled to exercise two voting rights, whereas each Individual Member only has a single voting right. Other Members and Honorary Members shall not have any voting right.

5.11 Except for decisions g), h) and k) referred to in art. 5.7 above, voting at General Meetings takes place by a simple majority of votes.. For decisions under article 5.7, point g), reference is made to article 12 of the statutes and for decisions under article 5.7, points h) and k), reference is made to article 15 statutes.

5.12 The ballot will be held during the session of the General Assembly and each ballot casted will be recorded by the scrutineers. If it is deemed necessary, an electronic balloting can take place. In such a case, the issue upon which a decision has to be taken will be formulated in a detailed manner and submitted to the Members. In such a case, a deadline for voting will also be set. If electronic voting is not available, a postal ballot form shall be provided as an alternative. A Member shall vote either by returning the postal ballot form or through the electronic ballot system, but not both.

5.13 Balloting shall permit the identity of the voter to be verified by means approved by the Management Body. Ballots shall be delivered to the scrutineers of the meeting, to be received by the date specified by the Management Body.

5.14 An approved electronic ballot system shall include a trail of Members voting in a ballot, accessible to the scrutineers of the ballot.

5.15 Ballots shall be verified by two scrutineers nominated by the Management Body.

5.16 Whenever a ballot is necessary to nominate members of the Management Body, the following shall apply:

5.16.1 The Management Body shall (at least three months before the date of the ordinary annual session or any other session, when appropriate) send a call for candidates. The form with all potential candidates shall be sent to all Members two months before the said ordinary session

5.16.2 Each Member desirous of voting shall record a vote as described in the instructions accompanying the ballot, provided that no Member shall vote for more candidates than the number of vacancies.

5.16.3 The scrutineers of the ballot nominated by the Management Body shall not be candidates nominated for election as members of the Management Body.

5.16.4 The report of the Scrutineers shall be presented to the President at the annual Ordinary General Meeting or any other appropriate meeting.

5.16.5 In all cases of equality of votes, the President shall have a second or casting vote.

5.16.6 If at any time after the ballot forms have been sent to Members, and before the decision by the annual Ordinary General Meeting, any candidate who would otherwise have been elected has died or has withdrawn his or her nomination or has in any way become ineligible for election as a member of the Management Body, then the candidate having the next greatest number of votes shall be elected or, if there is no such candidate, the Corporate Members present or represented may nominate and elect any representative of a Corporate Member.

#### **Article 6**

##### **(The Management Body)**

6.1 The Management Body takes care of the management of the Association, and consists of at least two members, amongst which are at least:

1. A President
2. A treasurer

The Management Body is elected by the General Assembly in accordance with the voting rules. If the Management Body is made up of more than two members, their role is defined in the Internal Regulations.

The meetings shall be called by the President. Written notice shall be duly given to each Management Body member at least five days in advance of the meeting.

The minutes of the meetings shall be transmitted to the Management Body members within 30 days after the meeting date. The minutes shall be considered as accepted if, within 15 days from receipt, no Management Body member has objected in writing to the President. Decisions of the Management Body shall validly be taken following the simple majority rule.

#### **Article 7**

##### **(The President)**

7.1 The President is elected by the General Assembly for a mandate of three years. The term of office of the President of the Association may be renewed not more than twice consecutively.

7.2 The President represents the Association in meetings, conferences, etc. If the President is unable to attend such meetings, conferences, etc., he/she is substituted by the Treasurer or, if not available, by a member of the Advisory Board appointed for this purpose.

7.3 The President shall chair every General Assembly and every meeting of the Management Body. In case that the President is unable to attend these meetings, the Treasurer shall replace him/her. In case that the Treasurer is also unable to attend, a member of the Advisory Board, appointed by the majority of 2/3 of the votes of the General Assembly present or represented members, shall be responsible for chairing the session.

7.4 The responsibility of the President is to fully implement the decisions taken by the General Assembly and the Management Body and to work towards the realization of the Association purpose.

7.5 The President is responsible for monitoring the economic activities of the Association.

#### **Article 8**

##### **(The Treasurer)**

8.1 The Treasurer is elected by the General Assembly for a mandate of three years in accordance with its voting rules.

8.2 The Treasurer is responsible for the sound financial management of the Association. He/she follows all financial issues and issues regular balance sheets and reports on the financial status

of the Association for the information of the Management Body. He also prepares the annual financial report and the annual account of the Association which is presented by the Management Body to the General Assembly for approval.

#### **Article 9**

##### **(The Advisory Board)**

9.1 The Advisory Board is elected by the General Assembly for a mandate of three years in accordance with its voting rules. It consists of 5 to 15 physical or legal persons, who are members of the Association. These persons must be experts in scientific fields relevant to the Association.

9.2 The task of the Advisory Board is to advise the Management Body and the President for decisions in all scientific and vocational matters. The Advisory Board also supports the SIGs.

9.3 The Advisory Board shall meet with the Management Body twice annually, and shall be informed by the President of every activity that is under discussion. The President shall report formally in writing to the Advisory Board at any time a matter of decision taking in scientific and vocational matters arises.

9.4 The President may appoint one or more members of the Advisory Board to replace him for scientific or specialized activities without an administrative dimension. These members are then entitled to the title of "Vice-President" for the activity entrusted to them.

#### **Article 10**

##### **(Special Interest Groups (SIG))**

10.1 Special Interest Groups are groups created by the General Assembly or by the Management Body in accordance with Article 4 of these Statutes, to examine, analyze or develop a specific theme or a specific question concerning a specific area of virtual, augmented or extended reality. At least five Corporate or Individual Members are required to create a SIG. Each SIG is headed by a leader elected from among the members of the SIG and who is approved by the Administrative Body.

10.2 The SIGs are proposed by the Administrative Body. The Advisory Board may also propose to the Administrative Body the creation of a specific SIGs. The General Assembly and/or the Administrative Body is responsible for the creation and monitoring of the SIG. SIGs can also be created at the request of Members by means of a form signed by at least 10 members of the Association. The Administrative Body accepts or rejects the creation of a SIG.

10.3 A SIG is dissolved when it has finished its activities or when the Management Body decides that either the group has accomplished its mission or its objectives have ceased to be relevant.

#### **Article 11**

##### **(Resources)**

11.1 The resources of the Association consist of:

- a) the annual fees of Members;
- b) any donations, bequests and inheritances within the legal limits
- c) subsidies or allowances from private or public bodies
- d) any resources derived from its own non-profit activities.

11.2 With a view to achieving its aims and ensuring its functioning, the Association may at any time create and organize separate or independent bodies and give them an adequate legal structure. None of these activities can generate profit.

#### **Article 12**

##### **(Amendments)**

12.1 Any proposal to amend these Statutes must be sent to all Members of the Association via the President at least one month before a General Assembly meeting which must decide on such a proposal. A proposal to amend the Statutes can also be introduced and voted on electronically.

12.2 An amendment proposal must be submitted by the Administrative Body. Such a proposal may also be introduced by at least 30% of the members of the General Assembly or by 50% of the Corporate Members.

12.3 For the adoption of any amendment to these Statutes, no quorum of attendance is required. Amendments to the statutes must be adopted by at least three quarters of the votes present or represented.

#### **FISCAL AND OTHER PROVISIONS**

#### **Article 13**

##### **(Financial year)**

The financial year of the Association coincides with the calendar year (from January 1 to December 31).



**Article 14**  
**(Annual accounts and external auditors)**

14.1 Within six months of the end of the financial year, the Administrative Body presents an annual report of the activities of the Association to the General Assembly. The Administrative Body reports on the management of the Association during the past year, as well as the annual accounts which include a profit and loss account to be approved by the General Assembly.

14.2 The annual report and the annual accounts of the Association are audited by an external auditor, at the expense of the Association, if the annual expenses of the Association exceed 10,000 euros. The auditor is appointed by the General Assembly for a term of three years.

14.3 Without prejudice to the right of the General Assembly to determine the audit procedure, the Annual Report and the Annual Accounts of the Association are audited by an external auditor at the expense of the Association if this audit is legally required. The auditor is appointed by the General Assembly. On the other hand, the General Assembly may appoint an internal auditor or each effective Member of the Association may request, at their own expense, an audit of the Annual Accounts by an independent external auditor. In all the cases described above, the auditor's report is presented with the Annual Report to the General Assembly.

14.4 The Annual Report and the Annual Accounts are approved no later than six months after the end of the financial year.

**Article 15**  
**(Dissolution)**

15.1 Any proposal to dissolve the Association must come from the Administrative Body or at least two thirds of the members of the General Assembly.

15.2 The Administrative Body must notify its proposal to the Members of the Association at least two months before the date of the General Assembly meeting in which the proposal for dissolution will be discussed. Subject to legal provisions, to decide on the dissolution of the Association, the General Assembly must reach a quorum of two thirds of the Members of the Association present or validly represented at this assembly. If this quorum is not reached at the first meeting, a new convocation will be necessary and the second meeting will deliberate and rule validly, regardless of the number of Members present or represented. Subject to legal provisions, the decision to dissolve is valid if it is approved by at least three quarters of the votes of the Members present or represented. The dissolution takes effect after agreement of the competent authority, in accordance with and after completion of the legal formalities. The General Assembly determines the conditions for the dissolution and liquidation of the Association.

15.3 In the event of dissolution of the Association, any net assets shall be transferred to a non-profit organization with legal personality under private law having a non-profit purpose similar to that of the Association.

**Article 16**  
**(Disputes)**

Any dispute concerning the Association, including the members or bodies of the Association, falls within the jurisdiction of the courts of Brussels.

**Article 17**  
**(Internal regulations)**

Any question that is not provided for in part or in whole by these Statutes, may be explained in the Internal Rules of the Association, which are established by the Administrative Body and approved by the General Assembly in accordance with the voting rules. This procedure also applies to any revision of those regulations.

**Article 18**  
**(Language - Definitions)**

18.1 The official language of the Association is French although the working language of the Association is English. In the event of a discrepancy in the interpretation of any statutory provision, the French version prevails.

18.2 For the purposes of these Statutes, reference to "Europe" or "European Countries" means:

- a. EU Member States;
- b. countries associated by cooperation agreements in the field of science and technology which involve a contribution to the budget of the framework programme;
- c. the United Kingdom and Switzerland; and

d. any other country (including countries outside the European continent) as agreed by the Governing Body.

**FOR COMPLIANT COORDINATION**

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**Peter VAN MELKEBEKE**  
**Notaire**

*D. 223-0523 / R. 2023/120442 / PVM – 26.04.2023 / MBT / lv*