

**Statutes of the
European Association of Senior Hospital Physicians**

[The official text is in French – English convenience translation for information purposes only]

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

Article 1. Name. Legal form. Term

1.1 The international non-profit association named “**Association Européenne des Médecins des Hôpitaux**” in French and “**European Association of Senior Hospital Physicians**” in English, abbreviated “**AEMH**” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

1.2 All deeds, invoices, announcements, publications, letters, order forms, websites and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

2.1 The registered office of the Association is located in the Brussels-Capital Region.

2.2 The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

2.3 If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 20 of these Statutes.

2.4 The Association may establish offices in any country or place.

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

3.1 The non-profit purpose of international utility of the Association shall be, within Europe, to promote public health care in Europe, in particular in the field of hospitals and act as a reciprocal information resource for all issues concerning hospital life in Europe.

3.2 For the purpose of these Statutes “Europe” means the member States of the Council of Europe.

Article 4. Object

4.1 To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non-exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Study *inter alia* the conditions in which the medical profession is practised in hospitals, the systems by which the hospitals are organised in the various countries, cooperation procedures with other members of the hospital environment, possibilities to improve and supplement in the area of assistance and care of hospital patients;
- (b) Draft and disseminate statements of positions, resolutions, publications and information;
- (c) Encourage the exchange of ideas and experiences;
- (d) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (e) Promote discussions amongst doctors, scientists and politicians;
- (f) Collect and analyse statistical data; and
- (g) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

4.2 The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

4.3 In addition, upon decision of the General Assembly, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

TITLE III. MEMBERS

Article 5. Membership

5.1 The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members. The founding members of the Association shall be the first Full Members of the Association.

5.2 All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.

5.3 The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.

5.4 Membership is *intuitu personae* and can neither be transferred nor assigned.

Article 6. Full Members

6.1 The category of Full Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having a legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (c) Being the most representative national organisation of hospital doctors in one (1) European country.

6.2 The Association shall only have one (1) Full Member (i.e. national organisation) per European country.

6.3 Full Members shall enjoy all membership rights, including voting rights at the General Assembly.

Article 7. Associate Members

7.1. The category of Associate Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having a legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (c) Being the most representative national organisation of hospital doctors in one (1) European country; and
- (d) Not wishing to immediately become a Full Member.

7.2. Associate Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

7.3. If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 42 of these Statutes, the Associate Members shall neither be consulted nor have voting rights.

7.4. Each Associate Member may enjoy Associate membership only for two (2) years. After this period, either the Associate Member shall submit as an application for admission to Full membership or automatically cease to be an Associate Member.

Article 8. Admission to membership

8.1 Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Secretary General.

8.2 The Secretary General shall submit this application for admission to the General Assembly. After having verified that all conditions for membership are complied with, the General Assembly shall decide

on the admission to membership. The decisions of the General Assembly regarding membership admissions are final, sovereign and the General Assembly shall give reasons for its decisions.

Article 9. Representation of Members

9.1 Each Member shall appoint between one (1) and four (4) natural person(s), called the “**Delegate(s)**”, to represent it within the Association. If a Member appoints more than one (1) Delegate, it must appoint one (1) head of delegation – when applicable – who shall cast the vote of his/her Member (hereafter: “**Head of Delegation**”). Each Head of Delegation must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Delegate, he/she shall be the Head of Delegation of his/her Member.

9.2 If a Delegate ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Delegate (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Delegate unless the Member has another Delegate and, if applicable, another Delegate who has been appointed as Head of Delegation.

9.3 Each Member shall inform, via regular means of communication, the Secretary General of the identity, contact details, and, as the case may be, appointment or revocation as Head of Delegation, of its/their Delegate(s).

Article 10. Resignation. Exclusion

10.1 Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 30 September of each year, to the Secretary General. The Secretary General shall submit the resignation to the Board, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Secretary General.

10.2 A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon proposal of the Board and decision of the General Assembly.

10.3 Before recommending the exclusion of a Member to the General Assembly in accordance with paragraph 10.2 of the present Article, the Board shall provide the concerned Member with the relevant details in writing via special means of communication at least fourteen (14) calendar days before the meeting of the Board. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of its exclusion. The Board may decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Board and has received the possibility to defend its position during the meeting of the Board and prior to the voting on the proposal of exclusion. The decisions of the Board regarding the proposal of exclusion of a Member to the General Assembly are final, sovereign and the Board shall give reasons for its decisions.

10.4 Upon recommendation from the Board, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.

10.5 All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Board not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Board decides to recommend the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly.

10.6 By derogation to paragraph 10.5 of the present Article, if a Full Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the President, all its membership rights shall be automatically and immediately suspended (i) until the payment of the membership fee or (ii) until the decision of the Board not to recommend the exclusion of the concerned Full Member to the General Assembly, or (iii) if the Board decides to recommend the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly, in accordance with paragraphs 10.3 and 10.4 of the present Article.

10.7 A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees, if any (aa) for the financial year during which notice is given and, (bb) in case the notice is served after 30 September, for the financial year during which the notice is given and the following financial year. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Secretary General, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

10.8 A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

Article 11. Membership fees

11.1 Each Full Member shall pay membership fees per year, as proposed by the Board and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Board and decided by the General Assembly.

11.2 Full Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.

11.3 Associate Members shall not pay any membership fees.

11.4 In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Board to the General Assembly for approval.

11.5 The Secretary General shall also decide on the invoicing procedure and the time for payment of the membership fees.

Article 12. Compliance with the Statutes, the internal rules, and Antitrust Law

12.1 Any Member shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, if any, including those for the year in which the Member has been admitted as Member, pursuant to Article 8 of these Statutes.

12.2 The Members commit to not enter into any discussion, activity or conduct that may infringe European Union and applicable national competition law rules (hereafter: “**Antitrust Law**”).

12.3 The Association shall take all possible measures in order to ensure that it fully complies with the provisions of Antitrust Law and that the Members are aware of the importance of complying with Antitrust Law.

Article 13. Register of Members

13.1 The Secretary General shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Secretary General, immediately after the Board has taken a decision.

TITLE IV. ORGANISATIONAL STRUCTURE

Article 14. Bodies

14.1 The bodies of the Association are:

- (a) The General Assembly;
- (b) The Board;
- (c) The President;
- (d) Three (3) Vice-Presidents;
- (e) The Treasurer;
- (f) The Working Group(s); and
- (g) The Secretary General.

TITLE V. GENERAL ASSEMBLY

Article 15. Composition. Voting rights

15.1 The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Delegate(s) pursuant to Article 9 of these Statutes.

15.2 Each Full Member shall have one (1) vote.

15.3 Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard upon decision of the chairperson.

15.4 Each member of the Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Board who has been appointed as Head of Delegation shall be authorised to vote in this specific capacity for the Full Member he/she represents.

15.5 The General Assembly shall be chaired by the President.

15.6 The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly these third parties will receive the right to speak.

Article 16. Powers

16.1 The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The admission of new Members;
- (c) The exclusion of Members;
- (d) The election and dismissal (*ad nutum*) of the members of the Board and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Board will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (e) Election and dismissal (*ad nutum*) of the President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer and the determination of the conditions (including the financial conditions, if any) upon which their mandate will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (f) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (g) The appointment and dismissal of one (1) internal auditor;
- (h) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (i) The discharge to be given to the members of the Board and, if any, to the statutory auditor, or to the external accountant;
- (j) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board;
- (k) The approval of the amount of the additional contributions, upon proposal of the Board;
- (l) The approval of the annual accounts and the budget of the Association;
- (m) The amendment of these Statutes;
- (n) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s);

- (o) The decision to perform any of the activities referred under Article 4.3 of these Statutes; and
- (p) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

Article 17. Meetings

17.1 The General Assembly shall meet at least once a year upon convening by the President or the Board, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Board shall determine the exact date of the Ordinary General Assembly.

17.2 A meeting of the General Assembly shall be convened at any time by the President, or the Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Board at the written request of at least twenty-five percent (25%) of the Full Members. In this last case, the President or the Board shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the fortieth (40th) calendar day following this request.

Article 18. Proxies

18.1 Each Member shall have the right, via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than one (1) proxy.

18.2 Each Member shall have the right via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 42 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 19. Convening notices. Agenda

19.1 Convening notices for the General Assembly shall be notified to the Members and the members of the Board by the Secretary General via regular means of communication at least twenty-eight (28) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Secretary General and adopted by the President or the Board.

19.2 Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one (1) Full Member and notified to the President at least three (3) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the

Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at least two (2) calendar days before the meeting of the General Assembly.

19.3 Upon request of one (1) or more Full Member(s) a vote shall be cast regarding an item that is not listed on the agenda, provided that the General Assembly decides to proceed with such vote.

19.4 Each Member and each member of the Board shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any Member present or represented and any member of the Board present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 20. Presence quorum. Voting majority. Votes

20.1 Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Full Members are present or represented.

20.2 If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majorities stipulated in the paragraphs 20.3 and 20.6 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

20.3 Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

20.4 In the event of a tie, the Full Member whose Delegate is the President shall have the decisive vote and, in its absence, (whether represented or not), the Full Member whose Delegate is the First Vice-President. If the Full Members whose Delegates are the President and the First Vice-President are both absent (whether represented or not), the Full Member whose Delegate is the Second Vice-President shall have the decisive vote. If the Full Members whose Delegates are the President, the First Vice-President and the Second Vice-President are all absent (whether represented or not), the Full Member whose Delegate is the Third Vice-President shall have the decisive vote. If the Full Members whose Delegates are the President, the First Vice-President, the Second Vice-President and the Third Vice-President are all absent (whether represented or not), the Full Member whose Delegate is the Treasurer shall have the decisive vote.

20.5 The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.

20.6 By derogation to the paragraphs 20.3 and 20.4 the present Article, for the election of the President, First Vice-President, Second Vice-President, Third Vice-President, Treasurer and the members of the Board referred to in Article 23.1, (d) of these Statutes, decisions of the General Assembly shall be validly adopted as follows:

- i. The ballot shall be organised in a way that each Full Member be able to cast its vote as many times as there are mandate(s) to be fulfilled (e.g. if two (2) members of the Board

- referred to in Article 23.1, (d) of these Statutes shall be elected, the Full Member can cast two (2) votes, i.e. one (1) vote per member of the Board to be elected); and
- ii. The candidate(s) President, First Vice-President, Second Vice-President, Third Vice-President, and Treasurer and members of the Board referred to in Article 23.1, (d) of these Statutes shall obtain at least a simple majority of the votes (i.e., it obtains the highest number of the votes) cast by the Full Members present or represented. In the event of a tie between two (2) or more candidates, subsequent voting round(s) shall take place until the tie is broken.

20.7 Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Board and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Board shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

20.8 Provided that this possibility has been granted by the Board and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Board shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

20.9 The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

Article 21. Register of minutes

21.1 Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the chairperson of the meeting of the General Assembly and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Secretary General to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

Article 22. Written procedure

22.1 Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 19 of these Statutes do not have to be complied with.

22.2 For this purpose, the President, upon request of the Board, and with the assistance of the Secretary General, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Board, with request to the Full Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Board and within the time limit mentioned in the notice.

22.3 If the votes in favour of all the Full Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

22.4 For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

22.5 The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Board .

22.6 The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the Members.

22.7 The members of the Board and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VI. BOARD

Article 23. Composition

23.1 The Association shall be administered by a Board composed of minimum five (5) and maximum seven (7) members of the Board being composed as follows:

- (a) The President shall be a member of the Board as of right;
- (b) The three (3) Vice-Presidents shall be members of the Board as of right;
- (c) The Treasurer shall be a member of the Board as of right; and
- (d) Up to two (2) members of the Board shall be elected by the General Assembly.

23.2 Each member of the Board referred to in paragraph 23.1, (d) of the present Article shall:

- (a) Be a Delegate of a Full Member; and
- (b) Not being the President, a Vice-President and the Treasurer.

23.3 The term of office of the members of the Board referred to in paragraph 23.1, (d) of the present Article is a three (3) years term, indefinitely renewable. Their mandate shall be non-remunerated.

23.4 Each Full Member may propose one (1) candidate member of the Board referred to in paragraph 23.1, (d) of the present Article to the Board at least forty (40) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Board referred to in paragraph 23.1, (d) of the present Article will be elected. The Board shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Board, taking into account the criteria set out in paragraph 23.2

of the present Article, shall draw up a list of all proposed candidate members of the Board. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Board referred to in paragraph 23.1, (d) of the present Article will be elected. The list shall indicate for each proposed candidate member of the Board referred to in paragraph 23.1, (d) of the present Article the criteria set out in paragraph 23.2 of the present Article. If there is no list or an incomplete list of candidate members of the Board referred to in paragraph 23.1, (d) of the present Article, the General Assembly may freely elect without any formality one or more member(s) of the Board referred to in paragraph 23.1, (d) of the present Article out of the Delegates of the Full Members.

23.5 The mandate of a member of the Board referred to in paragraph 23.1, (d) of the present Article terminates by expiry of his/her membership to the Board. The mandate of a member of the Board referred to in paragraph 23.1, (d) of the present Article terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Board ceases to be a Delegate of a Full Member, or (iii) if the Full Member the member of the Board is the Delegate of, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the member of the Board is the Delegate of, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the member of the Board is the Delegate of, has substantially modified its activities, or (vi) if a member of the Board does no longer meet the criteria set out in paragraph 23.2 of the present Article.

23.6 The mandate of a member of the Board referred to in paragraph 23.1, (d) of the present Article also terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss a member of the Board referred to in paragraph 23.1, (d) of the present Article at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal. The decisions of the General Assembly to dismiss a member of the Board referred to in paragraph 23.1, (d) of the present Article are validly adopted if they obtain a majority of at least two third (2/3) of the votes cast by the Full Members present or represented. The concerned member of the Board referred to in paragraph 23.1, (d) of the present Article shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not the relevant voting.

23.7 The members of the Board referred to paragraph 23.1, (d) of the present Article are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a member of the Board referred to in paragraph 23.1, (d) of the present Article for whatever reason, except the cases of automatic termination of the mandate of a member of the Board, or dismissal, the member of the Board shall continue performing the duties of his/her office until he/she has been replaced within ninety (90) calendar days.

23.8 If the mandate of a member of the Board referred to in paragraph 23.1, (d) of the present Article ceases before its term, for whatever reason, the Board may freely appoint (by co-optation) a new member of the Board referred to in paragraph 23.1, (d) of the present Article for the remainder of the term, provided that the member of the Board appointed (by co-optation) fulfils the criteria for the composition of the Board of the replaced member of the Board. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the member of the Board appointed (by co-optation). If the mandate of the member of the Board appointed (by co-optation) is confirmed by the General Assembly, said member of the Board shall complete the term of office of the replaced member of the Board, except if the General Assembly otherwise decides. If the mandate of the member of the

Board appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said member of the Board will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board until that date.

23.9 In case of termination of the mandate of a member of the Board for whatever reason, the member of the Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

23.10 The Board shall be chaired by the President.

23.11 The Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board.

Article 24. Powers

24.1 The Board shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Board shall act as a collegial body (in French: *“organe collégial”* / in Dutch: *“collegiaal orgaan”*).

24.2 The Board shall in particular have the following powers:

- (a) The transfer of the Association’s registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association’s strategies and policies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The acknowledgement of the resignation of a Member pursuant to Article 10.1 of these Statutes;
- (g) The appointment and dismissal of the Secretary General, including the discharge to be given;
- (h) The hiring and the dismissal of the employees of the secretariat of the Association;
- (i) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (j) The proposal of the amount of the additional contributions to the General Assembly;
- (k) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Secretary General, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (l) The adoption, the amendment and the revocation of the internal rules, if any;
- (m) The decisions to amend Article 38.2 of these Statutes;
- (n) The adoption of propositions to be submitted to the General Assembly; and
- (o) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these.

24.3 Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

24.4 At any time, the Board may delegate specific powers to one or more member(s) of the Board or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 25. Meetings

25.1 The Board shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of two (2) members of the Board, acting jointly, and at such time and place as determined in the convening notice.

Article 26. Proxies

26.1 Each member of the Board shall have the right, via regular means of communication, to give a proxy to another member of the Board, to be represented at a meeting of the Board. No member of the Board may hold more than one (1) proxy.

Article 27. Convening notices. Agenda

27.1 Convening notices for the Board shall be notified to the members of the Board by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting of the Board. The convening notices shall mention the date, time and place of the meeting of the Board. In addition, the convening notices shall mention if the members of the Board can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board shall be prepared by the Secretary General and adopted by the President.

27.2 Each member of the Board shall have the right to propose additional item(s) to be included on the agenda of the Board, which shall be notified via regular means of communication to the President at least three (3) calendar days before the meeting. In such a case, the President shall inform the members of the Board of the additional item(s) on the agenda of the Board via regular means of communication at least two (2) calendar days before the meeting of the Board.

27.3 A vote shall be cast regarding an item that is not listed on the agenda, provided that (i) two thirds (2/3) of the members of the Board are present or represented at a meeting of the Board and (ii) the Board votes to proceed with such vote.

27.4 Each member of the Board shall have the right, before, during or after a meeting of the Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Board present or represented at a meeting of the Board shall be considered to have been regularly convened to this meeting.

Article 28. Presence quorum. Voting majority. Votes

28.1. Unless otherwise stipulated in these Statutes, the Board shall be validly constituted when at least half of the members of the Board are present or represented.

28.2. If at least half of the members of the Board are not present or represented at the first meeting, a second meeting of the Board may be convened pursuant to Article 27 of these Statutes, at least seven (7) calendar days after the first meeting of the Board. The second meeting of the Board shall validly deliberate

irrespective of the number of members of the Board present or represented, in accordance with the voting majority stipulated in the paragraph 28.3 of the present Article. In any case, the Board shall always be constituted of at least two (2) members of the Board physically or virtually present.

28.3. Unless otherwise stipulated in these Statutes, decisions of the Board shall be validly adopted if they obtain a majority at least of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Board present or represented. Each member of the Board shall have one (1) vote.

28.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote.

28.5. A duly convened meeting of the Board shall be validly held even if all or some of the members of the Board are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Secretary General shall set up the practical procedures to organise this in practice. In such a case, the members of the Board shall be deemed present.

28.6. Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Board may vote via electronic means during a meeting of the Board. The Secretary General shall take the necessary steps allowing the members of the Board to vote electronically. The Secretary General shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 29. Register of minutes

29.1 Minutes shall be drawn up at each meeting of the Board. They shall be approved and signed by the chairperson of the meeting of the Board and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Secretary General to the members of the Board. The register of minutes shall be kept at the registered office of the Association where all members of the Board may consult it, without, however, displacing it.

Article 30. Written procedure

30.1 The Board may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 27 of these Statutes do not have to be complied with.

30.2 For this purpose, the Secretary General, upon request of the President or two (2) members of the Board acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Board, with request to the members of the Board to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Secretary General and within the time limit mentioned in the notice.

30.3 The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Board have sent their vote(s) back via the mean of written communication designated by the Secretary General within the time limit, and (ii) if the items on the agenda have obtained a majority at least of fifty

percent (50%) plus one (1) vote of the votes cast by the members of the Board having sent their vote(s) back via the mean of written communication designated by the Secretary General. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

30.4 For the purpose of the present Article, members of the Board are not allowed to grant proxies to other members of the Board.

30.5 The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Board.

30.6 The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the members of the Board.

TITLE VII. PRESIDENT, VICE-PRESIDENTS AND TREASURER

Article 31. Election and function of the President, the Vice-Presidents and the Treasurer

31.1 The General Assembly shall elect one (1) President, three (3) Vice-Presidents (i.e. one (1) First Vice-President, one (1) Second Vice-President, and one (1) Third Vice-President) and one (1) Treasurer. The President, the Vice-Presidents and the Treasurer shall be five (5) distinct natural persons.

31.2 The President, the Vice-Presidents and the Treasurer shall:

- (a) Be a Delegate of Full Member; and
- (b) Not being a member of the Board referred to in Article 23.1 (d) of these Statutes.

31.3 Their term of office is a three (3) years term, indefinitely renewable. Their mandate shall be non-remunerated.

31.4 Each Full Member may propose one (1) candidate President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer to the Board at least forty (40) calendar days in advance of a meeting of the General Assembly at which a President, First Vice-President, Second Vice-President, Third Vice-President and/or Treasurer will be elected. The Board shall inform the Members as soon as a new election by the General Assembly is necessary. The Board, taking into account the criterion set out in paragraph 31.2 of the present Article, shall draw up a list of all proposed candidate(s) President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer. The list shall be attached to the agenda of the meeting of the General Assembly at which a President, First Vice-President, Second Vice-President, Third Vice-President and/or Treasurer will be elected. The list shall indicate for each proposed candidate President, First Vice-President, Second Vice-President, Third Vice-President and/or Treasurer the criterion set out in paragraph 31.2 of the present Article. If there is no list or an incomplete list of candidates President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer, the General Assembly may freely elect without any formality a President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer, out of the Delegates of the Full Members.

31.5 The mandate of the President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer, terminates by expiry of his/her presidency/vice-presidency/treasury. The mandate of the President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the President, First Vice-President,

Second Vice-President, Third Vice-President and Treasurer cease to be a Delegate of a Full Member, or (iii) if the Full Member the President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer is the Delegate of, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer is the Delegate of, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer is the Delegate of, has substantially modified its activities.

31.6 The mandate of a President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer also terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss a President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer at any time and is not obliged to give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal. The decisions of the General Assembly to dismiss a President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer are validly adopted if they obtain a majority at least two thirds (2/3) of the votes cast by the Full Members present or represented. The concerned President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not the relevant voting.

31.7 The President, First Vice-President, Second Vice-President, Third Vice-President and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board. In case of the end of the mandate of the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer for whatever reason, except the cases of automatic termination of the membership to the Board, or dismissal, the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer as the case may be, shall continue performing the duties of his/her office until the Board has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

31.8 If the mandate of the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer ceases before its term, for whatever reason, the Board may freely appoint (by co-optation) a new President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer for the remainder of the term, provided that the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer appointed (by co-optation) fulfils the criterion for presidency, vice-presidency or treasury. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer appointed (by co-optation). If the mandate of the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer appointed (by co-optation) is confirmed by the General Assembly, said President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer shall complete the term of office of the replaced President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer, except if the General Assembly otherwise decides. If the mandate of the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer will come to an end immediately after

the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board until that date.

31.9 In case of termination of the mandate of the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer for whatever reason, the President, First Vice-President, Second Vice-President, Third Vice-President or Treasurer, as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 32. Powers of the President, the Vice-Presidents and the Treasurer

32.1 The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Board, after preparation by the Secretary General;
- (b) Presiding the meetings of the General Assembly and the Board;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Board;
- (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (e) In the event of a tie vote, having the casting vote within the Board.

32.2 The Vice-Presidents shall have the powers specifically granted to them by these Statutes. If the President is unable or unwilling to perform his/her task/duty, the First Vice-President shall replace him/her. If the President and the First Vice-President are both unable or unwilling to perform the task/duty, the Second Vice-President shall replace them. If the President, the First Vice-President and the Second Vice-President are all unable or unwilling to perform the task/duty, the Third Vice-President shall replace them. If the President, the First Vice-President, the Second Vice-President and the Third Vice-President are all unable or unwilling to perform the task/duty, the Secretary shall replace them.

32.3 The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Board. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Board.

TITLE VIII. WORKING GROUP(S)

Article 33. Working Group(s)

33.1 The Board may establish, dissolve and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Board on specific issues. The Board determines amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s).

33.2 The Working Group(s) shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Board.

33.3 The Working Group(s) shall always act under the responsibility of the Board and shall report periodically to Board on its/their activities, and/or at the request of the Board.

33.4 The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

TITLE IX. SECRETARY GENERAL

Article 34. Appointment and function of the Secretary General

34.1 The Board shall appoint a natural person or legal entity, not being a member of the Board and not being a Delegate, as Secretary General. His/her/its office may be remunerated. When a legal entity is appointed as Secretary General, the latter shall appoint a permanent Delegate, being a natural person, in charge of the execution of the mission of Secretary General in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board.

34.2 The mandate of the Secretary General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary General is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

34.3 Unless otherwise agreed, the Board may dismiss the Secretary General at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

34.4 The Secretary General is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Board, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Secretary General for whatever reason, except the cases of automatic termination of the mandate of the Secretary General or dismissal, the Secretary General shall continue performing the duties of his/her/its office until the Board has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

34.5 In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

34.6 The Secretary General shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Secretary General.

34.7 Notwithstanding the above paragraph, the President may decide that the Secretary General cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board.

Article 35. Powers of the Secretary General

35.1 The Secretary General shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Secretary General shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Board ;
- (e) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (f) Submitting the applications for admission to membership to the Board;
- (g) Executing the decisions of the Board;
- (h) Sending the convening notices of the General Assembly and the Board;
- (i) After consultation with the Treasurer, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Board for finalisation and approval;
- (j) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (k) Ensuring the public relations of the Association, particularly regarding communication with third parties.

35.2 The Secretary General shall always act under the responsibility of the Board and within the approved budget. The Secretary General shall report periodically to the Board on his/her/its actions and activities, and/or at the request of the Board.

TITLE X. LIABILITY

Article 36. Liability

36.1 The members of the Board, the President, the Vice-Presidents, the Treasurer and the Secretary General are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

36.2 The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

TITLE XI. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 37. External representation of the Association

37.1 The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Board, acting jointly.

37.2 Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Secretary General, acting alone.

37.3 None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

37.4 In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Board, the President acting alone, or two (2) members of the Board, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

TITLE XII. INTERNAL RULES AND PROCEDURES

Article 38. Internal rules and procedures

38.1 To detail and complete the provisions of these Statutes, the Board may adopt, amend and/or revoke internal rules.

38.2 On the date of the last amendments to these Statutes, no internal rules have been adopted.

38.3 The Board is further entitled to adopt Board internal procedures and any other kind of statement that falls within the scope of its powers.

TITLE XIII. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

Article 39. Financial year

39.1 The financial year of the Association shall run from 1 January to 31 December.

Article 40. Annual Accounts. Budget

40.1 The Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

40.2 Each year, within six (6) months following the end of the financial year, the Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

40.3 The draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty-eight (28) calendar days before the Ordinary General Assembly.

Article 41. Auditing of the annual accounts

41.1 If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren*”, for a three (3) years term.

41.2 If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

41.3 The General Assembly shall elect one (1) internal auditor being a Delegate of a Full Member and not being a member of the Board. The internal auditor shall have the powers specifically granted to him/her by these Statutes and/or by the General Assembly.

41.4 The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XIV. AMENDMENTS TO THESE STATUTES

Article 42. Amendments to these Statutes

42.1 Upon proposal of (i) the Board or (ii) at least two-thirds (2/3) of the Full Members, the General Assembly can validly decide on amendments to these Statutes only if (i) at least half of the Full Members are present or represented and (ii) the decisions to amend obtain a majority of at least two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

42.2 If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 42.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

42.3 By derogation to paragraph 42.1 of the present Article, the Board can also validly decide on amendments to Article 38.2 of these Statutes.

42.4 The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Board.

42.5 The date on which the amendments to these Statutes shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.

42.6 Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XV. DISSOLUTION. LIQUIDATION

Article 43. Dissolution. Liquidation

43.1 Upon proposal of (i) the Board or (ii) at least two-thirds (2/3) of the Full Members, the General Assembly can validly decide on the dissolution of the Association only if (i) at least half of the Full Members are present or represented and (ii) the decision obtains a majority of at least two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

43.2 If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 43.1 of the present Article and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

43.3 Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Board.

43.4 Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Board shall be deemed to be jointly in charge of the Association's liquidation.

43.5 The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a non-profit legal entity having as non-profit purpose the promotion of health.

TITLE XVI. VARIA

Article 44. Notifications

44.1 Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

Article 45. Computation of time

45.1 For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- “Month(s)” mean(s) (a) calendar month(s); and
- “Calendar day(s)” mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

Article 46. Abstentions

46.1 For the determination of the voting majorities set out in these Statutes, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

Article 47. Secret ballot

45.1 For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Full Members, the members of the Board, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Secretary General and the staff of the Association.

Article 48. Varia

48.1 Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

48.2 Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Board to do so. Members shall have no claim on the Association’s assets.

48.3 For the performance of their duties, members of the Board may elect domicile at the registered office of the Association.

48.4 The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

Article 49. Transitional provision

49.1 In order to ensure a smooth transition between the former Statutes and these Statutes, the mandate of the Second Vice-President and Third Vice-President at the time of the General Assembly which has adopted these Statutes, shall be exceptionally extended by one (1) year, i.e. until the meeting of the General Assembly which will approve the annual accounts closed per December 31, 2023

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