

**Statutes of
Health First Europe**

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

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

Article 1. Name. Legal form. Term

The international non-profit association named “Health First Europe” and operating under the name of "HFE" (hereafter referred to as the "**Association**"), was constituted on 10 August 2006, for an indefinite period under the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

Article 2. Registered office

The registered office of the Association is located at Rue de Trône 60, 1050 Brussels (Belgium), in the judicial district of Brussels.

It may be transferred to any other location in Belgium by a decision of the Executive Committee, subject to compliance with the legal provisions governing the use of official languages in Belgium.

The Association may establish offices in any country or place.

TITLE II. NON-PROFIT PURPOSE. ACTIVITIES

Article 3. Non-profit purpose. Activities

3.1. Non-profit purpose

The non-profit, scientific and educational purpose of the Association shall be, within the European Union and worldwide, to:

(a) Raise awareness, through events, publications, consultation responses, position papers, press and social media, the importance of , ensuring both equitable access to modern, innovative and reliable medical technology and that healthcare is considered as a vital investment in Europe. HFE aims at a truly patient-centred healthcare, based on access for European citizens to the best medical treatments available. HFE's purpose is based on the following principles:

- Innovating for sustainable healthcare systems in Europe;

- Healthcare practitioners (HCPs) are a key factor for innovating in new models of delivering healthcare services;
- Patient-centric solutions for sustainable health systems;
- Consistently valorising quality healthcare is the cornerstone of a productive Europe;
- "Health equals wealth", or the socio-economic value linked to investments in healthcare in terms of employment, innovation and economic growth.

(b) Provide common means and services, in connection with the direct or indirect accomplishment of its purpose.

3.2. Activities

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) Identify, explore, compare, examine, and provide advice in policy issues in the field of healthcare;

(b) Contribute to the elaboration, approval, and implementation of local, national, European Union and/or international policies, legislation, and regulations in the field of healthcare;

(c) Manage the issues of the association vis-à-vis the European Union institutions, the national governments, public authorities, international organisations, and the general public;

(d) Disseminate information and issue publications;

(e) Organize and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels (as HFE and in partnership with other organisations with similar aims and values);

(f) Undertake alone or with others, joint activities as partner or in any other capacity with the institutions of the European Union, national, federal or local governments, or other public and semi-public authorities and private corporations and organizations;

(g) Establish, accredit, maintain, operate, cooperate, and maintain close contacts with initiatives and/or organizations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organizations; and

(h) Conclude any service agreement, partnership agreement or contract of any kind with Members and/or third parties, as may be needed or useful to achieve the Association's purpose.

In addition, the Association may support and have interests in any other activities or legal entities which are similar or related to those defined above. The Association shall perform and develop its activities either in Belgium or abroad and may be member of or set up other non-profit entities with purposes related to those of the Association.

TITLE III. MEMBERS

Article 4. Membership

The Association shall have two (2) membership categories: Individual Members and Organisational Members.

All references in these Statutes to "Member" or "Members" without any other specification are references to Individual Members and Organisational Members collectively.

Members shall enjoy the following rights and obligations:

- Right to participate in and vote at General Assemblies;
- Right to be nominated for any of the governing bodies of the Association;
- Obligation to act in compliance with Article 3 of these Statutes;
- Obligation to pay the annual membership fee, if any, or contribute otherwise to the accomplishment of the Association's objectives, in accordance with the decisions of the General Assembly;
- Any other rights or obligations which are pursuant to these Statutes and may be decided by the Executive Committee or the General Assembly.

Notwithstanding the above, "President of Honour" or "Delegate(s) of Honour", who are not Members of the Association, shall have the following rights and obligations:

- Right to participate in at General Assemblies, without voting right;
- Obligation to act in compliance with Article 3 of these Statutes;
- Any other rights or obligations which are pursuant to these Statutes and may be decided by the Executive Committee.

Article 5. Individual Members

The category of Individual Membership is open and accessible to any natural persons who identify with and can contribute to the Association's purpose and whose membership application is approved by the Executive Committee.

Article 6. Organisational Members

The category of Organisational Membership is open and accessible to any national, European or EMEA association, organisation, foundation, federation, or confederation which:

- (a) Has the legal personality in accordance with the laws and practices of its country of origin;
- (b) Is headquartered in a Member State of the European Union, the European Free Trade Association, and/or EMEA; and
- (c) Has a purpose similar to the purpose of the Association or/and whose vocation is compatible with that of the Association, which are prepared to contribute to the Association's operations, and which satisfy the conditions set out in these Statutes, including membership approval by the Executive Committee..

Article 7. Admission to membership

Any applicant to membership of the Association shall submit an application for admission to membership via regular mail or any other means of written communication (including e-mail) to the Secretariat of the Association.

The application for admission shall be submitted to the Executive Committee. After having verified that all conditions for membership are complied with, the Executive Committee shall decide on the admission to membership. The decisions of the Executive Committee regarding membership admissions must not be motivated but shall be submitted for ratification at the next General Assembly.

Article 8. Representation by Members

Each Organisational Member shall appoint one or more natural person(s), called the "Representative(s)", to represent it within the Association. If a Member appoints more than one (1) Representative, it must appoint one (1) voter – when applicable – who shall cast the vote of his/her Member at the General Assembly (hereafter referred to as the "**Voter**"). Each Voter must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Member.

If a Representative 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 Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) the said Member shall immediately replace this Representative unless the Member has another Representative who has been appointed as Voter.

Each Member shall inform, via regular mail or any other means of written communication (including e-mail), the Secretariat of the identity, contact details, and, as the case may be, appointment as Voter, of its/their Representative(s).

Article 9. Resignation. Exclusion

Members are free to resign from the Association at all times by giving written notice via registered mail, at least three (3) months before 31 December of each year, with acknowledgment of receipt to the Secretariat of the Association. The Secretariat shall submit the resignation to the Executive Committee, which shall in turn take note of it. The resignation shall be effective on the date on which the written notice has been sent to the Secretariat.

A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 6 or 7 of these Statutes, or (ii) is not duly or timely or fully complying 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) 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 (vi) has substantially modified its activities, or (vii) in the event of the death of the Member, who is a natural person or (viii) for any other reasonable cause, may be excluded from membership, upon decision of the Executive Committee, ratified by the General Assembly.

Before excluding a Member, the Executive Committee shall provide the concerned Member with the relevant details in writing via registered mail thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting and has received the possibility to defend its position during the meeting and prior to the voting on the exclusion. A proposal to expel a Member may only be validly deliberated and voted on if at least three-quarter of the Members are present or represented at the meeting and in favour of such a proposal. If necessary quorum of Members are not present or represented at the meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least thirty (30) 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 Members present or represented, if they obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented.

All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended until the decision of the Executive Committee.

A Member which, in whatever way and for whatever reason, ceases to be a Member of the Association shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees, if any, up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner, and (iv) upon decision of the Executive Committee, 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.

A Member which, in whatever way and for whatever reason, ceases to be a Member of the Association after 30 June shall remain liable for the payment of the membership fees, if any, due for the financial year following the financial year in which the termination of its membership became effective.

A Member which has resigned from the Association and wishes to re-join the Association as a Member will be considered as an applicant to membership.

Article 10. Membership fees

Each Organisational Member shall pay membership fees per year, as decided upon by the General Assembly. Each year, the amount of membership fees and the calculation method of the membership fees for each Organisational Member shall be decided by the General Assembly, based on the proposal of the Executive Committee.

Each Individual Member shall pay membership fees per year, if and as decided upon by the General Assembly. If a membership fee for Individual Members should be introduced, each year, the amount of membership fees and the calculation method of the membership fees for each Individual Member shall be decided by the General Assembly.

If a Member fails to pay its membership fees within thirty (30) calendar days after a reminder has been sent to it by the Secretariat, its voting rights shall be automatically and immediately suspended until the payment of the membership fees due.

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.

In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be approved by the Executive Committee.

Article 11. Services

The Association shall provide services to its Members and non-members where appropriate.. Services provided to third parties will be undertake only with the approval of the Executive Committee.

Article 12. Compliance with the Statutes and the internal rules

Any Member of the Association shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, comply with decisions taken democratically by the General Assembly and commit to pay the annual membership fees, if any, including those for the year in which the application is submitted, pursuant to Article 10 of these Statutes.

TITLE IV. ORGANIZATIONAL STRUCTURE

Article 13. Bodies

The bodies of the Association are:

- (a) The General Assembly;
- (b) The Executive Committee;
- (c) The Honorary President;
- (d) Three Honorary Vice-Presidents;
- (e) The Treasurer;
- (f) The Working Group(s);
- (g) The Secretariat; and
- (h) President and Delegate of Honour;

TITLE V. GENERAL ASSEMBLY

Article 14. Composition. Voting rights

14.1. The General Assembly shall be composed of all Members of the Association. Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 8 of these Statutes.

14.2. Each Organizational Member shall have voting rights.

14.3. The General Assembly shall be chaired by the Honorary President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest Honorary Vice-President (in age). If the President and the oldest Honorary Vice-President (in age) are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the youngest Honorary Vice-President (in age). If the Honorary President and the Vice-Presidents are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the third Honorary Vice-President present.

14.4. The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meetings or part of meetings of the General Assembly.

Article 15. Powers

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 election and revocation of the directors of the Executive Committee;
- (b) The appointment and revocation of the Honorary President, the three Vice-Presidents, and the Treasurer;

- (c) If applicable, the appointment and revocation of a statutory auditor and the determination of his/her/its remuneration;
- (d) If applicable, the appointment and revocation of an external accountant and the determination of his/her/its remuneration;
- (e) The discharge to be given to the Executive Committee and, if any, to the statutory auditor, or to the external accountant;
- (f) The approval of the annual accounts and the budget of the Association;
- (g) The determination of the Association's strategy and policy in compliance with these statutes, to be implemented by the Executive Committee and/or the Secretariat, as the case may be;
- (h) The approval and expulsion of a Member;
- (i) The appointment of a "President of Honour" and/or a "Delegate of Honour";
- (j) The amendment of these Statutes;
- (k) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s);
- (l) The transfer of the Association's registered office;

Article 16. Meetings

The General Assembly shall meet at least once a year upon convening by the Honorary President, 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 referred to as the "**Ordinary General Assembly**"). Each year, the Executive Committee shall determine the exact date of the Ordinary General Assembly.

An extraordinary General Assembly shall be convened at any time by the Honorary President whenever required by the interests of the Association. An extraordinary General Assembly shall be convened by the Honorary President at the written request of either (i) two thirds (2/3) of the directors of the Executive Committee, or (ii) at least fifty percent (50%) of the Members.

If the Honorary President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the youngest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the third Honorary Vice- President.

Article 17. Proxies

Each Member shall have the right, via regular mail or via any other means of written communication (including e-mail), always with copy to the Secretariat via similar means, to give a proxy to another Member to be represented at a General Assembly meeting. No Member may hold more than two (2) proxies.

Each Member shall have the right, via regular mail or via any other means of written communication (including e-mail), always with copy to the Secretariat via similar means, to give a proxy to another Member or a third party in case of a General Assembly having to adopt in the presence of a notary 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 attendance and voting quorums stipulated in Article 41 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 18. Convenings. Agenda

Without prejudice to Articles 20, 41, and 42 of these Statutes, convening notices for the General Assembly shall be notified to the Members and the directors by the Secretariat via regular mail or via any other means of written communication (including e-mail) at least thirty (30) calendar days before the meeting. The convening notice shall mention the date, time and place of the meeting of the General Assembly. 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 Secretariat and adopted by the Executive Committee.

Any proposal of additional item(s) on the agenda of the General Assembly signed by at least (i) half of the directors of the Executive Committee or (ii) twenty-five percent (25%) of the Members and notified to the Honorary President at least twenty-one (21) calendar days before the meeting must be included in the agenda. In such a case, the Honorary President shall inform the Members and the directors of the Executive Committee of the additional item(s) on the agenda of the General Assembly via regular mail or via any other means of written communication (including e-mail) at least fourteen (14) calendar days before the meeting of the General Assembly.

No vote shall be cast regarding an item that is not listed on the agenda, except if two thirds (2/3) of the Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

Each Member and each director of the Executive Committee 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 director present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 19. Quorum. Votes

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

If half of the 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 thirty (30) 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 Members present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted.

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 Members present or represented.

Article 20. Register of minutes

Minutes shall be drawn up at each General Assembly meeting. They shall be approved and signed by the Honorary President and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including e-mail) by the Secretariat to the Members who have requested to receive copies of resolutions. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

TITLE VI. EXECUTIVE COMMITTEE

Article 21. Composition

21.1. The Association shall be administered by a Executive Committee composed of the Honorary President, the three Honorary Vice-presidents, the Treasurer and maximum twelve (12) other members, hereafter referred to as "directors".

21.2. Each director shall be a Representative of a Member.

21.3. The General Assembly shall appoint the directors. The directors are appointed for a two (2) years term, which is renewable. Their mandate shall be non-remunerated.

21.4. Each Member shall propose a list of proposed candidate directors to the Secretariat at least forty (40) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be appointed. The Secretariat must inform the Members as soon as a new appointment by the General Assembly is necessary. The Secretariat shall draw up a list of all proposed directors. The list shall be attached to the agenda for the meeting of the General Assembly at which one or more director(s) will be appointed. If there is no list or an incomplete list of candidate directors, the General Assembly may freely appoint without any formality one or more director(s) out of the Representatives of the Members.

21.5. The mandate of a director terminates by expiry of his/her directorship. The mandate of a director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a

director ceases to be employed by or is no longer otherwise linked to the Organisational Member he/she is representing, or (iii) if the Organisational Member the director represents, for whatever reason, ceases to be a Member of the Association, or (iv) if the Organisational Member the director represents, 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 Organisational Member the director represents, has substantially modified its activities, or (vi) if a director does no longer meet the criterion set out in paragraph 22.2 of the present Article.

21.6. The mandate of a director also terminates upon revocation by the General Assembly. The General Assembly may revoke a director at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the director 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 revocation.

21.7. The directors are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Honorary President. In case of termination of the mandate of a director for whatever reason, except the cases of automatic termination of the mandate of a director, or revocation, the director shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

21.8. If the mandate of a director ceases before its term, for whatever reason, the Executive Committee may freely appoint (by cooptation) a new director for the remainder of the term, provided that the director appointed (by cooptation) fulfils the criterion for the composition of the Executive Committee of the replaced director.

21.9. In case of termination of the mandate of a director for whatever reason, the director shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law provisions, if applicable.

21.10. The Executive Committee shall be chaired by the Honorary President. If the Honorary President is unable or unwilling to chair the Executive Committee, the oldest Vice-President (in age) shall chair it. If the President and the oldest Vice-President (in age) are both unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the youngest Vice-President (in age). If the President and the two above-mentioned Vice-Presidents are all unable or unwilling to chair the Executive Committee, the third Honorary Vice- President shall chair.

21.11. The Executive Committee 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 Executive Committee.

21.12. Any member of the Secretariat shall have the right to attend the meetings of the Executive Committee without voting right and with the right to be heard.

Article 22. Powers

The Executive Committee 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 Executive Committee shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”).

The Executive Committee shall in particular have the following powers:

- (a) The execution of the decisions of the General Assembly;
- (b) The adoption, the amendment, and the revocation of the internal rules, if any;
- (c) The support to the Secretariat regarding the implementation of the Association’s strategy decided by the General Assembly;
- (d) The general management and administration of the Association, which may be partially or entirely delegated by the Executive Committee to the Secretariat;
- (e) The decisions to establish and delegate tasks to one or more Working Group(s) and the overseeing of this/these.
- (f) The monitoring of the budget expenditures and the allocation of the budget;
- (g) The determination of the calculation method and the amount of the annual membership fees, if any, and the decisions regarding additional contributions;
- (h) Upon receipt of the draft annual accounts and the draft budget, the finalization and approval of the draft annual accounts and the draft budget that must be submitted to the General Assembly for approval;
- (i) The adoption of propositions to be submitted to the General Assembly; and preparation of the meetings of the General Assembly; and
- (j) The adoption of any additional rights or obligations the President of Honour and the Delegate(s) of Honour may enjoy.

Each year, before the approval of the annual accounts, the Executive Committee 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, if any, and (iii) the activities of the Association.

At any time, the Executive Committee may delegate specific powers to one or more director(s) or other persons or bodies, with or without sub-delegation powers. This delegation of power can neither concern the general management of the Association, nor the general powers of the Executive Committee.

Article 23. Meetings

The Executive Committee shall meet every time the interests of the Association so require and at least twice a year, upon convening by the Honorary President, and at such time and place as determined in the convening notice.

If the Honorary President is unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the youngest Vice-President (in age). If the President and the Vice-Presidents are all unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the third Honorary Vice- President.

Article 24. Proxies

Each director shall have the right, via regular mail or via any other means of written communication (including e-mail), to give a proxy to another director, to be represented at a Executive Committee meeting. No director may hold more than two (2) proxies.

Article 25. Convenings. Agenda

Convening notices for the Executive Committee shall be notified to the directors by the Secretariat via regular mail or via any other means of written communication (including e-mail) at least seven (7) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Executive Committee shall be prepared by the Secretariat and adopted by the Honorary President. If the Honorary President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Vice-President (in age). If the President and the oldest Vice- President (in age) are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the youngest Vice-President (in age). If the President and the two above-mentioned Vice-Presidents are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the third Vice-President.

Each director shall have the right to propose an additional item to be included on the agenda of the Executive Committee, which shall be notified via regular mail or via any other means of written communication (including e-mail) to the Honorary President at least five (5) calendar days before the meeting. In such a case, the Honorary President shall inform the directors of the additional item(s) on the agenda of the Executive Committee via regular mail or via any other means of written communication (including e-mail) at least three (3) calendar days before the meeting of the Executive Committee.

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

Article 26. Quorum. Votes

Unless otherwise stipulated in these Statutes, the Executive Committee shall be validly constituted when at least half of the directors are present or represented.

If half of the directors are not present or represented at the first meeting, a second meeting of the Executive Committee may be convened pursuant to Article 26 of these Statutes, at least seven (7) calendar days after the first meeting of the Executive Committee. The second meeting of the Executive Committee shall validly deliberate irrespective of the number of directors present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Statutes, decisions of the Executive Committee shall be validly adopted if they obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the directors present or represented. Each director shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Honorary President shall have the decisive vote and in his/her absence (whether represented or not), the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both absent (whether represented or not), the youngest Vice-President (in age) shall have the decisive vote. If the President and the two above-mentioned Vice-Presidents are all absent (whether represented or not), the third Vice-President shall have the decisive vote.

A duly convened meeting of the Executive Committee shall be validly held even if all or some of the directors are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow directors to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the directors shall be deemed present.

Article 27. Register of minutes

Minutes shall be drawn up at each Executive Committee meeting. They shall be approved and signed by the Honorary President and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including e-mail) by the Secretariat to the directors. The register of minutes shall be kept at the registered office of the Association where all directors may consult it, without, however, displacing it.

Article 28. Written procedure

The Executive Committee may take decisions via written procedure.

For this purpose, the Secretariat, upon request of the Honorary President, shall send a letter, via regular mail or via any other means of written communication (including e-mail) to all directors, mentioning the agenda and the propositions of the decisions to be taken, with request to the directors to approve the propositions and to send the letter back via regular mail or via any other means of written communication (including e-mail) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of at least half of all directors regarding the items on the agenda and regarding the procedure in writing is not received within this period, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

TITLE VII. HONORARY PRESIDENT, VICE-PRESIDENTS, AND TREASURER

Article 29. Appointment and function of the Honorary President, Vice-Presidents, and Treasurer

The General Assembly shall appoint the Honorary President, three (3) Vice- Presidents and a Treasurer among the directors.

The Honorary President, three (3) Vice- Presidents and a Treasurer must be five (5) distinct Representatives.

The mandate of the Honorary President, three (3) Vice-Presidents and a Treasurer shall be non-remunerated. Their term of office is a two year term, renewable.

Each new Honorary President, Vice-President and a Treasurer who is appointed by the General Assembly to replace a Honorary President, a Vice-President or a Treasurer, whose mandate has terminated, shall only be appointed for the remainder of the term of the Honorary President, a Vice-President or Treasurer being replaced.

The mandate of the Honorary President, Vice-Presidents and Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

The General Assembly may further revoke the Honorary President as Honorary President, the Vice-Presidents as Vice-Presidents, and the Treasurer as Treasurer at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the Honorary President, 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 revocation. The concerned President, Vice-President, or Treasurer shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

The Honorary President, Vice-Presidents, and Treasurer are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Executive Committee. In case of termination of the mandate of the Honorary President, the Vice-President, or the Treasurer for whatever reason, except the cases of automatic termination of the directorship, or revocation, the Honorary President, Vice-President, or Treasurer as the case may be shall continue performing the duties of his/her office until the Executive Committee has provided in his/her replacement within ninety (90) calendar days.

In case of termination of the mandate of the Honorary President, the Vice-Presidents, or the Treasurer for whatever reason, the Honorary President, Vice-Presidents, 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 labor law provisions, if applicable.

Article 30. Powers of the Honorary President, Vice-Presidents, and Treasurer

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

- (a) Presiding the meetings of the General Assembly and the Executive Committee;
- (b) Signing and approving the minutes of the meetings of the General Assembly, and the Executive Committee;
- (c) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and

The Vice-Presidents shall have the powers specifically granted to them by these Statutes. As a general rule, the oldest Vice-President (in age) shall replace the Honorary President in his/her absence. As a general rule, the youngest Vice-President (in age) shall replace the Honorary President in his/her absence and in absence of the oldest Vice-President (in age).

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

TITLE VIII. WORKING GROUP(S)

Article 31. Working Group(s)

The Executive Committee may establish and delegate tasks to one or more Working Group(s). The Working Group(s) shall only be established in areas and aspects of interest and relevance to the Members. The Working Group(s) shall have a supporting role to the bodies of the Association on specific issues. Based on guidelines as decided upon by the Executive Committee , the Secretariat shall determine among others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes of the Working Group(s).

The Working Group(s) may be composed of non-Members and Representatives of Members. The Working Group(s) shall be chaired by a chairman and, as the case may be, one or more vice-chairmen may be appointed.

The Working Group(s) shall always act under the responsibility of the Executive Committee and shall report periodically to the Executive Committee on its/their activities, and/or at the request of the Secretariat, who in turn shall report to the Executive Committee.

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).

Any director shall have the right to attend the meetings of the Working Group(s) without voting right and with the right to be heard.

TITLE IX. SECRETARIAT

Article 32. Appointment and function of the Secretariat

The Executive Committee shall appoint the Secretariat of the organisation, individually referred to as "Secretary" or collectively as "Secretariat", hereinafter always the "Secretariat". The Secretariat of the Association shall be any natural person or legal entity, not being a director and not being a Member.

In case of the Secretariat being a legal entity, the Executive Committee shall appoint a main contact and representative of the Secretariat, duly authorised to act on behalf of the Association.

The office of the Secretariat may be remunerated. The Association shall cover all reasonable expenses exposed by the Secretariat. The Secretariat's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the General Assembly on the proposal of the Executive Committee.

The mandate of the Secretariat terminates as of right and with immediate effect, (i) by death or incapacity in case of the Secretariat shall be a natural person, or (ii) if the Secretariat 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 (iii) by expiry of its mandate.

The General Assembly may revoke the Secretariat at any time and possibly with immediate effect, without (i) having to motivate its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labor law provisions, if applicable.

The Secretariat is free to resign from its office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, his/her/its resignation to the Executive Committee, without prejudice to the mandatory labor law provisions, if applicable. In case of termination of the mandate of the Secretariat for whatever reason, except the cases of automatic termination of its mandate, or revocation, the Secretariat shall continue performing the duties of its office until the Executive Committee, has provided in its replacement within ninety (90) calendar days.

In case of termination of the mandate of the Secretariat for whatever reason, the Secretariat and any natural person employed by the Secretariat in case the Secretariat is a legal entity, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law provisions, if applicable.

The Secretariat shall report periodically to the Executive Committee on its actions and activities, and at the request of the Executive Committee.

The Secretariat shall be a permanent observer at the General Assembly and the Executive Committee, 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 must simultaneously be notified to the Secretariat.

Article 33. Powers of the Secretariat

The Secretariat shall have the powers specifically granted to it by these Statutes. In particular, the Secretariat shall have the following powers:

- (a) Being responsible for the daily management of the Association;
- (b) As the case may be, the general management and administration of the Association;
- (c) With the support of the Executive Committee working on ensuring efficient decision making in the General Assembly and the implementation of the Association's strategy;
- (d) Determining the working and governance rules of one or more Working Group(s) and reporting of its/their activities to the Executive Committee;
- (e) Submitting the applications for admission to membership to the Executive Committee;
- (f) Executing the decisions of the Executive Committee;
- (g) Hiring and dismissing the staff of the secretariat of the Association;
- (h) Sending the convening notices of the General Assembly and the Executive Committee;
- (i) Ensuring the public relations of the Association, particularly regarding communication with third parties.

The Secretariat shall always act under the responsibility of the Executive Committee and shall report periodically to the Executive Committee on its actions and activities, and/or at the request of the Executive Committee.

TITLE X. PRESIDENT OF HONOUR AND DELEGATE OF HONOUR

Article 34. President of Honour and Delegate of Honour

The General Assembly may, at its discretion appoint:

- a) "President of Honour" any former Honorary President of the Association;
- b) Delegate of Honour any person who is recognised as having provided commendable services to the Association.

These nomination shall be proposed to the Secretariat via regular mail or via any other means of written communication (including e-mail) at least ninety (90) calendar days before the meeting where the nomination is to be examined.

Any President of Honour and Delegate of Honour thus nominated shall fill that function as long as he or she continues to be active in relation to the Association's purpose.

In case President of Honour and any Delegate of Honour is not a member, they shall nevertheless be invited to attend all meetings of the General Assembly, without voting right. Any other rights or obligations the President of Honour and the Delegate(s) of Honour, who are not a Member of the Association, and which are pursuant to these Statutes, may be decided by the Executive Committee.

TITLE XI. RESPONSIBILITY

Article 35. Responsibility

The directors, the Honorary President, the Vice-Presidents, the Treasurer, the members of the Executive Committee, and the Secretariat are not personally bound by the obligations 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.

TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 36. External representation of the Association

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds (i.e. including the signature authority) by the Honorary President acting alone, or by two (2) directors, acting jointly.

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 (i.e. including the signature authority) duly appointed representative of the Secretariat, acting alone.

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

In addition, the Association shall also be validly represented vis-à-vis third parties (i.e. including the signature authority), within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Executive Committee, the Honorary President acting alone, or two (2) directors, acting jointly, or, within the framework of daily management, by an duly appointed representative of the Secretariat, acting alone.

TITLE XIII. INTERNAL RULES AND PROCEDURES

Article 37. Internal rules and procedures

To detail and complete the provisions of these Statutes, the Executive Committee may adopt, amend and/or revoke internal rules, internal procedures, and/or any other kind of rules that fall within the scope of its powers.

TITLE XIV. FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS

Article 38. Financial year

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

Article 39. Annual Accounts. Budget

The Executive Committee 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.

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

The draft annual accounts and the draft budget shall be circulated amongst all Members at least thirty (30) calendar days before the Ordinary General Assembly.

Article 40. Auditing of the accounts

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.

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.

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 XV. AMENDMENTS TO THESE STATUTES

Article 41. Amendments to these Statutes

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

If half of the 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 thirty (30) 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 Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide the amendments.

The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda in the convening notice to the Members and the directors.

The date on which the amendments to these Statutes shall enter into force shall be determined by the decision of the General Assembly regarding the amendments to these Statutes.

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 XVI. DISSOLUTION. LIQUIDATION

Article 42. Dissolution. Liquidation

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

If half of the 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 thirty (30) 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 Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide on the dissolution.

Any proposition to dissolve the Association shall be explicitly mentioned in the agenda in the convening notice to the Members.

Upon the dissolution and liquidation of the Association, 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 directors shall be deemed to be jointly in charge of the Association's liquidation.

The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose.

TITLE XVII. VARIA

Article 43. Varia

Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations. 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.

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 Executive Committee to do so. Members shall have no claim on the Association's assets.

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.