

**Articles of Association of  
European Association for Haemophilia and Allied Disorders**

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

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

**Article 1. Name. Legal form. Term**

The international non-profit association named “European Association for Haemophilia and Allied Disorders”, abbreviated “EAHAD” (hereafter: "Association"), is constituted for an indefinite period under the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, foundations, European political parties and European political foundations.

All acts, invoices, announcements, publications 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” and, if applicable, “in liquidation” and the address of the registered office of the Association.

**Article 2. Registered office**

The registered office of the Association is located at Cours Saint Michel 30b, 1040 Brussels (Belgium), in the judicial district of Brussels.

It may be transferred to any other location in Belgium by a decision of the Board of Directors, 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**

The non-profit purpose of international utility of the Association shall be the relief of persons suffering from haemophilia and allied disorders within the territories of the member states of the Council of Europe, for the benefit of the general public, particularly but not exclusively by:

- (a) Recognising, measuring and addressing the problems of people with haemophilia and allied disorders, protecting their interests and ensuring the provision of the highest quality of care available;
- (b) Promoting research in the above areas;

- (c) Disseminating knowledge through the appropriate scientific channels and educating practitioners, clinical scientists, professionals allied to medicine and the general public in the knowledge of haemophilia and allied disorders and their treatment.

#### **Article 4. 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 none exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) To organize and arrange congresses, seminars, lectures, classes, workshops, training courses and other programs and convenings at international and national levels in order to bring together representatives of professional associations, voluntary organisations, government departments, statutory authorities and other bodies, and individuals;
- (b) To exchange, collect, distribute and disseminate information on all matters relating to its non-profit purpose;
- (c) To draft or have drafted, print or have printed, reproduce, disseminate and circulate papers, books, periodicals, pamphlets or other documents, videos, films or recorded tapes (whether audio or visual or both) with regards to haemophilia and allied disorders;
- (d) To collect and analyse statistical data and to conduct studies;
- (e) To support educational and research projects related to haemophilia and allied disorders;
- (f) To grant research scholarships;
- (g) To participate in programs, calls for proposals, tenders, etc. of the institutions of the European Union, national, federal or local governments, or other public and semi-public authorities, and in general to apply for grants from the institutions of the European Union, national, federal or local governments or other public and semi-public authorities;
- (h) To 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;
- (i) To 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 organizations;
- (j) To maintain up to date lists of international facilities which provide haemophilia care and to make this accessible to patients, via a web app (Haemophilia Centre Locator);
- (k) To support the European collection of data on adverse events of treatments through the European Haemophilia Safety Surveillance Scheme (EUHASS); and

- (l) To collaborate with the European Reference Network for rare haematological disorders, EuroBloodNet.

In addition, 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.

The activities of the Association can be of a commercial and profitable nature, provided always that these activities are carried out within the limits of what is legally allowed. The potential profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

### **TITLE III. MEMBERS**

#### **Article 5. Membership**

The Association shall have four (4) membership categories: Ordinary Members, Allied Health Professional Members, Junior Members, and Honorary Members. The Association shall always consist of at least two (2) Ordinary Members. The founding members of the Association shall be the first two (2) Ordinary Members of the Association.

All references in these Articles of Association to “Member” or “Members” without any other specification are references to Ordinary Members, Allied Health Professional Members, Junior Members, and Honorary Members collectively.

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

#### **Article 6. Ordinary Members**

The category of Ordinary Membership is open and accessible to any natural person:

- (a) Being thirty-five (35) years old or older;
- (b) Being a physician;
- (c) Having demonstrated an active interest in the discipline of haemophilia and allied disorders;  
and
- (d) Not being a full time employee or a service provider of a pharmaceutical company.

Ordinary Members shall enjoy all membership rights, including voting rights.

## **Article 7. Allied Health Professional Members**

The category of Allied Health Professional Membership is open and accessible to any natural person:

- (a) Being thirty-five (35) years old or older ;
- (b) Being a registered or a recognised non-physician health professional (nurse, physiotherapist, psychologist, social worker, laboratory scientist/technician, etc.);
- (c) Having demonstrated an active interest in the discipline of haemophilia and allied disorders;  
and
- (d) Not being a full time employee or a service provider of a pharmaceutical company.

Allied Health Professional Members shall enjoy all membership rights, including voting rights.

## **Article 8. Junior Members**

The category of Junior Membership is open and accessible to any natural person:

- (a) Being younger than thirty-five (35) years old;
- (b) Being a student, a trainee, or a post-doctoral fellow or having an equivalent position in a health profession;
- (c) Having demonstrated an active interest in the discipline of haemophilia and allied disorders;  
and
- (d) Not being a full time employee or a service provider of a pharmaceutical company.

Junior Members shall enjoy all membership rights, including voting rights.

When a Junior Member turns thirty-five (35) years old, he/she shall as of right become an Ordinary Member or an Allied Health Professional Member, depending whether or not he/she meets the criteria provided under Article 6 or Article 7 of these Articles of Association. The former Junior Member shall immediately and automatically enjoy all the membership rights and obligations of his/her new membership category. Notwithstanding the precedent sentence and the third paragraph of Article 13 of these Articles of Association, the former Junior Member who became an Ordinary Member or Allied Health Professional Member shall only pay the membership fees corresponding to his/her new membership category as from the first financial year of the Association following the one during which the former Junior Member has turned thirty-five (35) years old.

## **Article 9. Honorary Members**

The category of Honorary Membership is open and accessible to any natural person having made an exceptional contribution to the field of haemophilia and allied disorders.

Honorary Members shall have the rights specifically granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights.

## **Article 10. Admission to Ordinary, Allied Health Professional and Junior membership**

Any applicant to Ordinary, Allied Health Professional or Junior membership of the Association shall submit an application for admission to membership via regular mail or any other means of written communication (including email) to the Chief Executive Officer.

After having verified that all conditions for membership are complied with, the Chief Executive Officer shall decide on the admission to Ordinary, Allied Health Professional or Junior membership. The decisions of the Chief Executive Officer regarding membership admissions are final, sovereign and must not be motivated.

Notwithstanding the precedent paragraph, in case the Chief Executive Officer considers an application to membership unsuitable and/or has a doubt regarding the completion of the relevant membership conditions, he/she shall submit this application for admission to membership the Board of Directors which shall in turn decide on the admission to membership. The decisions of the Board of Directors regarding membership admissions are final, sovereign and must not be motivated.

The detailed procedures for the admission to Ordinary, Allied Health Professional and Junior membership shall be determined in the internal rules, if any.

## **Article 11. Admission to Honorary membership**

Upon proposition of at least one (1) director, the Board of Directors shall decide on the admission to Honorary membership. The decisions of the Board of Directors regarding Honorary membership admissions are final, sovereign and must not be motivated.

The detailed procedures for the admission to Honorary membership shall be determined in the internal rules, if any.

## **Article 12. Resignation. Exclusion**

Members are free to resign from the Association at all times by giving written notice via registered mail with acknowledgment of receipt, at least three (3) months before 31 December of each year, to the Chief Executive Officer. The Chief Executive Officer shall submit the resignation to the Board of Directors, 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 Chief Executive Officer.

A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6, Article 7, Article 8, or Article 9 of these Articles of Association, or (ii) is not duly or timely or fully complying with these Articles of Association, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all his/her membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) for any other reasonable cause, may be excluded from membership, upon decision of the Board of Directors.

Before excluding a Member, the Board of Directors 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 Board of Directors 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 of the Board of Directors and prior to the voting on the exclusion. The decisions of the Board of Directors regarding the exclusion of a Member are final, sovereign and must be motivated. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended until the decision of the Board of Directors.

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, 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 his/her assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner, and (iv) upon decision of the Chief Executive Officer, 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 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 13. Membership fees**

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

Each Allied Health Professional Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of membership fees and the calculation method of the membership fees for each Allied Health Professional Member shall be proposed by the Board of Directors and decided by the General Assembly.

Each Junior Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of membership fees and the calculation



method of the membership fees for each Junior Member shall be proposed by the Board of Directors and decided by the General Assembly.

Honorary Members shall not pay any membership fees.

Without prejudice to Article 12 of these Articles of Association, if a Ordinary Member, Allied Health Professional Member or Junior Member fails to pay his/her membership fees within thirty (30) calendar days after a reminder has been sent to him/her by the Chief Executive Officer, his/her 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 full amount of membership fees as calculated for their membership category, except if the Chief Executive Officer decides otherwise.

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 of Directors to the General Assembly for approval.

The Board of Directors shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

#### **Article 14. Compliance with the Articles of Association and the internal rules**

Any Member of the Association shall expressly adhere to these Articles of Association 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, including those for the year in which the application for admission to membership is submitted, pursuant to Article 10 of these Articles of Association.

### **TITLE IV. ORGANIZATIONAL STRUCTURE**

#### **Article 15. Bodies**

The bodies of the Association are:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The President;
- (d) The Vice-President;
- (e) The Treasurer;
- (f) The Secretary;
- (g) The Working Group(s) and Committee(s); and
- (h) The Chief Executive Officer.

## **TITLE V. GENERAL ASSEMBLY**

### **Article 16. Composition. Voting Rights**

The General Assembly shall be composed of all Members of the Association.

Each Ordinary Member, Allied Health Professional Member and Junior Member shall have one (1) vote.

Honorary Members shall have the right to attend the meetings of the General Assembly and with the right to be heard but without voting rights.

Each director of the Association shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Treasurer. If the President, the Vice-President and the Treasurer are all unable unwilling to chair the General Assembly, the General Assembly shall be chaired by the Secretary. If the President, the Vice-President, the Treasurer and the Secretary are all unable unwilling to chair the General Assembly, the General Assembly shall be chaired by an Ordinary Member or an Allied Health Professional Member or a Junior Member designated for this purpose by the General Meeting.

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 chairman of the General Assembly these third parties will receive the right to speak.

### **Article 17. Powers**

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

- (a) The appointment and revocation of the directors;
- (b) If applicable, the appointment and revocation of a statutory auditor and the determination of his/her/its remuneration;
- (c) If applicable, the appointment and revocation of an external accountant and the determination of his/her/its remuneration;
- (d) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;
- (e) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board of Directors;
- (f) The approval of the amount of the additional contributions, upon proposal of the Board of Directors;

- (g) The approval of the annual accounts and the budget of the Association;
- (h) The amendment of these Articles of Association; and
- (i) 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).

#### **Article 18. Meetings**

The General Assembly shall meet at least once a year upon convening by the President or the Board of Directors, 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 of Directors shall determine the exact date of the Ordinary General Assembly.

An extraordinary General Assembly shall be convened at any time by the President or the Board of Directors whenever required by the interests of the Association. An extraordinary General Assembly shall be convened by the President at the written request of at least half of the Members. In this last case, the President shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Members. The General Assembly shall take place at the latest on the fortieth (40<sup>th</sup>) calendar day following this request.

If the President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Board of Directors.

#### **Article 19. Proxies**

Each Ordinary Member, Allied Health Professional Member and Junior Member shall have the right, via regular mail or via any other means of written communication (including email), always with copy to the Chief Executive Officer via similar means, to give a proxy to another Ordinary Member, Allied Health Professional Member and Junior Member to be represented at a General Assembly meeting. No Member may hold more than one (1) proxy.

Each Ordinary Member, Allied Health Professional Member and Junior Member shall have the right, via regular mail or via any other means of written communication (including email), always with copy to the Chief Executive Officer via similar means, to give a proxy to another Ordinary Member, Allied Health Professional Member and Junior Member or a third party in case of a General Assembly having to adopt in the presence of a notary amendments to these Articles of Association 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 43 of these Articles of Association. In that case, each Member or third party may hold an unlimited number of proxies.

#### **Article 20. Convenings. Agenda**

Without prejudice to Article 21, Article 43, and Article 44 of these Articles of Association, convening notices for the General Assembly shall be notified to the Members and the directors by the Chief Operating Officer via regular mail or via any other means of written communication (including email) at least fifteen (15) 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 Chief Operating Officer and adopted by the President or the Board of Directors.

Any proposal of additional item(s) on the agenda of the General Assembly signed by at least ten (10) Ordinary Members, and/or Allied Health Professional Members, and/or Junior Members and notified to the President at least seven (7) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the directors of the additional item(s) on the agenda of the General Assembly via regular mail or via any other means of written communication (including email) at least three (3) 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 all the Ordinary Members, Allied Health Professional Members and Junior Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

Each Member and each director 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.

#### **Article 21. Quorum. Votes**

Unless otherwise stipulated in these Articles of Association, the General Assembly shall be validly constituted when at least ten percent (10%) of all the Ordinary Members, Allied Health Professional Members and Junior Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.

If at least ten percent (10%) of all the Ordinary Members, Allied Health Professional Members and Junior Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least fifteen (15) 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 the Ordinary Members, Allied Health Professional Members and Junior Members present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Articles of Association, 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 all the Ordinary Members, Allied Health Professional Members and Junior Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the natural person who is chairing the meeting of the General Assembly shall have the decisive vote.

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 all the Ordinary Members, Allied Health Professional Members and Junior Members present or represented.

#### **Article 22. Written procedure**

Except for (i) the amendment of these Articles of Association, and (ii) the dissolution and liquidation of the Association, in exceptional cases and when the urgency of the matter so requires, the General Assembly may take decisions via written procedure.

For this purpose, the President, upon request of the Board of Directors, and with the assistance of the Chief Executive Officer shall send a letter, via regular mail or via any other means of written communication (including email) to all Members and directors, mentioning the agenda and the proposals for the decisions to be taken, with request to the Ordinary Members, Allied Health Professional Members and Junior Members to approve the proposals and to send the letter back via regular mail or via any other means of written communication (including email) 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 fifty percent (50%) plus one (1) vote of all the Ordinary Members, Allied Health Professional Members and Junior Members 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.

For the purpose of this Article, Ordinary Members, Allied Health Professional Members and Junior Members are not allowed to grant proxies to other Ordinary Members, Allied Health Professional Members and Junior Members.

Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the Members and directors.

#### **Article 23. Register of Minutes**

Minutes shall be drawn up at each General Assembly meeting. They shall be approved by the General Assembly at its next meeting and signed by the 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 email) by the Chief Executive Officer 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.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

## **TITLE VI. BOARD OF DIRECTORS**

### **Article 24. Composition**

**24.1.** The Association shall be administered by a Board of Directors composed of minimum four (4) and maximum eleven (11) directors (including the Immediate Past President).

**24.2.** Each director shall be an Ordinary Member or an Allied Health Professional Member or a Junior Member.

**24.3.** The Immediate Past President shall be as of right a director.

**24.4.** Except for the Immediate Past President, the General Assembly shall appoint the directors. Except for the Immediate Past President, the term of office of the directors shall be of three (3) years, renewable once. By derogation to the preceding sentence, a director whose mandate as director expires whilst his/her mandate as Secretary, Treasurer, Vice-President, or President has not yet expired may be reappointed for another mandate as director irrespective of the number of mandates as director he/she already exercised. The mandate of the directors shall be non-remunerated. The Association shall cover all reasonable travel and accommodation expenses exposed by the directors to attend the meetings of the Board of Directors.

**24.5.** Each Ordinary Member, or Allied Health Professional Member, or Junior Member may propose one (1) candidate director to the Secretary at least thirty (30) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be appointed. Each proposal shall be signed by at least two (2) Ordinary Members, and/or Allied Health Professional Members, and/or Junior Members. The Secretary shall inform the Members as soon as a new appointment by the General Assembly is necessary. The Secretary, taking into account the criterion set out in paragraph 24.2 of the present Article, shall draw up a list of all proposed candidate directors. The list shall be attached to the convening notice of 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 Ordinary Members, and/or Allied Health Professional Members, and/or Junior Members. As far as possible, the candidates to directorship shall represent a balanced reflection of the professional diversity of the field of haemophilia and allied disorders. The detailed procedures for the appointment of directors shall be determined in the internal rules, if any.

**24.6.** Notwithstanding the preceding paragraphs, the constitutive General Assembly of the Association shall be entitled to appoint the first directors and to decide on their term of office.

**24.7.** 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 the director, for whatever reason, ceases to be an Ordinary Member, or an Allied Health Professional Member, or a Junior Member. Additionally, the mandate of director of the Immediate Past President terminates as of right by expiration of his/her mandate as Immediate Past President.

**24.8.** 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.

**24.9.** 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 email) with acknowledgment of receipt, their resignation to the 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.

**24.10.** Except if the concerned director is the Immediate Past President, if the mandate of a director ceases before its term, for whatever reason, the Board of Directors may freely appoint (by co-optation) a new director for the remainder of the term, provided that the director appointed (by co-optation) fulfils the criterion for the composition of the Board of Directors of the replaced director.

**24.11.** 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.

**24.12.** The Board of Directors shall be chaired by the President. If the President is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Treasurer. If the President, the Vice-President and the Treasurer are all unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Secretary. If the President, the Vice-President, the Treasurer and the Secretary are all unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the director designated for this purpose by the Board of Directors.

**24.13.** The Board of Directors 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 of Directors.

**24.14.** The chair of the Nurses Committee and the chair of the Physiotherapists Committee shall be permanent observers at the Board of Directors, and shall, except if otherwise decided by the President, have the right to attend all meetings of the Board of Directors, without voting rights and with the right to be heard. Except if otherwise decided by the President, all convening notices to all meetings of the Board of Directors must simultaneously be notified to the chair of the Nurses Committee and the chair of the Physiotherapists Committee.

## **Article 25. Powers**

The Board of Directors 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 Articles of Association. The Board of Directors shall act as a collegial body (in French: “organe collégial” / in Dutch: “collegiaal orgaan”).

The Board of Directors shall in particular have the following powers:

- (a) The transfer of the Association’s registered office;
- (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 admission of new Members, in case the Chief Executive Officer considers an application to membership unsuitable and/or has a doubt regarding the completion of the relevant membership criteria;
- (g) The exclusion of Members;
- (h) The appointment and revocation of the President, the Vice-President, the Treasurer, and Secretary;
- (i) The appointment and revocation of the Chief Executive Officer, including the discharge to be given;
- (j) The hiring and the dismissal of the employees of the secretariat of the Association;
- (k) In cooperation with the Chief Executive Officer, the delegation of tasks to the secretariat of the Association and the overseeing of it;
- (l) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (m) The proposal of the amount of the additional contributions to the General Assembly;
- (n) Upon receipt of the draft annual accounts and the draft budget from the Treasurer, the finalization and approval of these documents that must be submitted to the General Assembly for approval;
- (o) The adoption, the amendment and the revocation of the internal rules, if any;
- (p) The adoption of propositions to be submitted to the General Assembly; and
- (q) The decisions to establish, determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and/or Committee(s) and the overseeing of this/these.

Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors 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.

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

## **Article 26. Meetings**



The Board of Directors shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Treasurer. If the President, the Vice-President and the Treasurer are all unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Secretary. If the President, the Vice-President, the Treasurer and the Secretary are all unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened the oldest (in age) director.

#### **Article 27. Proxies**

Each director shall have the right, via regular mail or via any other means of written communication (including email), to give a proxy to another director, to be represented at a Board of Directors meeting. No director may hold more than one (1) proxy.

#### **Article 28. Convenings. Agenda**

Convening notices for the Board of Directors shall be notified to the directors by the Chief Executive Officer via regular mail or via any other means of written communication (including email) at least ten (10) 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 Board of Directors shall be prepared by the Chief Executive Officer and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the President, the Vice-President and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the Secretary. If the President, the Vice-President, the Treasurer and the Secretary are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest (in age) director.

Any proposal of additional item(s) on the agenda of the Board of Directors signed by at least two (2) directors and notified to the President at least seven (7) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular mail or via any other means of written communication (including email) at least five (5) calendar days before the meeting of the Board of Directors.

Each director shall have the right, before, during or after a meeting of the Board of Directors, 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 Board of Directors shall be considered to have been regularly convened to this meeting.

#### **Article 29. Quorum. Votes**

Unless otherwise stipulated in these Articles of Association, the Board of Directors shall be validly constituted when at least half of the directors are present or represented. In any case, the Board of Directors shall always be constituted of at least two (2) directors present.

If at least half of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 28 of these Articles of Association, at least ten (10) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors 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 Articles of Association, decisions of the Board of Directors 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 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 President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Vice-President and the Treasurer are all absent (whether represented or not), the Secretary shall have the decisive vote. If the President, the Vice-President, the Treasurer and the Secretary are all absent (whether represented or not), the oldest (in age) director present shall have the decisive vote.

A duly convened meeting of the Board of Directors 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, video or web conference. In such a case, the directors shall be deemed present.

### **Article 30. Register of Minutes**

Minutes shall be drawn up at each Board of Directors' meeting. They shall be approved and signed by the 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 email) by the Chief Executive Officer 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.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

### **Article 31. Written procedure**

When the urgency of the matter requires, the Board of Directors may take decisions via written procedure.

For this purpose, the Chief Executive Officer, upon request of the President, shall send a letter, via regular mail or via any other means of written communication (including email) to all directors,

mentioning the agenda and the proposals for the decisions to be taken, with request to the directors to approve the proposals and to send the letter back via regular mail or via any other means of written communication (including email) 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 two thirds (2/3) of all directors regarding the items on the agenda and regarding the procedure in writing is not received within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

For the purpose of the present Article, directors are not allowed to grant proxies.

Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the directors.

## **TITLE VII. PRESIDENT, VICE-PRESIDENT, TREASURER , SECRETARY AND IMMEDIATE PAST PRESIDENT**

### **Article 32. Appointment and function of the President, Vice-President, Treasurer, Secretary and Immediate Past President**

The Board of Directors shall appoint a President, a Vice-President, a Treasurer, and a Secretary, among the directors. The President, Vice-President, Treasurer, Secretary and Immediate Past President shall be five (5) distinct natural persons. Their mandate shall be non-remunerated. The term of office of the President, Vice-President, Treasurer, Secretary and Immediate Past President is a two (2) years term, not renewable. The mandate performed by a President, Vice-President, Treasurer or Secretary for the remainder of a term pursuant to Article 32, § 5 of these Articles of Association, shall not be taken into account for the computation of the number of terms of office as referred to in the present paragraph.

The Board of Directors shall appoint the immediate last Vice-President as President.

Once the mandate of the President has terminated, except the cases of automatic termination of directorship or revocation, the President shall become as of right the Immediate Past President. In case the mandate of the President has terminated automatically or in case of revocation, there will be no new Immediate Past President until the mandate of the next President has terminated.

Notwithstanding the preceding paragraphs, the constitutive General Assembly of the Association shall be entitled to appoint the first President, the first Vice-President, the first Secretary, the first Treasurer and the first Immediate Past President and to decide on their term of office.

If the mandate of the President ceases before his/her term, for whatever reason, the Vice-President shall become as of right the President for the remainder of the term. If the mandate of the Vice-President, Secretary and/or Treasurer ceases before his/her term, for whatever reason, the Board of Directors shall freely appoint among the directors a new Vice-President, Secretary and/or Treasurer for the remainder of the term of the Vice-President, Secretary and/or Treasurer being replaced.

If the mandate of the Immediate Past President ceases before his/her term, for whatever reason, no new Immediate Past President shall be appointed for the remainder of the term.

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

The Board of Directors may further revoke the President as President, the Vice-President as Vice-President, the Treasurer as Treasurer, the Secretary as Secretary, and the Immediate Past President as Immediate Past President 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 President, Vice-President, Treasurer, Secretary, or Immediate Past President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Board of Directors and prior to the voting on the revocation. The concerned President, Vice-President, Treasurer, Secretary or Immediate Past President shall not participate in the deliberation of the Board of Directors regarding such decision or action, and also not to the relevant voting.

The President, Vice-President, Treasurer, Secretary and Immediate Past President 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 email) with acknowledgment of receipt, their resignation to the Board of Directors. In case of the end of the mandate of the President, the Vice-President, the Treasurer, the Secretary or Immediate Past President for whatever reason, except the cases of automatic termination of the directorship, or revocation, the President, Vice-President, Treasurer, Secretary, or Immediate Past President as the case may be shall continue performing the duties of his/her office until the Board of Directors has provided in his/her replacement within sixty (60) calendar days.

In case of termination of the mandate of the President, the Vice-President, the Treasurer, the Secretary, or the Immediate Past President for whatever reason, the President, Vice-President, Treasurer, Secretary, or Immediate Past President 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 33. Powers of the President, Vice-President, Treasurer, Secretary and Immediate Past President**

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

- (a) Adopting the agenda of the meetings of the General Assembly and the Board of Directors, after preparation by the Chief Executive Officer;
- (b) Presiding the meetings of the General Assembly and the Board of Directors;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;

- (d) In the event of a tie vote, having the casting vote within the General Assembly and the Board of Directors;
- (e) Being the legal representative of the Association;
- (f) Maintaining relationship with the key stakeholders;
- (g) Taking the necessary steps to receive public and private funding as well as donations; and
- (h) Overseeing the planning process of the annual congress of the Association.

The Vice-President shall have the powers specifically granted to him/her by these Articles of Association. As a general rule, the Vice-President shall provide assistance to the President and replace the President in his/her absence.

The Treasurer shall have the powers specifically granted to him/her by these Articles of Association and by the Board of Directors. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Board of Directors and replace the President and Vice-President in their absence. Each year, the Treasurer shall prepare and submit the draft annual accounts and the draft budget to the Board of Directors for approval.

The Secretary shall have the powers specially granted to him/her by these Articles of Association and by the Board of Directors.

The Immediate Past President shall have the powers specially granted to him/her by these Articles of Association and by the Board of Directors.

## **TITLE VIII. WORKING GROUP(S) AND COMMITTEE(S)**

### **Article 34. Working group(s) and Committee(s)**

The Board of Directors may establish and delegate tasks to one or more Working Group(s) and Committee(s). The Working Group(s) and Committee(s) shall have a supporting role to the Board of Directors on specific issues. The Board of Directors 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) and Committee(s).

The Working Group(s) and Committee(s) may be composed of natural persons, Members or not, directors or not, who (i) must be experts in the respective fields covered by the Working Group(s) or Committee(s) concerned and (ii) are able to substantially contribute to support the Board of Directors. The Working Group(s) shall be chaired by a chairman being a natural person and, as the case may be, one or more vice-chairmen may be appointed.

The Working Group(s) and Committee(s) shall not represent the Association vis-à-vis third parties.

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

The Working Group(s) and Committee(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) or Committee(s).

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

## **TITLE IX. CHIEF EXECUTIVE OFFICER**

### **Article 35. Appointment and function of the Chief Executive Officer**

The Board of Directors may appoint a natural person or legal entity, not being a director and not being a Member, as chief executive officer (hereafter: "Chief Executive Officer"). His/her/its office may be remunerated. The Association shall cover all reasonable expenses exposed by the Chief Executive Officer. The Chief Executive Officer'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 of Directors.

Notwithstanding the preceding paragraph, the constitutive General Assembly of the Association shall be entitled to appoint the first Chief Executive Officer.

The mandate of the Chief Executive Officer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Chief Executive Officer 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.

Unless otherwise agreed, the Board of Directors may revoke the Chief Executive Officer at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labor law and service agreement provisions, if applicable.

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

In case of the end of the mandate of the Chief Executive Officer for whatever reason, the Chief Executive Officer shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law and service agreement provisions, if applicable.

The Chief Executive Officer shall be a permanent observer at the General Assembly, the Board of Directors, and the Working Group(s) and Committee(s), 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 Chief Executive Officer.

### **Article 36. Powers of the Chief Executive Officer**

The Chief Executive Officer shall have the powers specifically granted to him/her/it by these Articles of Association. In particular, the Chief Executive Officer shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The admission of new Members, except in case the Chief Executive Officer considers an application to membership unsuitable and/or has a doubt regarding the completion of the relevant membership criteria;
- (c) In cooperation with the President, the coordination and the organization of the Ordinary General Assembly;
- (d) In cooperation with the President, the coordination and the organization of the Board of Director's meetings;
- (e) In cooperation with the Board of Directors, the delegation of tasks to the secretariat of the Association and the overseeing of it;
- (f) Executing the decisions of the Board of Directors;
- (g) After consultation with the Treasurer, the preparation of the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalization and approval;
- (h) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (i) Ensuring the public relations of the Association, particularly regarding communication with third parties.

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

## **TITLE X. RESPONSIBILITY**

### **Article 37. Responsibility**

The directors, the President, the Vice-President, the Treasurer, the Secretary, the Immediate Past President and the Chief Executive Officer 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 XI. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **Article 38. 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 by the 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 by the Chief Executive Officer, 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, within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Board of Directors, the President, acting alone, or two (2) directors, acting jointly, or, within the framework of daily management, by the Chief Executive Officer, acting alone.

## **TITLE XII. INTERNAL RULES AND PROCEDURES**

### **Article 39. Internal rules and procedures**

To detail and complete the provisions of these Articles of Association, the Board of Directors may adopt, amend and/or revoke internal rules.

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

## **TITLE XIII. FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS**

### **Article 40. Financial year**

The financial year of the Association shall run from 1 January to 31 December, with the exception of the first financial year of the Association, which shall run from the date on which the Association has acquired legal personality until 31 December 2019.

### **Article 41. Annual Accounts. Budget**

Upon receipt of the drafts from the Treasurer, the Board of Directors 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 Board of Directors 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 among all Members at least fifteen (15) calendar days before the Ordinary General Assembly.

#### **Article 42. 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 XIV. AMENDMENTS TO THESE ARTICLES OF ASSOCIATION**

##### **Article 43. Amendments to these Articles of Association**

The General Assembly can validly decide on amendments to these Articles of Association only if at least ten percent (10%) of all the Ordinary Members, Allied Health Professional Members and Junior Members are present or represented, and (ii) the decisions to amend obtain a two-thirds (2/3) majority of the votes cast by Ordinary Members, Allied Health Professional Members and Junior Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the natural person who chairs the General Assembly’s meeting shall have the decisive vote.

If at least ten percent (10%) of all the Ordinary Members, Allied Health Professional Members and Junior Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least fifteen (15) 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 Ordinary Members, Allied Health Professional Members and Junior Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

The main terms of any proposal to amend these Articles of Association shall be explicitly mentioned in the agenda or a separate document included in or attached to the convening notice to the Members and the directors.

The date on which the amendments to these Articles of Association 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 Articles of Association.

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

## **TITLE XV. DISSOLUTION. LIQUIDATION**

### **Article 44. Dissolution. Liquidation**

The General Assembly can validly pronounce the dissolution of the Association only if (i) at least fifty percent (50%) of all the Ordinary Members, Allied Health Professional Members and Junior Members are present or represented, and (ii) the decision obtains a two-thirds (2/3) majority of the votes cast by the Ordinary Members, Allied Health Professional Members and Junior Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the natural person who chairs the General Assembly's meeting shall have the decisive vote.

If at least fifty percent (50%) of all the Ordinary Members, Allied Health Professional Members and Junior Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Articles of Association, at least fifteen (15) 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 Ordinary Members, Allied Health Professional Members and Junior Members present or represented, in accordance with the majorities stipulated in the first paragraph 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 present.

Any proposal to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the directors.

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 XVI. VARIA**

#### **Article 45. Computation of time**

For the use of the computation of time limits set out in these Articles of Association, 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. Varia**

Anything that is not provided for in these Articles of Association 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, foundations, European political parties and European political foundations. In the event there is a conflict between these Articles of Association and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Articles of Association 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 Board of Directors 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 Articles of Association are written in French and English, but only the French version shall be the official text.