

**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**

**1.1** 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 Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

**1.2** All 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, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

### **Article 2. Registered office**

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

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

**2.3** If the transfer of the registered office of the Association implies a change of the language of these Articles of Association according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 23 of these Articles of Association.

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

## **TITLE II. NON-PROFIT PURPOSE. OBJECT**

### **Article 3. Non-profit purpose**

**3.1** The non-profit purpose of international utility of the Association shall be to be a multidisciplinary association of healthcare professionals who provide care for individuals with 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. Object**

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

- (a) To organize and arrange congresses, seminars, webinars, lectures, classes, workshops, training courses, whether physical, virtual or hybrid, 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 be involved in policy making procedures and advocacy matters, in general;
- (c) To exchange, collect, distribute and disseminate information on all matters relating to its non-profit purpose;
- (d) 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;
- (e) To collect and analyse statistical data and to conduct studies;
- (f) To support educational and research projects related to haemophilia and allied disorders;
- (g) To grant research grants, educational grants and any other kind of grants;
- (h) To participate in programs, calls for proposals, tenders, etc. of the institutions of the European Union, international organisations, 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, international organisations, national, federal or local governments or other public and semi-public authorities;
- (i) To undertake alone or with others, joint activities as partner or in any other capacity with the institutions of the European Union, international organisations, national, federal or local governments or other public and semi-public authorities and private corporations and organisations;
- (j) 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;
- (k) 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);
- (l) To support the European collection of data on adverse events of treatments through the European Haemophilia Safety Surveillance Scheme (EUHASS); and
- (m) To collaborate with the European Reference Network for rare haematological disorders, EuroBloodNet.

**4.2** 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.

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

### **TITLE III. MEMBERS**

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

**5.1** The Association shall have five (5) membership categories: Ordinary Members, Allied Health Professional Members, Junior Members, Honorary Members and Associate Members. The Association shall always consist of at least two (2) Ordinary Members.

**5.2** 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, Honorary Members and Associate Members collectively.

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

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

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

**6.1** The category of Ordinary membership is open and accessible to any natural person cumulatively meeting the following criteria:

- (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.

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

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

**7.1** The category of Allied Health Professional membership is open and accessible to any natural person cumulatively meeting the following criteria:

- (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.

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

### **Article 8. Junior Members**

**8.1** The category of Junior membership is open and accessible to any natural person cumulatively meeting the following criteria:

- (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 congenital and acquired bleeding disorders; and
- (d) Not being a full-time employee or a service provider of a pharmaceutical company.

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

**8.3** 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 on 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 preceding sentence and Article 14.3 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**

**9.1** 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.

**9.2** Honorary Members shall have the rights specifically granted to them in or pursuant to these Articles of Association. These rights shall include voting rights.

### **Article 10. Associate Members**

**10.1** The category of Associate membership is open and accessible to any natural person cumulatively meeting the following criteria:

- (a) Being a medical practitioners, clinical scientists or members of professions allied to medicine;
- (b) Working at the time of his/her application to Associate membership in haemophilia related services;
- (c) Being an employee in the pharmaceutical industry; and
- (d) Having an active interest in the care of people with haemophilia and allied disorders.

**10.2** Associate Members shall have the rights specifically granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights. If the rights specifically granted to and/or the obligations of Associate Members pursuant to these Articles of Association are amended in accordance with Article 46 of these Articles of Association, the Associate Members shall neither be consulted nor have voting rights.

#### **Article 11. Admission to Ordinary, Allied Health Professional, Junior and Associate membership**

**11.1** Any applicant to Ordinary, Allied Health Professional Junior or Associate membership of the Association shall submit an application for admission to membership via regular means of communication to the Chief Executive Officer.

**11.2** 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, Junior or Associate membership. The decisions of the Chief Executive Officer regarding membership admissions are final, sovereign and the Chief Executive Officer shall not give reasons for his/her decisions.

**11.3** Notwithstanding the paragraph 11.2 of the present Article, 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 Executive Committee which shall in turn decide on the admission to membership. The decisions of the Executive Committee regarding membership admissions are final, sovereign and the Executive Committee shall not give reasons for its decisions.

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

#### **Article 12. Admission to Honorary membership**

**12.1** Upon proposition of at least one (1) member of the Executive Committee, the Executive Committee shall decide on the admission to Honorary membership. The decisions of the Executive Committee regarding Honorary membership admissions are final, sovereign and the Executive Committee shall not give reasons for its decisions.

#### **Article 13. Resignation. Exclusion**

**13.1** Members are free to resign from the Association at all times by giving written notice via special means of communication, at the latest by 1<sup>st</sup> October, to the Chief Executive Officer. The Chief



Executive Officer shall submit the resignation to the Executive Committee, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Chief Executive Officer.

**13.2** 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, Article 9 or Article 10 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 Executive Committee.

**13.3** Before excluding a Member, the Executive Committee shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Executive Committee may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the Executive Committee and has received the possibility to defend his/her position during the meeting of the Executive Committee and prior to the voting on the exclusion. The decisions of the Executive Committee regarding the exclusion of a Member are final, sovereign and the Executive Committee shall give reasons for its decisions.

**13.4** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure.

**13.5** By derogation to the paragraph 13.4 of the present Article, if a Member fails to pay his/her membership fee within thirty (30) calendar days after an official final reminder has been sent to him/her by the President or the Executive Committee, all his/her membership rights shall be suspended upon decision of the Executive Committee and until the payment of the membership fees or the decision of the Executive Committee to exclude the concerned Member, in accordance with the procedure provided for in the present Article. The decisions of the Executive Committee regarding the suspension of the membership rights of a Member are final, sovereign and the Executive Committee shall not give reasons for its decisions.

**13.6** A Member which, in whatever way and for whatever reason, ceases to be a Member shall remain liable for his/her obligations towards the Association, including for the payment of the membership fees (aa) for the financial year during which notice is given and, (bb) in case the notice is served after 1<sup>st</sup> October, for the financial year during which the notice is given and the following financial year. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold himself/herself out as a Member in any manner, and (iii) 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 his/her possession that have been provided by the Association.

**13.7** 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 14. Membership fees**

**14.1** Each Ordinary Member shall pay membership fees per year, as proposed by the Executive Committee and decided by the General Assembly. The amount of membership fees and the calculation method of the membership fees for each Ordinary Member shall be proposed by the Executive Committee and decided by the General Assembly.

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

**14.3** Each Junior Member shall pay membership fees per year, as proposed by the Executive Committee and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Junior Member shall be proposed by the Executive Committee and decided by the General Assembly.

**14.4** Each Associate Member shall pay membership fees per year, as proposed by the Executive Committee and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Associate Member shall be proposed by the Executive Committee and decided by the General Assembly.

**14.5** Honorary Members shall not pay any membership fees.

**14.6** 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.

**14.7** 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 Executive Committee to the General Assembly for approval.

**14.8** The Executive Committee shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

#### **Article 15. Compliance with the Articles of Association and the internal rules**

**15.1** Any Member 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 Member has been admitted as a Member, pursuant to Article 11 and Article 12 of these Articles of Association.

## **Article 16. Register of Members**

**16.1** The Chief Executive Officer shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the first name, second name, and address of domicile of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Chief Executive Officer, immediately after the Executive Committee has taken a decision.

## **TITLE IV. ORGANISATIONAL STRUCTURE**

### **Article 17. Bodies**

**17.1** The bodies of the Association are:

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

## **TITLE V. GENERAL ASSEMBLY**

### **Article 18. Composition. Voting rights**

**18.1** The General Assembly shall be composed of all Members.

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

**18.3** Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

**18.4** 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, a Junior Member or Honorary Member designated for this purpose by the General Meeting.

**18.5** 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 19. Powers**

**19.1** 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 transfer of the registered office of the Association when it implies a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the members of the Executive Committee and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Executive Committee will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (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 auditor and the determination of his/her/its remuneration;
- (e) The discharge to be given to the members of the Executive Committee and, if any, to the statutory auditor, or to the external auditor;
- (f) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Executive Committee;
- (g) The approval of the amount of the additional contributions, upon proposal of the Executive Committee;
- (h) The approval of the annual accounts and the budget of the Association;
- (i) The amendment of these Articles of Association; and
- (j) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
- (k) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

#### **Article 20. Meetings**

**20.1** The General Assembly shall meet at least once a year upon convening by the President or the Executive Committee, 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 Executive Committee shall determine the exact date of the Ordinary General Assembly.

**20.2** A meeting of the General Assembly shall be convened at any time by the President, or the Executive Committee whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Executive Committee at the written request

of at least half of the Members. In this last case, the President or the Executive Committee 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.

#### **Article 21. Proxies**

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

**21.2** Each Ordinary Member, Allied Health Professional Member, Junior Member and Honorary Member shall have the right, via regular means of communication, always with copy to the Chief Executive Officer via similar means, to give a proxy to another Ordinary Member, Allied Health Professional Member, Junior Member and Honorary Member or a third party in case of a General Assembly having to adopt in the presence of a notary public 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 presence quorum and voting majority stipulated in Article 46 of these Articles of Association. In that case, each Member or third party may hold an unlimited number of proxies.

#### **Article 22. Convening notices. Agenda**

**22.1** The Convening notices for the General Assembly shall be notified to the Members and the members of the Executive Committee by the Chief Operating Officer via regular means of communication at least fourteen (14) calendar days before the meeting. The convening notice shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Chief Operating Officer and adopted by the President or the Executive Committee.

**22.2** 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/or Honorary 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 members of the Executive Committee of the additional item(s) on the agenda of the General Assembly via regular means of communication at least three (3) calendar days before the meeting of the General Assembly.

**22.3** No vote shall be cast regarding an item that is not listed on the agenda, except if at least two thirds (2/3) of all the Ordinary Members, Allied Health Professional Members, Junior Members and

Honorary Member are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

**22.4** Each Member and each member 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 disagrees, any Member present or represented and any member of the Executive Committee present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

### **Article 23. Presence quorum. Voting majority. Votes**

**23.1** 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, Junior Members, Honorary Members are present or represented.

**23.2** If at least ten percent (10%) of all the Ordinary Members, Allied Health Professional Members, Junior Members, Honorary Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Articles of Association, at least fourteen (14) 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, Junior Members, and Honorary Members present or represented, in accordance with the voting majority stipulated in the paragraph 23.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**23.3** 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, Junior Members, and Honorary 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.

**23.4** 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, Junior Members and Honorary Members present or represented.

**23.5** By derogation to the paragraph 23.3 of the present Article, for the election of the members of the Executive Committee referred to in Article 27 of these Articles of Association, decisions of the General Assembly regarding the election of one or more member(s) of the Executive Committee shall be validly adopted as follows:

- (a) The ballot shall be organized in a way that each Ordinary Member, Allied Health Professional Member, Junior Member and Honorary Member be able to cast its vote:
  - i. If the number of candidate(s) member of the Executive Committee is lower to the number of mandates of members of the Executive Committee to be fulfilled, as many times as there are candidate(s) member of the Executive Committee (e.g. three (3) members of the

Executive Committee shall be elected and there are two (2) candidates member of the Executive Committee, the Ordinary Member, Allied Health Professional Member and Junior Member can cast two (2) votes, i.e. one (1) vote per candidate member of the Executive Committee);

- ii. If the number of candidates member of the Executive Committee is equal or superior to the number of mandates of member of the Executive Committee to be fulfilled, as many times as there are mandate(s) of member of the Executive Committee to be fulfilled (e.g. if five (5) members of the Executive Committee shall be elected, the Ordinary Member, Allied Health Professional Member, Junior Member and Honorary Member can cast five (5) votes, i.e. one (1) vote per member of the Executive Committee to be elected); and
- (b) The candidate(s) member of the Executive Committee shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members present or represented. In the event of a tie between two (2) or more candidates member of the Executive Committee, subsequent voting round(s) shall take place until the tie is broken.

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

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

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

## **Article 24. Upfront remote voting via electronic means**

**24.1** Provided that this possibility has been granted by the Executive Committee and is mentioned in the convening notice, each Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members may vote remotely before a meeting of the General Assembly, by means of an electronic upfront voting form attached to the convening notice or made available by the Association. The Executive Committee shall ensure that the system for upfront remote voting via electronic means used allows for (i) the verification of the quality and identity of the Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members having expressed their vote and (ii) the control of compliance with the time limit mentioned in the convening notice. The Executive Committee shall set up the practical procedures to organise the upfront remote voting via electronic means.

**24.2** The Association must receive the completed and signed electronic upfront voting form within the time limit mentioned in the convening notice. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly shall remain valid for those agenda items which have not been modified or added. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly, shall not count for those agenda items which have been validly modified or added on the agenda of the General Assembly pursuant to the Articles 22.2 or 22.3 of these Articles of Association. Notwithstanding the above sentence, an Ordinary Member, an Allied Health Professional Member, Junior Member and Honorary Member may cast his/her upfront remote vote via electronic means with respect to any modified or additional agenda item(s) on the agenda of the General Assembly pursuant to Article 22.2 of these Articles of Association within the time limit mentioned in the convening notice.

**24.3** An Ordinary Member, an Allied Health Professional Member, a Junior Member and Honorary Member who has voted remotely via electronic means before the meeting of the General Assembly in accordance with the provisions of this Article may no longer choose any other way of casting his/her vote(s), either during the meeting of the General Assembly or by proxy.

**24.4** All Ordinary Members, Allied Health Professional Members, a Junior Members and Honorary Members having validly voted remotely via electronic means in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable presence quorum in accordance with these Articles of Association. All upfront remote votes via electronic means which have been validly sent or submitted to the Association in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable voting majority in accordance with these Articles of Association.

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

## **Article 25. Register of minutes**

**25.1** Draft minutes shall be drawn up at each meeting of the General Assembly. Copies of the draft minutes shall be sent via regular means of communication by the Chief Executive Officer to the



Members. The draft minutes shall be approved by the General Assembly at its next meeting. Copies of the final minutes shall be sent via regular means of communication by the Chief Executive Officer to the Members. The draft minutes, if need be, and the final minutes shall be signed by the President and kept in a register of minutes. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

## **Article 26. Written procedure**

**26.1** Except for the amendment of these Articles of Association, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 22 of these Articles of Association do not have to be complied with.

**26.2** For this purpose, the President, upon request of the Executive Committee, and with the assistance of the Chief Executive Officer, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Executive Committee, with request to the Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Executive Committee and within the time limit mentioned in the notice.

**26.3** If the votes in favour of all of the Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

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

**26.5** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Executive Committee.

**26.6** The decisions taken via written procedure shall be sent via regular means of communication by the Chief Executive Officer to the Members.

**26.7** The members of the Executive Committee and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

## **TITLE VI. EXECUTIVE COMMITTEE**

### **Article 27. Composition**

**27.1** The Association shall be administered by an Executive Committee composed of minimum four (4) and maximum eleven (11) members of the Executive Committee (including the Immediate Past President).

**27.2** Each member of the Executive Committee shall be an Ordinary Member or an Allied Health Professional Member or a Junior Member.

**27.3** The Immediate Past President shall be as of right a member of the Executive Committee.

**27.4** Except for the Immediate Past President, the General Assembly shall appoint the members of the Executive Committee. Except for the Immediate Past President, the term of office of the members of the Executive Committee shall be of three (3) years, renewable once. By derogation to the preceding sentence, (i) a member of the Executive Committee whose mandate as member of the Executive Committee expires whilst his/her mandate as Secretary, Treasurer, Vice-President, or President has not yet expired may be reappointed for another mandate as member of the Executive Committee irrespective of the number of mandates as member of the Executive Committee he/she already exercised and (ii) the mandate performed by a member of the Executive Committee for the remainder of a term pursuant to paragraph 27.10 of the present Article, shall not be taken into account for the computation of the number of terms of office as referred to in the present paragraph. The mandate of the members of the Executive Committee shall be non-remunerated. The Association shall cover all reasonable travel and accommodation expenses exposed by the members of the Executive Committee to attend the meetings of the Executive Committee.

**27.5** Each Ordinary Member, or Allied Health Professional Member, Junior Member or Honorary Member may propose one (1) candidate member of the Executive Committee to the Secretary at least thirty (30) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Executive Committee 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 and/or Honorary Member . 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 27.2 of the present Article, shall draw up a list of all proposed candidate members of the Executive Committee. The list shall be attached to the convening notice of the meeting of the General Assembly at which one or more member(s) of the Executive Committee will be appointed. If there is no list or an incomplete list of candidate members of the Executive Committee, the General Assembly may freely appoint without any formality one or more member(s) of the Executive Committee out of the Ordinary Members, Allied Health Professional Members, and/or Junior Members. As far as possible, the candidates member of the Executive Committee shall represent a balanced reflection of the professional diversity of the field of haemophilia and allied disorders. The detailed procedures for the appointment of members of the Executive Committee shall be determined in the internal rules, if any.

**27.6** The mandate of a member of the Executive Committee terminates by expiry of his/her mandate as member of the Executive Committee. The mandate of a member of the Executive Committee terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the member of the Executive Committee, for whatever reason, ceases to be an Ordinary Member, or an Allied Health Professional Member, or a Junior Member. Additionally, the mandate of member of the Executive Committee of the Immediate Past President terminates as of right by expiration of his/her mandate as Immediate Past President.

**27.7** The mandate of a member of the Executive Committee also terminates upon revocation by the General Assembly. The General Assembly may revoke a member of the Executive Committee at any time and does not need to give reasons for its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Executive Committee 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.

**27.8** By derogation to the paragraph 27.7 of the present Article, if a member of the Executive Committee fails to participate to three (3) consecutive meetings of the Executive Committee, provided that his/her justification(s) for such absences was/were not approved by the Executive Committee, the Executive Committee may decide to revoke the concerned member of the Executive Committee. The decisions of the Executive Committee regarding the revocation of the concerned member of the Executive Committee are final, sovereign and the Executive Committee shall give reasons for its decision.

**27.9** The members of the Executive Committee are also free to resign from their office at any time by submitting, via special means of communication with acknowledgment of receipt, their resignation to the President. In case of termination of the mandate of a member of the Executive Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Executive Committee, or revocation, the member of the Executive Committee shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

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

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

**27.12** The Executive Committee shall be chaired by the President. If the President is unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Executive

Committee, the Executive Committee shall be chaired by the Treasurer. If the President, the Vice-President and the Treasurer are all unable or unwilling to chair the Executive Committee, the Executive Committee 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 Executive Committee, the Executive Committee shall be chaired by the member of the Executive Committee designated for this purpose by the Executive Committee.

**27.13** 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.

**27.14** The chairs of the Committees shall be permanent observers at the Executive Committee, and shall have the right to attend all meetings of the Executive Committee, without voting rights and with the right to be heard. All convening notices to all meetings of the Executive Committee must simultaneously be notified to the chair of the Nurses Committee and the chair of the Physiotherapists Committee.

**27.15** Notwithstanding the above paragraph, the President may decide that the chairs of the Committees cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Executive Committee.

## **Article 28. Powers**

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

**28.2** The Executive Committee shall in particular have the following powers:

- (a) The transfer of the Association’s registered seat when it does not imply a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association’s strategies and policies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The 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, Secretary and Immediate Past President;
- (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 decisions to amend Article 42.2 of these Articles of Associations;
- (q) The adoption of propositions to be submitted to the General Assembly; and
- (r) The decisions to establish, dissolve and 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.

**28.3** Each year, before the approval of the annual accounts by the Ordinary General Assembly, 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, and (iii) the activities of the Association.

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

### **Article 29. Meetings**

**29.1** The Executive Committee shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of two (2) members of the Executive Committee, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the Treasurer. If the President, the Vice-President and the Treasurer are all unable or unwilling to convene the Executive Committee, the Executive Committee 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 Executive Committee, the Executive Committee shall be convened by the oldest (in age) member of the Executive Committee.

### **Article 30. Proxies**

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

### **Article 31. Convenings. Agenda**

**31.1** Convening notices for the Executive Committee shall be notified to the members of the Executive Committee by the Chief Executive Officer via regular means of communication at least ten (10) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting. In addition, the convening notices shall mention if the members of the Executive Committee can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Executive Committee 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) member of the Executive Committee.

**31.2** Any proposal of additional item(s) on the agenda of the Executive Committee signed by at least two (2) members of the Executive Committee 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 of the Executive Committee of the additional item(s) on the agenda of the Executive Committee via regular means of communication at least five (5) calendar days before the meeting of the Executive Committee.

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

**31.4** Each member of the Executive Committee 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 member of the Executive Committee present or represented at a meeting of the Executive Committee shall be considered to have been regularly convened to this meeting.

### **Article 32. Presence quorum. Voting majority. Votes**

**32.1** Unless otherwise stipulated in these Articles of Association, the Executive Committee shall be validly constituted when at least half of the members of the Executive Committee are present or represented.

**32.2** If at least half of the members of the Executive Committee are not present or represented at the first meeting, a second meeting of the Executive Committee may be convened pursuant to Article 31 of these Articles of Association, at least ten (10) 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 members of the Executive Committee present or represented, in accordance with the voting majority stipulated in the paragraph 32.3 of the present Article. In any case, the Executive Committee shall always be constituted of at least two (2) members of the Executive Committee physically or virtually present.

**32.3** Unless otherwise stipulated in these Articles of Association, decisions of the Executive Committee 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 members of the Executive Committee present or represented. Each member of the Executive Committee shall have one (1) vote.

**32.4** 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) member of the Executive Committee present shall have the decisive vote.

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

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

### **Article 33. Register of minutes**

**32.7** Draft minutes shall be drawn up at each meeting of the Executive Committee. Copies of the draft minutes shall be sent via regular means of communication by the Chief Executive Officer to the members of the Executive Committee. The draft minutes shall be approved by the Executive Committee at its next meeting. Copies of the final minutes shall be sent via regular means of communication by the Chief Executive Officer to the members of the Executive Committee. The draft minutes, if need be, and the final minutes shall be signed by the President and kept in a register of minutes. The register of minutes shall be kept at the registered office of the Association where all members of the Executive Committee may consult it, without, however, displacing it.

#### **Article 34. Written procedure**

**34.1** The Executive Committee may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 31 of these Articles of Association do not have to be complied with.

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

**34.3** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Executive Committee have sent their vote(s) back via the mean of written communication designated by the Chief Executive Officer within the time limit, and (ii) if the items on the agenda have obtained a majority of at least fifty percent (50%) plus one vote of the votes cast by the members of the Executive Committee having sent their vote(s) back via the mean of written communication designated by the Chief Executive Officer. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**34.4** For the purpose of the present Article, members of the Executive Committee are not allowed to grant proxies to other members of the Executive Committee.

**34.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Executive Committee.

**34.6** The decisions taken via written procedure shall be sent via regular means of communication by the Chief Executive Officer to the members of the Executive Committee.

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

##### **Article 35. Appointment and function of the President, Vice-President, Treasurer, Secretary and Immediate Past President**

**35.1** The Executive Committee shall appoint a President, a Vice-President, a Treasurer, and a Secretary, among the members of the Executive Committee. 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 paragraph 35.4 of the present Article, shall not be taken into account for the computation of the number of terms of office as referred to in the present paragraph.



**35.2** The Executive Committee shall appoint the immediate last Vice-President as President.

**35.3** Once the mandate of the President has terminated, except the cases of automatic termination of his/her mandate as member of the Executive Committee 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.

**35.4** 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 Executive Committee shall freely appoint among the members of the Executive Committee a new Vice-President, Secretary and/or Treasurer for the remainder of the term of the Vice-President, Secretary and/or Treasurer being replaced.

**35.5** 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.

**35.6** 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 mandate as member of the Executive Committee.

**35.7** The Executive Committee 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 give reasons for 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 Executive Committee 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 Executive Committee regarding such decision or action, and also not to the relevant voting.

**35.8** The President, Vice-President, Treasurer, Secretary and Immediate Past President are also free to resign from their office at any time by submitting, via special means of communication with acknowledgment of receipt, their resignation to the Executive Committee. 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 mandate as member of the Executive Committee, 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 Executive Committee has provided in his/her replacement within sixty (60) calendar days.

**35.9** 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 labour law provisions and services agreement provisions, if applicable.

**Article 36. Powers of the President, Vice-President, Treasurer, Secretary and Immediate Past President**

**35.10** 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 Executive Committee, after preparation by the Chief Executive Officer;
- (b) Presiding the meetings of the General Assembly and the Executive Committee;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Executive Committee;
- (d) In the event of a tie vote, having the casting vote within the General Assembly and the Executive Committee;
- (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.

**35.11** 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.

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

**35.13** The Secretary shall have the powers specially granted to him/her by these Articles of Association and by the Executive Committee.

**35.14** The Immediate Past President shall have the powers specially granted to him/her by these Articles of Association and by the Executive Committee.

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

**Article 37. Working group(s) and Committee(s)**

**37.1** The Executive Committee may establish, dissolve 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 Executive Committee on specific issues. The Executive Committee shall determine among others the mission, composition, powers, conduct of meetings and governance, convening modalities and

drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s) and Committee(s).

**37.2** The Working Group(s) and Committee(s) may be composed of natural persons, Members or not, members of the Executive Committee 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 Executive Committee. 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.

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

**37.4** The Working Group(s) and Committee(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 Executive Committee.

**37.5** 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).

**37.6** Any member of the Executive Committee 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 38. Appointment and function of the Chief Executive Officer**

**38.1** The Executive Committee shall appoint a natural person or legal entity, not being a member of the Executive Committee and not being a Member, as chief executive officer (hereafter: “Chief Executive Officer”). His/her/its office may be remunerated. When a legal entity is appointed as Chief Executive Officer, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Secretary General in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the 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 Executive Committee.

**38.2** 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.

**38.3** Unless otherwise agreed, the Executive Committee may revoke the Chief Executive Officer at any time and possibly with immediate effect, without (i) having to give reasons for its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**38.4** The Chief Executive Officer is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Executive Committee, without prejudice to the mandatory labour law provisions and services 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 Executive Committee has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**38.5** 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 labour law provisions and services agreement provisions, if applicable.

**38.6** The Chief Executive Officer shall be a permanent observer at the General Assembly, the Executive Committee, 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 shall simultaneously be notified to the Chief Executive Officer.

**38.7** Notwithstanding the above paragraph, the President may decide that the Chief Executive Officer cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Executive Committee.

### **Article 39. Powers of the Chief Executive Officer**

**39.1** 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 Executive Committee's meetings;
- (e) In cooperation with the Executive Committee, the delegation of tasks to the secretariat of the Association and the overseeing of it;
- (f) Executing the decisions of the Executive Committee;
- (g) After consultation with the Treasurer, the preparation of the draft annual accounts and the draft budget that must be submitted to the Executive Committee 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.

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

## **TITLE X. LIABILITY**

### **Article 40. Liability**

**39.3** The members of the Executive Committee, 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.

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

## **TITLE XI. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **Article 41. External representation of the Association**

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

**41.2** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chief Executive Officer, acting alone.

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

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

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

### **Article 42. Internal rules and procedures**

**42.1** To detail and complete the provisions of these Articles of Association, the Executive Committee may adopt, amend and/or revoke internal rules.

**42.2** On the date of the last amendments to these Articles of Association, the last version of the internal rules has been adopted on 31 Mars 2022.

**42.3** The Executive Committee is further entitled to adopt the Executive Committee 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 43. Financial year**

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

#### **Article 44. Annual Accounts. Budget**

**44.1** Upon receipt of the drafts from the Treasurer, 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.

**44.2** 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.

**44.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least fourteen (14) calendar days before the Ordinary General Assembly.

#### **Article 45. Auditing of the annual accounts**

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

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

**45.3** The statutory auditor or the external auditor, 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 46. Amendments to these Articles of Association**

**46.1** 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, Junior

Members and Honorary Members are present or represented, and (ii) the decisions to amend obtain a majority of at least two-thirds (2/3) of the votes cast by the Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**46.2** If at least ten percent (10%) of all the Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Articles of Association, at least fourteen (14) 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, Junior Members and Honorary Members present or represented, in accordance with the majorities stipulated in the paragraph 46.1 of the present Article, and decide the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**46.3** By derogation to the paragraph 46.1 of the present Article, the Executive Committee can also validly decide on amendments to Article 42.2 of these Articles of Association.

**46.4** 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 members of the Executive Committee.

**46.5** 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.

**46.6** 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 47. Dissolution. Liquidation**

**47.1** 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, Junior Members and Honorary Members are present or represented, and (ii) the decision obtains a majority of at least two-thirds (2/3) of the votes cast by the Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**47.2** If at least fifty percent (50%) of all the Ordinary Members, Allied Health Professional Members, Junior Members and Honorary Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Articles of

Association, at least fourteen (14) 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, Junior Members and Honorary Members present or represented, in accordance with the majorities stipulated in the paragraph 47.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**47.3** 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 members of the Executive Committee.

**47.4** 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 members of the Executive Committee shall be deemed to be jointly in charge of the Association's liquidation.

**47.5** The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Statutes.

## **TITLE XVI. VARIA**

### **Article 48. Notifications**

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

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

### **Article 49. Computation of time**

**49.1** For the use of the computation of time limits set out in these Articles of Association, the terms below shall be defined as follows:

- (a) "Month(s)" mean(s) (a) calendar month(s); and
- (b) "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 50. Abstentions**

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

## **Article 51. Secret ballot**

**51.1** For the voting regulated in these Articles of Association, the term “secret ballot” means a voting method in which the voters’ (i.e. the Ordinary Members, Allied Health Professional Members, Junior Members, Honorary Members, the members of the Executive Committee, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Chief Executive Officer and the staff of the Association.

## **Article 52. Varia**

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

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

**52.3.** For the performance of their duties, members of the Executive Committee may elect domicile at the registered office of the Association.

**52.4.** 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.