

**Statutes of
European Haemophilia Consortium
(in French: Consortium Européen de l'Hémophilie)**

[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 “Consortium Européen de l’Hémophilie”, in English “European Haemophilia Consortium”, abbreviated “EHC” (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”, 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 Steering Committee, provided that said transfer does not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

2.3 If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 22 of these Statutes.

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

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

3.1 The non-profit purpose of international utility of the Association shall be, within Europe, to:

- (a) Advocate on issues relating to haemophilia and other congenital bleeding disorders, promote training, discussions, and consultations, and disseminate information regarding the conditions; and
- (b) Upon consultation, represent its National Members Organisations and intervene on their behalf in relation to the well-being of people with haemophilia and other bleeding disorders, doing so for all its National Members Organisations or a limited number of its National Members Organisations.

3.2 For the purposes of the present Statutes, “Europe” shall be defined as the European Region of the World Health Organisation.

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 National Members Organisations and/or third parties:

- (a) Upon request, provide assistance to any National Member Organisation to solve issues affecting people with haemophilia and other bleeding disorders;
- (b) Promote the development of the National Members Organisations and their cooperation with each other through the exchange of information and collaboration on common initiatives;
- (c) Draft and adopt common positions and actions for tackling problems that affect most National Members Organisations and represent these, upon request, vis-à-vis international governmental or non-governmental organisations, primarily in relation to the well-being of people with haemophilia and other bleeding disorders;
- (d) Agree on and take collective actions on important issues, including through other organisations;
- (e) Promote research and development on quality comprehensive haemophilia and other bleeding disorders care;
- (f) Disseminate information and publish articles;
- (g) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (h) Collect and analyse statistical data; and
- (i) Cooperate with and assist other initiatives and/or organisations having a purpose similar to those of the Association, as well as other regional and/or international initiatives and/or organisations.

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

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

TITLE III. MEMBERS

Article 5. Membership

5.1 The Association shall have one (1) membership category: the National Members Organisations which are the full members of the Association. The Association shall always consist of at least two (2) National Members Organisations.

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

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

Article 6. National Members Organisations

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

- i. Being a national patient-led non-profit organisation, representing and working for the benefit of all patients with bleeding disorders in the European country where its registered office is located;
- ii. Having its registered office in Europe;
- iii. Having a legal personality;
- iv. Being duly constituted in accordance with the laws and practices of its country of origin;
- v. Having a democratic governance, procedures, and internal processes of electing representative members;
- vi. Publicly reporting income and expenditures and complying with national financial regulations;
- vii. Providing demonstrable patient services based on the needs of all patients;
- viii. Advocating on issues related to bleeding disorders in the best interests of all patients; and
- ix. Working strategically with external stakeholders in the best interest of all patients.

6.2 Notwithstanding the above paragraph, only one (1) national organisation per country may become a National Member Organisation.

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

Article 7. Admission to membership

7.1 Any applicant to membership shall submit an application for admission to membership via regular means of communication to the CEO.

7.2 The CEO shall submit this application for admission to the Steering Committee. After having verified that all conditions for membership are complied with, the Steering Committee shall propose the admission to membership to the General Assembly which shall decide on the admission to membership. The decisions of the General Assembly regarding membership admissions are final, sovereign and the General Assembly shall give reasons for its decisions.

Article 8. Representation of National Members Organisations

8.1 Each National Member Organisation shall appoint one (1) natural person, being connected in any way to a National Member Organisation called the “Delegate” to represent it at the General Assembly and who shall cast its vote at the General Assembly. Each National Member Organisation may revoke its Delegate.

8.2 If a Delegate ceases to be connected in any way to the National Member Organisation he/she is representing, (i) he/she shall as of right lose his/her capacity as Delegate (including any capacity to cast the vote of his/her National Member Organisation) and (ii) said National Member Organisation shall immediately replace this Delegate.

8.3 Each National Member Organisation shall inform, via regular means of communication, the CEO of the identity, contact details, and, as the case may be, appointment or revocation as Delegate, of its Delegate.

Article 9. Resignation

9.1 National Members Organisations are free to resign from the Association, at any time, by giving written notice via special means of communication to the CEO. The CEO shall submit the resignation to the Steering Committee, which shall in turn acknowledge it. The resignation shall be effective on the date the CEO receives the written notice of resignation.

9.2 A National Member Organisation is deemed resigning if the National Member Organisation is in one of the following situations:

- (a) Voluntary/as of right/legal dissolution/liquidation;
- (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- (c) Judicial administration/reorganisation;
- (d) Transfer of a universality; and
- (e) Ceases to satisfy the membership criteria as set out in Article 6 of these Statutes following a (partial) demerger or transfer of a branch of activity.

9.3 The resignation pursuant to paragraph 9.2 of the present Article shall be effective upon a decision of the Steering Committee. A National Member Organisation has the right to defend its position at (or in writing prior to) the meeting of the Steering Committee at which decisions are proposed in respect of the resignation of a National Member Organisation which is in at least one of the situations described under paragraph 9.2 of the present Article. The decisions of the Steering Committee regarding the resignation of National Members Organisations as referred to in the paragraph 9.2 of the present Article are final, sovereign and the Steering Committee shall give reasons for its decisions and inform the National Members Organisations.

Article 10. Suspension

10.1 A National Member Organisation which (i) ceases to satisfy the definition of membership as set out in Article 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) acts contrary to the common values and ethics of the Association, or (v) infringes the interests of the Association, or (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights) upon decision of the Steering Committee.

10.2 Before suspending part or all membership rights of a National Member Organisation, the Steering Committee shall provide the concerned National Member Organisation with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the meeting of the Steering Committee deciding on the suspension of the membership rights. The concerned National Member Organisation has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of suspension of the membership rights of the concerned National Member Organisation. The Steering Committee may decide to suspend part or all the membership rights of a National Member Organisation, provided that the concerned National Member Organisation is convened at the meeting of the Steering Committee and has received the possibility to defend its position during the meeting of the Steering Committee and prior to the voting on the suspension of the membership rights. The decisions of the Steering Committee regarding the suspension of part or all the membership rights of a National Member Organisation are final, sovereign and the Steering Committee shall give reasons for its decisions.

10.3 All membership rights (including voting rights) of the National Member Organisation concerned by the abovementioned suspension procedure shall be suspended for a period of time, as decided by the Steering Committee and at the latest until the next meeting of the General Assembly which shall decide whether or not to reconduct the suspension and if so, specify for which period of time.

10.4 The General Assembly may decide to reconduct the suspension of part or all the membership rights of a National Member Organisation, provided that the concerned National Member Organisation is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on reconducting the suspension of the membership rights. The National Member Organisation concerned by the procedure of suspension of the membership rights shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the reconduction of the suspension of part or all the membership rights of a National Member Organisation are final, sovereign and the General Assembly shall give reasons for its decisions. The reconduction of the suspension of the membership rights of a National Member Organisation shall take effect immediately at the end of the meeting of the General Assembly, unless otherwise decided by the General Assembly.

10.5 By derogation to paragraphs 10.1 to 10.4 of the present Article, unless otherwise decided by the Steering Committee, if a National Member Organisation fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the CEO, its voting right shall be automatically and immediately suspended until the payment of the membership fees or the decision of the Steering Committee to recommend to the General Assembly exclude the concerned National Member Organisation, in accordance with Article 11.2 of these Statutes.

10.6 The maximum period of reconduction of the suspension of the membership rights of a National Member Organisation is five (5) years and the suspension of the membership rights can be further reconducted by the General Assembly in accordance with the procedures and terms as set in this Article. Before the expiry of the suspension time, the suspension of the membership rights of a National Member Organisation may also be revoked by the General Assembly, at its next meeting, without retroactive effect.

Article 11. Exclusion

11.1 A National Member Organisation which (i) ceases to satisfy the definition of membership as set out in Article 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) acts contrary to the common values and ethics of the Association, or (v) infringes the interests of the Association, or (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly, after a recommendation from the Steering Committee.

11.2 Before recommending the exclusion of a National Member Organisation to the General Assembly, the Steering Committee shall provide the concerned National Member Organisation with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the meeting of the Steering Committee deciding on the recommendation to exclude. The concerned National Member Organisation has then time to definitively remedy the consequences of the breach or breaches having led to the recommendation of exclusion of the concerned National Member Organisation. The Steering Committee may decide to recommend the exclusion of a National Member Organisation to the General Assembly, provided that the concerned National Member Organisation is convened at the meeting of the Steering Committee and has received the possibility to defend its position during the meeting of the Steering Committee and prior to the voting on the recommendation of exclusion. The decisions of the Steering Committee regarding the recommendation of exclusion of a National Member Organisation to the General Assembly are final, sovereign and the Steering Committee shall give reasons for its decisions.

11.3 Upon recommendation of the Steering Committee, the General Assembly may decide to exclude a National Member Organisation, provided that the concerned National Member Organisation is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The National Member Organisation concerned by the procedure of exclusion shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the exclusion of a National Member Organisation are final, sovereign and the General Assembly shall give reasons for its decisions.

11.4 All membership rights of the National Member Organisation concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure (i) until the decision of the Steering Committee not to recommend the exclusion of the concerned National Member Organisation to the General Assembly, or (ii) if the Steering Committee decides to recommend the exclusion of the

concerned National Member Organisation to the General Assembly, until the decision of the General Assembly.

Article 12. Consequences of the termination of membership

12.1 A National Member Organisation which, in whatever way and for whatever reason, ceases to be a National Member Organisation shall remain liable for its obligations towards the Association, including for the payment of the membership fees for the financial year during which notice is given. A Member, that in whatever way and for whatever reason, ceases to be a National Member Organisation shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a National Member Organisation in any manner, and (iii) upon decision of the CEO, 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.

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

Article 13. Membership fees

13.1 Each National Member Organisation shall pay membership fees per year, as proposed by the Steering Committee, and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each National Member Organisation shall be based on, amongst others, the gross domestic product of the country in which the National Member Organisation has its registered office, in accordance with the data published by the World Bank.

13.2 National Members Organisations joining the Association part way through a financial year shall pay the amount of membership fees for the whole financial year.

13.3 The Steering Committee shall also decide on the invoicing procedure and the time for payment of the membership fees.

Article 14. Compliance with the Statutes and the internal rules

14.1. Any National Member Organisation shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the National Member Organisation has been admitted as National Member Organisation, pursuant to Article 7 of these Statutes.

Article 15. Register of Members

15.1. A register of Members shall be kept in electronic format at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each National Member Organisation. In addition, all the decisions regarding the admission, the

resignation, the suspension, or the exclusion of the National Members Organisations shall be included in the register of Members by the CEO, immediately after the Steering Committee or the General Assembly has taken a decision.

TITLE II. ORGANISATIONAL STRUCTURE

Article 16. Bodies

16.1. The bodies of the Association are:

- (a) The General Assembly;
- (b) The Steering Committee;
- (c) The President;
- (d) The Vice-President;
- (e) The Treasurer; and
- (f) The Chief Executive Officer (hereafter: “CEO”).

TITLE III. GENERAL ASSEMBLY

Article 17. Composition. Voting rights

17.1. The General Assembly shall be composed of all National Members Organisations. Each National Member Organisation shall be represented at the General Assembly by its Delegate pursuant to Article 8 of these Statutes.

17.2. Each National Member Organisation shall have one (1) vote.

17.3. Each member of the Steering Committee shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Steering Committee who has been appointed as Delegate, as the case may be, shall be authorised to vote in this specific capacity for the National Member Organisation he/she represents.

17.4. The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, he/she may delegate the chairing of the General Assembly to another natural person or third party. If the President is unable or unwilling to chair the General Assembly and did not delegate this task, 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 oldest serving member of the Steering Committee present.

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

Article 18. Powers

18.1. The General Assembly shall be the highest decision-making body of the Association. The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the Elected Members of the Steering Committee and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each Elected Member of the Steering Committee will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) The dismissal of the Co-opted Members of the Steering Committee;
- (d) The election and dismissal of the President and Treasurer and the determination of the conditions (including the financial conditions, if any) upon which their mandate will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (e) The admission of new Members;
- (f) The decision to reconduct the suspension of part or all the membership rights of a National Member Organisation ;
- (g) The dismissal of the National Member Organisation, upon recommendation of the Steering Committee;
- (h) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (i) The discharge to be given to the members of the Steering Committee and, if any, to the statutory auditor;
- (j) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Steering Committee;
- (k) The approval of the annual work plan;
- (l) The designation of the host city of the annual conference of the Association;
- (m) The monitoring the activities of the Steering Committee;
- (n) The approval of the annual accounts and the budget of the Association;
- (o) The amendment of these Statutes;
- (p) 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
- (q) The restructuration 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 19. Meetings

19.1. The General Assembly shall meet at least once a year upon convening by the President or the Steering 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 Steering Committee shall determine the exact date of the Ordinary General Assembly.

19.2. A meeting of the General Assembly shall be convened at any time by the President, or the Steering Committee whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Steering Committee at the written request of at least two thirds (2/3) of the National Members Organisations. In this last case, the President or the Steering Committee shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the National Members Organisations. The General Assembly shall take place at the latest on the fifty-sixth (56th) calendar day following this request.

Article 20. Proxies

20.1. Each National Member Organisation shall have the right, via regular means of communication, always with copy to the CEO via similar means, to give a proxy to another National Member Organisation to be represented at a meeting of the General Assembly. No National Member Organisation may hold more than two (2) proxies.

20.2. Each National Member Organisation shall have the right via regular means of communication, always with copy to the CEO via similar means, to give a proxy to another National Member Organisation or a body of the Association in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 47 of these Statutes. In that case, each National Member Organisation or third party may hold an unlimited number of proxies.

Article 21. Convening notices. Agenda

21.1. Convening notices for the General Assembly shall be notified to the National Members Organisations and the members of the Steering Committee by the CEO via regular means of communication at least twenty-eight (28) calendar days before the meeting. The convening notices shall mention the date, time, and place of the meeting of the General Assembly. In addition, the convening notices shall indicate if the National Members Organisations can participate to the meeting via electronic means of communication and can vote electronically. The agenda shall be attached to the convening notices. The material documents necessary for the discussion shall be notified to the National Members Organisations and the members of the Steering Committee by the CEO via regular means of communication at least fourteen (14) calendar days before the meeting. The agenda of the meetings of the General Assembly shall be prepared by the CEO and adopted by the President or the Steering Committee.

21.2. Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the National Members Organisations and notified to the President at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the National Members Organisations and the members of the Steering Committee of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.

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

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

Article 22. Presence quorum. Voting majority. Votes

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

22.2. If at least half of the National Members Organisations are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least one (1) hour after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of National Members Organisations present or represented, in accordance with the voting majority stipulated in the paragraph 22.3 of the present Article. In any case, the General Assembly shall always be constituted of at least one-fourth (1/4) of the National Members Organisations present or represented.

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

22.4. Unless otherwise stipulated in these Statutes, in the event of a tie, one (1) subsequent voting round shall take place in order to break the tie. In the event of a second tie, the decisions shall be deemed not to be taken. By derogation to the preceding sentence, in case of a tie concerning the vote relating to the designation of the host city of the annual conference of the Association, one or several subsequent voting round(s) shall take place until the tie is broken.

22.5. The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least half of the National Members Organisations present or represented. Notwithstanding the preceding sentence, the votes relating to the designation of the host city of the annual conference of the Association and the elections shall be carried out by secret ballot.

22.6. By derogation to the paragraph 22.3 the present Article, for the election of the Elected Members of the Steering Committee, the President, and the Treasurer, decisions shall be validly adopted as follows:

- (a) The ballot shall be organised in a way that each National Member Organisation be able to cast its vote as many times as there are mandate(s) to be fulfilled (e.g. if four (4) Elected Members of the Steering Committee shall be elected, the National Member

Organisation can cast four (4) votes, i.e. one (1) vote per Elected Member of the Steering Committee to be elected); and

- (b) The candidate(s) Elected Member of the Steering Committee shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the National Members Organisations present or represented. By derogation to paragraph 22.4 of the present Article, in the event of a tie between two (2) or more candidates, one or several subsequent voting round(s) shall take place until the tie is broken.
- (c) The candidate(s) President and Treasurer shall obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the National Members Organisations present or represented. By derogation to paragraph 22.4 of the present Article, in the event of a tie between two (2) or more candidates, subsequent voting round(s) shall take place until the tie is broken.

22.7. Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Steering 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 National Members Organisations 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 National Members Organisations, (ii) the National Members Organisations 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 National Members Organisations to participate to the deliberations and ask questions. The Steering Committee shall set up the practical procedures to organise this. In such a case, the National Members Organisations shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

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

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

Article 23. Register of minutes

23.1. Minutes shall be drawn up at each meeting of the General Assembly. 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 the minutes shall be sent via regular means of communication by the CEO to the National Members Organisations. The register of minutes shall be kept at the registered office of the Association

where all National Members Organisations may consult it, without, however, displacing it. Excerpts of the (draft) minutes signed by the CEO shall be delivered whenever required.

TITLE IV. STEERING COMMITTEE

Article 24. Composition

24.1 The Association shall be administered by a Steering Committee composed of minimum six (6) and maximum nine (9) members of the Steering Committee.

24.2 The Steering Committee shall be composed as follows:

- (a) The President shall be as of right a member of the Steering Committee;
- (b) The Treasurer shall be as of right a member of the Steering Committee;
- (c) Six (6) members of the Steering Committee shall be elected by the General Assembly (referred in these Statutes as **"Elected Members of the Steering Committee"**); and
- (d) Up to one (1) member of the Steering Committee who shall be co-opted by the Steering Committee (referred in these Statutes as **"Co-opted Member of the Steering Committee"**).

24.3 Members of the Steering Committee referred under paragraph 24.2 (c) and (d) shall be collectively referred as **"Members of the Steering Committee"**.

24.4 Members of the Steering Committee referred under paragraph 25.2 (a), (b),(c) and (d) shall be collectively referred as **"members of the Steering Committee"** and shall all have the same rights, duties, and responsibilities.

24.5 The candidacy of each Elected Member of the Steering Committee shall be supported by at least one (1) National Member Organisation.

24.6 The Co-opted Member of the Steering Committee can be a Delegate of a National Member Organisation or not.

24.7 A National Member Organisation may only support and thus have one (1) natural person per office (i.e. President, Treasurer and Elected Members of the Steering Committee).

24.8 In accordance with Belgian law requirements, each member of the Steering Committee shall represent the Association and shall act in the interest of the Association and not in the interest of the National Member Organisation he/she is connected to, as the case may be.

24.9 The term of office of the officers (i.e. President, Treasurer, Elected Members of the Steering Committee and Co-opted Members of the Steering Committee) is a four (4) years term, three (3) times renewable in a row. It results from the preceding sentence that a natural person shall not hold an office (i.e. as President, Treasurer, Elected Member of the Steering Committee or Co-opted Member of the Steering Committee) for more than sixteen (16) years in total. After four (4) consecutive terms of office, a natural person can only be elected again as a President, Treasurer, Elected Member of the Steering Committee or Co-opted Member of the Steering Committee after a four (4) years cool-off time period.

The mandate performed by a Member of the Steering Committee for the remainder of a term pursuant to paragraphs 24.16 or 24.17 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. Their mandate may be remunerated upon decision of the General Assembly.

24.10 Each National Member Organisation may only propose one (1) candidate Elected Member of the Steering Committee to the Steering Committee at least fifty-six (56) calendar days in advance of a meeting of the General Assembly at which one or more Member(s) of the Steering Committee will be elected. The Steering Committee shall inform the National Members Organisations as soon as a new election by the General Assembly is necessary. The Steering Committee, taking into account the criteria set out in paragraph 24.5 of the present Article, shall draw up a list of all proposed candidate(s) Elected Member of the Steering Committee. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more Elected Member(s) of the Steering Committee will be elected. The list shall indicate for each proposed candidate Elected Member of the Steering Committee the criteria set out in paragraph 24.5 of the present Article. By derogation to Article 18.1, (b) and 22.6 of the present Statutes, if there is no list or an incomplete list of candidate Elected Member(s) of the Steering Committee, the Steering Committee may freely co-opt one or more Member(s) of the Steering Committee.

24.11 Further to paragraph 24.10 of the present Article, in order to circumvent overlapping and guarantee seamless transition, the elections shall be conducted over a four-year period in the following orderly manner: the election of the President shall occur during the first year, the election of half of the Elected Members of the Steering Committee shall occur during the second year, the election of the other half of the Elected Members of the Steering Committee shall occur during the third year, and the election of the Treasurer shall occur during the fourth year.

24.12 The mandate of the President and Treasurer as member of the Steering Committee terminates as of right and with immediate effect by expiry of his/her mandate as President or Treasurer.

24.13 The mandate of a Member of the Steering Committee terminates by expiry of his/her term. The mandate of a Member of the Steering Committee terminates as of right and with immediate effect by death or incapacity.

24.14 The mandate of a Member of the Steering Committee also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a Member of the Steering Committee at any time and shall give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Member of the Steering 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 dismissal.

24.15 The mandate of the Co-opted Member of the Steering Committee also terminates upon dismissal by the Steering Committee. The Steering Committee may dismiss the Co-opted Member of the Steering Committee at any time and shall give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Co-opted Member of the Steering Committee is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Steering Committee and prior to the voting on the dismissal.

24.16 The Members of the Steering Committee are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a Member of the Steering Committee for whatever reason, except the cases of automatic termination of the mandate of a Member of the Steering Committee or dismissal, the Member of the Steering Committee shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days or as otherwise decided by the Steering Committee.

24.17 If the mandate of an Elected Member of the Steering Committee ceases before its term, for whatever reason, the Steering Committee may freely appoint (by co-optation) a new Elected Member of the Steering Committee for the remainder of the term.

24.18 If the mandate of the Co-opted Member of the Steering Committee ceases before its term, for whatever reason, the Steering Committee may freely appoint (by co-optation) the new Co-opted Member of the Steering Committee for the remainder of the term.

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

24.20 The Steering Committee shall be chaired by the President. If the President is unable or unwilling to chair the Steering Committee, the Steering Committee shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Steering Committee, the Steering Committee shall be chaired by the oldest serving member of the Steering Committee present.

24.21 The Steering 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 Steering Committee.

Article 25. Powers

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

25.2 The Steering Committee shall in particular have the following powers:

- (a) The transfer of the Association's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association's strategies and policies upon the submission of the major decisions on the policy direction and strategy of the Association to the National Members Organisations ;
- (c) The co-optation and dismissal of the Co-opted Members of the Steering Committee and the determination of the conditions (including the financial conditions, if any) upon which the

- mandate of each Co-opted Member of the Steering Committee will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (d) The election and dismissal of the Vice-President and the determination of the conditions (including the financial conditions, if any) upon which his/her mandate will be granted and exercised as well as the conditions under which said mandate can be terminated;
 - (e) The approval of fund-generating activities;
 - (f) The planification of the agenda and activities of the Ordinary General Assembly;
 - (g) The planification of the election procedures for the Ordinary General Assembly;
 - (h) The general management and administration of the Association;
 - (i) The monitoring of the budget expenditures and the allocation of the budget;
 - (j) The execution of the decisions of the General Assembly;
 - (k) The acknowledgement of the resignation of a National Member Organisation pursuant to Article 9.1 through 9.3 of these Statutes;
 - (l) The recommendation to exclude National Members Organisations to the General Assembly;
 - (m) The decision to suspend part or all membership rights of a National Member Organisation ;
 - (n) Submitting the applications for admission to membership to the General Assembly;
 - (o) The appointment and dismissal of the CEO, including the discharge to be given;
 - (p) The hiring and the dismissal of the employees of the secretariat of the Association;
 - (q) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
 - (r) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the CEO, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
 - (s) The approval of the guidelines and position papers;
 - (t) The adoption, the amendment, and the revocation of the internal rules, if any;
 - (u) The decisions to amend Article 43.2 of these Statutes;
 - (v) The adoption of propositions to be submitted to the General Assembly.; and
 - (w) As the case may be, the decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Committee(s) and the overseeing of this/these.

25.3 Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Steering 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.

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

Article 26. Meetings

26.1 The Steering Committee shall meet every time the interests of the Association so require and at least once a month, upon convening by the President or at the request of two (2) members of the Steering 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 Steering Committee, the Steering Committee shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Steering Committee, the Steering Committee shall be convened by the oldest serving member of the Steering Committee.

Article 27. Proxies

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

Article 28. Convening notices. Agenda

28.1 Convening notices for the Steering Committee shall be notified to the members of the Steering Committee by the CEO via regular means of communication at least four (4) calendar days before the meeting of the Steering Committee. The convening notices shall mention the date, time, and place of the meeting of the Steering Committee. In addition, the convening notices shall indicate if the members of the Steering Committee 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 Steering Committee shall be prepared by the CEO 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 oldest serving member of the Steering Committee.

28.2 Each member of the Steering Committee shall have the right to propose additional item(s) to be included on the agenda of the Steering Committee, which shall be notified via regular means of communication to the President at least two (2) calendar days before the meeting. In such a case, the President shall inform the members of the Steering Committee of the additional item(s) on the agenda of the Steering Committee via regular means of communication at least one (1) calendar day before the meeting of the Steering Committee.

28.3 No vote shall be cast regarding an item that is not listed on the agenda, except if all the members of the Steering Committee are present or represented at a meeting of the Steering Committee and vote to proceed with such vote.

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

Article 29. Presence quorum. Voting majority. Votes

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

29.2 If at least half of the members of the Steering Committee are not present or represented at the first meeting, a second meeting of the Steering Committee may be convened pursuant to Article 28 of these Statutes, at least four(4) calendar days after the first meeting of the Steering Committee. The second meeting of the Steering Committee shall validly deliberate irrespective of the number of members of the Steering Committee present or represented, in accordance with the voting majority stipulated in the paragraph 29.3 of the present Article. In any case, the Steering Committee shall always be constituted of at least two (2) members of the Steering Committee physically or virtually present.

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

29.4 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 oldest serving member of the Steering Committee present shall have the decisive vote.

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

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

Article 30. Register of minutes

30.1. Minutes shall be drawn up at each meeting of the Steering Committee. They shall be approved by the Steering Committee at its next meeting and signed by the President and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the CEO to the members of the Steering Committee. The register of minutes shall be kept at the registered office of the Association where all members of the Steering Committee may consult it, without, however, displacing it. Excerpts of the (draft) minutes signed by the CEO shall be delivered whenever required.

Article 31. Written procedure

31.1 The Steering 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 28 of these Statutes do not have to be complied with.

31.2 For this purpose, the CEO, upon request of the President or two (2) members of the Steering 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 Steering Committee, with request to the members of the Steering Committee to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the CEO and within the time limit mentioned in the notice.

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

31.4 For the purpose of the present Article, members of the Steering Committee are not allowed to grant proxies to other members of the Steering Committee.

31.5 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 Steering Committee.

31.6 The decisions taken via written procedure shall be sent via regular means of communication by the CEO to the members of the Steering Committee.

TITLE V. PRESIDENT, VICE-PRESIDENT, AND TREASURER

Article 32. Election and function of the President

32.1. The General Assembly shall elect a President. The term of office of the officers (i.e. President, Treasurer, Members of the Steering Committee and Co-opted Members of the Steering Committee) is a four (4) years term, three (3) times renewable in a row. It results from the preceding sentence that a natural person shall not hold an office (i.e. as President, Treasurer, Elected Member of the Steering Committee or Co-opted Member of the Steering Committee) for more than sixteen (16) years in total. After four (4) consecutive terms of office, a natural person can only be elected again as a President, Treasurer, Elected Member of the Steering Committee or Co-opted Member of the Steering Committee after a four (4) years cool-off time period. The mandate performed by the President for the remainder of a term pursuant to paragraph 32.7 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. His/her mandate may be remunerated upon decision of the General Assembly.

32.2. The candidacy of the President shall be supported by at least one (1) National Member Organisation. A National Member Organisation may only support and thus have one (1) natural person per office (i.e. President, Treasurer and Members of the Steering Committee).

32.3 The Steering Committee shall inform the National Members Organisations as soon as a new election by the General Assembly is necessary. Each National Member Organisation may only propose one (1) candidate President to the Steering Committee at least fifty-six (56) calendar days in advance of a meeting of the General Assembly at which the President will be elected. The Steering Committee, taking into account the criterion set out in paragraph 32.3 of the present Article, shall draw up a list of all proposed candidate President. The list shall be attached to the agenda of the meeting of the General Assembly at which the President will be elected. The list shall indicate for each proposed candidate President the criterion set out in paragraph 32.3 of the present Article. By derogation to Article 22.6 of the present Statutes, if there is no list or an incomplete list of candidate President, the Steering Committee may freely elect without any formality the President out of the Delegates of the National Members Organisations.

32.4 Further to paragraph 32.3 of the present Article, in order to circumvent overlapping and guarantee seamless transition, the elections shall be conducted over a four-year period in the following orderly manner: the election of the President shall occur during the first year, the election of half of the Elected Members of the Steering Committee shall occur during the second year, the election of the other half of the Elected Members of the Steering Committee shall occur during the third year, and the election of the Treasurer shall occur during the fourth year.

32.5 The mandate of the President terminates by expiry of the term of his/her mandate. The mandate of the President terminates as of right and with immediate effect, by death or incapacity.

32.6 The mandate of the President also terminates upon dismissal by the General Assembly. The General Assembly may dismiss the President at any time and shall give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

32.7 The President is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Steering Committee. In case of termination of the mandate of the President for whatever reason, except the cases of automatic termination or dismissal, the President shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days or as otherwise decided by the Steering Committee.

32.8 If the mandate of the President ceases before its term, for whatever reason, the Vice-President shall become as of right President. The first upcoming meeting of the General Assembly shall confirm the mandate of the new President. If the mandate of the new President is confirmed by the General Assembly, said President shall complete the term of office of the replaced President, except if the General Assembly otherwise decides. If the mandate of the new President is not confirmed by the General Assembly, the mandate of said President will come to an end immediately after the meeting of the General Assembly and shall resume his office as Vice-President, without prejudice to the regularity of the composition of the Steering Committee until that date.

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

Article 33. Powers of the President

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

- (a) Adopting the agenda of the meetings of the General Assembly and the Steering Committee, after preparation by the CEO;
- (b) Presiding the meetings of the General Assembly and the Steering Committee;
- (c) Signing the minutes of the meetings of the General Assembly and the Steering Committee;
- (d) In cooperation with the Vice-President, evaluating the work and performance of the CEO;
- (e) In cooperation with the Vice-President, reviewing the guidelines and position papers ; and
- (f) In the event of a tie vote, having the casting vote within the Steering Committee.

Article 34. Election and function of the Vice-President

34.1 The Steering Committee shall elect a Vice-President among the Members of the Steering Committee. The term of office of the Vice-President is a four (4) years term, three (3) times renewable in a row. After four (4) consecutive terms of office as Vice-President, a natural person can only be elected Vice-President after a four (4) years cool-off time period. His/her mandate may be remunerated upon decision of the General Assembly.

34.2 Each new Vice-President who is elected by the Steering Committee to replace a Vice-President whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the Vice-President being replace.

34.3 The Vice-President shall be elected the same year as the Treasurer in accordance with Article 24.11 of the present Statutes.

34.4 The mandate of the Vice-President terminates by expiry of the term of his/her mandate or, as of right and with immediate effect by expiry of his/her mandate as Member of the Steering Committee.

34.5 The Steering Committee may further dismiss the Vice-President as Vice-President at any time and shall give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Vice-President is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Steering Committee and prior to the voting on the dismissal. The Vice-President shall not participate in the deliberation of the Steering Committee regarding such decision or action, and also not to the relevant voting.

34.6 The Vice-President is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Steering Committee. In case of the end of the mandate of the Vice-President for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the Vice-President shall continue performing the duties of his/her office until

the Steering Committee has provided in his/her replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable and unless otherwise decided by the Steering Committee.

34.7 In case of termination of the mandate of the Vice-President for whatever reason, Vice-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 the services agreement provisions, if applicable.

Article 35. Powers of the Vice-President

35.1. The Vice-President shall have the powers specifically reserved for him/her by these Statutes. In particular, the Vice-President shall have the following powers:

- (a) As a general rule, replacing the President in his/her absence or in case of vacancy;
- (b) In cooperation with the President, reviewing the guidelines and position papers; and
- (c) In cooperation with the President, evaluating the work and performance of the CEO.

Article 36. Election and function of the Treasurer

36.1 The General Assembly shall elect a Treasurer. The term of office of the officers (i.e. President, Treasurer, Elected Members of the Steering Committee and Co-opted Members of the Steering Committee) is a four (4) years term, three (3) times renewable in a row. It results from the preceding sentence that a natural person shall not hold an office (i.e. as President, Treasurer, Elected Member of the Steering Committee or Co-opted Member of the Steering Committee) for more than sixteen (16) years in total. After four (4) consecutive terms of office, a natural person can only be elected again as a President, Treasurer, Elected Member of the Steering Committee or Co-opted Member of the Steering Committee after a four (4) years cool-off time period. The mandate performed by the Treasurer for the remainder of a term pursuant to paragraph 36.7 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. His/her mandate may be remunerated upon decision of the Steering Committee.

36.2 The candidacy of the Treasurer shall be supported by at least one (1) National Member Organisation. A National Member Organisation may only have one (1) natural person per office (i.e. President, Treasurer and Members of the Steering Committee).

36.3 The Steering Committee shall inform the National Members Organisations as soon as a new election by the General Assembly is necessary. Each National Member Organisation may only propose one (1) candidate Treasurer to the Steering Committee at least fifty-six (56) calendar days in advance of a meeting of the General Assembly at which the Treasurer will be elected. The Steering Committee, taking into account the criterion set out in paragraph 36.2 of the present Article, shall draw up a list of all proposed candidate Treasurer. The list shall be attached to the agenda of the meeting of the General Assembly at which the Treasurer will be elected. The list shall indicate for each proposed candidate Treasurer the criterion set out in paragraph 36.2 of the present Article. By derogation to Article 22.6 of the present Statutes, if there is no list or an incomplete list of candidate Treasurer, the Steering Committee may freely elect without any formality the Treasurer out of the Delegates of the National Members Organisations.

36.4 Further to paragraph 36.3 of the present Article, in order to circumvent overlapping and guarantee seamless transition, the elections shall be conducted over a four-year period in the following orderly manner: the election of the President shall occur during the first year, the election of half of the Elected Members of the Steering Committee shall occur during the second year, the election of the other half of the Elected Members of the Steering Committee shall occur during the third year, and the election of the Treasurer shall occur during the fourth year.

36.5 The mandate of the Treasurer terminates by expiry of the term of their mandate. The mandate of the Treasurer terminates as of right and with immediate effect by death or incapacity.

36.6 The mandate of the Treasurer also terminates upon dismissal by the General Assembly. The General Assembly may dismiss the Treasurer at any time and shall give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

36.7 The Treasurer is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Steering Committee. In case of termination of the mandate of the Treasurer for whatever reason, except the cases of automatic termination or dismissal, the Treasurer shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days or as otherwise decided by the Steering Committee.

36.8 If the mandate of the Treasurer ceases before its term, for whatever reason, the Steering Committee may freely appoint (by co-optation) a new Treasurer for the remainder of the term, provided that the Treasurer appointed (by co-optation) fulfils the criterion set out in paragraph 36.2 of the present Article of the replaced Treasurer. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the Treasurer appointed (by co-optation). If the mandate of the Treasurer appointed (by co-optation) is confirmed by the General Assembly, said Treasurer shall complete the term of office of the replaced Treasurer, except if the General Assembly otherwise decides. If the mandate of the Treasurer appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said Treasurer will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Steering Committee until that date.

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

Article 37. Powers of the Treasurer

37.1 The Treasurer shall have the powers specifically reserved for him/her by these Statutes. In particular, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Steering Committee and the General Assembly.

TITLE VI. COMMITTEE(S)

Article 38. Committee(s)

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

38.2. The Committee(s) shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Steering Committee.

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

38.4. The 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 Committee(s).

TITLE VII.CEO

Article 39. Appointment and function of the CEO

39.1. The Steering Committee shall appoint a natural person or legal entity, not being a member of the Steering Committee and not being a Delegate, as CEO. His/her/its office may be remunerated. When a legal entity is appointed as CEO, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of CEO in the name and on behalf of the legal entity. The CEO's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Steering Committee.

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

39.3. Unless otherwise agreed, the Steering Committee may dismiss the CEO at any time and possibly with immediate effect, and shall give reasons to its decision, without any compensation or cost becoming due by the Association, and prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

39.4. The CEO 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 Steering Committee, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the CEO for whatever reason, except the cases of automatic termination of the mandate of the CEO or dismissal, the CEO shall continue performing the duties of his/her/its office until the Steering 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 and unless otherwise decided by the Steering Committee.

39.5. In case of the end of the mandate of the CEO for whatever reason, the CEO 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.

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

39.7. Notwithstanding the above paragraph, the President may decide that the CEO cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Steering Committee.

Article 40. Powers of the CEO

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

- (a) Being in charge of the daily management of the Association, within the approved budget;
- (b) Recruit new National Members Organisations;
- (c) In cooperation with the President, coordinate and organise the meetings of the General Assembly;
- (d) In cooperation with the President, coordinate and organise the meetings of the Steering Committee;
- (e) Delegate tasks to the staff of the Association and oversee it;
- (f) Submit the applications for admission to membership to the Steering Committee;
- (g) Execute the decisions of the Steering Committee;
- (h) Send the convening notices of the General Assembly and the Steering Committee;
- (i) After consultation with the Vice-President, prepare the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Steering Committee for finalisation and approval;
- (j) Undertake the necessary steps to receive public and private fundings as well as donations;
- (k) Supervise the financial affairs of the Association, under the supervision of the Treasurer; and
- (l) Ensure the public relations of the Association, particularly regarding communication with third parties, as decided by the Steering Committee.

40.2. The CEO shall always act under the responsibility of the Steering Committee and within the approved budget. The CEO shall report to the Steering Committee (via the President) on his/her/its actions and activities, and/or at the request of the Steering Committee. Notwithstanding the preceding paragraph, the President and the Vice-President shall be responsible of evaluating the work and performance of the CEO.

TITLE VIII. LIABILITY

Article 41. Liability

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

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

TITLE IX. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 42. External representation of the Association

42.1. 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 Steering Committee, acting jointly.

42.2. 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 CEO, acting alone.

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

42.4. 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 Steering Committee, the President acting alone, or two (2) members of the Steering Committee, acting jointly, or, within the framework of daily management, by the CEO, acting alone.

TITLE X. INTERNAL RULES AND PROCEDURES

Article 43. Internal rules and procedures

43.1. To detail and complete the provisions of these Statutes, the Steering Committee may adopt, amend and/or revoke internal rules.

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

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

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

Article 44. Financial year

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

Article 45. Annual Accounts. Budget

45.1. The Steering 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.

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

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

Article 46. Auditing of the annual accounts

46.1 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.

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

46.3 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 XII. AMENDMENTS TO THESE STATUTES

Article 47. Amendments to these Statutes

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

47.2. If at least half of the National Members Organisations are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of National

Members Organisations present or represented, in accordance with the voting majority stipulated in the paragraph 47.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least one fourth (1/4) of the National Members Organisations present or represented.

47.3. By derogation to paragraph 47.1 of the present Article, the Steering Committee can also validly decide on amendments to Article 43.2 of these Statutes.

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

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

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

TITLE XIII. DISSOLUTION. LIQUIDATION

Article 48. Dissolution. Liquidation

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

48.2. If at least half of the National Members Organisations are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of National Members Organisations present or represented, in accordance with the voting majority stipulated in the paragraph 48.1 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.

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

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

48.5. 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 XIV. VARIA

Article 49. Notifications

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

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

Article 50. Computation of time

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

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

Article 51. Abstentions

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

Article 52. Secret ballot

52.1. For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the National Members Organisations, the members of the Steering 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 CEO, and the staff of the Association. In any case, the CEO and the staff of the Association shall maintain strict confidentiality regarding the outcome of the votes.

Article 53. Miscellaneous

53.1. Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations

of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

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

53.3. For the performance of their duties, members of the Steering Committee may elect domicile at the registered office of the Association.

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

53.5. Further to Articles 17.4, 24.20, 26.1, 29.1 and 29.4 of the present Statutes, if two (2) or more members of the Steering Committee with the oldest seniority have served for the same length of time, the oldest person (in age) will take the relevant decision/action.

Article 54. Transitory provisions

54.1. Recognising the impact of the adoption of these Statutes results in changes regarding, amongst others, the candidacy/election processes of the President, the Vice-President, the Treasurer, and the Members of the Steering Committee and in order to allow for a smooth transition between the statutes of the Association previously in force and these Statutes:

- (a) The rules regarding the mandate of the Treasurer provided for under Article 36 of these Statutes shall enter into force as from the meeting of the General Assembly of October 2024 and the Treasurer shall only be elected for a two (2) years term;
- (b) The General Assembly of October 2024 shall (re)elect three (3) Elected Members of the Steering Committee for a four (4) years term and three (3) Elected Members of the Steering Committee for a five (5) years term;
- (c) The rules regarding the mandate of the Co-opted Member of the Steering Committee shall enter into force as from the meeting of the General Assembly of October 2024;
- (d) The rules relating to the duration and the total number of mandates that an officer may exercise as set out in Articles 24.9, 32.1, 34.1 and 36.1 of these Statutes shall enter into force as from the meeting of the General Assembly of October 2024.