

ADOPTED

CPME 2022/084 FINAL EN

CPME GENERAL ASSEMBLY

29 OCTOBER 2022

# **Statutes of Standing Committee of European Doctors**

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

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

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

**1.1** The international non-profit association named in English “Standing Committee of European Doctors” and in French “Comité Permanent des Médecins Européens”, abbreviated CPME” (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 Board of Directors, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

**2.3** If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer

of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 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 the European Union and worldwide, to:

- (a) Represent national medical associations across Europe;
- (b) Contribute to the medical profession's opinion and interests to European Union's (hereafter: "EU") institutions policy-making through a proactive cooperation on a wide range of health and healthcare related issues;
- (c) Study and promote the highest level of medical training, medical practice, health and health care within the EU; and
- (d) Study and promote the free movement of doctors within the EU.

### **Article 4. Object**

**4.1** To that effect, the Association may develop, alone or in collaboration with third parties, , 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) Represent the medical profession in EU member States, before EU authorities and any other authority and/or organisation dealing with questions directly or indirectly concerning the medical profession;
- (b) Consult the EU institutions;
- (c) Provide the Members with information on all relevant matters concerning the EU;
- (d) Disseminate information and issue publications;
- (e) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (f) Collect and analyse statistical data; and
- (g) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

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

## **TITLE III. MEMBERS**

### **Article 5. Membership**

**5.1** The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members.

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

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

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

**5.5** As a general rule, the Association shall only have one (1) Member (i.e. national medical association) per country.

### **Article 6. Full Members**

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

- (a) Having or not a legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (c) Being the most representative non-governmental national medical association of:
  - i. One of the member States of the EU; or
  - ii. One of the countries that are signatory of the Agreement on the European Economic Area; or
  - iii. A country which is a party to a treaty or an agreement with the EU and all of its member States, granting individual rights to the citizens of all parties, at least in the area of free movement of persons and services, in accordance with and pursuant to EU law, including the EU’s *acquis* and the EU court jurisdiction, and guaranteeing the full application of the rules of EU law on automatic mutual recognition of training diplomas and diplomas of specialized training in medicine; or
  - iv. One of the former member States of the EU.

**6.2** Full Members shall enjoy all membership rights, including voting rights at the General Assembly. By derogation to the preceding sentence, Full Members referred in Article 6.1, (c), ii, iii and iv shall not have voting rights at the General Assembly on questions pertaining to EU legislation that are not applicable to them as parties of a treaty or of treaties with the EU.

### **Article 7. Associate Members**

**7.1** The category of Associate Membership is open and accessible to any:

- (a) legal entity cumulatively meeting the following criteria:
  - i. Not meeting the criteria for full membership as referred to in Article 6.1 of these Statutes;
  - ii. Having or not a legal personality;
  - iii. Being duly constituted in accordance with the laws and practices of its country of origin; and
  - iv. Being the most representative non-governmental national medical association of:
    - iv.1. Any country tied to the EU by an association agreement; or
    - iv.2. Any country which has applied for an associate status; or
    - iv.3. Any country which has a strong tie with the EU medical profession.

(hereafter: “**Associate Member National Medical Association**”)

or

- (b) legal entity cumulatively meeting the following criteria:
  - i. Not meeting the criteria for full membership as referred to in Article 6.1 of these Statutes;
  - ii. Not meeting the criteria for associated membership as referred to in paragraph 7.1, (a) of the present Article;
  - iii. Having a legal personality;
  - iv. Being duly constituted in accordance with the laws and practices of its country of origin;
  - v. Being an autonomous EU or international organisation supporting the work which forms the non-profit purpose and the object of the Association, by its advice, influence and activities.

(hereafter: “**Associate Member Organisation**”).

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

**7.3** If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 45 of these Statutes, the Associate Members shall neither be consulted nor have voting rights.

## **Article 8. Admission to membership**

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

**8.2** The Secretary General shall submit this application for admission to the Board of Directors. After having verified that all conditions for membership are complied with, the Board of Directors shall decide whether or not to pre-approve the application for admission to membership and submit it to the General Assembly. The General Assembly shall take the decision to approve or not the membership admission. The decisions of the General Assembly

regarding membership admissions are final, sovereign and the General Assembly shall give reasons for its decisions.

## **Article 9. Representation of Full Members**

**9.1** Each Full Member shall appoint one or more natural person(s), called the "Delegate(s)", to represent it within the Association. The Delegate(s) of each Full Member shall:

- (a) Each hold a degree as Doctor of Medicine; and
- (b) As far as possible, (together) represent the medical profession in its entirety in the country in which the Full Member is the national medical association of.

**9.2** As far as possible, for consistency purposes, the Delegate(s) shall be appointed by the Full Member for a period of three (3) years, renewable indefinitely. As far as possible, the mandate of the Delegate(s) shall start immediately after the meeting of the General Assembly during which the President has been elected.

**9.3** If a Full Member appoints more than one (1) Delegate, it must appoint one (1) head of delegation – when applicable – who shall cast the vote of his/her Full Member (hereafter: "**Head of Delegation**"). Each Head of Delegation must have full capacity powers to represent his/her Full Member. If a Full Member only appoints one (1) Delegate, he/she shall be the Head of Delegation of his/her Full Member.

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

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

## **Article 10. Representation of Associate Members**

**10.1** Each Associate Member shall appoint one or more natural person(s), called the "Delegate(s)", to represent it within the Association.

**10.2** If a Delegate ceases to be employed by or is no longer otherwise linked to the Associate Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Delegate and (ii) said Member shall immediately replace this Delegate unless the Associate Member has another Delegate.

**10.3** Each Associate Member shall inform, via regular means of communication, the Secretary General of the identity and contact details of its/their Delegate(s).

## **Article 11. Resignation. Exclusion**

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

**11.2** A Member is deemed resigning if the Member 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 universality; and
- (e) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes following a (partial) demerger or transfer of a branch of activity.

**11.3** This resignation shall be effective upon a decision of the General Assembly. A Member has the right to defend its position at (or in writing prior to) the meeting of the General Assembly at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under paragraph 11.2 of the present Article. The decisions of the General Assembly regarding the resignation of Members as referred to in the paragraphs 11.2 and 11.3 of the present Article are final, sovereign and the General Assembly shall give reasons for its decisions.

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

**11.5** Before recommending the exclusion of a Member to the General Assembly, the Board of Directors shall provide the concerned Member with the relevant details in writing via special means of communication at least fifty-four (54) 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 Board of Directors may decide to recommend excluding a Member, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the recommendation to exclude. The decisions of the Board of Directors regarding the recommendation to exclude a Member to the General Assembly are final, sovereign and the Board of Directors must give reasons for its decisions.

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

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

**11.8** By derogation to paragraph 11.7 of the present Article, if a Full Member or an Associate Member National Medical Association fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Secretary General, all its membership rights shall be automatically and immediately suspended (i) until the payment of the membership fee due or (ii) until the decision of the Board of Directors to recommend the exclusion of the concerned Full Member or Associate Member National Medical Association, in accordance with paragraphs 11.4 and 11.5 of the present Article.

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

**11.10** 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 12. Membership fees**

**12.1** Each Full Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Full Member shall be based on the ratio of:

- (a) The number of registered doctors of the country the Full Member is the national medical association of to the total number of registered doctors of all the countries the Full Members are the national medical associations of;

- (b) The gross domestic product (hereafter: “GDP”) of the country the Full Member is the national medical association of to the total GDP of all the countries the Full Members are the national medical associations; and
- (c) The population of the country the Full Member is the national medical association of and the total population of all the countries the Full Members are the national medical associations of.

**12.2** Before 15 June, as the case may be, each Full Member shall communicate to the Secretary General the data based on which its membership fees shall be calculated. The person(s) who can legally bind the Full Member shall certify that the data which has been provided to the Secretary General is not false, not incorrect, and not misleading. Upon request of the Secretary General, each Full Member shall answer any questions the Secretary General may have on the data received from the Full Member. If a Full Member is unable or unwilling to communicate the required data, the President shall try to determine the data of the concerned Full Member. The decisions of the President regarding the determination of the data of a Full Member are final, sovereign, and the President must give reasons for his/her decisions.

**12.3** Each Associate Member National Medical Association shall pay membership fees per year, as proposed by the Board of Directors 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 Board of Directors and decided by the General Assembly.

**12.4** Each Associate Member Organisation shall not pay membership fees.

**12.5** Full Members and Associate Members National Medical Association joining the Association shall not pay membership fees for the financial year during which they have joined the Association.

**12.6** In exceptional circumstances, the General Assembly can decide to (partially) suspend or waive the obligation of a Full Member or an Associate Member National Medical Association to pay its membership fees for one (1) year. The decisions of the General Assembly regarding the suspension or the waiving of the obligation of a Full Member or an Associate Member National Medical Association to pay its membership fees are final, sovereign, and the General Assembly must give reasons for its decisions.

**12.7** The Secretary General and the Treasurer shall decide on the invoicing procedure and the time for payment of the membership fees.

### **Article 13. Compliance with these Statutes and the rules of procedure**

**13.1** Any Member shall expressly adhere to these Statutes and the rules of procedure, 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.



## **Article 14. Register of Members**

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

## **TITLE IV. ORGANISATIONAL STRUCTURE**

### **Article 15. Bodies**

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

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The President;
- (d) The four (4) Vice-Presidents;
- (e) The Treasurer;
- (f) The Working Group(s); and
- (g) The Secretary General.

## **TITLE V. GENERAL ASSEMBLY**

### **Article 16. Composition**

**16.1** The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Delegate(s) pursuant to Article 9 and Article 10 of these Statutes.

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

**16.3** Each director shall have the right to attend the meetings of the General Assembly.

**16.4** 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-Presidents in accordance with the ranking provided for in the rules of procedure. If the President and all Vice-Presidents as defined in the rules of procedure are unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Delegate designated for this purpose by the General Assembly.

**16.5** 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 17. Voting rights

17.1 The voting right(s) of each Full Member shall be allocated as follows:

<b>Number of registered doctors of the country the Full Member is the national medical association of as referred under 12.1, (a) of these Statutes</b>	<b>Number of votes</b>
Each Full Member having more than <b>two hundred thousand (200,000) of registered doctors</b> in the country the Full Member is the national medical association of:	Five (5) votes
Each Full Member having between <b>one hundred thousand and one (100,001) and up to and including two hundred thousand (200,000) of registered doctors</b> in the country the Full Member is the national medical association of:	Four (4) votes
Each Full Member having between <b>thirty thousand and one (30,001) and up to and including one hundred thousand (100,000) of registered doctors</b> in the country the Full Member is the national medical association of:	Three (3) votes
Each Full Member having between <b>ten thousand (10,000) and up to and including thirty thousand (30,000) of registered doctors</b> in the country the Full Member is the national medical association of:	Two (2) votes
Each Full Member having less than <b>ten thousand (10,000) of registered doctors</b> in the country the Full Member is the national medical association of:	One (1) vote

17.2 If a Full Member has more than one (1) vote pursuant to the present Article, it shall always cast all its votes in the same manner (i.e., in favour, against or abstain).

17.3 By derogation to paragraphs 17.1 and 17.2 of the present Article, Full Members referred in Article 6.1, (c), ii, iii and iv shall not have voting rights on questions pertaining to EU legislation that are not applicable to them as parties of a treaty or of treaties with the EU.

17.4 By derogation to paragraphs 17.1 and 17.2 of the present Article, when the General Assembly is voting on the decisions referred under Articles 18.1 **Error! Reference source not found.**, (b), (d), (e), (f) and (p) of these Statutes, each Full Member shall have one (1) vote.

## Article 18. Powers

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

- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the President, Vice-Presidents and Treasurer and the determination of the conditions (including the financial conditions, if any) upon which the mandate of the President, Vice-Presidents and Treasurer will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) The acknowledgement of the resignation of a Member pursuant to Article 11.1 through 11.3 of these Statutes;
- (d) The election and dismissal of an internal auditor;
- (e) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (f) If applicable, the appointment and dismissal of an external/internal auditor and the determination of his/her/its remuneration;
- (g) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external/internal auditor;
- (h) The major decisions on the policy direction and strategy of the Association as submitted by the Board of Directors and as further detailed in the rules of procedure;
- (i) The adoption, the amendment and the revocation of the explanatory statement on the powers of the General Assembly and the Board of Directors regarding the major decisions on the policy and strategy of the Association included in the rules of procedure;
- (j) The admission of new Members, upon recommendation of the Board of Directors;
- (k) The exclusion of Members, upon recommendation of the Board of Directors;
- (l) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board of Directors;
- (m) The approval of the annual accounts and the budget of the Association;
- (n) The amendment of these Statutes;
- (o) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution;
- (p) The appointment of one or more liquidator(s);
- (q) The decision to 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;
- (r) 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; and
- (s) The decisions to establish and dissolve the Working Group(s).

## **Article 19. Meetings**

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

**19.2** A meeting of the General Assembly shall be convened at any time by the President, or the Board of Directors whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Board of Directors at the written request of at least half of the Full Members. In this last case, the President or the Board of Directors shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the fiftieth (50<sup>th</sup>) calendar day following this request.

## **Article 20. Proxies**

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

**20.2** Each Full Member shall have the right via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Full Member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 45 of these Statutes. In that case, each Full Member or third party may hold an unlimited number of proxies.

## **Article 21. Convening notices. Agenda**

**21.1** The convening notices for the General Assembly shall be notified to the Members and the directors by the Secretary General via regular means of communication at least twenty-one (21) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the decision(s) to be taken shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Secretary General and adopted by the President or the Board of Directors. The documents necessary for the discussion shall be sent to the Members and the directors by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting.

**21.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one (1) Full Member and notified to the President at least fourteen (14) calendar days

before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the directors of the additional item(s) on the agenda of the General Assembly via regular 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 the Full Members that are present or represented at a meeting of the General Assembly vote to proceed with such vote.

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

## **Article 22. Presence quorum. Voting majority. Votes**

**22.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least three quarters (3/4) of the Full Members are present or represented.

**22.2** If at least three quarters (3/4) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 22.3 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.

**22.3** The priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if the chairperson of the General Assembly decides to call a vote, decisions shall be taken according to the voting majority stipulated in paragraphs 22.4 and 22.5 of the present Article.

**22.4** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain a majority of at least three quarters (3/4) of the votes cast by the Full Members present or represented. By derogation to the preceding sentence, Full Members referred in Article 6.1, (c), ii, iii and iv shall not have voting rights on questions pertaining to EU legislation that are not applicable to them as parties of a treaty or of treaties with the EU.

**22.5** By derogation to paragraph 22.4 the present Article, for the election of the President, the Vice-Presidents and the Treasurer, the decisions of the General Assembly shall be validly adopted as follows:

- (a) If the number of candidates President and Treasurer is equal to the number of mandate(s) to be fulfilled:

- i. One ballot shall be organized for each candidate; and
  - ii. A candidate is elected if he/she obtains at least fifty per cent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
- (b) For (i) the election of the Vice-President(s), (ii) if there are more candidates President and candidates Treasurer than the number of mandate to be fulfilled or (iii) the chairperson of the General Assembly decides to derogate to paragraph 22.5, (a) of the present Article:
- i. The ballot shall be organized in a way that each Full Member be able to cast its vote as many times as there are mandate(s) to be fulfilled (e.g. if four (4) Vice-Presidents shall be elected, the Full Member can cast four (4) votes, i.e. one (1) vote per position of Vice-President to be fulfilled);
  - ii. After the first voting round, the candidate who has obtained the fewest votes shall be eliminated and a second voting round shall take place. After the second voting round, the candidate who has obtained the fewest votes shall be eliminated. New voting rounds shall be organized according to the present paragraph until the number of remaining candidates correspond to the number of mandates to be fulfilled;
  - iii. In the event of a tie between two (2) or more candidates President, Vice-President, or Treasurer, additional and specific voting round(s) only between the two (2) or more candidates shall take place until the tie is broken;
  - iv. If after three (3) consecutive voting rounds as referred under paragraph 22.5 (b), iii, the tie is still not broken, the tie shall be broken by tossing a coin; and
  - v. In addition to the rules set out in paragraph 22.5 (b), i and ii of the present Article, for the election of the President and Treasurer, if, during any of the voting rounds one (1) candidate obtains a majority of at least fifty per cent (50%) plus one (1) vote of the votes cast by the Full Members present or represented, he/she shall be automatically elected President or Treasurer.

**22.6** By derogation to the paragraph 22.4 of the present Article, if at least six (6) Full Members, irrespectively of the number of votes they have, vote against a decision, the chairperson of the General Assembly shall inform the General Assembly and organise a second voting round on the concerned decision. If during the second voting round on the concerned decision, at least six (6) Full Members, irrespectively of the number of votes they have, still vote against the decision, the decision shall not be adopted. The present paragraph shall not apply to the decisions of the General Assembly referred to under paragraph 18.1 (b), (d), (e), (f), and (p) of these Statutes.

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

**22.8** The votes are issued by a call out, or by a show of hands, unless the General Assembly decides that a secret ballot shall take place. The decision to organise a secret ballot is validly adopted if it obtains a majority of at least one thirds (1/3) of the votes cast by the Full Members present or represented.. By derogation to the preceding sentence, the votes regarding elections shall be issued by secret ballot. Blank votes, invalid votes and abstentions shall not be counted.

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

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

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

### **Article 24. Written procedure**

**24.1** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 21 of these Statutes do not have to be complied with.

**24.2** For this purpose, the President, upon request of the Board of Directors, and with the assistance of the Secretary General, shall send a notice, including (i) the agenda and (ii) the

proposals for the decisions to be taken via regular means of communication to all Members and directors, with request to the Full Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Board of Directors and within the time limit mentioned in the notice. By derogation to the preceding sentence, Full Members referred in Article 6.1, (c), ii, iii and iv shall not have voting right(s) on questions pertaining to EU legislation that are not applicable to them as parties of a treaty or of treaties with the EU and shall not be taken into account in the unanimity for the written procedure for these questions.

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

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

**24.5** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and directors.

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

**24.7** The directors and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

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

### **Article 25. Composition**

**25.1** The Association shall be administered by a Board of Directors composed of six (6) directors.

**25.2** The Board of Directors shall be composed as follows:

- (a) The President shall be a director as of right;
- (b) The four (4) Vice-Presidents shall be directors as of right; and
- (c) The Treasurer shall be a director as of right.

**25.3** The Board of Directors shall be chaired by the President. If the President is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Vice-Presidents in accordance with the ranking provided for in the rules of procedure. If the President and all the Vice-Presidents are unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Treasurer.

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



**25.5** The immediate past president of the Association (hereafter: “**Immediate Past President**”), if any, shall be a permanent observer at the Board of Directors, and shall have the right to attend all meetings of the Board of Directors, without voting rights and with the right to be heard. The term of office of the Immediate Past President as permanent observer is a three (3) years term, not renewable. His/her mandate shall not be remunerated. All convening notices to all meetings of the Board of Directors shall simultaneously be notified to the Immediate Past President.

**25.6** Notwithstanding the above paragraph, the President may decide that the Immediate Past President cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

## **Article 26. Powers**

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

**26.2** The Board of Directors 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 General Assembly, as further detailed in the rules of procedure;
- (c) The making of recommendation to the General Assembly on the admission of new Members;
- (d) The general management and administration of the Association;
- (e) The monitoring of the budget expenditures and the allocation of the budget;
- (f) The execution of the decisions of the General Assembly;
- (g) The recommendation to the General Assembly to exclude Members;
- (h) The appointment and dismissal of the Secretary General, including the discharge to be given;
- (i) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (j) Upon receipt of the draft annual accounts and the draft budget from the Secretary General, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- (k) The adoption, the amendment and the revocation of the rules of procedure, if any, with the exception of the explanatory statement on the powers of the General Assembly and the Board of Directors regarding major decisions or the policy direction and the strategy of the Association;
- (l) The decisions to amend Article 41.3 of these Statutes;
- (m) The adoption of propositions to be submitted to the General Assembly; and
- (n) The determination of the working and governance rules of, and the delegation of tasks to one or more Working Group(s) and the overseeing of this/these.

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

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

### **Article 27. Meetings**

**27.1** The Board of Directors shall meet every time the interests of the Association so require and at least twice a year, upon convening by the President or at the request of two (2) directors, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Vice-Presidents in accordance with the ranking provided for in the rules of procedure. If the President and all the Vice-Presidents are unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Treasurer.

### **Article 28. Proxies**

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

### **Article 29. Convening notices. Agenda**

**29.1** The convening notices for the Board of Directors shall be notified to the directors by the Secretary General via regular means of communication at least seven (7) calendar days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. In addition, the convening notices shall mention if the directors can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board of Directors shall be prepared by the Secretary General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-Presidents in accordance with the ranking provided for in the rules of procedure. If the President and all the Vice-Presidents are unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer.

Each director shall have the right to propose additional item(s) to be included on the agenda of the Board of Directors, which shall be notified via regular means of communication to the President at least four (4) calendar days before the meeting. In such a case, the President shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular means of communication at least three (3) calendar days before the meeting of the Board of Directors.

**29.2** No vote shall be cast regarding an item that is not listed on the agenda, except if the directors present or represented vote to proceed with such vote.

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

### **Article 30. Presence quorum. Voting majority. Votes**

**30.1** Unless otherwise stipulated in these Statutes, the Board of Directors shall be validly constituted when at least four (4) directors are present or represented.

**30.2** If at least four (4) of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 29 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the voting majority stipulated in the paragraph 30.3 of the present Article. In any case, the Board of Directors shall always be constituted of at least two (2) directors physically or virtually present.

**30.3** The priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if the person chairing the Board of Directors decides to call a vote, decisions shall be taken according to the voting majority stipulated in paragraph 30.4 of the present Article.

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

**30.5** Blank votes, invalid votes and abstentions shall not be counted. The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the directors present or represented. By derogation to the preceding sentence, the votes regarding elections shall be issued by secret ballot.

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

**30.7** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the directors may vote via electronic means during a meeting of the Board of Directors. The Secretary General shall take the necessary steps allowing the directors to vote electronically. The Secretary General shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronical voting used allows for (i) the

identification of the directors having expressed their vote and (ii) the control of compliance with the prescribed time limit.

### **Article 31. Register of minutes**

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

### **Article 32. Written procedure**

**32.1** The Board of Directors 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 webiste)). In that case, the convening formalities referred to in Article 29 of these Statutes do not have to be complied with.

**32.2** For this purpose, the Secretary General, upon request of the President or two (2) directors 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 directors, with request to the directors to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Secretary General and within the time limit mentioned in the notice.

**32.3** The decisions are deemed to have been taken if (i) at least four (4) directors have sent their vote(s) back via the mean of written communication designated by the Secretary General within the time limit, and (ii) if the items on the agenda have obtained the applicable voting majority as referred to in Articles 30.4 and 30.4 of these Statutes. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

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

**32.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the directors.

**32.6** The decisions taken via written procedure shall be sent via regular means of communication by the Secretary General to the directors.

## **TITLE VII. PRESIDENT, VICE-PRESIDENTS, AND TREASURER**

### **Article 33. Election and function of the President, Vice-Presidents and Treasurer**

**33.1** The General Assembly shall elect one (1) President, four (4) Vice-Presidents and one (1) Treasurer. The President, Vice-Presidents and Treasurer shall be six (6) distinct directors.

**33.2** The President, the Vice-Presidents and the Treasurer shall:

- (a) Each be a Delegate of a different Full Member; and
- (b) Be in good standing as well as demonstrate professional reputation as a qualified and ethical physician.

**33.3** The term of office of the President is a three (3) years term, not renewable.

**33.4** The term of office of the Vice-Presidents and the Treasurer is a three (3) years term, once renewable in a row. After two (2) consecutive terms of office as Vice-President or Treasurer, a Delegate of a Full Member can only be elected again as a Vice-President or Treasurer after a three (3) years cool-off time period. However, the mandate performed by a Vice-President and Treasurer pursuant to paragraph 33.10 or 0 of the present Article, shall not be taken into account for the computation of the number of terms of office. Their mandate can be remunerated.

**33.5** For each election of the President, Vice-Presidents and Treasurer, each Full Member may propose one (1) candidate to the Board of Directors at least twenty-one (21) calendar days in advance of a meeting of the General Assembly at which the President, the Vice-President(s) and/or the Treasurer will be elected. The Board of Directors shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Board of Directors, taking into account the criteria set out in paragraph 33.1 of the present Article, shall draw up a list of all proposed candidates. The list shall be attached to the agenda of the meeting of the General Assembly at which the President, a Vice-President and/or the Treasurer will be elected. The list shall indicate for each proposed candidate the criteria set out in paragraph 33.1 of the present Article. If there is no list of candidates, the General Assembly may freely elect without any formality the President, the Vice-President(s) and/or the Treasurer out of the Delegates of the Full Members. The detailed procedures for the election of the President, Vice-Presidents and the Treasurer shall be determined in the rules of procedure, if any.

**33.6** By derogation to paragraph 33.5 of the present Article, any Full Member shall have the right to propose one (1) candidate to either presidency, vice-presidency or treasury on the day of the General Assembly at which the President, the Vice-President(s) and/or the Treasurer will be elected.

**33.7** The mandate of the President, Vice-President and/or Treasurer terminates by expiry of his/her term. The mandate of the President, Vice-President and/or Treasurer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the President, Vice-President and/or Treasurer ceases to be employed by or is no longer otherwise linked to the Full Member he/she is a Delegate of, or (iii) if the Full Member the President, Vice-President and/or Treasurer is a Delegate of, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the President, Vice-President and/or Treasurer is a Delegate of, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or

liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the President, Vice-President and/or Treasurer is a Delegate of, has substantially modified its activities, or (vi) if the President, Vice-President and/or Treasurer does no longer meet the criteria set out in paragraph 33.1 of the present Article.

**33.8** The mandate of the President, Vice-President and Treasurer also terminates upon dismissal by the General Assembly. The General Assembly may dismiss the President, Vice-President and/or 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 President, Vice-President and/or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

**33.9** The President, Vice-President, and/or 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 Board of Directors. In case of termination of the mandate of the President, Vice-President, and/or Treasurer for whatever reason, except the cases of automatic termination of the mandate of the President, Vice-President and/or Treasurer, or dismissal, the President, Vice-President and the Treasurer shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

**33.10** If the mandate of the President ceases before its term, for whatever reason, the first Vice-President in accordance with the ranking provided for in the rules of procedure shall replace the President until the next meeting of the General Assembly. At the first upcoming meeting of the General Assembly following the replacement of the President by the first Vice-President, the General Assembly shall elect a new President for the remainder of the term. If the former first Vice-President is elected by the General Assembly as President, he/she shall complete the term of office of the replaced President. If the former first Vice-President is not elected by the General Assembly as President, the mandate of the former first Vice-President as President will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.

**33.11** If the mandate of a Vice-President and/or Treasurer ceases before its term, for whatever reason, the Board of Directors shall appoint a new Vice-President and/or Treasurer. The new Vice-President and/or Treasurer shall replace the former Vice-President and/or Treasurer until the next meeting of the General Assembly. At the first upcoming meeting of the General Assembly following the appointment of the new Vice-President and/or the Treasurer, the General Assembly shall elect a new Vice-President and/or Treasurer for the remainder of the term. If the Vice-President and/or Treasurer appointed by the Board of Directors is/are elected by the General Assembly, said Vice-President and/or Treasurer shall complete the term of office of the replaced Vice-President and/or Treasurer. If the Vice-President, and/or Treasurer is/are not elected by the General Assembly, the mandate of said Vice-President and/or Treasurer will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date and the General Assembly may freely elect a new Vice-President and/or Treasurer.

**33.12** In case of termination of the mandate of a President, Vice-President and/or Treasurer for whatever reason, the President, Vice-President and/or 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 34. Powers of the President, Vice-Presidents, and Treasurer**

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

- (a) Adopting the agenda of the meetings of the General Assembly and the Board of Directors, after preparation by the Secretary General;
- (b) Presiding the meetings of the General Assembly and the Board of Directors;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;
- (d) Jointly with the Secretary General, the defence and the development of the positions and interests of the Association vis-à-vis the EU institutions;
- (e) Jointly with the Secretary General, the coordination of the meetings of the General Assembly, the Board of Directors and the Working Group(s); and
- (f) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties.

**34.2** At any time, the President may delegate specific powers to the secretariat of the Association, with or without sub-delegation powers to the legal extent possible.

**34.3** The Vice-Presidents shall have the powers specifically granted to them by these Statutes. As a general rule, the Vice-Presidents in accordance with the ranking provided for in the rules of procedure shall replace the President in his/her absence.

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

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

#### **Article 35. Working Group(s)**

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

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

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

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

## **TITLE IX. SECRETARY GENERAL AND SECRETARIAT**

### **Article 36. Appointment and function of the Secretary General**

**36.1** The Board of Directors shall appoint a natural person or legal entity, not being a director and not being a Delegate, as Secretary General. His/her/its office may be remunerated. When a legal entity is appointed as Secretary General, the latter shall appoint a permanent 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 Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board of Directors.

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

**36.3** Unless otherwise agreed, the Board of Directors may dismiss the Secretary General 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 without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**36.4** The Secretary General is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Board of Directors, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Secretary General for whatever reason, except the cases of automatic termination of the mandate of the Secretary General or dismissal, the Secretary General shall continue performing the duties of his/her/its office until the Board of Directors 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.

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

**36.6** The Secretary General shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies,



without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Secretary General.

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

### **Article 37. Powers of the Secretary General**

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

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Board of Directors;
- (e) The hiring and the dismissal of the employees of the secretariat of the Association;
- (f) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (g) The submission of the applications for admission to membership to the Board of Directors;
- (h) The execution of the decisions of the Board of Directors;
- (i) The sending of the convening notices of the General Assembly and the Board of Directors;
- (j) After consultation with the Treasurer and the internal/external auditor, the preparation of the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;
- (k) Jointly with the Treasurer, the decision on the invoicing procedure and the time for payment of the membership fees;
- (l) The implementation of the policies agreed by the Association;
- (m) Jointly with the President, the defence and the development of the positions and interests of the Association vis-à-vis the EU institutions;
- (n) The keeping of the active contact with the Members, informing them about important political developments on the EU institutions and the assurance that the needs of the Members are met in the best way possible;
- (o) The collection of documentation relating to European law and preparation of the discussion documents for the Association;
- (p) The coordination of meetings with EU officials;
- (q) Jointly with the President, the coordination of the meetings of the General Assembly, the Board of Directors and the Working Group(s);
- (r) The keeping of archiving of the Association;
- (s) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (t) The assurance of the public relations of the Association, particularly regarding communication with third parties including the EU institutions.

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

#### **Article 38. Secretariat**

**38.1** The secretariat of the Association shall work under the responsibility of the Secretary General. The role of the secretariat is to provide management and administrative support to the Association's activities. This includes the support for management of the Association information and communication services.

### **TITLE X. LIABILITY**

#### **Article 39. Liability**

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

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

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

#### **Article 40. External representation of the Association**

**40.1** 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) directors, acting jointly.

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

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

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

### **TITLE XII. RULES OF PROCEDURE AND PROCEDURES**

#### **Article 41. Rules of procedure and procedures**

**41.1** To detail and complete the provisions of these Statutes, the Board of Directors may adopt, amend and/or revoke rules of procedure.

**41.2** Notwithstanding the above paragraph, the explanatory statement on the powers of the General Assembly and Board of Directors regarding major decisions on the policy direction and strategy of the Association included in the rules of procedure shall be adopted, amended and/or revoked by the General Assembly.

**41.3** On the date of the last amendments to these Statutes, the last version of the rules of procedure has been adopted on October 29, 2022.

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

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

#### **Article 42. Financial year**

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

#### **Article 43. Annual Accounts. Budget**

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

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

**43.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty-one (21) calendar days before the Ordinary General Assembly.

#### **Article 44. Auditing of the annual accounts**

**44.1** 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.

**44.2** 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.

**44.3** The General Assembly may elect one (1) external/internal auditor being a Delegate of a Full Member not being a director. The external/internal auditor shall have the powers specifically granted to him/her by these Statutes and by the Board of Directors.

**44.4** The statutory auditor or the external/internal 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 STATUTES**

##### **Article 45. Amendments to these Statutes**

**45.1** Upon proposal of the Board of Directors or at least four (4) Full Members, the General Assembly can validly decide on amendments to these Statutes only if (i) at least three quarters (3/4) of the Full Members are present or represented and (ii) the decisions to amend obtain a majority of at least three quarters (3/4) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**45.2** If at least three quarters (3/4) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 45.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**45.3** By derogation to paragraph 45.1 of the present Article, the Board of Directors can also validly decide on amendments to Article 41.3 of these Statutes.

**45.4** 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 directors.

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

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

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

##### **Article 46. Dissolution. Liquidation**

**46.1** Upon proposal of the Board of Directors or at least four (4) Full Members, the General Assembly can validly decide on the dissolution of the Association only if (i) at least three quarters (3/4) of the Full Members are present or represented and (ii) the decision obtains a majority of at least three quarters (3/4) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**46.2** If at least three quarters (3/4) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the paragraph 46.1 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.

**46.3** 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 directors.

**46.4** 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 directors shall be deemed to be jointly in charge of the Association's liquidation.

**46.5** 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 which promotes health.

## **TITLE XVI. VARIA**

### **Article 47. Notifications**

**47.1** 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 48. Computation of time**

**48.1** 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 49. Abstentions**

**49.1** 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 50. Secret ballot**

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

#### **Article 51. Miscellaneous**

**51.1** Anything that is not provided for in these Statutes or the rules of procedure, 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 rules of procedure, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

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

**51.3** For the performance of their duties, directors may elect domicile at the registered office of the Association.

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

#### **Article 52. Transitory provision**

**52.1** The natural persons being the President, the four (4) Vice-Presidents and the Treasurer at the time of the General Assembly which will approve and adopt these Statutes, shall continue their mandate as respectively President, Vice-Presidents and Treasurer.

**52.2** The rules provided under Articles 33.3 and 33.4 of these Statutes regarding the term of office and number of mandates of the President, Vice-Presidents and Treasurer shall have a retroactive effect.

**Contents**

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE ..... 1  
Article 1. Name. Legal form. Term..... 1  
Article 2. Registered office..... 1  
TITLE II. NON-PROFIT PURPOSE. OBJECT ..... 2  
Article 3. Non-profit purpose..... 2  
Article 4. Object ..... 2  
TITLE III. MEMBERS ..... 3  
Article 5. Membership ..... 3  
Article 6. Full Members..... 3  
Article 7. Associate Members ..... 3  
Article 8. Admission to membership ..... 4  
Article 9. Representation of Full Members..... 5  
Article 10. Representation of Associate Members..... 5  
Article 11. Resignation. Exclusion..... 6  
Article 12. Membership fees ..... 7  
Article 13. Compliance with these Statutes and the rules of procedure ..... 8  
Article 14. Register of Members..... 9  
TITLE IV. ORGANISATIONAL STRUCTURE ..... 9  
Article 15. Bodies..... 9  
TITLE V. GENERAL ASSEMBLY ..... 9  
Article 16. Composition ..... 9  
Article 17. Voting rights..... 10  
Article 18. Powers..... 10  
Article 19. Meetings ..... 12  
Article 20. Proxies ..... 12  
Article 21. Convening notices. Agenda..... 12  
Article 22. Presence quorum. Voting majority. Votes..... 13  
Article 23. Register of minutes ..... 15  
Article 24. Written procedure ..... 15  
TITLE VI. BOARD OF DIRECTORS..... 16  
Article 25. Composition ..... 16  
Article 26. Powers..... 17  
Article 27. Meetings ..... 18  
Article 28. Proxies..... 18  
Article 29. Convening notices. Agenda..... 18  
Article 30. Presence quorum. Voting majority. Votes..... 19  
Article 31. Register of minutes ..... 20  
Article 32. Written procedure ..... 20

TITLE VII. PRESIDENT, VICE-PRESIDENTS, AND TREASURER.....	20
Article 33. Election and function of the President, Vice-Presidents and Treasurer .....	20
Article 34. Powers of the President, Vice-Presidents, and Treasurer .....	23
TITLE VIII. WORKING GROUP(S) .....	23
Article 35. Working Group(s).....	23
TITLE IX. SECRETARY GENERAL AND SECRETARIAT .....	24
Article 36. Appointment and function of the Secretary General .....	24
Article 37. Powers of the Secretary General .....	25
Article 38. Secretariat.....	26
TITLE X. LIABILITY .....	26
Article 39. Liability .....	26
TITLE XI. EXTERNAL REPRESENTATION OF THE ASSOCIATION.....	26
Article 40. External representation of the Association .....	26
TITLE XII. RULES OF PROCEDURE AND PROCEDURES .....	26
Article 41. Rules of procedure and procedures.....	26
TITLE XIII. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS	
27	
Article 42. Financial year .....	27
Article 43. Annual Accounts. Budget.....	27
Article 44. Auditing of the annual accounts .....	27
TITLE XIV. AMENDMENTS TO THESE STATUTES .....	28
Article 45. Amendments to these Statutes .....	28
TITLE XV. DISSOLUTION. LIQUIDATION .....	28
Article 46. Dissolution. Liquidation .....	28
TITLE XVI. VARIA .....	29
Article 47. Notifications.....	29
Article 48. Computation of time.....	29
Article 49. Abstentions .....	30
Article 50. Secret ballot .....	30
Article 51. Miscellaneous .....	30
Article 52. Transitory provision .....	30