

**«Association Européenne des Pharmaciens d'Hôpitaux –  
European Association of Hospital Pharmacists»**

Abbreviated as « **EAHP** » or « **AEPH** »

International non-profit association

Woluwe-Saint-Lambert (1200 Brussels), Boulevard Brand Whitlock 87/11.

STATUTES
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### **Article 1 - Name**

- 1.1. An International non - profit organisation (hereinafter referred to as the “Association”) is hereby incorporated according to and governed by the Book 10 of the Company and Association law Code.
- 1.2. The name of the Association is: **Association Européenne des Pharmaciens d'Hôpitaux - European Association of Hospital Pharmacists**, abbreviated as “AEPH/EAHP”.

### **Article 2 - Registered Office**

- 2.1 The Association’s registered office is located within the Brussel-Capital Region, Belgium.

The Registered Office may be transferred to any other place within Belgium by a simple decision of the Board of Directors.

The decision to transfer the Registered Office taken by the Board of Directors within the same Region shall only amend the Statutes if the precise address of the Registered Office is stated therein. In the latter case, the transfer decision shall be recorded in an authentic instrument.

If the Registered Office is transferred to another Region, even without a change in the language regime, the decision taken by the Board of Directors shall amend the Statutes and must be recorded in an authentic instrument.

The decision to transfer the Registered Office to a Region with another language regime implies a translation of the Statutes and falls within the competence of the General Assembly established by authentic instrument.

- 2.2 The Board of Directors may decide to open operation centres or branch offices of the Association in other countries.

### **Article 3 - Duration**

The Association is constituted for an unlimited period of time. In case of dissolution, article 16 shall apply.

### **Article 4 - Purpose and scope of activities**

- 4.1. The purpose and aims of the Association are:

- a. in the interest of patients and public health, to promote and further develop hospital pharmacy and to obtain and maintain general joint pharmaceutical principles and a joint pharmaceutical policy;
  - b. to foster research and education activities on behalf of hospital pharmacy, in order to allow hospital pharmacists in all countries which are members of the Council of Europe from time to time (hereinafter “Countries in the European Region”) to contribute optimally to public health and furthermore anything directly or indirectly related or beneficial thereto, all in the broadest sense of the word;
  - c. to promote co-operation with other organisations in the domain of public health;
  - d. to promote the position and function of hospital pharmacists;
  - e. to support and uphold the interests of hospital pharmacists at the European Union authorities;
  - f. to support and uphold the interests of hospital pharmacists at the Council of Europe authorities;
  - g. to support and undergo everything related to the above that may be conducive to carrying out the Association’s purpose.
- 4.2. The Association will carry out its purpose by conducting, among other things but not exclusively, the following activities:
- a. providing educational events;
  - b. publishing or having published publications in the field of professional and scientific practice of hospital pharmacy;
  - c. developing and granting facilities for the benefit of the Members of the Association;
  - d. advocating on behalf of its Members for better European health policies and patient safety;
  - e. partnering with likeminded associations to pursue its goals to represent the best interest of the hospital pharmacists;
  - f. facilitating networking and be a platform of exchange of information for the Members, Associated Members and Interested Parties;
  - g. financing and carrying out research in the field of professional and scientific practice of hospital pharmacy;
  - h. compiling scientific data in the field of professional and scientific practice of hospital pharmacy
  - i. defining, establishing and improving professional standards for the practice of hospital pharmacy.

## **Article 5 - Language**

- 5.1 The working language of the Association shall be English. All of the Association’s scientific publications and other working documents will be provided in English.
- 5.2 The language used for the official documents and relations with the Belgian national authorities shall be French. In case of a dispute between the Members regarding the Statutes, the French published version shall prevail. Towards third parties the French published version shall be the only relevant version.

## **Article 6 - Membership, Associate Membership, Interested Parties**

- 6.1. The Association is composed of Members, Associate Members and Interested Parties and shall be composed of at least five (5) Members.
- 6.2. Membership is exclusively open to legal persons, either under the form of non-profit organisations or any domestic equivalent to the Belgian concept, deemed to be legitimately representing the hospital pharmacists within the said country. Each country located within the European Region may be represented at the Association by one, but no more than one national association or any other organization.  
  
Exception to paragraph 1 of this Article, on an exceptional basis and for a limited duration, organisations who do not have legal personality (yet) may be accepted by the General Assembly as Members of the Association so long that aside from their lack of legal personality and not being non-profit organisations or any domestic equivalent to the Belgian concept, they fulfill all the Membership criteria, as defined under Article 7.1, and undertake to provide their best effort to become a non-profit organisation or any domestic equivalent to the Belgian concept as soon as possible;
- 6.3. Associate Membership is open to legal persons not eligible for Membership due to location outside of the European Region only.
- 6.4. Interested Parties status is open to organisations, institutions or individuals willing to support or participate in activities of the Association in accordance with the internal rules of the Association.

## **Article 7 - Membership**

- 7.1. Admission to Membership:

- 7.1.1. Candidate-Members

A Candidate-Member is:

- a. a non- profit organisation or any domestic equivalent to the Belgian concept,
    - b. legally constituted under the laws and customs of its country of origin,
    - c. gifted with legal personality (*Natural persons are not eligible for Membership*),
    - d. located in a country within the European Region ,
    - e. a national organisation, which represents the interests of hospital pharmacists and has objectives and carries out activities in common with the purpose and activities of the Association as set out in article 4,
    - f. independent from any political parties and/or commercial interests.
  - 7.1.2. Applications for Membership must be filed in writing to the Secretariat at the Association's registered office for assessment by the Board of Directors. Any application that is not filed in writing will face immediate rejection.

7.1.3. Applications should include:

- a. an official copy of the statutes of the Candidate-Member;
- b. the evidence of its registration as a non-profit organisation according to the laws and customs of its country of origin;
- c. a description of its administrative structure as well as its aims/objectives.
- d. a copy of all of the above translated into English

Should he/she deem it necessary to fully assess an application, the President of the Board of Directors may ask the Candidate-Member for further information.

While assessing the Candidate-Member's application, the Board of Directors may invite the Candidate-Member to send observers to the next meeting of the General Assembly of the Members of the Association (the General Assembly).

After assessing an application, the Board of Directors issues recommendations to the General Assembly, which in turn decides whether to accept or reject the said application in the light of the analysis of the Board.

Once made, the decision of the General Assembly is final.

7.2. Membership includes the right:

- a. to attend and to vote at the (Ordinary and Extraordinary) meetings of the General Assembly;
- b. to propose its own members for service on the Board of Directors;
- c. to propose changes to the Statutes;
- d. to be regularly consulted and updated on the Association's activities and hospital pharmacy related information;
- e. to be invited and to attend roundtables/workshops/working groups/meetings organised by the Association throughout the year;
- f. to use the Association's Secretariat as a source of information and a platform of contact with other Members and associations of hospital pharmacists.

7.3. Membership requirements

7.3.1. Members are required (duties):

- a. to actively take part in the Association's activities through regular correspondence, attendance to meetings and contribution to the Association's actions and initiatives and for this purpose, to notify in writing the name of the concerned Member's representative(s) to the General Assembly or to provide a proxy to one named General Assembly delegate;
- b. to be responsive to requests for information;
- c. to pay the annual Membership fee or contribution equivalent determined by the General Assembly.

7.3.2. The Members cannot, in any way, be held accountable for the debts of the Association.

#### 7.4. End of Membership

##### 7.4.1. Withdrawal of a Member:

Each Member has the right to withdraw from the Association at any time by addressing a written letter of resignation to the President. Notice of termination of the Membership enters into force upon receipt of the written letter of resignation. Withdrawal does not release the Member from its financial obligations until the end of the financial year during which the withdrawal takes effect.

##### 7.4.2. Exclusion of a Member:

The Board of Directors has the right to suggest the exclusion of a Member to the General Assembly.

The Board of Directors may resort to such a suggestion for just motives, namely if:

- a. a Member has permanently ceased to fulfil the requirements of the current Statutes pertaining to Membership; this notably encompasses the situation when a Member fails to pay the annual fees, despite being formally notified to do so and being granted a payment extension.
- b. a Member is no longer deemed by the Association to be fit for Membership, for instance in the event that it would act in breach of the current Statutes, and/or of the various regulations or decisions of the Association or that it would unreasonably put the Association's interests in harm's way.

The General Assembly must then decide on the suggested exclusion after hearing the concerned Member out. The decision of exclusion shall only be approved by a decision taken by a two-third (2/3) majority of the votes cast.

Pending a decision from the General Assembly, the Board of Directors can decide to suspend the concerned Member.

A Member's exclusion comes into effect immediately. Exclusion does not release a Member from its financial obligations until the end of the financial year during which the exclusion takes effect. A Member whose Membership has ended shall not be entitled to lay any claim for reimbursement of Membership fees, contributions or any other kind of compensation whatsoever, unless otherwise agreed to by the Board of Directors.

Once made, the decision of the General Assembly is final.

#### 7.5. Membership fee and contributions

Members shall pay an annual membership fee determined by the General Assembly on the proposal of the Director of Finances.

Each Member, Associate Member and Interested Parties' annual subscription fee may not exceed the amount of one hundred thousand Euros (EUR 100,000).

### **Article 8 -Associate Membership**

- 8.1 For Associate Members' admission, withdrawal and exclusion processes, Articles 7.1 and 7.4 apply accordingly, with the exception of the obligation to belong to the European Region. Exceptionally, Associate Members may be invited to meetings the General Assembly for the sole purpose of being heard, in accordance with the spirit of article 7.1.3, paragraph 3.
- 8.2 Associate Members are subject to an annual subscription fee determined by the General Assembly. Associate Members' annual subscription fee may differ from the Members'.
- 8.3 Associate Members shall have the right to take part in any of the Association's meetings and activities, except the meetings of the General Assembly. The Board may decide to provide other services to the Associate Members.

### **Article 9 - Interested Parties**

- 9.1 Interested Parties' admission, withdrawal and exclusion are processed according to article 7.1 and 7.4 with the sole exception that the decision on these subjects is taken by the Board of Directors, in accordance with the internal rules of the Association, defined and approved by the General Assembly. Interested Participation ceases as well with the death of the Interested Party.
- 9.2 Interested Parties are subject to an annual subscription fee determined by the General Assembly. Interested Parties annual subscription fee may differ from the Members' and from the Associate Members'.
- 9.3 Interested Parties shall have the right to take part in any of the Association's meetings and activities, but for the meetings of the General Assembly. The Board may decide to provide other services to the Interested Parties.

### **Article 10 - General Assembly**

- 10.1 The General Assembly is the supreme organ of the Association. It therefore retains all decisions that were not specifically vested with another organ of the Association. The General Assembly is composed of the Members.
- 10.2 Functioning of the General Assembly
- 10.2.1 The meeting of the General Assembly can be held in person or virtually.
- 10.2.2 The General Assembly meets at least once a year for the Ordinary General Assembly. The Ordinary General Assembly deals at least with the following:
- a. the appointment and dismissal of the members of the Board of Directors and the auditor (if applicable),

- b. the approval of the report of the Board of Directors,
- c. the approval of the annual accounts,
- d. the approval of the budget of the current financial year,
- e. the discharge of the members of the Board of Directors, and
- f. the discharge of the auditor (if applicable).

Other points may be put at the agenda of the Ordinary General Assembly.

The General Assembly otherwise meets as often as decided by the Board of Directors.

#### 10.2.3 Convocation to a meeting of the Ordinary General Assembly

The President is responsible for summoning the Members to the meeting of the Ordinary General Assembly. The convocation to the meeting shall be sent by letter, fax or e-mail to all Members at least four (4) weeks prior to the date of the meeting, according to the Association's internal rules. The convocation shall mention the time, place and agenda of the meeting, as well as any report and document submitted by the Board of Directors to the General Assembly, bearing a connection with agenda items. The Board of Directors or any Member may ask for additional items to be added to the agenda up to fourteen (14) calendar days prior to the meeting. The final agenda and the documents to be discussed shall be sent to the Members no less than seven (7) calendar days prior to the meeting.

The convocation must also mention (i) the Quorum of presence applicable (*see Article 10.2.7, paragraphs 1, 2 and 3*), and (ii) the clause set down under Article 10.2.7, paragraph 4, pertaining to the organisation of a second meeting of the General Assembly if the Quorum of presence is not reached at the first one.

Should the President not summon or be unable to summon the Members, the convocations will be sent by two (2) Directors.

#### 10.2.4 Convocation to a meeting of the Extraordinary General Assembly

A meeting of the Extraordinary General Assembly may be convened upon a four (4)-week notice at the behest of a minimum of two thirds (2/3) of the members of the Board or when at least one fifth (1/5) of the Members have expressed their written wish thereto. The latter must send a written request (letter or e-mail) to the President of the Board of Directors to hold an Extraordinary General Assembly meeting. The written request should mention the reasons and motivations to hold a meeting of the Extraordinary General Assembly as well as a preliminary agenda of the meeting. The President shall summon the Members to the Extraordinary General Assembly meeting within fifteen (15) calendar days of the reception of the request to do so.

Article 10.2.3, paragraph 2 and 3 apply as well to convocations to meeting of the Extraordinary General Assembly.

#### 10.2.5 Representation at the meeting of the General Assembly

10.2.5.1 At the meeting of the General Assembly, be it ordinary or extraordinary, each Member shall be represented by a delegation of three delegates at most. A Member may only be represented at the meeting of the General Assembly by delegates, who are (i) pharmacists, (ii) members of the relevant Member, (iii) who are engaged with the practice of hospital pharmacy and (iv) are independent from any relevant commercial interests.

10.2.5.2 Exception to ordinary representation as defined under Article 10.2.5.1

An organisation without legal personality which has been accepted on an exceptional basis and for a limited duration as a Member by the General Assembly in accordance with Article 6.2, may only attend to a meeting of the General Assembly and exercise its Membership rights:

- a. so long that it has paid all its fees prior to the meeting of the General Assembly; and
- b. through a permanently appointed representative of the said organisation (the “Permanent representative”), who needs to fulfill all the four criteria defined under Article 10.2.5.1;

The Permanent representative shall be the sole recipient of the Membership rights of the abovementioned organisation. He may, however, be assisted at the meeting of the General Assembly by a maximum of two other delegates from the organisation, fulfilling the same criteria’s.

If the General Assembly considers that the Permanent representative does not meet the aforementioned criteria or does not sufficiently demonstrate his standing as a Permanent representative of the organisation, which he/she comes from, the General Assembly has the right to deny the Permanent representative access to the meeting of the General Assembly.

Should the Permanent representative be unable to attend the meeting of the General Assembly, he/she may ask another Member to represent him/her by proxy.

10.2.6 The General Assembly is chaired by the President or by the Vice-President in the President’s absence.

10.2.7 Quorum of presence

The quorum of presence is the minimum number of Members, which must be present or represented in order for the General Assembly to be validly constituted and to have the power to vote on the items of the agenda. (“Quorum of presence”).

The Quorum of presence is set in accordance with the importance of the decision, which the General Assembly is asked to vote on

Unless otherwise provided for in the Statutes, in particular for the amendment of the Statutes or for the dissolution of the Association, the standard Quorum of presence in order for the General Assembly to be validly constituted is automatically set at one half (1/2) of the Members present or represented.



If the Quorum of presence is not reached, the meeting of the General Assembly is automatically dismissed and the President must summon the Members within fourteen (14) calendar days of the dismissal to a second General Assembly meeting to be held within (14) calendar days of the sending of the convocation. In such an event, the General Assembly will be able to deliberate on all of the agenda items originally set to be discussed at the first meeting of the General Assembly regardless of the Quorum of presence.

#### 10.2.8 Voting process

Each Member has one (1) vote in the decisions of the General Assembly. Members may be represented at a meeting of the General Assembly by proxy given to another Member's voting delegation. Each Member's delegation may hold a maximum of two (2) proxies on behalf of absent Members.

At the meeting of the General Assembly, voting can be done, either in person or virtually, by show of hand, by secret ballot or by electronic means. If the General Assembly is held virtually, secret ballots can also be cast electronically.

Voting by secret ballot is mandatory for the appointment of Directors, or every time that at least one of the attending Members demands it.

Unless the Statutes or Belgian law require otherwise, the decisions and resolutions of the General Assembly shall be taken at an absolute majority of votes (i.e. 50 % + 1 vote) cast. At all times, abstentions, blank or invalid votes will not be taken into account for calculating the majority.

Should an absolute majority of votes not be obtained in the vote, further ballot(s) shall take place, after excluding the choice, which obtained the lowest number of votes cast in the previous ballot.

When during an election there is only one vacant seat left on the Board and there is a tie between the two candidates with the highest number of votes cast, these candidates shall be voted on again. Should the votes then tie again, the candidate from the Member with the highest number of members shall be appointed.

#### 10.2.9. Minutes of the meeting of the General Assembly

The minutes of the meeting of the general Assembly are drawn up under the responsibility of the Chairperson. The draft of the minutes of the meeting of the General Assembly are sent per email to all of its attendees for comments no later than sixty (60) calendar days after the meeting. The attendees shall in turn have fourteen (14) calendar days after circulation to comment on the said draft minutes. After having taken notice of possible remarks of the attendees, the Chairperson shall draft the final version of the minutes. These minutes are considered final and sent to the Members.

Approval of the final minutes shall be confirmed at the following meeting of the General Assembly. The original minutes shall be kept in a separate register at the Association's registered office, where any Member may consult them.

### 10.3 Responsibilities of the General Assembly:

The General Assembly shall:

- a. consider and vote on applications for Membership and Associated Membership;
- b. exclude a Member or Associate Member from the Association;
- c. determine the Annual Membership fees based on criteria proposed by the Board of Directors;
- d. appoint and dismiss Directors;
- e. elect the President and the President-Elect among the Directors  
Should a President-Elect be appointed, his/her mandate will be for one (1) year. In such case, he or she will be automatically sworn in as President, for a three (3)-year term, by the end of his/her one (1) year mandate as President Elect.
- f. appoint and dismiss auditors and determine their salary, if allocated;
- g. vote on the discharge to the Directors and auditors;
- h. vote on the Association's strategy, priorities and targets, as well as on policies, proposed by the Board;
- i. vote on the financial report presented by the Director of Finances and the report of the professional independent auditor who audited the Association's annual accounts, if applicable ;
- j. vote on the Association's annual reports presented by the Board of Directors; vote on any items proposed by the Board of Directors;
- k. vote on the annual accounts and on the budget;
- l. amend the Statutes;
- m. approve and modify the Association's internal rules.
- n. dissolve the Association;

## **Article 11 - Board of Directors**

11.1 The Board of Directors is the executive organ of the Association

11.2 Composition of the Board of Directors

11.2.1 The Board is composed of Directors, appointed by the General Assembly.

11.2.2 In order to be eligible for a seat on the Board of Directors, the candidate must be and remain through his/her whole mandate, (i) a pharmacist, (ii) a member of the relevant Member, (iii) who is engaged with the practice of hospital pharmacy and (iv) independent from any relevant commercial interests.

Each application must be duly submitted and supported by the Member, which the candidate is a member of.

Applications, sorting out of candidates and appointment of new Directors on the Board should take place in accordance with the Association's internal rules.

11.2.3 At all times, there shall be no less than four (4) Directors and no more than eleven (11).

11.2.4 The Directors are elected in office for a period of three (3) consecutive years. Their mandate ends upon the meeting of the Ordinary General Assembly of the said third year. Each Director is eligible for re-election, but none may sit on the Board of Directors for more than ten (10) years in total.

11.2.5 The composition of the Board of Directors should be adequately representative of the Members..

### 11.3 Special mandates on the Board of Directors

11.3.1 In accordance with Article 10 and subject to the prior election of a President–Elect according to Article 10.3, e, the President of the Board is elected among Directors by the General Assembly for up to three years.

11.3.2 The Board of Directors elects among its members:

- a. a Vice-President;
- b. a Director of Finance;

The Board of Directors will decide on the duration of their mandates, which may not exceed the current mandate of the relevant Director. Other positions may be created as deemed necessary by the Directors.

11.3.3 After the end the President’s mandate, he/she may continue to assist the Board of Directors and advise/mentor new Directors for up to two years after the end of his/her mandate, but will have no voting rights and will not be taken into account regarding the Quorum of presence of the Board meetings. The duration of this past-President mandate shall be jointly agreed upon by the Board of Directors and the former President.

11.3.4 Should the President, Vice-president or Director of Finance be elected for a term stretching beyond the maximum number of years of his/her mandate as Director, i.e. ten (10) years, he/she may serve only until the end of the said mandate as Director.

### 11.4 Functioning of the Board of Directors

11.4.1 The Board of Directors shall meet physically at least twice a year. It may meet physically up to 8 times a year or virtually (conference calls, videoconference ...) as often as deemed necessary.

11.4.2 The President summons the Directors to the Board meetings at least seven (7) days in advance. In urgent situations, this delay may be shortened. Convocations are issued by letter, fax or e-mail with acknowledgement of receipt and include a first draft agenda as well as all supporting documents. The President shall convene a meeting of the Board of Directors upon request of at least three (3) Directors. The agenda of the meeting is signed off by the Board and becomes only

definitive when the meeting starts. Until the beginning of the meeting the Directors are entitled to modify the agenda before adopting its final version.

11.4.3 A meeting of the Board of Directors is deemed to be validly constituted when at least two thirds (2/3) of the Directors are present or represented. Each Director has one vote. The Board of Directors takes its decisions at an absolute majority (i.e. 50% + 1 vote) of the votes cast. In the event of an equality of votes, the President shall have a casting vote.

11.4.4 Should a Director not be available to attend a Board meeting, he/she may be represented by proxy by another Director. Each Director can only hold one proxy.

11.4.5 The Board of Directors may delegate the Association's specific management or representation powers to one or more Directors, members of a Member or third parties in order to launch legal or extra-legal actions. In such an event, the scope of the delegated powers and the term of the mandate should be explicitly specified.

11.5 Responsibilities of the Board of Directors.

11.5.1 The Board of Directors is responsible for carrying out the Association's purpose within the limits set by the General Assembly. The Board of Directors shall support a strong vision and strategy for the Association, develop and implement policies, and assure accountability, organisational effectiveness and member value.

This involves namely:

- a. managing the Association according to the policies developed by the Board of Directors or established in the internal rules adopted by the General Assembly;
- b. establishing the Association's overall long- and short-term goals, objectives and priorities in order to address the needs of European hospital pharmacists;
- c. recommending policies to the General Assembly;
- d. chairing one or more of the Association's programmes or projects;
- e. promoting the Association's membership through community networking, and other activities;
- f. being accountable and seeking candidates to be appointed to a seat on the Board of Directors, when appropriate;
- g. preparing the meetings of the General Assembly; proceed to the rendering of accounts; file petitions with regard to taking resolutions on specific work (business at hand);
- h. appointing and discharging the staff and other service providers, as well as the members of the special committees, based on their responsibilities, as mentioned in their contract conditions; nominating entrusted staff members who hold signature authorisation on behalf of the Association, in accordance with the Association's Statutes and internal rules;
- i. executing and/or coordinating the implementation of resolutions passed by the General Assembly;
- j. settling all issues, which are not otherwise reserved by law (principles) to the General Assembly;
- k. preparing for and participating in the discussions and the deliberations of the Board of Directors.

11.5.2 The Directors' duties are carried out free of charge. A detailed account of the Director's functions are enclosed in the Association's internal rules.

11.6 End of a Director's mandate

11.6.1 A Director's mandate ends with:

- a. his/her resignation from the Board of Directors;
- b. his/her dismissal by the General Assembly at any time, without having to state the cause of dismissal;
- c. he/she no longer meets the criteria defined under Article 11.2.2
- d. The expiration of its term;
- e. The withdrawal or the exclusion of the Member, which he/she represents on the Board of Directors, from the Association, and/or if the Director is no longer a member of the Member, which submitted his/her candidacy as Director;
- f. The Director's death.

11.6.2 A Director may be suspended or dismissed by the General Assembly, with a minimum of two thirds (2/3) of the votes cast.

The suspended or dismissed Director shall be granted the opportunity to account for his/her actions before the General Assembly and in order to do so he may choose to represent him/herself or be represented by counsel at his/her own expenses.

11.6.3 Directors may at any time present their resignation by registered letter addressed to the President, or in the case of the President's absence, disability or resignation, to the Vice President. The resignation will be effective once the acknowledgment of receipt of the registered letter has been signed by the President or the Vice President.

11.7 Board vacancies:

All nominations on the Board of Directors are personal. In case of a Board vacancy a new Director shall be elected at the next General Assembly meeting.

Should a seat on the Board of Directors become vacant and the replacement be made necessary during the year, the Board of Directors may appoint a Director *ad interim* in order to fill in the former Director's vacant seat until the next General Assembly meeting. Article 11.2.2 shall apply.

## **Article 12 - Representation of the Association**

The Association shall be represented towards third parties and in legal or extra-legal actions either:

- a. by the Board of Directors,
- b. by the President and at least one other Director, or
- c. by a special proxy holder.

In the absence or disability of the President, the Vice-President shall perform the President's duties and exercise his/her powers.

### **Article 13 - Association's Secretariat**

13.1 The Board of Directors may be assisted by a Secretariat, as well as any other support staff requested by them, in so far as the Association's budget allows the expenses generated thereof.

For instance, the Board of Directors may delegate the Association's daily management as well as the management of specific projects, the liaison between its Members and management of the appointed staff to one or more persons. These person(s) shall report to the President or any other Director, designated in that respect by the President, in his/her absence or disability.

13.2 The Secretariat is supervised by the Board of Directors.

13.3 The appointed person(s) have the authority to individually represent the Association within the limits of his/her/their mandate (including day-to-day-management).

13.4 The mandate of the members of the Secretariat as well as the delegation of the day-to-day management of the Association shall come to an end:

- a. *Ipsa iure* at the end of its term or anticipatively by decision of the Board of Directors if the member of the Secretariat has been appointed for a fixed term;
- b. by decision of the Board of Directors if the member of the Secretariat has been appointed for an indefinite term,;
- c. by resignation of the member of the Secretariat;
- d. In the event of death.

### **Article 14 - Funds, financial year, budget and annual reports and accounts**

14.1. The Association's funds consist of:

- a. Member and Associate Member fees and contributions from the Interested Parties;
- b. gifts;
- c. subsidies and donations;
- d. all other income legally obtained.

14.2. The Association's financial year starts, every year, on April 1<sup>st</sup> and ends on March 31<sup>st</sup> of the following year.

14.3. Every year, the Board of Directors presents for approval by the General Assembly the full annual accounts, including the balance sheet and the statement of income and expenditure over the past financial year together with a detailed annual report, and a budget for the next financial year.

14.4. After the approval of the annual accounts, the General Assembly votes on the discharge of the Board of Directors from its responsibility.

## **Article 15 - Amendment to the Statutes**

- 15.1 A proposal for amendment to the Statutes can be made by the Board of Directors or by at least two (2) Members of the General Assembly. The proposal must be submitted to the Members at least four (4) weeks before the meeting of the General Assembly, unless exceptional events (“Force Majeure”) prevented the requesters from respecting this deadline. Its text is to be enclosed in the convocation to the General Assembly meeting.
- 15.2 The Convocation rules set under Article 10.2.3, paragraphs 1 and 2 (for the convocation to an Ordinary General Assembly meeting), or set under Article 10.2.4 (for the convocation to a meeting of the Extraordinary General Assembly) respectively apply to the situation dealt with under the following Article.
- 15.3 Due to its importance, a decision to amend the Statutes requires a specific Quorum of presence of at least two thirds (2/3) of the Members present or represented. If at the concerned meeting of the General Assembly, less than two third (2/3) of the Members are present or represented, a second meeting of the General Assembly must be convened pursuant to article 10.2.7, paragraph 4.
- 15.4 The decision to amend the Statutes furthermore requires a special majority of at least two thirds (2/3) of the votes cast by the Members present or represented.
- 15.5 Exception – Amendment to the Association’s purpose and activities

For the amendment of the Association’s purpose, the rules set under Article 15.3 apply.

However, a majority of at least four fifth (4/5) of the votes cast by the Members present or represented is required.

## **Article 16 - Dissolution**

- 16.1. A proposal for dissolution can be made by the Board of Directors or by at least three (3) Members. The meeting referred to under article 16.1 should be summoned at least six weeks (6) in advance, whereby also the literal text of the proposal for dissolution is brought to the Members' attention.
- 16.2. Convocation rules set under Article 10.2.3, paragraphs 1 and 2 (for the convocation to a meeting of the Ordinary General Assembly), or set under Article 10.2.4 (for the convocation to a meeting of the Extraordinary General Assembly) respectively apply to the situation dealt with under the following Article.
- 16.3. A decision to dissolve the Association requires a specific Quorum of presence of at least three fourth (3/4) of the Members present or represented. If at the concerned meeting of the General Assembly, less than three fourth (3/4) of the Members are present or represented, a second meeting of the General Assembly may be convened pursuant to article 10.2.7, paragraph 4.

- 16.4. The decision to dissolve the Association still requires a majority of four fifth (4/5) of the votes cast by the Members present or represented.
- 16.5. In its resolution to dissolve the Association, the General Assembly shall also determine the way in which liquidation shall take place, appoint one or more liquidator(s), determine their mission and indicate the allocation of the Association's net assets. Such an allocation may only benefit an organisation with a non-profit purpose similar to the one pursued by the Association.

#### **Article 17 - Internal rules**

- 17.1. The General Assembly adopts and amends one or more sets of internal rules.

The Board of Directors may propose to adopt or modify the internal rules. The Members of the Association, who desire to have the internal rules modified, send their demands to the Board of Directors and/or the Secretariat at least three (3) months before the next meeting of the General Assembly. Amendments to the internal rules must aim at improving the administration of the Association's internal matters.

- 17.2. No provision of the current Statutes and set of internal rules can be in contradiction with the existing Belgian law.

#### **Article 18 - Governing law and Competent courts**

The current Statutes are governed by Belgian law. The French-speaking courts of Brussels have exclusive jurisdiction to resolve any and all disputes pertaining to the current Statutes, as well as to the Association in general.