EXECUTIVE SUMMARY

Amendments to the Statutes of EONS ASBL

Overview for the Full Members

Purpose of this summary

This note explains the principal changes proposed in the revised statutes, with a reference to the relevant article. It is intended to help members prepare for the vote and should be read together with the full draft statutes.

1. Background and overall approach

At the 2026 General Assembly, the members were informed that the existing statutes required a comprehensive redraft before publication, in order to ensure compliance with the Belgian Code of Companies and Associations, remove contradictions and duplication, and transfer operational detail to the internal regulations. The revised draft implements these recommendations and is submitted for approval to the Extraordinary General Assembly of 26 November 2026.

The objective is to create a clear and workable governance framework for EONS. The statutes therefore focus on the association's purpose, membership, the General Assembly, the Board of Directors, external representation, financial governance, dissolution and internal regulations. Operational arrangements are left to the internal regulations, within the limits set by law and the statutes. The table below sets out the principal amendments and their rationale.

In short: The revised draft is shorter, more consistent and easier to apply, while retaining EONS-specific governance features and the essential powers of the members and the General Assembly.

2. Principal amendments

1

Legal form, registered office and purpose

Articles 1–4

The statutes now set out the legal form and identification details in a consolidated manner. The registered office will be relocated to the Flemish Region (Ghent), whereas it was previously situated in Brussels.

As a consequence of this relocation, and in accordance with applicable language legislation, the statutes are now drawn up in Dutch — with an English translation — whereas the previous statutes were drafted exclusively in English and could therefore not be published in the Belgian Official Gazette.

The Board may relocate the office within the Flemish Region unless language legislation requires a statutory amendment. The disinterested and social purpose and the activities through which EONS pursues that purpose have also been rewritten and consolidated.

2

Consolidated and simplified membership categories

Article 5.2

The previous statutes distinguished three separate categories (Full Members, Individual Members and Associate Members) with overlapping descriptions of rights and obligations.

The revised statutes consolidate these into two categories: Full Members — comprising Individual Members (natural persons) and National Societies — who have voting rights and are eligible for Board and committee mandates; and Associate Members (national associations or professional organisations) affiliated solely to benefit from the association's activities, without voting rights or Board eligibility.

The concept of "*de facto members*" has been removed.

3

Simplified admission and clearer eligibility rules

Articles 5.4–5.5

The revised statutes substantially simplify admission. The previous statutes required Full and Associate Member applicants to submit extensive documentation (statutes, annual report, accounts) at least six weeks before the General Assembly and provided for a multi-step approval process involving both the Board and ultimately the General Assembly. The new rules are as follows:

- Individual and Associate Members**:** They join by completing the online registration form and paying the annual membership fee. No separate approval procedure is required.
- National Societies**:** Candidates apply through the website and are admitted unless the Board of Directors, having verified the objective eligibility criteria, gives a reasoned refusal.
- Eligibility criteria**:** The candidate must, in particular:
  - pursue activities consistent with the association's purpose;
  - maintain professional independence; and
  - not hold any mandate incompatible with the association's values.
- Reapplication**:** Following a rejected application, a candidate may only reapply after one year, unless the Board decides otherwise in exceptional circumstances.

4

Membership fees, suspension and termination

Articles 5.6–5.8

The rules on membership contributions, suspension and exclusion have been revised:

- Membership year**:** The membership year runs from 1 January to 31 December.
- Membership fee ceiling**:** The maximum annual membership fee remains EUR 20,000 per member (As required by law, this ceiling must be stated in the statutes).
- Membership fees: The Board of Directors may determine the membership fees payable by each membership category within that ceiling, taking into account factors such as the size and financial capacity of the member concerned.
- Payment deadline: Members must pay their membership fee at least fifteen (15) days before the General Assembly. Failure to do so precludes attendance and voting.

Suspension: The suspension framework has been substantially simplified. The Board of Directors may, by simple majority and pending a decision of the next General Assembly, suspend a member who:

- acts in breach of the statutes, the internal regulations or the association's purpose; or
- fails to pay the membership fee after written notice.

Exclusion: Exclusion remains a decision for the General Assembly, subject to the following rules:

- Initiative: The decision is taken on the proposal of the Board or at the request of at least one-fifth of all members.
- Quorum**:** At least half of the Full Members must be present or represented. If this quorum is not met, a second meeting may be convened, which may decide regardless of attendance.
- Majority**:** Exclusion always requires a two-thirds majority.
- Right to be heard: The member concerned has the right to be heard and may be assisted by a lawyer.

5

General Assembly procedure and voting

Article 6.

The convening procedure, agenda rules, electronic participation, proxies, quorum and voting rules have been consolidated. The main points are:

- Notice period**:** Notices must be sent at least fifteen (15) days in advance.
- Basic votes**:** Each Individual Member and each National Society has one basic vote.
- Extra votes for National Societies**:** The previous statutes granted one extra vote per 500 members, up to a maximum of five votes per National Society. The revised statutes introduce a more granular scale based on membership size, with a maximum of four extra votes:
  - 100–250 members: one extra vote
  - 250–500 members: two extra votes
  - 500–750 members: three extra votes
  - 750+ members: four extra votes
- Attendance quorum**:** To prevent the General Assembly from being blocked, the previous general attendance quorum, which required half of the Full and Individual Members to be present or represented, has been removed. In accordance with the applicable legal framework, the General Assembly may now validly deliberate and pass resolutions regardless of the number of members present or represented, unless the law or the statutes expressly prescribe an attendance quorum (e.g. two-thirds of the Full Members for amendments to the statutes).
- Special majorities**:** The statutory majorities for amendments to the statutes and changes to the purpose are expressly reflected.

6

Smaller and workable Board of Directors

Article 7.1

The rules on the Board's composition and the directors' terms of office have been revised:

- Size**:** The previous requirement of a minimum of eleven directors with rigid role-specific composition rules has been replaced by a flexible structure of at least three and no more than eight directors.
- Diversity**:** Diversity of profiles is encouraged as a matter of good practice but is not a condition for the validity of the Board's composition.
- Term of office**:** Directors are appointed for a term of two years and may be reappointed once, resulting in a maximum of four consecutive years.

7

Transparent Board candidacy procedure

Articles 7.1.2–7.1.3

Candidates must file their candidacy at least 60 calendar days before the annual General Assembly, together with a CV and motivation letter.

The Board verifies the statutory eligibility criteria and submits admissible candidacies to the General Assembly. More detailed selection arrangements, including a nominations committee, may be included in the internal regulations.

8

Board representation and delegation

Articles 7.2–7.4

The revised statutes clarify the rules on external representation. EONS may be represented by:

- a special authorised representative acting within a specific mandate,
- by two directors acting jointly, or by;
- the Board acting collectively through a majority of its directors.

Day-to-day management may be delegated separately to one or more persons — such as the COO, the President or the Treasurer — each of whom may act individually within the scope of that delegation. However, transactions exceeding EUR 7,500 undertaken within the scope of day-to-day management require prior Board consent.

9

Board decision-making and president's honorarium

Articles 7.5–7.7

The Board's quorum rules have been simplified to prevent blockages.

The previous statutes required two-thirds of the directors to be present, including at least one President-member, the Treasurer or Secretary, and two Members-at-Large, so the unavailability of one or two officeholders could block the Board.

Under the revised statutes, the Board may validly deliberate when a majority of directors is present or represented, without any role-specific requirement.

Decisions are taken by simple majority, and the President has a casting vote in the event of a tie.

The conflict-of-interest procedure has also been aligned with the applicable legal framework.

The revised statutes expressly provide that the General Assembly determines the President's annual honorarium, on a proposal from the Board of Directors. Unless the General Assembly decides otherwise, the honorarium amounts to EUR 15,000 per year.

The President may not participate in the deliberations or vote — whether at Board or General Assembly level — on any resolution concerning the determination or review of his or her own honorarium. All other Board positions remain unpaid, unless the General Assembly decides otherwise on the same terms.

10

Advisory bodies moved to a flexible framework

Article 8 and Article 15

The statutes retain a concise reference to the Council of Member Societies, Patient Advisory Board, Committee of Working Group Chairs, Working Groups and Task Forces, and Ad Hoc Committees.

Their detailed composition, tasks, reporting lines and operation will be governed by internal regulations adopted by the Board. This avoids the need to amend the statutes whenever an operational arrangement changes.

11

Internal regulations

Article 15

The Board of Directors is expressly authorised to adopt and amend internal regulations for the practical implementation of the statutes. In accordance with customary practice for non-profit associations, these may address, among other matters:

- membership administration;
- the mandate, composition and functioning of working groups, committees and other advisory bodies;
- the call-for-candidates procedure for board elections;
- internal approval thresholds and expense rules;
- congress and education arrangements;
- sponsorship rules;
- codes of conduct; and
- data protection.

The internal regulations may not (i) conflict with mandatory law or the statutes, (ii) regulate matters which the law requires to be set out in the statutes, or (iii) alter members' rights, the powers of the governing bodies or the organisation and functioning of the General Assembly.

Any amendment to the internal regulations must be actively communicated to all members in writing, and the most recent version must at all times be available on the association's website.

This executive summary is explanatory only. In the event of any discrepancy, the approved and officially filed statutes prevail.