COORDINATED STATUTES OF EUROPEAN ONCOLOGY NURSING SOCIETY "EONS"

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PART I. THE ASSOCIATION

Article 1. Legal form and name

The association is organised as a non-profit organisation.

It is known as the "European Oncology Nursing Society", abbreviated to EONS.

All deeds, invoices, announcements, publications, letters, orders, websites and other documents, whether or not in electronic form, emanating from the EONS shall state the following information:
1° the name of the association;
2° its legal form, in full or abbreviated;
3° the full address of its registered office;
4° its enterprise number;
5° the words "register of legal entities" ("*rechtspersonenregister*" / "*registre des personnes morales*") or the abbreviation "RPR" / "RPM", followed by the court of the place of its registered office;
6° where applicable, its e-mail address and website;
7° where applicable, the fact that the association is in liquidation.

Article 2. Registered Office

The association has its registered office in the Flemish Region.

The Board of Directors is authorised to relocate the registered office to any location within the aforementioned Region by simple resolution, provided that the applicable language legislation does not require an amendment to the statutes.

If, as a result of the relocation of the registered office, the boundaries of the aforementioned Region are crossed, or if the applicable language legislation requires an amendment to the statutes, only the General Assembly is authorised to relocate the registered office, subject to the requirements for amending the statutes.

Any relocation of the registered office pursuant to this article must be published in the Annexes to the Belgian Official Gazette.

The association may, both in Belgium and abroad, establish administrative and operational headquarters, agencies and branch offices, offices and warehouses, wherever and whenever it deems necessary, by a simple resolution of the Board of Directors.

Article 3. Duration

The association is established for an indefinite period and may be dissolved at any time.

Article 4. Non-profit aim and purpose

A non-profit association pursues a disinterested and social purpose within the framework of one or more specific activities which constitute its object. It may not, either directly or indirectly, distribute or confer any financial benefit on the founders, members, directors or any other person, except for the disinterested and social purpose set out in the statutes.

The association's non-profit purpose is to act as a European professional society and representative body for oncology nursing, supporting national oncology nursing societies, individual oncology nurses and relevant stakeholders across Europe, to improve the recognition of oncology nursing throughout Europe and to ensure that all people affected by cancer benefit from care provided by trained and competent oncology nurses. The association is committed to equality, diversity and inclusion, and does not discriminate on grounds protected by law.

This aim is achieved by:

- providing leadership in all areas of oncology nursing, including practice, research, education and advocacy;
- promoting communication and collaboration between clinicians, academics, researchers, educators, policymakers, healthcare management and patient representatives;
- acting as the collective voice of European oncology nursing in addressing issues relating to practice, research, education, advocacy, healthcare management and policy.

The activities undertaken by the association to pursue this non-profit objective include:

- promoting and developing oncology nursing through education, training, research and advocacy throughout Europe and, upon invitation, outside the European continent;
- developing and coordinating training programmes for nurses providing oncological care;
- promoting and disseminating evidence-based practice and research findings specifically relating to oncology nursing;
- to facilitate professional exchange and collaboration, including international exchanges;
- providing forums, such as conferences, webinars, seminars and workshops, for sharing expertise, building networks and advancing practice;
- maintaining communication channels to connect oncology nursing groups, individuals and stakeholders;
- establishing and maintaining partnerships and collaborative relationships with organisations that support the development of oncology nursing;
- providing financial, material or other support to individuals and entities whose activities are consistent with the association's purpose and objectives;
- undertaking lawful activities that support the purpose, including the acquisition of property, the recruitment of staff, the raising of funds and the undertaking of commercial or profit-making activities, provided that all proceeds serve the association's disinterested and social purpose.

In addition, the association may develop and carry out all activities that contribute directly or indirectly to the realisation of the aforementioned disinterested and social purpose, including commercial and profit-making activities, within the limits of what is permitted by law, the proceeds of which shall at all times be allocated in full to the realisation of the disinterested and social purpose set out in the statutes.

All of the above is to be interpreted in the broadest sense.

PART II. MEMBERSHIP, BOARD OF DIRECTORS AND GENERAL ASSEMBLY

Article 5. Membership

5.1. Number of members

The association consists of an indefinite number of members but shall at all times have a minimum of two (2) members.

5.2. Full and Associate Members

5.2.1. Full Members

Full membership, including the right to vote at the General Assembly, is reserved exclusively for Full Members. Full Members shall consist of the following two categories:

(a) Individual Members: natural persons who subscribe to the association's disinterested and social purpose and object and who are actively engaged in Europe in the field of oncology care, oncology nursing education, oncology care management or oncology research. Individual membership may be applied for at any time. Individual Members shall register via the association's application form and pay the annual membership fee.

(b) National Societies: legal persons, being national oncology nursing societies, that subscribe to the association's disinterested and social purpose and object and that are duly incorporated under the law of their country of establishment.

Full Members shall be eligible for a mandate on the Board of Directors and may hold a position in the working groups, committees or other bodies established by the association.

5.2.2. Associate Members

Associate Members are legal persons, being national associations or professional organisations, that subscribe to the association's disinterested and social purpose and object and that are affiliated solely to benefit from the activities organised by the association. They may be admitted to the association subject to the conditions set out in the statutes. They possess only those rights and obligations expressly granted to them by the statutes (how to become a member, membership fees, duration of membership, etc.).

They have no voting rights at the General Assembly. Furthermore, they are not eligible for a mandate on the Board of Directors, nor for positions in the working groups, committees or other bodies established by the association.

5.3. Honorary members and other categories

The Board of Directors may, subject to conditions to be determined by it, also nominate other persons as honorary members, patron members, supporting members or advisory members. The rights and obligations of these members are determined by the Board of Directors and set out in the rules of procedure.

5.4. Commencement of membership

Membership of the association shall be acquired as follows:

National Societies as referred to in Article 5.2.1(b) shall apply for full membership via the application form on the association's website. An application shall only be admissible provided that the following conditions are met both at the time of application and throughout the entire duration of membership:

(a) pursue activities consistent with the disinterested and social purpose and objectives of the association, and maintain professional and operational independence, managing any relationships with governments, political parties or commercial interests in accordance with the association's conflict of interest and ethical policies;
(b) not hold any mandate or position within an organisation whose purpose or objectives are incompatible with the moral and ethical values of the association, or where the exercise of that mandate or position conflicts with the interests of the association.
(c) Upon application, National Societies shall disclose to the Board of Directors the number of members affiliated with them. Upon the annual renewal of their membership, they shall again communicate the current number of members to the Board of Directors.

Individual Members as referred to in Article 5.2.1(a) shall become members by completing the registration form on the association's website and paying the annual membership fee. No separate approval procedure is required.

Associate Members as referred to in Article 5.2.2 shall likewise become members by completing the registration form on the association's website and paying the annual membership fee. No separate approval procedure is required.

Candidate National Societies as referred to in Article 5.2.1(b) shall become Full Members upon completion of the application form, unless the Board of Directors, having verified whether the candidate meets the aforementioned eligibility criteria, decides to reject the application. A decision to reject an application must be motivated.

Following a rejected application, a prospective member may only stand as a candidate again after a period of one (1) year has elapsed from the date of the rejection, unless the Board of Directors, in exceptional circumstances and giving reasons, decides otherwise.

The Board of Directors may at any time verify whether a Full Member or an Associate Member continues to meet the eligibility criteria and, if this is not the case, terminate the membership in accordance with these statutes.

At the next General Assembly, notice shall be given of the number of newly admitted Full Members and Associate Members.

5.5. Register of Members

A register of members shall be maintained in electronic form. This register shall state the surname, first name and place of residence of the members or, in the case of a legal person, the name, legal form and address of its registered office. If a full member is a legal entity, the register of members shall also state the identity of the permanent representative designated by that member in accordance with Article 6.1 of these statutes. Membership is evidenced by this register. Any member may be asked to provide an email address for the purpose of communicating with them. Any communication sent to this email address shall be deemed to have been validly made.

The Board of Directors shall record all decisions concerning the admission, resignation or expulsion of members in the register of members.

All members may inspect the register of members at the association's registered office. To do so, they must submit a written request to the Board of Directors.

5.6. Membership fee

Both Full Members and Associate Members shall pay an annual membership fee in accordance with the terms and conditions determined by the Board of Directors. The membership year runs from 1 January to 31 December.

The maximum amount of contributions or payments that may be requested from members shall not exceed 20,000.00 euros per member per year. Within this limit, the Board of Directors shall determine annually the actual contributions payable by each category of membership and may, in doing so, take into account relevant factors such as the size, membership base and financial capacity of the member concerned.

No member, heir or legal successor of a member, nor any other person, may lay claim to ownership of the association. Neither during membership, nor upon termination of membership for any reason whatsoever, nor upon the dissolution of the association.

5.7. Suspension of membership

If a member acts in breach of the statutes, the internal regulations, or the association's disinterested and social purpose, or fails to pay the membership fee after having been given written notice of default, the Board of Directors may, by a resolution passed by a simple majority of the directors, suspend that member from participating in the association's activities until the next General Assembly has decided on the termination of that member's membership.

The decision to suspend membership shall be notified to the member concerned in writing, including by email. The suspension shall take effect on the third (3rd) day following the dispatch of the notification or upon the member's acknowledgement of receipt, whichever is earlier.

5.8. Termination of membership

5.8.1. Termination by operation of law
Membership shall terminate by operation of law upon the death, declaration of legal incapacity, dissolution, bankruptcy, judicial reorganisation or liquidation of the member, or where the member no longer meets the eligibility criteria set out in the statutes. The membership fee remains payable until the end of the current year. No refund shall be made, nor may any claim be brought.

5.8.2. Resignation of a member
A member may withdraw from the association at any time by notifying the Board of Directors of their intention to withdraw.

This is done by sending a registered letter notifying the resignation, addressed to the association's registered office, or by sending the notice of resignation to a member of the Board of Directors, provided that this board member explicitly confirms receipt of the email.

Resignation takes effect immediately, without any notice period, from the date the registered letter is sent or from the date of the email's read receipt. Resignation does not affect the obligation to pay the membership fee for the current year, which remains payable in full. The resigning member and their legal successors are not entitled to any share of the association's assets and may therefore never claim a refund or compensation for membership fees paid or contributions made.

If the withdrawal of a member would cause the number of members to fall below the statutory or constitutional minimum, the withdrawal and, where applicable, the notice period shall be automatically suspended until a replacement has been found within a reasonable but sufficiently generous period.

5.8.3. Exclusion of a member
The membership of any member may be terminated at any time by a resolution of the General Assembly, on the proposal of the Board of Directors or at the request of at least one-fifth (1/5) of all members.

The General Assembly may only validly deliberate and decide on exclusion if at least half (1/2) of the Full Members are present or represented. If this attendance quorum is not met, a second meeting may be convened with the same agenda, which may validly deliberate and decide regardless of the number of Full Members present or represented. The second meeting may not be held within fifteen days of the first meeting.

Expulsion always requires a two-thirds (2/3) majority of the votes of the Full Members present or represented, at both the first and second meetings, with abstentions and invalid votes not being counted, either in the numerator or in the denominator. The member concerned shall not take part in the vote.

The exclusion must be stated in the notice of meeting. The member whose membership is proposed to be terminated shall be informed of the grounds for exclusion by the President of the Board of Directors. The member has the right to be heard at the General Assembly and may, if they so wish, be assisted by a lawyer.

Exclusion takes effect immediately upon a decision by the General Assembly. Exclusion does not affect the obligation to pay the membership fee for the current year, which remains payable in full. The excluded member and their legal successors shall have no claim to any part of the association's assets and may therefore never claim a refund or compensation for membership fees paid or contributions made. The excluded member must cease to present themselves as a member and must immediately return all materials belonging to the association.

Article 6. The General Assembly

6.1. Composition

The General Assembly consists of Full Members. Associate Members may attend the General Assembly, but without the right to vote.

Each Full Member that is a legal person shall appoint a permanent representative, being a natural person, who shall represent the member at the General Assembly and exercise the right to vote on that member's behalf. The identity of the permanent representative shall be notified in writing to the Board of Directors and entered in the register of members. If the permanent representative is unable to attend, the member may appoint a substitute, provided that prior written notice is given to the Board of Directors before the start of the meeting.

Unless the General Assembly decides by a simple majority to assign the chairmanship to someone else, the General Assembly shall be chaired by the President of the Board of Directors or, in their absence, by the President-Elect, or, in the President-Elect's absence, by the secretary, or, in the secretary's absence, by the eldest of the directors present. The President shall appoint a secretary if the secretary of the Board of Directors is absent.

6.2. Powers

The General Assembly shall exercise the powers conferred upon it by law and by these statutes, including:

- amending the statutes;
- appointing and removing directors;
- granting discharge to the directors, as well as, where applicable, bringing a claim on behalf of the association against the directors;
- approving the annual accounts and the budget;
- dissolving the association;
- the exclusion of a member;
- approving the association's mission and vision;
- approving or endorsing the multi-year strategic plan of the association;
- converting the non-profit association (VZW/ASBL) into an international non-profit association (IVZW/AISBL), a cooperative recognised as a social enterprise, or a recognised social enterprise cooperative;
- making or accepting a contribution in kind from a public body;
- the powers which, elsewhere in these statutes, would be exclusively assigned to the General Assembly.

6.3. Meetings and decisions of the General Assembly

6.3.1. Convening

Meetings of the General Assembly shall be convened by the Board of Directors and, where applicable, by the auditor:

- in the cases specified by law or by the statutes;
- when at least one-fifth of the Full Members so request;
- whenever the purpose or interests of the association so require.

The General Assembly must in any event be convened at least once (1) a year to approve the accounts for the previous year and the budget for the following year.

The annual General Assembly shall take place each year within the statutory time limit for convening this meeting and/or for the approval of the accounts and/or annual financial statements (as at the date of incorporation, this is within six months of the end of the financial year). The meeting shall be held at the association's registered office unless otherwise specified in the notice of meeting.

The Board of Directors, or where applicable the auditor, shall convene the General Assembly within twenty-one (21) days of the request to convene it, and the General Assembly shall be held no later than the fortieth (40th) day following that request. Special or extraordinary General Assemblies shall be held on the date and at the time specified in the notice convening the meeting.

All members, directors and statutory auditors shall be notified of the General Assembly at least fifteen (15) days in advance by registered letter or by email. The notice shall specify the date, time, venue and agenda of the meeting.

Members, directors and auditors who so request shall be sent, without delay and free of charge, a copy of the documents which, pursuant to the Code of Companies and Associations, must be submitted to the General Assembly.

6.3.2. Agenda

The agenda is set by the Board of Directors.

Any proposal signed by at least one-twentieth of the Full Members shall be included on the agenda. It must be submitted to the Board of Directors no later than five (5) days before the date of the General Assembly.

Items not on the agenda may not be considered, unless all members are present or represented at the meeting and resolve to do so by a unanimous vote.

6.3.3. Venue and electronic meetings

The venue of the meeting is stated in the notice of meeting.

Any meeting may be organised virtually, in particular via electronic media. More specifically, all members may participate in a meeting by means of a conference call or similar electronic communication equipment enabling all persons participating in the meeting to hear one another. Such participation shall be deemed equivalent to personal attendance at a physical meeting.

6.3.4. Quorum

Unless the statutes or the law expressly provide for an attendance quorum, the General Assembly may validly deliberate and pass resolutions regardless of the number of members present or represented.

In accordance with the law, the General Assembly may only validly deliberate and resolve on amendments to the statutes if at least two-thirds (2/3) of the Full Members are present or represented at the meeting.

Where the law or the statutes prescribe an attendance quorum and that quorum is not met at the first meeting, a second meeting may be convened with the same agenda. That second meeting may validly deliberate and decide regardless of the number of Full Members present or represented. The second meeting may not be held within fifteen (15) days of the first meeting.

Full Members may (only) be represented at the General Assembly by another Full Member.

Each Full Member may hold a maximum of two (2) proxies.

The proxy must be in writing and signed and must be delivered to the Board of Directors no later than five (5) days before the date of the General Assembly. If timely delivery is not possible, the principal must notify the Board of Directors in advance and submit the proxy no later than the start of the meeting, so that its validity can be verified. In the absence of timely notification to the Board of Directors, the proxy holder may not take part in the vote on the basis of the proxy in question, unless the President of the meeting decides otherwise.

6.3.5. Majorities

Except in cases provided for by law and in the statutes, resolutions of the General Assembly are adopted by a simple majority of the votes cast by members present and represented.

A resolution to amend the statutes may only be passed by a two-thirds majority of the votes of the Full Members present or represented, with abstentions not being counted in either the numerator or the denominator.

If the amendment to the statutes relates to the association's object or its disinterested and social purpose, it may only be adopted by a four-fifths majority of the votes of the members present or represented, with abstentions not being counted in either the numerator or the denominator.

At the General Assembly, each Individual Member shall have one (1) vote. Each National Society shall have one (1) vote. In addition, National Societies shall be entitled to extra votes based on the number of their members, as follows:

- National Societies with more than one hundred (100) members up to and including two hundred and fifty (250) members shall have one (1) extra vote;
- National Societies with more than two hundred and fifty (250) members up to and including five hundred (500) members shall have two (2) extra votes;
- National Societies with more than five hundred (500) members up to and including seven hundred and fifty (750) members shall have three (3) extra votes;
- National Societies with more than seven hundred and fifty (750) members shall have four (4) extra votes.

The number of members of a National Society shall be determined on the basis of the membership records communicated to the Board of Directors in accordance with Article 5.4.

Voting at the General Assembly shall be by voice, a show of hands or electronically, unless a secret ballot is requested. A secret ballot shall be held at the request of at least one-fifth (1/5) of the Full Members present or represented. Where the vote relates to individuals, a secret ballot shall be held as soon as one Full Member present or represented so requests.

6.3.6. Minutes of the meeting

Minutes shall be drawn up of every meeting. These minutes shall be stored electronically and shall be available for inspection by members at the association's registered office upon simple request. Third parties may only inspect the minutes subject to the express and prior approval of the Board of Directors.

Article 7. The Board of Directors

7.1. Composition and appointment

7.1.1. Composition

The association is governed by a collegial Board of Directors consisting of at least three (3) board members.

The number of board members shall not exceed eight (8). When appointing board members, the General Assembly must take into account the size of EONS and the requirements for its proper functioning.

When composing the Board of Directors the General Assembly is encouraged, as a matter of good practice, to have regard to a diversity of profiles, including the balance between academic and clinical practice backgrounds, gender and geographical representation across European member states.

Where and for as long as the General Assembly consists of only two members, the association may, exceptionally, be managed by only two (2) directors. For as long as the Board of Directors consists of only two members, any provision granting a director a casting vote shall automatically cease to have effect.

The Board of Directors shall elect from among its members a President, a President-Elect, a treasurer and a secretary, as well as any other office it deems necessary for the proper functioning of the association. The Board of Directors shall determine the duties and powers of the offices described in this article.

7.1.2. Appointment

The directors shall be appointed by the General Assembly, by a simple majority of the votes cast by Full Members present or represented.

To be eligible for election as a director, a candidate must be a natural person and must hold the status of Individual Member of the association or be designated by a National Society that is a Full Member of the association. In all cases, the director shall exercise the mandate in his or her own name and on his or her own behalf.

To be eligible for appointment as a board member, a person must have previous experience within the association, or demonstrable experience gained within a national oncology nursing association or a comparable organisation, unless the General Assembly decides otherwise on justified grounds.

Directors are appointed for a term of mandate of two (2) years. A director may be reappointed once for a further term of mandate of two (2) years, resulting in a maximum of four (4) consecutive years. However, the General Assembly may always specify a different, specific term of mandate at the time of appointment.

Any candidate for a position on the Board of Directors must submit their candidacy in writing to the Board of Directors, by email to the email address designated by the Board of Directors for that purpose, no later than sixty (60) calendar days before the date of the annual General Assembly. The application must be accompanied by (i) a CV and (ii) a letter of motivation in which the candidate explains their suitability and motivation for the position.

The Board of Directors shall verify whether the candidates meet the conditions set out in these statutes and shall submit the admissible candidacies to the General Assembly for a vote. The Board of Directors may, in the internal regulations, establish a more detailed procedure for the selection and nomination of candidate directors, including the establishment of a nomination committee.

7.1.3. Replacement and co-optation

Where the position of a director becomes vacant before the expiry of the term of mandate, that director shall not be replaced immediately. The matter shall be deferred until the next General Assembly, at which an additional director may be elected.

Only if the departure of the director would result in the minimum number of directors prescribed by law or by the statutes no longer being met shall the remaining directors co-opt a replacement for the departing director.

The next General Assembly must confirm the term of mandate of the co-opted director; upon confirmation, the co-opted director shall complete the term of mandate of his predecessor, unless the General Assembly decides otherwise. In the absence of such confirmation, the term of mandate of the co-opted director shall end upon the conclusion of the General Assembly, without this affecting the validity of the composition of the Board of Directors up to that point.

7.2. Powers

The Board of Directors is authorised to carry out all acts necessary or expedient for the realisation of the association's object, with the exception of those for which the General Assembly is authorised by law.

Without prejudice to the obligations arising from collegial management, in particular consultation and supervision, the directors may divide the management tasks amongst themselves. Such a division of tasks cannot be relied upon against third parties, even after it has been made public. Failure to comply with it does, however, give rise to the internal liability of the director(s) concerned.

The Board of Directors may delegate part of its management powers to one or more third parties who are not directors; however, such a delegation may not relate to the general policy of the association or the general management powers of the Board of Directors.

The Board of Directors may issue internal regulations in accordance with Article 15 of these statutes.

7.3. Representation by the directors

The Board of Directors represents the association in all legal and extrajudicial matters. By law, the association's Board of Directors is a collegial body; it takes its decisions collectively and represents the association by a majority of its members.

By way of derogation from the collegial representation by a majority of the directors as provided for in the preceding paragraph, the statutes grant, in accordance with Article 9:7(2) of the CCA, one or more directors the power to represent the association either alone or jointly. Such a representation clause may be relied upon against third parties subject to the publication requirements set out in Article 2:18 of the CCA. Pursuant to the aforementioned article, the power of representation is regulated as follows:

The association is represented vis-à-vis third parties and in legal proceedings by:

(a) a special authorised representative, acting within the limits of the mandate granted to him;
(b) two directors acting jointly; or
(c) the board acting as a body, by a majority of the directors.

To the extent that these statutory deviations or other decisions concerning the power of representation impose restrictions, such a restriction cannot be relied upon against third parties, even if it has been made public. The same applies to any division of duties amongst directors authorised to represent the association.

The Board of Directors, or the directors authorised to represent the association in accordance with Article 7.3, may appoint authorised representatives of the association. Only special and limited powers of attorney for specific legal acts or a series of specific legal acts are permitted. The authorised representatives bind the association within the limits of the power of attorney granted to them, the limits of which are enforceable against third parties in accordance with the rules governing the granting of powers of attorney.

7.4. Day-to-day management

Day-to-day management comprises both the acts and decisions that do not extend beyond the needs of the association's day-to-day operations, and the acts and decisions which, either because of their minor importance or because of their urgent nature, do not warrant the intervention of the Board of Directors.

The Board of Directors may delegate the day-to-day management of the association, as well as the representation of the association in matters relating to that management, to one or more persons. The Board of Directors may assign an internal title to the person or persons to whom day-to-day management is delegated.

Where there are several such persons, each of them shall be individually authorised to carry out the duties and exercise the powers entrusted to them in relation to day-to-day management and the associated representation of the association.

The persons responsible for day-to-day management, the President or the Treasurer may not, without the consent of the Board of Directors, take decisions and/or perform legal acts relating to the representation of the association in the context of day-to-day management in transactions exceeding 7,500.00 euros (seven thousand five hundred euros). Such acts may not be relied upon against third parties, even after they have been made public. Failure to comply with this provision does, however, give rise to internal liability on the part of the representatives concerned. Banking matters and payments fall within the scope of day-to-day management. The person responsible for day-to-day management, the President and the Treasurer may each hold power of attorney over the association's bank accounts.

The Board of Directors is responsible for supervising day-to-day management.

7.5. Remuneration

The General Assembly may decide to grant an annual honorarium to the President, taking into account the time commitment and responsibilities associated with the office. Unless the General Assembly decides otherwise, the annual honorarium shall amount to fifteen thousand euros (€15,000). The amount and conditions of the honorarium shall be determined by the General Assembly upon proposal of the Board of Directors.

The President shall not participate in the deliberations or vote of either the Board of Directors or the General Assembly on any resolution concerning the determination or review of his or her own honorarium. All other board positions are unpaid, unless the General Assembly decides otherwise on the same terms and subject to the same conditions as set out in this article.

7.6. Meetings and decisions of the board

7.6.1. Procedure for convening meetings

The Board of Directors shall meet following a notice of meeting issued by the President or the Secretary, as often as the interests of the association require, and whenever a Board member has submitted a request to that effect to the President or the Secretary.

The notice shall be sent by email, at least fifteen (15) days before the date of the board meeting. This period may be shortened if (i) the President and a second board member jointly decide to do so as a result of unforeseen circumstances and insofar as the interests of the association require this shortened notice period, or (ii) all board members agree to the shortened notice period.

The notice shall state the date, time and venue of the meeting, as well as the agenda. The agenda shall be drawn up by the President or the secretary.

7.6.2. Quorum

The Board of Directors may only validly deliberate and take decisions if at least a majority of its members are present or represented at the meeting.

Any director may, subject to a written proxy, be represented at a meeting by another director, who may exercise the corresponding voting rights. Each director may represent only one (1) other director.

Board members may participate in the meeting via a conference call or similar electronic communication equipment that enables all participants to hear one another. Such participation shall be deemed equivalent to personal attendance at the meeting.

7.6.3. Majorities

Decisions within the Board of Directors are taken by a simple majority of the votes cast by those present and represented.

Each board member has one vote. In the event of a tie, the President has the casting vote.

Decisions may also be taken by unanimous written agreement of the board members. In exceptional circumstances requiring urgent action, the Board of Directors may adopt decisions by written procedure, provided that all directors unanimously approve both the initiation of the procedure and the proposed resolution. Any decision taken by written procedure shall be recorded in the minutes of the next board meeting.

7.6.4. Minutes of the meeting

Minutes are drawn up for every meeting. These minutes are stored electronically and are available for members to inspect at the association's registered office upon simple request. Third parties may only inspect the minutes subject to the express and prior approval of the Board of Directors.

7.7. Conflict of interest

Where the Board of Directors is required to take a decision or to rule on a matter falling within its remit, and a director has a direct or indirect financial interest that conflicts with the interests of the association, the director concerned must disclose this to the other directors before the Board of Directors takes a decision.

Their statement and explanation regarding the nature of this conflict of interest shall be included in the minutes of the meeting of the Board of Directors responsible for taking the decision. The Board of Directors is not permitted to delegate this decision.

The director with a conflict of interest may not take part in the board's deliberations on these decisions or transactions, nor in the vote in that regard.

Where the majority of the directors present or represented have a conflict of interest, the decision or transaction shall be submitted to the General Assembly. If the General Assembly approves the decision or transaction, the Board of Directors may implement it.

This procedure does not apply where the decisions of the Board of Directors relate to routine transactions carried out under the terms and with the security normally applicable in the market for similar transactions.

In addition to the foregoing, where a director has any other conflict of interest — whether of a professional, organisational or personal nature — that may influence the decision-making of the Board of Directors, including but not limited to conflicts arising from organisational loyalties, industry relationships, advocacy positions or roles held within a National Society, the director concerned shall disclose this conflict to the other directors prior to the deliberation on the matter in question and shall not take part in the Board of Directors' deliberations or vote on the matter concerned.

7.8. Liability of the directors

Directors are not personally bound by the association's obligations. Their liability towards the association and towards third parties is limited to the performance of their duties and to any failings in their management.

Where the Board of Directors constitutes a collegial body, their liability for the decisions or omissions of that body is joint and several, subject to proof to the contrary. They are exempt from liability for errors in which they did not participate if they have reported the alleged error to the collegial Board of Directors.

This liability is limited by Article 2:57 of the CCA.

7.9. Termination of the directors' term of mandate

7.9.1. Termination by operation of law

If the term of a director's mandate has expired, the mandate ends by operation of law at the next General Assembly.

In addition, a director is deemed to have resigned if they no longer meet the substantive conditions for serving as a director of the association, as set out in the statutes. This is determined by the General Assembly.

The death, declaration of incapacity or liquidation of a board member automatically brings about the termination of that member's term of mandate.

7.9.2. Resignation of a board member

Any director may resign by giving written notice to the President of the Board of Directors. The President of the Board of Directors may resign by giving written notice to the secretary of the Board of Directors.

Where a director resigns and the number of directors would, as a result of this resignation, fall below the minimum prescribed by law or by the statutes, the resigning director must remain in office until the General Assembly can reasonably provide for his or her replacement.

7.9.3. Dismissal of a director

A director's term of mandate may be terminated at any time by the General Assembly by a simple majority of the votes cast by the Full Members present or represented.

The vote on the termination of a director's term of mandate shall not be a secret ballot, unless a secret ballot is requested by a Full Member in accordance with Article 6.3.5.

7.10. Autonomous and independent performance of duties

The directors shall carry out their mandate independently and autonomously. They shall not be employed by the association and, as regards the performance of these duties, shall not be subject to the authority of the association. Deviations from this may only be made expressly and subject to a written employment contract.

Article 8. Other bodies

The composition, remit, reporting lines, terms of reference and accountability of each body established under this Article 8 shall be set out in the internal regulations adopted by the Board of Directors in accordance with Article 15 of these statutes and communicated to the members.

8.1. Council of Member Societies

The Board of Directors may seek advice on the association's policy and strategic development from an advisory council to be established. The Board of Directors shall lay down the rules governing the operation, composition and duties of the advisory council.

8.2. Patient Advisory Board

The Board of Directors may seek advice on patient-focused policy and strategic issues from a Patient Advisory Board to be established. The Board of Directors shall lay down the rules governing the functioning, composition and duties of the Patient Advisory Board.

8.3. Committee of Working Group Chairs

The Board of Directors may seek advice on the activities and strategy of the working groups from a Committee of Working Group Chairs to be established. The Board of Directors shall lay down the rules governing the functioning, composition and tasks of the Committee of Working Group Chairs.

8.4. Working Groups and Task Forces

The Board of Directors may seek advice on policy and strategic issues within specific areas of the association's work from working groups to be established and their associated task forces. The Board of Directors shall lay down the rules governing the operation, composition and tasks of the working groups and task forces.

8.5. Ad Hoc Committees

The Board of Directors may seek advice on specific projects and issues through ad hoc committees established by it. The Board of Directors shall lay down the rules governing the operation, composition and tasks of the ad hoc committees.

PART III. ACCOUNTING

Article 9. Accounts

The association's funds, including donations, membership fees, contributions, grants and other contributions, shall be held in one or more bank accounts opened with one or more financial institutions chosen by the Board of Directors.

Article 10. The financial year

The financial year shall commence on 1 January each year and end on 31 December.

Article 11. Accounting and the annual accounts

At the end of each financial year, the Board of Directors shall draw up an inventory of the association's assets, prepare the annual accounts for the past financial year and draw up the budget for the coming year.

The Board of Directors shall submit the annual accounts for the previous financial year and the budget for the coming financial year to the annual General Assembly for approval.

The Board of Directors reports on its management of the association during the previous year, after which the General Assembly decides whether or not to grant discharge to the directors. This is done by separate votes. This discharge is only legally valid if the true financial position of the association is not concealed by any omission or misstatement in the annual accounts, and, as regards transactions not provided for in the statutes or contrary to the Code of Companies and Associations, if these have been specifically indicated in the notice convening the meeting.

The annual accounts shall be filed with the registry of the competent commercial court within thirty days of their approval by the General Assembly, where they shall be added to the association's file. Where applicable, the annual accounts shall be filed with the National Bank in accordance with the Code of Companies and Associations and its implementing decrees.

Article 12. Supervision by an auditor

As soon as the association exceeds more than one of the criteria set out in Article 1:28, §1 of the Code of Companies and Associations, it is obliged to appoint one or more auditors to audit the association's financial position. The auditor(s) shall be appointed by the General Assembly, which shall also determine the duration of their term of office and decide on the auditor's remuneration and whether or not to grant discharge.

PART IV. DISSOLUTION OF THE ASSOCIATION

Article 13. Concurrence of claims

All claims existing between the members and/or the directors, on the one hand, and the association, on the other, shall be subject to netting agreements (as provided for in the Act of 15 December 2004 on financial collateral and containing various tax provisions relating to security agreements and loans concerning financial instruments). In the event of a set-off, they shall therefore be offset against one another by way of netting.

Article 14. Dissolution

14.1. Voluntary dissolution

An association may be dissolved at any time by a resolution of the General Assembly, adopted under the same conditions (such as the attendance and majority requirements) as those applicable to an amendment of the association's object or its disinterested and social purpose.

In the event of voluntary dissolution, the General Assembly shall appoint, by a simple majority, or failing that, the court shall appoint one or more liquidators. The General Assembly shall also determine their powers and the terms of liquidation, within the limits set by the Code of Companies and Associations.

From the date of the decision to dissolve, the association must always state that it is a "non-profit organisation in liquidation", in accordance with the CCA. A non-profit organisation in liquidation may not change its name and may only transfer its registered office provided that the conditions set out in Article 2:117 of the CCA are complied with.

14.2. Dissolution by operation of law and judicial dissolution

The CCA stipulates that, in certain situations, the association may also be dissolved by operation of law or by court order.

14.3. Allocation of the association's assets following dissolution

The allocation of the association's assets is determined by the General Assembly. In any event, the assets must be allocated in a manner that corresponds as closely as possible to the purpose for which the association was established.

PART V. INTERNAL REGULATIONS

Article 15. Internal Regulations

The Board of Directors is expressly authorised to adopt internal regulations for the practical implementation of these statutes. The internal regulations are a subordinate instrument to these statutes and shall at all times be consistent with mandatory law and with these statutes.

Without limitation, the internal regulations may address the following 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; conflict-of-interest rules; codes of conduct; and data protection.

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

The internal regulations shall be adopted and amended by the Board of Directors. The statutes shall refer to the date of the latest approved version of the internal regulations. Following any amendment, the Board of Directors shall update that reference and arrange for its publication in accordance with the applicable legal requirements. No resolution of the General Assembly is required for the adoption or amendment of the internal regulations.

The internal regulations and every amendment thereto shall be actively communicated to all members in writing, including by email to the email address provided by each member. The most recent version of the internal regulations shall at all times be made available to members on the association's website.

SIGNATURE(S)

IN ACCORDANCE WITH THE STATUTES APPROVED BY THE EXTRAORDINARY GENERAL ASSEMBLY ON (*)