

**By-Laws of
European Geriatric Medicine Society**

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

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

Article 1. Name. Legal form. Term

1.1. The international non-profit association named “European Geriatric Medicine Society”, abbreviated “EuGMS” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

1.2. All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

2.1. The registered office of the Association is located in the region of Brussels.

2.2. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Executive Board, provided that said transfer will not imply a change of the language of these By-Laws according to the legal provisions governing the use of official languages in Belgium.

2.3. If the transfer of the registered office of the Association implies a change of the language of these By-Laws according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 24 of these By-Laws.

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

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

3.1. The non-profit purpose of international utility of the Association shall be, within the member states being part of the World Health Organization Regional Office for Europe (hereafter: “**Europe**”)¹ and worldwide, to:

- (a) Promote specialist geriatric medicine; and
- (b) Promote health and high quality healthcare for older people in primary care, community, long term care and hospital settings.

Article 4. Object

4.1. To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Disseminate information and issue publications;
- (b) Organise and arrange congresses, conferences, symposiums, seminars, workshops, and other programs and convenings at international and national levels;
- (c) Collect and analyse statistical data; and
- (d) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

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

¹ The World Health Organization Regional Office for Europe includes in 2020 the following member states: Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czechia, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Kazakhstan, Kyrgyzstan, Latvia, Lithuania, Luxembourg, Malta, Monaco, Montenegro, Netherlands, Norway, Poland, Portugal, Republic of Moldova, Romania, Russian Federation, San Marino, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, Tajikistan, North Macedonia, Turkey, Turkmenistan, Ukraine, United-Kingdom and Uzbekistan.

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

TITLE III. MEMBERS

Article 5. Membership

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

5.2. All references in these By-Laws to “Member” or “Members” without any other specification are references to Full Members and Affiliate Members collectively.

5.3. The rights and obligations of the Members shall be as defined in and pursuant to these By-Laws.

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

Article 6. Full Members

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

- i. Having the legal personality;
- ii. Being duly constituted in accordance with the laws and practices of its country of origin;
- iii. Having its registered office in a member state of the World Health Organization Regional Office for Europe; and
- iv. Having as members geriatricians and/or other physicians working in geriatric medicine, with or without other healthcare professionals or gerontologists.

6.2. Provided that the membership criteria for Full Membership are complied with, several legal entities having their registered office in the same country may each become a Full Member with their own membership rights, provided that they each pay membership fees.

6.3. Full Members shall enjoy all membership rights, including voting rights.

Article 7. Affiliate Members

7.1. The category of Affiliate Membership is open and accessible to any:

(a) Legal entity cumulatively meeting the following criteria:

- i. Not meeting the criteria to be eligible as a Full Member;
- ii. Having the legal personality or not;
- iii. Being duly constituted in accordance with the laws and practices of its country of origin; and
- iv. Being active in the geriatrics field.

(b) Natural person cumulatively meeting the following criteria:

- i. Being a geriatrician or other physician working in geriatric medicine or other professional working in health care for older people; and
- ii. Being or not a member of a Full Member.

7.2. Affiliate Members shall have the rights specifically granted to them in or pursuant to these By-Laws. These rights shall not include voting rights at the General Assembly.

7.3. If the rights specifically granted to and/or the obligations of the Affiliate Members pursuant to these By-Laws are amended in accordance with Article 51 of these By-Laws, the Affiliate Members shall neither be consulted nor have voting rights.

Article 8. Admission to Full membership and Affiliate membership

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

8.2. The Secretary shall submit this application for admission to the Executive Board. After having verified that all conditions for Full membership, as defined under Article 6 of these Statutes, are complied with, the Executive Board shall decide to propose or not the admission to Full membership to the General Assembly. The decisions of the Executive Board to propose or not the admissions of Full membership to the General Assembly are final, sovereign and the Executive Board shall give reasons for its decisions.

8.3. The first upcoming meeting of the General Assembly following the decision of the Executive Board to propose the admission to Full membership shall decide on the admission to Full membership. The decisions of the General Assembly regarding admissions of Full Members are final, sovereign and the General Assembly shall give reasons for its decisions.

8.4. Any applicant to Affiliate membership shall submit an application for admission to Affiliate membership via regular means of communication to the Secretary.

8.5. The Secretary shall submit this application for admission to the Executive Board. After having verified that all conditions for Affiliate membership, as defined under Article 7 of these Statutes, are complied with, the Executive Board shall decide on the admission to Affiliate membership. The decisions of the Executive Board regarding the admissions of Affiliate Members are final, sovereign and the Executive Board shall give reasons for its decisions. The Executive Board shall inform the General Assembly on its decision on admission of Affiliate Members.

Article 9. Representation of Members

9.1. Each Member, being a legal entity, shall appoint one natural person, called the "Representative", to represent it within the Association. The Representative shall have the full capacity powers to represent his/her Member.

9.2. If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative.

9.3. A Representative shall not be a member of the Executive Board.

9.4. Each Member shall inform, via regular means of communication, the Secretary of the identity and contact details of its Representative.

Article 10. Resignation

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

Article 11. Exclusion of Full Members

11.1. A Full Member which (i) ceases to satisfy the definition of the Full Membership as set out in Article 6 of these By-Laws, or (ii) is not duly or timely or fully complying with these By-Laws, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests

of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from Full membership, by the General Assembly upon proposal of the Executive Board.

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

11.3. Upon proposal of the Executive Board, the General Assembly may decide to exclude a Full Member, provided that the concerned Full Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The proposed exclusion of the concerned Full Member shall be explicitly mentioned in the agenda included in or attached to the convening notice sent to the Full Members and the members of the Executive Board. The General Assembly can validly decide on the exclusion of a Full Member only if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decision obtains a majority of at least two-thirds (2/3) of the votes cast by the Full Members present or represented. If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these By-Laws, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the present paragraph. The decisions of the General Assembly regarding the exclusion of a Full Member are final, sovereign and the General Assembly shall give reasons for its decisions.

11.4. The Secretary shall notify the decision of the General Assembly, via special means of communication, to the concerned Full Member within fifteen (15) calendar days from the decision of the General Assembly.

11.5. The Executive Board may decide at any time during the exclusion procedure that all membership rights of the Full Member concerned by the abovementioned exclusion procedure be suspended:

- (i) Until the decision of the Executive Board not to propose the exclusion of the concerned Full Member to the General Assembly; or
- (ii) If the Executive Board decides to propose the exclusion of the concerned Full Member to the General Assembly, until the decision of the General Assembly.

Article 12. Exclusion of Affiliate Members

12.1. An Affiliate Member which (i) ceases to satisfy the definition of the Affiliate Membership as set out in Article 7 of these By-Laws, or (ii) is not duly or timely or fully complying with these By-Laws, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the Executive Board.

12.2. Before excluding an Affiliate Member, the Executive Board shall provide the concerned Affiliate Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Affiliate Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Affiliate Member. The Executive Board may decide to exclude an Affiliate Member, provided that the concerned Affiliate Member is convened at the meeting of the Executive Board and has received the possibility to defend his/her/its position during the meeting of the Executive Board and prior to the voting on the exclusion. The decisions of the Executive Board regarding the exclusion of an Affiliate Member are final, sovereign and the Executive Board shall give reasons for its decisions.

12.3. The Secretary shall notify the decision of the Executive Board, via special means of communication, to the concerned Affiliate Member within fifteen (15) calendar days from the decision of the Executive Board.

12.4. All membership rights of the Affiliate Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Executive Board.

Article 13. Consequences of the resignation and the exclusion

13.1. A Member which, in whatever way and for whatever reason, ceases to be a Member shall remain liable for its obligations towards the Association, including for the payment of the membership fees (i) for the financial year during which notice is given and, (ii) in case the notice is served after 30 September, for the financial year during which the notice is given and the following financial year. A Member which has resigned or has been excluded from the Association shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to

hold itself out as a Member in any manner, and (iii) upon decision of the Executive Board, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

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

Article 14. Membership fees

14.1. Each Full Member shall pay membership fees per year, as proposed by the Executive Board and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Executive Board and decided by the General Assembly.

14.2. Each Affiliate Member shall pay membership fees per year, as proposed by the Executive Board and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Affiliate Member shall be proposed by the Executive Board and decided by the General Assembly.

14.3. By derogation to the paragraph 14.2. of this Article, each Affiliate Member which has been granted with the title of Honorary Fellow shall not pay membership fees.

14.4. Without prejudice to Article 11 and Article 12 of these By-Laws, if a Member fails to pay its membership fees within sixty (60) calendar days after a reminder has been sent to it by the Executive Board, the latter may decide to suspend its rights (including voting rights, if any) until the payment of the membership fees.

14.5. Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.

14.6. The Executive Board shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

Article 15. Compliance with the By-Laws and the internal rules

15.1. Any Member shall expressly adhere to these By-Laws and the internal rules as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 8 of these By-Laws.

Article 16. Register of Members

16.1. The Secretary shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain (i) the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Full Member and Affiliate Member being a legal entity and (ii) the first name, second name, and address of domicile of each Affiliate Member being a natural person. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Secretary, immediately after the Executive Board or the General Assembly has taken a decision.

TITLE IV. HONORARY FELLOWS

Article 17. Honorary Fellows

17.1. Upon proposal of the Executive Board, the General Assembly shall have the right to grant the title of Honorary Fellow to any natural person, (i) who has rendered exceptional services to the Association, or (ii) who has been distinguishing himself/herself outstandingly in the field of geriatric medicine. In order to receive the title of Honorary Fellow, the concerned natural person shall have been admitted as Affiliate Member. The General Assembly may, upon proposal of the Executive Board, revoke the title of Honorary Fellow granted to one or several natural person(s) at any time. The decisions of the General Assembly regarding the granting or the revocation of the title of Honorary Fellow are final, sovereign and the General Assembly shall not give reasons for its decisions.

17.2. The natural persons carrying the title of Honorary Fellow shall have, in this capacity, no rights whatsoever (included voting rights) pursuant to these By-Laws.

TITLE V. ORGANISATIONAL STRUCTURE

Article 18. Bodies

18.1. The bodies of the Association are:

- (a) The General Assembly;
- (b) The Executive Board;
- (c) The President;
- (d) The President Elect;
- (e) The Past President;
- (f) The Academic Director;
- (g) The Academic Board;

- (h) The Special Interest Groups;
- (i) The Working Group(s); and
- (j) The Secretary.

TITLE VI. GENERAL ASSEMBLY

Article 19. Composition. Voting rights

19.1. The General Assembly shall be composed of all Members. Each Member, being a legal entity, shall be represented at the General Assembly by its Representative pursuant to Article 9 of these By-Laws.

19.2. Each Full Member shall have one (1) vote.

19.3. By derogation to paragraph 19.2 of the present Article, if more than one (1) Full Member has its registered office in the same member state, the Full Members of said member state shall together (aa) constitute a constituency of Full Members of the same member state (hereafter: **“Constituency”**) and (bb) appoint one (1) voter who shall cast the vote of the Constituency. The Constituency shall only have one (1) vote. If the Constituency does not appoint a voter and/or does not cast a vote, the Executive Board may decide on the voter and/or on the vote of Constituency.

19.4. Affiliate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

19.5. Each member of the Executive Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

19.6. The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Past President. If the President and the Past President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the President Elect. If the President, the Past President and the President Elect are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest member of the Executive Board (in age) present.

19.7. The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly these third parties will receive the right to speak.

Article 20. Powers

20.1. The General Assembly shall have the powers specifically granted to it by law or these By-Laws. In particular, the General Assembly shall have the following powers:

(a) The transfer of the registered office of the Association when it implies a change of language of these By-Laws according to the legal provisions governing the use of official languages in Belgium;

(b) The election and dismissal of the members of the Executive Board and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Executive Board will be granted and exercised as well as the conditions under which said mandate can be terminated;

(c) The election and dismissal of the President Elect and the Academic Director;

(d) The dismissal of the President;

(e) The dismissal of the Past President;

(f) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;

(g) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;

(h) The discharge to be given to the members of the Executive Board and, if any, to the statutory auditor, or to the external accountant;

(i) Upon proposal of the Executive Board, the approval of the overall (including academic) strategies and policies;

(j) Upon proposal of the Executive Board, the admission of new Full Members;

(k) Upon proposal of the Executive Board, the exclusion of Full Members;

(l) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Executive Board;

(m) The granting and revocation of the title of Honorary Fellow, upon proposal of the Executive Board;

(n) The approval of the annual accounts and the budget of the Association;

(o) The amendment of these By-Laws;

(p) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and

(q) The restructuration or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

Article 21. Meetings

21.1. The General Assembly shall meet at least once a year upon convening by the President or the Executive Board, and at such time and place as determined in the convening

notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Executive Board shall determine the exact date of the Ordinary General Assembly.

21.2. A meeting of the General Assembly shall be convened at any time by the President or the Executive Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President at the written request of at least half (1/2) of the Full Members. In this last case, the President shall convene the General Assembly within thirty (30) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the ninetieth (90th) calendar day following this request.

Article 22. Proxies

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

22.2. Each Member shall have the right via regular means of communication, always with copy to the Secretary via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these By-Laws which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 51 of these By-Laws. In that case, each Member or third party may hold an unlimited number of proxies.

Article 23. Convening notices. Agenda

23.1. The convening notices for the General Assembly shall be notified to the Members and the members of the Executive Board by the Secretary via regular means of communication at least thirty (30) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be sent to the Members and the members of the Executive Board by the Secretary via regular means of communication at least fifteen (15) calendar days before the meeting. The agenda of the meetings of the General Assembly shall be prepared by the General Secretary (which is one of the members of the Executive Board referred to in Article 27.2 (f) of these By-Laws) and the Secretary, acting jointly, and adopted by the President or the Executive Board.

23.2. Any proposal of additional item(s) on the agenda of the General Assembly signed by one (1) Full Member and notified to the President at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Executive Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.

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

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

Article 24. Presence quorum. Voting majority. Votes

24.1. Unless otherwise stipulated in these By-Laws, the General Assembly shall be validly constituted when at least half (1/2) of the Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons present.

24.2. If at least half (1/2) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these By-Laws, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraph 24.3 of the present Article.

24.3. Unless otherwise stipulated in these By-Laws, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.

24.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Past President. If the President and the Past President are both absent (whether represented or not), the President Elect shall have the decisive vote. If the President, the Past President and the President Elect are all absent (whether represented or not), the oldest member of the Executive Board (in age) present shall have the decisive vote.

24.5. The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.

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

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

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

Article 25. Register of minutes

25.1. Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

Article 26. Written/online platform procedure

26.1. Except for the amendment of these Articles of Association, the General Assembly may take decisions via unanimous written/online platform procedure. In that case, the convening

formalities referred to in Article 23 of these Articles of Association do not have to be complied with.

26.2. For this purpose, the President, upon request of the Executive Board, and with the assistance of the Secretary, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Executive Board, with request to the Full Members to vote on the proposals and to send their vote(s) back via regular means of communication to the Association, or, if provided for by the Executive Board, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

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

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

26.5. The decisions taken via written/online platform procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Executive Board.

26.6. The decisions taken via written/online platform procedure shall be sent via regular means of communication by the Secretary to the Members.

26.7. The directors and the statutory auditor, if any, may take note of all decisions taken via the procedure of written/online platform procedure at their request.

TITLE VII. EXECUTIVE BOARD

Article 27. Composition

27.1. The Association shall be administered by an Executive Board composed of minimum seven (7) and maximum eleven (11) members of the Executive Board.

27.2. The Executive Board shall be composed as follows:

- (a) The President is as of right a member of the Executive Board;
- (b) The President Elect is as of right a member of the Executive Board;
- (c) The Past President is as of right a member of the Executive Board;
- (d) The Academic Director is as of right a member of the Executive Board;

(e) If any, one (1) additional member of the Executive Board appointed (by co-option) by the Executive Board; and

(f) Minimum three (3) and up to six (6) additional members of the Executive Board.

27.3. Each member of the Executive Board shall be, at the time of his/her election a member of a Full Member.

27.4. No Representative may be at the same time a Representative and a member of the Executive Board.

27.5. In accordance with paragraph 27.2 (e) of the present Article the Executive Board may freely appoint (by co-option) an additional member of the Executive Board for a two (2) years term, renewable on a consecutive basis once, provided that the member of the Executive Board appointed (by co-option) fulfils the criteria for the composition of the Executive Board.

27.6. Except for the members of the Executive Board referred to in paragraph 27.2 (a), (b), (c), (d) and (e) of the present Article who are, respectively, elected by the General Assembly in accordance with Article 35 of these By-Laws or appointed (by co-option) by the Executive Board, the General Assembly shall elect the members of the Executive Board. Except for the members of the Executive Board referred to in paragraph 27.2 (a), (b) (c), (d) and (e), the term of office of the members of the Executive Board is a four (4) years term, renewable on a consecutive basis once. Their mandate shall be non-remunerated. In accordance with the policy of the Association adopted by the Executive Board, the Association shall cover the travel and accommodation expenses exposed by the members of the Executive Board to attend the meetings of the Executive Board and/or any other activities of the Association.

27.7. The Executive Board shall inform the Full Members as soon as a new election by the General Assembly is necessary. For the members of the Executive Board referred to in paragraph 27.2, (f) of the present Article, each member of a Full Member may propose one or more candidate(s) member(s) of the Executive Board to the Executive Board at least forty-two (42) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Executive Board will be elected. The Executive Board may also seek advice and additional suggestions from any source on potential candidate members of the Executive Board. The Executive Board, taking into account the criteria set out in paragraph 27.3 of the present Article, shall draw up a list of all proposed candidate members of the Executive Board. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Executive Board will be elected. The list shall indicate for each proposed candidate member of the Executive Board the criteria set out in paragraph 27.3 of the present Article. If there is no list or an incomplete list of candidate members of the Executive Board, the General Assembly may freely elect without any formality one or more member(s) of the Executive Board out of the members of the Full Members.

27.8. Except for the members of the Executive Board referred to in paragraph 27.2 (a), (b), (c) and (d) of the present Article who are elected by the General Assembly in accordance with Article 35 of these By-Laws, the mandate of a member of the Executive Board terminates by expiry of his/her membership of the Executive Board. The mandate of a member of the Executive Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Executive Board does no longer meet the criteria set out in paragraph 27.4 of the present Article.

27.9. Except for the members of the Executive Board referred to in paragraph 27.2 (a), (b), (c) and (d) of the present Article who are elected by the General Assembly in accordance with Article 35 of these By-Laws, the mandate of a member of the Executive Board also terminates upon dismissal by the General Assembly if (i) at least half (1/2) of the Full Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. The General Assembly may dismiss a member of the Executive Board at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Executive Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

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

27.11. Except for the members of the Executive Board referred to in paragraph 27.2 (a), (b), (c) and (d) of the present Article who are elected by the General Assembly in accordance with Article 35 of these By-Laws, if the mandate of a member of the Executive Board ceases before its term, for whatever reason, the Executive Board may freely appoint (by co-option) a new member of the Executive Board for the remainder of the term, provided that the member of the Executive Board appointed (by co-option) fulfils the criteria for the composition of the Executive Board of the replaced member of the Executive Board. The mandate of a new appointed member of the Executive Board (by co-option) for the remainder of the term shall not count in the calculation of the number of term of offices, as provided for in paragraph 27.5 of the present Article.

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

27.13. The Executive Board shall be chaired by the President. If the President is unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the Past President. If the President and the Past President are both unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the President Elect. If the President, the Past President and the President Elect are all unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the oldest member of the Executive Board (in age) present.

27.14. The President may invite a special advisor to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Board.

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

Article 28. Powers

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

28.2. The Executive Board shall in particular have the following powers:

- (a) The proposal of the overall (including academic) strategies and policies to the General Assembly for approval;
- (b) The transfer of the Association’s registered office when it does not imply a change of language of these By-Laws according to the legal provisions governing the use of official languages in Belgium;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The proposal to the General Assembly to admit new Full Members;
- (g) The admission of new Affiliate Members;
- (h) The proposal of the exclusion of Full Members to the General Assembly;
- (i) The exclusion of Affiliate Members;
- (j) The decision to suspend the membership rights of Members concerned by an exclusion procedure;
- (k) The proposal of the granting and revocation of the title of Honorary Fellow to the General Assembly;
- (l) The appointment and dismissal of the Secretary, including the discharge to be given;

- (m) The hiring and the dismissal of the employees of the secretariat of the Association;
- (n) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (o) The decision to suspend the membership rights of Members which have not paid the membership fees;
- (p) The determination of the exact date of the Ordinary General Assembly;
- (q) The setting up of the practical procedures to provide the possibility to the Members to participate to the General Assembly via electronic means of communication;
- (r) The setting up of the practical procedures to provide the possibility to the Full Members to vote via electronic means at the General Assembly;
- (s) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Secretary, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the annual working plan;
- (t) The adoption, the amendment and the revocation of the internal rules, if any;
- (u) The adoption of propositions to be submitted to the General Assembly;
- (v) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these;
- (w) The decisions to determine the working and governance rules of, and delegate tasks to the Academic Board and the overseeing of this; and
- (x) The decisions to determine the working and governance rules of, and delegate tasks to one or more Special Interest Group(s) and the overseeing of this/these.

28.3. If no Secretary is appointed in accordance with Article 43 of these By-Laws, all the powers listed in Article 44 of these By-Laws and specially entrusted to the latter by these By-Laws will be exercised by the Executive Board.

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

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

Article 29. Meetings

29.1. The Executive Board shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of two (2) members of the Executive Board, acting jointly, and at such time and place as determined in

the convening notice. If the President is unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the Past President. If the President and the Past President are both unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the President Elect. If the President, the Past President and the President Elect are all unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the oldest member of the Executive Board (in age).

Article 30. Proxies

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

Article 31. Convening notices. Agenda

31.1. The convening notices for the Executive Board shall be notified to the members of the Executive Board by the Secretary via regular means of communication at least seven (7) calendar days before the meeting of the Executive Board. The convening notices shall mention the date, time and place of the meeting of the Executive Board. In addition, the convening notices shall mention if the members of the Executive Board can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Executive Board shall be prepared by the General Secretary and the Secretary, acting jointly, and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Past President. If the President and the Past President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the President Elect. If the President, the Past President and the President Elect are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Executive Board (in age).

31.2. Each member of the Executive Board shall have the right to propose additional item(s) to be included on the agenda of the Executive Board, which shall be notified via regular means of communication to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Executive Board of the additional item(s) on the agenda of the Executive Board via regular means of communication at least three (3) calendar days before the meeting of the Executive Board.

31.3. No vote shall be cast regarding an item that is not listed on the agenda, except if two third (2/3) of the members of the Executive Board are present or represented at a meeting of the Executive Board and vote to proceed with such vote.

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

Article 32. Presence quorum. Voting majority. Votes

32.1. Unless otherwise stipulated in these By-Laws, the Executive Board shall be validly constituted when at least half (1/2) of the members of the Executive Board are present or represented. In any case, the Executive Board shall always be constituted of at least two (2) members of the Executive Board present.

32.2. If at least half (1/2) of the members of the Executive Board are not present or represented at the first meeting, a second meeting of the Executive Board may be convened pursuant to Article 31 of these By-Laws, at least seven (7) calendar days after the first meeting of the Executive Board. The second meeting of the Executive Board shall validly deliberate irrespective of the number of members of the Executive Board present or represented, in accordance with the voting majority stipulated in the paragraph 32.3 of the present Article.

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

32.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Past President. If the President and the Past President are both absent (whether represented or not), the President Elect shall have the decisive vote. If the President, the Past President and the President Elect are all absent (whether represented or not), the oldest member of the Executive Board (in age) present shall have the decisive vote.

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

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

Article 33. Written/online platform procedure

33.1. The Executive Board may take decisions via written/online platform procedure. In this case, the convening formalities referred to in Article 31 of these Statutes do not have to be complied with.

33.2. For this purpose, the Secretary, upon request of the President or two (2) members of the Executive Board, acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Executive Board, with request to the members of the Executive Board to vote on the proposals and to send their vote(s) back via regular means of communication to the Association or, if provided for by the Secretary, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

33.3. The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Executive Board have sent their vote(s) back or submitted their vote(s) via an online platform, within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Executive Board having sent their vote(s) back or submitted their vote(s) via an online platform. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

33.4. For the purpose of the present Article, members of the Executive Board are not allowed to grant proxies to other members of the Executive Board.

33.5. The decisions taken via written/online platform procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Executive Board.

33.6. The decisions taken via written/online platform procedure shall be sent via regular means of communication by the Secretary to the members of the Executive Board.

Article 34. Register of minutes

34.1. Minutes shall be drawn up at each meeting of the Executive Board. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary to the members of the Executive Board. The register of minutes shall be kept at the registered office of the Association where all members of the Executive Board may consult it, without, however, displacing it.

TITLE VIII. PRESIDENT ELECT, PRESIDENT, AND PAST PRESIDENT

Article 35. Election and function of the President Elect, President, and Past President

35.1. The General Assembly shall elect a President Elect. His/her mandate shall be non-remunerated. His/her term of office is a two (2) years term, not renewable.

35.2. The President Elect, President, and Past President shall be three (3) distinct natural persons. The President Elect, President, and Past President shall each be a member of a Full Member at the time of their election.

35.3. Once the mandate of the President Elect has terminated, except the cases of automatic termination of elect presidency or dismissal, the President Elect shall become as of right the President. His/her mandate shall be non-remunerated. The term of office of the President is a two (2) year term, not renewable.

35.4. Once the mandate of the President has terminated, except the cases of automatic termination of presidency or dismissal, the President shall become as of right the Past President. His/her mandate shall be non-remunerated. The term of office of the Past President is a two (2) year term, not renewable.

35.5. If the mandate of the President ceases before his/her term, for whatever reason, the President Elect shall become as of right the President for the remainder of the term. After having performed the remainder of the term of the mandate as President, the President Elect who has become the President shall perform a new term of office of two (2) year term, not renewable.

35.6. If the mandate of the President Elect ceases before his/her term, for whatever reason, the General Assembly shall elect a President Elect, for the remainder of the term of the replaced President Elect. After having performed the remainder of the term of the mandate as President Elect, the newly appointed President shall perform a new term of office of two (2) year term, not renewable.

35.7. If the mandate of the Past President ceases before his/her term, for whatever reason, no new Past President shall be elected as Past President for the remainder of the term.

35.8. The mandate of the President Elect, the President and the Past President terminates by expiry of the term of their mandate. The mandate of the President Elect, the President, the Past President terminates as of right and with immediate effect, by death or incapacity.

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

35.10. The President Elect, President and Past President are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Executive Board. In case of the end of the mandate of the President Elect or the President for whatever reason, except the cases of automatic termination of the membership of the Executive Board, or dismissal, the President Elect or the President as the case may be shall continue performing the duties of his/her office until the General Assembly has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

35.11. In case of termination of the mandate of the President Elect, President or Past President, for whatever reason, the President Elect, President or Past President, as the case may be shall have no claims for compensation from the Association or from its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 36. Powers of the President Elect, President, and Past President

36.1. The President shall have the powers specifically granted to him/her by these By-Laws. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Executive Board, after preparation by the General Secretary and the Secretary;
- (b) Presiding the meetings of the General Assembly and the Executive Board;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Executive Board;
- (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (e) In the event of a tie vote, having the casting vote within the Executive Board.

36.2. The President Elect shall have the powers specifically reserved for him/her by these By-Laws. As a general rule, the President Elect shall have the following powers:

- (a) Closely collaborating with the President on the work of the Association; and
- (b) Ensuring the continuity of the presidency.

36.3. The Past President shall have the powers specifically granted to him/her by these By-Laws and by the Executive Board. As a general rule, the Past President shall have the following powers:

- (a) Replacing the President in his/her absence;
- (b) Closely collaborating with the President on the work of the Association; and
- (c) Ensuring the continuity of the presidency.

TITLE IX. ACADEMIC DIRECTOR

Article 37. Election and function of the Academic Director

37.1. The General Assembly shall elect an Academic Director. His/her mandate shall be non-remunerated. His/her term of office is a two (2) years term, non-renewable.

37.2. The Academic Director shall be a member of a Full Member at the time of his/her election. He/she must (i) have a strong academic background, and (ii) have been a member of the Academic Board, the Executive Board or any Working Group of the Association, for at least two (2) years in the last ten (10) years.

37.3. Each new Academic Director who is elected by the General Assembly to replace an Academic Director, whose mandate has terminated before the expiry of his/her term, shall only be elected for the remainder of the term of the Academic Director being replaced.

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

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

37.6. The Academic Director is also free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Executive Board. In case of the end of the mandate of the Academic Director for whatever reason, except the cases of automatic termination of the academic directorship, or dismissal, the Academic Director as the case may be shall continue performing the duties of his/her office until the General Assembly has provided in his/her replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

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

Article 38. Powers of the Academic Director

38.1. The Academic Director shall have the powers specifically granted to him/her by these By-Laws and by the Executive Board. As a general rule, the Academic Director shall report to the Executive Board for the work of the Academic Board. In particular, the Academic Director shall have the following powers:

- (a) Adopting the agenda of the meetings of the Academic Board, in cooperation with the General Secretary and Secretary;
- (b) Chairing the meetings of the Academic Board;
- (c) Approving and signing the minutes of the meetings of the Academic Board; and
- (d) Proposing potential members of the Academic Board for approval by the Executive Board.

TITLE X.ACADEMIC BOARD

Article 39. Academic Board

39.1. The Executive Board may delegate tasks to the Academic Board. The Executive Board shall determine amongst others the composition, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Academic Board.

39.2. The Academic Board shall be composed of natural persons who are (i) members of Full Members or (members of) Affiliate Members, (ii) experts in their respective fields covered by the Academic Board, and (iii) able to substantially contribute to support the Executive Board. Their mandate shall be non-remunerated. Their term of office is a two (2) years term, renewable on a consecutive basis once. The Academic Board shall be chaired by the Academic Director and, as the case may be, one or more vice-chairmen may be appointed.

39.3. The Academic Board shall not represent the Association vis-à-vis third parties.

39.4. The Academic Board shall always act under the responsibility of the Executive Board and shall report periodically to Executive Board on its activities, and/or at the request of the Executive Board.

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

39.6. Upon decision of the Academic Board, the president (i.e. the local chair) of the annual congress may be invited to one or more meeting(s) of the Academic Board as an observer for the period of the preparation of the upcoming annual congress plus three (3) months after said congress.

39.7. Upon decision of the Academic Board, the editor-in-chief of the official journal of the Association, i.e. *European Geriatric Medicine*, may be invited to one or more meeting(s) of the Academic Board as an observer.

Article 40. Powers of the Academic Board

40.1. The Academic Board shall have the powers specifically granted by these By-Laws. In particular, the Academic Board shall have the following powers:

- (a) Drafting the academic strategy of the Association for submission to the Executive Board;
- (b) Implementing the academic strategy of the Association as approved by the General Assembly;
- (c) Deciding to establish and dissolve, and delegate tasks to one or more Special Group of Interests and the overseeing of this/these;
- (d) Providing postgraduate and undergraduate medical education;
- (e) Organising of the scientific congresses and symposia;
- (f) Overseeing the official journal of the Association, i.e. *European Geriatric Medicine*;
- (g) Defining the scientific content of every congress or official meetings of the Association;
- (h) Any other powers delegated by the Executive Board.

TITLE XI. SPECIAL INTEREST GROUP(S)

Article 41. Special Interest Group(s)

41.1. The Executive Board and/or the Academic Board may establish, dissolve and delegate tasks to one or more Special Interest Group(s). The Special Interest Group(s) shall have a supporting role to the Executive Board and/or the Academic Board on specific issues. The Executive Board and/or the Academic Board shall determine amongst others the composition,

powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Special Interest Group(s).

41.2. The Special Interest Group(s) shall not represent the Association vis-à-vis third parties.

41.3. The Special Interest Group(s) shall always act under the responsibility of the Executive Board and/or the Academic Board and shall report periodically to the Executive Board and/or the Academic Board on its/their activities, and/or at the request of the Executive Board and/or the Academic Board.

41.4. The Special Interest Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Special Interest Group(s).

TITLE XII. WORKING GROUP(S)

Article 42. Working Group(s)

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

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

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

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

TITLE XIII. SECRETARY

Article 43. Appointment and function of the Secretary

43.1. The Executive Board may appoint a natural person or legal entity as Secretary. His/her/its office may be remunerated. When a legal entity is appointed as Secretary, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of

the mission of Secretary in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Secretary. The Secretary's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Executive Board.

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

43.3. Unless otherwise agreed, the Executive Board may dismiss the Secretary at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

43.4. The Secretary is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Executive Board, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Secretary for whatever reason, except the cases of automatic termination of the mandate of the Secretary or dismissal, the Secretary shall continue performing the duties of his/her/its office until the Executive Board has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

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

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

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

Article 44. Powers of the Secretary

44.1. The Secretary shall have the powers specifically granted to him/her/it by these By-Laws. In particular, the Secretary shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The update of the register of Members;
- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Executive Board;
- (e) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (f) Submitting the applications for admission to membership to the Executive Board;
- (g) Executing the decisions of the Executive Board;
- (h) Sending the convening notices of the General Assembly and the Executive Board;
- (i) The setting up of the practical procedures to provide the possibility to the members of the Executive Board to participate to the Executive Board via electronic means of communication;
- (j) The setting up of the practical procedures to provide the possibility to the members of the Executive Board to vote via electronic means at the Executive Board;
- (k) After consultation with the Executive Board, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Executive Board for finalisation and approval;
- (l) The supervision of the financial affairs of the Association; and
- (m) Ensuring the public relations of the Association, particularly regarding communication with third parties.

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

44.3. If no Secretary is appointed, the powers listed in the present Article and specifically granted to him/her/it by these By-Laws shall be exercised by the Executive Board.

TITLE XIV. LIABILITY

Article 45. Liability

45.1. The members of the Executive Board, the President, the President Elect, the Past President, the Academic Director and the Secretary are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

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

TITLE XV. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 46. External representation of the Association

46.1. The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President and one (1) member of the Executive Board, acting jointly, or by two (2) members of the Executive Board, acting jointly.

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

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

46.4. In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by President and one (1) member of the Executive Board, acting jointly, or by two (2) members of the Executive Board, acting jointly, or, within the framework of daily management, by the Secretary, acting alone.

TITLE XVI. INTERNAL RULES AND PROCEDURES

Article 47. Internal rules and procedures

47.1. To detail and complete the provisions of these By-Laws, the Executive Board may adopt, amend and/or revoke internal rules.

47.2. On the date of the last amendments to these By-Laws, the last version of the internal rules has been adopted on September 20, 2017.

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

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

Article 48. Financial year

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

Article 49. Annual Accounts. Budget

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

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

49.3. The draft annual accounts and the draft budget shall be circulated amongst all Members at least thirty (30) calendar days before the Ordinary General Assembly.

Article 50. Auditing of the annual accounts

50.1. If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.

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

50.3. The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XVIII. AMENDMENTS TO THESE BY-LAWS

Article 51. Amendments to these By-Laws

51.1. The proposal to amend these By-Laws shall emanate from the Executive Board or from at least one quarter (1/4) of the Full Members.

51.2. The General Assembly can validly decide on amendments to these By-Laws only if (i) at least half (1/2) of the Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

51.3. If at least half (1/2) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these By-Laws, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraph 51.2 of the present Article and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons present.

51.4. The main terms of any proposal to amend these By-Laws shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Executive Board.

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

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

TITLE XIX. DISSOLUTION. LIQUIDATION

Article 52. Dissolution. Liquidation

52.1. The proposal to dissolve the Association shall emanate from the Executive Board or from at least one quarter (1/4) of the Full Members.

52.2. The General Assembly can validly decide on the dissolution of the Association only if (i) at least half (1/2) of the Full Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

52.3. If at least half (1/2) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these By-Laws, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraph 52.2 of the present Article and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.

52.4. Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Executive Board.

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

52.6. The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose.

TITLE XX. VARIA

Article 53. Notifications

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

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

Article 54. Computation of time

54.1. For the use of the computation of time limits set out in these By-Laws, the terms below shall be defined as follows:

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

Article 55. Abstentions

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

Article 56. Varia

56.1. Anything that is not provided for in these By-Laws or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these By-Laws and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these By-Laws shall prevail.

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

56.3. For the performance of their duties, members of the Executive Board may elect domicile at the registered office of the Association.

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