

**ARTICLES OF ASSOCIATION OF THE PHARMACEUTICAL GROUP OF THE EUROPEAN UNION,
INTERNATIONAL NON- PROFIT ASSOCIATION UNDER BELGIAN LAW**

Chapter I: Provisions incorporating the Association

Article 1: Name

An International non-profit Association is formed by virtue of the provisions laid out in the Companies and Associations Code bearing the name “Pharmaceutical Group of the European Union” abbreviated as PGEU, hereafter referred to as “the Association”. The Association may also be referred to by using the following translations in the various Member States of the European Union:

ZUSAMMENSCHLUSS DER APOTHEKERINNEN UND APOTHEKER DER EUROPÄISCHEN UNION
GROEPERING VAN APOTHEKERS VAN DE EUROPESE UNIE
SAMMENSLUTNING AF APOTEKERE I DEN EUROPÆISKE UNION
GRUPO FARMACÊUTICO DA UNIÃO EUROPEIA
EUROOPAN UNIONIN APTEEKKIÄRJESTÖ
ENOSI EVROPEON FARMAKOPOION
GROUPEMENT PHARMACEUTIQUE DE L’UNION EUROPEENNE
ASSOCIAZIONE FARMACEUTICA DELL’UNIONE EUROPEA
AGRUPACIÓN FARMACÉUTICA DE LA UNIÓN EUROPEA
EUROPEISKA UNIONENS FARMACEUTISKA GROUPP
SVAZ LÉKÁRNÍKU EVROPSKÉ UNIE
EUROOPA LIIDU FARMAATSIAGRUPP
AZ EURÓPAI UNIÓ GYÓGYSZERÉSZETI CSOPORTZA
EIROPAS SAVIENĪBAS FARMACEITISKĀ GRUPA
EUROPOS SAJUNGOS FARMACIJOS GRUPĖ
ZVĀZ LEKÁRNIKOV EURÓPSKEJ ÚNIE
GRUPA FARMACEUTYCZNA UNII EUROPEJSKIEJ
ZVEZA LEKARNARJEV EVROPSKE UNIJE
GRUPP FARMACEWTIKU TAL-UNJONI EWROPEA
ФАРМАЦЕВТИЧНА ГРУПА НА ЕВРОПЕЙСКИЯ СЪЮЗ
EUROOPA LIIDU FARMAATSIA LIIT

Those names will be followed by the phrase, in the Community language in question, corresponding to the French “Association Internationale Sans But Lucratif de Droit Belge” (International Non-profit Association under Belgian law (AISBL)).

In all instruments and documents issued by the Association and addressed to third parties, in particular letters, invoices, advertisements and various publications, the Association will always be referred to by the name PHARMACEUTICAL GROUP OF THE EUROPEAN UNION, INTERNATIONAL NON- PROFIT ASSOCIATION UNDER BELGIAN LAW, as well as by the

aforementioned translations in the various community languages. The said instruments and documents issued by the Association shall also bear the address of its registered office.

Article 2: Registered office

The registered office of the Association is located at the Brussels Region, at Rue du Luxembourg 19 B-1000, Brussels. It may be transferred to any other location in Belgium within the boundaries of the Brussels Region by a decision taken by the General Assembly, published in the appendices to the Belgian Official Journal (« Moniteur belge »).

Article 3: Duration

The Association is formed for an indefinite duration. It can be dissolved at any time, in accordance with the law and the present Articles of Association.

Article 4: Purpose

The purpose of the Association is to serve and promote the common interests of the community pharmacists at European level. Services of a scientific and teaching nature are also rendered in favour of the PGEU Members.

The Association identifies the principal functions of community pharmacists and promotes their role in the interests of Public Health.

In particular, the main purpose of the Association is to collect, and study regulatory texts and projects adopted by the European Union and its Member States, to collect and study statistical, legal, social and economic data from the various countries, to carry out comparative studies and to make proposals.

The Association represents an effective means of communication between community pharmacists, the scientific community and the regulatory authorities at national, international and European Union level.

The Association acts solely at European and international levels. Any action by the Association at the level of a Member State of the European Union may only be taken at the unanimous request of all Members of the Association from the Member State concerned.

The Association examines all technical and operational aspects relating to the activities of its Members, formulates proposals for measures to improve these aspects and undertakes to promote said proposals in dealings with the regulatory authorities and the international bodies or national bodies, at the request of all Members of the Association from one Member State, with which it communicates.

The Association cooperates with other national, international and European organisations with similar interests.

The Association represents and promotes the common interests of its Members and represents the profession in dealings with European and international authorities.

To this end, the precise tasks of the Association are inter alia as follows:

- a. to keep the Members of the Association informed as to the regulations and draft or current legislation concerning the activities of pharmacists at national, international and European Union level and, in particular, to examine the effects of the regulations and legislation in question;
- b. to formulate and represent the opinions of Members of the Association in a coordinated manner;
- c. to inform Members of the recommendations made by the Association, applicable to the position which Members should adopt in their common interest;
- d. to compile and maintain a database of professional information;
- e. by organising regular conferences and seminars, by circulating leaflets and letters or by any other means, to provide and exchange scientific information, knowledge and services relating to the profession of pharmacist.

Chapter II: Admission, Resignation, and Expulsion

The Association has two categories of Members: Ordinary Members and Observer Members.

Article 5: Conditions for admission as an Ordinary Member of the Association

§1.

Persons, duly constituted and organised in accordance with the law and customs of their country of origin, who form national professional organisations in Member States of the European Union which promote the interests of community pharmacists established in their respective States may be admitted as Ordinary Members by decision of the General Assembly.

If, for legal reasons, no professional organisation of established community pharmacists exists in a Member State of the European Union, the competent professional organisation of pharmacists, the majority of members of which are community pharmacists or a State enterprise authorised to represent the interests of community pharmacists in accordance with the provisions provided in their Articles of Association may exceptionally be admitted as an Ordinary Member of the Association, provided the organisation pursues the same objectives as the Association.

§2.

If an organisation is admitted as an Ordinary Member by virtue of the procedure described in paragraph 2 of § 1 and another professional organisation is subsequently created in accordance with paragraph 1 of § 1, the General Assembly will consider the application of the latter organisation for admission without applying § 4.

§3.

Organisations within the definition in §1 of this Article may apply for membership. Applications will be considered by the General Assembly. The General Assembly will decide on such application by a majority of two-thirds of the votes cast by the Delegations of Ordinary Members present or represented at the General Assembly, provided the applicant has undertaken in advance to be bound by the provisions of the then current Articles of Association as well as of the Internal Rules if admitted to membership.

§4.

Admission of an additional national organisation requires the prior approval of the Delegation of the country of origin of such an organisation, as defined in Article 9 §2.

§5.

Admission of an Ordinary Member, who has been expelled following Article 8, shall only be considered after a period of three years following the decision regarding the expulsion taken by the General Assembly.

§6.

In the case that the country, in which an Ordinary Member is established, ceases to be a Member State of the European Union, that Ordinary Member becomes automatically an Observer Member.

Article 6: Conditions for admission as an Observer Member of the Association

§1.

Persons, duly constituted and organised in accordance with the laws and customs of their country, who form national professional organisations of European countries which are not Member States of the European Union, which represent and promote the interests of community pharmacists in their respective countries may be admitted as Observer Members of the Association, by decision of the General Assembly.

If, for legal reasons, no professional organisation of established community pharmacists exists in a European country, which is not a Member State of the European Union, the competent professional organisation of pharmacists, the majority of members of which are community pharmacists or a State enterprise authorized to represent the interests of community pharmacists in accordance with the provisions provided in their Articles of Association, may exceptionally be

admitted as an Observer Member of the Association, provided the organisation pursues the same objectives as the Association.

§2.

If an organisation is admitted as an Observer Member of the Association by virtue of the procedure described in paragraph 2 of §1 of this Article and another professional organisation is subsequently created in accordance with paragraph 1 of §1 of this Article, the General Assembly will consider the application for admission of the latter organisation without applying §4.

§3.

Organisations within the definition in §1 of this Article may apply for membership. Applications will be considered by the General Assembly. The General Assembly will decide on such application by a majority of two-thirds of the votes cast by the Delegations of Ordinary Members present or represented at the General Assembly, provided the applicant has undertaken in advance to be bound by the provisions of the then current Articles of Association as well as of the Internal Rules if admitted to membership.

§4.

Admission of an additional national organisation requires the prior approval of the Delegation of the country of origin of such an organisation, as defined in Article 9 §2.

§5.

Any organisation admitted by virtue of the provisions of §1, §2, §3 and §4 of this Article is not guaranteed Ordinary membership of the Association in the event of the European State concerned becoming a Member State of the European Union. Any application for Ordinary Membership by an Observer Member, will be considered by the General Assembly in accordance with Article 5 of these Articles of Association.

§6.

The Observer Members shall have the following rights:

- To receive all papers circulated to Ordinary Members of the Group;
- To take part in all discussions at a General Assembly;
- To appoint one member of any working group established in accordance with the Internal Rules;
- To vote on the annual contribution to be paid by Observer Members.

§7.

Admission of an Observer Member, who has been expelled following Article 8, shall only be considered after a period of three years following the decision regarding the expulsion taken by the General Assembly

Article 7: Resignation

Any Ordinary or Observer Member of the Association may resign from the Association, effective on December 31 of the current year, by giving at least five months' notice by registered letter sent to the Secretary General, who shall ensure that the various members of the Executive Committee are duly notified.

A resigning Member shall be entitled neither to a refund of its subscription fee nor a share in social assets, nor to any other distribution of social assets, nor to receive any other financial distribution effected by the Association.

The resigning member must pay its subscription fees and any other amounts still owing until the end of the calendar year in which notice is given, including the five months-period mentioned in the first paragraph. If the resigning member does not comply with the notice period (i.e. five months before the 31 December at the latest), the obligation to pay its contribution to the Association will continue applying in the following year.

Article 8: Expulsion

Non-payment of subscription fees in the year in which they are due or failure by an Ordinary or an Observer Member to comply with the provisions of the present Articles of Association, in particular, as a matter of law or fact, with Articles 5 and 6 of these Articles of Association, may result in expulsion.

Decisions regarding expulsion may only be taken by the General Assembly deliberating in accordance with rules set out in the last three paragraphs of Article 19. The Member whose expulsion is being proposed will be heard by the General Assembly which is to decide upon its expulsion. That Member may not vote on the question of its expulsion.

As in the case of resignation, there shall be no refund of the subscription fee, no share in the social assets nor any other distribution of social assets, nor any other financial distribution.

Subscription fees shall remain due on a pro rata basis until the date the expulsion takes effect.

The expelled Member must pay its subscription fees and any other amounts still owing until the actual date of its expulsion.

Article 8 a: Penalties

Should any representatives of the organizations signing the Confidentiality Declaration, deliberately or negligently, be in breach of any of the obligations under these Articles of Association, the Internal Rules or the Confidentiality Declaration, the organization he/she represents shall pay a penalty proportionate to the breach and the contribution fee of the concerned member to the Association for each breach which will in any case would not exceed an amount of [thirty thousand] Euros. The said penalty leaves unaffected any action for actual damages caused to the Association or its members as a result of such a breach.

The decision on the imposition of a fine stemming from the finding of a breach of the above mentioned provisions will be taken by the Executive Committee after having heard to the organization concerned.

Chapter III: Organisation of the Association

The organs of the Association are:

1. the General Assembly, and
2. the administration's body, called the Executive Committee.

Article 9: The General Assembly

§1. Its Powers

As the supreme organ of the Association, the General Assembly shall decide on all important matters. It has the authority to perform all legal acts which are useful or necessary to achieve the purpose of the Association, insofar as these acts do not come within the competence of the Executive Committee as specified in article 10 § 3 of these Articles of Association.

The following powers are reserved to the General Assembly:

- the election of the President and Vice-President
- modifications to the Articles of Association;
- the appointment of , revocation and remuneration of the auditor ;
- the determination, in accordance with Article 12 and Article 13, of the amount of the contributions payable;
- the relocation of the registered office;
- the discharge to be given to the Executive Committee;
- the admission and expulsion of Members;
- the dissolution of the Association;
- the budget and approval of the accounts;
- the adoption of and amendment to the Internal Rules.

§2. Composition of the General Assembly

The General Assembly is composed of Ordinary Members and Observer Members. The Members attend the General Assembly through delegates, which are the representatives of the Members. Such representatives are appointed at the discretion of Association's Members, subject to the conditions established in this provision. The representative to participate in Association's General Assemblies shall be either employed by the national organisation or an elected member of the national organisation that appoints it. Moreover, members shall guarantee that the representative they appoint has no conflict of interest with Association's mission and objectives. The delegates of the Members of a country form a Delegation.

Each Delegation is led by a Head of Delegation.

The Heads of Delegations shall be community pharmacists.

If necessary, the Members have the right to appoint experts to accompany a Delegation at a General Assembly provided they notify the Secretary General at least [one week] before the General Assembly together with an explanation on why they consider his/her presence necessary.

In addition, Members appointing such an expert should ensure that the latter has no conflict of interest with Association's mission and objectives.

Following a decision by the Executive Committee, organisations or persons specially invited may take part in the discussions of the General Assembly.

§3. Chairmanship of the General Assembly

The General Assembly is chaired by the President. Should the President be unable to attend, the Vice-President shall replace him, or in his absence, the General Assembly shall elect a Chairman for that meeting.

§4. Meetings of the General Assembly

A General Assembly shall be called at least two times a year by the President and shall meet at the registered office or at the location indicated in the notice to the General Assembly.

One of these two General Assemblies shall be organised by the Delegation which appoints the President.

An extraordinary General Assembly shall be convened by the President if requested by one third of the Delegations of Ordinary Members.

§5. Notice to be given of General Assemblies

Notices stating the date, time and venue and accompanied by the Agenda for the General Assembly shall be sent by e-mail to all Members of the Association, four weeks before the date of an ordinary General Assembly and at least two weeks before the date of an extraordinary General Assembly. Shorter notices may be given in circumstances which the Executive Committee considers to be an emergency.

§6. Voting rights

Each Delegation of Ordinary Members shall have one vote.

A Delegation of Observer Members has no right to vote unless the Internal Rules provide for an exception to this rule.

One Delegation can represent no more than one other Delegation at any General Assembly on the basis of a written proxy, which sets out the specific issues for which a mandate is given, delivered to the Secretary General at or before that General Assembly.

If the notice for a General Assembly so permits and full documentation for the relevant decision topics has been circulated with the agenda, votes may be cast by electronic means (e-mail or Association's extranet) and addressed to the Secretary General and received before the meeting.

Members of the Executive Committee shall participate in the discussions of the General Assembly but shall not have the right to vote in their capacity as members of the Executive Committee.

The Secretary General shall participate in the deliberations of the General Assembly but does not have the right to vote.

§7. Quorum and Majority

Unless these Articles of Association require a larger quorum, the General Assembly is validly constituted when at least half of the total number of Delegations of Ordinary Members are present.

Members who use remote voting before the general assembly are considered present and are therefore taken into account in the calculation of the quorum.

A Delegation of the Ordinary Members of a Member State of the European Union is deemed present at the General Assembly if the delegate(s) of at least one Ordinary Member is (are) present.

If a General Assembly is not quorate, the Executive Committee will give notice of a special General Assembly, with the same Agenda to be held within three weeks of the date of the General Assembly which was not quorate. A quorum is not required at this meeting unless the Executive Committee decides otherwise.

All decisions are taken by a simple majority of votes, except where these Articles of Association require qualified majorities, or unanimity. Abstentions are not counted as votes.

The Delegations of Ordinary Members, present or represented at a meeting of the General Assembly must reach a unanimous decision in order to decide to:

- modify the purpose of the Association;
- modify the number of votes allocated to each of them;
- modify the decision-making conditions;

Any other modification to these Articles of Association may be adopted by a two-thirds majority of the votes cast by the Delegations of Ordinary Members present or represented at the meeting. Resolutions relating to the fundamental conditions governing the exercise of the profession of pharmacist in a Member State of the European Union, must be adopted by unanimous vote of the Delegations of Ordinary Members present or represented at a General Assembly. If unanimity is not achieved, the final decision shall be referred to a subsequent General Assembly during which the decision may be taken with a majority of two-thirds of the votes cast by the Delegations of Ordinary Members present or represented at the General Assembly. However, in this case, the resolutions adopted shall not be binding upon the Ordinary Members the Delegations of which were present or represented at the General Assembly but did not approve them.

§8. Minutes

The resolutions passed by the General Assemblies are the subject of minutes. . The minutes of meetings of the General Assembly will contain details of Delegations' votes cast by proxy or by electronic means (email or Association's extranet). All Members will receive copies of these minutes within 4 weeks after each meeting.

The electronic register of minutes will be held at the registered office of the Association, where it may be consulted and copied by all Members of the Association.

Article 10: the Executive Committee (bestuursorgaan/organe d'administration)

The Executive Committee is the administrative body of the Association.

§1. Composition of the Executive Committee

- 1.1 The Executive Committee shall comprise nine members, the President and Vice- President elected under the provisions of Article 10.2 and seven other members appointed in accordance with the procedure set out below. The Executive Committee shall also include a Treasurer who will be nominated by and from the members of Executive Committee. The Treasurer is elected for a period of one year [which is renewable], taking into account the Delegation he/she represents will sit in the Executive Committee the following year.

The members of the Executive Committee may be dismissed at any time by decision of the General Assembly in accordance with article 2.3 of the Internal Rules. The members of the Executive Committee may also resign at any time by serving a prior written notice in accordance with article 2.3 of the Internal Rules.

- 1.2 a. The members of the Executive Committee shall be community pharmacists. This shall be without prejudice to the right of additional persons, who may not be community pharmacists, to attend meetings of the Executive Committee in an advisory capacity, provided such persons are authorised to do so by the relevant Delegation.

b. The members of the Executive Committee shall be appointed based on nominations made by the various Delegations of Ordinary Members and according to the sequence indicated in the table, set out in Annex II of the Internal Rules (Executive Committee Composition table).

- 1.3 When an organisation of a Member State which has not before that time been represented within the Association, or has been represented as an Observer Member, is admitted as a new Ordinary Member, that Member State shall be inserted in the table set out in Annex II of the Internal Rules at the first vacant space in one of the three country baskets depending on the population size of the new Member.

When organisations from two or more Member states are admitted as Ordinary Members at the same General Assembly, the Delegations of these new Ordinary Members shall propose to the General Assembly the order in which they wish the Member States concerned to be inserted in the next vacant places in the Executive Committee composition table set out in Annex II of the Internal Rules .

If after one year of the General Assembly at which they were admitted as Ordinary Members, the Delegations of new Ordinary Members have not proposed to the General Assembly of the order in which they wish their Member States to be inserted in the Executive Committee composition table set out in Annex II of the Internal Rules, the Member States shall be inserted in the date order in which the first application of an organisation from each Member State for admission as an Ordinary Member was received by the Secretary General. If the requests of two or more organisations from different Member States were received by the Secretary General on the same day, the Member States concerned shall be inserted in Annex II of the Internal rules in alphabetical order of the official names of the Member States in their own languages.

The positions allocated for a member in Annex II of the Internal Rules, that are not taken

by Delegations of Ordinary Members shall be taken by the Delegations of the Member States that next appear on the list.

- 1.4 The term of office of each member of the Executive Committee shall be a maximum of three years, ending on 31 December in the relevant year. The term of office of new members of the Executive Committee shall commence on 1 January.
- 1.5 At 31 December in each year, the three members of the Executive Committee who have served for the longest period shall retire from membership of the Committee and be replaced by three new members in the order set out in the table in Annex II of the Internal Rules.

§2. The President and the Vice-President

- 2.1 Subject to Article 2.4, the President and the Vice-President are elected by the General Assembly at the penultimate General Assembly in each calendar year, the eligible candidates being the six members of the Executive Committee by country who have served longest on that Committee.
- 2.2 The Delegations of Ordinary Members elect the President and Vice-President by secret ballot in a single election procedure.
- 2.3 If, in the first ballot, one candidate receives a majority of the votes cast, that candidate shall be elected President. The candidate who receives the next highest number of votes shall be elected Vice-President. If there are only two candidates applying for the position of President and in the first ballot they receive the same number of votes, the candidate who has served the longest will be elected President and the one who has served for the shortest period on the Executive Committee will be elected Vice-President. If there are more than two candidates for the Presidency and in the first ballot, one candidate receives a majority of the votes cast and two or more other candidates receive the next highest number of votes, the candidate(s) in this group who have served for the shortest period on the Executive Committee shall be eliminated and if only one candidate remains, that candidate shall be elected Vice-President. If two candidates receiving the same number of votes remain and they have served for the same period on the Executive Committee, a further ballot for these candidates will be held and the candidate receiving the higher number of votes cast will be elected Vice-President. In the event that the two candidates again receive the same number of votes cast, the meeting will be adjourned for fifteen minutes after which a further ballot involving these two candidates will be held and the candidate receiving the higher number of votes cast shall be elected Vice-President. In the event that the two candidates again receive the same number of votes cast, this procedure shall be repeated until a candidate receives the majority of the votes cast.
- 2.4 In the event that no candidate receives a majority of the votes cast in the first ballot, the candidate with the lowest number of votes cast shall be eliminated and a further ballot held of the remaining candidates. If two or more candidates each have the lowest number of votes cast, the candidate(s) in this group who have served for the shortest period on the Executive Committee shall be eliminated. A further ballot shall then be held, and this

procedure repeated until one candidate receives a majority of the votes cast. That candidate shall then be elected President and the candidate with the next highest number of votes shall be elected Vice-President. In the event that, in such a further ballot, one candidate receives a majority of the votes cast and two other candidates receive the same number of votes, the candidate with the majority of votes cast shall be elected president and, of the two others who have received the same number of votes, the candidate who has served for the longest period on the Executive Committee shall be elected Vice-President. If both have served for the same time on the Executive Committee, a further ballot will be held for these two candidates and the candidate receiving the higher number of votes cast shall be elected Vice-President. In the event that the two candidates again receive the same number of votes cast, the meeting will be adjourned for fifteen minutes after which a further ballot involving these two candidates will be held and the candidate receiving the higher number of votes cast shall be elected Vice-President. In the event that the two candidates again receive the same number of votes casts, this procedure shall be repeated until a candidate receives the majority of the votes cast.

- 2.5 In the event that only one eligible Executive Committee member wishes to stand for election as President, the Vice President shall be nominated by the Executive Committee from among the members of the Executive Committee. In the event that no eligible candidate wishes to stand for election as President, the next longest serving member or members of the Executive Committee shall be eligible to stand for election as President.
- 2.6 The mandate of the President and Vice-President shall be one calendar year from 1 January and may be repeated once only, subject to compliance with Article 10.1.

§3. Tasks

The main tasks of the Executive Committee are, with the assistance of the Secretary General, to manage the business and affairs of the Association based on the budget agreed by the General Assembly in accordance with Article 12, to implement the resolutions of the General Assembly and to prepare its meetings. The Executive Committee will also be responsible for approving certain documents in line with the Internal Rules.

The Treasurer will supervise the preparation of the budget for the next year as well as the annual accounts. After assessing a draft of both financial documents as prepared by the secretariat, the Treasurer will produce a [financial] report providing a recommendation to the members of the Executive Committee with regard to their approval.

§4. Procedure for meetings

The President shall chair the Executive Committee meetings. Should the President be unable to attend, the Vice-President shall replace him or, in his absence, the Executive Committee shall elect a Chair for that meeting.

Each member of the Executive Committee shall have one vote. However, a member of the Executive Committee may be represented by another member of the Executive Committee at a meeting of the Committee provided the former notifies the Secretary General in writing before the meeting, setting out the identity of the member to represent him, the date of the meeting

and the specific issues for which a mandate has been given. No member may represent more than one other member.

If the notice for a meeting of the Executive Committee so permits, and full documentation for the relevant decision topics has been circulated with the agenda votes may be cast via email, addressed to the Secretary General and received before the meeting. The Secretary General or in case she/he is unable to attend, her/his representative, attends all meetings of the Executive Committee, but does not have the right to vote.

§5. Notices, Quorum and Majority

Meetings of the Executive Committee are held in accordance with the timetable it establishes. In any event, the Executive Committee shall meet before an ordinary General Assembly and at the request of one or more of its members. In the latter case, the President or the Secretary General convenes the meeting.

Meetings are convened by the dispatch of notices by e-mail at least fourteen days in advance. Meetings may be held without notice if all the members of the Executive Committee are present and agree to deliberate on the agenda.

The Executive Committee can only deliberate officially if at least five of its members are present. However, if a quorum has not been achieved, a second meeting may be convened within the following two weeks. This meeting may validly deliberate if at least four members of the Executive Committee are present.

The resolutions of the Executive Committee are adopted by a majority of the votes cast by the members present or represented. If votes are tied, the President may cast the deciding vote.

§6. Minutes

The resolutions passed by the Executive Committee are recorded in minutes. The minutes of meetings of the Executive Committee will contain details of votes of Members of the Executive Committee cast by proxy or by e-mail. Copies of the minutes are sent to all members of the Executive Committee within 4 weeks after each meeting.

The electronic register of minutes will be held at the registered office of the Association, where it may be consulted and copied by all Members of the Association.

§7. Representation of the Association

Any commitment on behalf of the Association outside the scope of the day to day management requires the joint approval by written signature of the President and the Vice-President.

The Association is validly represented in legal proceedings by its President, in the capacity of either plaintiff or defendant.

Chapter IV: The Secretary General

Article 11

The Secretary General is responsible for the activities of the secretariat of the Association and assists the General Assembly and the Executive Committee in the implementation of their work.

The Secretary General shall be appointed by the Executive Committee and may be removed by it in accordance with article 3.2 of the Internal Rules.

The Secretary General shall be employed under a permanent contract regulated by the Belgian Law.

The Secretary General or, in case he or she is unable to attend, his/her representative attends all meetings of the Executive Committee and all meetings of the General Assembly but is not entitled to vote.

The Secretary General shall be in charge of the day-to-day management of the Association's business.

The day-to-day management includes acts and decisions that do not exceed the needs of the daily work of the Association as well as acts and decisions which, either because of the minor interest they represent, either because of their urgency, do not justify the intervention of the Executive Committee. If the Secretary General acts without prior decision of the Executive Committee because of the urgency, he/she shall inform the President immediately.

He/She manages the financial affairs, based on the budget agreed in accordance with Article 12. In particular, he/she is responsible for the safe and orderly keeping of documents, the updating of statistical data intended for the Members, and any publication of the Association. He/She is also responsible for the organisation of meetings and the implementation of all the decisions taken. He/She is responsible for circulating the documentation relating to meetings. He/She shall compile minutes of the sessions.

The office of the Secretary General is further governed by the Internal Rules.

Chapter V: Financial Provisions

Article 12: Duties of Ordinary Members

§1.

The General Assembly decides on the annual contribution that will be due by the Ordinary Members established in the same country. Such a contribution is collectively due from those Ordinary Members of each country. However, those Ordinary Members may decide how the amount of the contribution will be allocated among themselves.

§2.

The amount of the contribution is determined by the General Assembly upon the recommendation of the Executive Committee, in accordance with the provisions set out in the Internal Rules.

§3.

The Executive Committee submits a proposal for the budgetary plan for the following year to the General Assembly. The proposed budgetary plan shall be discussed during the last meeting of the General Assembly held before the end of the year and the budgetary plan, subject to any amendments, shall be approved and adopted by the General Assembly at the end of this meeting.

§4.

Ordinary Members shall pay their contributions for the current year to the Secretary General before 31 March of that year. Contributions from Ordinary Members, which are paid late are subject to a 1% increase per month or part of a month by which the deadline is exceeded.

Article 13. Duties of Observer Members

§1.

The General Assembly decides on the annual contribution that will be due by the Observer Members established in the same country. Such a contribution is collectively due from those Observer Members of each country. However, those Observer Members may decide how the amount of the contribution will be allocated among themselves.

§2.

The amount of the contribution is determined by the General Assembly upon the recommendation of the Executive Committee in accordance with the provisions set out in the Internal Rules and corresponds to a distribution key which is fixed during the annual session of the General Assembly devoted to the budget.

§3.

Like Ordinary Members, they shall pay their contributions to the costs for the current year to the Secretary General before 31 March of that year. Contributions paid late are subject to a 1% increase per month or part of a month by which the deadline is exceeded.

Article 14: Expenses distribution key

Expenses are distributed as follows:

§1.

The expenses incurred by the activities of the Association and secretarial expenses are covered by the annual contributions of the Members and in accordance with the decision taken by the General Assembly.

§2.

The remuneration of the Secretary General and the day-to-day expenses of the secretariat of the Association are payable by the Association.

§3.

The expenses relating to the activities of the members of the Executive Committee are borne by their national organisations.

§4.

The reasonable travel and accommodation expenses of the President incurred in attending meetings on behalf of the Association, other than Association internal meetings, shall be payable by the Association. The Executive Committee may at its discretion determine an annual limit to such payments.

Article 15: Annual accounts and auditing

The financial year commences on January, 1 and ends on December 31 of each year. The Association's accounts are drawn up by the Executive Committee, under the supervision of the Treasurer, and submitted for approval to the General Assembly by the end of June of the following year at the latest. The accounts as drawn by the Executive Committee shall be audited by a person who is elected by and from the Ordinary Members of the Association for a period not exceeding four years which is renewable. The accounts are drawn up in accordance with the rules as set out in the Belgian regulations and shall be signed jointly by the President and the Treasurer.

However, should the Association no longer considered a "small association" within the meaning of Article 1:28 of the Companies and Associations Code, the General Assembly shall, in accordance with Article 3:47, §6 of the Code, appoint a statutory auditor for three years among the members of the Institute of Registered Auditors. In this case, the control of the financial position of the Association, the annual accounts and the regularity with regard to the Companies and Associations Code shall be entrusted to the statutory auditor.

Within 30 days of the approval of the accounts by the General Assembly, the Executive Committee shall submit the following documents to the National Bank of Belgium : (i) the annual accounts and (ii) the full names of the members of the Executive Committee.

Article 16. Surplus and deficit

If the accounts show a surplus of income over expenditure, the General Assembly decides to allocate these funds in accordance with the Belgian Code of companies and associations and these Articles of Association.

Any deficit that cannot be met from the reserves of the Association is borne by the Members of the Association, by a decision of the General Assembly, on a pro rata basis and up to a maximum of their annual contributions.

Article 17: Assets and liabilities of the Association

§1. Interests of Members in the assets of the Association

Any rights and claims of a Member to the funds, capital and assets of the Association will cease to exist to the benefit of the Association in the event that membership expires for whatever reason, except in case of dissolution of the Association.

If membership has expired, the Member in question cannot take advantage of any rights to the assets of the Association vis-à-vis the Association or its Members.

§2. Availability of the assets of the Association in the event of dissolution

In the event the Association is dissolved and after payment of all debts and obligations, the funds, investments and all other assets of the Association will be transferred to one or more non-profit-making associations pursuing objectives similar to those of the Association, or by default to an unconnected party to be determined by the General Assembly who will decide on the conclusion of the liquidation.

Article 18: Modification of the Articles of Association and Internal Rules

§1.

The present Articles of Association are valid for an indefinite period of time. Any Ordinary Member wishing to propose modifications to the Articles of Association is to make his intention known via his Delegation, representing the Member, together with the text of the proposed amendment, in writing, to the Secretary General at least three months before the date of the General Assembly at which the proposal may be discussed. The Secretary General will inform each Member in writing to this effect at least two months before the General Assembly in question. Subject to the provisions in article 9 § 7, all modifications must be decided upon by the General Assembly by a majority of two-thirds of the votes cast by the Delegations of Ordinary Members present or represented at a General Assembly.

Modifications to the purpose of the Association have to be approved by Royal Decree. Other modifications to this Articles of Association have to be recorded by notarial deed, save for the

exceptions provided for in the Code of companies and associations. The modifications have to be published in the appendices to the Belgian Official Journal (« Moniteur Belge »).

§2.

The Internal Rules are adopted, revised and/or modified by a majority of two-thirds of the votes cast by the Delegations of Ordinary Members at a General Assembly, upon a proposal by the Executive Committee. The Executive Committee will make a proposal if at least one Member so requests.

No internal rule which conflicts with any provision of the Articles of Association of the Association shall be adopted.

Article 19. Dissolution and liquidation

The resignation or expulsion of one of its members shall not put an end to the Association.

Any proposal aimed at the dissolution of the Association must be issued by the Executive Committee or by at least one third of the Ordinary Members of the Association.

The dissolution of the Association can only be decided upon by the General Assembly if a motion to this effect is included in the notice dispatched in advance of the meeting in accordance with Article 9 § 5 of these Articles of Association and is duly included on its agenda.

The meeting convened for this purpose will be validly constituted if at least two-thirds of the total number of Delegations of Ordinary Members are present or represented.

The Association may be dissolved by a unanimous decision of the Delegations of Ordinary Members present or represented at the General Assembly.

If unanimity is not achieved, the final decision shall be referred to a subsequent General Assembly during which the decision may be taken with a two-thirds majority of the votes cast by the Delegations of Ordinary Members present or represented at the General Assembly.

Article 20: Entry into force

The present Articles of Association enter into force

- between the Members on the day of their approval by the General Assembly convened for that purpose;
- with respect to third parties, as of the day of their deposit, or if publication is required, as of the day of their publication in the appendices to the Belgian Official Journal (« Moniteur belge ») and once the publication formalities prescribed by the Companies and Associations Code have been fulfilled.

Article 21 – Final provisions

Anything that is not laid down in the present Articles of Association and notably the publication necessary in the appendices to the Belgian Official Journal (« Moniteur belge »), shall be regulated by the provisions of the Code of companies and associations.