

EACS BY-LAWS – ENGLISH TRANSLATION

Please note: This English translation has been prepared solely for information and convenience purposes. In the event of any ambiguity or discrepancy between this translation and the original French by-laws, the French by-laws shall prevail.

Glossary

- 1) **Ordinary member** (Membre adhérent ou ordinaire):
Attendee of the European AIDS Conference who chooses to allocate an extra fee to become an ordinary member or who applies to become a member independently of the European AIDS Conference, who does research or clinical work in the field of HIV or is otherwise professionally involved in HIV care and/or policy.
- 2) **Active member** (Membre effectif ou actif):
Governing Board members at the time the by-laws were modified (10 January 2012) and all representatives elected subsequently from the five scientific regions of the organisation, namely "Europe-North", "Europe-South", "Europe-West", "Europe-East" and "Rest of World". Active members shall be required to work in research or clinical practice regarding the infection by the HIV virus or in any analogous, similar or connected areas and be approved by the Governing Board.
- 3) **General Assembly** (Assemblée générale):
Gathering of all active and ordinary members of the EACS. Active members shall have voting rights at such meetings while ordinary members may only attend in a consultative capacity. The General Assembly shall rule on all matters requiring approval by such assemblies pursuant to the by-laws or requiring same approval by law.
- 4) **Governing Board**, formerly known as the EACS Executive Committee (Conseil d'Administration):
Committee consisting of the Board members at the time of the changes to the EACS by-laws (10 January 2012) and additional members elected at General Assemblies from among regional active members of the four official European regions (North, South, East and West). The Governing Board shall consist of at least six and at most fifteen members.
- 5) **Bureau**: Officers of the Governing Board, namely the President, Vice-president, Treasurer and Secretary.

These revised by-laws were endorsed by the Extraordinary General Assembly of the members on 10 January 2012 in Brussels.

The EACS was constituted by a deed received on 10 November 1995 in Brussels. The by-laws have not been modified since.

The Society holds the company number 0458.322.624 and is listed on the Brussels RPM (register of companies).

CHAPTER 1 - NATURE OF THE ORGANISATION

ARTICLE 1 - NAME

1.1. An International Organisation of a scientific and philanthropic nature is created by the parties appearing here and all those who may later agree to be governed by these by-laws, under the name "EUROPEAN AIDS CLINICAL SOCIETY", abridged to "E.A.C.S."

1.2. The full and abbreviated names can be used together or separately.

1.3. This organisation is governed by the Belgian law of May second, two thousand and two on non-profit organisations, international non-profit organisations and foundations.

ARTICLE 2 - REGISTERED OFFICE

2.1 The Registered Office of the Organisation is at 322, Rue Haute, 1000 Brussels (Belgium).

2.2. The Registered Office can be transferred to any other place in the Brussels/capital region, by simple decision of the Governing Board. This decision shall be published in the month of its date in the Appendices of the Moniteur Belge.

2.3 The Governing Board may decide to create business addresses or other administrative centres within the European Union.

ARTICLE 3 - INTERNATIONAL NON-PROFIT PURPOSE

3.1. The goals of the Organisation, which is a not-for-profit organisation with an international purpose, are to promote research, teaching, management and therapeutic guidelines on the clinical aspects of infection by the HIV virus.

Its purpose is to bring together scientists from the various countries of the European Union specialising in the field of infection by the HIV virus.

In order to achieve these goals, the Organisation may carry out the following activities:

- a) Organise scientific conferences and facilitate meetings and exchanges between its members
- b) Organise and develop the teaching and training of those in charge of the clinical care of people infected by the HIV virus
- c) Monitor the publication and circulation of scientific information regarding the clinical aspects and treatment of the HIV virus by organising conferences, seminars, workshops and by publishing scientific works
- d) Establish relations between the professional bodies involved and government and international institutions

3.2 The Organisation is not for profit and shall not obtain any material gains for its members.

The funds obtained by the Organisation shall be used exclusively for its purpose. It shall not obtain any financial or material gains for its members or any capital benefit.

CHAPTER II – MEMBERS

ARTICLE 4 - MEMBER CATEGORIES, CONDITIONS OF ADMISSION

4.1. The Organisation is made up of effective members, also known as "active members" as well as corresponding members also known as "ordinary members".

A - **Active members** are those appearing here and any individual working in research or clinical practice regarding the infection by the HIV virus or in any analogous, similar or connected areas who shall be approved as active members by the Governing Board ruling unanimously, as stipulated in article 16, and who have paid their dues.

The current Governing Board members entitled to vote at General Assemblies, namely the parties named above, shall be considered to be active members until their 70th birthday or at least up until 2 years after retirement, unless excluded pursuant to the provisions of article 5.

In order to appoint new active members representing the 5 scientific regions of the organisation, namely "Europe-North", "Europe-South", "Europe-West", "Europe-East" and "Rest of World", the Governing Board shall appoint Regional Electoral Councils and, according to a voting procedure it shall establish, hold regional elections every 4 years, beginning in 2012, in order to appoint new regional active members. Regional active member nominees shall need to be approved by the Governing Board before being able to take part in regional elections.

All active and ordinary members shall be entitled to vote in regional elections. Once the elections have been held, the General Assembly shall be entitled to ratify the top 6 regional representatives elected for each European region and the top 3 representatives elected for the Rest of the World for a maximum period of four years. Regional active members shall be limited to a non-renewable 4-year term of office. At the end of same term, regional active members shall revert to being ordinary members once more and may not stand for regional elections again.

B – **Corresponding or ordinary members** are defined as anyone working in the fields defined by the purpose of the organisation, or a participant in the Organisation's conferences who meets the criteria set by the Governing Board, who shall be approved as ordinary members by the Governing Board by a simple majority of votes and who have paid their dues. Ordinary members may take part in regional elections and become regional active members according to the aforementioned procedure.

4.2 Only active members who have paid their dues shall be entitled to take part in General Assemblies and vote on resolutions.

Ordinary members may attend General Assemblies but only in a consultative capacity.

ARTICLE 5 - WITHDRAWAL OR EXCLUSION OF MEMBERS

5.1 Members are free to retire from the Organisation by sending their resignation in writing to the Governing Board.

Resignations shall not come into effect until the thirty-first day of December of the year in which the letter of resignation was submitted and on condition that same is received by the Governing Board before thirtieth November.

An active or ordinary member who does not pay their dues within the periods laid down in the reminder sent to them by ordinary post shall be deemed to have resigned.

5.2 Members whose conduct harms the interests of the Organisation to the point where maintaining the status of member cannot be reasonably tolerated can be excluded.

Exclusion is ruled on at General Assemblies by a two-thirds majority of the members present or represented.

Such exclusion can only be announced once the member whose exclusion is requested has been invited to make their comments known in writing within the month the registered letter containing the proposed exclusion and stating the grounds for same was sent.

If so requested in the letter containing their comments, the member shall be heard and may be assisted by a solicitor of their choice.

The exclusion decision shall be recorded in the minutes of the General Assembly. A certified copy of same decision shall be sent to the excluded member by the Governing Board, within fifteen days of the decision.

An excluded member shall still be required to pay their dues for the year in which the exclusion was ruled on.

5.3 A member who ceases to be part of the Organisation following resignation or exclusion and the beneficiaries of deceased members shall have no claims on the capital of the Organisation.

5.4 An excluded member shall not be entitled to be reimbursed for their membership fees for the year in which the exclusion was ruled on.

ARTICLE 6 - FEES

6.1. Active and ordinary members shall be required to pay an annual fee, the amount of which shall be set each year by the Governing Board.

This fee may vary according to the category of membership of the particular members.

The annual fee shall be no less than 30 (thirty) Euros and no more than 500 (five hundred) Euros.

CHAPTER III - GENERAL ASSEMBLY

ARTICLE 7 - COMPOSITION AND JURISDICTION

7.1 The General Assembly shall have full powers for the purpose of achieving the aims of the Organisation.

It shall consist of all active members. Ordinary members may attend General Assemblies in a consultative capacity.

7.2 The following particular powers shall be the exclusive competency of General Assemblies:

- a. Approval of budgets and accounts
- b. Election and dismissal of Governing Board members

- c. Establishment of voting regulations for the election of new regional active members
- d. Changes to the by-laws
- e. Winding up of the Organisation
- f. Exercise of powers granted by the law or by-laws

ARTICLE 8 - ASSEMBLY - NOTICE

A General Assembly shall be convened once a year, at the minimum to approve the annual accounts, and shall be chaired by the President of the Governing Board or the Board member who replaces same. It shall take place ipso jure at least once a year at the registered office of the Organisation, the administrative office or business address of the Organisation, or at the venue of the biennial "European AIDS Conference / EACS" conference.

An Extraordinary General Assembly may be convened whenever required in the interests of the Organisation. It shall be convened when at least one third of the active members of the Organisation request same.

Extraordinary General Assemblies shall be held in Belgium or abroad at the place indicated in the meeting notice.

For convenience sake, such assemblies may also take place virtually through a video or teleconference system, in particular to approve the annual accounts.

The General Assembly shall be convened by the President of the Governing Board by ordinary letter or email, sent at least six weeks before the Assembly and by announcement on the Organisation's official website (www.europeanaidscinicalsociety.org).

The meeting notice shall contain the agenda and state the date, time and place where the assembly shall be held.

ARTICLE 9 - REPRESENTATION - VOTES - DISCUSSIONS

9.1 An active member may be represented at General Assemblies by another active member bearing a special proxy. However, a regional active member may only be represented by another regional active member from the same region.

No assembly may rule on items which are not on the agenda.

9.2 All active members shall have equal voting rights at the General Assembly.

9.3 Except in the cases outlined below, the General Assembly, regularly convened, shall take valid decisions however many active members are present or represented.

ARTICLE 10 - MAJORITY - MINUTES

Except in the exceptional cases provided for by these by-laws, resolutions shall be taken by a simple majority of votes of the active members present or represented. Decisions shall be made known to all members in a report sent by regular post or by any other electronic means of communication.

The resolutions of the General Assembly shall be recorded in a register signed by the person who chaired the General Assembly and held by the "Bureau" which shall make same available to all members.

ARTICLE 11 - MODIFICATIONS TO BY-LAWS - DISSOLUTION

11.1 Any proposal aimed at modifying the by-laws of the Organisation or the dissolution of same, shall originate from the Governing Board or at least one third of the active members of the Organisation.

11.2 The Governing Board shall make the proposed modification to the by-laws known to the members in all the categories of the Organisation at least three months before the date set for the General Assembly which shall rule on same proposal.

11.3 The General Assembly may only decide validly on modifications to the by-laws or the dissolution of the Organisation if two thirds of the active members of the Organisation are present or represented at same Assembly.

If the latter condition is not met, a further convocation shall be necessary and the new Assembly shall be able to rule validly, no matter how many active members are present or represented.

11.4 No modification to the by-laws shall be admitted unless it is supported by a two-thirds majority of the votes of those present or represented.

11.5 Modifications to the by-laws shall only come into effect after approval by royal decree and once the conditions of publication, required by the law of May second two thousand and two have been met.

11.6 The General Assembly shall establish how the Organisation shall be dissolved and liquidated according to articles 26 and onwards of the by-laws.

CHAPTER IV – ADMINISTRATION

ARTICLE 12 - GOVERNING BOARD - COMPOSITION

The Organisation shall be run by a Governing Board, referred to as the "EACS Governing Board", consisting of at least six and at most fifteen members.

Governing Board members shall be elected at the General Assembly by a simple majority of votes and shall be selected from the active members who have paid their dues and who have been active members for at least 2 years. Governing Board members shall be appointed for a maximum of four years. They are eligible for a maximum of two consecutive terms.

After running for 2 successive terms, former Governing Board members may only run for re-election 2 years after their last term has expired.

They shall exercise their duties free of charge.

The President may only serve a four-year term.

Governing Board members may be dismissed at a General Assembly ruling with a two-thirds majority of the active members present or represented.

A Governing Board member who fails to attend three consecutive meetings of the Board without a valid excuse shall be deemed to have resigned.

ARTICLE 13 - VACANCIES

Should one or more Governing Board member positions fall vacant following resignation, death or other causes, the remaining Board members shall be entitled to fill such positions provisionally.

In this case, the permanent Governing Board members shall be elected at the next General Assembly. The Governing Board member appointed as outlined above shall be appointed for the time required to complete the term of the Board member they replace.

ARTICLE 14 - PRESIDENT - VICE-PRESIDENT - SECRETARY - TREASURER

The Governing Board shall elect a President, Vice-president, Secretary and Treasurer from among its members, each for a four-year term.

The Treasurer may serve a maximum of two consecutive terms (or a total period of eight years) and may be elected Vice-president at the end of their term.

The Vice-president shall serve a four-year term and automatically become President at the end of their term, unless rejected by a vote of the Governing Board.

The President shall serve a single four-year term and shall not be immediately eligible for the position of Vice-president or Treasurer at the end of their term. However, they shall remain a member of the Governing Board for an additional two-year period.

ARTICLE 15 - NOTICES OF MEETINGS OF THE GOVERNING BOARD

The Governing Board shall meet after being convened by the President and shall be chaired by same or, if the President is unable to attend, by the Vice-president or a Governing Board member appointed by their colleagues, whenever required by the interests of the Organisation or whenever requested by at least two Governing Board members.

Notices of meetings of the Governing Board shall contain the agenda and shall be given in writing or by any other means of (tele)communication with a physical medium at latest twenty-four hours before the meeting, except in emergencies, in which case the nature and reasons for this emergency shall be stated in the notice or minutes of the meeting.

Meetings shall be held on the day and at the time and place stated in the notice.

ARTICLE 16 - DECISIONS OF THE GOVERNING BOARD

16.1 The Governing Board shall only constitute a quorum and reach a decision if at least half of its members are present or represented.

Any Governing Board member may nominate, in writing or by any other means of (tele)communication with a physical medium, a colleague to replace them and vote on their behalf. Same Governing Board member shall, in this case, be deemed to be present.

However, a Governing Board member may not represent more than one of their colleagues.

Provided half the Governing Board members are present in person, a Board member may state their opinions and vote in writing or by any other form of (tele)communication with a physical medium.

16.2 The decisions of the Governing Board shall be taken by majority vote. In the event of equal votes, the vote of the person chairing the meeting shall prevail.

ARTICLE 17 - MINUTES

The discussions of the Governing Board shall be recorded in minutes signed by the majority of the members present.

The Board members shall be able to have their comments and statements noted in the minutes.

These minutes shall be entered or bound in a special register.

Proxy forms, as well as any opinions or votes given in writing or by any other means of communication with a physical medium shall be attached to the minutes.

Copies or statements to be produced in court or elsewhere shall be signed by two Governing Board members.

ARTICLE 18 - POWERS

The Governing Board shall have all powers to manage and run the Organisation.

All matters which are not expressly required by law or the by-laws of the Organisation to be ruled on at General Assemblies shall be the competence of the Governing Board.

ARTICLE 19 - AUTHORISED REPRESENTATIVE

The Governing Board may appoint an Authorised Representative from among its members who shall serve a four-year renewable term.

The Governing Board may delegate the day-to-day management of the Organisation and all or part of its powers to the Authorised representative; such delegation shall not cover decisions on the general policies of the Organisation or actions specially reserved for the Board by legal or statutory provisions.

ARTICLE 20 - AUTHORISED DELEGATES

The Governing Board and the Authorised representative, within the limits of the day-to-day running of the Organisation and for the purposes of tasks delegated to same by the Governing Board, shall be entitled to grant special powers to an authorised delegate.

The Governing Board and the Authorised representative may revoke at any time the powers granted to these delegates and determine the responsibilities, remuneration, salaries, wages or compensation, fixed or variable, of same.

ARTICLE 21 - PERMANENT SUB-COMMITTEES

The Governing Board may create permanent sub-committees in charge of research missions defined by the internal by-laws.

Each of the permanent sub-committees shall consist of members appointed by the Governing Board.

ARTICLE 22 - REPRESENTATION

All actions which are binding upon the Organisation shall, except in the event of special powers, be signed by two Governing Board members acting jointly, or by the Authorised representative. Legal actions both as plaintiff and defendant shall be monitored by the Governing Board, represented by its President or the Governing Board member appointed for this purpose by same President.

ARTICLE 23 - INTERNAL BY-LAW

The Governing Board may draw up an internal by-law stating the means of application of these by-laws.

This internal by-law shall be binding upon all the members.

ARTICLE 24 - AUDITS

The General Assembly members shall appoint an auditor to verify the organisation's accounts and shall present an annual report should the organisation exceed the legal limits above which an auditor is required to be appointed by law.

CHAPTER V - BUDGETS AND ACCOUNTS

ARTICLE 25 - FISCAL YEAR

The fiscal year shall commence on the first of July and end on the thirtieth of June of the following year.

The Governing Board shall be required to submit the accounts for the past fiscal year and the budget for the following fiscal year at the General Assembly within 6 months of the year-end closing of accounts.

The General Assembly may decide to constitute a reserve fund, determine its amount and decide how each member shall submit their contribution.

CHAPTER VI - DISSOLUTION – LIQUIDATION

ARTICLE 26 - LIQUIDATION

Should the Organisation be dissolved by decision of the General Assembly in accordance with Article 11 of the by-laws, the liquidation shall be carried out by the liquidator(s) appointed at the General Assembly and, if no such liquidator should be appointed, by the Governing Board in office at the time, acting as the liquidation committee.

For this purpose, the liquidator(s) shall have the fullest powers afforded by Articles 181 and onwards of the Belgian company code.

The General Assembly shall determine any payments to be made to the liquidator(s).

ARTICLE 27 - DISTRIBUTION

After paying off all debts, charges and costs of liquidation or allocating sums for this purpose, the net assets shall be paid to an organisation or institution whose registered office is in a member state of the European Union and whose objective is similar to that of this Organisation.

CHAPTER VII - GENERAL PROVISIONS

ARTICLE 28 - COMMON LAW

All matters not provided for by these by-laws and in particular, publications to be made in the Appendices of the Moniteur Belge, shall be governed by the provisions of the Belgian Law of May second two thousand and two on non-profit organisations, international non-profit organisations and foundations.