

CONTEMPLATED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF EACS AISBL

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| <p>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.</p> <p>Glossary</p> <p>1) <u>Ordinary member</u> (Membre adhérent ou ordinaire):</p> <p>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.</p> | | <p>This sentence will be deleted and its content integrated in an article related to languages (see art. 28).</p> <p>The entire Glossary is not mandatory but may be kept if felt appropriate. The word “Organisation” has been changed by “Association”.</p> <p>Given that there would be in the future only one category of members, the provisions of the glossary are amended accordingly.</p> |

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| <p>2) <u>Active member</u> (Membre effectif ou actif):</p> <p>Governing Board members at the time the by-laws were modified (11 May 2016) 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.</p> <p>3) <u>General Assembly</u> (Assemblée générale):</p> <p>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.</p> | | |

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| <p>4) <u>Governing Board</u>, formerly known as the EACS Executive Committee (Conseil d'Administration):</p> <p>Committee consisting of the Board members at the time of the changes to the EACS by-laws (11 May 2016) 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.</p> <p>5) <u>Bureau</u>:</p> <p>Officers of the Governing Board, namely the President, Vice-president, Treasurer, Secretary, and Immediate Past President.</p> <p>These revised by-laws were endorsed by the Extraordinary General Assembly of the members on 11 May 2016 in Brussels and were officially published on the Belgian Bulletin of Acts.</p> | | <p>Again, inserting this sentence in the Articles of Association might not be appropriate as any subsequent amendment to the Articles would also entail a modification of this provision.</p> <p>Same comment: Do we want to keep this text?</p> |

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| <p>The EACS was constituted by a deed received on 10 November 1995 in Brussels.</p> <p>The Society holds the company number 0458.322.624 and is listed on the Brussels RPM (register of companies).</p> | | |
| <p><u>CHAPTER 1 - NATURE OF THE ORGANISATION</u> <u>ARTICLE 1 – NAME</u></p> <p>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.”</p> <p>1.2. The full and abbreviated names can be used together or separately.</p> | <p><u>CHAPTER 1 - NATURE OF THE ORGANISATION</u> <u>ARTICLE 1 – NAME</u></p> <p>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 Articles of association, under the name “EUROPEAN AIDS CLINICAL SOCIETY”, abridged to “EACS” and hereinafter referred to as the “Association”</p> <p>1.2. The full and abbreviated names can be used together or separately.</p> | <p>E.A.C.S. has been changed to EACS.</p> |

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| <p>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.</p> | <p>1.3. The Association is governed by the provisions of the Belgian Companies and Associations Code applicable to international non-profit associations.</p> | |
| <p><u>ARTICLE 2 - REGISTERED OFFICE</u></p> <p>2.1 The Registered Office of the Organisation is at 322, Rue Haute, 1000 Brussels (Belgium).</p> <p>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.</p> <p>2.3 The Governing Board may decide to create business addresses or other administrative centres within the European Union.</p> | <p><u>ARTICLE 2 - REGISTERED OFFICE</u></p> <p>2.1 The Registered Office of the Association is at 56, rue des Colonies 1000 Brussels, Belgium (Brussels-Capital Region).</p> <p>2.2. The Registered Office can be transferred to any other place in the Brussels/capital region, by decision of the Governing Board. This decision shall be published in the month of its date in the Annexes to the Belgian Official Gazette.</p> <p>2.3 The Governing Board may decide to create business addresses or other administrative centres within the European Union.</p> | <p>It is recommended not to put the website and email address in the Articles of Association. (in case there is any change to the website/email address), it would require unnecessary costs to modify it in the Articles of Association</p> |

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| <p><u>ARTICLE 3 - INTERNATIONAL NON-PROFIT PURPOSE</u></p> <p>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.</p> <p>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.</p> <p>In order to achieve these goals, the Organisation may carry out the following activities:</p> <p>a) Organise scientific conferences and facilitate meetings and exchanges between its members</p> <p>b) Organise and develop the teaching and training of those in charge of the clinical care of people infected by the HIV virus</p> | <p><u>ARTICLE 3 - INTERNATIONAL NON-PROFIT PURPOSE</u></p> <p>3.1. The goals of the Association, which is a not-for-profit organisation with an international purpose, are to promote research, teaching, management and therapeutic guidelines on the aspects of infection by HIV.</p> <p>Its purpose is to bring together scientists from the various countries of Europe specialising in the field of infection by HIV.</p> <p>In order to achieve these goals, the Association may carry out the following activities:</p> <p>a) Organise scientific conferences and facilitate meetings and exchanges between its members</p> <p>b) Organise and develop the teaching and training of those in charge of the care of people infected by HIV</p> <p>c) Monitor the publication and circulation of scientific information regarding the aspects and</p> | <p>The Companies and Associations Code (“CAC”) allows international not for profit organisations (“INPAs”) like EACS to carry out commercial activities (even as their main activities, without limits) and generate benefits out of these activities.</p> <p>Should an INPA want to benefit from this new possibility, its purpose and activities clause must be modified in order to foresee explicitly that the INPA is allowed to carry out commercial activities. Failing such modification, INPAs will only be authorized to carry out commercial activities as from 1 January 2029.</p> <p>Our understanding is that EACS does not want to include such provision in its Articles of Association</p> <p>As requested, when appropriate, the word “clinical” has been deleted, several times in the document as well as the word “virus”.</p> <p>The object of the Association has also been modified by replacing “European Union” by “Europe”.</p> <p>In such case, due to the modification of the purpose of the Association, a new version of the Statutes would</p> |

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| <p>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</p> <p>d) Establish relations between the professional bodies involved and government and international institutions</p> <p>3.2 The Organisation is not for profit and shall not obtain any material gains for its members.</p> <p>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.</p> | <p>treatment of HIV by organising conferences, seminars, workshops and by publishing scientific works</p> <p>d) Establish relationships between the professional bodies involved and government and international institutions</p> <p>3.2 The Association is not for profit and shall not obtain any material gains for its members.</p> <p>The funds obtained by the Association shall be used exclusively for its purpose. It shall not obtain any financial or material gains for its members or any capital benefit.</p> | <p>need to be approved by Royal Decree (additional process that takes at least approximately 2 months).</p> |
| <p><u>CHAPTER II - MEMBERS</u> <u>ARTICLE 4 - CATEGORY OF MEMBERS - CONDITIONS OF ADMISSION</u></p> <p>4.1. The Organisation is composed of effective members, also known as “active members” and corresponding members, also known as “ordinary members”.</p> | <p><u>CHAPTER II - MEMBERS</u> <u>ARTICLE 4 - MEMBERS - CONDITIONS OF ADMISSION</u></p> <p>4.1. The Association is composed of members.</p> <p>Membership is open to the following persons:</p> | <p>It is very important to clearly define the membership conditions. We have drafted this provision on the basis of the previous text of the Articles of Association but we let you amend it if needed.</p> |

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| | <ul style="list-style-type: none"> - any individual carrying on a professional activity in research or practice involving HIV infection or in any analogous, similar or associated fields; - any individual persons carrying on a professional activity in the fields defined in the Associations’ object. <p>Members have the right to vote and to attend meetings of the General Assembly.</p> | <p>Please note that such membership conditions should be inserted in the Articles of Association (“AoA”) and not be decided by the Governing Board. We therefore recommend to insert such existing membership conditions in this article.</p> |
| <p>A – Effective or active members are those appearing for the present deed and any natural person carrying on a professional activity in clinical research or practice involving HIV virus infection. or in any analogous, similar or associated fields who shall be approved as an active member by the Governing Board ruling on a simple majority as stated in Article 16, and who shall have paid their dues.</p> <p>The active members of the General Assembly, appearing at the notarised General Assembly for rewording the Articles of association in 2012, and appearing numbers 1 to 13 at the</p> | | <p>Given that there would only be one category of members, this provision would be deleted.</p> |

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| <p>notarised General Assembly for rewording the Articles of association in 2016, shall be deemed to be permanent active members until they reach the age of 70, except in extraordinary cases of exclusion referred to in Article 5.</p> <p>For the appointment of new regional active members representing the 5 scientific regions of the Organisation, namely “Europe-North”, “Europe-South”, “Europe-West”, “Europe-East” and “Rest of the World”, the Governing Board shall establish regional electoral councils and, in accordance with electoral regulations which it shall establish, organise regional elections every four years, in order to appoint new regional active members. Candidates for the post of regional active member must have their candidature ratified in advance by the Governing Board before participating in regional elections.</p> <p>The right to vote in regional elections shall be open to all active members and all ordinary members.</p> | | |

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| <p>Once the elections are closed, the General Assembly may, depending on the results of the elections, approve the first 6 elected in each European region and the first 3 elected for the “Rest of the World” region for a mandate term to be set by the Governing Board in the call for candidatures, and which shall be a maximum 4 years.</p> <p>The General Assembly shall have the task of ensuring balanced representation of the different member countries in each region and shall ratify or not the election of candidates according to their nationality in order to achieve that balance.</p> <p>The capacity of regional active member shall be limited to a term of 8 years at a maximum.</p> <p>Beyond 2 mandates, the active regional member shall become a simple ordinary member and the candidate may stand again in the regional elections after a waiting period of 4 years.</p> | | |

Dear Krzewinski & Willez “DKW” – 18 March 2020 – Contemplated amendments to the Articles of Association of EACS AISBL – for discussion purposes only

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| <p>B – <u>Corresponding or ordinary members</u> are persons carrying on a professional activity in the fields defined in the Organisation’s object or any participant at conferences of the Organisation meeting the conditions that the Governing Board shall impose, and who shall be approved in the capacity of ordinary member by the Governing Board ruling by a simple majority and who have paid their dues. Ordinary members may participate in regional elections in order possibly to become regional active members in accordance with the aforementioned procedure.</p> | | <p>Given that there would only be one category of members, this provision would be deleted.</p> |
| <p>4.2 Only active members who have paid their dues may participate in general assemblies and vote on resolutions.</p> <p>Ordinary members may attend general assemblies but only in a consultative capacity. On the other hand, for regional elections to appoint new regional active members, ordinary members shall be entitled to vote.</p> | <p>4.2 Only members who have paid their dues may participate in general assemblies and vote on resolutions.</p> | <p>It is recommended <u>not</u> to include that dues that have been paid by a sponsoring pharma company which registered someone for an EACS conference because it is not compliant with the medical authorities and could be considered as bribery.</p> |
| <p><u>ARTICLE 5 – RETIREMENT AND EXCLUSION OF MEMBERS</u></p> | <p><u>ARTICLE 5 – RESIGNATION AND EXPULSION OF MEMBERS</u></p> | |

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| <p>5.1 Members shall be free to retire from the Organisation by sending their resignation in writing to the Governing Board.</p> <p>Resignations shall only come into effect 3 months after receipt of the letter of resignation by the Governing Board.</p> <p>An active member or an ordinary member shall be deemed to have resigned if they have not paid their dues as required within the deadlines stated in the reminder sent to them by ordinary letter.</p> <p>5.2 A member may be excluded if their behaviour is contrary to the interests of the Organisation to the point that maintenance of the capacity of member cannot reasonably be tolerated.</p> | <p>5.1 Members shall be free to resign from the Association by sending their resignation in writing to the Governing Board.</p> <p>Resignations shall only come into effect 12 months after receipt of the letter of resignation by the Governing Board.</p> <p>Members shall be deemed to have resigned if they have not paid their dues as required within the deadlines stated in the reminder sent to them by ordinary letter.</p> <p>5.2 A member may be expelled if their behaviour is contrary to the interests of the Association to the point that maintenance of the capacity of member cannot reasonably be tolerated.</p> <p>Expulsion shall be decided upon by the General Assembly ruling by two-thirds of the votes cast by the members present or represented.</p> | <p>Resignation has been changed to a full year. If the Association is faced with a significant number of resignations, the budget of the Association for the relevant FY might be jeopardized. Most associations in Brussels provide for a full year resignation term.</p> |

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| <p>Exclusion shall be decided upon by the General Assembly ruling by two-thirds of the votes of members present or represented.</p> <p>It may only be announced after the member whose exclusion is required has been invited to make known their observations in writing within the month of sending the substantiated exclusion proposal by registered letter.</p> <p>If they request it in the letter containing their observations, the member must be heard and may be assisted by a lawyer of their choice.</p> <p>The decision to exclude shall be recorded in the minutes of the General Assembly. A certified copy of it shall be sent, by the Governing Board, to the excluded member within fifteen days of the decision.</p> <p>An excluded member shall still owe their dues for year during which the exclusion shall have been pronounced.</p> | <p>It may only be announced after the member whose expulsion is required has been invited to make known their observations in writing within the month of sending the substantiated expulsion proposal by registered letter.</p> <p>If they request it in the letter containing their observations, the member must be heard and may be assisted by a lawyer of their choice.</p> <p>The decision to expel shall be recorded in the minutes of the General Assembly. A certified copy of it shall be sent, by the Bureau, to the expelled member within fifteen days of the decision.</p> <p>An expelled member shall still owe its dues for year during which the expulsion shall have been pronounced.</p> <p>5.3 The member who ceases to be a part of the Association as a result of resignation or expulsion and the beneficiaries of deceased members shall have no right to the Association’s assets.</p> | <p>5.3. The text re. the Association’s assets is inserted to protect the association. It is a legal text.</p> |

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| <p>5.3 The member who ceases to be a part of the Organisation as a result of resignation or exclusion and the beneficiaries of deceased members shall have no right to the Organisation's capital.</p> <p>5.4 An excluded member may not claim reimbursement of their dues for the year during which the exclusion was pronounced.</p> | <p>5.4 An expelled member may not claim reimbursement of its dues for the year during which the expulsion was pronounced. A resigning member may not claim reimbursement of its dues for the year during which the resignation takes effect.</p> | |
| <p><u>ARTICLE 6 - DUES</u></p> <p>6.1. Active members and ordinary members shall be obliged to pay annual dues, the amount of which shall be set each year by the Governing Board.</p> <p>It may vary depending on the category of member to which the particular member belongs.</p> <p>6.2 The annual dues may not be less that 30 (thirty) euros or higher than 500 (five hundred) euros.</p> | <p><u>ARTICLE 6 - DUES</u></p> <p>6.1. Members shall be obliged to pay annual dues, the amount of which shall be set each year by the Governing Board.</p> <p>6.2 The annual dues may not be less than 30 (thirty) euros or higher than 500 (five hundred) euros.</p> | <p>If the membership fees are decided by the Governing Board, the minimum-maximum amount should be kept because it is a power reserved to the General Assembly.</p> |
| <p><u>CHAPTER III - GENERAL ASSEMBLY</u></p> | <p><u>CHAPTER III - GENERAL ASSEMBLY</u></p> | |

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| <p><u>ARTICLE 7 - COMPOSITION AND COMPETENCE</u></p> <p>7.1 The General Assembly shall have full powers enabling the Organisation’s objects to be achieved.</p> <p>It shall be composed of all the active members. Ordinary members may attend its meetings in a consultative capacity.</p> <p>7.2 In particular within the exclusive competence of the General Assembly shall be the following attributions:</p> <p>a. approval of budgets and Organisation accounts b. election and dismissal of Governing Board members c. amendments to the articles of association d. dissolution of the Organisation e. exercise of the powers granted by the law or the Articles of association.</p> | <p><u>ARTICLE 7 - COMPOSITION AND POWERS</u></p> <p>7.1 The following powers are restrictively reserved to the General Assembly:</p> <p>a) approval of the annual accounts and the budget; b) appointment, dismissal and discharge of the Governing Board members and, as the case may be, determination of their remuneration; c) appointment, dismissal and discharge of the statutory auditors and determination of their remuneration; d) amendments to the Articles of Association; e) dissolution and liquidation of the Association; f) any other power reserved to the General Assembly by law or by the Articles of Association.</p> | <p>Provision more in line with current practice. All powers not exclusively reserved to the General Assembly belong to the Governing Board.</p> |

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| <p><u>ARTICLE 8 - MEETINGS - CONVOCATION</u></p> <p>The General Assembly shall meet each year, at a minimum for approval of the annual accounts, under the chairmanship of the President of the Governing Board or the Board member replacing him. It shall be held automatically at least once every year at the Organisation’s registered office, operating office or administration centre, or even at the place where the biennial “European AIDS Conference / EACS” conference is organised.</p> <p>The Assembly may be convened extraordinarily whenever the interests of the Organisation so require. It must be convened when at least one third of the active members of the Organisation so request.</p> <p>Extraordinary General Assemblies shall be held in Belgium or abroad at the place indicated in the convocation.</p> <p>For the sake of convenience, meetings may also be held, in particular for approval of the</p> | <p><u>ARTICLE 8 - MEETINGS - CONVOCATION</u></p> <p>The General Assembly shall meet each year, at a minimum for the approval of the annual accounts and the budget, under the chairmanship of the President of the Governing Board or the Governing Board member replacing him/her.</p> <p>The General Assembly may be convened extraordinarily whenever the interests of the Association so require. It must be convened when at least one fifth of the members of the Association so request.</p> <p>General Assemblies shall be held at the place indicated in the convocation.</p> <p>For the sake of convenience, meetings may also be held, in particular for approval of the annual accounts or the budget, by conference call, videoconference or web-conference.</p> <p>The General Assembly shall be convened by the President of the Governing Board by ordinary letter or e-mail, sent at least six weeks prior to the General Assembly and by announcement on the official site of the Association. Convocations shall contain the agenda and indicate the date,</p> | <p>Fraction adapted given that the number of members will not take into account the active members only.</p> <p>It might be considered as aggressive to assume that persons not replying during 21 days are considered as approving the decision, but it could be useful should you</p> |
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| <p>annual accounts, in a virtual manner using a video and teleconference system.</p> <p>The General Assembly shall be convened by the President of the Governing Board by ordinary letter or e-mail, sent at least six weeks prior to the Assembly and by announcement on the official site of the Organisation. Convocations shall contain the agenda and indicate the date, time and place when and where the Assembly is to be held.</p> | <p>time and place when and where the General Assembly is to be held.</p> <p>Decisions of the General Assembly may also be taken by written resolutions provided that each member has been informed at least 21 calendar days in advance of the decisions to be taken. Replies have to be given within these 21 days. The absence of a reply within this period will be considered as an approval of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.</p> | <p>face problems with feedback from members when using the written procedure. If needed, the sentence could be erased, especially given that there is no attendance quorum for “normal” decisions of the General Assembly (see following article).</p> |
| <p><u>ARTICLE 9 - REPRESENTATION - VOTING - DELIBERATIONS</u></p> <p>9.1 Active members may be represented at the General Assembly by another active member with a special proxy, whether they are a regional active member or a permanent active member.</p> <p>No assembly may deliberate on items which are not on the agenda.</p> | <p><u>ARTICLE 9 - REPRESENTATION - VOTING - DELIBERATIONS</u></p> <p>9.1 Members may be represented at the General Assembly by another member with a special proxy, the number of proxies held by a proxyholder being limited to one.</p> <p>No General Assembly may deliberate on items which are not on the agenda.</p> | <p><u>Proxies</u>: all members should have the right to be represented. Only one proxy will be allowed per member so that there is no risk of a decision being driven by a small number of individuals.</p> <p><u>AOB</u>: By law, the General Assembly can only deliberate on the items on the agenda, not any other business.</p> |

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| <p>9.2 All active members shall have equal rights to vote at the General Assembly, whether they are a permanent active member or a regional active member.</p> <p>Ordinary members have an exceptional right to vote in regional elections of regional active members.</p> <p>9.3 Except in the cases hereinafter provided, the General Assembly properly convened shall validly deliberate whatever the number of active members present or represented.</p> | <p>9.2 All members shall have equal rights to vote at the General Assembly.</p> <p>9.3 Except in the cases hereinafter provided, the General Assembly properly convened shall validly deliberate whatever the number of members present or represented.</p> | |
| <p><u>ARTICLE 10 - MAJORITY - MINUTES</u></p> <p>Except in exceptional cases provided by the present Articles of association, resolutions shall be passed by a simple majority of the votes of active members present or represented. Resolutions shall be brought to the attention of all the members by sending a report by simple letter or by any other electronic means of communication.</p> | <p><u>ARTICLE 10 - MAJORITY - MINUTES</u></p> <p>Except in exceptional cases provided by the Articles of Association, resolutions shall be passed by a simple majority of the votes cast by members present or represented. Resolutions shall be brought to the attention of all the members by sending a report by simple letter or by any other electronic means of communication.</p> <p>Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).</p> | <p>The vote count is a rule under Belgian law.</p> |

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| <p>Resolutions passed by the General Assembly shall be entered in a register signed by whoever chairs the General Assembly and kept by the Bureau which shall place it at the disposal of members.</p> | <p>Resolutions passed by the General Assembly shall be entered in a register (as the case may be e-register) signed by whoever chairs the General Assembly and kept by the Bureau which shall place it at the disposal of members.</p> | |
| <p><u>ARTICLE 11 - AMENDMENTS TO THE ARTICLES OF ASSOCIATION - DISSOLUTION</u></p> <p>11.1 Any proposal aimed at an amendment to the Articles of association or dissolution of the Organisation must originate from the Governing Board or at least one third of the active members of the Organisation.</p> <p>11.2 The Governing Board shall bring the proposed amendment to the Articles of association to the attention of the Organisation’s members in all categories at least 6 weeks prior to the date set for the General Assembly which shall rule on the said proposal.</p> <p>11.3 The Assembly may only validly deliberate on amendments to the Articles of association or the proposed dissolution if two-thirds of the</p> | <p><u>ARTICLE 11 - AMENDMENTS TO THE ARTICLES OF ASSOCIATION - DISSOLUTION</u></p> <p>11.1 Any proposal aimed at an amendment to the Articles of Association or dissolution of the Association must originate from the Governing Board or at least one fifth of the members of the Association</p> <p>11.2 The Governing Board shall bring the proposed amendment to the Articles of Association to the attention of the Association’s members at least 6 weeks prior to the date set for the General Assembly which shall rule on the said proposal.</p> <p>11.3 The General Assembly may only validly deliberate on amendments to the Articles of Association or the proposed dissolution if two-thirds of the members of the Association are present or represented at the General Assembly.</p> | <p>Such quorum would be high if all members are taken into account for the quorum (and not only the “active” members anymore). This being said, the second meeting would be able to take a decision notwithstanding the number of members present / represented. Please keep in mind that members that would attend the GA by videoconference or conference call would be considered as validly attending the meeting. Alternatively, the decisions can also be taken by written resolutions.</p> <p>For these reasons, we advise to keep the current attendance quorum foreseen, which would only apply to decisions related to the modification of the Articles of Associations and the dissolution. Conversely, there is no attendance quorum for “normal” decisions of the General Assembly.</p> |

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| <p>active members of the Organisation are present or represented at the General Assembly.</p> <p>If this latter condition is not met, a new convocation shall be necessary and the new General Assembly may validly deliberate whatever the number of active members present or represented.</p> <p>11.4 No amendment to the Articles of association shall be admissible if it does not receive a two-thirds majority of the votes of members present or represented.</p> <p>11.5 Amendments to the Articles of association shall only take effect after approval by Royal Decree and after the conditions of publication, required by the Law of 2 May 2002, shall have been met.</p> <p>11.6 The General Assembly shall set the mode of dissolution and liquidation of the Organisation in accordance with Articles 26 and following of the Articles of association.</p> | <p>If this latter condition is not met, a new convocation shall be necessary with a minimum convening period of 15 calendar days and the new General Assembly may validly deliberate whatever the number of members present or represented.</p> <p>11.4 No amendment to the Articles of Association shall be admissible if it does not receive a two-thirds majority of the votes cast by members present or represented.</p> <p>11.5 The General Assembly shall set the mode of dissolution and liquidation of the Association in accordance with Articles 25 and following of the Articles of Association.</p> | <p>And not 6 weeks.</p> <p>Not applicable anymore.</p> |
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| <p><u>CHAPTER IV - ADMINISTRATION</u> <u>ARTICLE 12 - GOVERNING BOARD - COMPOSITION</u></p> <p>The Organisation shall be administered by a Governing Board, composed at a minimum of six members and a maximum of fifteen members.</p> <p>Governing Board members shall be elected by a simple majority of votes by the General Assembly and shall be chosen from among the active members who have paid their dues and who have been active members for at least two years.</p> | <p><u>CHAPTER IV - ADMINISTRATION</u> <u>ARTICLE 12 - GOVERNING BOARD - COMPOSITION</u></p> <p>The Association shall be administered by a Governing Board, composed of sixteen members.</p> <p>To be appointed (or reappointed), the members of the Governing Board must be medical doctors and not be older than 65 years at the beginning of the mandate. A Governing Board member must not be older than 70 years at the end of a mandate.</p> <p>Governing Board members shall be elected by the General Assembly and shall be chosen from among the members who have paid their dues and who have been members for at least two years. Moreover, Governing Board members shall be appointed by the General Assembly from a list of candidates observing the following conditions:</p> <ul style="list-style-type: none"> - 4 Governing Board members must belong to the "Europe-North" scientific region, with a maximum of 2 Governing | <p>Our understanding is that Governing Board members are all individuals. Therefore, we do not add anything concerning legal entities that would be appointed as Governing Board members.</p> <p>Please note that the exception foreseen in article 12 § 4 is not reproduced in article 12 § 2. Therefore, even in the case where the mandate would last longer than 8 years, the Governing Board member in question would not be allowed to stay if he/she is older than what is foreseen here.</p> <p>The regions were determined in 2013 by the Governing Board according to the WHO regions. The region the person belongs depends on the institution where they work. However, there is no need to specify this in the articles.</p> <p>The selection process does not need to be in the articles. The candidates are nominated by the members of their region.</p> <p>It should be decided what to do if there are not enough candidates for each scientific regions are not represented: will the GA have the right to freely fill in the missing positions?</p> |
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| <p>Board members shall be appointed for a term of four years.</p> | <p>Board members from the same country per region;</p> <ul style="list-style-type: none"> - 4 Governing Board members must belong to the "Europe-South" scientific region, with a maximum of 2 Governing Board members from the same country per region; - 4 Governing Board members must belong to the "Europe- West" scientific region, with a maximum of 2 Governing Board members from the same country per region; - 4 Governing Board members must belong to the "Europe- East" scientific region, with a maximum of 2 Governing Board members from the same country per region. <p>Governing Board members shall be appointed for a term of four years. Unless decided otherwise by the General Assembly, the mandates of the newly appointed Governing Board members begin on the 1st January of the following year. The mandate of the Governing Board members may only be renewed once (meaning for a period of mandate of 8 consecutive years at most). As an exception to the foregoing, the term of Governing Board mandates of the President and of the Treasurer</p> | <p>EACS is a medical society, it is recommended to specify that Governing Board members must be "medical doctors" and should not be older than 65 years old when starting a mandate.</p> <p>DKW commented that it was unusual to insert the capacity of a Governing Board member by a specific profession.</p> |
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| <p>At the end of each term of 4 years, the General Assembly shall determine the number of mandates to be renewed among former Board members; ideally, if a sufficient number of new candidates stand, one third (1/3) of the Board members may have their mandates renewed at a minimum.</p> <p>The other Board members may be re-elected, nonetheless observing the term of their capacity as regional active members. If there are more candidates than mandates vacant, the General Assembly shall appoint new Board members according to the number of votes received by each in a special vote held by the General Assembly.</p> <p>Board members shall exercise their mandate free of charge.</p> <p>Board members may be re-elected by the General Assembly ruling on a majority of two-thirds of the active members present or represented.</p> | <p>may exceed 8 years but will end at the same time as their respective mandates of President and Treasurer.</p> <p>At the end of each term of 4 years, the General Assembly shall determine the number of mandates to be renewed among former Governing Board members; ideally, if a sufficient number of new candidates stand, one third (1/3) of the Governing Board members may have their mandates renewed at a minimum.</p> <p>The other Governing Board members may be re-elected. If there are more candidates than mandates vacant, the General Assembly shall appoint new Governing Board members according to the number of votes received by each in a special vote held by the General Assembly.</p> <p>Governing Board members shall exercise their mandate free of charge.</p> <p>The Governing Board member who has not, without valid reason, attended three successive meetings of the Governing Board shall be deemed to have resigned.</p> | <p>1/3 of board members will stay for a second term is for continuity over the terms of office.</p> |
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| <p>The Board member who has not, without valid reason, attended three successive meetings of the Governing Board shall be deemed to have resigned.</p> | | |
| <p><u>ARTICLE 13 - VACANCY</u></p> <p>If a vacancy or vacancies arise for of one or more posts as Board member, as a result of resignation, death or other cause, the remaining Board members shall be entitled to provide a temporary replacement.</p> <p>In that case, the next meeting of the General Assembly shall proceed with a definitive election. The Board member appointed under the above conditions shall be so for the time necessary to complete the mandate of the Board member they replace.</p> | <p><u>ARTICLE 13 - VACANCY</u></p> <p>If a vacancy or vacancies arise for of one or more posts as Governing Board member, as a result of resignation, death or other cause, the remaining Governing Board members shall be entitled to provide a temporary replacement belonging to the same scientific region and with a maximum of 2 Governing Board members from the same country per region.</p> <p>In that case, the next meeting of the General Assembly shall proceed with a definitive election. The Governing Board member appointed under the above conditions shall be so for the time necessary to complete the mandate of the Governing Board member they replace.</p> | |

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| <p><u>ARTICLE 14 - BUREAU - PRESIDENT - VICE-PRESIDENT - SECRETARY – TREASURER-CEO</u></p> <p>The Governing Board shall elect a BUREAU from among its number, consisting of a President, a Vice-President, a Secretary and a Treasurer-CEO, each for a maximum term of 4 years renewable.</p> <p>The Treasurer-CEO may be elected Vice-President at the end of their mandate. The Vice-President shall automatically become President at the end of his mandate, unless there is a majority vote to the contrary by the Governing Board.</p> <p>The Immediate Past President shall still be a part of the Bureau for a maximum term of 4 years after their mandate as President, and be known as Honorary President.</p> | <p><u>ARTICLE 14 - BUREAU - PRESIDENT - VICE-PRESIDENT - SECRETARY – TREASURER-</u></p> <p>The Governing Board shall elect a Bureau from among its members, consisting of a President, a Vice-President, a Secretary, a Treasurer and an Immediate Past President. Unless decided otherwise by the Governing Board, these mandates begin on the 1st January of the following year. The mandates of President and Vice-President are awarded for a term of 2 years renewable. The mandates of Secretary and Treasurer are awarded for a term of 4 years renewable.</p> <p>The Treasurer may be elected Vice-President at the end of their mandate. The Vice-President shall automatically become President at the end of their mandate, unless there is a majority vote to the contrary by the Governing Board.</p> <p>The Immediate Past President shall still be a part of the Bureau for a term of 2 years after their mandate as President.</p> | <p>The role/terms of the Bureau have been clarified.</p> |
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| <p><u>ARTICLE 15 - CONVOCATIONS OF THE GOVERNING BOARD</u></p> <p>The Governing Board shall meet on convocation and under the chairmanship of its President or, if he is prevented from attending, its Vice-President or a Board member appointed by his colleagues, whenever the interests of the Organisation so demand or whenever at least two Board members so request.</p> <p>Convocations to meetings of the Governing Board shall contain the agenda and shall be served in writing or by any other means of (tele)communication with a material support, at the latest 24 hours prior to the meeting, unless urgent, in which case the nature and grounds of that urgency shall be indicated in the notice of convocation or in the minutes of the meeting.</p> <p>Meetings shall be held on the day and at the time and place indicated in the convocation.</p> | <p><u>ARTICLE 15 - CONVOCATIONS OF THE GOVERNING BOARD</u></p> <p>The Governing Board shall meet two to four times each year on convocation and under the chairmanship of its President or, if he is prevented from attending, the Vice-President or a Governing Board member appointed by their colleagues, whenever the interests of the Association so demand or whenever at least two Governing Board members so request.</p> <p>Convocations to meetings of the Governing Board shall contain the agenda and shall be served in writing or by any other means of (tele)communication with a material support, at the latest 24 hours prior to the meeting, unless urgent, in which case the nature and grounds of that urgency shall be indicated in the notice of convocation or in the minutes of the meeting.</p> <p>Meetings shall be held on the day and at the time and place indicated in the convocation.</p> | |
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| <p><u>ARTICLE 16 - DELIBERATIONS OF THE GOVERNING BOARD</u></p> <p>16.1 The Governing Board may only deliberate and rule validly if at least one half of its members are present or represented.</p> <p>Any Board member may, in writing or by any other means of (tele)communication with a material support, give one of their colleagues delegation to replace them and to vote in their place. In that case, the person giving such delegation shall be deemed present.</p> <p>A Board member may also, but only when one half of the members of the Board are present in person, express opinions and cast votes in writing or by any other means of (tele)communication with a material support.</p> | <p><u>ARTICLE 16 - DELIBERATIONS OF THE GOVERNING BOARD</u></p> <p>16.1 The Governing Board may only deliberate and rule validly if at least one half of its members are present or represented.</p> <p>A Governing Board member prevented from attending a Governing Board meeting, may confer a proxy (in writing or by any other means of (tele)communication with a material support) to another Governing Board member, the number of proxies held by a proxyholder being limited to two. If requested in the notice calling the meeting, the proxies must be submitted in writing to the President prior to the meeting.</p> <p>The meetings of the Governing Board can also be validly held by conference call, videoconference or web-conference.</p> <p>Decisions of the Governing Board may be taken by written resolutions provided that each Governing Board member has been informed at least ten calendar days in advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.</p> | |
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| <p>16.2 Decisions of the Governing Board shall be taken by a majority of votes. If equal numbers of votes are cast, the President of the meeting shall have the casting vote.</p> <p>The Honorary President shall have a vote, but not a casting vote.</p> | <p>16.2 Decisions of the Governing Board shall be taken by a majority of votes. If equal numbers of votes are cast, the President of the meeting shall have the casting vote.</p> <p>Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).</p> | |
| <p><u>ARTICLE 17 - MINUTES</u></p> <p>The deliberations of the Governing Board shall be recorded in minutes signed by the majority of the members present.</p> <p>The members of the Board may have their statements and observations recorded in the minutes.</p> <p>These minutes shall be entered in or bound in a special register.</p> <p>Delegations as well as opinions and votes given in writing or by any other means of (tele)communication with a material support shall be appended thereto.</p> | <p><u>ARTICLE 17 - MINUTES</u></p> <p>The deliberations of the Governing Board shall be recorded in minutes signed by the majority of the members present or represented.</p> <p>The members of the Governing Board may have their statements and observations recorded in the minutes.</p> <p>These minutes shall be entered in or bound in a special register.</p> <p>Delegations as well as opinions and votes given in writing or by any other means of (tele)communication with a material support shall be appended thereto.</p> | |

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| <p>Copies or extracts to be produced in court or elsewhere shall be signed by two Board members.</p> | <p>Copies or extracts to be produced in court or elsewhere shall be signed by two Governing Board members.</p> | |
| <p><u>ARTICLE 18 - POWERS</u></p> <p>The Governing Board shall have all powers to manage and to administer the Organisation.</p> <p>Everything that is not reserved by the law or the Articles of association to the General Assembly of members shall be within the competence of the Governing Board.</p> | <p><u>ARTICLE 18 - POWERS</u></p> <p>The Governing Board shall have all powers to manage and to administer the Association.</p> <p>Everything that is not reserved by the law or the Articles of Association to the General Assembly of members shall be within the powers of the Governing Board.</p> <p>Under its responsibility, the Governing Board delegates all its powers to the Bureau, with the exception of (i) the powers reserved to the Governing Board by law or by the Articles of Association, and (ii) the definition of the policy and strategy of the Association.</p> <p>The powers that remain vested with the Governing Board by law or by the Articles of Association are :</p> | |

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| | <ul style="list-style-type: none"> 1° the change of registered office and creation of business addresses or other administrative centres; 2° the preparation of the annual accounts and the draft budget (including fixing the annual dues); 3° the convening of the meetings of the General Assembly; 4° the election and dismissal of the members of the Bureau; 5° the proposal to amend the Articles of Association; 6° the adoption and amendment of the Internal Regulations; 7° the creation of permanent sub-committees or working groups; 8° the proposal to dissolve the Association. | |
| <p><u>ARTICLE 19 - TREASURER-CEO</u></p> <p>The Treasurer-CEO shall be responsible for the everyday management of the Organisation: that management may not relate either to the determination of the Organisation’s general policy or acts specifically reserved to the Board by legal or regulatory provisions.</p> | <p><u>ARTICLE 19 – CONVOCATIONS, DELIBERATIONS AND MINUTES OF THE BUREAU</u></p> <p><u>A. CONVOCATIONS OF THE BUREAU</u></p> <p>The Bureau shall meet two to four times each year on convocation and under the chairmanship of its President or, if he is prevented from attending, the Vice-President or a Bureau member appointed by their colleagues,</p> | |

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| | <p>whenever the interests of the Association so demand or whenever at least two Bureau members so request.</p> <p>Convocations to meetings of the Bureau shall contain the agenda and shall be served in writing or by any other means of (tele)communication with a material support, at the latest 24 hours prior to the meeting, unless urgent, in which case the nature and grounds of that urgency shall be indicated in the notice of convocation or in the minutes of the meeting.</p> <p>Meetings shall be held on the day and at the time and place indicated in the convocation.</p> <p>B. <u>DELIBERATIONS OF THE BUREAU</u></p> <p>1. The Bureau may only deliberate and rule validly if at least one half of its members are present or represented.</p> <p>A Bureau member prevented from attending a Bureau meeting, may confer a proxy (in writing or by any other means of (tele)communication with a material support) to another Bureau member, the number of proxies held by a proxyholder being limited to one. If requested in</p> | |
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| | <p>the notice calling the meeting, the proxies must be submitted in writing to the President prior to the meeting.</p> <p>The meetings of the Bureau can also be validly held by conference call, videoconference or web-conference.</p> <p>Decisions of the Bureau may be taken by written resolutions provided that each Bureau member has been informed at least ten calendar days in advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.</p> <p>2. Decisions of the Bureau shall be taken by a majority of votes. If equal numbers of votes are cast, the President of the meeting shall have the casting vote.</p> <p>Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).</p> <p>C. <u>MINUTES</u></p> | |
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Dear Krzewinski & Willez “DKW” – 18 March 2020 – Contemplated amendments to the Articles of Association of EACS AISBL – for discussion purposes only

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| | <p>The deliberations of the Bureau shall be recorded in minutes signed by the majority of the members present or represented.</p> <p>The members of the Bureau may have their statements and observations recorded in the minutes.</p> <p>These minutes shall be entered in or bound in a special register.</p> <p>Delegations as well as opinions and votes given in writing or by any other means of (tele)communication with a material support shall be appended thereto.</p> <p>Copies or extracts to be produced in court or elsewhere shall be signed by two Bureau members.</p> | |
| <p><u>ARTICLE 20 - AUTHORISED REPRESENTATIVES</u></p> <p>The Governing Board and the CEO, within the limits of the everyday management and the attributions given to them by the Governing Board, may grant any special powers to any authorised representative.</p> | <p><u>ARTICLE 20 - AUTHORISED REPRESENTATIVES</u></p> <p>The Bureau, within the limits of their attributions, may grant any special powers to any authorised representative.</p> | <p>As the Bureau would be vested with all powers to manage the Association but the powers reserved by law or the Articles to the General Assembly or the Governing Board, the power to sub-delegate part of its powers would be reserved to the Bureau</p> |

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| <p>The Governing Board and the CEO may at any time dismiss persons appointed and set the attributions and remunerations, salaries or indemnities, whether fixed or variable, of persons to whom such delegations are made.</p> | <p>The Bureau may at any time dismiss persons appointed and set the attributions and remunerations, salaries or indemnities, whether fixed or variable, of persons to whom such delegations are made.</p> | <p>Pursuant to this provision, special powers would be given to Ms Joëlle Verluyten by the Bureau and would foresee the powers delegated to her and the financial limits of these powers. The delegation of powers would be published in the Annexes to the Belgian Official Journal. Therefore, the mandate of Ms Joëlle Verluyten would not be directly defined in the AoA, but in a separate decision, as it is often done for such powers. 2 templates have been provided by DKW.</p> |
| <p><u>ARTICLE 21 - PERMANENT SUB-COMMITTEES - WORKING GROUPS</u></p> <p>The Governing Board may create permanent sub-committees or “workings groups” responsible for study tasks defined by the internal regulations.</p> <p>Each of the permanent sub-committees shall be chaired by a coordinator appointed from among the Board members by the Governing Board, and be composed of active or ordinary members.</p> | <p><u>ARTICLE 21 - PERMANENT SUB-COMMITTEES - WORKING GROUPS</u></p> <p>The Governing Board may create permanent sub-committees or “workings groups” responsible for study tasks defined by the internal regulations.</p> | |
| <p><u>ARTICLE 22 - REPRESENTATION</u></p> <p>All acts binding the Organisation, other than special powers of attorney, shall be signed by</p> | <p><u>ARTICLE 22 - REPRESENTATION</u></p> <p>The Association shall be validly represented with respect to all acts, including in court</p> | |

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| <p>two Board members, acting jointly, or by the Treasurer-CEO.</p> <p>Legal actions, both as plaintiff and as defendant, shall be taken by the Governing Board, represented by its President or a Board member appointed by it for that purpose.</p> | <p>proceedings, by the signatures of two members of the Governing Board acting jointly, who shall not be obliged to offer proof to third parties of a prior decision of the Governing Board.</p> <p>The Association shall be validly represented with respect to all acts within the powers of the Bureau, including in court proceedings, by the signature of two members of the Bureau, one of which being the President or the Treasurer, who shall not be obliged to offer proof to third parties of a prior decision of the Bureau.</p> <p>The Association is validly represented by an attorney-in-fact, within the limits of their power-of-attorney.</p> | <p>Many trade associations based in Brussels provide for a joint signature. But as KYC banking requirements in Belgium are quite burdensome, the power to represent the Association for the powers of the Governing Board could be attributed to the President acting alone or to the President and a Vice President acting jointly; by doing so, the members of the Governing Board do not have to be identified with the bank. To be confirmed.</p> <p>Here, all Bureau members will most likely have to be identified with the bank.</p> |
| <p><u>ARTICLE 23 - INTERNAL REGULATIONS</u></p> <p>The Governing Board may establish internal regulations specifying the measures of application of the present Articles of association.</p> | <p><u>ARTICLE 23 - INTERNAL REGULATIONS</u></p> <p>The Governing Board may establish internal regulations specifying the measures of application of the present Articles of association. The Governing Board is authorized to adapt the reference in the present Articles of Association to the last approved version of the internal regulations and to publish the coordinated</p> | <p>Our understanding is that EACS did not adopt such internal regulations.</p> <p>Should EACS decide to adopt internal regulations, a reference must be inserted in the AoA (“<i>The last version of the internal regulations was adopted on [DATE]</i>”).</p> |

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| <p>These internal regulations shall be binding on all the members.</p> | <p>version of the Articles of Association following that modification.</p> <p>These internal regulations shall be binding on all the members.</p> | <p>Finally, please note that the internal regulations may not contain:</p> <ul style="list-style-type: none"> - provisions that are contrary to the Articles of Association or to mandatory legal provisions; - provisions related to matters that – pursuant to the CAC – must be provided for in the Articles of Association; - provisions related to (i) members' rights, (ii) powers of the bodies of the Association, and (iii) how the General Assembly is organized or operates. |
| <p><u>ARTICLE 24 - AUDIT</u></p> <p>The General Assembly shall appoint an auditor to check the Organisation's accounts and to present it with an annual report if in the future the Organisation exceeds the legal ceilings beyond which the law requires the appointment of an auditor.</p> | <p><u>ARTICLE 24 - AUDIT</u></p> <p>When required by the provisions of the Belgian Companies and Associations Code applicable to international non-profit associations, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of association must be entrusted to one or several auditors, appointed amongst the members of the Institute of Auditors ("<i>Institut des Réviseurs d'Entreprises</i>"). They hold the title of statutory auditor ("<i>commissaire</i>").</p> | |

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| | <p>Even if not required by the provisions of the Belgian Companies and Associations Code applicable to international non-profit associations, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of association may be entrusted to one or several auditors, appointed or not amongst the members of the Institute of Auditors ("<i>Institut des Réviseurs d'Entreprises</i>"). They hold the title of auditor ("<i>auditeur</i>").</p> <p>The auditor or statutory auditor shall be accountable for the audit and the report to the General Assembly.</p> | |
| <p><u>CHAPTER V - BUDGETS AND ACCOUNTS</u> <u>ARTICLE 25 - FINANCIAL YEAR</u></p> <p>The financial year shall commence on the first day of July and close on the thirtieth day of June the following year.</p> <p>The Governing Board shall be obliged to submit to the General Assembly the accounts for the past financial year and the budget for following</p> | <p><u>CHAPTER V - BUDGETS AND ACCOUNTS</u> <u>ARTICLE 25 - FINANCIAL YEAR</u></p> <p>The financial year shall commence on the first day of July and close on the thirtieth day of June the following year.</p> <p>The Governing Board shall be obliged to submit to the General Assembly the accounts for the past financial year and the budget for following</p> | |

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| <p>financial year within 6 months of the closure of the accounts.</p> <p>The General Assembly may decide to constitute a reserve fund, to set the amount and terms of contribution to that fund, due from each member.</p> | <p>financial year within 6 months of the closure of the accounts.</p> <p>The General Assembly may decide to constitute a reserve fund, to set the amount and terms of contribution to that fund, due from each member.</p> | <p>The current wording of the provision can be kept.</p> <p>Such reserve fund is usually constituted in order to preempt potential social contingencies that the Association might face (e.g. in case of layoff of staff).</p> |
| <p><u>CHAPTER VI - DISSOLUTION - LIQUIDATION</u> <u>ARTICLE 26 - LIQUIDATION</u></p> <p>If the Organisation shall be dissolved by resolution of the General Assembly in accordance with Article 11 of the Articles of association, and the liquidation shall be placed in the hands of a liquidator(s) appointed by the General Assembly, and in the absence of such an appointment the Governing Board in office at that time, acting in the capacity of a liquidation committee.</p> <p>The liquidator(s) shall for this purpose have the most extensive powers conferred on them by Articles 181 and following of the Companies Code.</p> | <p><u>CHAPTER VI - DISSOLUTION - LIQUIDATION</u> <u>ARTICLE 26 - LIQUIDATION</u></p> <p>If the Association shall be dissolved by resolution of the General Assembly in accordance with Article 11 of the Articles of Association, and the liquidation shall be placed in the hands of a liquidator(s) appointed by the General Assembly, and in the absence of such an appointment the Governing Board in office at that time, acting in the capacity of a liquidation committee.</p> <p>The liquidator(s) shall for this purpose have the most extensive powers conferred on them by the provisions of the Belgian Companies and Associations Code applicable to international non-profit associations.</p> | |

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| <p>The General Assembly shall if necessary determine the emoluments of the liquidators.</p> | <p>The General Assembly shall if necessary determine the emoluments of the liquidators.</p> | |
| <p><u>ARTICLE 27 - DISTRIBUTION</u></p> <p>After settling all debts, charges and liquidation costs or consignment of the sums necessary to that end, the net assets must be paid to an organisation or institution with its registered office in a Member State of the European Union with a similar object to that of the present Organisation.</p> | <p><u>ARTICLE 27 - DISTRIBUTION</u></p> <p>After settling all debts, charges and liquidation costs or consignment of the sums necessary to that end, the net assets must be paid to an organisation or institution with its registered office in a Member State of the European Union with a similar object to that of the Association.</p> | |
| <p><u>CHAPTER VII - GENERAL PROVISIONS</u> <u>ARTICLE 28 - COMMON LAW</u></p> <p>Everything which is not provided for by the present Articles of association and in particular the publications to be made in the Appendices to the Belgian Official Gazette shall be governed in accordance with the provisions of the Belgian Law of 2 May 2002 on non-profit-making organisations, international non-profit-making organisations and foundations.</p> | <p><u>CHAPTER VII - GENERAL PROVISIONS</u> <u>ARTICLE 28 - APPLICABLE LAW AND DISPUTE RESOLUTION</u></p> <p>Any dispute in connection with the Articles of association, the internal regulations and/or any decision of the bodies of the Association, shall be governed by Belgian law and shall be submitted to the (French-speaking) Courts of Brussels.</p> | <p>We propose a new drafting of the provision that includes the competent courts.</p> |

Dear Krzewinski & Willez "DKW" – 18 March 2020 – Contemplated amendments to the Articles of Association of EACS AISBL – for discussion purposes only

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| | <p>ARTICLE 29 - LANGUAGE</p> <p>These Articles of Association shall be written in the French and English languages. The French version is the official version of the Articles of Association and shall take precedence.</p> <p>English shall be the working language of the Association</p> | |
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