

## ***EACS Articles of Association*** ***English version***

The EACS was constituted by a deed received on 10 November 1995 in Brussels.

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 Articles of association, under the name “EUROPEAN AIDS CLINICAL SOCIETY”, abridged to “EACS” and hereinafter referred to as the “**Association**”.
- 1.2. The full and abbreviated names can be used together or separately.
- 1.3. The Association is governed by the provisions of the Belgian Companies and Associations Code applicable to international non-profit associations.

#### **ARTICLE 2 - REGISTERED OFFICE**

- 2.1. The Registered Office of the Association is at 56, rue des Colonies, 1000 Brussels, Belgium (Brussels-Capital Region).
- 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.
- 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 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.

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

In order to achieve these goals, the Association 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 care of people infected by HIV

c) Monitor the publication and circulation of scientific information regarding the aspects and treatment of HIV by organising conferences, seminars, workshops and by publishing scientific works

d) Establish relationships between the professional bodies involved and government and international institutions

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

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.

## **CHAPTER II - MEMBERS**

### **ARTICLE 4 - MEMBERS - CONDITIONS OF ADMISSION**

4.1. The Association is composed of members.

Membership is open to the following persons:

- 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.

Members have the right to vote and to attend meetings of the General Assembly.

4.2 Only members who have paid their dues may participate in general assemblies and vote on resolutions.

### **ARTICLE 5 – RESIGNATION AND EXPULSION OF MEMBERS**

5.1 Members shall be free to resign from the Association by sending their resignation in writing to the Governing Board.

Resignations shall only come into effect 12 months after receipt of the letter of resignation by the Governing Board.

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 simple letter or by any electronic means of communication.

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.

Expulsion shall be decided upon by the General Assembly ruling by two-thirds of the votes cast by the members present or represented.

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.

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.

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.

An expelled member shall still owe its dues for the year during which the expulsion shall have been pronounced.

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.

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.

## **ARTICLE 6 - DUES**

6.1. Members shall be obliged to pay annual dues, the amount of which shall be set each year by the Governing Board.

6.2 The annual dues may not be less than 30 (thirty) euros or higher than 500 (five hundred) euros.

## **CHAPTER III - GENERAL ASSEMBLY**

### **ARTICLE 7 - COMPOSITION AND POWERS**

7.1 The following powers are restrictively reserved to the General Assembly:

- 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.

## **ARTICLE 8 - MEETINGS - CONVOCAATION**

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.

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.

General Assemblies shall be held at the place indicated in the convocation.

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.

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, time and place when and where the General Assembly is to be held.

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.

## **ARTICLE 9 - REPRESENTATION - VOTING - DELIBERATIONS**

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.

No General Assembly may deliberate on items which are not on the agenda.

9.2 All members shall have equal rights to vote at the General Assembly.

9.3 Except in the cases hereinafter provided, the General Assembly properly convened shall validly deliberate whatever the number of members present or represented.

## **ARTICLE 10 - MAJORITY - MINUTES**

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.

Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

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.

## **ARTICLE 11 - AMENDMENTS TO THE ARTICLES OF ASSOCIATION - DISSOLUTION**

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

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.

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.

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.

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.

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.

## **CHAPTER IV - ADMINISTRATION**

### **ARTICLE 12 - GOVERNING BOARD - COMPOSITION**

The Association shall be administered by a Governing Board, composed of sixteen members.

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.

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:

- 4 Governing Board members must belong to the "Europe-North" 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-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.

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 1<sup>st</sup> 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 may exceed 8 years but will end at the same time as their respective mandates of President and Treasurer.

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.

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.

Governing Board members shall exercise their mandate free of charge.

The Governing Board member who has not, without valid reason, attended three successive meetings of the Governing Board shall be deemed to have resigned.

### **ARTICLE 13 - VACANCY**

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.

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.

### **ARTICLE 14 - BUREAU - PRESIDENT - VICE-PRESIDENT - SECRETARY – TREASURER**

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 1<sup>st</sup> 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.

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.

The Immediate Past President shall still be a part of the Bureau for a term of 2 years after their mandate as President.

## **ARTICLE 15 - CONVOICATIONS OF THE GOVERNING BOARD**

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.

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.

Meetings shall be held on the day and at the time and place indicated in the convocation.

## **ARTICLE 16 - DELIBERATIONS OF THE GOVERNING BOARD**

16.1. The Governing Board may only deliberate and rule validly if at least one half of its members are present or represented.

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.

The meetings of the Governing Board can also be validly held by conference call, videoconference or web-conference.

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.

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.

Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

## **ARTICLE 17 - MINUTES**

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

The members of the Governing Board may have their statements and observations recorded in the minutes.



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

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.

Copies or extracts 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 to administer the Association.

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.

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.

The powers that remain vested with the Governing Board by law or by the Articles of Association are:

- 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.

## **ARTICLE 19 – CONVOCATIONS, DELIBERATIONS AND MINUTES OF THE BUREAU**

### **A. CONVOCATIONS OF THE BUREAU**

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, whenever the interests of the Association so demand or whenever at least two Bureau members so request.

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.

Meetings shall be held on the day and at the time and place indicated in the convocation.



## **B. DELIBERATIONS OF THE BUREAU**

1. The Bureau may only deliberate and rule validly if at least one half of its members are present or represented.

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 the notice calling the meeting, the proxies must be submitted in writing to the President prior to the meeting.

The meetings of the Bureau can also be validly held by conference call, videoconference or web-conference.

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.

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.

Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

## **C. MINUTES**

The deliberations of the Bureau shall be recorded in minutes signed by the majority of the members present or represented.

The members of the Bureau may have their statements and observations recorded in the minutes.

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

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.

Copies or extracts to be produced in court or elsewhere shall be signed by two Bureau members.

## **ARTICLE 20 - AUTHORISED REPRESENTATIVES**

The Bureau, within the limits of their attributions, may grant any special powers to any authorised representative.

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.

## **ARTICLE 21 - PERMANENT SUB-COMMITTEES - WORKING GROUPS**

The Governing Board may create permanent sub-committees or “workings groups” responsible for study tasks defined by the internal regulations.

## **ARTICLE 22 - REPRESENTATION**

The Association shall be validly represented with respect to all acts, including in court 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.

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.

The Association is validly represented by an attorney-in-fact, within the limits of their power-of-attorney.

## **ARTICLE 23 - INTERNAL REGULATIONS**

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 version of the Articles of Association following that modification.

These internal regulations shall be binding on all the members.

## **ARTICLE 24 - AUDIT**

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 ("Institut des Réviseurs d'Entreprises"). They hold the title of statutory auditor ("commissaire").

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 ("Institut des Réviseurs d'Entreprises"). They hold the title of auditor ("auditeur").

The auditor or statutory auditor shall be accountable for the audit and the report to the General Assembly.

## **CHAPTER V - BUDGETS AND ACCOUNTS**

### **ARTICLE 25 - FINANCIAL YEAR**

The financial year shall commence on the first day of July and close on the thirtieth day of June the following year.

The Governing Board shall be obliged to submit to the General Assembly the accounts for the past financial year and the budget for following financial year within 6 months of the closure of the accounts.

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.

## **CHAPTER VI - DISSOLUTION - LIQUIDATION**

### **ARTICLE 26 - LIQUIDATION**

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.

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.

The General Assembly shall if necessary determine the emoluments of the liquidators.

### **ARTICLE 27 - DISTRIBUTION**

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.

## **CHAPTER VII - GENERAL PROVISIONS**

### **ARTICLE 28 - APPLICABLE LAW AND DISPUTE RESOLUTION**

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.

### **ARTICLE 29 - LANGUAGE**

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.

English shall be the working language of the Association.

## **CHAPTER VIII – TEMPORARY PROVISIONS**

### **ARTICLE 30 – TEMPORARY PROVISIONS**

As an exception to the content of the newly approved Articles of Association:

- (i) The current Governing Board and Regional Representatives remain in place until the new Governing Board members are appointed;
- (i) All the permanent and regional members are eligible to run for election;
- (ii) The current Vice-President and President are automatically re-elected.