

STATUTES
the Association of the European Cancer Leagues ("ECL")
Association sans but lucratif de droit belge (ASBL)
Not-for-profit association under Belgian Law
(the "ECL" or the "Association")

I. NAME – LEGAL FORM – DURATION – REGISTERED OFFICE

Article 1 – Name – Legal form

- 1.1. The association is constituted under the legal form of a not-for-profit association (*association sans but lucratif/ vereniging zonder winstoogmerk*) named “Association of European Cancer Leagues” in English and “Association Européenne des Ligues contre le Cancer” in French, abbreviated as “ECL” in the two languages (hereinafter the “**ECL**” or the “**Association**”).

The Association is governed by the Belgian Code on Companies and Associations of 23 March 2019 (the “**BCCA**”), as modified and amended by subsequent laws.

- 1.2. All acts, invoices, advertisements, publications, correspondence, order forms, websites and other documents, whether or not in electronic form, emanating from the Association must mention (i) its name, (ii) immediately preceded or followed by its legal form, in full or abbreviated, (iii) the precise indication of the registered office, (iv) the enterprise number, (v) the words “rechtspersonenregister”/“registre des personnes morales” (register of legal persons) or the abbreviation “RPR”/“RPM”, followed by the mention of the seat of the court within whose jurisdiction the Association has its registered office; (vi) as the case may be, the e-mail address and website of the Association and (vii) as the case may be, the fact that the Association is in liquidation.

Article 2 – Duration

- 2.1. The Association is formed for an unlimited duration. It may be dissolved at any time, in accordance with the law and article 34 of the present Statutes.

Article 3 – Registered office

- 3.1. The registered office of the Association is located in the Brussels Region.

Without prejudice to the application of the Belgian linguistic legislation, the registered office may be transferred to any other place in Belgium by decision of the Executive Board.

If the transfer of the registered office requires that the language of the present Statutes must be modified pursuant to the applicable Belgian linguistic legislation, only the General Assembly is empowered to take such decision, subject to the rules on the amendment of the present Statutes.

- 3.2. The Executive Board may decide to open branches or administrative offices of the Association in Belgium or abroad.

II. PURPOSE AND OBJECTIVES

Article 4 – Purpose – Objectives

- 4.1. The Association shall pursue a disinterested purpose by improving communication and fostering collaborative activities between European cancer leagues and organisations which are members of the ECL in order to reduce the growing cancer burden in Europe (the “**Purpose**”).

- 4.2. In order to achieve the aforementioned Purpose, the Association carries out the following activities and tasks (the "**Objectives**"):
- a) influence cancer control policies;
 - b) promote cancer prevention;
 - c) enhance access to cancer control services, including screening, diagnosis, and treatment;
 - d) advocate for equal access to effective cancer treatments and therapies for all patients;
 - e) develop actions to support cancer patients, survivors and caregivers;
 - f) support and promote the goals of its members;
 - g) to represent the ECL members interest at EU cancer related meeting and lobby the EU institutions;
 - h) promote and defend public health interests, and the interests of its members, through appropriate legal proceedings
 - i) organize, manage or develop Working Groups or Task Forces, workshops and technical meetings, joint projects with other organisations, exchange of information, relationships with relevant international organisations, lobbying and advocacy.

The Objectives may be amended in response to developments in health and cancer care, or new social concerns, in accordance with the provisions of the BCCA.

- 4.3. The Association may undertake any other activity, procedure or initiative or take any other actions that are directly or indirectly related to or necessary or useful to the Objectives of the Association and the promotion of the disinterested Purpose as set out above, including the exercise of commercial and profit-making activities on an ancillary and/or isolated and/or exceptional basis which proceeds shall at all times be allocated to the above mentioned Purpose and in accordance with the above mentioned Objectives. In the light of the foregoing, and provided that such activity is either expressly contained in the approved budget of the Association or is otherwise approved by the General Assembly, the Association may grant loans to, invest in the capital of, or, in any other manner, directly or indirectly, take participations in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws.
- 4.4. The Association may become a member of any other not-for profit association/not-for-profit organisation provided that said not-for-profit association/not-for-profit organisation is legal and its purposes are in line with the Purpose of the Association.
- 4.5. The Association is authorized to collect any resources that are necessary to the realization of its Purpose.

III. MEMBERSHIP

Article 5 – General provision

- 5.1. The minimum number of members is three (3).
- 5.2. The Association is open to Belgian and non-Belgian members developing activities at international and/or European and/or national and/or regional levels.

No natural persons shall be admitted as members of the Association.

Article 6 – Membership criteria – Rights – Duties

- 6.1. Membership shall be open to any cancer league which fulfils the following requirements:
- a) having objectives and carrying out activities in common with the Purpose and Objectives of ECL as set out in article 4 of the present Statutes;
 - b) being located in countries within the European Region as defined by the World Health Organisation;
 - c) being a legal entity validly constituted according to the laws and customs of its country of origin; and
 - d) being independent of governments, political parties and commercial interests.

Continued membership in the Association depends on the member refraining from fundraising within the countries of origin of other members, unless said member has received prior written consent of these other members. Without prejudice to the foregoing, members are entitled to receive unsolicited donations from members in other countries of origin and to assist members in other countries of origin in their activities.

- 6.2. Members have full membership rights, including the right to attend and vote at the General Assembly through its Member Delegate appointed in compliance with article 13.2. of the present Statutes.

Membership includes also the following rights:

- a) to attend and participate in the educational meeting, workshops, roundtable discussions or plenary sessions organized in the frame of the General Assembly;
- b) to propose candidates eligible for a position in the Executive Board;
- c) to be consulted in connection with the right of the Executive Board to make statements ;
- d) to propose amendments to the Statutes;
- e) to receive regular updates on the Association's activities and cancer related information within the EU including, but not limited to the bimonthly newsletters, the annual report and monthly EU Monitoring Report;
- f) to attend roundtables/workshops organized by ECL, throughout the year;
- g) to participate in ECL Working Groups or Task Forces; and
- h) to use the ECL Secretariat as a source of information and a platform (i) to contact other cancer leagues or members, (ii) for the coordination of projects between members and (iii) to facilitate the creation of *ad hoc* networks.

- 6.3. Members have the following membership duties :

- a) to comply with the present Statutes, the Internal Rules, the Ethical Code and other governing rules of the Association;
- b) to participate actively in ECL activities through regular correspondence, by attending meetings and contributing fully to the ECL's actions and initiatives;
- c) to send its annual report every year, and upon request of the ECL Secretariat;
- d) to be responsive to the ECL Secretariat's requests for information;
- e) to share input, data, publications and know-how and resources with other members pursuant to the respective agreement the member entered into as part of the membership application in accordance with article 7.1. d) of the present Statutes;
- f) to pay the annual membership fee as set out in article 8 of the present Statutes;
- g) to refrain from fundraising within the countries of origin of other members as set out in article 6.1., Para. 2 of the present Statutes.

Article 7 – Admission to membership

- 7.1. Application for membership must be submitted by the applicant in writing to the President at least six (6) weeks prior to the General Assembly.

An application for membership shall include :

- a) the official copy of the statutes of the applicant;
- b) a description of administrative structure of the applicant;
- c) the last annual report and annual accounts of the applicant;
- d) the agreement form in which the applicant agrees to share its input, data, publications, know-how and resources with the other ECL members.

- 7.2. The President is entitled to obtain further information from the applicant. The General Assembly shall have full power and discretion to decide whether membership shall be granted. The General Assembly shall not be required to justify its decision. The decision of the General Assembly is final, whether it be to approve or reject the applicant from membership.

Article 8 – Membership fee

- 8.1. Members shall pay the annual membership fee as determined by the General Assembly based on objective criteria and the membership fee structure proposed by the Executive Board. Membership fees are discussed and reviewed at a General Assembly meeting which takes place no later than 30 November, every year.
- 8.2. The maximum annual membership fee due shall amount to EUR 100,000 per year.
- 8.3. The annual membership fee is invoiced at the end of the year, for the following year. Membership fees must be paid within two (2) months of the date of the invoice, unless the Executive Board decides on an exceptional extension of the payment period or specific payment terms limited in time upon request of the concerned member.
- 8.4. Further provisions on practical aspects and modalities regarding the annual membership fee, including the applicable membership fee structure and the membership payment procedure may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 9 – End of Membership

- 9.1. Membership ends (i) in accordance with articles 9.2. and 9.3. of the present Statutes or (ii) with immediate effect, by dissolution, bankruptcy or judicial reorganisation or (iii) by dissolution of the Association.

The end of membership in the course of the Association's financial year shall not affect the member's obligation to pay in full their annual membership fee or any other sum due on the date of end of membership until the end of the financial year. The member whose membership ended is not entitled to claim any of the Association's assets nor any reimbursement of its membership fee or any other compensation.

- 9.2. Each member is entitled to resign from its membership in the Association at any time by sending a written notice by mail and/or e-mail to the President. Members who wish to resign from their membership for the following calendar year, should send the aforementioned written notice no later than December 31st of the previous calendar year to the President. They are required to fulfil their obligations according to article 9.1., Para. 2 of the present Statutes.

Unless the Executive Board decides on an exceptional extension of the payment period or specific payment terms limited in time as set out in article 8.3. of the present Statutes, a member who does not pay the membership fee or any other sum in arrears which it owes within thirty (30) calendar days of the serving of a second formal notice by e-mail to execute the payment is deemed to have resigned with immediate effect from membership. Such member is however required to fulfil its obligations according to article 9.1., Para. 2 of the present Statutes.

- 9.3. Without prejudice to article 9.4. of the present Statutes, the General Assembly shall be authorized to exclude a member upon request of the Executive Board or of at least one fifth (1/5) of the members or in the following cases:
 - a) in case of breach by that members of the provisions of the Statutes, the Internal Rules, the Ethical Code or other governing rules or decisions of the Association;
 - b) if the conduct of that member is contrary to the Purpose of or harming the Association.

The request of the Executive Board concerning a possible exclusion of a member shall include a total assessment of the member's activities.

The exclusion must be mentioned in the convening notice. Any exclusion procedure shall be the first item on the agenda. Members whose membership is to be terminated shall have, prior to an exclusion, the right to present their defence before the General Assembly, in person or through a counsel, either by oral or written statement.

The General Assembly may decide to exclude a member if at least two-thirds (2/3) of the members are present or represented at the meeting. The decision of exclusion requires a two-thirds (2/3) majority of the votes cast by the members present or represented.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator, nor in the denominator.

The decision of the General Assembly is final and the exclusion shall be effective as of the date of the decision of the General Assembly. The member excluded is required to fulfil its obligations according to article 9.1., Para. 2 of the present Statutes.

Members shall be immediately notified of the exclusion in writing.

- 9.4. A member shall, with immediate effect, be automatically excluded as a member of the Association if, following a national, supranational or international final decision or sanction, it is no longer allowed according to that decisions or sanction to be a member of the Association.

Article 10 – Suspension

- 10.1. Without prejudice to article 10.5. of the present Statuts, the Executive Board may, with immediate effect, provisionally suspend all or part of member's rights, including the right to attend and vote at the General Assembly in the following cases:

- a) if an exclusion procedure has been launched by the Executive Board against such member according to article 9.3. of the present Statutes;
- b) if the member does not pay or provide a suitable payment plan for its membership fees or any other sum in arrears for more than sixty (60) calendar days from the invoice due date on despite receiving a first formal notice to execute the payment by e-mail giving an additional delay of thirty (30) calendar days to execute the payment, on the understanding that such suspension shall be effective until the membership fee or other sum is paid;
- c) for a duration determined by the Executive Board if that member runs or has run (i) actions against the interests of or the public health interests defended by the Association or (ii) actions that call into question the credibility of the Association.

- 10.2. The concerned member has the right to present his defence on the envisaged suspension either by oral or written statement to the Executive Board. The suspension decision of a member by the Executive Board is valid until the Executive Board decides otherwise or until a final decision is taken on the exclusion of a member by the General Assembly.

- 10.3. The suspended member will cease to benefit from the concerned membership rights. With the exception of the foregoing, members who are suspended because of the late payment of their annual membership fee or any other sum in arrears, will nevertheless have access to the following:

- a) the information displayed on the web-site;
- b) the latest issue of the EU Monitoring report;
- c) the list of decisions made at the Association's last Executive Board meeting;
- d) a document with the actions achieved during the present year;
- e) any documentation (1 piece) produced by ECL that promotes the ECL.

The suspended member must continue to fulfil all of its membership duties under the present Statutes and has no right to claim any financial compensation for any decision which was taken according to this article.

- 10.4. If after the period determined by the Executive Board in accordance with in article 10.1., c) of the present Statutes, the situation is not remedied, the Executive Board can decide to initiate the exclusion procedure set out in article 9.3. of the present Statutes.

- 10.5. A member shall, with immediate effect, be automatically suspended from all or part of its membership rights, if following a national, supranational or international final decision or sanction,

it is no longer allowed according to that decision or sanction to exercise all or part of its membership right within the Association.

- 10.6. Further practical aspects and modalities regarding the formalities and procedure to be followed in case of resignation, exclusion or suspension from membership may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 11 – Liability

- 11.1. The Association shall only be liable for its debts up to the amount of the Association's own assets. The members or their respective Member Delegates shall incur neither a personal liability for the debts or for any other commitments of the Association nor for any other liability of whatever nature.

IV. Governance Structure of the Association

Article 12 – Governance structure

- 12.1. The governing bodies of the Association shall be
- a) The General Assembly;
 - b) The Executive Board; and
 - c) The Executive Director.
- 12.2. Further provisions on practical aspects and modalities regarding the General Assembly, the Executive Board, the President, the Vice-President, the Treasurer, the Executive Director and the Working Groups or Task Forces as well as the ECL Secretariat may be adopted in compliance with Article 2:59 BCCA in the Internal Rules of the Association.

IV.1. General Assembly

Article 13 – Composition

- 13.1. The General Assembly is composed of the members of the Association.
- 13.2. Each member appoints one (1) natural person to act as its official contact person and delegate (the "**Member Delegate**") to represent the member in ECL matters. Members shall appoint as their Member Delegate, to the greatest extent possible, the Chief Executive Officer/Executive Director/ President/board member or an officer of an equivalent level of the members' governing body. The member may change its Member Delegate at any time by giving written notice to the Association. If the Member Delegate is prevented to attend a General Assembly meeting, he/she can exceptionally designate a replacement for said General Assembly meeting.
- 13.3. Subject to the provisions and limitation stipulated in the present Statutes the Executive Board members, the staff of ECL or of a member, the Executive Director and guests may attend the General Assembly meeting.
- 13.4. Further provisions on the practical aspects and modalities regarding the composition of the General Assembly, the appointment of the Member Delegates and their replacement, as well as the participation of third parties to General Assembly meetings may be adopted in compliance with article 2:59 of the BCCA in the Internal Rules of the Association.

Article 14 – Powers

- 14.1. The General Assembly is the supreme governing body of the Association. The General Assembly shall have the exclusive power :
- a) to elect and dismiss the President and the other members of the Executive Board and to determine the conditions, as the case may be, the remuneration and financial conditions,

- under which the mandate of the Executive Board members is conferred, exercised and terminated ;
- b) to appoint and revoke the auditor(s) or statutory auditor(s), if required by law, from a list proposed by the Executive Board and to determine their remuneration for the exercise of their mandate;
 - c) to vote on the discharge of the members of the Executive Board and of the auditor(s) or statutory auditor(s), (if any) as well as, if necessary, to launch an action by the Association against any of the members of the Executive Board, the auditor(s) or the statutory auditor(s);
 - d) to consider and approve applications for membership;
 - e) to terminate membership and/or vote on the exclusion of members;
 - f) to approve the proposed ECL's statements and their changes coming from the Executive Board;
 - g) to approve the strategy, priorities and targets of the Association and the determination of its policy proposed by the Executive Board;
 - h) to decide on the date and location of the ordinary annual conference, the Annual General Assembly meeting and the Working Groups or Task Forces or any other connected meetings;
 - i) to approve the report of the auditor(s) or statutory auditor(s), auditing the ECL's annual accounts;
 - j) to approve (a) the annual accounts, including the balance sheet and profit and loss calculation of the preceding financial year, (b) the annual budget, including any amendment thereto, and (c) as the case may be, the annual management report of the Executive Board;
 - k) to determine the amount of the membership fee and membership fee structure based on criteria proposed by the Executive Board;
 - l) to approve the annual report of activities presented by the Executive Director;
 - m) to amend the present Statutes;
 - n) to dissolve the Association;
 - o) to make or accept a contribution of a universality of goods free of charge;
 - p) to transform the not-for-profit association into an international not-for-profit association, into a cooperative company that is authorised to act as a social enterprise, or into a cooperative company that is recognised as a social enterprise under the BCCA;
 - q) in all other cases determined by law or the present Statutes.

Article 15 – Meeting Rules

- 15.1. The ordinary General Assembly meeting shall be held once a year (the "**Annual General Assembly**" or "**AGA**").

Extraordinary General Assembly meetings shall be held at any time:

- a) upon invitation of the Executive Board;
 - b) upon request of at least one fifth (1/5) of the members;
 - c) as the case may be, upon request of the statutory auditor(s). The statutory auditor(s) must convene the General Assembly upon request of at least one fifth (1/5) of the members; and
 - d) in the cases prescribed by law.
- 15.2. The General Assembly meeting shall be held at the time, on the date and at the venue determined by the Executive Board. The meeting shall be chaired by the President of the Association or, in case of his/her absence by the Vice-President or another attending member designated by the General Assembly as chair of the meeting.
- 15.3. Unless otherwise provided for by law or the present Statutes, the President on behalf of the Executive Board shall send the convening notice of the General Assembly to all members by e-mail at least sixty (60) calendar days prior to the meeting. An extraordinary meeting of the General Assembly may be convened at sixty (60) calendar days' notice. The convening notice shall include the agenda of the items to be considered as well as the date, time and venue of the meeting. In cases as described in article 15.5. of the present Statutes, the notice shall contain a clear and detailed description of the procedures relating to the remote participation.

- 15.4. The General Assembly may only deliberate about the items on the agenda. The Executive Board or at least one-twentieth (1/20) of the members may request to add motions or additional items to the agenda at least thirty (30) calendar days prior to the meeting. The final agenda and the supporting documents shall be sent to the members at least fifteen (15) calendar days before the meeting.
- 15.5. The General Assembly is held at a physical venue as determined by the Executive Board as place of the meeting. If technically possible and unless otherwise provided in the present Statutes, all members, the members of the Executive Board, the Executive Director, the staff of ECL or of a member and General Assembly guests can attend the General Assembly meeting either (i) physically or (ii) via a conference call, a video conference, a web-conference or by any other electronic means of communications made available by the Association and which offers the possibility for the Association to check the identity of members, the members of the Executive Board, the Executive Director, the staff of ECL or of a member and the General Assembly guests participating in the meeting. Such electronic means of communications must enable them (i) to directly, simultaneously and uninterruptedly follow the discussions during the meeting, (ii) to speak to each other and (iii) and as far as the members are concerned, to participate in the deliberation, to ask questions and to cast definitively although not simultaneously their vote on all the agenda items. With regard to compliance with the quorum and majority requirement rules, any member participating by such means in the General Assembly meeting shall be deemed present at the place where such meeting takes place.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Assembly, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means in the General Assembly or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Article 16 – Voting and Quorum

- 16.1. Each member shall be entitled to one (1) vote;

Without prejudice to article 13.2. of the present Statutes, Executive Board members, the Executive Director, the staff of ECL or of a member and General Assembly guest, may attend the General Assembly meeting with the right to speak, but without the right to vote.

- 16.2. Members may be represented at a General Assembly meeting by another member or third party by written proxy to be sent to the ECL Secretariat prior to the meeting. Each proxyholder may hold an unlimited number of proxies.
- 16.3. Voting can be done by roll-call in alphabetic order, by show of hands, by secret ballot or by electronic means in real time. At least one third (1/3) of the members attending the General Assembly meeting may request secret balloting.
- 16.4. A General Assembly shall be deemed validly constituted when at least half (1/2) of the members are present or represented at the meeting.

Should this quorum not be reached, a second General Assembly may be convened for the same purpose and with the same agenda within forty (40) calendar days, provided that this procedure is announced in the convening notice. The second General Assembly meeting may deliberate and resolve validly irrespective of the number of members present or represented at the meeting. In that specific case, the convening period is shortened to thirty (30) calendar days.

- 16.5. Except where otherwise indicated in the present Statutes or in the BCCA, decisions of the General Assembly shall require a simple majority of votes of the members present or represented at the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

In case of tied vote, the resolution shall be deemed to have been rejected.

- 16.6. Except for resolutions amending the present Statutes, the General Assembly may take decisions that fall within the powers of the General Assembly by a unanimous written consent of all members. In such case, the members shall be informed in writing about the matters on which a decision is to be made by means of a written procedure and of the reasons justifying the use of this procedure. To this end, a document setting out the proposed resolutions is sent to all members, as well as a copy of the documents that must be made available to them pursuant to the BCCA, by letter, e-mail or any other means of communication, with the request to return the document, dated and signed, to the registered office of the Association or to any other place specified in the document. The signatures can be placed either on one (1) single document or on more than one (1) original of such document. The written resolutions are deemed to have been adopted on the date of the last signature or on the date specified in the aforementioned document.

Article 17 – Minutes of meeting

- 17.1. The minutes of the General Assembly meetings, including a record of all proceedings and decisions of the General Assembly, shall be drawn up under the responsibility of the President or the chair of the meeting and shall be signed by the President, the Vice-President or, as the case may be, the chair of the meeting and submitted to the approval of the next General Assembly meeting .
- 17.2. The original minutes of the General Assembly have to be entered into a separate physical or electronic register, signed by the President or in his/her absence by the Vice-President or the chair of the meeting, kept at the registered office of the Association where it must be made available to the members for consultation.
- 17.3. Further provisions on the practical aspects and modalities regarding the meeting rules, the decision making process and the voting of the General Assembly as well as the minutes of meeting may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

IV.2. Executive Board

Article 18 – Composition

- 18.1. The Executive Board shall be composed of least three (3) and up to seven (7) Executive Board members, including the President, the Vice-President and the Treasurer.

Only natural persons are eligible for an Executive Board position. To the extent possible and in order to have the right balance and representation of the ECL membership with the Executive Board, the latter should include a representative of the medical profession, with experience in cancer and a representative coming from Eastern Europe. In addition, gender balance shall always be taken in consideration in the composition of the Executive Board.

- 18.2. The President is elected by the General Assembly for a term of two (2) years in compliance with article 19 and article 28.1. of the present Statutes. The President may be reelected for two (2) further terms of office.

The Executive Board members other than the President are elected by the General Assembly for a term of two (2) years in compliance with article 19 of the present Statutes. The Executive Board members other than the President may be reelected for two (2) further terms of office.

- 18.3. The Executive Board shall elect among its members a Vice-President and a Treasurer and shall create new positions within the Executive Board, where necessary. The election shall take place

by secret ballot, individually per position and requires a simple majority of the votes of the Executive Board members present or represented in the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator

Article 19 – Election of Executive Board members

- 19.1. Unless stated otherwise in the BCCA or the present Statutes, elections take place at the Annual General Assembly meeting.

Call for candidatures and the agenda shall be included in the notice of the General Assembly that shall be sent to all members by email at least sixty (60) calendar days prior to the meeting in compliance with article 15.3. of the present Statutes.

- 19.2. The present Executive Board is in charge of seeking new candidatures, together with ECL Secretariat in compliance with article 18.1, Para. 2 of the present Statutes.

The nominations of candidates proposed by the members must be received, in writing, by the President not later than thirty (30) calendar days before the General Assembly meeting. Such nominations shall include the curriculum vitae and work experience as well as a cover letter stating the candidate's motivations to be part of the Executive Board. If an Executive Board member is nominated for a re-election at the end of his/her first or second two years term, he/she will be placed on the list of candidates for election with priority over any other non-Executive Board member candidate.

The list of candidates shall be sent by the President to the members not later than fourteen (14) calendar days before the General Assembly meeting.

- 19.3. Further provisions on the practical aspects and modalities regarding the composition of the Executive Board, the nomination of candidates to and the elections for an Executive Board position as well as their proficiency requirement and major duties may be specified in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 20 – End of mandate

- 20.1. The mandate of a Executive Board member shall end (i) by death or the loss of legal capacity, (ii) by the resignation, (iii) by the revocation by the General Assembly or (iv) by the expiration of its term.

The revocation of the Executive Board as a whole or of a Executive Board member before the end of the term of their respective mandate by the General Assembly shall be possible at any time and shall require a simple majority of the votes of the members present or represented at the meeting. The concerned Executive Board member(s) will have the possibility of being heard prior to the deliberations.

Every Executive Board member is free to resign at any moment by formally giving written notice to the President or the Vice-President of the Association. Unless otherwise stated in the present Statutes or the BCCA, the resignation will be effective once the acknowledgement of receipt of the registered letter has been signed by the President or the Vice-President, shall the President not be available.

Unless otherwise determined by the General Assembly or in the present Statutes, resignation shall be presumed and shall take automatically effect if a member of the Executive Board ceases his/her function in the member organisation he/she represent and that has nominated him/her at the time of election to the Executive Board.

- 20.2. If an Executive Board position other than the President becomes vacant, a new Executive Board members shall be elected to complete the remaining term of office at the first following General

Assembly meeting at which an election shall be held in compliance with the provisions laid down in articles 18 and 19 of the present Statutes.

Article 21 – Remuneration

- 21.1. All offices within the Executive Board are exercised on a voluntary basis. Unless specifically decided otherwise by the General Assembly or in the present Statutes, the Executive Board members shall not be entitled to receive any compensation or remuneration in compensation of their duties.
- 21.2. Executive Board members are expected to travel to Executive Board meetings at their own expenses. However, upon specific request an Executive Board member may be reimbursed for travel and accommodation expenses for the standard scheduled Executive Board meetings and for travel, accommodation and secretariat expenses for additional unplanned Executive Board or other meetings.

Article 22 – Powers

- 22.1. The Executive Board acts as a collegial body and has all management, administration and representation powers that are necessary or of used to the achievement of the Association's Purpose and Objectives, with the exception of those powers that have been reserved to the General Assembly by law or by the Statutes.

The Executive Board has the residual powers and shall make independent decisions within the scope of its powers, tasks and authorisations. In particular, the powers of the Executive Board shall include, but are not limited to the following:

- a) to propose and amend the ECL's statements (including mission statement) and action plan to be submitted to the General Assembly for approval;
- b) to define the strategic goals and the strategy of the Association, as well as the manner in which these goals are to be accomplished and implemented;
- c) to plan the development, priorities and targets of the Association as well as to determine the policy of ECL to be submitted to the General Assembly for approval;
- d) to set out the annual work programme of the Association and to assume its follow-up;
- e) to propose professional independent companies to audit the annual accounts of ECL to the General Assembly for approval;
- f) to decide in certain circumstances on the organisation of a written decision making procedure of the General Assembly as set out in article 16.6. of the present Statutes;
- g) to appoint and dismiss the Executive Director;
- h) to approve the report presented by the Executive Director on the management including the management of ECL offices, structural and activity reports;
- i) to select the venue for the annual conference and the Annual General Assembly;
- j) to establish Task Forces or Working Groups to carry out specific tasks and to fix their mission statement and powers;
- k) to consult with experts or to set up commissions, for the preparation of defined and specific work or, for independent management of projects in accordance with the relevant rules;
- l) to prepare the General Assembly and the annual accounts of the preceding financial year, the budget and the mid-term budgetary planning to be submitted to the General Assembly for approval;
- m) to propose the objective criteria to determine the annual membership fees and the membership fee structure to be submitted to the General Assembly for approval;
- n) to manage, hire and dismiss the staff of the Association, under conditions defined by the Executive Board;
- o) to maintain contacts and to communicate regularly with the members;
- p) to maintain relations outside the Association, jointly and in concertation with the Executive Director;
- q) to make an annual review of the Executive Board's achievements and work performances;
- r) to ensure that the necessary policy and draft documents, as well as the regulations, are kept up-to-date, remain suitable, are reviewed in a timely manner, in compliance with

- appropriate conditions and are presented and submitted to the relevant bodies, in accordance with the Association's governing rules, as well as other imposed regulations;
- s) to ensure that the Association's risks are regularly covered and reviewed and to take suitable measures to protect the Association against such risks;
- t) to approve any decision to initiate legal proceedings;
- u) to transfer the registered office of the Association in compliance with article 3 of the present Statutes;
- v) to adopt and modify the Internal Rules.

22.2. The Executive Board may delegate specific management or representation powers of the Association regarding legal actions or legal acts involving the Association to one (1) or several members of the Executive Board, the Executive Director, the President or to third parties. In this case, the scope of the delegated powers, the term of the mandate and whether these powers can be exercised alone, jointly or collegially have to be specified.

22.3. Without prejudice to articles 22.2., 27 and 29 of the present Statutes, the Executive Board may delegate the daily management powers of the Association, including the authority to sign on behalf of the Association to one (1) or more member(s) of the Executive Board, to the Executive Director or to a third party. In this case, the term of the mandate and whether these powers can be exercised alone, jointly or collegially have to be specified.

The daily management includes (i) all acts and decisions that do not exceed the needs of the daily life of the Association and (ii) all acts and decisions that, either due to their level of minor interest or due to their urgent character, do not justify the intervention of the Executive Board itself.

Article 23 – Meeting Rules

23.1. The Executive Board shall hold meetings meets at least four (4) times a year, or as often as it deems necessary upon request of the President or of three (3) Executive Board members.

23.2. The convening notice to the meeting of the Executive Board shall be sent by e-mail by the President or the Vice-President at least fourteen (14) calendar days before the meeting. The notice includes the date, the time, and, as the case may be the place of the meeting.

The Executive Board members are entitled to propose agenda items until at least ten (10) calendar days before the meeting. The draft agenda and the supporting documents shall be sent at least seven (7) calendar days before the meeting. The agenda will be approved by the Executive Board at the beginning of each meeting.

23.3. The Executive Board meeting is chaired by the President or, in case of his/her absence, by the Vice-President.

23.4. Subject to the provisions and limitations stipulated in the present Statutes or in the Internal Rules of the Association, experts, staff members or guests invited by the President or the Executive Board may attend the Executive Board meeting for part or the whole meeting.

The Executive Director shall attend every Executive Board meeting.

23.5. Executive Board meetings may be held with, or to the extent legally admitted without physical location designated as place of the meeting. Executive Board members, the Executive Director, experts, staff members or guests may participate in the meeting either in person. They can also participate in the meeting by conference call, video conference, web-conference, or by any other electronic communication means made available by the Association and which offers the possibility to the Association to check the identity of the members of the participants. Such electronic means of communication must enable the Executive Board members, the Executive Director, experts, staff members or guests participating in the meeting (i) to directly, simultaneously and uninterruptedly follow the discussions during the meeting, (ii) to speak to

each other and (iii) as far as the Executive Board members are concerned to participate in the deliberation, to ask questions and to cast definitively their vote on all the agenda items. Any Executive Board members, the Executive Director, experts, staff member or guest participating by such means shall be deemed present at such meeting.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the Executive Board, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means to the Executive Board or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Article 24 – Voting and quorum

- 24.1. Each Executive Board member shall have one (1) vote.

Executive Board members who cannot attend a meeting may be represented by another Executive Board member by written proxy; however, a member of the Executive Board may hold no more than two (2) proxies for other Executive Board members.

- 24.2. The Executive Director, guests, staff members and experts may attend the Executive Board meetings without the right to vote.

The meeting of the Executive Board shall be deemed validly constituted if at least half (1/2) of Executive Board members are present or represented, unless otherwise specified in the present Statutes or the law.

- 24.3. Decisions are taken with a simple majority of votes from Executive Board members present or represented, unless otherwise indicated by the law or in the present Statutes.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

In the case of a tied vote, the President has the casting vote.

- 24.4. Voting can be done by show of hand, by secret ballot or by electronic means in real time.

- 24.5. Subject to the unanimous consent of all members of the Executive Board, a written decision-making procedure may be launched in which the Executive Board may vote in a ballot without a personal meeting, i.e. by e-mail or by exchange of written letter by unanimous consent of all members of the Executive Board.

The notice for written decision-making shall be sent together with the text of the proposal and all supporting documents as described in Article 23.2. of the present Statutes to all Executive Board members at least seven (7) calendar days before the deadline for voting.

Article 25 – Conflict of interest

- 25.1. If the Executive Board is required to make a decision or to take a position on an operation within its field of powers for which an Executive Board member has a direct or indirect patrimonial interest that is contrary to the interest of the Association, said Executive Board member must inform the Executive Board members thereof before the Executive Board makes a decision or takes a position. His / Her declaration and the explanations about the nature of this conflict of interest must be recorded in the minutes of the respective Executive Board meeting. It is not allowed that the Executive Board delegates said decision.

If the majority of the Executive Board members has a conflict of interest, the decision or the operation will be submitted to the General Assembly for approval. If the latter approves the decision or the operation, the Executive Board may execute them.

- 25.2. The Executive Board member having a conflict of interest as laid down in Article 25.1. of the present Statutes leaves the meeting and shall participate neither in the deliberations nor in the vote of the Executive Board on the decision or the operation.
- 25.3. The above conflict of procedure is not applicable if the decisions of the Executive Board concern habitual operations undertaken under customary market conditions and under normal market guarantees for operations of the same type.

Article 26 – Minutes of meeting

- 26.1. The minutes of the Executive Board including a record of all decisions of the Executive Board shall be drawn up under the responsibility of and be signed by the President, or in his/her absence by the Vice-President, or the chair of the meeting.

A copy of the minutes of meeting shall be sent to all directors by electronic mail or by any other written means of communication, within twenty-one (21) calendar days of the meeting.

- 26.2. The original minutes of the meeting of the Executive Board have to be entered into a separate physical or electronic register, signed by the President or in his/her absence by the Vice-President or the chair of the meeting and have to be kept at the registered office of the Association where it must be made available to members in accordance with Article 3:103 BCCA and directors for consultation.
- 26.3. Further provisions on the practical aspects and modalities regarding the meeting rules, the decision making process and the voting of the Executive Board as well as the minutes of meeting may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

IV.3. Executive Director

Article 27 – Appointment – End of the mandate - Responsibilities

- 27.1. The Executive Board can appoint a natural person or legal entity as Executive Director of the Association.
- 27.2. The mandate of the Executive Director shall end (i) by death or the loss of legal capacity if the concerned person is a natural person, (ii) by dissolution, bankruptcy or judicial reorganisation if the concerned person is a legal entity, (iii) by the resignation, (iv) by the dismissal by the Executive Board or (v) by the expiration of its term.

The Executive Director is free to resign at any moment by formally giving written notice to the President of the Association.

- 27.3. The Executive Director ensures the operational implementation and execution of the decisions taken by the General Assembly or the Executive Board, but his/her mandate will not exceed the implementation of such decisions. He/She will serve in support of the activities of the Executive Board and the General Assembly.

The Executive Director is empowered with (i) the daily management of ECL delegated to him/her in accordance with article 22.3. of the present Statutes and (ii) for any other specific management or representation powers beyond said daily management powers regarding legal actions or legal acts involving the Association delegated to him/her according to article 22.2. of the present Statutes

The Executive Director shall be responsible, amongst other things for :

- a) the organisation of the annual conference;
- b) drafting the annual report of the Association;
- c) the signature of the standard correspondence;
- d) the administration of the ECL Secretariat and offices;
- e) the daily financial management;
- f) the daily management and coordination of the staff under the supervision of the Executive Board, including but not limited to hiring and dismissing the staff, under conditions defined by the Executive Board;
- g) to take any measure to run the science, strategic and policy operations of the ECL including to sign European Commission project contracts and other projects related contracts to scientific, strategic and policy activities of the ECL, in particular:
 - (i) apply for and sign grant agreements, amendments and proceedings related thereto;
 - (ii) communicate with the European Commission, the European Project Coordinators and any other stakeholder on such project contracts or grant agreements.

The Executive Director shall be authorised to sub-delegate, under his/her own responsibility, one (1) or more powers within the scope of the daily management or within the scope of the specific management or representation powers going beyond said daily management within the limitations set out in the present Statutes, Internal Rules or the relevant delegation of powers to staff members or third parties.

- 27.4. The Executive Director is under the supervision of the Executive Board. He / She shall report to the latter every three (3) months and present to the General Assembly an annual report of the ECL activities.
- 27.5. Further provisions on the practical aspects and modalities of the appointment, the dismissal, the powers and responsibilities, sub-delegation of powers, the rights and duties of the Executive Director may be adopted in compliance with article 2:59 BCCA in the Internal Rules.

IV.4. President

Article 28 – Appointment – End of the mandate - Responsibilities

- 28.1. The President shall be elected by the General Assembly for an initial term of two (2) years as set out in articles 18.2. and 19 of the present Statutes. Without prejudice to article 19.2 of the present Statutes, the present Executive Board may seek candidatures for the position of the President. The term of office of the President can be renewed twice. His/her mandate shall end in accordance with article 20.1. of the present Statutes.

If the position of the President becomes vacant before the end of his/her mandate, the Executive Board designates the Vice-President to fill the vacancy and act as President until the first following General Assembly meeting at which an election shall be held in compliance with the provisions laid down in article 18 and 19 of the present Statutes.

- 28.2. The President is the highest representative of and primary spokesperson for the Association to the public at large and the membership. He/she shall be responsible for ensuring that the activities of the Association are pursued in compliance with the present Statutes and in accordance with the decisions adopted by the General Assembly and the Executive Board.

He/She shall chair the meetings of the General Assembly and the Executive Board.

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

- 28.3. Further provisions on the practical aspects and modalities regarding the appointment, the end of the mandate, the role and responsibilities, right and duties of the President may be laid down in compliance with Article 2:59 BCCA in the Internal Rules of the Association.

V. REPRESENTATION

Article 29 – Representation

- 29.1. Unless otherwise stipulates in the present Statutes and without prejudice to articles 22.2., 22.3., 27 and this article of the present Statutes, the Association is validly represented with respect to all legal acts towards third parties (i) by the Executive Board, (ii) by two (2) Executive Board members jointly or (iii) by one (1) Executive Board member and the Executive Director jointly, that will not have to justify to third parties the powers conferred for this purpose.
- 29.2. Unless otherwise stipulated in the present Statutes and without prejudice to articles 22.2, 22.3., 27 and this article of the present Statutes, the Association is validly represented in the framework of the daily management (including the signature of standard correspondence) either (i) by the President and the Vice President jointly or (ii) by the Executive Director alone or (iii) by the person(s) entitled with such daily management as specified in the respective delegation of powers granted according to article 22.3. of the present Statutes.
- 29.3. Unless otherwise stipulated in the present Statutes and without prejudice to articles 22.2., 22.3., 27 and this article of the present Statutes, the Association is validly represented by the Executive Director alone in EU project contracts and related tasks and communications as set out in article 27.3, Para.3, g) of the present Statutes.
- 29.4. The Association shall be validly represented in all legal actions or arbitration, as plaintiff or defendant before courts, tribunals, or other jurisdictions by (i) an Executive Board member or (ii) the Executive Director, each acting alone.

VI. FINANCIAL MANAGEMENT BUDGET AND ACCOUNTS

Article 30 – Financial resources

- 30.1. The financial resources of the Association shall be composed of the following:
- a) membership fees;
 - b) financial resources derived from economic and profit-making activities exercised in compliance with article 4.3. of the present Statutes;
 - c) gifts and loans in line with its current sponsorship guidelines and without prejudice to Belgian law; The Executive Board shall decide on their use and the General Assembly must be informed on the donation and the use made thereof;
 - d) any other legally allowed resources that might be paid or granted to the Association.

- 30.2. The annual membership fee for the coming year shall be determined by the General Assembly based on objective criteria proposed by the Executive Board.

The annual membership fee contributes to the expenses related to the usual functioning and the travels of ECL, including the President, the Executive Director and the staff.

The Association to which the President belongs contributes also to the usual functioning and the travels of ECL including the President, the Executive Director and the staff. The expenses related to the participation in the meetings of the General Assembly, of the Executive Board and of the Working Groups/Task Forces are supported by the member organisation to which the Member Delegates or relevant other participants belong.

- 30.3. Neither the President, the Executive Board, Working Groups, Task Forces nor the General Assembly shall have the right to enter into expenditure on behalf of the ECL, except for administrative expenses undertaken at the request of the Executive Board.

Article 31 – Financial year

- 31.1. The financial year shall begin on 1st of January and end on 31 December of each calendar year.

- 31.2. The Executive Board shall submit the annual accounts of the precedent financial year, the budget and, as the case may be, the management report to the General Assembly for approval.

Article 32 – Supervision by statutory auditor(s)

- 32.1. The Association is not required to appoint a statutory auditor as long as it does not fall under the scope of the application of Article 3:47, §6 BCCA for the last completed financial year. In that case, the General Assembly may nevertheless entrust the audit of the annual accounts to one (1) or several statutory auditor(s) ("*commissaires*") or to one (1) or several auditors ("*vérificateurs aux comptes*") belonging to a professional independent company proposed by the Executive Board and approved by the General Assembly.
- 32.2. The General Assembly must appoint one (1) or several statutory auditor(s) among the members of the Belgian Institute of Company Auditors, as soon as the Association falls under the scope of application of Article 3:47, §6 BCCA for the last completed financial year. Such statutory auditor(s) shall be responsible for the audit of (i) the financial situation, (ii) the annual accounts and the regularity in the light of the law and the statutes and (iii) the operations which must be stated in the annual accounts.

The General Assembly shall also determine the remuneration of the statutory auditors(s).

VII. DISSOLUTION AND AMENDMENTS TO STATUTES

Article 33 – Amendment of the Statutes

- 33.1. Any proposal aimed at amending the Statutes must emanate from the Executive Board, or at least from one fifth (1/5) of the members of the Association.

The convening notice to the General Assembly which resolves on such a proposal and the proposed amendments must be brought by the President to the attention of the members at least ninety (90) calendar days before the meeting.

- 33.2. The General Assembly shall be deemed validly constituted and has the quorum to resolve on the amendment of Statutes of the Association when at least two-thirds (2/3) of the members are present or represented in the meeting.

If this quorum is not reached at the first meeting, a second General Assembly meeting for the same purpose shall be convened which can definitively and validly resolve on the proposal, by the same majority of votes provided for in article 33.3. of the present Statutes, irrespective of the number of members present or represented in the meeting. The second General Assembly meeting may not be held within fifteen (15) calendar days of the first General Assembly meeting. In that specific case, the convening period is shortened to thirty (30) calendar days.

- 33.3. Unless otherwise foreseen by law, a resolution regarding the amendment of the Statutes must be taken by a two-third (2/3) majority of the votes of the members present or represented in the meeting. With the exception of the foregoing, any amendment of the Purpose or the Object of the Association must be taken by a four-fifth (4/5) majority of the votes of the members present or represented in the meeting

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

Article 34 – Dissolution

- 34.1. Any proposal aimed at dissolving the Association, must emanate from (i) the Executive Board, (ii) at least from one fifth (1/5) of the members or (iii), as the case may be, from the statutory auditor(s) upon request one fifth (1/5) of the members. The proposed dissolution must be explicitly mentioned in the convening notice to be sent to all members.

- 34.2. The dissolution of the Association requires a deliberation and decision of the General Assembly.

The General Assembly shall be deemed validly constituted and has the quorum to resolve on the dissolution of the Association when at least two-thirds (2/3) of the members are present or represented in the meeting.

If this quorum is not reached at the first meeting, a second General Assembly meeting for the same purpose shall be convened which can definitively and validly resolve on the proposal, by the same majority of votes provided for in article 34.3. of the present Statutes, irrespective of the number of members present or represented in the meeting. The second General Assembly meeting may not be held within fifteen (15) calendar days of the first General Assembly meeting. In that specific case, the convening period is shortened to thirty (30) calendar days.

- 34.3. Unless otherwise foreseen by law, a resolution regarding the dissolution of the Association must be taken by a four-fifth (4/5) majority of the votes of members present or represented in the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

- 34.4. In case of deliberate dissolution, the General Assembly will determine in the resolution of dissolution the modalities of liquidation, appoint one (1) or several liquidator(s), determine their powers and indicate the allocation of the net assets of the Association.

- 34.5. In all cases of deliberate or judicial dissolutions, the net assets of the dissolved Association may not be paid out to the members of the Association or the Executive Board members, but will be allocated to another not-for-profit organisation having the same or similar disinterested purposes to those pursued by the Association. The Executive Board is subsequently empowered with the implementation of such decision.

VIII. Internal Rules

Article 35 – Internal Rules

- 35.1. Internal Rules may be adopted, and subsequently amended, by the Executive Board in order to implement and further detail the present Statutes as permitted by Belgian law, to facilitate the regulation and management of the Association.

The most recent version of the Internal Rules dates from 2 November 2023.

- 35.2. The Internal Rules are available to all members and are communicated to the latter in accordance with Article 2:32 BCCA.
- 35.3. The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

IX. MISCELLANEOUS

Article 36 – Working language

- 36.1. The working languages of the Association shall be English and French. The language used for the official documents and relations with the Belgian authorities shall be French. In case of any dispute relating to the Statutes and Internal Rules, the official published French version shall prevail. Towards third parties the official published French version is the only relevant version.

Article 37 – Governing Law

- 37.1. Anything not provided for in the present Statutes or the publications to be made in the Annexes of the Belgian State Gazette shall be regulated according to the BCCA, as modified and amended by subsequent laws, and its implementing Royal Decrees.

Article 38 – Jurisdiction

- 38.1. Any dispute in connection with the present Statutes, the Internal Rules, the policies of the Association and/or any decision of one of the governing bodies of the Association shall be brought to the competent Belgian Court.