

## SIOP EUROPE – ARTICLES OF ASSOCIATION

### I. NAME – REGISTERED OFFICE – PURPOSE AND OBJECT – DURATION

#### Article 1 Name

A non-profit association called “**SIOP Europe**”, in short “**SIOPE**”, (hereinafter “the Association”) was established in accordance with the Belgian Companies and Associations Code. The full or abridged names of the Association can be used separately and the Association will generally be referred to as “**SIOPE**”. English shall be the working language of the Association.

The name must appear on all the official documents, invoices, advertisements, communications, letters, orders and other documents of the Association and must be immediately preceded or followed by the words “*association sans but lucratif*” [non-profit association] or the abbreviation “ASBL” as well as the address of the registered office of the Association.

#### Article 2 Registered office

The registered office of the Association is located in the Brussels Capital Region. The management body may transfer the registered office to another place in Belgium. The management body shall be entitled to establish administrative offices both in Belgium and abroad.

#### Article 3 Purpose and object

The Association’s vision is for SIOPE to become the spokesperson for the Paediatric Oncology Community in Europe, representing all stakeholders in this sector, and more specifically national associations and research and clinical trial groups, with a view to creating a multi-disciplinary and multi-professional ethos committed to fighting paediatric cancer in conjunction with parent and patient advocacy groups.

In order to fulfil this non-profit purpose, the object of the Association is to undertake the following activities:

- Promoting better policies for childhood cancers that cater for the specific needs of young patients, and raising awareness among EU decision-makers about the many challenges faced by paediatric oncology professionals;
- Promoting multinational and multi-centre clinical trials with a view to establishing a joint platform that produces best practice guidelines;
- Improving access to new medicines and innovative treatments and strengthening the regulatory approval of paediatric medicines by intensifying collaborative work with stakeholders in the sector;
- Raising treatment standards in paediatric oncology and developing European guidelines;
- Fostering the integration of European research in this field in order to maximise understanding and knowledge with a view to preparing the next generation of enhanced treatments;
- Supporting, facilitating and intensifying professional collaborative activities in the fields of medicine, science, teaching and training throughout Europe, particularly by

supporting exchanges and meetings between doctors, nurses and other professionals involved in providing healthcare to children and adolescents that have been diagnosed with cancer, and

- Involving patients and parents and bridging the gap between families, professionals and decision-makers in Europe.

The Association may use any means, to be interpreted in the broadest sense possible, that contribute directly or indirectly to this vision, purpose and object. The Association may make use of its right of ownership, its ownership of offices, property and liquid and immovable assets with the exclusive aim of fulfilling and advancing the vision, purpose and object of the Association, as laid down in these Articles of Association. The Association may also employ staff, conclude contracts, collect funds, in short, perform or commission any activity providing that it is intended to fulfil its own vision or mission.

In pursuing this vision, purpose and object, the Association may head up, run, take part in and support any programme or charitable or public interest activity providing they are programmes or activities run by the Association or other natural and/or legal persons and which the management body, at its sole discretion, deems to be constructive and appropriate.

The Association may enter into such undertakings or other activities that are ancillary to the above purposes and which contribute to the vision, purpose and object of the Association.

The Association may perform any other activity that is necessary, useful or desirable in respect of furthering or accomplishing this vision, purpose and object providing these activities do not impact on the charity or tax-exempt status of the Association.

The activities of the Association shall be performed without seeking any material gain for its members. Any revenue, earnings or other gains shall be used to promote the vision, purpose and object of the Association.

#### **Article 4 Duration**

The Association has been incorporated for an indefinite duration.

## **II. MEMBERS**

#### **Article 5 Categories of members – membership status**

5.1. The Association comprises Full Members, Affiliated Members and Honorary Members.

Only Full Members shall be entitled to vote at the general meeting.

5.2. A Full Member must be a paediatrician or another professional specialising in paediatric hemato-oncology, including – without being limited thereto - any person with a diploma in paediatric hemato-oncology and/or who is accredited in this field.

Full Membership can also be granted:

- to the members of a National Paediatric Hemato-Oncology Association or a group with the same vocation (hereinafter “NaPHOS”) established in a European country,
- to the members of institutions (hereinafter “the institution”) specialising in paediatric hemato-oncology in a European country that does not have an NaPHOS that is accredited in this field of practice.

- to any person that meets the criteria for membership of an NaPHOS or an institution, is recognised by an NaPHOS or an institution (i.e., which can provide a letter of endorsement from an NaPHOS or an institution) established in a European country, but who nonetheless wishes to become a direct member of the Association and who also qualifies for Full Membership, or
- any person who meets other admission criteria established by the General Meeting, or
- any person who supports the vision, purpose and object of the Association.

5.3. Affiliated Member status can be granted to any natural person, of Belgian or foreign nationality, who meets the following criteria:

- health professionals, as defined in the Internal Rules of Procedure, who do not belong to an NaPHOS or who are not employed by an institution specialising in haematology and paediatric oncology,
- parent and children's advocacy groups and surviving relatives, or
- persons meeting any other admission criterion determined by the General Meeting, or - any person that supports the vision, purposes and objectives of the Association.

Any Affiliated Member shall be entitled to apply for membership as a Full Member with all the rights, responsibilities and duties of a Full Member in accordance with the procedures described in the Internal Rules of Procedure.

5.4. Honorary Member status can be granted to any natural person of Belgian or foreign nationality who the General Meeting deems has served his profession with distinction or who has contributed significantly to advancing his profession and who supports the vision, purpose and object of the Association.

5.5. The General Meeting may, at any time, decide, by a simple majority of the votes cast, to create additional categories of members without voting rights in accordance with the Internal Rules of Procedure of the Association. The management body may decide to allow natural or legal persons to be eligible for membership in these new categories without voting rights in accordance with the Internal Rules of Procedure. If such categories are created, the General Meeting shall specify in the minutes of its meeting the rights, functions and admission criteria for such members.

The General Meeting may, at any time, decide to create new categories with voting rights in accordance with the procedure and conditions for amending these Articles of Association, as laid down in Article 24 below.

5.6. Whenever the term "Member" is used in these Articles of Association without reference to the category of Member, it shall apply to all categories of Members, i.e., Full Members, Affiliated Members and Honorary Members.

## **Article 6 Admission of new Members**

The admission of new Members of the Association shall be subject to the approval of the management body in accordance with the Internal Rules of Procedure of the Association.

## **Article 7 Membership fees**

7.1 SIOPE wishes to foster the creation in Europe of national paediatric hemato-oncology societies or groups with the same vocation within the framework of a policy designed to strengthen communication, visibility and standards of care in countries that currently do not have such an organisation.

7.2 The individual membership fees shall be payable to SIOPE on an annual basis by Full Members only. The membership fees paid by Full Members shall be paid to SIOPE via their NaPHOS or institution, except in exceptional circumstances approved by the management body, which shall allow for direct settlement of the membership fees to SIOPE in accordance with the Internal Rules of Procedure of the Association.

7.3 The amount of the membership fees payable by each Full Member shall be proposed by the management body and approved by the General Meeting in accordance with the Internal Rules of Procedure of the Association. In its proposal, the management body may take account of any criterion deemed to be appropriate, including, but not limited to, the relative wealth of the country in which the NaPHOS or the institution is established.

7.4 Notwithstanding the foregoing, the amount of the annual membership fee shall never exceed €1,000 (one thousand euros) (this amount shall be indexed each year in line with the change in the consumer price index), said sum being set at a level that the Association does not intend to apply for a fee paying individual. The management body may decide to waive all or part of the annual membership fees owed or accept contributions in kind in lieu of part or all of the membership fees.

7.5 If the Association does not receive the annual membership fee of a Full Member within the stipulated 9 months, that Full Member shall be deemed to have relinquished its membership in accordance with Article 8 of these Articles of Association, unless a total or partial relinquishment of membership has been approved.

#### **Article 8    Resignation – Suspension - Exclusion**

8.1 Each Member may, at any time, resign its membership of the Association by notifying its decision to the management body by regular letter or email.

A Member that no longer meets the requirements stipulated in Article 5 of these Articles of Association shall automatically lose its status as a Member.

A Full Member shall be deemed automatically to have resigned his membership if he has not paid his membership fee within the stipulated nine (9) months and fails to pay the membership fee within thirty (30) days of dispatch of a demand for payment by the management body.

8.2 Based on a proposal of the management body, the General Meeting can decide to exclude a Member. The General Meeting can, for example, exclude a Member on the basis of:

- the conduct of a Member, which the General Meeting, at its sole discretion, deems may harm the reputation and standing of the Association; or
- the failure by a Member to comply with these Articles of Association or a decision of the management body or the General Meeting.

A Member whose exclusion has been proposed shall be entitled to a hearing before the General Meeting.

The decision to exclude a Member shall only be legally valid if at least two thirds of the total number of votes of the Full Members are present or represented and this decision is taken by a majority of two thirds of votes cast by the Full Members that are present or represented.

If the management body decides to propose the exclusion of a Member, it can suspend that Member pending the decision of the General Meeting regarding said exclusion.

8.3 Any Member that ceases its membership of the Association shall relinquish all its rights and shall continue to be liable for payment of the whole of its annual membership fee for the whole calendar year during which he or she ceases to be a Member.

#### **Article 9 Rights of Members over the assets of the Association**

No Member may assert or exercise rights over the assets of the Association on the sole basis of its status as a Member.

### **III. GENERAL MEETING**

#### **Article 10 Composition and powers**

10.1. All Members can attend the General Meeting. However, only Full Members shall be entitled to vote, via their national delegates, in accordance with the rules laid down in Articles 10.2 - 10.4.

10.2. Since the Association will have a significant number of Members from across Europe and since not all individual Full Members will be able or will have the means to take part actively in the decision-making of the Association at its General Meeting:

- Individual Full Members with a good reputation in the countries that have an NaPHOS shall meet periodically at national level to elect, by a majority of votes, ten (10) delegates (hereinafter “delegates”), who will represent them at the meetings of the General Meeting; in countries where the NaPHOS has over one hundred (100) Full Members, the Full Members can elect one (1) additional delegate for each one hundred (100) Full Members of the NaPHOS up to a maximum of five (5) additional delegates, i.e., up to a total of fifteen (15) delegates.
- Individual Full Members with a good reputation in countries without an NaPHOS shall meet periodically at national level to elect, by a majority of votes, one (1) delegate, as well as one alternate from one of the institutions in that country, who will represent them at the meetings of the General Meeting.

10.3. The delegates and alternates shall be vested with the authority to act up until the election of new delegates and alternates replacing them at national level.

10.4. If a delegate is unable to attend a meeting, he can give a proxy to one of the other delegates or to an alternate from his national delegation, who will attend the meeting on behalf of the absent delegate and who will be authorised to vote on behalf of the respective Full Members of that country,

10.5. The following issues shall be the exclusive competence of the General Meeting:

- amendments to the Articles of Association;
- approval of the budget and the accounts;
- exclusion of a Member;
- appointment and removal of directors, appointment and removal of auditors and determination of their remuneration, where applicable;
- granting release from liability to the directors and auditors;
- dissolution of the Association;
- transformation of the Association into a cooperative company accredited as a social enterprise [*société coopérative agréée comme entreprise sociale/société coopérative entreprise sociale agréée*];
- all other competences that are reserved for the General Meeting by law or pursuant to these Articles of Association.

## **Article 11 Meetings and convening notices**

11.1. The General Meeting shall meet at least once a year before 30 June at any venue in Belgium or abroad, as indicated in the convening notice.

11.2. An extraordinary meeting of the General Meeting can also be convened:

- a. by the President of the Association whenever it is in the interests of the Association; or
- b. by resolution of the management body; or
- c. at the written request of one fifth (1/5) of the delegates that have voting rights.

11.3. The Management body may also convene the General Meeting to an e-meeting or other type of meeting using current or future means of communication, such as, without being limited thereto, emails, online voting, subject to the following conditions:

- a. Delegates with voting rights must be able to communicate simultaneously in “real time”;
- b. Each delegate with voting rights must be identifiable;
- c. Each delegate shall be able to directly hear or read the contributions of the other delegates during the deliberations of the General Meeting;
- d. It must be possible to verify the vote of each delegate;
- e. Confidentiality and secrecy shall be guaranteed when voting is held by secret ballot.

11.4. The convening notice shall be sent to the Members and directors at the latest fifteen (15) days prior to the date of the General Meeting. The convening notice may be sent out using any written means of communication, including, without being limited thereto email, fax and regular post, and shall be deemed to have been sent on the date of dispatch by the sender. The convening notice shall contain the agenda of the General Meeting.

11.5. Delegates with voting rights who cannot be present in person at an ordinary or extraordinary General Meeting may attend or vote by proxy via one of the designated alternates from the same country, as stipulated in Article 10. All proxies shall be submitted in writing to the President prior to the start of the General Meeting.

11.6. All meetings of the General Meeting shall be chaired by the President or, if he is absent, by a person chosen from among the members of the Management body present at the relevant meeting.

## **Article 12 Quorum and required majorities**

12.1. The General Meeting may only validly deliberate if at least one fifth (1/5) of the delegates with voting rights is present or represented.

If this quorum is not reached at the first meeting, a second meeting can be held with the same agenda and at which the General Meeting may validly take decisions regardless of the number of delegates that are present or represented. This second meeting may not be held earlier than fifteen days after the first meeting.

12.2. Unless otherwise stipulated in these Articles of Association, all resolutions shall be adopted by a simple majority of votes cast at the General Meeting. Abstentions, blank votes or spoilt votes shall not be taken into account for the purpose of calculating the majority. In the event of a tied vote, the chairman of the meeting shall have the casting vote.

12.3. All resolutions shall be communicated to all Members.

12.4. Unless all the members are present or represented and all are in agreement, the General Meeting may only discuss items on the agenda.

### **Article 13 Record of resolutions**

All resolutions adopted by the General Meeting shall be recorded by the CEO in a register, which shall be signed by the President and which shall be kept by the CEO or any other person designated by the management body at the disposal of the Members. If the CEO is absent, the President or the person chairing the meeting shall designate another person as meeting secretary.

## **IV. MANAGEMENT BODY**

### **Article 14 Composition**

14.1. The Association is managed by a management body comprising at least five (5) and no more than fifteen (15) persons, who may or may not be Members of the Association.

14.2 The members of the management body shall be appointed by the General Meeting, with at least two (2) members being appointed from a list of candidates submitted by the Association's Clinical Research Council, who shall act as co-chairs.

14.3. Based on a proposal by the management body, the General Meeting can elect one or more directors to perform one or more specific tasks or projects.

14.4. The members of the management body elected by the General Meeting shall remain in their posts until the General Meeting has filled the vacant positions unless the General Meeting decides to reduce the number of persons sitting on the management body.

14.5. If the position of a member of the management body becomes vacant prior to the end of his term, the remaining members of the management body may temporarily replace him until a new member of the management body is appointed at the next General Meeting. The appointment of a new member of the management body shall be placed on the agenda of the next General Meeting.

14.6. The term of office of a member of the management body appointed in accordance with Article 14.5 of these Articles of Association shall be the remaining term of the person that he has replaced.

14.7. Removal of a member of the management body from his position shall be subject to a decision of two-thirds (2/3) of the Full Members that are present or represented at the General Meeting during which such a decision is taken.

14.8. The members of the management body can be reimbursed for the expenses incurred in the performance of their duties as a member of the management body.

### **Article 15 Term of office**

Unless otherwise stipulated in Article 16.2 of these Articles of Association, the members of the management body shall be elected or appointed for a term of three (3) years, which can be renewed once only for a second consecutive term. Consequently, a member of the management body who has sat on the management body for two (2) consecutive terms of office, i.e., for a total of six (6) years, must leave the management body for at least one (1) year before being entitled to stand again for election to the management body unless that person has been newly elected as President during his second or third consecutive term as a member of the management body. Any

person that has completed one year of his term of office shall be deemed to have completed the whole of his term of office.

## **Article 16 Functions**

16.1. The management body shall appoint from among its members a President and a Treasurer, as well as President Elect and an Outgoing President, who will perform the functions assigned to them under these Articles of Association or any internal rules of procedure; they shall also perform the duties given to them by the management body.

The management body may also appoint a CEO in accordance with Article 22 of these Articles of Association.

The management body shall be entitled to create other posts whenever it deems it necessary and appropriate, as well as elect persons from among or outside its members to occupy these posts.

Unless otherwise stipulated at the time of his election or appointment, or in the cases foreseen in Article 16.2 of these Articles of Association, each person appointed to a post shall perform this post for a period of three (3) years, which shall run in parallel with the term of office of the management body.

16.2. Pursuant to the procedures stipulated in the Internal Rules of Procedure of the Association, the management body shall designate at least one candidate as President Elect, whose candidacy it shall submit to the General Meeting with a view to the election of the President Elect. The election to the post of President Elect shall be governed by the corresponding provisions in the Internal Rules of Procedure. The person elected as President Elect shall hold this position for a maximum of (2) two years before automatically becoming President of the management body and serving in that capacity for a consecutive term of three (3) years before automatically becoming the Outgoing President for a period of one (1) year. The President Elect shall therefore automatically be a member of the management body for a term of six (6) years notwithstanding the limits stipulated in Article 15 of these Articles of Association.

Unless otherwise stipulated in this Article, the other officers on the management body shall be elected by and from among the members of the management body for a term of two (2) years. However, the CEO may be chosen by the management body from among persons who do not have to be members of the management body and can be invited to hold office for a period that exceeds the limits laid down in this Article.

16.3. If a member of the management body resigns or he is removed from his post, and such a member of the management body also holds the post of President Elect or Outgoing President, the following rules shall apply to the appointment of his replacement:

- If that member of the management body is the President Elect, the management body may fulfil the position that has fallen vacant until the next meeting of the General Meeting but shall not designate anyone as President Elect.  
In accordance with the procedures laid down in the Internal Rules of Procedure of the Association, the General Meeting shall elect the future President. An appointment followed by a vote shall be held at the next annual meeting of the General Meeting. This newly designated member of the management body shall see out the remainder of the term of the member of the management body that he or she is replacing as President Elect or Outgoing President;
- If that member of the management body is the President, the President Elect shall perform this function for the remainder of the term of office of the member of

the management body that she or he is replacing as well as for the three years that she or he would ordinarily have served as President. The term of office of the President Elect shall thus remain unchanged. Neither the management body nor the General Meeting shall fill the position of President Elect, even if the management body chooses to fill the seat on the management body, until the next meeting of the General Meeting.

- If that member of the management body is the Outgoing President, neither the management body nor the General Meeting shall fill that specific position on the management body. However, the management body may fill the seat that has been left vacant on the management body until the next meeting of the General Meeting.

## **Article 17 Meetings, quorum and required majorities**

17.1. The management body shall meet at least once a year at the registered office of the Association or at any other location indicated in the convening notice signed by the President or on his behalf and sent out at least two (2) weeks prior to the scheduled date of the meeting. The convening notice may be sent out using any written means of communication, including, without being limited thereto, email, fax and regular post, and shall be deemed to have been sent on the date of dispatch by the sender.

17.2. An extraordinary meeting of the management body may also be convened whenever it is in the interests of the Association or upon written request by a majority of the members of the management body. Except in an emergency, an extraordinary meeting of the management body shall be convened in the same way as the annual meeting of the management body. In-person attendance at the extraordinary meetings of the management body is not required and such meetings can be held as stipulated in the convening notice, including by telephone, video conference, post, email or fax providing all the members of the management body receive a convening notice at least one (1) week in advance, along with an agenda and sufficient information to make a decision on the items on the agenda. If an extraordinary meeting is held via a written means of communication without the possibility of oral discussion, the convening notice shall explain the reasons for proceeding in such a way. All resolutions adopted at an extraordinary meeting held in such a way and without the actual presence of the members of the management body shall be ratified by the management body at the next in-person meeting of its members.

17.3. The management body may only validly deliberate and take decisions if at least half (1/2) of its members are present or represented. A member of the management body that is not present in person at an ordinary or extraordinary meeting may take part and vote by proxy. A proxy holder, who must also be a member of the management body, may not represent more than one (1) other member of the management body. All proxies shall be submitted to the President prior to the start of the meeting.

17.4. All meetings of the management body shall be chaired by the President or, if he is absent, by a person designated by the members of the management body that are present. The CEO shall act as secretary at each meeting of the management body. If the CEO is absent, the chairman of the meeting shall designate a meeting secretary.

17.5. The resolutions of the management body shall be adopted by a simple majority of votes cast by the members that are present or represented. Abstentions, blank votes or spoilt votes shall not be taken into account for the purpose of calculating the majority.

17.6. In the event of a tied vote, the chairman of the meeting shall have the casting vote.

## **Article 18 Minutes and decisions**

The resolutions of the management body shall be recorded in a register signed by the President and kept by the CEO at the disposal of the Members of the Association.

## **Article 19 Powers**

19.1. The management body shall be vested with full powers to run and manage the Association subject to the powers reserved for the General Meeting by law or pursuant to these Articles of Association.

Without prejudice to its collegial management obligations, the board directors may divide up the management tasks among themselves. Such a division of tasks shall not be enforceable as against third parties, even after it has been published.

19.2. The management body may delegate some of its administrative tasks to one or more legal or natural persons, who do not necessarily have to be members of the management body, but such a transfer may not include tasks relating to the general policy of the Association or any of the tasks reserved for the management body.

19.3. The management body may assign to these persons any tasks it deems appropriate, including the power to manage the daily affairs of the Association and represent the Association in its exercise of said daily management powers. Unless otherwise stipulated at the time of their appointment, these persons shall report to the management body, at a time determined by the latter, on the activities, programmes and expenditure of the Association.

19.4. The General Meeting and the management body can invite these persons to attend their meetings when they deem it appropriate and shall be free to decide to hold meetings reserved exclusively for Members of the Association or members of the management body without the participation of third parties.

## **Article 20 Representation**

20.1 In its capacity as a board (“college”), the management body shall represent the Association in all judicial and extra-judicial matters. It shall represent the Association based on the majority decisions of its members.

Without prejudice to the general power of representation of the management body in its capacity as a collective management body, the Association shall also be represented in all judicial and extra-judicial matters by any (2) members of the management body acting jointly. These members do not have to provide proof of their authority to third parties. Transactions that are binding on the Association may also be signed by any other person that has been vested with such powers in accordance with Article 16.2 of these Articles of Association.

Subject to the limits of daily management, the Association shall also be represented by the CEO in all judicial and extra-judicial matters.

20.2 The management body may designate special attorney-in-facts. Only special and limited powers of attorney conferred for the purpose of a legal proceeding or a series of legal proceedings are authorised. These special attorney-in-facts shall only be able to bind the Association within the scope of the power of attorney granted to them.

The CEO may designate special attorney-in-facts within the limits of his daily management. Only special and limited powers of attorney conferred for the purpose of a legal proceeding or a series

of legal proceedings are authorised. These special attorney-in-facts shall only be able to bind the Association within the scope of the power of attorney granted to them.

#### **Article 21 Legal proceedings**

Any legal proceeding involving the Association, either as a plaintiff or respondent, shall be overseen by the management body, which shall be represented by:

- its President; or
- by a member of the management body designated for this purpose.

### **V. CEO**

#### **Article 22. Appointment and competences**

22.1 The management body may appoint as CEO any natural or legal person, who may or may not be a member of the management body or a Member of the Association. The management body may, at any time, change the title of the person that performs this role. The CEO shall perform his duties until he is relieved of them or resigns his position. The dismissal or resignation of the CEO shall mean that this natural or legal person can no longer take part in the governance, committees, programmes, operations or other affairs of the Association unless otherwise decided in writing by the management body.

22.2 If a CEO is appointed in accordance with Article 22.1 of these Articles of Association, the duties of the CEO shall be determined by the management body and may include the power to manage the daily affairs of the Association and to represent the Association externally in respect of daily management. The CEO shall report to the management body on the activities, programmes and expenditure of the Association whenever so decided by the management body at its sole discretion.

22.3 If a CEO is appointed, he shall be authorised to act on behalf of the Association for the purpose of performing the activities of the Association subject to the limits placed on him by the management body in respect of his rights and obligations. The CEO may, at his sole discretion, appoint and dismiss persons to and from any positions that are not management positions providing the budget or other limits decided by the management body are observed. The CEO may, at his discretion, appoint and dismiss persons in management positions subject to the prior approval of the management body.

22.4 If a CEO is appointed, he may attend *ex-officio* all meetings of the General Meeting and the management body in his capacity as CEO, without voting rights, unless the management body decides otherwise. The management body shall be free to decide to hold meetings exclusively for the Members of the Association or for the members of the management body. If the CEO is not a Member of the Association or a member of the management body, his dismissal or resignation as CEO shall mean that he shall no longer be able to attend any General Meeting or any meeting of the management body unless permitted to do so in writing by the management body.

22.5 No provision in these Articles of Association shall prevent a natural or legal person who is also a member of the management body from being appointed or from acting as CEO. If a member of the management body is also appointed as CEO, procedures laid down in the Internal Rules of Procedure shall be followed in order to avoid conflicts of interests and the minutes of the meetings shall, where possible, specify the capacity in which the person was acting at the meetings.

22.6 In the event that a legal person were to be appointed CEO, that legal person shall be responsible for ensuring that the services to be provided as CEO are performed in a professional

manner that is deemed satisfactory by the management body. The legal person can make use of the expertise and skills of one or more persons, who may or may not be members of their staff, to help perform the services required of the CEO and, if permitted on the basis of an agreement between the legal person and the management body, can make use of the expertise and skills of one or more persons, who may or may not be members of their staff, to help provide the services required of other staff within the Association. The legal person can also designate one or more persons to take charge of the required tasks and to share the responsibilities specific to the post of CEO, including the daily management responsibilities. In the event that two or more persons were to share these responsibilities, the management body of the Association may give advice to the legal person concerning the way in which the tasks should be shared between these persons as well as the job title that these persons should be given when performing their duties for the Association.

22.7. Any reference to “CEO” in these Articles of Association shall refer to the natural or legal person designated to perform the tasks described in Articles 13, 17.4 and 22 of these Articles of Association. In the event that a legal person were to be designated CEO, that legal person shall decide who will perform these duties on its behalf and shall ensure that all notifications relating to this designation are filed with the clerk’s office of the court and published in the Annexes to the Belgian State Gazette insofar as this is required by law.

## **VI. BUDGET, ACCOUNTS AND OWNERSHIP**

### **Article 23 Financial year and right of ownership of assets**

23.1. The funds of the Association shall be collected by the management body on a one-off basis or via contributions, subsidies, donations or inheritances and any other proceeds.

23.2. The financial year shall run from 1 January to 31 December.

23.3. Within six (6) months of the end of the financial year, the management body shall submit the annual accounts for the past financial year to the General Meeting for approval. The management body shall, each year, submit the budget for the forthcoming financial year for approval.

## **VII. AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION**

### **Article 24 Amendment of the Articles of Association**

24.1. Any proposal to amend these Articles of Association or to dissolve the Association must be made by the management body or two thirds (2/3) of the Full Members of the Association.

In which case, the management body shall notify the Members of the Association at least one (1) month prior to the date on which the General Meeting is to convene to discuss said proposal. The proposed amendments must be mentioned expressly in the notice of the General Meeting.

24.2. The General Meeting may only validly deliberate and take a decision on such a proposal if at least two thirds (2/3) of the Full Members of the Association are present or represented. Unless otherwise stipulated in these Articles of Association, a resolution shall be adopted if it is approved by a majority of two thirds (2/3) of the votes cast at the General Meeting. If the proposal relates to an amendment to the object of the Articles of Association, the related resolution must

be approved by a majority of four fifths (4/5) of the total number of votes cast at the General Meeting.

However, if the aforementioned quorum of two thirds (2/3) of the Members of the Association is not reached, a second General Meeting can be convened subject to the same conditions as those mentioned above and during which the General Meeting shall validly take a final decision on the proposal subject to the majority required in accordance with the previous paragraph in respect of the total number of votes cast by Full Members that are present or represented regardless of the number of Full Members actually present or represented. This second meeting may not be held earlier than fifteen (15) days after the first meeting.

24.3. The General Meeting shall determine the conditions and procedure for dissolving and liquidating the Association.

All the funds of the Association shall be used to pursue its purpose and object, as described in Article 3. In the event of dissolution, the remaining assets of the Association shall be exclusively allocated to SIOP International. If SIOP International were not able to receive these remaining assets for the reasons set out above or for any other reason, then the remaining assets shall be allocated to one or more associations affiliated to SIOP International. SIOP International and such an affiliated organisation have been established in accordance with the laws in force in their respective countries and share the same general non-profit mission as the Association. The General Meeting of the Association shall designate which organisation(s) will be the beneficiaries of the remaining assets of the Association after dissolution. In the event that one of these designated organisations were unable to receive the remaining assets of the Association, the General Meeting shall designate as the beneficiary of the remaining assets another existing organisation that has exclusively a similar purpose and object to those of the Association.

24.4. No portion of the assets, revenues, earnings or remunerations of the Association shall be allocated to any manager, employee, agent, trustee, director or any other person, except in the form of reasonable compensation for services rendered to the Association in the pursuit of its object.

## **VIII. INTERNAL RULES OF PROCEDURE**

### **Article 25 Internal Rules of Procedure**

Subject to approval by the General Meeting, the management body may decide, by a simple majority of votes cast, in accordance with Article 17 of these Articles of Association, to establish, amend or abolish all or some of these Internal Rules of Procedure of the Association. The Internal Rules of Procedure may not contravene these Articles of Association.

## **IX. GENERAL PROVISIONS**

### **Article 26 Operations in compliance with the law and the Internal Rules of Procedure**

Any matter that is not addressed in these Articles of Association shall be settled in accordance with the Internal Rules of Procedure of the Association and the legal provisions.