

"EUROPEAN SOCIETY OF HUMAN REPRODUCTION AND EMBRYOLOGY"

International non-profit association

Nijverheidslaan 3

1853 Strombeek-Bever

VAT BE 0430.069.888

LER Brussels (Dutch-language)

COORDINATED ARTICLES OF ASSOCIATION

PRELIMINARY TITLE - DEFINITIONS

In these articles of association, the following capitalised terms shall have the following meanings, on the understanding that definitions of terms expressed in the singular shall apply *mutatis mutandis* to the same term in the plural:

(Annual or special or extraordinary)

General Assembly

means the General Assembly of Members of the Society as referred to in Articles 10:5 to 10:8 of the Companies and Associations Code.

Bureau

has the meaning referred to in Article 18.3 of the articles of association of the Society.

Executive Committee

has the meaning referred to in Article 23.1 of the articles of association of the Society.

Chairs' Group

consists of the Chair, the Chair-elect and the Immediate Past-Chair, whose role and duties are governed by the provisions of the articles of association and the internal regulations of the Society.

Society

the international non-profit association "The European Society of Human Reproduction and Embryology", also known by the acronym ESHRE, with offices at 1853 Strombeek-Bever Nijverheidslaan 3, LER Brussels (Dutch-speaking) and VAT BE 0430.069.888.

TITLE I. LEGAL FORM - NAME - REGISTERED OFFICE - OBJECT - DURATION

ARTICLE 1 - LEGAL FORM

The Society has the legal form of an international non-profit association.

ARTICLE 2 - NAME

- 2.1 The Society is called “**DE EUROPESE VERENIGING VOOR HUMANE REPRODUCTIE EN EMBRYOLOGIE**”, abbreviated to “EVHRE”, also known under the English name “**THE EUROPEAN SOCIETY OF HUMAN REPRODUCTION AND EMBRYOLOGY**”, abbreviated to “ESHRE”. The full name as well as the abbreviation may be used separately.
- 2.2 All acts and deeds, invoices, announcements, notifications, correspondence, orders, websites, and other documents emanating from the Society, whether or not in electronic form, shall mention the name of the Society, to be preceded or followed immediately by the words “international non-profit association” or by the abbreviation “INPA”, and the registered address.

ARTICLE 3 – REGISTERED OFFICE

- 3.1 The registered office of the Society is located in the Flemish Region.
- 3.2 The Executive Committee is authorised to transfer the Society's registered office within Belgium to the extent that, in accordance with the applicable language legislation, such transfer does not require the language of the articles of association to be changed. Such a decision by the Executive Committee does not require an amendment of the articles of association, unless the registered office is transferred to another Region. In the latter case, the Executive Committee is competent to decide on the amendment of the articles of association.

ARTICLE 4 - DISINTERESTED PURPOSE & OBJECT

- 4.1 The Society is a not-for-profit association, and its main objective is to promote interest in infertility care aiming for a holistic understanding of reproductive biology and medicine.
- 4.2 The Society will do this by collaborating world-wide and advocating universal improvements in scientific research, encouraging, and evaluating new developments in the field, and fostering harmonization in clinical practice. It also provides guidance to enhance effectiveness, safety and quality assurance in clinical and laboratory procedures, psychosocial care, and promotes ethical practice. The Society also fosters prevention of infertility and related educational programmes and promotes reproductive rights regardless of the individual's background. The Society's activities include teaching, training, professional accreditations, mentoring and career planning for junior professionals, as well as developing and maintaining data registries. It also facilitates and disseminates research in human reproduction and embryology to the general public, scientists, clinicians, allied personnel, and patient associations. The Society collaborates with politicians and policy makers throughout Europe and world-wide, to serve as a primary source for evidence-based infertility care and promotes inclusive legislation. The Society may also acquire shareholdings in any form in all existing or to be incorporated legal entities and companies, provided that these legal entities and companies are of a private nature and the shareholdings fall within the accomplishment of its purpose.

ARTICLE 5 - DURATION

The Society is established for an unspecified duration. The resignation or exclusion of members shall in no way result in the dissolution of the Society. The Society may be dissolved in accordance with relevant legal and/or statutory provisions.

TITLE II – MEMBERSHIP – ACCESSION - RESIGNATION – EXCLUSION

ARTICLE 6 – MEMBERS

6.1 General

6.1.1 The Society shall consist of at least two (2) members. There is no limit to the number of members.

6.1.2 All members, without exception, are entitled to be informed about the scientific activities of the Society.

6.1.3 Both natural persons and legal entities may be members of the Society, provided they meet all the conditions laid down to that end in the articles of association.

6.1.4 Members undertake to comply, cumulatively, with the following obligations/conditions:

- respecting and complying with the provisions of the Companies and Associations Code, the articles of association and, where appropriate, the internal regulations as well as any agreement concluded between the relevant member and the Society and the decisions of the Society's bodies.
- not to prejudice the interests of the Society or any of its bodies, to respect the disinterested purpose and object of the Society and to respect it to the maximum extent possible.
- annual payment of membership fees.
- to be of impeccable conduct.

6.1.5 Members have all the rights and obligations laid down in the law, the articles of association, the internal regulations, and other decisions of the Society's bodies.

6.2 Subcategories of members

The Society has several subcategories of members, as detailed in the Society's internal regulations. Unless expressly stated otherwise in these articles of association, each member has the same rights and obligations, regardless of the subcategory to which he belongs.

ARTICLE 7 – ACCESSION

7.1 New members shall apply for membership online. Among other things, the application must contain the following information:

- the full name and address of the candidate member or, if it is a legal person, the name, legal form, company number and address of the candidate member's registered office.
- confirmation by the candidates that they meet the requirements as stipulated in Article 6.1.4 of these articles of association.

7.2 Following the application in accordance with Article 7.1, a candidate member shall be deemed to be accepted as a member of the Society, unless the Executive Committee decides, at its discretion and without further justification, that a candidate shall not be accepted as a member. The Executive Committee does not have to justify any rejection. No appeals are possible against the Executive Committee's decision.

7.3 At the subsequent ordinary General Assembly, the Executive Committee shall report on the status of the membership.

- 7.4 Honorary members are one of the subcategories of the Society's membership. Honorary members are nominated by the Executive Committee and their nomination is ratified by the General Assembly.

ARTICLE 8 – MEMBERSHIP FEES

- 8.1 Members pay annual membership fees. The amount of these annual membership fees, as well as the payment modalities, shall be specified every year by the Executive Committee.
- 8.2 Members belonging to the sub-category of honorary members do not pay any membership fees.
- 8.3 For the remaining members, membership shall only be definitively acquired every year once the membership fee stipulated in Article 8.1 has been paid.
- 8.4 Membership fees are payable on an annual basis and members may - if they prefer - pay membership fees for one or more years in advance.

ARTICLE 9 – REGISTER OF MEMBERS

- 9.1 The Society shall keep a register of members at its registered office.
- 9.2 The register of members shall state for each member, if it is a natural person: full name and domicile, or if a legal person: the name, legal form, and address of its registered office.
- 9.3 Members are obliged to report any changes in the above-mentioned information to the Executive Committee in writing without delay.
- 9.4 The Executive Committee shall enter all decisions regarding the accession, resignation, or exclusion of members in this register within eight days of being notified of the decision and in accordance with the relevant legal provisions and/or provisions in the articles of association.
- 9.5 The Executive Committee may decide at any moment that the register is kept in electronic format.

ARTICLE 10 – RESIGNATION & EXCLUSION

10.1 Resignation of a member

- 10.1.1 Any member of the Society is free to resign at any time by submitting their resignation in writing by e-mail at the Society's e-mail address. Resignation would take immediate effect.
- 10.1.2 A member who fails to pay the annual membership fee pursuant to Article 8 shall be deemed to be resigning. Such resignation shall take effect only after three subsequent payment reminders have been sent, with the third reminder clearly stating that the membership will terminate unless payment is submitted without further delay.

10.2 Exclusion of a member

- 10.2.1 The Executive Committee may decide to exclude a member in the event of an ethical violation or for any serious reason.
- 10.2.2 The following reasons are considered serious reasons for exclusion, without this list being restrictive or exhaustive:

- The member conducted research in an unethical manner.
- The member treated patients in an unethical manner.
- The member engages in unwanted direct or indirect behaviour towards other members or non-member participants in the Society's activities that would be in violation of the Society's anti-harassment and anti-discrimination policy.
- The member has damaged or tarnished the reputation of the Society and/or its members, members of the Executive Committee, employees and/or appointees.

10.2.3 There is no possibility of appeal against the decision of the Executive Committee to exclude a member, and the Executive Committee does not have to justify the exclusion.

ARTICLE 11 – END OF THE MEMBERSHIP

11.1 Membership is for an unspecified duration.

11.2 Nevertheless, membership shall end:

- by operation of law upon the death of a member who is a natural person.
- by operation of law upon dissolution/bankruptcy of a member which is a legal entity.
- in the event of non-payment of annual membership fees in accordance with the provisions of Article 8, pursuant to Article 10.1.2.
- due to voluntary resignation, in accordance with Article 10.1.1.
- due to exclusion following a decision taken pursuant to Article 10.2.

ARTICLE 12 – PROPRIETARY CLAIMS

12.1 Resigning or excluded members and their possible legal successors shall not be entitled to a share of any of the Society's assets and can never claim refund of, or compensation for, payments made, contributions paid, or work performed.

12.2 The principle in Article 12.1 applies both during membership and following termination of membership for whatever grounds, as well as to the heirs of a deceased member who is a natural person, and any other legal successors of both a member who is a natural person and a member which is a legal entity. Nor can they claim or demand specification or submission of accounts, or placement under seal or an inventory of the Society's assets.

12.3 A resigning or excluded member may not demand inspection of the Society's accounts or have seals affixed or demand an inventory.

ARTICLE 13 – ASSETS

The Society may not distribute or provide, directly or indirectly, any financial advantage to the founders, the members, the members of the Executive Committee, or any other person, except for the disinterested purpose provided for in the articles of association.

ARTICLE 14 – LIABILITY

In no event can the members of the Society be held personally liable for the Society's commitments and actions, except for the exceptions provided by law.

ARTICLE 15 – INSPECTION RIGHTS

- 15.1 If no statutory auditor is appointed, members have the following inspection rights:
- consult the register of members and all minutes and decisions of the General Assembly at the Society's registered office.
 - access to the minutes and decisions of the Executive Committee.
 - to the extent applicable within the Society: access to the minutes and decisions of the day-to-day management, the authorised representatives, and any other body active within the Society, as well as of the persons, with or without a management role, holding office with the Society or on its behalf.
 - access to the Society's annual accounts, budget, and all accounting documents.
- 15.2 To this end, a member who wishes to exercise one of their rights pursuant to Article 15.1 shall send a written request to the Executive Committee at the Society's e-mail address or by registered letter addressed to the Society's registered office. By mutual agreement, the relevant member and the Chair shall agree on a date and time when the consultation or inspection can take place. Where appropriate, the Executive Committee may ask the member to sign a confidentiality agreement as regards the inspection or consultation.

TITLE III – GENERAL ASSEMBLY

ARTICLE 16 – COMPOSITION

- 16.1 The General Assembly shall be composed of all members of the Society who have paid their annual membership fees.
- 16.2 The General Assembly shall be chaired by the Chair of the Executive Committee, or in the latter's absence, by the Chair-elect. In the absence of both the Chair and the Chair-elect, the chairmanship shall be assumed by another member of the Executive Committee designated by the members present or represented, prior to considering any item on the agenda.
- The Chair, Chair-elect or their deputy shall appoint a secretary if required. The Chair or their deputy may also appoint one (1) or more tellers (the person who counts the votes of the members during the General Assembly).
- 16.3 Each member shall be entitled to attend the General Assembly. He or she can be represented by an agent who must also be a member of the Society and who must present (a copy of) the power of attorney.
- 16.4 Each member has equal rights and, among other things, has one equal voting right at the General Assembly. The voting rights of a member who has not paid their annual membership fees in accordance with Article 8 shall be suspended until full payment in accordance with these articles of association and the relevant decision(s) by the Executive Committee.

ARTICLE 17 – POWERS

- 17.1 The General Assembly of the Society has the power and authority granted to it under the Companies and Associations Code as well as the articles of association.
- 17.2 In this sense, a resolution of the General Assembly is required for:
- an amendment to the articles of association.

- the appointment and removal of members of the Executive Committee and the calculation of their remuneration, if applicable.
- where appropriate, the appointment and removal of the statutory auditor and the calculation of remuneration.
- discharging members of the Executive Committee and, where applicable, the statutory auditor, as well as, where applicable, issuing an association claim against the members of the Executive Committee and the statutory auditors.
- the approval of the annual accounts and the budget.
- acceptance of the nomination by the Executive Committee of a candidate honorary member.
- the voluntary dissolution of the Society.
- the appointment of one or more liquidators in the event of voluntary dissolution.
- the conversion of the Society into an NPO (non-profit organization – “VZW”, “ASBL”).
- ratification of the appointment by the Executive Committee of the Chair and Chair-elect of the Executive Committee.
- a merger or a demerger in which the Society is involved.
- making or accepting a contribution free of charge of all assets and liabilities or a branch of activity.
- the allocation of the liquidation balance.
- all other cases where required by the Companies and Associations Code or these articles of association.

17.3 All powers not expressly granted to the General Assembly by law or by the articles of association of the Society shall fall within the powers of the Executive Committee.

ARTICLE 18 - ORGANISATION OF THE GENERAL ASSEMBLY

18.1 The Executive Committee shall convene the General Assembly (i) in the cases stipulated by law or by the articles of association or (ii) whenever at least one-fifth (1/5) of the members request it or (iii) whenever the Executive Committee considers that a convocation is necessary. All members will be invited.

18.2 Where appropriate, the statutory auditor may convene the General Assembly and must convene it when one-fifth (1/5) of the members of the Society request it.

The Executive Committee or, where appropriate, the statutory auditor, shall convene the General Assembly within a period of five (5) calendar days after the request for a convocation and the General Assembly shall be held no later than the thirty-fifth calendar day after such request.

18.3 The Group of Chairs shall make up the bureau of the General Assembly (referred to hereinafter as the “**Bureau**”).

18.4 The General Assembly must be convened at least once a year for the adoption of (i) the annual accounts for the past financial year and (ii) the budget for the financial year following the financial year to which the accounts pertain, in principle at venue and time of the Society's annual scientific meeting or at another venue specified by the Executive Committee. This ordinary General Assembly ("annual meeting") shall be held at the latest within six months of the close of the financial year.

After adoption of the annual accounts and the budget, the General Assembly shall vote separately on the discharge of liability of the members of the Executive Committee and, to the extent they are appointed, the statutory auditor. Such discharge is valid only to the extent that the annual accounts contain neither omission, nor false indication concealing the Society's real situation and,

with respect to actions taken in breach of the articles of association or the law, only if they have been especially indicated in the notice.

18.5 Special and extraordinary General Assemblies may be convened whenever circumstances and/or the interest of the Society so require and/or when at least one-fifth (1/5) of the members request it.

18.6 Convocations shall be sent by e-mail to the members, Executive Committee members and, if applicable, the statutory auditor at least thirty (30) calendar days before the General Assembly. The agenda, decided on by the Executive Committee, shall be attached to the convocation, which shall state at least the date, time, and venue of the General Assembly.

Any proposal signed by at least ten (10) members, delivered to the Executive Committee before the convocations are sent in accordance with the first paragraph, shall be put on the agenda.

A copy of the documents required to be submitted under the law and, if applicable, the articles of association, shall be sent to the members, Executive Committee members and, if applicable, the statutory auditor without delay and free of charge.

18.7 During the General Assembly, the members of the Executive Committee shall answer the questions put to them by the members, either orally or in writing, in advance or during the meeting and related to the items on the agenda. They may, in the interest of the Society, refuse to answer questions when the disclosure of certain information or facts may cause damage to the Society, or is inconsistent with the Society's confidentiality obligations. The members of the Executive Committee may group their answers to questions on the same topic.

18.8 An attendance list shall be kept at each General Assembly, signed by each member present, or represented and - - any member may inspect this list.

18.9 Minutes shall be taken at each meeting, which clearly and objectively reflect the proceedings and decisions of the meeting. The minutes shall be signed by the members of the Bureau, the members of the Executive Committee present or represented, and the members present or represented who so request.

ARTICLE 19 - POSTAL VOTE

Provided that the agenda of the General Assembly contains clear proposed resolutions, every member has the right to a postal vote prior to the General Assembly. In such cases, the letter on which the vote is cast will indicate each proposed resolution and the self-written words "accepted" or "rejected", followed by the signature. At the discretion of the member concerned, the letter shall be delivered to the Society's e-mail address or by registered letter addressed to the Society's registered office and must arrive no later than the day before the meeting.

ARTICLE 20 - MAJORITIES AND ATTENDANCE QUORUM

20.1 For every General Assembly, the attendance quorum shall consist of at least fifty (50) members present or represented. If this last condition is not met, a second convocation is necessary, and the new General Assembly shall validly deliberate and adopt decisions regardless of the number of members present or represented.

- 20.2 Unless otherwise provided for in the articles of association or the law, decisions of the General Assembly shall be taken by a simple majority of the votes cast among the members present or represented. In the event of a tie, the vote of the Chair shall be decisive. Abstentions shall not be regarded as a cast vote.
- 20.3 Any proposal intended to amend the articles of association must be submitted by the Executive Committee or by at least fifty (50) members of the Society. The General Assembly may validly deliberate and decide on an amendment to the articles of association only if the proposed amendments are precisely indicated in the convocation. An amendment to the articles of association shall only be adopted when it has obtained two-thirds of the votes cast. Abstentions shall not be regarded as a cast vote.
- 20.4 Any proposal intended to dissolve the Society must be submitted by the Executive Committee or by at least fifty (50) members of the Society. The Executive Committee must, at least 3 months in advance, notify the members of the Society in writing of the date of the General Assembly which will decide on the dissolution. A decision to dissolve the Society will only be taken to the extent that at least 500 members cast a vote 'for'. Abstentions shall not be regarded as a cast vote.

ARTICLE 21 - ELECTRONIC GENERAL ASSEMBLY

- 21.1 The Executive Committee may allow members to participate in the General Assembly remotely via remote electronic means of communication, provided these allow smooth communication and interaction. Members of the bureau of the General Assembly are required to be physically present at the venue where the General Assembly is held, and members of the Society can always decide (without having to justify this choice) whether to participate in the General Assembly either remotely or physically at the place where the General Assembly is held.

Remote participation is equated to the in-person attendance of the member at the venue where the General Assembly is held.

- 21.2 The electronic means of communication referred to in Article 21.1 must allow members, on the one hand, to take cognizance directly, simultaneously and without interruption regarding the discussions at the meeting and, on the other hand, to take part in the deliberations and ask questions. The electronic means of communication must also allow members to exercise their right to vote on all items on which the meeting must vote.

The convocation to attend the General Assembly shall contain a clear and accurate description of the procedure relating to remote participation.

- 21.3 The minutes of the General Assembly shall indicate which members participated in the General Assembly physically and which remotely via the electronic means of communication. The minutes of the General Assembly shall include any technical problems and incidents that electronically obstructed or interfered with participation in the General Assembly or with voting.
- 21.4 The Executive Committee is entitled to stipulate all possible conditions and modalities of such remote participation in the General Assembly, and inform the members accordingly, at the latest at the time of convocation.

ARTICLE 22 - WRITTEN RESOLUTIONS

The members may, unanimously and in writing, take all the decisions which fall within the competence of the General Assembly, except for amendments to the articles of association.

TITLE IV – MANAGEMENT

IV.A EXECUTIVE COMMITTEE

ARTICLE 23 - COMPOSITION & APPOINTMENT

- 23.1 The Society shall be governed by an Executive Committee acting as a board (referred to hereinbefore and hereinafter as the "**Executive Committee**") composed of at least seven (7) members. At least one (1) of that Committee must have Belgian nationality.
- 23.2 On the proposal of the Executive Committee, the members of the Executive Committee shall be appointed by the General Assembly, for a maximum term of two (2) years and must be members of the Society. As soon as a member of the Executive Committee is no longer a member of the Society, their mandate as an Executive Committee member shall also end by operation of law.
- 23.3 The General Assembly shall also ratify the names of the Chair and Chair-elect appointed by the Executive Committee. The mandate as Chair shall end at the same time as the termination of the Executive Committee members' mandate.
- 23.4 Upon termination of the Chair's mandate, the Chair shall be automatically succeeded by the Chair-elect and the Chair shall become member of the Executive Committee – as Immediate Past-chair - by operation of law for the two consecutive financial years. Thus, the Immediate Past-chair is entitled to attend meetings of the Executive Committee and maintains voting rights.
- 23.5 A mandate as a member of the Executive Committee is renewable only once (1), except if the members of the Executive Committee then exercises the mandate of Chair-Elect.
- 23.6 In the event that an Executive Committee member's seat becomes vacant before the end of their mandate, the remaining members of the Executive Committee shall be entitled to co-opt a new Executive Committee member. The next General Assembly must confirm the mandate of the co-opted member of the Executive Committee; if confirmed, the co-opted Executive Committee member shall fulfil the mandate of their predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted member of the Executive Committee shall end upon termination of the General Assembly, without prejudice to the regularity of the composition of the Executive Committee up to that time.
- 23.7 When a legal entity is appointed as member of the Executive Committee, it shall appoint a natural person as its permanent representative, who will be in charge of the performance of said mandate in name and on behalf of the Society.
- 23.8 The Executive Committee is free to elect a secretary and/or a treasurer from among its members. The tasks and powers of the secretary and/or the treasurer shall be specified by resolution of the Executive Committee, if necessary, in the internal regulations of the Society.

ARTICLE 24 - REMUNERATION

- 24.1 The members of the Executive Committee shall perform their duties unremunerated, unless the General Assembly decides otherwise.
- 24.2 The General Assembly may decide that expenses incurred by members of the Executive Committee in the exercise of their mandates are remunerated.

24.3 The Executive Committee is entitled to provide for possible allowances, where applicable in the internal regulations, for members of advisory committees and/or subcommittees of the board, but only allowances for these specific functions. In other words, this power does not pertain to any remuneration and allowances for Executive Committee members' mandates, which only the General Assembly - in accordance with Article 24.1 - can specify as the exclusive body.

ARTICLE 25 – POWERS

The Executive Committee is authorised to perform all necessary or useful actions for achieving the objects of the Society, except those for which the General Assembly is competent pursuant to the law or these articles of association.

ARTICLE 26 – ORGANISATION

26.1 The Executive Committee shall meet regularly and - in any case - at least twice (2 times) per calendar year.

26.2 The Society has a so-called "**Group of Chairs**", which consists of the Chair, the Chair-elect and the Immediate Past-chair, which in accordance with Article 23.4 is a member of the Executive Committee, and whose role and duties are governed by these articles of association and the provisions of the internal regulations of the Society.

26.3 The Group of Chairs prepares the content of the meetings of the Executive Committee in advance, in agreement and consultation with the other person(s) responsible for day-to-day management and sets the agenda of the meeting. Each member of the Executive Committee entitled to have items added to the agenda of the next meeting of the Executive Committee until such time as invitations to the relevant meeting have been sent to the members of the Executive Committee.

26.4 The Group of Chairs convenes the Executive Committee, either on its own initiative or at the request of one or more members of the Executive Committees. Convocations to meetings of the Executive Committee are sent by e-mail. The convocation notice period is a minimum of seven (7) calendar days, except in cases of urgency to be justified in the minutes of the relevant meeting of the Executive Committee.

The meeting convocation shall contain the venue, date and agenda of the meeting, and all documents will be attached to allow the Executive Committee members to participate in the meeting with full knowledge of the facts. The meeting shall be held at the Society's registered office, or any other venue indicated in the meeting convocation.

26.5 Provided that effective deliberation can take place and an actual vote can be taken, the Group of Chairs may decide that the meeting of the Executive Committee will be held remotely by electronic means of communication.

The electronic means of communication must allow the members of the Executive Committee, on the one hand, to take cognizance directly, simultaneously and without interruption regarding the discussions at the meeting and, on the other hand, to take part in the deliberations and ask questions. The electronic means of communication must also allow the members of the Executive Committee to exercise their right to vote on all items on which the meeting must vote.

The convocation to attend the meeting of the Executive Committee shall contain a clear and accurate description of the procedure relating to remote participation.

The minutes of the meeting shall include any technical problems and incidents that have electronically obstructed or interfered with participation in the meeting or with voting.

The Group of Chairs is entitled to decide on the terms and modalities of such digital meetings of the Executive Committee and notify the members of the Executive Committee of such no later than at the time of convocation, without prejudice to the possibility for the Executive Committee to stipulate an arrangement for digital meetings of the Executive Committee in the Society's internal regulations. In the latter case, the arrangement laid down in the internal regulations shall take precedence and the Group of Chairs must follow these rules.

- 26.6 The Executive Committee can only validly deliberate if a majority of the Executive Committee members are present or represented. Only a members of the Executive Committee can represent another member of the Executive Committee at the meeting of the Executive Committee, upon presentation of a written power of attorney, and each member of the Executive Committee can only have a maximum of one (1) power of attorney. The meeting can only decide on items on the agenda unless all Executive Committee members are present and unanimously agree to add items to the agenda.
- 26.7 The Chair shall lead debates at meetings and will chair the meeting. In the absence of the Chair, the Chair-elect will lead the debates, and in the absence of both the Chair and the Chair-elect, the chairmanship shall be assumed by another member of the Executive Committee designated by the members of the Executive Committee present or represented, prior to considering any item on the agenda.
- 26.8 Resolutions shall be adopted by a majority of the votes cast. Abstentions shall not be regarded as a cast vote. In the event of a tie, the person chairing the meeting of the Executive Committee shall have the decisive vote.
- 26.9 In the case of decisions relating to individuals or whenever requested by a majority of Executive Committee members, a secret ballot may be held.
- 26.10 The minutes of the meetings of the Executive Committee shall be signed by the Chair and the members of the Executive Committees who so request; copies for third parties shall be signed by the members of the Executive Committee who have power of representation. The minutes shall be added to a dedicated register held either at the registered office, or digitally as the case may be (but to the extent that the legal or regulatory provisions do not rule out this possibility). The minutes shall be carefully followed up after the meeting.
- 26.11 The decisions of the Executive Committee may be taken by unanimous written resolution of all members of the Executive Committee, except for those decisions for which the articles of association - and where appropriate the law - exclude this possibility.
- 26.12 If the Executive Committee is required to take a decision or to pronounce on an operation falling within its competence, in which a member of the Executive Committee has a direct or indirect interest (e.g., of a financial nature) that is contrary to the interest of the Society, the member of the Executive Committee in question must inform the other members of the Executive Committee of such before the Executive Committee takes a decision. Their statement and explanation of the nature of this conflict of interest shall be included in the minutes of a meeting of the Executive Committee. The Executive Committee is not permitted to delegate this decision.

26.13 A member of the Executive Committee with a conflict of interest referred to in Article 26.12 may not participate in the deliberations of the Executive Committee on the decision or transaction in question, nor in the vote in this regard. If a majority of the Executive Committee members present or represented have a conflict of interest, then the decision or operation shall be presented to the General Assembly. If the General Assembly approves the decision or operation, the Executive Committee may execute it.

26.14 Articles 26.12 and 26.13 are not applicable when the decisions of the Executive Committee pertain to standard operations that are carried out under the conditions and with the guarantees that normally prevail on the market for similar operations.

IV.B DAY-TO-DAY MANAGEMENT

ARTICLE 27 – DAY-TO-DAY MANAGEMENT

27.1 The Executive Committee may entrust the day-to-day management of the Society, as well as the representation of the Society as regards day-to-day management, to:

- one or more members of the Executive Committee, and/or.
- one or more non-members of the Executive Committee, , and/or.
- the Chairs’s Group.

27.2 The Executive Committee shall determine whether the delegates for day-to-day management, both as regards the internal day-to-day management and the external power of representation as regards day-to-day management, act alone or jointly, and shall specify their remuneration, if any. The Executive Committee shall also decide on their dismissal.

27.3 The day-to-day management comprises the actions and decisions with a scope no broader than the needs of the daily business of the Society, as well as the actions and decisions that, either owing to the fact they are of lesser importance, or owing to their urgent nature, do not justify the involvement of the Executive Committee. The Executive Committee may, if necessary, specify in the internal regulations or a resolution of the Executive Committee, in an exemplary or exhaustive manner, what is referred to by the term day-to-day management of the Society and/or impose certain restrictions thereon.

27.4 The Executive Committee is responsible for supervising the delegates for day-to-day management.

27.5 The persons tasked with day-to-day management may, within the framework of this management, grant special powers of attorney to any agent.

IV.C REPRESENTATION.

ARTICLE 28 - REPRESENTATION

28.1 Without prejudice to Article 27 relating to day-to-day management, the Society shall be represented by two (2) members of the Executive Committee acting jointly.

28.2 The Executive Committee may appoint special proxy holders who can represent the Society, individually or jointly (depending on the Executive Committee's decision on the matter) on special matters limited in time. These proxy holders may bind the Society within the limits of the mandate granted to them.

TITLE VI – AUDIT – FINANCIAL YEAR – ANNUAL ACCOUNTS AND BUDGET

ARTICLE 29 – AUDIT

- 29.1 If the Society is required to do so under the applicable legal or statutory provisions, the audit of the financial situation, the annual accounts, and the regularity in terms of the law and the articles of association, as well as the operations to be confirmed in the annual accounts, shall be entrusted to one or more statutory auditors.
- 29.2 The statutory auditor(s) shall be appointed for a renewable term of three (3) years.

ARTICLE 30 – FINANCIAL YEAR

The financial year of the Society shall run from 1 January to 31 December each year.

ARTICLE 31 - ACCOUNTING - ANNUAL ACCOUNTS AND BUDGET

- 31.1 The accounts shall be kept in accordance with the applicable statutory provisions.
- 31.2 The annual accounts shall be drawn up and disclosed in accordance with the applicable statutory provisions. The Executive Committee shall prepare the annual accounts and budget and present them to the General Assembly for approval.
- 31.3 Every year and, at the latest within six (6) months following the closing date of the financial year, the Executive Committee shall submit the annual account for the past financial year, as well as the budget forecast for the following year, for approval by the General Assembly. In this regard, reference is made to what is already specified in Article 18.4 of the articles of association.
- 31.4 The Executive Committee shall ensure that, to the extent required by law, the approved annual accounts and other legally required documents are filed in due time at the registrar of the competent commercial court and/or at the National Bank of Belgium.

TITLE VII - DISSOLUTION AND LIQUIDATION

ARTICLE 32 – DISSOLUTION

- 32.1 The Society may be voluntarily dissolved by decision of the General Assembly in accordance with the legal and statutory provisions.
- 32.2 If the Society is judicially dissolved, the liquidation will be implemented in accordance with the relevant legal provisions.
- 32.3 From the moment the decision is taken to dissolve, the Society must always state that it is an "association in liquidation".

ARTICLE 33 – LIQUIDATOR(S)

Except in the event of dissolution and conclusion of the liquidation in one (1) deed, in the event of voluntary dissolution, one (1) or more liquidators shall be appointed by the General Assembly in the deed of dissolution in which the liquidator(s) is/are appointed and, in the absence thereof, by the court, their powers shall be stipulated and the manner of liquidation of the debts and of the realisation of the assets shall be stipulated.

ARTICLE 34 – ALLOCATION OF THE NET ASSETS

- 34.1 The liquidation balance may not be distributed either directly or indirectly to the members or members of the Executive Committee of the Society.
- 34.2 The allocation of the net assets shall be decided by the General Assembly of the Society and shall in any case be allocated to a European non-profit making organisation.

TITLE VIII – INTERNAL REGULATIONS

ARTICLE 35 - INTERNAL REGULATIONS

- 35.1 The Executive Committee may implement internal regulations, as well as amendments to existing internal regulations, within the limits stipulated by the Companies and Associations Code and the articles of association.
- 35.2 The internal regulations and any amendment thereto shall be communicated to the members in accordance with the Companies and Associations Code. The articles of association contain a reference to the latest approved version of the internal regulations to the extent required by law. Where appropriate, the Executive Committee may modify and make public this reference to the internal regulations in the articles of association.
- 35.3 If the Executive Committee wishes to amend the internal regulations, it is obliged to put the matter on the agenda of the next meeting of the Executive Committee and include consideration of this item in the minutes of the meeting concerned.
- 35.4 The latest approved version of the internal regulations is the one as drawn up and approved by the Executive Committee on 30th June 2023.

TITLE IX - GENERAL PROVISIONS

ARTICLE 36 - NOTIFICATIONS

- 36.1 Unless expressly stated otherwise, any notification to members or Executive Committee members which must or may be given in writing or by e-mail in accordance with these articles of association shall be given to the e-mail address notified to the Society by the members or members of the Executive Committee concerned, pursuant to the Companies and Associations Code.

All communication sent to the e-mail address provided by members or Executive Committee members to that effect shall be deemed to have been validly made. The Society, members of the Executive Committee and members can use the communicated address until the member of the Executive Committee or member concerned provides a different e-mail address, or if the latter wishes to stop communicating by e-mail.

- 36.2 For members and Executive Committee members for whom the Society does not have an e-mail address as referred to in Article 36.1, the Society as well as, where applicable, the members of the Executive Committee and members, shall communicate by ordinary mail, which shall be sent on the same day as communication by e-mail.

36.3 The e-mail address of the Society is info@eshre.eu. All communication sent to this address by members and Executive Committee members shall be deemed to have been validly delivered. The Executive Committee may change this e-mail address at any time. Such change shall be notified to members in accordance with Articles 36.1 and 36.2.

ARTICLE 37 - ORDINARY LAW

The provisions of the Companies and Associations Code, from which there can be no valid derogation, shall be deemed to have been incorporated in the present deed, and clauses which are inconsistent with the mandatory provisions of the Companies and Associations Code, or other legislation shall be deemed not to have been written.