

COORDINATED STATUTES

Updated to the Special General Meeting of 14/03/2025.

STATUTES

I. THE ASSOCIATION

Article1. Name and legal form

The Association shall have the legal form of a non-profit association in accordance with the provisions of Book 9 and other applicable provisions of the Companies and Associations Code of March 23, 2019 (hereinafter referred to as the "WVV"), as amended from time to time.

The society is called "Belgian Society of Human Genetics - Société Belge de Génétique Humaine - Belgian Society of Human Genetics," abbreviated "BeSHG.

This name must appear in all deeds, invoices, announcements, notices, letters, orders, websites and other documents, whether in electronic form or not, emanating from a legal entity, immediately preceded or followed by the words "non-profit association" or by the abbreviation "asbl", together with the following information: the precise indication of the registered office of the legal entity, the company number, the word "register of legal entities" or the abbreviation "RPR", the indication of the court of the registered office of the legal entity, and, where appropriate, the e-mail address and website of the legal entity.

Article2. Seat

The seat of the non-profit organization is located in the Flemish Region.

The Governing Body is authorized to relocate the headquarters within Belgium to the extent that such relocation does not require a change in the language of the Articles of Association in accordance with applicable language legislation.

If, as a result of the relocation of the headquarters, the language of the statutes must be changed, only the General Assembly can make this decision in compliance with the requirements for an amendment to the statutes.

The Association may, by a single decision of the Governing Body, establish administrative offices, agencies and branches in Belgium or abroad.

The Association may, by a single resolution of the Governing Body, establish or abolish operating seats when and where deemed necessary, so long as this does not cause a change regarding the language regime applicable to the Association.

Article3. Purpose and object of the non-profit organization

The non-profit organization aims to promote human genetics in the broadest sense of the word and to bring to knowledge all developments in this field. Human genetics is a discipline within the fundamental and applied sciences and medicine. It studies the hereditary characteristics of human beings, their transmission, their role in the development and maintenance of physiological functions and the

consequences of changes in the hereditary material, at all levels ranging from molecular and cellular biology to public health and evolutionary theory.

The object, or the concrete activities through which the non-profit organization accomplishes its objectives, include:

- Support and encourage scientific research in the field of genetics;
- promote cooperation and exchanges between scientists in Belgium and abroad;
- organize scientific meetings and provide continuing education for its members;
- inform and educate the general population;
- reflect on the individual and societal consequences of genetic technologies, including ethical ones;
- develop codes of conduct for applications of developments in genetics to humans.

In addition, the asbl may engage in any activities that directly or indirectly contribute to the achievement of its purpose, including ancillary commercial and profit-making activities, the proceeds of which will always be allocated in full to the achievement of its purpose.

It is authorized to perform all useful legal and commercial acts to the extent that they are consistent with its purpose and to the extent that profits are used to achieve this purpose. It may own or acquire all movable and immovable property which it requires for the accomplishment of its purpose and may exercise all property and other rights in rem over it including rent and lease. It may also enter into agreements, hire personnel, sign contracts, explicitly including insurance policies, acquire subsidies, both from government and private institutions, engage in sponsorship and send representatives at home and abroad and act itself as a representative.

It may not directly or indirectly distribute or provide any pecuniary benefit to the founders, members, directors or any other person except for the disinterested purpose specified in the Articles of Association. Any transaction in violation of this prohibition is null and void.

Article4. Association Values

The association will carry out its activities from an autonomous and pluralistic institution and without any distinction of political, philosophical or religious opinion. The association accepts the rules of democracy and also the European Convention on Human Rights and the International Convention on the Rights of the Child.

Article5. Duration of the asbl

The asbl is established for an indefinite term and may be dissolved at any time.

II. MEMBERSHIP

Article6. Members and Joined Members

In the asbl there are, on the one hand, working, effective or short members (hereafter called "members") and, on the other hand, joined members. Only (effective) members have voting rights in the General Assembly.

Article7. Number of members

The number of members is unlimited. The association has at least 8 members

Article8. Membership of members

Any natural person and any legal entity that supports and subscribes to the objectives of the non-profit organization may apply for membership.

The substantive and/or formal conditions for joining the asbl as a member are as follows:

- Be active as a scientist or (para)medical personnel, scientific institution or university (in Belgium or abroad) in the field of human genetics

A prospective member must submit an application in writing (by regular or registered mail or by e-mail if the option mentioned in Article 2:31 WVV was used) to the Board.

The Board decides autonomously on the acceptance of the candidate as a member at its next meeting. This decision need not be justified. This decision is not subject to appeal.

If the Board denies admission of a prospective member, that prospective member can only reapply after at least 1 year from the initial application.

Article 9. Rights and duties of members

All members may consult the register of members at the headquarters of the Association. To this end, they shall address a written request to the Governing Body with whom they agree on a date and time for the consultation of the register. This register cannot be moved.

In addition, all members have all the rights and duties set forth in the WVV.

The Board may establish an annual membership fee for effective members not exceeding 100 euros per year. This amount will be linked to the Health Index using as a reference the index of the monthfebruari 2026

A suspended, resigning or excluded member, shall be required to pay the current year's dues or deposits. A suspended, resigning or excluded member shall not be entitled to a refund of dues paid.

Article 10. Resignation of members

Any member may resign from the non-profit organization at any time by announcing that resignation to the Board by letter or e-mail.

In addition, a member shall be deemed to resign in subsequent circumstances and consequently membership shall immediately and automatically lapse:

- When the member no longer meets the requirements to be a member in the asbl,
- When a member was a member of the General Assembly in a particular capacity and he or she loses that capacity,
- When a member has not paid his or her membership dues for the current year within one month of a written reminder,
- When a member has failed to attend the General Assembly 3 times without prior notice,
- Legal incapacity.

The resignation of a member shall take effect immediately unless this would cause the number of members to fall below the minimum number of members required by law or by these Bylaws. The replacement of the member must then be sought within a reasonable period of time.

Upon death, the membership of a member-natural person shall terminate by operation of law.

Article 11. Suspension of members

If a member acts contrary to the objectives of the non-profit organization or harms the reputation or interests of the association, the Board may suspend the membership pending the General Meeting at which a decision on termination of membership will be made.

Article 12. Exclusion of members

A member's membership may be terminated at any time by a special resolution of the General Assembly convened by the Governing Body or at the request of at least 1/5 of the members, in compliance with the attendance and majority requirements prescribed for an amendment to the statutes.

Failure of a member to comply with the statutes, general conditions and/or code of conduct, despite a reminder to do so, automatically constitutes grounds for exclusion as a member. The assessment of the breach and possible exclusion belongs to the General Assembly, as defined in the previous paragraph of this article.

The exclusion shall be agendized by name only. The member is informed of the reasons for the exclusion by the Chairman of the Governing Body. The member must be heard at the General Assembly and may be assisted by an attorney.

The vote to terminate a member's membership is secret.

Article 13. Affiliation of joined members

Any natural person, legal entity or organization that supports the objectives of the non-profit organization may apply to be a joining member.

The conditions for joining the asbl as an admitted member are as follows:

- as an extraordinary joined member: demonstrate an interest in human genetics. This may include, e.g., the non-scientific representatives of patient associations or scientists and patient representatives, attending the annual scientific conference and/or courses;
- as an accredited honorary member: have rendered meritorious service to human genetics or to the Society.

A candidate member shall submit an application in writing (by digital form if the possibility mentioned in Article 2:31 WvV was used) to the Governing Body.

The Governing Body decides autonomously whether or not to accept a candidate as an admitted member. This decision does not require justification. This decision cannot be appealed. If the Governing Body refuses the admission of a candidate-member, this candidate-member can only submit a new application after at least 1 year after the previous application.

Article 14. Rights and duties of joined members

Joined members shall have only the rights and duties described in these bylaws.

- Joined members may be invited and may join the General Assembly at the invitation of the Board.
- Joined members have no voting rights.
- Joined members may use the Association's offerings and services in their capacity.

The Board may establish a fee for joined members. Joined honorary members are not required to pay a membership fee.

A suspended, resigning or excluded joining member, shall be required to pay the current year's dues or deposits. A suspended, resigning or excluded joining member shall not be entitled to a refund of dues paid.

Article 15. Resignation of joined members

Any joined member may withdraw from the non-profit organization at any time by not paying his/her next contribution.

In addition, a joining member shall be deemed to resign in the following circumstances:

- When the joined member no longer meets the conditions for becoming a joined member in the asbl.
 - When a joining member has not paid the dues within the month.
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- Legal incapacity.

Article16. Termination of membership of joined members

The membership of a joining member may be terminated at any time by the Board.

Failure of a joined member to comply with the statutes, general conditions and/or code of conduct, despite a reminder to do so, automatically constitutes grounds for exclusion as a joined member. The decision on possible exclusion as a joined member belongs to the Board, as described in the previous paragraph of this article.

The membership of a joining member-natural person shall terminate by operation of law upon death.

Article17. Exclusion of rights to the property of the asbl

No member or joined member, nor the heirs or successors of a deceased member, can assert or exercise any claim to the property of the non-profit organization. Nor can they recover contributions paid.

This exclusion of rights to the property of the asbl applies at all times: during membership, upon termination of membership for any reason, upon dissolution of the asbl, etc.

III. GENERAL MEETING

Article18. Composition of the General Assembly

The General Assembly consists of the members.

It is chaired by the chairman of the Board, in his absence by the vice chairman of the Board, in his absence by the oldest of the directors present.

The office of the General Assembly consists of the person presiding over the meeting.

The Board may invite non-members to participate in an advisory vote at one or more meetings of the General Assembly.

Article19. Powers of the General Assembly

The following exclusive powers are exercised exclusively by the General Assembly:

1. The amendment of the bylaws
2. The appointment and removal of directors and determination of his remuneration, if any
3. The appointment and removal of auditors and the determination of their remuneration
4. Discharge to the directors and auditors, as well as, where appropriate, the filing of association claims against the directors and auditors
5. The approval of the financial statements and budget
6. The dissolution of the association
7. The exclusion of a member
8. The conversion of the VZW into an IVZW, a cooperative society recognized as a social enterprise or into a recognized cooperative society social enterprise
9. To make or accept a "contribution for no consideration" of a generality
10. All cases in which these bylaws so provide

Article20. Meetings of the General Assembly

The General Meeting must be convened at least once a year and within six months of the close of the fiscal year.

Article 21. Invitation and agenda of the General Assembly

The meetings of the General Assembly are convened by the Governing Body. Where appropriate, the Commissioner may convene the General Assembly. The General Assembly must be convened when 1/5 of the members of the Association request it.

The Governing Body or, as the case may be, the auditor, shall convene the General Meeting within twenty-one days of the request to convene and the General Meeting shall be held no later than the fortieth day after such request.

The invitation shall be sent to all members, directors and auditors at least 15 days prior to the date of the General Meeting.

The convocation is done by e-mail when an e-mail address has been communicated to the asbl by the members, directors, daily directors and auditor. If no e-mail address has been communicated, the asbl communicates by mail, which is sent on the same day as the communication by e-mail.

The invitation contains the date, time and place of the General Assembly, as well as a draft agenda.

The general meeting may only validly deliberate and decide on amendments to the Articles of Association if the proposed amendments are precisely stated in the notice of meeting.

A copy of the documents to be submitted to the General Assembly under the FMC shall be sent promptly and free of charge to members, directors and auditors who request it.

Any proposal signed by at least 1/20 of the members will be placed on the agenda. It must be delivered to the Governing Body no later than 16 days before the time of the General Assembly.

The General Meeting may only deliberate and decide on the agenda items listed on the agenda attached to the notice of meeting, unless all members are present and unanimously agree to add the item to the agenda. Exceptionally and only in cases of extreme urgency, an agenda item may be added for deliberation and vote at the meeting by decision of the Board.

Article 22. Attendance quorum at the General Assembly

The General Assembly may validly deliberate and decide, provided that half of the members are present and/or represented, except when the WVV or these bylaws provide otherwise

At next decision, at least 2/3 of the members must be present or represented:

- amendment to the articles of association and cases equivalent thereto such as dissolution and liquidation
- exclusion of a member;
- any additional situations

In case less than the minimum required number of members is present or represented at the first meeting, a second meeting may be convened. This may validly deliberate and decide and adopt the amendments regardless of the number of members present or represented. The second meeting may not be held within 15 days following the first meeting.

Article 23. Proceedings of the General Assembly

The directors shall answer the questions put to them by the members, in advance or during the meeting, orally or in writing, and related to the items on the agenda. They may, in the interest of the association, refuse to answer questions when the communication of certain data or facts may harm the association or violate the confidentiality clauses entered into by the association.

Where appropriate, the auditor shall answer the questions put to him by the members, before or during the meeting, orally or in writing, relating to the items on the agenda on which he reports. He may, in the interest

of the association, refuse to answer questions when the communication of certain data or facts could harm the association or violate his professional secrecy or confidentiality clauses entered into by the association. He has the right to speak at the General Meeting in connection with the performance of his duties.

Directors and auditors can group their responses to different questions on the same topic.

Article 24. Voting at the General Assembly

At the General Assembly, each member has one vote.

Members who cannot attend the meeting may be represented by other members. Each member can carry a maximum of 2 proxies

Decisions are made by a simple majority of the votes cast (= more votes for than against) of the members present or represented, except where the WVV or bylaws provide otherwise.

Notwithstanding the foregoing, in the event of a tie vote, the vote of the chairman or the person replacing him shall be decisive. In the event of a tie in a secret ballot, the proposal is rejected. If, in a vote concerning persons, several candidates obtain the same number of votes, a new vote shall take place between these persons only. If even after the new vote the candidates obtained an equal number of votes, a decision shall be taken by name, unless an agreement is reached between the candidates.

Subsequent decisions require a majority of 2/3 of the members present or represented, with abstentions being counted neither in the numerator nor in the denominator:

- amendment to the statutes and cases equivalent thereto
- exclusion of a member;
- any additional situations

However, if the amendment to the statutes concerns the object or disinterested purpose of the association, it shall be adopted only if it has obtained 4/5 of the votes cast, abstentions being counted neither in the numerator nor in the denominator.

Voting may be by roll call, by show of hands or, at the request of 1/3 of the members present or represented, by secret ballot. If the deliberation and decision-making concerns one or more persons, voting shall always be by secret ballot.

Article 25. Remote participation in the General Assembly

The Governing Body may allow members to participate remotely in the general meeting through an electronic means of communication provided by the non-profit organization. Regarding compliance with the conditions of attendance and majority, members participating in the general meeting in this way shall be deemed present at the place where the general meeting is held.

For the application of participation by electronic means of communication, the asbl must be able to verify the capacity and identity of the member referred to in the first paragraph on the basis of the electronic means of communication used. Additional conditions may be imposed on the use of the electronic means of communication with the sole objective of ensuring the security of the electronic means of communication.

For the purposes of participation by electronic means of communication, the electronic means of communication must, without prejudice to any limitation imposed by or under the law, at least enable the said members to take note directly, simultaneously and continuously of the discussions at the meeting and to exercise their right to vote with respect to all items on which the meeting is required to decide. The electronic means of communication must also enable the members referred to in the first paragraph to participate in the deliberations and ask questions.

The notice of the general meeting shall include a clear and precise description of the procedures relating to remote participation. If the non-profit organization has an association website as referred to in Article 2:31 CC, those procedures shall be made accessible on the association website for those entitled to participate in the general meeting.

The minutes of the general meeting shall record any technical problems and incidents that prevented or disrupted electronic participation in the general meeting or voting.

Members of the General Assembly Bureau cannot participate in the General Assembly by electronic means.

Article 26. Prior electronic voting

The Governing Body may decide to allow members to vote remotely by electronic means before the general meeting. The practical organization of this advance voting will be communicated to the members along with the notice of this general meeting.

In this case, the Governing Body will take the necessary measures so that the capacity and identity of the member can be verified.

Article 27. Written decision-making by the General Assembly

The members may unanimously and in writing take all decisions within the competence of the General Assembly, with the exception of amendments to the statutes. In this case, the formalities of convocation need not be fulfilled. The members of the Governing Body and, where appropriate, the auditor, may take cognizance of such resolutions at their request.

Article 28. Report of the General Assembly

The minutes of the General Meeting are kept at the headquarters of the non-profit organization. The minutes are signed by the president and the directors who so request.

Every member has the right to inspect these reports. In addition, members are informed of General Assembly decisions by e-mail.

In addition, members and third parties may be informed of the decisions of the General Assembly by perusing the minutes at the headquarters of the ASBL, and for third parties by requesting an extract of the decisions that affect them from the Board. This request is at the discretion of the Governing Body.

IV. GOVERNANCE AND REPRESENTATION

Article 29. Composition of the Governing Body

The non-profit organization is governed by a collegial governing body composed of at least 8 directors. Only members (members general meeting) can be appointed as directors.

The Governing Body is always composed of at least 2 French speakers and at least 2 Dutch speakers.

A university or scientific institution should never be represented by more than 2 people.

If and as long as the association has less than 3 members, the Board may consist of 2 directors. As long as the Board is bipartite, any provision granting a casting vote to a member of the Board loses its effect *ipso jure*.

Directors are appointed by the General Assembly, by a simple majority vote of the members present or represented for a maximum of 2 terms of 4 years. Directors are eligible for reappointment.

Candidate directors must meet the following conditions:

- have all their civil rights;
- any additional conditions

The directors perform their duties unremunerated. Expenses incurred in the exercise of their directorship are reimbursed upon presentation of the necessary supporting documents.

The directors shall designate the following positions among themselves: chairman (max. 1 term of 4 years) and vice-chairman. Additional functions may be assigned to directors (e.g. treasurer and secretary). They also perform these functions at the General Meeting.

The Board may invite persons who are not directors to attend one or more meetings of the Governing Body in an advisory capacity.

Each director will communicate his e-mail address at the time of his appointment. From then on, this e-mail address shall serve as the valid correspondence address for communications with such director. Each director undertakes to notify immediately any change of e-mail address.

Article30. Co-option of directors

If a director's seat becomes vacant before the end of his term of office, the remaining directors have the right to co-opt a new director.

The next General Meeting must confirm the co-opted director's mandate. Upon confirmation, the co-opted director completes the mandate of his predecessor, unless the General Meeting decides otherwise. In the absence of confirmation, the mandate of the co-opted director ends at the end of the General Meeting, without prejudice to the regularity of the composition of the Board until that time.

Article31. Powers of the Governing Body

The Governing Body is authorized to perform all acts necessary or useful for the realization of the object of the non-profit organization, except for those acts for which by law or by these bylaws the General Assembly has exclusive authority.

Without prejudice to the obligations arising from collegial management, in particular consultation and supervision, the directors may divide management tasks among themselves. This division of duties cannot be held against third parties, even after it has been made public. Failure to comply with it does, however, compromise the internal liability of the director(s) concerned.

The Governing Body shall have the commitment, together with the opposing party, to seek the means to settle, either by conciliation or arbitration, any dispute over the terms and conditions of work affecting the Association.

The Board shall issue all internal regulations it deems necessary. Provisions in the internal regulations that affect the rights of the members, the competence of the bodies, or the organization and functioning of the General Assembly shall be adopted applying the conditions required for an amendment of the statutes. Such internal regulations cannot contain provisions contrary to the WVV or the statutes. The internal regulations and any amendment thereto shall be communicated to the members in accordance with Article 2:32 CC or made available on the website of the legal entity. The most recent version of the internal regulations is always available for inspection at the headquarters of the non-profit organization. If the Board amends the internal regulations, it is obliged to include it in the agenda and in the minutes of the Board.

Article32. External power of representation of the Governing Body

The Governing Body, as a college, represents the asbl in all acts in and out of court. It represents the asbl by the majority of its members.

Without prejudice to the general power of representation of the governing body as a college, the asbl is also represented in and out of court by 2 directors, acting jointly. For the representation of the association in light of administrative obligations and formalities (declaration, extracts, deposit, registered mail, etc.), the signature of one director is sufficient.

The representative bodies cannot perform legal acts related to the representation of the asbl in the purchase or sale of real estate of the asbl and/or the establishment of a mortgage without the authorization of the General Assembly. These restrictions on authority cannot be invoked against third parties, even after they have been made public. Non-compliance with them does, however, compromise the internal liability of the representatives concerned.

The Governing Body or the directors representing the non-profit organization may appoint proxies of the non-profit organization. Only special and limited powers of attorney for specific or a series of specific legal acts are permitted. The authorized representatives commit the asbl within the limits of the power of attorney granted to them, the limits of which are enforceable against third parties in accordance with what applies to mandates.

Article33. Disclosure requirements of the Administrative Body

The appointment of the members of the governing body and of the persons authorized to represent the asbl and their termination of office will be made public by filing in the association's file at the clerk's office of the Commercial Court and publication of an extract in the Annexes to the Belgian Official Gazette. These documents must in any event show whether the persons representing the non-profit association are binding on the association individually, jointly or as a college, as well as the extent of their powers.

Article34. Meetings of the Governing Body

The Governing Body meets as a collegial body as often as the interests of the association require. A director may request in writing to the chairman to convene a meeting of the Board, stating and explaining the proposed agenda item. The notice period for meetings of the Board is 7 calendar days.

The Governing Body shall be convened in writing (by ordinary or registered mail or by e-mail if the possibility mentioned in Article 2:32 of the CC) by the chairman or by two directors. The chairman shall preside over the meeting. In case of his/her absence, he/she shall be replaced by the vice president or the director with the most seniority as a member of the Board of the association.

Each director may give a written proxy to another director, who may exercise the corresponding voting rights, but no director may hold more than one proxy.

Article35. Attendance quorum and voting by the Governing Body

The Governing Body can deliberate and decide validly only if half of the directors are present and/or represented at the meeting.

Each director has one vote. Decisions within the governing body are made by an absolute majority (= half + 1 vote in favor) of the directors present and/or represented. Notwithstanding the above, in the event of a tie vote, the vote of the Chairman (or the person replacing him) shall be decisive. In the event of a tie in a secret ballot, the proposal is rejected.

Decisions of the governing body may be taken by unanimous written agreement of the directors. The Board may also meet, deliberate and make decisions by digital means (teleconference, videocall).

Article36. Report of the Governing Body

A record shall be made of the decisions of the Governing Body, which shall be kept at the headquarters of the Association.

Each director and member shall have the right to inspect the minutes.

Minutes are communicated to directors by letter or e-mail.

The minutes of meetings of the Governing Body shall be signed by the Chair and those directors who request them; copies for third parties shall be signed by at least one director.

Article 37. Conflict of interest

When the Governing Body must take a decision or rule on a transaction within its jurisdiction in which a director has a direct or indirect interest of a patrimonial nature that conflicts with the interest of the association, the director concerned must declare this to the other directors before the Governing Body takes a decision. His declaration and explanation of the nature of this conflicting interest shall be included in the minutes of the meeting of the Governing Body that is to make the decision. The Governing Body is not permitted to delegate this decision.

The director with a conflict of interest may not participate in the deliberations of the Governing Body on these decisions or operations, nor in the vote in that regard. If the majority of the directors present or represented have a conflict of interest, the decision or transaction is submitted to the General Meeting; in the event that the General Meeting approves the decision or transaction, the Governing Body may implement it.

This procedure does not apply when the decisions of the Governing Body relate to customary operations that take place under the conditions and against the collateral customary in the market for similar operations.

Article 38. Termination of directorship by operation of law and by resignation

If the term of a director's mandate has expired, the mandate ends automatically at the next General Meeting.

In addition, a director is deemed to resign when he/she no longer meets the conditions for becoming a director in the non-profit organization, as stipulated in the statutes. This is determined by the General Assembly.

Any director may resign by giving written notice to the chairperson of the Governing Body. The chairman shall submit his resignation to the vice chairman or in his absence the oldest of the remaining directors.

If a director resigns and as a result the number of directors falls below the legal or statutory minimum, he must remain in office until the General Meeting can reasonably provide for his replacement or the Board does so based on the power of co-option.

A director's term of office shall terminate by operation of law upon his or her death.

Article 39. Dismissal of directors

A director's mandate may be terminated at any time by the General Meeting by a simple majority of the votes present and represented.

The vote to terminate a director's term of office is secret.

Article 40. Committees and working groups

The Board may set up advisory, policy-preparing, consultative or technical committees or similar working groups, whether permanent or not, in its midst or outside, whose composition, powers, terms of reference and, where appropriate, the fixed or variable remuneration of their members, shall be determined by it, at the expense of the general expenses of the Association.

V. THE EXECUTIVE BOARD

Article 41. Composition of the Executive Board

The Daily Administration includes both those acts and decisions that do not go beyond the needs of the daily life of the association, and those acts and decisions that, either because of their lesser importance that they exhibit, or because of their urgent nature, do not justify the intervention of the Governing Body. Daily management includes administrative obligations and formalities (declaration, extracts, deposit, registered mail).

The Executive Body may delegate the Daily Management of the Association, as well as the representation of the Association as far as that management is concerned, to one or more persons.

If several persons are involved, these persons will act jointly, both in terms of the internal Executive Board and the external power of representation for that Executive Board. The act of appointment may specify this further and, if necessary, differently.

The persons in charge of the Executive Management may take decisions and/or perform legal acts related to the representation of the non-profit association within the framework of the Executive Management only with the application of the modalities stipulated in their appointment decision. These cannot be held against third parties, even after they have been made public. Non-compliance does, however, compromise the internal liability of the representatives concerned.

The Governing Body is charged with the supervision of the Executive Board.

Article 42. Disclosure requirements Daily Board

The appointment of the persons in charge of the day-to-day management and the termination of their mandate will be made public through filing in the Association's file at the Registry of the Commercial Court and publication of an extract in the Annexes to the Belgian Official Gazette. These documents must in any event indicate the extent of their powers and whether the persons representing the non-profit association as regards the Executive Committee commit the non-profit association individually, jointly or as a college.

VI. LIABILITY OF DIRECTORS

Article 43. Directors' liability

The directors and daily directors (and all other persons who have had actual management authority with respect to the non-profit organization) are liable to the non-profit organization for errors committed in the performance of their duties. This also applies to third parties insofar as the error committed is a non-contractual error. However, such persons are liable only for decisions, acts or behaviors that are manifestly outside the range within which normally prudent and careful directors, placed in the same circumstances, could reasonably disagree.

Since the Governing Body constitutes a college, their liability for its decisions or omissions is joint and several.

However, with regard to errors in which they had no part, they are relieved of liability if they have reported the alleged error to the collegial Executive Body. This report, as well as the discussion to which it gives rise, is recorded in the minutes.

This liability, together with any other liability for damages arising from the FMC or other laws or regulations, as well as the liability for the debts of the legal entity referred to in Articles XX.225 and XX.227 of the Code of Economic Law, is limited to the amounts set forth in Article 2:57 of the FMC.

VII. BOOKHOLDING

Article44. Fiscal year

The fiscal year of the non-profit organization begins on January 1 and ends on December 31.

Article45. Accounting

Accounts are kept in accordance with the provisions of the WVV and relevant implementing decrees.

The Governing Body submits the previous fiscal year's financial statements and budget to the Annual General Meeting for approval.

After the Governing Body has accounted for its policies in the previous year, the General Assembly pronounces on the discharge of the directors. This is done by a separate vote. This discharge is valid only if the true situation of the association is not concealed by any omission or misstatement in the annual accounts, and, as far as extra-statutory operations or operations contrary to the WVV are concerned, if they are specifically indicated in the notice of meeting.

The annual accounts are filed in the file at the Registry of the Company Court within thirty days of their approval by the General Meeting. Where applicable, the annual accounts are filed with the National Bank in accordance with the CRC and the relevant implementing decrees.

Article46. Supervision by a commissioner

As long as the asbl does not exceed the criteria set forth in the Companies and Associations Code for the last completed fiscal year, the asbl is not required to appoint an auditor.

As soon as the non-profit organization does exceed the criteria set forth in the Companies and Associations Code, it must entrust one or more auditors with the auditing of the financial situation, of the annual accounts and of the regularity in light of the law and of the articles of association and of the transactions to be noted in the annual accounts.

The auditor is appointed by the General Meeting from among the members of the Institute of Auditors for a term of three years. The General Meeting also determines the auditor's remuneration and also pronounces on the discharge of the auditor.

VIII. DISSOLUTION AND LIQUIDATION

Article47. Voluntary dissolution of the asbl

The asbl may be dissolved at any time by the General Assembly. The General Assembly is convened to discuss proposals concerning the dissolution of the asbl, submitted by the Governing Body or by at least 1/5 of all members.

In order to validly deliberate and decide on the dissolution of the asbl, at least 2/3 of the members must be present or represented at the General Assembly. The decision to dissolve must be taken by a special majority of at least 4/5 of the votes present or represented.

In NPOs which must appoint one or more auditors, the proposal for dissolution is explained in a report drawn up by the governing body, which is included in the agenda of the General Meeting which must decide on the dissolution. A statement of assets is attached to that report cf. art. 2:110§2 CC. If either of these two reports is missing, the decision of the General Meeting is null and void.

Except for a simplified dissolution and liquidation in accordance with Article 2:135 of the WVV, when the VZW is dissolved, the liquidation shall be carried out by the liquidator(s). The liquidator(s) shall be appointed by the general meeting deciding by a simple majority.

From the decision to dissolve, the non-profit organization always mentions that it is "vzw in vereffening" in accordance with the WVV. A vzw in liquidation may not change its name and may only move its registered office under the conditions stipulated in Article 2:117 of the WVV.

Article48. Appropriation of the assets of the asbl after dissolution

In case of dissolution and liquidation, the General Assembly or the liquidator(s) shall decide on the destination of the non-profit organization's assets. In any case, it shall be allocated to a legal person, an association or foundation with a similar disinterested purpose.

Article49. Disclosure requirements

All decisions relating to the dissolution, the terms of liquidation, the appointment and termination of office of the liquidators, the conclusion of the liquidation and the allocation of assets are filed in the association's file at the Registry of the Commercial Court, and published in the Appendices to the Belgian Official Gazette in accordance with the WVV and its implementing decrees.

Article50. Lock

For all cases not regulated by these Articles of Association, the provisions of the Companies and Associations Code ("CPC") or the legislation that replaces it and its (future) implementing decrees shall apply.