

EHMA Statutes Approved by the AGA on Thursday, 21st June 201

TITLE I DENOMINATION – REGISTERED OFFICE– DURATION

Article 1 - Denomination

The association is named "European Health Management Association", in short "EHMA" (hereinafter the "Association").

The Association has the legal form of a not-for-profit association and is governed by the law of 27th June 1921 on non-for-profit associations, foundations, European political parties and European political foundations (the "Law").

Article 2 – Registered office

The registered office of the Association is established at Rue Belliard 15-17, 1040 Brussels, in the judicial district of Brussels, Belgium.

The registered address may be changed only by a decision of the General Assembly in accordance with the legal procedure foreseen for in the event of a statutory amendment.

Article 3 - Duration

The Association is constituted for an unlimited duration.

TITLE II PURPOSE

<u>Article 4 – Purpose</u>

The purpose of the Association is to support the spread of knowledge on effective health management and in doing so help to improve the health and well-being for Europe's citizens and communities.

Centred on a dynamic European Health Network of managers, educators, providers, researchers, citizens, innovators and policy makers, EHMA achieves its purpose by making knowledge about evidence-based effective practice more accessible and by facilitating and supporting improvement.

In that respect, the Association pursues the following activities:

- Providing, developing and improving knowledge and training in the field of health management;
- Developing and improving health management practice;
- Encouraging and supporting research and development among the Members of the Association and the exchange of the findings;
- Transforming research findings into practice through dissemination and joint activities, specifically among researchers and managers.

- Collaborating, on behalf of members, with the European Union (EU) and its affiliated members and agencies, the World Health Organisation (WHO) and its agencies, and other international organisations having an influential role on health in Europe;
- In general, dealing with of individual health, treatments of patients and health administration.

The Association may undertake any other activity or take any other actions that are directly or indirectly related to the purpose of the Association or necessary or useful to the realisation of said purpose. Among other things, and provided that such activity is approved by the General Assembly, the Association may grant loans to, invest in the capital of, or, in any other manner, directly or indirectly, take participations in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws. In addition, the Association may carry out any activity that contributes directly or indirectly to the realisation of the above mentioned not-for-profit purpose, including the exercise of commercial and profit-making activities on a secondary basis to the extent legally admitted which proceeds shall at all times be allocated to the realisation of the above mentioned not-for-profit purpose.

TITLE III MEMBERS

Section I Admission

Article 6 – Generalities

The Association is composed of Full Members, Associate Members, and Honorary Members (hereinafter all the **"Members"**), who may be natural persons or legal entities. Full Membership shall be subdivided into two (2) subcategories: the Organisational Full Members and the Individual Full Members (hereinafter all referred to as the **"Full Members"**). Associate Membership shall be subdivided into two (2) subcategories: the Organisational Associate Members and the Individual Associate Members (hereinafter all referred to as the **"Full Members"**).

The Association must be composed of at least three (3) Full Members.

Over and above legal requirements, the Members enjoy the rights and are bound by the obligations specified within these Statutes. Only the operating procedures for the exercise of these prerogatives or obligations can be included in the Internal Rules.

The Association shall be solely liable for commitments entered into to be covered with its own assets. Without prejudice to the legal provisions applicable, no Member shall incur neither a personal liability for the debts or for any other commitments of the Association nor any other liability of whatever nature.

Article 7 - Criteria for admission of members

- 7.1. Without prejudice to article 7.2. to 7.4. of these Statutes, in order to become a Member, the candidate member must:
 - a. either have legal personality or be legally constituted according to the laws and regulations of its country of origin or be a natural person; and
 - b. agree in writing to comply with the competition rules and antitrust directives of the Association, as well as with the Association's Statutes, Internal Rules, the purpose of the Association and the decisions of its governing bodies.
- 7.2. Organisational Full Membership is open to any legal entity committed to the purpose of the Association and having a core of permanent and identifiable activities and resources related to the development of health management services or health organisations, namely all types of health-care providers, universities and other organisations in health-care delivery, management, commissioning, research, education and development.

Legal entities which are Organisational Full Members have full membership rights including the right to participate and to vote at the General Assembly. Organisational Full Membership also includes the right: (i) to be eligible for a position in the Board or in another governing body of the Association, (ii) to nominate one (1) representative to the General Assembly of the Association, (iii) to have access to the exchange and dissemination of knowledge and other supportive actions of the Association and (iv) to have access to support from the Secretariat of the Association.

Organisational Full Members have the following membership duties: (i) to comply with these Statutes and Internal Rules of the Association and its governing bodies and (ii) to pay an annual Organisational Full Membership Fee as determined by the General Assembly pursuant to article 15 of these Statutes

Individual Full Membership is open to any natural person committed to pursuing the purpose of the Association. Individual Full Membership shall not be granted to natural persons who are affiliated with legal entities who are themselves Organisational Full Members or who may apply for membership as Organisational Full Members. By exception and upon agreement of the Board, Individual Full Membership may be granted to natural persons who are affiliated with legal entities who are themselves Organisational Full Members or who may apply for membership as themselves Organisational Full Members or who may apply for membership as organisational Full Members or who may apply for membership as themselves Organisational Full Members or who may apply for membership as Organisational Full Members or who may apply for membership as Organisational Full Members or who may apply for membership as Organisational Full Members or who may apply for membership as Organisational Full Members or who may apply for membership as Organisational Full Members or who may apply for membership as Organisational Full Members or who may apply for membership as Organisational Full Members or who may apply for membership as Organisational Full Members for a one-year non-renewable period.

Individual Full members have full membership rights including the right to participate and to vote at the General Assembly. Individual Full Membership also includes the right (i) to be eligible for a position in the Board or in another governing body of the Association and (ii) to have access to the exchange and dissemination of knowledge and other supportive actions of the Association.

Individual Full Members have the following membership duties: (i) to comply with these Statutes and Internal Rules of the Association and its governing bodies and (ii) to pay an annual Individual Full Membership Fee as determined by the General Assembly pursuant to article 15 of these Statutes.

7.3. Organisational Associate Membership is open to any legal entity which does not respond to the criteria to become an Organisational Full Member but is nevertheless interested in pursuing the purpose of the Association. The number of Organisational Associate Members cannot exceed fifty (50) % of the number of Organisational Full Members.

Organisational Associate Members have not the right to participate at the General Assembly meeting. Organisational Associate Membership includes the right to have access to the exchange and dissemination of knowledge and other supportive actions of the Association.

Organisational Associate Members have the following membership duties: (i) to comply with the Statutes and Internal Rules of the Association and its governing bodies and (ii) to nominate one (1) contact person, (iii) to pay an annual Organisational Associate Membership Fee as determined by the General Assembly pursuant to article 15 of these Statutes.

Individual Associate Membership is open to any natural person who is a student and enrolled as a student within courses provided by one of the Organisational Full Members.

Individual Associate Members have not the right to participate at the General Assembly meeting. Individual Associate Membership includes the right to have access to the exchange and dissemination of knowledge. Individual Associate Members have to comply with these Statutes and Internal Rules of the Association, but do not pay an annual Individual Associate Membership Fee.

7.4. Honorary Membership is open to any persons who rendered exceptional services to the Association.

Honorary Members have the right to participate at the General Assembly meeting with the right to speak, but without right to vote. Honorary Membership includes the right to have access to the exchange and dissemination of knowledge and other supportive actions of the Association. Honorary Members have to comply with these Statutes and Internal Rules of the Association and its governing bodies.

Articles 8 - Formalities for the admission

Any application for membership to any category of membership will be sent by email to the President of the Board and to the Executive Director of the Association, with all necessary documents to prove that the candidate complies with the eligibility criteria of the respective membership category. The President of the Board and the Executive Director verify the application's eligibility and decide on the application. The decision is final, and the President and the Executive Director are not bound to justify their decision.

Article 9 - Registry

The Board keeps a registry of all the Members of the Association according to the Law.

Section II End of membership, Resignation, exclusion, suspension

Article 10 – End of membership

Membership in the Association's various membership categories ends (i) in accordance with article 11 and 12 of these Statutes, (ii) by death, loss of legal capacity, or in case of legal entity, by the dissolution, the merger, demerger, the nullity, bankruptcy or insolvency of the concerned Member or (iii) the dissolution of the Association.

Article 11 – Resignation

Members are free to resign at any time, under the condition to send a written notification to the President of the Board or to the Executive Director of the Association, with a three-month prior notice before the end of the calendar year.

Article 12 - Exclusion

Failure to comply with these Statutes; failure to comply with the eligibility criteria of the respective membership category; failure to pay the respective Membership Fee within a one-month period from the official reminder sent by registered letter; failure to be present, represented or excused at three (3) consecutive General Assemblies; serious breaches of the Internal Rules; serious misconduct that may harm the Association reputation; may lead to the exclusion of a Member.

The Member is informed by registered letter of the proposal for exclusion. The letter must outline the reasons that initiated the exclusion procedure. The Member has the right to send its written remarks to the President of the Board or to the Executive Director of the Association within maximum of seven (7) calendar days from the receipt of the registered letter starting the exclusion procedure. Upon prior written request, the proposed excluded Member can be heard by the General Assembly.

The exclusion of a Member requires a decision of the General Assembly taken by a majority of two-third (2/3) of the Full Members present, represented or participating remotely in the meeting.

The decision to exclude a Member indicates the grounds for exclusion, but the decision is definitive and does not have to be justified. The President of the Board or the Executive Director of the Association sent a copy of the decision to the excluded Member within maximum of seven (7) calendar days from the decision. The exclusion is effective as of the date of the decision.

Article 13 - Suspension

The Board can suspend the proposed excluded Member until the decision of the General Assembly. A Full Member loses its voting right at the General Assembly once suspended.

Article 14 - Rights and obligations of resigning, suspended or excluded members

The Member who has resigned, been suspended or excluded, as well as creditors, heirs or those having rights of the bankrupt or deceased member are not entitled to claim or request neither any of the assets of the Association, nor the reimbursement of the membership fee, or any other compensation.

The Member who has resigned, been suspended or excluded shall remain liable for its financial obligations to the Association until the end of the financial year during which its resignation, suspension or exclusion takes effect.

TITLE IV MEMBERSHIP FEES

Article 15 - Membership fees

Each Member shall pay an annual Membership Fee in advance, before each fiscal year. Upon proposal of the Board, the General Assembly shall fix for each category of membership the amount of the annual Membership Fee subject to the following limitations:

- a. The annual Organisational Full Membership Fee may not exceed an amount of 30,000.00 EUR per year.
- b. The annual Individual Full Membership Fee may not exceed an amount of 3,000.00 EUR per year.
- c. The annual Organisational Associate Membership fee may not exceed an amount of 100,000.00 EUR per year.

Under exceptional circumstances and upon previous request of the concerned Member, the Board can decide on a full or partial discount on the amount of the annual Membership fee of said Member. Such decision can only be taken by the Board for one (1) year at a time.

TITLE V GENERAL ASSEMBLY

Article 16 - Composition

The General Assembly is composed of the Full Members of the Association.

Honorary Members may participate at the General Assembly, without the right to vote, but with the right to speak.

Third parties may take part in the meetings of the General Assembly upon invitation of the Board for advisory purposes, but they do not have the right to vote.

Article 17 - Powers

The General Assembly has the powers explicitly conferred by the Law or these Statutes.

The General Assembly has exclusive power:

- 1. To amend the Statutes;
- 2. To nominate and revoke Board members;
- 3. As the case may be, to nominate or revoke statutory auditors, and determine their remuneration, if any;
- 4. To discharge the Board members and the statutory auditors, when it is the case;
- 5. To approve budgets and annual accounts;
- 6. To dissolve the Association;

- 7. To exclude Members;
- 8. To transform the Association in a company with social purpose;
- 9. For all other competences stated by the Statutes.

Article 18 – Ordinary and Extraordinary General Assembly – meeting rules

An ordinary General Assembly must be held at least once a year, before the end of the 6th month after the end of the fiscal year.

The Association can hold an extraordinary General Assembly at any time, following a decision from the Board, notably upon request of at least one-fifth (1/5) of the Full Members. Such a request shall be addressed to the Board by registered mail with at least a three-week prior notice.

General Assembly meetings may be held with or without physical location designated, as determined by the Board, as place of the meeting. The Full Members, Honorary Members and guests may attend the meeting in person. Subject to the prior agreement of the Board, they can also participate in the meeting via conference call, video conference, web-conference or by any another electronic means of communication which offers the possibility to said Full Members, Honorary Members or to guests participating in the meeting (i) to hear each other at the same time, (ii) to speak to each other and (iii) as far as the Full Members are concerned, to cast definitively although not simultaneously their vote on the agenda items. Any Full Member, Honorary Member or guest participating by such means shall be deemed present at such meeting.

Article 19 - Convocation

All Members except the Associate Members must be invited to the General Assembly by the Board, via ordinary letter, email or fax sent at least eight (8) calendar days before the date of the meeting. The letter or email shall be signed by the President of the Board or the Executive Director of the Association. If the convocation takes place by email, the email will be sent with delivery receipt by the President of the Board or the Executive Director of the Association.

The convocation shall note the day, time and place of the meeting.

The agenda shall be also included in the convocation. Any additional proposal supported and signed off by a minimum of one-fifth (1/5) of Full Members shall be added to the agenda.

With the exception of the provisions stated at articles 8, 12, 20 and 26 quarter of the Law, the General assembly can vote on matters which are not listed in the agenda.

Article 20 – Member representation

Full Members and Honorary Members have the right to attend the General Assembly.

An Organisational Full Member may nominate one (1) representative (the **"Organisational Full Member Representative**") in order to represent it at the General Assembly. Such nomination may be modified at any time by the concerned Full Member. At least two (2) calendar days before the General Assembly, the identity of the Organisational Full Member Representative shall be notified to the Executive Director of the Association.

Each Organisational Full Member can be represented at the General Assembly by another Organisational Full Member by virtue of a written proxy, duly dated and signed. Each Individual Full Member or Honorary Member can be represented at the General Assembly by another physical person, connected or not to the Association by virtue of a written proxy, duly dated and signed.

Subject to the conditions stipulated in the previous paragraph, each Full Member or Honorary Member may hold only one (1) proxy for another Full Member or Honorary Member.

In the convocation, the Board may specify the proxy requirements and ask proxies to be sent to the Executive Director of the Association at least two (2) calendar days before the General Assembly.

Article 21 - Right to vote

Only Full Members have the right to vote.

Each Organisational Full Member has five (5) votes.

Each Individual Full Member has one (1) vote.

Honorary Members may attend the General Assembly in an advisory capacity, but without the right to vote.

Article 22 – Chairmanship

The General Assembly is chaired by the President of the Board or, in case of his/her absence, the oldest Board member.

Article 23 – Deliberations, quorums and votes

The General Assembly shall be validly constituted and has the quorum to resolve if at least half (1/2) of the Full Members are present, represented or participating remotely in the meeting, subject to the exception foreseen by the Law or these Statutes.

Unless the Statutes or the Law require another majority, the decisions of the General Assembly are adopted with simple majority of the votes of the Full Members, present, represented or participating remotely in the meeting.

In case of an equal balance in votes, the vote of the President of the Board is preponderant and decisive.

Abstentions, invalid votes and blank votes are not taken into account to calculate the quorum and the majority.

In case the quorum is not reached at the 1st General Assembly duly convocated, a second General Assembly can be convened for the same purpose but cannot be held less than fifteen (15) calendar days after the sending out of the second convocation. In this second case and subject to the limitation and exceptions provided by the Law, the decision taken is considered definitive irrespective of the number of Full Members present, represented or participating remotely at the General Assembly.

The General Assembly can only decide on the dissolution of the Association, on the modification of Statutes, on the exclusion of members or on changing the purpose in compliance with the quorum of presence and majority requirements stipulated by the Law.

A resolution submitted to the vote of the General Assembly will be approved by show of hands, unless a written vote is requested by the (i) President of the Board or by at least a third (1/3) of the Full Members present, represented or participating remotely in the meeting.

Upon request of the Board or in cases approved by the General Assembly a written decision-making procedure may be launched in which the General Assembly may vote in a ballot without personal meeting, i.e. by fax, by e-mail or by exchange of written letter. The calling notice for written decision-making shall be sent together with the text of the proposal and all supporting documents for decision-making purposes at least six (6) calendar days before the deadline for voting. The majority and quorum requirements and any other voting rules as outlined in the present section of these Statutes shall apply accordingly. The resolutions voted via written decision-making procedure enter into force on the date mentioned on the written resolution.

The resolutions voted in compliance with article 18, last Para. of these Statutes enter into force on the day of the meeting.

Article 24 – Minutes, register and archiving

The original minutes including a record of all decisions of the General Assembly are filed in a separate physical or electronic register, signed by the President of the Board and one (1) attending Board member. This register is kept at the legal address of the Association where all Members can access it, without removing it after having asked in writing for the authorisation from the Board and agreed on a convenient date and time for the consultation.

TITLE VI ADMINISTRATION OF THE ASSOCIATION

Article 25 – Composition and duration of mandates

The Association is administered by a Board, composed of at least three (3) Board members, nominated among the Full Members of the Association by the General Assembly for a two-year term, and revocable at any time. The number of Board members must be in any case less than the total number of the Association's Members.

If the Association only counts three (3) Full Members, the Board is composed only of two (2) Board members.

Board members can be re-elected up to two (2) times at the end of their mandate.

The Board can invite any guest whose presence is deemed as necessary to Board meetings. The guest may attend the Board in an advisory capacity, but without the right to vote.

The mandate of a member of the Board shall end by (i) the death, the resignation or the legal disqualification of said member of the Board (ii) the revocation by the General Assembly or (iii) the expiration of their term.

A Board member's resignation must be addressed by registered mail to the President of the Board or the Executive Director of the Association.

The revocation may be decided by the General Assembly to sanction any action or omission of the concerned Board member which deeply compromises the interests of the Association, prevents the realisation of its purpose or presents a risk for the reputation of the Association.

Article 26 – Vacancy

In case of a vacancy (including a vacancy consequent to a resignation), the composition of the Board will remain unchanged until the next General Assembly meeting at the which the latter will nominate a new Board member for the remainder of the term of office of his/her predecessor.

Article 27 - President of the Board and other functions

The Board shall elect among its members a President and a Treasurer and, as the case may be, a Vice-President and a Secretary.

The same Board member can be appointed for different functions at the same time.

The President of the Board and the Treasurer and, as the case may be the Vice-President and the Secretary, will be elected for a two-year term and can be re-elected for another two-year term at the end of their first mandate.

In the absence of the President of the Board, he/she shall be replaced by the Vice-President or the oldest Board member present.

Article 28 – Convocation – meeting rules

The Board meets any time deemed necessary, and each time one (1) of its members calls for a meeting. The convocations are sent by the President of the Board / Secretary or, failing that, the Executive Director via letter, fax, email or verbally, at least eight (8) calendar days before the date of the meeting. The convocation includes the agenda, the date, the time and location of the meeting. The supporting documents under discussion are included in the convocation.

Subject to the provision and limitations stipulated in these Statutes or in the Internal Rules of the Association, guests may be invited by the President of the Board or the Board to attend the meetings of the Board.

Where necessary, staff members of the Association may attend the Board meeting.

Meetings of the Board are held with or without physical location designated as place of the meeting. Members of the Board, guests or staff members may attend the meeting in person. They may also participate in the meeting via conference call, video conference web-conference or by any other electronic means which offer the possibility to the members of the Board, to the guests or staff members participating in the meeting (i) to hear each other at the same time, (ii) to speak to each other and (iii) as far as the Board members are concerned, to cast definitively although not simultaneously their vote on the agenda items. Any Board member, guests or staff member participating by such means shall be deemed present at such meeting.

Article 29 - Deliberations, quorum and votes

Each Board member shall have one (1) vote.

The guests or staff members may attend the meeting of the Board without the right to vote.

A Board member can be represented within the Board by another Board member by virtue of a written proxy duly signed.

The Board shall be deemed validly constituted and can deliberate validly, if half (1/2) of its members are present, represented or participating remotely in the meeting.

Decisions are taken with simple majority of votes of the Board members present, represented or participating remotely in the meeting. Abstentions, blank or invalid vote do not count in the calculation of the majority.

In case of equal balance, the President's vote is preponderant and decisive.

Voting can be done by show of hand. No decision can be taken on an item, which does not appear on the circulated agenda.

If a decision cannot be deferred until the following meeting of the Board, a written decision-making procedure may be launched in which the Board may vote in a ballot without personal meeting, i.e. by fax, by email or by exchange of written letter. The calling notice for the written decision-making shall be sent together with the text of the proposal and all supporting documents to all members of the Board at least six (6) calendar days before the deadline for voting. The vote shall only be valid if at least one third (1/3) of the members of the Board have sent a reply. The majority and quorum requirements and any other voting rules as outlined in the present section of these Statutes shall apply accordingly. Decisions taken by written resolution come into force at the date mentioned in the written resolution.

The resolutions voted in compliance with article 28, last Para. of these Statutes enter into force on the day of the meeting.

Article 30 - Minutes, register and filing

All Boards decisions are recorded as meeting minutes, countersigned by the President of the Board, and the Secretary, and filed in a separate physical or electronic register.

This registry is kept at the legal address of the Association.

Every Member who have a legitimate interest, can ask to access the minutes without removing them from the legal address.

Article 31 – Powers

The Board shall act as a collegial body and has the most extended powers with regards to the administration and management of the Association, except the powers reserved to the General Assembly pursuant to these Statutes and the Law.

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

Article 32 - Daily management

Without prejudice to article 31, last Para. of these Statues, the Board may delegate the daily management of the Association, including authority to sign for such daily management, to a management body composed by one (1) or more Board members responsible for daily management – if they are part of the Board – and/or one or more persons responsible for daily management – if they are not part of the Board. The Board will determine the scope of the delegated powers, as well as their respective salary or honorary. The persons responsible for daily management are chosen among the Full Members, Board members or third parties to Association.

If several persons are granted with the daily management, they act jointly and they do not have to justify their powers towards third parties.

The person responsible for daily management shall be authorised to sub-delegate, under her/his own responsibility, one or more powers delegated to him/her falling within the scope within the limitations set out in these Statutes, the Internal Rules or the relevant delegation of powers. Sub-delegation of powers may be done to a staff member of the Association or to third parties.

TITLE VII REPRESENTATION OF THE ASSOCIATION

Article 33 - Representatives

Unless otherwise stipulated in these Statutes and without prejudice to article 31 of these Statutes, the Association is validly represented in all legal acts, including in legal actions or arbitration, as plaintiff or defendant before courts, tribunal or other jurisdictions, (i) by the President of the Board acting alone or (ii) by two (2) Board members jointly, who will not have to justify to third parties the powers conferred to this end.

The daily management body has all the powers concerning the Association's daily management, including authority to sign on behalf of the Association and powers of representation relating to such daily management. The management body can also represent the Association in all the acts as well as in court, within the limits of the daily management mandate. The daily management body has not to justify towards third parties the powers conferred by the Board to this end.

Article 34 – Rights and obligations

Without prejudice to the legal provisions applicable, the Board members, the persons responsible for daily management and the legal representatives, due to their position, cannot be held personally liable for the debts or for any other commitments of the Association nor incur any other liability of whatever nature.

TITLE VIII FISCAL YEAR AND AUDIT

Article 35 – Fiscal year

The fiscal year begins on 1st January and ends on 31st December.

The annual accounts of the previous fiscal year and the budget for the following fiscal year will be submitted annually by the Board to the General Assembly for approval.

The annual accounts and budgets are kept, and if required, published in accordance with the Law.

Article 36 – Accounting documents

The documents regarding financial accounts are stored at the registered office of the Association, where they are made available to every Full Member, without removing them from said registered office, after having scheduled a date and a time with the Board for consultation.

Article 37 – Statutory auditor

Without prejudice to the General Assemblies right to determine any internal audit procedure, if needed or required by the Law, the General Assembly may appoint one or several independent statutory auditor, selected among the Institute of Company Auditors, responsible for auditing the accounts of the Association and presenting an annual report. The statutory auditor is appointed for a four-year term and can be reelected.

TITLE IX DISSOLUTION

Article – 38 Dissolution

In the case of voluntary dissolution of the Association, the General Assembly shall decide in the resolution of dissolution on the modalities of liquidation, appoint the liquidator(s), decide on their powers and indicate the allocation of the net assets of the Association.

In all case of voluntary or judicial dissolutions, the assets of the dissolved Association after liquidation may only be allocated to a legal entity that pursues a similar purpose to the purpose pursued by the Association, or at least a not-for-profit purpose.

TITLE IX OTHER

Article 39 – Internal Rules

Internal Rules may be drawn up by the Board and submitted to the General Assembly for approval in order to implement and further detail these Statutes as well as to facilitate the regulation and the management of the Association.

Amendments to these Internal Rules can be decided by the General Assembly upon proposal of the Board, with the simple majority of the votes of Full Members present, represented or participating remotely in the meeting.

The Internal Rules complete the Statutes and are subordinate to the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

Article 40 – Jurisdiction

Any dispute in connection with these Statutes of the Association, the Internal Rules and/or any decisions of the bodies of the Association, shall be governed by the Belgian law and shall be exclusively submitted to the competent Brussels courts, if it cannot be settled by direct and amicable efforts.

Article 41 – Law

Any matters which are not covered by these Statutes are regulated by the provision of the Law.