

**Coordinated Statutes of
Integrating the Healthcare Enterprise – Europe
of 6 October 2022**

**[The official text is in French – English convenience translation for information
purposes only]**

TITLE I: NAME. REGISTERED OFFICE. PURPOSE. ACTIVITIES. DURATION

ART. 1. – Name

An international non-profit association named “Integrating the Healthcare Enterprise - Europe”, abbreviated “IHE - EUR”, is incorporated. The association shall hereinafter be referred to as “the Association”.

The Association shall be governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

ART. 2. – Registered office

The Association’s registered office shall be located at Boulevard Auguste Reyers 80, 1030 Brussels. It may be transferred to any other location in Belgium by a decision of the Steering Committee. Any modification of the registered office shall be deposited in the Association’s file and published in the Annexes to the Belgian Official Gazette, in accordance with applicable law.

ART. 3. – Purpose. Activities

3.1. – Purpose

The purpose of the Association is to be an initiative by healthcare professionals and industry to improve in Europe the way computer systems in healthcare share information. The Association promotes in Europe the coordinated use of established standards such as DICOM and HL7 to address specific clinical needs in support of optimal patient care. Systems developed in accordance with the IHE Technical Frameworks which are specified by IHE International, communicate with one another better, are easier to implement, and enable care providers to use information more effectively. The Association is a common action of users, vendors, governmental or public entities/agencies and competence centres to achieve the Association’s purpose. The Association is a regional association supporting the work and effort of IHE International.

3.2. – Activities

To achieve its purpose, the Association shall have the right to develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose.

The Association shall in particular, including for the general or specific account of Members and/or third parties, develop the following activities:

- (a) cooperating with IHE National Deployment Committees and other associations in the promotion of IHE Technical Frameworks within Europe with the existing and potential users and vendors in Europe;
- (b) encouraging the creation of IHE National Deployment Committees at the national level within Europe;
- (c) ensuring that European needs are taken into consideration when specific amendments to IHE Technical Frameworks or adaptations of IHE Technical Frameworks answering European needs are developed or proposed;
- (d) organising a yearly European Connectathon and side events to foster the IHE adoption in the European context in order to provide and to establish a testing framework by providing a platform to test new interoperable implementations of different vendors;
- (e) sponsoring IHE test tool development and ensuring that the European priorities are addressed;
- (f) providing advisory and guidance on certain activities related to the goals of the Association, including those performed by Members;
- (g) interfacing with IHE National Deployment Committees and other associations;
- (h) participating, engaging or being represented in IHE committees, workgroups or peer organisations within the mission of the Association;
- (i) educating and proposing a collaborative forum to Members, developers and users, and, in particular, developing interest in interoperability for promoting the effective development of international consistent interoperability solutions while safeguarding quality, safety and effectiveness;
- (j) encouraging and accelerating the coordinated adoption of established standards;
- (k) finding common interoperability solutions together with other relevant associations;
- (l) organising and arranging training sessions;
- (m) providing a forum for information exchange between its Members in full compliance with applicable laws, including competition laws;
- (n) disseminating information and issuing publications;
- (o) organising and managing a website; and
- (p) participating in European Union or other public authorities' programmes, calls for proposals of the European Union, national governments or other public and semi-public

authorities, and in general applying for grants from the European Union, national governments or other public and semi-public authorities.

ART. 4. – Duration

The duration of the Association shall be unlimited.

TITLE II: MEMBERS

ART. 5. – Membership

The Association shall always consist of at least two Active Members and shall have two membership categories:

- (a) Active Members; and
- (b) Associate Members.

The rights and obligations of Members shall be as defined in and pursuant to these Statutes.

Each Member undertakes to contribute to the development of the Association's policies and to implement the Association's decisions.

Any references in these Statutes to "Member" or "Members" are references to Active Members and Associate Members collectively.

For the following paragraphs, "eligible country" is defined as

- (a) A country in the geographic area which includes the countries in the European Union (EU), the European Economic Area (EEA), as well as Switzerland and for avoidance of doubt the UK.
- (b) Another country subject to a prior specific vote of the General Assembly requiring a majority of seventy five percent of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

Each Member shall be a society, company, association, organisation, governmental or public entity/agency, competence centre or IHE National Deployment Committee that (i) is constituted in accordance with the laws and practices of its country of origin or is part/department of such a constituted entity, (ii) is not a physical person, (iii) is located in an eligible country, (iv) is an IHE International member, and (v) belongs to one of the following categories:

- (a) National Deployment Committees: initiatives or associations which (i) are established at national level and promote, support and implement IHE activities at the national level, (ii) have a clear governance of two elected co-chairpersons (i.e., one user and one vendor), (iii) gather users and vendors of Healthcare IT Systems promoting IHE in an eligible country and (iv) assume the responsibility to represent the needs and requirements of their respective health

care systems within IHE in Europe. The term “IHE” used in the present paragraph refers to the IHE process;

(b) European professional user associations: is aimed at established European societies, companies or associations which (i) represent healthcare provider interests, and (ii) represent healthcare providers originating from at least three different eligible countries;

(c) National professional user associations: is aimed at established national societies, companies or associations which (i) represent healthcare provider interests, and (ii) represent at least three different users originating from the country in which they are registered and/or located;

(d) Users: is aimed at legal entities such as organisations or associations (i) which represent a healthcare provider association or organisation or a consumer/patient/citizen association or organisation or a payer (such as e.g., a health insurance company), and (ii) either:

- in case of healthcare provider associations or organisations or payers (e.g., health insurance companies): use or work in their daily work with medical equipment or IT applications which is composed of software, hardware or others which is developed and produced by vendors;
- in case of consumer/patient/citizen associations or organisations or payers (e.g., health insurance companies): represent or defend the interests or values of patients and consumers in the healthcare domain;

(e) European vendor associations: is aimed at established European societies, companies or associations which (i) represent healthcare IT vendor interests, and (ii) represent vendors originating from at least three different eligible countries;

(f) National vendor associations: is aimed at established national societies, companies or associations which (i) represent healthcare IT vendor interests, and (ii) represent at least three different vendors originating from the country in which they are registered and/or located;

(g) Vendors: is aimed at companies, organisations or associations which develop and produce software or hardware or provide services used by users as defined in ART. 5 (d);

(h) Academic and research institutions: is aimed at national or European institutions which participate to research and are interested in the development of the IHE Technical Frameworks, test tools and testing platforms;

(i) European standardisation and/or normalisation bodies: is aimed at organisations which develop standards at the European level;

(j) Governmental entities and/or agencies from an eligible country: is aimed at regional or national governmental or public entities/agencies active in the development, promotion and use of the IHE Technical Frameworks and IHE testing tools and testing platforms.

(k) Competence centres: is aimed at not-for-profit organisations residing in an eligible country and active in the development, promotion and use of the IHE Technical Frameworks,

IHE testing tools and testing platforms.

For the purpose of the provisions of these Statutes and the Internal Rules, all Users, European professional user associations, National professional user associations, governmental entities/agencies and competence centres which are Active Members will belong to and are deemed members of a constituency called "User Constituency". All vendors, European vendor associations and national vendor associations which are Active Members will respectively belong to another constituency called "Vendor Constituency".

Considering the fact that IHE National Deployment Committees are represented within the Association by two representatives (one representative belonging to the User Constituency, and a second representative belonging to the Vendor Constituency), IHE National Deployment Committees do not, as a Member, belong to any of such constituencies.

Constituencies are not considered a body of the Association.

ART. 6. – Active Members

The category of Active Member is aimed at all members which each year pay membership fees.

The General Assembly may decide to exempt one or more Active Member(s) from payment of the annual membership fees.

ART. 6bis. – Benefactors

This category applies to multi-years benefactions. Benefactors shall be non-profit associations. The Benefactors shall not pay annual membership fees and are Active Members of IHE-Europe because they provide in-kind services, pro-bono services or use of assets.

Applicants who apply for the category of Active Member as Benefactors may be required to sign a Benefactor contract with the Association.

The General Assembly will set each year, at the annual meeting of the General Assembly as mentioned in article 35 of these Statutes, the minimum membership value and review the validity of the membership based on data from the previous year.

The Benefactors shall enjoy all membership rights, subject to the provisions of these Statutes.

Each Benefactor shall each year provide services, work, or other similar means to the Association. The services, work, or other similar means to be provided by each Benefactor shall be decided each year, if possible during the second quarter of the year, by the General Assembly upon proposal of the Steering Committee. For the determination of the services, work, or other similar means to be provided by each Benefactor, the Steering Committee and the General Assembly shall take into account the services, work, or other similar means that have been provided by each Benefactor during the previous year. The General Assembly shall also decide each year on the practical modalities and the time for providing the services, work, or other similar means.

ART. 7. – Associate Members

The category of Associate Member is aimed at all members who do not pay membership fees.

Associate Members which are not IHE National Deployment Committees shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights within the General Assembly nor any right to be present at the meetings of the Steering Committee.

Associate Members which are IHE National Deployment Committees shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall include the right to be present as observers at the meetings of the General Assembly and the Steering Committee without voting right.

Associate Members cannot be a member of and/or be represented on the Executive Committee. Associate Members will not belong to any constituency (see ART. 5).

ART. 8. – Admission to Membership

8.1. The Association is open to all interested parties which satisfy the definition of the membership category they belong to as set out in Article 5 and Articles 6 or 7 of these Statutes.

Applicants to membership of the Association shall submit an application for admission to membership via regular mail or any other means of written communication (including e-mail) to the Executive Committee via the IHE-Europe Secretariat.

The Executive Committee shall review this application. For countries not included in the eligible countries according to ART. 5, a vote by the General Assembly for confirming the eligibility of the country where the candidate-member is based, will be performed.

If the new member candidate is from an eligible country, the Executive Committee shall submit the application (as well as applications regarding a transfer of membership e.g., due to name change, merger, transfer of a branch of activity, or change of membership status) to the Steering Committee, for validation of the membership application, transfer or change of membership status, in accordance with the requirements as set forth in article 25.1 until 25.5 of these Statutes.

After validation by the Steering Committee, an invoice for the fees shall be addressed to the new member who has been validated to become an Active Member. After the payment of the fees, the new member becomes a temporary "extraordinary member with full rights" until being fully accepted by the next General Assembly. Should the General Assembly refuse to fully accept the candidate, the status of "extraordinary member with full rights" will end immediately on the date of the concerned General Assembly and the fee will be refunded.

The candidate whose application, membership transfer or change of membership status shall be voted on during said General Assembly, shall not have any voting rights on topics which

include or interfere with the approval of its membership.

The decisions of the General Assembly regarding the admission to membership of applicants which are located in an eligible country shall be validly adopted if (i) at least fifty percent of the Active Members are present or represented and (ii) they obtain a majority of more than half of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

The decisions of the General Assembly regarding the eligibility of the country and the admission to membership shall not be unreasonably withheld. The decisions of the General Assembly regarding the admission to membership shall be taken on a fair, reasonable and non-discriminatory basis. The decisions of the General Assembly regarding the admission to membership are final and sovereign.

In case a member wants to transfer their membership or change its membership category, such member shall inform the Executive Committee in order to ask for approval of such membership transfer. The request for membership transfer will subsequently be treated as stated in article 8.2 below.

8.2. The General Assembly validates the list of new members (Active and Associate) and of membership transfers and membership status changes at each constitution, according to the quorum as set forth in article 17 of the Statutes. During the period between two General Assembly meetings, in order to allow new members to participate actively at the committees, any new member candidate can submit his/her application form to the Executive Committee via the IHE-Europe Secretariat.

8.3. Two or more related entities being active at national and regional levels can all be Active Members of the Association. Voting right restrictions may apply according to ART. 13.

ART. 9. – Representation of Members

9.1. Each Member which is not an IHE National Deployment Committee shall appoint one physical person, called the “Representative”, to represent it with regard to the Association matters.

9.2. The Active Member Representatives shall cast the vote of their Member.

9.3. Each Member which is an IHE National Deployment Committee shall appoint two physical persons (i.e., one user and one vendor), also called the “Representative(s)”, to represent it with regard to the Association matters.

9.4. For each Active Member which is an IHE National Deployment Committee, the two Representatives shall (i) vote in the same way and (unless the vote of one of the two representatives has been suspended) (ii) each cast one vote of their Member and their vote(s) shall bind their Member.

In case the two representatives of an IHE National Deployment Committee which is an Active Member do not vote in the same way on an Association matter, both votes of the IHE National Deployment Committee will be suspended for the discussed agenda point. This

suspension counts for the concerned agenda point only and does not exclude the representatives from voting (identically) about other agenda points.

9.5. Without prejudice to Article 25.5 of these Statutes, for each Active Member which is an IHE National Deployment Committee of which one of the two Representatives shall not be present at a meeting of a body of the Association, the Representative present at said meeting shall automatically (and without a proxy required) cast the two votes of his/her Member and his/her vote shall bind his/her Member.

The principle of the preceding paragraph (casting the vote of absent representative and obligation to vote identically) does not apply in case of a voting procedure per constituency (User or Vendor Constituency).

The principle of the preceding paragraph (automatically casting the two votes) does not apply in case an Active Member which is an IHE National Deployment Committee is represented at the General Assembly or Steering Committee by another IHE National Deployment Committee which is an Active Member holding a proxy. In this case the IHE National Deployment Committee holding the proxy can only cast one of the two votes of the represented IHE National Deployment Committee.

In the case of specific constituency voting, IHE National Deployment Committees which are Active Members will only be granted one vote per constituency, to be casted exclusively by the representative in his/her respective constituency (subject to a proxy granted to another representative belonging to the same constituency of another IHE National Deployment Committee which is an Active Member).

In this case, the two representatives of the IHE National Deployment Committee do not have to vote identically in their respective constituency. The same principle as set forth in the preceding paragraph applies to the representation of all members in case of voting per constituency. In such a case, a member can only be legally represented by another member of the same constituency.

9.6. Subject to the preceding paragraphs, each Representative of an Active Member shall be deemed to have full powers to speak and vote in the name of the Member he/she represents.

If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, the said Member must immediately replace such Representative.

Members inform the Executive Committee of the identity and contact details of their Representative(s) via regular mail or any other means of written communication (including e-mail).

9.7. Members are refrained from participating in discussions and voting for topics that have a direct impact on their personal / business activities beyond their role in IHE-Europe. If such a topic is on the meeting agenda then the affected members need to inform the chair(s) of the meeting before the start of the meeting and leave the meeting for the duration of the agenda topic.

ART. 10. – Resignation. Exclusion

Members are free to resign from the Association at all times by giving notice via regular mail or any other means of written communication (including e-mail) to the Executive Committee. The resignation shall be effective as from the date of receipt of the notice.

A Member who (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 5, 6 or 7 of these Statutes, (ii) is not upholding the commitments and principles of the Association, (iii) does not pay its membership fees within the stated period, (iv) did not send a Representative to three successive meetings of the General Assembly meetings, without providing to the Steering Committee reasonable justification for non- attendance, or (v) infringes the interests of the Association, can be excluded from the Association by the General Assembly upon proposal of the Steering Committee if it is an Active Member and by the Steering Committee upon proposal of the Executive Committee if it is an Associate Member.

On condition that the concerned member still legally exists and has a valid contact address, the decisions of the General Assembly on the exclusion of an Active Member shall be taken after having given the Active Member whose exclusion is being proposed the relevant details in writing via registered mail or via any other means of written communication (including e-mail) thirty calendar days in advance of the proposed exclusion date in order to allow the concerned Active Member time to remedy the breach or breaches having led to the proposal of exclusion of the concerned Active Member. The decisions of the General Assembly on the exclusion of an Active Member shall be validly adopted if they obtain a two-thirds majority of the votes of the Active Members present or represented, and after having offered the Active Member whose exclusion is being proposed an opportunity to explain its position. Blank votes, invalid votes and abstentions shall not be counted. The decisions of the General Assembly regarding exclusions of Active Members are final, sovereign and do not have to be justified. The Steering Committee may suspend the Active Member concerned (including the suspension of all voting rights of such Active Member in the General Assembly, the Steering Committee and the election of Co-Chairs and Deputy-Co-Chairs, if needed) until the decision of the General Assembly.

The decisions of the Steering Committee on the exclusion of an Associate Member shall be taken according to the presence and voting quorums stipulated at Article 25 of these Statutes. The decisions of the Steering Committee regarding exclusions of Associate Members are final, sovereign and do not have to be justified.

An Active Member who, in whatever way and for whatever reason, ceases to belong to the Association shall (i) remain liable for the payment of the membership fees up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Association, (iii) have no claim on the Association's assets, and (iv) forthwith cease to hold itself out as a Member of the Association.

ART. 11. – Membership fees

Subject to an exemption allowed priorly by the General Assembly, each Active Member shall pay a yearly membership fee, proposed by the Steering Committee and set by the General Assembly. The amount shall be decided each year by the General Assembly. The General Assembly shall also decide each year on the invoicing procedure and the time for payment of the membership fees. Active Members joining the Association part way through a financial year shall pay the membership fee on a pro rata basis.

Additional contributions can also be paid towards the Association, including fees for services provided.

TITLE III: ORGANISATIONAL STRUCTURE

ART. 12. – Bodies

The bodies of the Association are:

- (a) the General Assembly;
- (b) the Steering Committee;
- (c) the Executive Committee;
- (d) the Co-Chairs;
- (e) the Deputy Co-Chairs; and
- (f) the Financial Officer (if any – see article 40 of the statutes).

TITLE IV: GENERAL ASSEMBLY

ART. 13. – Composition. Powers

The General Assembly shall be composed of all Members of the Association.

Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 9 of these Statutes.

Each Active Member shall have one vote.

By derogation to the preceding paragraph, each Active Member which is an IHE National Deployment Committee shall have two votes.

By derogation to the preceding paragraphs, if an Active Member which is a User or a Vendor controls one or more other Active Member(s) which are Users or Vendors or if two or more Active Members which are Users or Vendors together constitute a group, all the Active Members concerned shall collectively only have one vote. The Active Members concerned shall decide amongst themselves which Active Member shall cast their vote and shall notify the Executive Committee of this appointment. Pending such notification, the vote of the Active Members concerned shall be suspended. An Active Member shall be considered as controlling one or more other Active Member(s) if it has the power to exercise a decisive influence regarding (i) the appointment and/or exclusion of the majority of the directors or (ii) the orientation of the management of this/these Active Member(s). This shall ipso jure be the case when the said Active Member (i) has the majority of the votes that can be cast in this/these Active Member(s), or (ii) it has according to the Statutes of such Active Member(s) or any other agreement the

power to control this/these Active Member(s), or (iii) jointly controls with one or more Active Member(s) this/these Active Member(s). Two or more Active Members shall be considered as constituting a group when they are placed under a single management. In case of doubt, the Executive Committee shall decide if an Active Member controls one or more other Active Member(s) or if two or more Active Members constitute a group.

Associate Members shall have the right to attend the General Assembly without voting rights.

The General Assembly shall have the powers that are specifically granted to it by law or these Statutes, in particular:

- (a) the admission of new Members and the approval of additional “eligible countries”;
- (b) the exclusion of Active Members, upon proposal of the Steering Committee;
- (c) if applicable, the election and revocation of an external accountant or auditor and the determination of his/her remuneration;
- (d) if applicable, the election and revocation of a statutory auditor and the determination of his/her remuneration;
- (e) the approval of the annual accounts and of the budget of the Association;
- (f) the amendment of these Statutes;
- (g) the adoption, the amendment and the revocation of the internal rules of the Association;
- (h) the dissolution of the Association and the allocation of the Association's net assets in case of dissolution;
- (i) the appointment of liquidator(s);
- (j) the granting of the discharge to the members of the Steering Committee and the members of the Executive Committee;
- (k) the approval of the annual membership fees, upon proposal of the Steering Committee;
- (l) the constitution of one or more allocated fund(s) and the determination of specific rules for valuation of this/these allocated fund(s);
- (m) the determination of the common policy of the Association to be pursued to achieve the purpose of the Association as well as the means to implement this policy, upon proposal of the Steering Committee.

The General Assembly shall be presided by the Co-Chairs, as foreseen in Articles 27.1 and 27.2 of these Statutes. If a Co-Chair is unable or unwilling to preside the General Assembly, the Deputy Co-Chair representing the same constituency (Vendor or User Constituency) shall replace him/her. If the Co-Chair and the Deputy Co-Chair of the same constituency are both unable or unwilling to preside the General Assembly, the oldest Representative (date of birth) of a member of the Steering Committee representing the same constituency shall replace them.

The Bureau of the General Assembly for each meeting of the General Assembly shall be automatically composed of one single member, being the oldest (in years, and, if needed, in months) Co-Chair (or, according to the scenario's described in the present paragraph, the oldest Deputy-Co-Chair or the oldest Representative of a member of the Steering Committee). The composition of the Bureau shall be determined for each General Assembly meeting.

ART. 14. – Meetings

The General Assembly shall meet at least once a year (digitally or physically) upon convocation by the Executive Committee, and at such time and place as determined in the convocation. The ordinary General Assembly entrusted with the approval of the annual accounts and the budget shall be held each year within six months after the end of the Association's financial year.

An extraordinary General Assembly shall be convoked at any time by the Executive Committee, at the written request of fifty percent of all Active Members or in case of emergency or whenever required by the interests of the Association.

ART. 15. – Proxies

Each Active Member which is not an IHE National Deployment Committee shall have the right to be represented at the General Assembly by another Active Member of the same constituency holding a proxy given via regular mail or via any other means of written communication (including e-mail). Each Member has the right to hold one proxy.

Each Active Member which is an IHE National Deployment Committee shall have the right to be represented at the General Assembly by another IHE National Deployment Committee which is an Active Member holding a proxy given via regular mail or via any other means of written communication (including e-mail). In this case the IHE National Deployment Committee holding the proxy can only cast one of the two votes of the represented IHE National Deployment Committee.

In case of a General Assembly having to adopt in the presence of a notary amendments to the present Statutes which must be recorded in a notarial deed, the Members may give a proxy to a Member of their constituency or a third party, provided that these amendments have been previously approved by the General Assembly according to the attendance and voting quorums stipulated in Article 38 of these Statutes. In such a case, each Member or third party has the right to hold an unlimited number of proxies, provided that the General Assembly must always be composed of at least two persons.

ART. 16. – Convocations. Agenda

Convocations for the General Assembly shall be communicated to the Members by the Executive Committee via regular mail or via any other means of written communication (including e-mail) at least thirty calendar days in advance of the meeting. The convocations shall contain a draft of the agenda, the date, time and place of the meeting of the General Assembly. Any Active Member has the right to propose an item on the agenda of the General Assembly, which needs to be communicated to the Executive Committee at least twenty-five calendar days before the meeting. The definitive agenda shall be sent at least twenty calendar days in advance of the meeting.

No vote shall be taken regarding an item that is not listed on the agenda, except if all Active Members are present or represented and agree to such a vote.

Each Member, whose Representative's identity has been confirmed and validated prior or during the General Assembly in accordance with article 17, second paragraph (below), shall have the right, before, during or after the General Assembly, to waive the convocation required by this Article. Any Member present or represented at the General Assembly shall be deemed to have been regularly convoked. If all Members are present or represented, justification of the convocations shall not be required.

ART. 17. – Quorum. Votes

Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted if at least half of the Active Members with valid voting rights are present or represented.

A meeting of the General Assembly shall be validly constituted even if all or some of the Active Members of the General Assembly are not physically present or represented but participate in the deliberations via any means of telecommunication that allow members of the General Assembly to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the members of the General Assembly shall be deemed present, on the condition that their identity can be legally validated and or confirmed prior or during the meeting of the General Assembly, by all legally allowed means such as a copy of their valid passport, identity card or drivers' license, to be shown (digitally or physically) or communicated prior or during the meeting of the General Assembly.

For each Representative of an Active Member of the General Assembly that did not attend or was not represented at three successive meetings of the General Assembly, without providing to the Executive Committee reasonable justification for non-attendance or non-representation, the concerned member of the General Assembly can have his/her vote at the General Assembly suspended by the Executive Committee. The Executive Committee shall notify the Representative(s) of the concerned member of the General Assembly via regular mail or any other means of written communication (including e-mail) that his/her vote at the General Assembly has been suspended. This notification shall be done before the very next meeting of the General Assembly following the said third successive meeting of the General Assembly.

Once the vote(s) of an Active Member of the General Assembly has/have been

suspended in accordance with the preceding paragraph, said vote(s) will remain suspended at the next General Assembly and will automatically be restored only at the beginning of the second successive meeting of the General Assembly at which the Representative(s) of the concerned Active Member of the General Assembly will attend or be represented.

Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain a majority of more than half of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Executive Committee shall have the decisive vote.

In case the General Assembly has to vote about an item regarding at least three different proposals, options or candidates and no proposal, option or candidate obtains a majority of more than half of the votes of the Active Members present or represented, then the General Assembly shall organise a new vote regarding the two proposals, options or candidates having obtained the highest number of votes. Following this new vote, the proposal, option or candidate having obtained a majority of more than half of the votes of the Active Members present or represented shall be validly adopted.

ART. 18. – Register of minutes

Minutes shall be taken at each meeting of the General Assembly, to be approved and signed by the Co-Chairs, and to be sent via regular mail or any other means of written communication (including e-mail) to all Members within four weeks after the meeting.

After four weeks without any comments, the minutes are accepted by declaration. In the case of comments, the next Steering Committee Meeting which takes place after the period of four weeks will finalize them, taking into account the proposed changes.

The minutes shall be kept in a register of minutes, kept at the registered office or secretariat of the Association where all Members may consult it, without, however, displacing it.

ART. 19. – Written procedure

In exceptional cases and when the urgency of the matters so requires, the General Assembly may make decisions by a written procedure, including but not limited to voting through e-mail.

To that effect, the Executive Committee shall send via regular mail or via any other means of written communication (including e-mail) they deem fit, the proposed resolutions to all Members. The communication shall be accompanied by a memorandum prepared by the Executive Committee setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within thirty calendar days after having been sent the number of, and votes attached to, the duly completed communications returned to the Executive Committee by the Active Members is sufficient to meet the voting requirements set forth in these Statutes, and on the condition that at least half of the Active Members with valid voting right have returned their voting ballots, timely and duly signed, with a copy attached of the (valid) passport, identity card or driver's licence of the Representative casting the Member's vote.

TITLE V: STEERING COMMITTEE

ART. 20. – Composition

The Association shall be administered by a Steering Committee, which shall be composed, ipso jure, of all the Active Members, provided that the Steering Committee shall never count less than four Active Members, of which two are IHE National Deployment Committees, one is representing the User and one the Vendor Constituency.

IHE National Deployment Committees that are Associate Members are invited as observers to the Steering Committee meetings with no right to vote.

The mandate of the members of the Steering Committee is non-remunerated.

The mandate of a member of the Steering Committee, as well as the aforementioned “observing right” of the Associate Member which is an IHE National Deployment Committee, shall terminate automatically and with immediate effect when the said member of the Steering Committee ceases to be an Active Member of the Association for whatever reason.

The members of the Steering Committee are also free to resign from their office at any time by submitting, via regular mail or via any other means of written communication (including e-mail), their resignation to the Executive Committee.

The Steering Committee can invite any experts coming from members of the Steering Committee whose expertise and advice are considered necessary by the Steering Committee to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Steering Committee.

IHE-Europe operational committee chairs and individuals holding other positions within IHE-Europe as well as representatives of IHE Catalyst who are not representatives of Active or Associate Members of the Association are invited to the Steering Committee meetings without voting right.

The Steering Committee shall be presided by the Co-Chairs. If a Co-Chair is unable or unwilling to preside the Steering Committee, the Deputy Co-Chair representing the same constituency shall replace him/her. If the Co-Chair and the Deputy Co-Chair of the same constituency are both unable or unwilling to preside the Steering Committee, the oldest Representative (date of birth) of a member of the Steering Committee representing the same constituency shall replace them.

ART. 21. – Powers

All powers necessary for achieving the Association's purpose are vested in the Steering Committee, with the exception of these powers specifically granted by law or these Articles of Association to other bodies of the Association.

The Steering Committee shall have in particular the following powers:

- (a) the general management and direction of the Association;

- (b) the transfer of the registered office of the Association;
- (c) the exclusion of Associate Members and/or termination of the “observing right” of any IHE National Deployment Committee which is an Associate Member;
- (d) the proposal of the exclusion of Active Members to the General Assembly;
- (e) the election and revocation of the Co-Chairs and if applicable, the Deputy Co-Chairs as outlined in Article 27.2 and 27.3;
- (f) the election and revocation of the Financial Officer;
- (g) the proposal of the membership fees to the General Assembly and the decision on fees for services provided to Members or third parties;
- (h) the execution of the decisions of the General Assembly;
- (i) the adoption of the propositions to be submitted to the General Assembly;
- (j) upon receipt of the draft annual accounts and the draft budget from the Financial Officer, the finalisation and approval of these documents that must be submitted to the approval of the General Assembly;
- (k) the decision to establish and dissolve task forces and/or operational committees, the delegation of tasks to one or more task forces and/or operational committees, and the overseeing of these; and
- (l) the proposal to the General Assembly of the determination of the common policy of the Association to be pursued to achieve the purpose of the Association as well as the means to implement this policy.

ART. 22. – Meetings

The Steering Committee shall meet every time the interests of the Association so require and at least twice a year, upon convocation by the Executive Committee, and at such time and place as determined in the convocation. If required, an ordinary Steering Committee entrusted with the election of one or two Co-Chairs, among representatives of Active Members and, if applicable, with the election of one or two Deputy Co-Chairs shall be held.

ART. 23. – Proxies

Without prejudice to Article 9 of the Statutes, each Active Member of the Steering Committee which is not an IHE National Deployment Committee shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at a Steering Committee meeting by another Active Member of the Steering Committee of the same constituency, holding a proxy.

Without prejudice to the provisions of Article 9.3 of these Statutes in case of voting per

constituency, each Active Member of the Steering Committee which is an IHE National Deployment Committee shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at a Steering Committee meeting by another Active IHE National Deployment Committee holding a proxy. In this case, the IHE National Deployment Committee, which is an Active Member, holding the proxy can only cast one of the two votes of the represented IHE National Deployment Committee.

No member of the Steering Committee may hold more than one proxy.

ART. 24. – Convocations. Agenda

Convocations for the Steering Committee shall be communicated by the Executive Committee to the members of the Steering Committee via regular mail or via any other means of written communication (including e-mail) at least twenty calendar days in advance of the meeting in case of a physical meeting of the Steering Committee, and at least one calendar day in case of a meeting by video- or telephone conference. The convocations shall contain a draft of the agenda, the date, time and place of the meeting of the Steering Committee. Any member of the Steering Committee has the right to propose an item on the agenda of the Steering Committee, which needs to be communicated to the Executive Committee at least fifteen calendar days before the physical meeting, or in the beginning of the meeting in case of video- or telephone conference. The definitive agenda shall be sent at least ten calendar days in advance of the physical meeting.

ART. 25. – Quorum. Votes. Written procedure

25.1. The Steering Committee shall be validly constituted if half of the Active Members of the Steering Committee are present or represented. Any Active Member of the Steering Committee present or represented at a meeting of the Steering Committee shall be considered to have been regularly convoked to this meeting.

Decisions of the Steering Committee shall be validly adopted if they obtain a majority of more than half of the votes of the Active Members of the Steering Committee present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Executive Committee shall have the decisive vote.

Each Active Member of the Steering Committee shall have one vote.
Each Active Member which is an IHE National Deployment Committee shall have two votes.

25.2. By derogation to the preceding paragraph but without prejudice to the second paragraph of Article 23 of the Statutes:

- each IHE National Deployment Committee which is an Active Member and holds a proxy to represent another IHE National Deployment Committee which is an Active Member shall only cast one of the two votes of the represented IHE National Deployment Committee in addition to its own votes;

The principle mentioned in the above paragraph equally applies to a represented Active IHE National Deployment Committee which has temporarily lost (at most) one of its two votes

(due to a suspended vote of one of the two representatives). The remaining vote of the represented Active IHE National Deployment Committee can still be casted by the present IHE National Deployment Committee holding a valid proxy.

25.3. By derogation to the preceding paragraphs, if a member of the Steering Committee which is a User or a Vendor controls one or more other member(s) of the Steering Committee which are Users or Vendors or if two or more members of the Steering Committee which are Users or Vendors together constitute a group, all the members of the Steering Committee concerned (which is, the members of the said group, and/or all members controlling or controlled by the concerned member) shall collectively only have one vote. The members of the Steering Committee concerned shall decide amongst themselves which member of the Steering Committee shall cast their vote and shall notify the Executive Committee of this appointment. Pending such notification, the vote of the members of the Steering Committee concerned shall be suspended. A member of the Steering Committee shall be considered as controlling one or more other member(s) of the Steering Committee if it has the power to exercise a decisive influence regarding (i) the appointment and/or exclusion of the majority of the directors or (ii) the orientation of the management of this/these member(s) of the Steering Committee. This shall ipso jure be the case when the said member of the Steering Committee (i) has the majority of the votes that can be cast by this/these member(s) of the Steering Committee, or (ii) it has according to the Statutes of such member(s) of the Steering Committee or any other agreement the power to control this/these member(s) of the Steering Committee, or (iii) jointly controls with one or more member(s) of the Steering Committee this/these member(s) of the Steering Committee. Two or more members of the Steering Committee shall be considered as constituting a group when they are placed under a single management. In case of doubt, the Executive Committee shall decide if a member of the Steering Committee controls one or more other member(s) of the Steering Committee or if two or more members of the Steering Committee constitute a group. A Co-Chair having his/her vote suspended due to the fact that he/she is belonging to a group and/or due to the fact that he/she is belonging to or is the representative of the controlling or controlled member, can still preside the Steering Committee, without voting rights.

25.4. A meeting of the Steering Committee shall be validly constituted even if all or some of the Active Members of the Steering Committee are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members of the Steering Committee to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the members of the Steering Committee shall be deemed present.

25.5. For each Representative of an Active Member of the Steering Committee that did not attend or was not represented for three successive meetings of the Steering Committee, without providing to the Executive Committee reasonable justification for non-attendance or non-representation, the concerned member of the Steering Committee can have his/her vote at the Steering Committee suspended by the Executive Committee. The Executive Committee shall notify the Representative(s) of the concerned member of the Steering Committee via regular mail or any other means of written communication (including e-mail) that his/her vote at the Steering Committee has been suspended. This notification shall be done before the very next meeting of the Steering Committee following the said third successive meeting of the Steering

Committee.

Once the vote(s) of an Active Member of the Steering Committee has/have been suspended in accordance with the preceding paragraph, said vote(s) will remain suspended at the next Steering Committees and will automatically be restored only at the beginning of the second successive meeting of the Steering Committee at which the Representative(s) of the concerned Active Member of the Steering Committee will attend or be represented.

25.6. In exceptional cases and when the urgency of the matters so requires, the Steering Committee may make decisions by a written procedure.

To that effect, the Executive Committee shall send via regular mail or via any other means of written communication (including e-mail) they deem fit, the proposed resolutions to all members of the Steering Committee. The communication shall be accompanied by a memorandum prepared by the Executive Committee setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within thirty calendar days after having been sent the number of, and votes attached to, the duly completed communications returned to the Executive Committee by the Active Members of the Steering Committee is sufficient to meet the voting requirements set forth in these Statutes and on the condition that half of the members with voting rights return the voting ballot, timely and duly completed.

ART. 26. – Register of minutes

Minutes shall be taken at each meeting of the Steering Committee and approved by the Steering with a majority of more than half of the votes of the Active Members present or represented, during a subsequent validly constituted Steering Committee meeting. The minutes shall be kept in a register of minutes, kept at the registered office or secretariat of the Association.

TITLE VI: EXECUTIVE COMMITTEE

ART. 27. – Composition

27.1. – General

The Executive Committee shall be composed of four members, i.e., two Co-Chairs and two Deputy Co-Chairs, all being physical persons. Their mandate is non-remunerated.

The Executive Committee can invite any experts whose expertise and advice are considered necessary by the Executive Committee to attend one or more meeting(s) or part(s) of the meeting(s) of the Executive Committee. The counsel given by these experts shall be non-binding.

The mandate of a member of the Executive Committee shall terminate automatically and with immediate effect when the said member of the Executive Committee ceases to be employed by or is no longer otherwise linked to an Active Member of the Steering Committee of the relevant constituency for whatever reason.

The mandate of a member of the Executive Committee shall also terminate upon revocation by the constituency it belongs to.

The members of the Executive Committee are free to resign from their office at any time by submitting, via regular mail or via any other means of written communication (including e-mail), their resignation to the Steering Committee.

In case of termination of the mandate of a member of the Executive Committee, he/she shall continue performing the duties of his/her office until the time when the relevant constituency has provided his/her replacement and as long as he/she is available to continue to do so, or, if applicable, until a Co-Chair becomes a Deputy Co-Chair and replaces the previous Deputy Co-Chair.

In case of a lack of suitable candidates for a vacant Executive Committee position, the Executive Committee will consist of one Chair and two Deputy Co-Chairs or two Co-Chairs and one Deputy Chair until the relevant vacancy has been filled.

For the purpose of electing the Co-Chairs and, if applicable, the Deputy Co-Chairs, the ordinary Steering Committee shall consist of two constituencies, i.e., the User Constituency and the Vendor Constituency. All Active Members of the Steering Committee with valid voting rights shall have one valid vote and shall vote in their respective constituencies (IHE National Deployment Committees will have one vote per constituency, casted by their respective representatives, as foreseen in Article 9.3). By derogation to the preceding sentence, Article 25.2 and Article 25.3 of these Statutes are applicable.

27.2. – Co-Chairs

The two Co-Chairs are each elected by their respective constituency at the relevant ordinary Steering Committee. The Co-Chairs are elected for a two-year term, renewable only once immediately after the initial term expires. The Co-Chairs automatically remain in office until the day of the election of a new Co-Chair as long as they are available to continue to do so.

If the physical person who is serving as Co-Chair is unable or unwilling to serve as Co-Chair or ceases to be employed by or is no longer otherwise linked to an Active Member of the Steering Committee of the relevant constituency, the relevant constituency shall elect at the next possible ordinary Steering Committee a physical person belonging to an Active Member of the Steering Committee of the said constituency as Co-Chair following the regular candidacy and election procedure.

The Co-Chairs shall be elected by their respective constituency as follows:

(a) All physical persons who wish to stand for election as Co-Chair, and are representatives of an Active Member of the Association that is in good standing, must notify the Co-Chairs in office via regular mail or any other means of written communication (including e-mail) one month before the ordinary Steering Committee. The Deputy Co-Chairs can stand for election as Co-Chairs as well, if they wish to, during or after their term as Deputy Co-Chairs. The Co-Chairs in office shall draw up a list of all physical persons standing as candidate for election, which shall be attached to the convocation for the ordinary Steering Committee at which a Co-

Chair shall be elected;

(b) Each Active Member representative of the Steering Committee with valid voting rights within its constituency (User Constituency or Vendor Constituency), shall complete a ballot form selecting one physical person from the list of its constituency; and

(c) The candidate receiving the highest number of votes shall be elected as Co-Chair. Blank votes, invalid votes and abstentions shall not be counted.

(d) A Co-Chair cannot hold the position of Deputy Co-Chair at the same time and vice versa.

27.3. – Deputy Co-Chairs

The two Deputy Co-Chairs shall be, ipso jure, the last Co-Chair elected by the User Constituency and the last Co-Chair elected by the Vendor Constituency whose mandate has expired. The Deputy Co-Chairs shall serve for a two-year term, not renewable. Nevertheless, after the initial term has expired, the mandate of a Deputy Co-Chair having served for a two-year term shall, ipso jure, be renewed if the mandate of the Co-Chair of the same constituency is renewed as well. The Deputy Co-Chairs are physical persons who are representatives of an Active Member of the Association.

If the physical person who should serve as Deputy Co-Chair is unable or unwilling to serve as Deputy Co-Chair or ceases to be employed by or is no longer otherwise linked to an Active Member of the Steering Committee of the relevant constituency, the relevant constituency shall elect at the next possible ordinary Steering Committee a physical person belonging to an Active Member of the Steering Committee of the said constituency as Deputy Co-Chair following the regular candidacy and election procedure.

In case a Deputy Co-Chair has to be elected in accordance with the preceding paragraph, the procedure to elect the Co-Chairs as described in Article 27.2, second paragraph of these Statutes shall apply mutatis mutandis.

A Deputy Co-Chair cannot hold the position of Co-Chair at the same time and vice versa.

ART. 28. – Powers

The Executive Committee shall be entrusted with the daily management of the Association. The Executive Committee may decide to grant specific powers to a member of the Executive Committee, a representative of a Member or a third party for the duration determined by the Executive Committee.

ART. 29. – Meetings. Convocations. Quorum. Votes

The Executive Committee shall meet every time the interests of the Association so require and at least four times a year, upon convocation by the Co-Chairs jointly, and at such time and place as determined in the convocation. If a Co-Chair or both Co-Chairs is/are unable

or unwilling to convoke the Executive Committee, any member of the Executive Committee shall convoke the Executive Committee.

Convocations for the Executive Committee shall be mailed to the members of the Executive Committee via regular mail or via any other means of written communication (including e-mail) at least ten calendar days in advance in case of a physical meeting of the Executive Committee, and at least one calendar day in case of a meeting of the Executive Committee by video- or telephone conference. The convocations shall contain the agenda, date, time and place of the meeting of the Executive Committee.

The Executive Committee shall be validly constituted if the two Co-Chairs or at least one Co-Chair and two Deputy Co-Chairs are present. Any member of the Executive Committee present at a meeting of the Executive Committee shall be considered to have been regularly convoked to this meeting. If the meeting is not validly constituted it will be cancelled by the secretariat. If three consecutive meetings are cancelled due to insufficient presences, the Steering Committee shall be informed in order to decide on further measures. The same applies if one of the Co-Chairs is absent for more than two months.

Decisions of the Executive Committee shall be validly adopted if they obtain a majority of more than half of the votes of the members of the Executive Committee present.

Blank votes, invalid votes and abstentions shall not be counted. In case no consensus can be reached after two votes on the same topic during two different meetings of the Executive Committee at two different dates, the topic is transferred to the Steering Committee for decision.

Each member of the Executive Committee shall have one vote. Proxies shall not be allowed.

The Executive Committee shall report, at least twice a year, to the Steering Committee on its actions and activities.

ART. 30. – Register of minutes

Minutes shall be taken at each meeting of the Executive Committee, to be approved during a subsequent validly constituted Executive Committee meeting. The minutes shall be kept in a register of minutes, kept at the registered office or secretariat of the Association.

TITLE VII: EXTERNAL REPRESENTATION OF THE ASSOCIATION

ART. 31. – External representation of the Association

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds, including daily management, by two members of the Executive Committee belonging to a different constituency, acting jointly.

None of the aforementioned persons must justify his/her powers vis-à-vis third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by two members of the

Executive Committee belonging to a different constituency, acting jointly.

TITLE VIII: TASK FORCES AND/OR OPERATIONAL COMMITTEES

ART. 32. – Task forces and/or operational committees

The Steering Committee may establish and delegate tasks to one or more task force(s) and/or operational committee(s). The Steering Committee shall determine the mission, composition, coordinator/chair, powers and working of the task forces and/or operational committees. The task forces and/or operational committees shall report on their actions, studies, propositions and conclusions to the Steering Committee.

TITLE IX: INTERNAL RULES

ART. 33. – Internal rules

To detail and complete the provisions of these Statutes, internal rules may be adopted by the General Assembly. The adoption, the amendments to and the revocation of the internal rules shall be decided by the General Assembly in accordance with the attendance and voting quorums stipulated in Article 17 of these Statutes.

TITLE X: FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS. ALLOCATED FUNDS

ART. 34. – Financial year

The financial year of the Association shall run from 1 January through 31 December; provided that the first financial year of the Association shall run from the date of the Association's constitution through 31 December 2008.

ART. 35. – Accounts. Budget

The Steering Committee establishes each year the annual accounts of the past year and the budget for the next year.

Each year the Steering Committee shall submit for approval to the ordinary General Assembly the annual accounts of the past year and the budget for the next year.

The annual accounts shall be kept in a register of annual accounts. This register of annual accounts is kept at the registered office or secretariat of the Association and can be consulted by the Active Members without, however, displacing it. Copies shall be sent to the Active Members via regular mail or any other means of written communication (including e-mail).

ART. 36. – Auditing of the accounts

If the law requires so, the General Assembly shall nominate a statutory auditor of the Association, chosen between the members of the "Institut des Réviseurs d'Entreprise".

If the Association is not required by law to nominate a statutory auditor, the General Assembly may nominate an external accountant or auditor to audit the annual accounts.

The external accountant or auditor or, if applicable, the statutory auditor shall draw up a yearly report on the annual accounts of the Association. This report shall be submitted to the General Assembly.

ART. 37. – Allocated funds

The General Assembly may decide to constitute one or more allocated fund(s). If the General Assembly decides to create an allocated fund, it must also determine specific rules for the valuation regarding that allocated fund.

TITLE XI: AMENDMENTS TO THE STATUTES

ART. 38. – Amendments to the Statutes

The General Assembly can validly decide on amendments to these Statutes only if they obtain a seventy-five percent majority of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

If at least half of the Active Members are not present or represented at the first meeting, a second General Assembly may be convened, which shall validly deliberate, irrespective of the number of Active Members present or represented, in accordance with the majority provided for in the first paragraph of this Article, and decide the amendments.

Any proposal to amend the Statutes shall be explicitly mentioned in the convocation to the Active Members and the draft of the amended Statutes shall be sent with the convocation to the General Assembly.

When the law requires it, the amendments to the Statutes shall require the approval of the King and/or shall be recorded in a notarial deed.

Any decision of the General Assembly relating to the amendments of the Statutes is subject to the additional requirements imposed by applicable law.

TITLE XII: DISSOLUTION. LIQUIDATION

ART. 39. – Dissolution. Liquidation

The General Assembly can validly pronounce the dissolution of the Association only if (i) at least two-thirds of the Active Members are present or represented and (ii) the decision obtains a seventy-five percent majority of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

Any proposition to dissolve the Association shall be explicitly mentioned in the convocation to the Members.

Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon the allocation of the Association's net assets, provided however that they may only be allocated to a disinterested purpose.

TITLE XIII: FINANCIAL OFFICER

ART. 40. – Election and function of the Financial Officer

The Steering Committee may elect a physical person as Financial Officer. His/her office is non-remunerated. The Financial Officer is elected for a two-year term, renewable only once after the initial term expired.

The Financial Officer shall:

- (a) Be a Representative of an Active Member; and
- (b) Have experience in accounting and financial reporting.

The Financial Officer shall be elected by the Steering Committee as follows:

- (a) The Co-Chairs shall issue a call for candidates to the Steering Committee;
- (b) All physical persons who wish to stand for election as Financial Officer must notify the Co-Chairs via regular mail or any other means of written communication (including e-mail) one month before the meeting of the Steering Committee. The Co-Chairs shall draw up a list of all physical persons standing as candidate for election, which shall be attached to the convocation for the Steering Committee at which a Financial Officer shall be elected;
- (c) Each Active Member representative of the Steering Committee with a valid voting right shall complete a ballot form selecting one physical person from the list;
- (d) The candidate receiving the highest number of votes shall be elected as Financial Officer. In the event of a tie, the decision is forwarded to the Executive Committee, which shall decide with a majority of more than half of the votes of the Executive Committee. Blank votes, invalid votes and abstentions shall not be counted; and
- (e) The candidate elected shall confirm that he/she accepts the mandate of the Financial Officer and that there are no lawful impediments for him/her to hold the mandate of the Financial Officer.

The mandate of the Financial Officer shall terminate automatically and with immediate effect (i) by death or incapacity, or (ii) when the Financial Officer ceases to be employed by or is no longer otherwise linked to the Active Member he/she is representing.

The Steering Committee may revoke the Financial Officer at any time and possibly with immediate effect, without (i) having to justify its decision and (ii) any compensation or cost becoming due by the Association.

The Financial Officer is free to resign from his/her office at any time by submitting, via

regular mail or via any other means of written communication (including e-mail), his/her resignation to the Steering Committee.

In case of termination of the mandate of the Financial Officer for whatever reason, except the cases of automatic termination of the mandate of the Financial Officer or revocation, the Financial Officer shall continue performing the duties of his/her office until the time when the Steering Committee has provided his/her replacement, with a maximum of ninety calendar days.

In case of the end of the mandate of the Financial Officer for whatever reason, the Financial Officer shall have no claims for compensation on the Association or for its assets.

The Financial Officer shall be a permanent observer at the General Assembly, the Steering Committee, and the Executive Committee, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights unless he/she represents an Active Member, and with the right to be heard. All convening notices to all meetings of the aforementioned bodies must simultaneously be notified to the Financial Officer.

ART. 41. – Powers of the Financial Officer

The Financial Officer shall have the powers that are specifically granted to him/her by these Statutes, in particular:

- (a) Reporting to the General Assembly, the Steering Committee, and the Executive Committee on the financial situation and the budget progression;
- (b) Overseeing the financial situation of the Association;
- (c) Preparing every quarter the financial reports;
- (d) Preparing the draft budget and the draft annual accounts of the Association that must be submitted to the Steering Committee for finalisation and approval;
- (e) Advising the Executive Committee on the financial transactions and the invoicing; and
- (f) Supervising the intermediary accounts.

If the Steering Committee has not decided to elect a Financial Officer or in case there are no suitable candidates, all the powers specifically granted to the Financial Officer by these Statutes shall be exercised by the Executive Committee. As soon as the Steering Committee has decided to elect a Financial Officer, all the powers specifically granted to the Financial Officer by these Statutes shall be exclusively granted to and exercised by the Financial Officer.

TITLE XIV: VARIA

ART. 42. – Varia

Anything that is not provided for in these Statutes shall be governed by the provisions of Title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.