

# Translated version of the official Statutes of VAC4EU (version 2019)

## **Year 2019**

### **The 28 of October**

In Ixelles, in the Office ave de la couronne 145/F

In front of us, Me Olivier Brouwers, Notary in Ixelles, acting his function for the private company with limited responsibility NOTALEX in Ixelles avenue de la couronne 145/F

Did appear:

- 1) Mr. Bauchau
- 2) Mr. Mahy
- 3) Mrs. Sturkenboom

### **A. Creation – Founders**

The association is created by physical and moral person as following:

- 1) Mr. Vincent Bauchau
- 2) Mr. Patrick Mahy
- 3) Mrs. Miriam Sturkenboom

### **B. The juridical personality**

The association will obtain the juridical personality from and only from the date of the royal decree of recognition based on the approval of the statutes that can be opposed by a 1/3 party only the day of the apparition of the statutes in the official journal in its annexes after the deposit of the dossier to the clerk of the court of the court of Enterprise of the district in which the association is registered;

### **C. Beginning of the activities**

The association begins its activities the day of the signature of the founders.

The starting period of the association begins this day and finishes on the 31 of December of 2020.

The first ordinary general assembly will happen in 2021.

### **D. Take-over and engagements**

All the engagements, as well the obligations linked to them, and all the activities taken previously to the present and in name of the association in creation are taken by the association actually constituted.

For the future activities and until the acquisition of the juridical personality here, the other constituents declare to constitute Mr. Mahy Patrick as representative and to give him the power of, for them in in their name, according to the article 2 :2 of the law, to take some engagements necessary or required for the realization of the objectives of the social object of the association in creation, here constituted. This mandate will only be effective if the representative acts also in his personal name.

The operations done in accordance with this mandate and taken for the association in creation and the engagements resulting will be considered to have been subscribed from the origin of the constituting association

## **E. Use of languages**

The present act is made in French to allow its publication in the same language in the annex of the official journal according to the use of languages in Belgium. The representatives declare to understand sufficiently the French to understand the reading of the present act and exempt the notary to give a translation in another language.

In case of differences of interpretation linked to possible translation, only the French version of the present and modifications, received as an authentic version will have power of law between the parties

## **F. Foreigners – license**

The constituent declares that the notary undersigning brought his/her attention to:

- the law of 19.02.1965 related to the exercise by foreigners of independent professional activities
- the first article of the royal decree nor. 22 of the 24.10.1934 such as modified today and forbidding several occupations
- the program-law of 10.02.1988 for the promotion of the independent enterprise in return for the knowledge of basic management.

## **G. Fees for constituting**

The constituent declares that the fees, honorary, or charges under whatever the form are due to the association that are charged to it in reason of its constitution, are of.....

## **Article 1. Legal form**

1.1 The association is governed by the law of 23.03.2019 introducing the code of societies and of associations with different dispositions

1.2 The denomination of the international association is: **VACCINE MONITORING COLLABORATION FOR EUROPE** or in abbreviate VAC4EU.

The abbreviation or the complete name can be used together or separately.

All the acts, bills, announcements and publications and others, from the international association, non-profit making, must mention in its denomination, preceded or immediately followed by the words Non-Profit making International Association or of AISBL with its complete address.

Its social address will be established in Brussels Capital Region

The VAC4EU social address can be transferred to another address in the Brussels Capital Region or in Wallonia resulting of an Executive Boards decision. The transfer of the address outside these mentioned regions needs the approval of the General Assembly.

All acts stating that the address of the association has changed must be published in the annex of the Official Journal and a deposit must be made to the clerk of the court of the Court of Enterprise within one month that follows the decision.

## **Article 2. Duration**

VAC4EU is constituted for an unlimited time. The association will acquire the juridical personality at the date of its recognition by the royal decree, according to the article 2.6 - 3 of CSA

## **Article 3. Object – Goals – Activities**

### **3.1 Goals**

The overall objective of VAC4EU is to enable coordinate and accelerate the generation of best actionable evidence and expertise on vaccine coverage, benefits and risks.

The specific objectives will include but are not limited to:

- Create and implement a European partnership that can respond rapidly and reliably to relevant questions around post licensure vaccine coverage, benefits and risks by generating robust and trustworthy evidence. This will be achieved by supporting and maintaining a study network of experts and health data access providers, which can conduct vaccine coverage, benefit and risk studies collaboratively according to VAC4EU best practice.
- Stimulate scientific discussions and implement continuous methodological developments to support reliable and rapid generation of evidence on vaccines in Europe through the VAC4EU open community.
- Train and provide rapid access to a unique vaccine expert community and study network in Europe;
- Build synergy and consensus between stakeholders (regulators, public health, researchers, patient/citizen organizations, healthcare providers, vaccine manufacturers).
- Define and support the adoption of best practices in study conduct governance, including ethics, privacy protection, relating to the capture, sharing and trustworthy generation of evidence of health data Ensuring sustainability of VAC4EU.

### **3.2 Activities Secretariat**

The VAC4EU Secretariat will conduct the following activities

- Administer and promote VAC4EU in the broadest sense possible to the outside world
- Support the work and management of the VAC4EU Executive Board, the study network, the general assembly, the organizational independent advisory committees/board (e.g. community, strategic advisory board, audit committee)
- Advocate about the importance of transparent and easy to use evidence on vaccine coverage, benefits and risks
- Identify and characterize data sources that may be willing to participate in the VAC4EU study network

- Organize updates of database characterization amongst members
- Maintain, update and provide access to the VAC4EU website, data sharing platform, tools and templates for its members
- Organize development of new and ongoing activities
- Research & business development activities towards different funding agencies
- Operate as first contact point and matchmaking for study requests
- Organize meetings for the community, executive board and study network
- Develop and administer training
- Organize meetings (virtual and physical)

The association may, on regular basis, perform all business operations, industrial, financing, investment income, real-estate, in direct or indirect relation to its objectives.

### **3.3 The study network**

VAC4EU will set up a network of experts in vaccine studies and of data access providers who can collaboratively conduct studies on vaccine coverage, benefits and risks according to VAC4EU best practices.

The study network is composed of VAC4EU members who are interested and have experience to conduct or participate in such studies. The VAC4EU secretariat will inform all the members of a vaccine study, request interest and will help to create a network specific to the study with the Lead Operating Centre (abbreviated LOC) who will be entirely in charge of the responsibility for the study.

## **Article 4. Ethics and Principles**

**4.1** Each Member of VAC4EU is committed to integrity and to respect the confidentiality of VAC4EU internal documents labelled as confidential.

**4.2** VAC4EU and its Members shall operate in full compliance with all national And European laws.

## **Article 5. Membership**

The Association has *organizational members* (<<called Members>>) and *honorary members*. Only organizational members have all membership rights. There is no limit to the members but the minimum is two.

The founding members are *honorary members* of VAC4EU and may at their personal title participate always in all meetings (General Assembly and Board) and provide their opinions.

### **5.1. General Provisions**

With the exception of the founders Members of VAC4EU consist of Member Organizations only. A list of Member Organizations will be maintained by the Secretariat.

Member organizations can be research organizations (governmental and non-governmental or private), public health institutes, and data access providers under the condition of being

qualified and able to provide either access to relevant data and/or relevant expertise to the post-marketing monitoring of vaccines (exposure, coverage, risks, benefits). Publicly listed organizations and drug/vaccine manufacturers cannot be accepted as Member Organization of VAC4EU.

Each Member Organization will belong (based upon their own choice) to one of two groups

- Public health institute
- Public/private research organization.

## **5.2. Right and obligations of the Members**

### **5.2.1. Rights of the Members**

The members benefit from the following rights:

- Attending, also through a representative duly empowered by proxy, the meetings of the General Assembly;
- Voting at the General Assembly
- Calling for an extraordinary General Assembly (article 10.2.2);
- Being excluded from Membership only after having been able to present in person their defense before the General Assembly;
- Resigning from VAC4EU after having notified this decision to the Secretary-General of VAC4EU by registered letter to the registered office of VAC4EU;
- Participate and lead in studies conducted by the VAC4EU study network.
- Use of the VAC4EU platform, tools, best practice and procedures to conduct studies with business development, contractual and procedural support from the Secretariat
- Receive and participate in training at reduced fees
- Having access to the detailed database characterization for population, exposures and events linked to vaccination.

### **5.2.2. Members Obligations**

Members have the following obligations:

- Acting in compliance with the VAC4EU articles, principles and bylaws
- Notifying the Secretary-General of any changes regarding the status of Membership, in particular the Membership criteria as defined in this Article 5 and cooperating to investigations and inquiries from VAC4EU in this context.
- Operating in accordance with the law of their country of origin.
- Payment of the membership fees as established in the Bylaws.

## **Article 6. Application for membership.**

The following application process shall be used

**6.1** Applications for Membership shall be addressed in writing to VAC4EU Secretary-General.

**6.2** Every application for Membership implies complete adherence to the Statutes of VAC4EU, to all its rules and bylaws and to all decisions of its governing bodies and an undertaking to actively participate in activities.

**6.3** The Secretary-General of VAC4EU shall be entitled to request additional information from

an applicant.

**6.4** Membership is granted by the General Assembly upon the proposal of the Executive Board

**6.5** New Members may however be admitted provisionally by a resolution of the Executive Board. Such provisional admission shall be subject to formal confirmation at the following meeting of the General Assembly.

**6.6** The General Assembly and the Executive Board have no obligation to disclose the reason why an application request has been rejected.

## **Article 7. Termination of the membership**

**7.1** Membership can be terminated by resignation, by exclusion of the Member or if the member loses its quality of organization member in application of the article 7.4.

**7.2** Resignation from membership must be notified to the Secretary-General by registered letter three (3) months before the end of the financial year; otherwise the full financial contribution for the following financial year shall be due. During the notice period the rights and obligations attached to being a Member and the obligation to the financial contribution remains unchanged.

**7.3** The Executive Board may terminate the Membership of any Member:

- In case of default of payment of the financial contribution;
- For contravention of the Statutes, the Bylaws, or a resolution of the General Assembly;
- For acting in a manner gravely injurious to the reputation of VAC4EU or the interests of the Members.

The Member whose exclusion has been requested shall be allowed to present its defense in person before the Executive Board and the General Assembly. The exclusion of a Member may be decided by a simple majority in the General Assembly.

**7.4** Any Member, which ceases to possess the qualification required under Article 5, or terminates its membership (see article 7.4) shall cease to be a Member of VAC4EU and must inform the Executive Board.

**7.5** The Member who sees its Membership terminated by resignation, exclusion or liquidation has no right whatsoever to the assets of VAC4EU or to the financial contribution and other contributions already paid. Any Member shall be deemed to have resigned if it has not paid its annual financial contribution in full and, after notice from the Secretary-General, remains in default of its obligations. If such resignation becomes effective during the first nine months of the financial year, VAC4EU shall be entitled to claim payment of the entire annual financial contribution. If the resignation becomes effective during the last quarter of the year, VAC4EU shall be entitled to claim payment of financial contributions due up to the date at which the resignation becomes effective, and a sum equal to the financial contribution due for the following financial year.

## **Article 8. Financial contribution**

**8.1** In order to pursue the Objectives and to carry out the activities of VAC4EU as described in Article 3 the Members will be required to pay an annual financial contribution, which is the Membership fee.

**8.2** The amount of the Membership fee as well as the payment terms thereof are decided annually by the General Assembly upon proposal from the Executive Board. The detailed calculation methods are established in the Bylaws.

**8.3** VAC4EU may receive grants, donations and testamentary provisions and any transfer not prohibited by law.

**8.4** VAC4EU may charge for VAC4EU services with cost covering fees.

**8.5** VAC4EU may receive overheads for services to contract studies by the study network

## **Article 9. VAC4EU organization**

### **9.1. Organizational bodies**

- The General Assembly (Article 10)
- The Executive/Board of Directors (Article 11)
- The Secretary General and its office (Article 13 & 14)

### **9.2. Advisory Committees**

VAC4EU may create advisory committees: Independent Scientific committees (study specific and open community), Financial Audit and Independent Stakeholder Advisory Boards and Working Groups within the -Objectives- of VAC4EU in various forms. They are established by the Executive Board but otherwise act independently. Further details are defined in the Bylaws.

## **Article 10. The General Assembly**

### **10.1. Composition**

The General Assembly is composed of all VAC4EU Members

### **10.2. organization of the General Assembly**

**10.2.1** The General Assembly of VAC4EU shall be convened by its President (see Article 15) or named substitute (see Article 10.5) and shall meet at least once a year at the place and on the date fixed by him or her after deliberation with the Executive Board. A convocation with an agenda, in the form of a letter or electronic mail, shall be sent at least four weeks before the date fixed for the meeting. The venue of the General Assembly shall be indicated in the convening notice and can be anywhere in the European countries.

Any General Meeting may consist in a virtual meeting or partially virtual meeting (physical participants and remote participants), if the notification to attend so provides (i.e. by teleconferencing system, by exchange of e-mail or any other method of remote

communication).

10.2.2 An extraordinary General Assembly shall be convened whenever the Executive Board judges it necessary or when at least one third (1/3) of the Members inform both the President and the Secretary-General that they would like to organize an extraordinary General Assembly. Between the request for an extraordinary General Assembly and the meeting, time of it cannot be longer than a month.

10.2.3 Each Member is represented at the General Assembly by one delegate with full powers. Members may delegate voting rights to another Member of the same organization (same group) in writing, by electronic mail or any other electronic mean.

10.2.4 Quorum of presence and voting rights at the General Assembly.  
Two thirds of the members attending a meeting of the GA will constitute a quorum if present, virtually present or represented. If the quorum is not reached, the President will convene a new General Assembly and the decisions will be valid whatever the number of members present or virtually present. For decision adoption, a simple majority needs to be reached both within the public health member group and within the research group members unless a different quorum could be requested by the statutes.

### **10.3. Competence**

10.3.1 The General Assembly is the ultimate decisional body of VAC4EU. The General Assembly approves the general policy of VAC4EU on the basis of proposals of the Executive Board and gives recommendations to the Executive Board for its application.

10.3.2 The General Assembly shall have exclusive competences which cannot be delegated on the following matters:

- a. Admitting and excluding Members;
- b. Amending the Statutes of VAC4EU;
- c. Electing and dismissing the members of the Executive Board;
- d. Appointing and dismissing the Auditor(s), if the association is obliged to appoint the latter, upon proposal of the Executive Board and determination of his/their fees
- e. Discharging the President, the members of the Executive Board and the Auditor(s), if any, from liability for the exercise of their mandate;
- f. Receiving and approving reports on the activities in the past year from the Executive Board;
- g. Approving the main policy lines to be followed by Executive Board on the basis of recommendations of the Executive Board;
- h. Approving proposals for resolutions and plans of activities proposed by the Executive Board;
- i. Approving the annual financial reports and the budget proposed by the Executive Board;
- j. Adopting internal rules for the calculation of the Members' financial contributions and the payment terms thereof, upon proposal of the Executive Board;
- k. The dissolution and liquidation of VAC4EU;



- I. VAC4EU membership of any other international body or its withdrawal from any such body.

#### **10.4. Quorum and adoption of resolutions**

10.4.1 A General Assembly is always competent to pass resolutions.

10.4.2 The General Assembly shall strive to adopt its resolutions by consensus. If a vote proves necessary, the resolution shall be adopted if it receives a:

- a. Majority of votes (as specified in Article 10.2.4) of the Members present or virtually present or represented in the case of regular resolutions both among the public health member group as well as the research institutions member group;
- b. Two-third majority of votes (as specified in Article 10.2.4) of the Members present or virtually present or represented in the case of an amendment of the Statutes (according to Article 10.3.2 (b) or dissolution and liquidation resolutions (according to Article 10.3.2 (1)).

Resolutions adopted are binding for all Members of VAC4EU.

10.4.3 The General Assembly rules only on the points in the agenda.

#### **10.5. Chairperson of the General Assembly**

At all meetings of the General Assembly, the President (see Article 15) acts as a chairperson. In his absence the meeting is chaired by the Vice-President or, in case they are unavailable, by the eldest member (in terms of years of office) of the Executive Board.

#### **10.6. Minutes**

10.6.1 The minutes of the General Assembly are established by the Secretary-General and are signed by the Chairperson and one Member participating at the meeting and shall be circulated to all Members within one month by ordinary mail or electronic mail.

10.6.2 The minutes shall exclusively be electronically archived and shall be accessible to all Members through the Website of VAC4EU. As a general principle, all the resolutions taken by the General Assembly have to be provided to all members by electronic mail, within a month.

#### **10.7. Consent in lieu of a meeting**

Any resolution of the General Assembly may be adopted without holding a meeting by means of a written consent of Members.

### **Article 11. Executive Board/Board of Directors**

#### **11.1. Composition of the Executive Board**

After the starting period (see point C), VAC4EU will be managed by the Executive Board whose members shall be at least three (3) and not higher than nine (9) elected from the organization

members.

The Board will be composed of representatives from both the public health and the research institutes. If the total number of Directors, due to resignation, death or dismissal by the General Assembly, falls under the minimum of three members, the remaining members shall call a General Assembly in order to secure the requested appointment(s). A temporarily administrator may be designed on the basis of a Board proposal.

11.1.2. The General Assembly shall elect directly the following candidates which will be proposed by the Executive Board

A Chairperson of the Executive Board and of the General Assembly, who will be called the 'VAC4EU President';

One Vice-President of VAC4EU;

A Treasurer of VAC4EU.

All candidates for the Executive Board should make their full curriculum vitae plus declaration of interest available to VAC4EU Members within five (5) days prior to the elections.

11.1.3. The Executive Board (administrators) are elected by the General Assembly for a renewable period of three years. The administrators shall continue to act until re-election or until new administrators take office. When, in the course of his or her mandate, an administrator ceases the functions occupied within his or her company or Institute (organization Member), which were deemed a requirement at the time of election in respect with the conditions to be elected, the member shall be deemed to have resigned from his or her function on the Executive Board.

11.1.4 Except by lawful resignation resulting from the application of VAC4EU Statutes, the resignation of an administrator must be notified by registered letter with acknowledgement of receipt to the President. The resignation is deemed to be effective at the date of the registered receipt. The dismissal of a Director in case of serious offence shall be decided by the General Assembly.

## **11.2. Competence**

11.2.1 The Executive Board follows the resolutions, instructions and recommendations adopted by the General Assembly.

11.2.2 The Executive Board implements the policies and the plans of activities adopted by the General Assembly.

11.2.3 The Executive Board shall have exclusive competence (without possibility of delegation) on the following matters:

- a. Preparing the consolidated annual plan of activities and the long-term strategic vision of VAC4EU for approval by the General Assembly, on the basis of input from the Members and Independent Strategic Advisory Board
- b. Setting up working groups and requesting advices to independent groups in strategic and scientific advices;

- c. Drafting, approving and amending Bylaws;
- d. Employing and dismissing the Secretary-General of VAC4EU (see Article 14);
- e. Appointing an organization to run VAC4EU Office (see Article 13);
- f. Proposing the agenda of the General Assembly;
- g. Proposing internal rules determining the calculation of the Members' financial contributions to the General Assembly;
- h. Providing recommendations to the General Assembly on applications for Membership or exclusion of Members;
- i. Inviting advisers to meetings of the Executive Board, as stipulated in Article 11.1.3;
- j. Generally, having the power of ordinary management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
- k. Being in charge of the financial management, preparing of budgets, including subscriptions for approval of the General Assembly, budgets and the control of expenditure;
- l. Proposing amendments to the Statutes of VAC4EU in accordance with Article 17;
- m. Representing VAC4EU at external events, promoting VAC4EU's visibility, public relation work and identity.
- n. Approving standards & procedures for conducting studies under the VAC4EU label
- o. Temporarily replacement of a missing administrator in accordance with Article 11.1.1.

11.2.4 The Executive Board shall meet according to rules as frequently as necessary and needed for the different interventions and at least two (2) times per year. The calling notice shall be notified by email within five (5) days prior to the date set for the meeting.

11.2.5 Meetings of the Executive Board may be held virtually, without the members physically attending the meeting in the same place, by conference call or video conference or by any other relevant communication means, according to practical procedures defined in the Bylaws.

### **11.3. Executive Board decisions and bylaws**

11.3.1. The Executive Board shall strive to reach its decisions by consensus. If a vote proves necessary, resolutions and decisions of the Executive Board are adopted by the simple majority of the votes of the administrators present or represented. In the event of a tie, the President has a casting vote. The Executive Board can only act if at least 2/3 of the administrators are present or represented.

11.3.2 Minutes of the meeting of the Executive Board shall be distributed to all members of the Executive Board within two weeks. They shall be electronically archived and be accessible to all Members of VAC4EU.

11.3.3 Bylaws can be drafted and they shall be adopted by a two-thirds (2/3) majority of

members of the Executive Board present, virtually present or represented. Changes to the Bylaws will be announced to all Members together with a list of differences with respect to the previously valid version

11.3.4 Any resolution of the Executive Board may be adopted without holding a meeting by means of a written consent of the administrators in accordance with the quorum set forth in Article 11.3.1. The form of the written consent in lieu of a meeting is detailed in the Bylaws.

#### **Article 12. VAC4EU office**

The VAC4EU Office operates under the authority of the Secretary-General (see Article 13) and executes the daily management of VAC4EU.

#### **Article 13. VAC4EU secretary-general**

13.1 The Secretary-General of VAC4EU discharges his/her duties in accordance with the Statutes.

13.2 Together with the administrators, the Secretary-General is representing VAC4EU to stakeholders and third parties outside VAC4EU to other interested parties such as the WHO or other associations having similar goals looking for the population health in general.

13.3 The Secretary-General is responsible for the day-to-day management of VAC4EU. He/she shall, inter alia, prepare, coordinate and follow-up the meetings of the Executive Board and the General Assembly in coordination with the President of VAC4EU. The Secretary-General operates in accordance with the general guidelines he receives from the President of VAC4EU and under the supervision and authority of the Executive Board.

13.4 The Secretary-General is proposed by the President and appointed and dismissed by the Executive Board.

13.5 The candidate to the secretary-general responsibility is proposed by the President and is hired by the Executive Board that has also the possibility to fire him/her.

#### **Article 14. VAC4EU President and Vice-President**

14.1 The General Assembly elects the President and the Vice-President for a renewable period of three (3) years. The President is expected to be a highly respected member of the European Vaccine Research Community, proven by service to the IMI-ADVANCE project or VAC4EU, plus documented experience in management and coordination and highly recommended by his/her peers. No such obligations hold for the vice-president and treasurer. The President and Vice-Presidents shall continue to act until the new President and/or Vice-Presidents take office.

14.2 The President and the Vice-Presidents are respectively the President and Vice-Presidents of the General Assembly and the President and Vice-Presidents of the Executive Board.

## **Article 15. VAC4EU treasurer and Auditor(s)/Commissioner(s)**

15.1 The Treasurer is elected pursuant to Article 11.1.2 above and is responsible for:

- Controlling the annual budget of VAC4EU;
- Controlling the financial reports and maintaining VAC4EU accounts;
- Proposing the financial contribution, if necessary.

15.2 Accountability verification/audit

In case the law obliges to nominate one or more auditor(s)/commissioner(s), they will be appointed/dismissed pursuant to Article 10.3.2

They will have to be part of/appointed by the Belgium Institute of Auditors, institute des Réviseurs entreprises;

In other cases, the General Assembly may designate one or more auditor(s), who may not carry the title of commissioner.

## **Article 16. Representation**

16.1 All acts binding VAC4EU as approved by the Executive Board, other than those of day-to-day business as described in the Bylaws are valid only if signed by one member of the Executive Board and the Secretary-General.

16.2 Any commitment, contract, investment, bank transfer or payment or any other obligation of VAC4EU that was not foreseen in the annual budget of VAC4EU will require the joint signature of the President or the Vice President and the Treasurer.

16.3 All legal proceedings, whether as plaintiff or as defendant, are conducted, in the name of VAC4EU, by the Executive Board represented by its President, or by its Vice-Presidents, by the Secretary-General or by an administrator appointed for this purpose by the Executive Board.

16.4 Details regarding the authorities with financial limits delegated to the Executive Board, the Secretary-General, the President and Vice-Presidents are constituted in the Bylaws.

## **Article 17. Accountability, budget, and costs**

17.1 The financial year of VAC4EU starts on the first of January and ends on 31st December of each year.

17.2 The member financial contributions are due pro rata temporis until 31st December 2020.

17.3 The Executive Board shall submit for approval by the Annual General Assembly accounts for the past financial year and a budget for the next year

17.4 As long as nothing else is specified in the Bylaws, every Member, any of its representatives, any Director, the President and the Vice-President as well as the Treasurer

shall bear all their own costs in connection with the performance of their activities for the benefit of VAC4EU while any costs and expenses sustained by the Secretary- General and VAC4EU Office in the performance of their duties will be borne by VAC4EU.

#### **Article 18. Modifications of the statutes**

18.1 Subject to the provisions of Article 10.4.2, on a proposal from the Executive Board, the General Assembly may vary the Statutes of VAC4EU.

18.2 The Executive Board must bring any proposals for the variation of the Statutes to the attention of the Members of VAC4EU at least four (4) weeks prior to the date of the General Assembly that will resolve thereon.

18.3 Only modifications of the Statutes in accordance with article 2:10 §2, 3° of CSA are subject to the approval of the King. Such modifications will be published in the Annexes of the Moniteur Belge and bring to the file of the association of the competent clerk of the court.

#### **Article 19. Dissolution – Liquidation**

19.1 In case of dissolution of VAC4EU, the General Assembly establishes the method, designates the liquidators and determines their powers and fees.

19.2 The liquidators shall distribute the net assets of VAC4EU, if any, to a European non-profit organization with similar or closely related objectives to that of VAC4EU or at least having a disinterested goal.

19.3 No Member of VAC4EU shall be held liable for any remaining debts and liabilities of VAC4EU after the dissolution procedure. The President and the member of the Board of VAC4EU (administrators) are not liable if they have acted within their powers. Should the President and/or the administrators have exceeded their powers or neglected their obligations they may be held personally liable.

#### **Article 20. the Bylaws**

20.1 The Executive Board shall adopt the Bylaws, which implement and specify the provisions and the rules such as foreseen in the statutes and also regulate the daily activities of VAC4EU.

20.2 In case of discrepancies between the Bylaws and these Statutes, the latter shall prevail.

#### **Article 21. Use of languages**

21.1 The official working language of VAC4EU is French, in compliance with the Belgian Linguistic legislation. An English translation of all documents has always to be made.

21.2 The French version of these Statutes is the official one.

### **Article 22. Conflict of interest**

If an administrator has, directly or indirectly, an interest of patrimonial nature that is contrary to a decision or operation of the Executive Board, s/he must communicate this conflict to the other Administrators before the Executive Board's deliberations. Her/his declaration, the reasons for the opposite interest and the justification for the decision finally adopted by the Executive Board must be included in the minutes of the Executive Board' meeting. The Administrator having a conflict of interest shall have the opportunity to communicate her/his position on the decision or transaction concerned to the Executive Board before the relevant deliberation of the Executive Board; however, s/he shall not participate in the deliberation relating to the decision or transaction concerned and shall not be entitled to vote on this point. The same prohibition to participate in the deliberation and voting apply if the Administrator does not disclose her/his conflict of interest.

### **Article 23. Elected domiciliation.**

For the execution of the present statutes, all effective members, the administrator and liquidator, domiciled abroad, makes election to the registered office of the association where all notifications can be valuably made to her/him.

### **Article 24. Legal competence**

For all disputes between the association, its members, bond associates, administrators, commissioners and liquidators in relation with the association matter and to the execution of the present statutes, the exclusive competence is attributed to the court of the registered office, unless the association expressly gives up to it.

## **III: General disposition**

### **Article 25. Common rights**

For everything that is not foreseen on the present statutes, it is referred to the law and the contrary clauses to the mandatory dispositions are supposed non written.

#### **a. Transitional disposition**

##### *First General Assembly*

The association so constituted, the constituents gathered in an extraordinary general assembly, are taking at the unanimity the following decisions:

##### a. The administrator's nomination

The number of interim administrators is two (2)

- Mr. Mahy Patrick, here called
- Mrs. Sturkenboom Miriam, here called

Here present and who accept

- the said mandates
- that are exercised free of charges

#### **b. The commissioner's nomination**

Knowing that it results from estimation in good faith that the first social exercise of the association agrees with the legal criteria, it has been decided not to nominate a commissioner.

**c. Proxy for formalities**

Mr. Mahy Patrick, here called and Mrs. Sturkenboom Miriam, here called, here present, are acting in their quality here above as administrator (under the reserve of the deposit to the clerk of the court of the competent court of Enterprise and of the ensued acquisition from the juridical personality for the constituted association by themselves), declare to give mandate, for an unlimited duration and the possibility to substituted to:

Mr. Mahy Patrick, here called

For his name and for the association account, following its constitution, by the recognized intermediate Enterprise counter of his choice, to execute all legal and administrative formalities to the Bank Carrefour of Enterprise (asking for a number of enterprise and eventually a number of establishment unit) as well as to the VAT services (declaration of starting activity). The principals declare besides that they were sufficiently informed, of the costs of service provided, object of the present mandate

These powers concern all the changes, inscriptions, removals and all other formalities for past and future taken decision.

**The first Executive Board meeting**

The administrators here above cited, together in a Board meeting, have designated as:

President of the Executive Board:

Mrs. Sturkenboom, here called

Administrator acting as the general secretary

Mr. Mahy Patrick, here called

In consequence this latest may alone:

- Getting or receiving from the national Bank of Belgium, from the Belgian Treasure, from all public source and from all administrations or from indifferent person, all sum or values which could be due to the association, in principal, in interest or accessories, for any reason it will be, remove all sum or deposit values; from all sum or received values, given good a valid receipt and discharge in name of the association, to pay in principal, interests and accessories, all sum that the association could be owed.
- To open in name of the association a bank account or to the postal office.
- To sign, to negotiate, to endorse all effects of payments, mandates, checks, banker's draft, promissory notes, bank transfer, and other necessary documents, to accept, to back a draft, to prolong the delay of banker's draft or effects of due payment, to establish and accept all compensations, to accept and consent all subrogations.
- To get in name of the association, from the post office, from the toll, from all message sources and from the railroad or to receive home letters, boxes, invoice, parcel, registered



or not, charged or not, and others, containing declared values; to obtain all deposits, to present cash, waybill and other documents necessary, to sign all documents and discharges;

- To make all inventories of goodies and any values that could belong to the association.
- To nominate and revoke, to destitute all association agents and employees, to fix their salaries, discounts, salary bonus as well as any other conditions of their admission and departure.
- To request all inscriptions, modifications or removal to the moral person register.
- To solicit the inscription of the association to any professional organisms;
- To substitute one or more representative in such a party of his power that he determines and for the duration he fixes.
- The actual enumeration that precedes being enouncing and not limitative
- Identity certificate
- In agreement with the article 11 of the Ventôse law, the notary certifies the names, forename's and domiciliation and if necessary the denomination of the registered office of the constituent in view of the law.

#### Conformity declaration

After investigation of the present constitution, the notary here undersigned declares that the law has been respected

#### Act

Done and pass date and location here above

The constituent and participating parties are declaring that they have been informed of the project of the present act, on October 28th. 2019 and from then at least five (5) days prior to the actual act and signatures;

After commented reading, entirely regarding the parties of the actual act to this regard by the law and partially the other dispositions, the parties did sign with us, the notary.