

ARTICLES OF ASSOCIATION

ORPHANET

AISBL / IVZW

CHAPTER 1: NAME, REGISTERED OFFICE, PURPOSE AND DURATION

Article 1. – Name

- 1.1 An international association with a not-for-profit purpose under Belgian law named “Orphanet”, hereinafter referred to as the “Association”, is incorporated.
- 1.2 All acts, invoices, announcements, publications and other documents emanating from the Association shall mention its denomination preceded or followed immediately by the words « *association internationale sans but lucratif* » in French or « *internationale vereniging zonder winstoogmerk* » in Dutch, or the abbreviation « AISBL » or « IVZW », as well as the address of its registered office.

The Association is subject to the Belgian Code of Companies and Associations, and in particular the clauses contained in Book 10 of the Belgian Code of Companies and Associations.

Article 2. – Registered Office

- 2.1 The registered office of the Association is established in the Brussels Region.
- 2.2 The registered office may be transferred anywhere else in Belgium, by simple decision of the Board of Directors, provided that such transfer does not require the modification of the language of the Articles of Association in accordance with applicable language regulations. The decision to transfer the registered office must be published in the Annexes to the Belgian Official Journal.

Article 3. – Abbreviations and definitions

- 3.1 The following abbreviations and words have the following meaning:
 - “**Associated Member**” has the meaning given to it in Article 6 of these Articles of Association.
 - “**Board of Directors**” has the meaning given to it in 0 of these Articles of Association.
 - “**Board Member**” means a member of the Board of Directors.
 - “**Founding Member**” means the “INSTITUT NATIONAL DE LA SANTE ET DE LA RECHERCHE MEDICALE” (“INSERM”), a public scientific and technological institute, having its registered office at 101 rue de Tolbiac, 75013 PARIS.
 - “**Full Member**” has the meaning given to it in Article 6 of these Articles of Association.
 - “**General Assembly**” has the meaning given to it in 0 of these Articles of Association.
 - “**Member**” means a member of the Association, whether this is a Full Member or an Associated Member.

- “**Orphanet Network**” means the global, multi-stakeholder consortium, coordinated by the Founding Member, dedicated to improving knowledge and resources related to rare diseases.
- “**Orphanet Network Agreement**” means the Agreement for the Creation of Orphanet Network.
- “**Orphanet Standard Operating Procedures**” means the comprehensive set of written guidelines and protocols established by the Orphanet Network to ensure the consistent and effective management of its operations. These procedures encompass all aspects of the Orphanet Network’s activities, including but not limited to the collection, validation, and dissemination of data on rare diseases and orphan drugs, the coordination of the Orphanet Network, and the adherence to legal and ethical standards.
- “**Secretary General**” has the meaning given to it in 0 of these Articles of Association.

Article 4. – Purpose and activities

- 4.1 The international not-for-profit purpose of the Association is to establish a resource dedicated to the development of services for data exploitation from the Orphanet knowledge base for the benefit of the rare disease community.
- 4.2 In order to fulfil this purpose, the Association conducts *inter alia* the following activities:
- Providing services related to the datasets on rare diseases and orphan drugs, such as data analysis platforms, reports, rare disease data exploitation expertise, etc.
 - Organizing meetings and conferences.
 - Coordinating, encouraging and supporting working groups of Members in view of the productions of publications.
 - Coordinating, organizing and supporting its Members to provide services related to the purpose of the Association.
 - Providing training sessions to its Members related to the purpose of the Association.
 - Providing consulting and translation services related to the purpose of the Association.
 - Concluding agreements with associations and organizations with a similar purpose.

The Association may carry out any transactions and conduct any activity, in Belgium or abroad, which may, directly or indirectly, back or promote its goals and purposes. The Association may also lodge complaints and initiate proceedings before the competent courts in order to fulfill its purpose.

In particular it can express its interest in any other association or organization within its areas of interest.

Article 5. – Duration

The Association is incorporated for an unlimited period of time.

CHAPTER 2: MEMBERSHIP

Article 6. – Membership requirements and categories of Members

- 6.1 The Association is composed of Full Members and Associated Members. There must be at least two Full Members.
- 6.2 All Members must at all times (a), meet the admission criteria for membership set out in Article 8 of these Articles of Association, (b) comply with applicable law, including the competition laws and regulations, as well as with any binding regulations (including the anti-trust guidelines) of the Association, and the decisions of the bodies of the Association, and (c) pay their dues to the Association within the prescribed time limit.
- 6.3 The Full Members enjoy the most extensive rights as described in the Belgian Code of Companies and Associations and the Articles of Association.
- 6.4 Associated Members shall be national, European or international associations, universities, academic or private not-for-profit hospitals, and research centers that have a sufficient link with and fully support the purpose and activities of the Association.

Article 7. – Register of Members

- 7.1 A register containing an up-to-date list of all the Full and Associated Members of the Association is kept at the registered office. The register is considered the sole proof of membership, excluding any other form of document.
- 7.2 The Full and Associated Members have the right to access the registers at the registered office of the Association. Certified extracts may be issued to the Members, on written demand addressed to the Secretary General.

Article 8. – Admission of Members

- 8.1 The cumulative substantive conditions for a candidate-Member to join the Association as a Full or Associated Member are the following:
 - (i) the candidate-Member is validly incorporated in accordance with the laws and practices of its country of origin;
 - (ii) the candidate-Member has adhered to the Orphanet Standard Operating Procedures and the Orphanet Network Agreement;
 - (iii) the candidate-Member has a sufficient link with and fully supports the purpose and activities of the Association; and
 - (iv) the candidate-Member commits to actively contribute to the gathering and improving knowledge on rare diseases.
- 8.2 Any application for membership shall be addressed to the Secretary General, accompanied with all the necessary documents demonstrating that the candidate-Member fulfils the eligibility requirements.

The admission of a candidate-Member shall be decided by the Board of Directors. The decision only needs to be motivated if the application is rejected. The candidate-Member shall have the right to

appeal the decision of the Board of Directors with the General Assembly. The General Assembly shall then decide on the approval of each application for admission of a candidate-Member by a two thirds (2/3) majority of the votes cast. Abstentions and blank or irregular votes are counted as negative votes.

The Secretary General shall inform the candidate-Member of the decision. If admitted, the membership shall only become effective upon payment by the candidate-Member of the membership fee notified by the Secretary General in such decision. An unsuccessful candidate-Member may only re-apply for admission one (1) year after the date of the decision of non-admission.

Article 9. – Termination of membership

9.1 Any Member may resign from the Association at any time by giving six months' prior written notice addressed to the Secretary General. However, the Member who has resigned shall remain liable for all its financial obligations vis-à-vis the Association until the end of the ongoing financial year. As an exception to the foregoing, any Member may resign from the Association in case of an increase of the annual fee due in accordance with Article 10.3 of these Articles of Association, which resignation shall be effective as from the first day of the financial year to which this annual fee pertains, provided that such resignation is given by written notice addressed to the Secretary General no later than two (2) weeks after the decision of the General Assembly to increase the annual fees.

9.2 If a Member fails to meet its financial obligations and does not address this situation after a written warning (with a reasonable remediation period) by the Secretary General, it shall be deemed as having resigned from the Association and, as the case may be, its voting right will be suspended. The resignation shall come into force at the end of the period determined by the Board of Directors, during which the financial obligations must be met, without prejudice to the ongoing financial obligations of the defaulting Member. The Board of Directors may readmit a Member who is deemed to have resigned, provided that he has fulfilled all outstanding financial obligations.

If a Member fails to meet its financial obligations during two consecutive years, it shall be considered as having resigned as from the first day of the following financial year.

9.3 Any Member may be expelled for each of the following reasons:

- (i) not abiding by the articles of association and the internal regulations ;
- (ii) not abiding with the decisions of the bodies of the Association ;
- (iii) failing to fulfil the eligibility requirements for membership ;
- (iv) if one of its actions is contrary to the interests and values of the Association in general ;
- (v) if the Member is guilty of actions that are likely to harm the objectives and reputation of the Association.

The expulsion of Members is decided by the General Assembly, with a majority of two-thirds of the votes cast.

9.4 The Member is informed of the proposition of expulsion by a registered letter. The letter sets forth the grounds on which the suggested expulsion is based. The Member has the right to address its written remarks to the Board of Directors, within ten (10) calendar days after the receipt of the letter. On his prior written demand, the Member may be heard by the General Assembly.

The decision of expulsion sets forth the grounds on which the expulsion is based but, apart from this, the decision does not need to be justified and is final. The Secretary General shall send a copy of the decision to the expelled Member by registered letter, within five (5) calendar days. The expulsion shall come into force immediately but the expelled Member shall remain liable for its financial obligations to the Association until the end of the ongoing financial year.

- 9.5 A Member who has resigned or is considered as having resigned or been expelled, shall have no claim against the assets of the Association.

Article 10. – Rights and obligations

10.1 The Full Members of the Association may:

- Consult all minutes and decisions of the General Assembly, the Board of Directors and the Secretary General, as well as the accounting documents of the Association;
- Convene the General Assembly if 1/5 of the Full Members so requests;
- Propose to add an item to the agenda of a General Assembly meeting;
- Attend or be represented at the General Assembly meetings and vote;
- Vote the winding-up and liquidation of the Association and decide whom to transfer the net assets of the Association to; and
- Withdraw from the Association.

10.2 The Associated Members of the Association may:

- Consult all minutes and decisions of the General Assembly, the Board of Directors and the Secretary General, as well as the accounting documents of the Association;
- Attend the General Assembly meetings, with consultative voice but without right to vote; and
- Withdraw from the Association.

10.3 Each Member is obliged to pay an annual fee, but is not liable for any other financial or other commitments of the Association. The annual fee is intended to cover the costs of the Association and it shall be different depending on the membership category. The amount of the annual fee for each category of Members shall be proposed by the Board of Directors and approved by the General Assembly on a yearly basis.

The annual fee shall take the form, in principle and by default, of a financial contribution (in cash). The General Assembly may, however, approve the full or partial substitution of this payment by an in-kind contribution proposed by a Full Member, subject to the procedure and additional criteria set forth in the Internal Regulations, and provided that the Association has sufficient financial resources to face its financial engagements.

In kind contribution must be quantifiable and auditable, providing the Association with the same value as a financial contribution.

Article 11. – Association bodies

11.1 The bodies of the Association are:

- The general assembly, referred to as the “General Assembly”;
- The board of directors, referred to as the “Board of Directors”; and
- The body assuring the daily management, referred to as the “Secretary General”.

CHAPTER 4: THE GENERAL ASSEMBLY
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Article 12. – Composition and powers

12.1 The General Assembly gathers all Full Members and Associated Members of the Association.

12.2 The General Assembly has the limited powers attributed to it by these Articles of Association or by the Belgian Code of Companies and Associations. These powers include:

- The appeal of candidate-Members against the decision of the Board of Directors on their admission;
- The approval of the annual report;
- Review and approval of the budget, including the annual fees, and the annual accounts;
- The appointment, removal and discharge of the members of the Board of Directors, and where applicable, the statutory auditor;
- Amendments to the Articles of Association;
- The general orientation of the Association;
- The adoption and amendment of internal rules and regulations of the Association; and
- The winding up and liquidation of the Association as well as the transfer of the net assets after liquidation.

12.3 All other powers not expressly conferred to the General Assembly in this Article, are attributed to the Board of Directors.

12.4 Resolutions adopted by the General Assembly are binding for all the Members, even for those being absent or having voted against.

Article 13. – Meetings of the General Assembly

13.1 The ordinary meeting of the General Assembly is held within six months after the end of the financial year. The ordinary General Assembly meeting takes all resolutions relating to the items on the agenda of the meeting.

An extraordinary General Assembly meeting can be convened at any time. It must be convened upon request of the Full Members who represent at least 1/5 of the total number of Full Members or upon request of the Secretary General when the interest of the Association so requires.

13.2 Meetings shall be convened by the Secretary General. Notices, containing the place, date, hour and agenda of the meeting will be sent to both the Full and the Associated Members by e-mail or any other means of written communication at least fifteen (15) days in advance. As the case may be, the working documents are attached to the notice.

The validity of the notice cannot be challenged if all Members are present or validly represented and have not objected such validity.

13.3 Meetings are held at the place indicated in the convening notices. They are presided by the Chair of the Board of Directors.

13.4 Members are represented by their nominated representatives. If necessary, any Member may be represented at the General Assembly meeting by a proxyholder, which must be a Member of the Association.

Proxies shall be presented at the General Assembly meeting in order to be attached to the minutes.

13.5 Prior to participating in the meeting, the Members, or their proxyholders, shall sign the attendance list.

13.6 Each Full Member has one vote. Associated Members can participate in the meeting of the General Assembly and express their opinion but have no voting rights.

13.7 Each Member may remotely participate in the meeting via conference call, videoconference or any other electronic means of communication provided by the Association, to the extent permitted by law and under the conditions determined by the Secretary General and the applicable provisions of the Belgian Code of Companies and Associations. The decisions resulting from such deliberations take effect on the date of the conference call or videoconference and are deemed to have been made at the registered office of the Association.

13.8 Minutes are made of each meeting. They are signed by the Chair of the Board of Directors. These minutes, except for those prepared by public notary deed, are kept together with their annexes, in their original form, in a special register. The register is accessible to all Members. A copy of the minutes is sent by e-mail to all Members of the Association and members of the Board of Directors.

Article 14. – Decision-making

14.1 The General Assembly meeting will be validly held if at least a simple majority of the Full Members are present or represented. When this quorum is not reached, a new meeting of the General Assembly shall be called. The second meeting of the General Assembly shall be entitled to take valid decisions, irrespective of the number of Full Members present or represented.

14.2 Unless otherwise expressly referred to in these Articles of Association, the adoption of resolutions requires a simple majority of the Members attending or represented at the meeting. Resolutions on items that are not included in the agenda can only be validly taken if all Full Members are present or represented and if they are unanimously approved.

- 14.3 Resolutions may be adopted in writing with unanimity of the Full Members, with the exception of amendments to the Articles of Association. In case of such decision in writing, the formalities of convening a meeting need not be fulfilled. The decisions taken by written resolutions are considered to be taken at the registered office of the Association and shall come into force on the date mentioned in the written resolutions.

CHAPTER 5: THE BOARD OF DIRECTORS AND THE SECRETARY GENERAL

Article 15. – Composition and powers

- 15.1 The Board of Directors is the executive working body of the Association. It has the power to undertake all actions that are necessary or useful to achieve the purpose of the Association, with the exception of the powers reserved to the General Assembly.
- 15.2 The Board of Directors consists of three (3) members, who shall be appointed by the General Assembly. At least one Board Member shall be appointed from a list of candidates proposed by the Founding Member.
- 15.3 The Board Members are appointed for a renewable term of four (4) years. As long as the General Assembly has not appointed new Board Members or renewed the mandate of the actual Board Members at the end of the four-year term, the actual Board Members shall continue to execute their mandate until the decision of the General Assembly in this respect is taken.

In case a Board Member desires to resign before the term of this mandate, such Board Member shall address his resignation letter to all members of the Board of Directors.

The term of the mandate of a resigning Board Member shall end immediately after the General Assembly has appointed a new Board Member to replace the departing Board Member, unless the General Assembly accepts that such resignation shall end at an earlier date.

A Board Member who is appointed in replacement of a Board Member who has not finished his term, finishes this term.

All acts concerning the appointment, resignation or dismissal the Board Members, established in accordance with the law, shall be published in the Annexes to the Belgian Official Journal.

- 15.4 Without prejudice to the obligations of acting as a board, namely the duty to consulting with each other and the duty to supervise, the Board Members can divide the management tasks amongst each other.
- 15.5 Technical tasks may be entrusted to single Board Members or to any other person, Board Member or not.
- 15.6 The Board Members are not personally liable for the commitments of the Association. Nevertheless, they are liable towards the Association for the execution of their mandate and mistakes committed

under their management, in accordance with the rules of the Belgian Code of Companies and Associations.

Article 16. – Chair and Vice-Chair

- 16.1 The Chair of the Board of Directors shall be elected for a mandate of two years among the Board Members, by a decision of the Board of Directors adopted by a simple majority of the total votes cast. The Board of Directors shall also appoint, among the other Board Members a Vice-Chair to replace the Chair in the event of unavailability. The Vice-Chair shall also be elected for a mandate of two years, which is aligned with the mandate of the Chair.
- 16.2 The Chair presides over the General Assembly and Board of Directors' meetings, and is responsible for ensuring the effective operation and activities of the Board of Directors. In particular, the Chair will ensure effective communication with the Board Members in order to prepare and report about the meetings to the Board Members, in coordination with the Secretary General. The Chair will set the agenda to promote constructive debate and effective decision-making.

Article 17. – Meetings

- 17.1 The Board of Directors shall meet at least three times a year.
- 17.2 The Board of Directors meets upon invitation from the Secretary General. The Secretary General must convene a meeting when two Board Members request it or whenever necessary in the interest of the Association.

The letters of notice, drafted by the Secretary General, are sent by e-mail or any other means of written communication, at least ten days before the meeting, except in case of urgent necessity, in which case the reasons for such urgent necessity shall be set forth in the minutes of the meeting. These notices contain the agenda, date, place and hour of the meeting.

The agenda must contain the items requested by at least 2 Board Members.

The validity of the notice cannot be challenged if all Board Members are present or validly represented and have not objected such validity.

- 17.3 The meetings are held at the place indicated in the notices. They may also take place remotely via conference call, videoconference or any other electronic means of communication provided by the Association, under the conditions determined by the Secretary General and the applicable provisions of the Belgian Code of Companies and Associations. The decisions resulting from such deliberations take effect on the date of the conference call or videoconference and are deemed to have been made at the registered office of the Association. They are chaired by the Chair, who can appoint a secretary for drafting the meeting minutes.
- 17.4 Each Board Member may grant a proxy by e-mail, or any other means of written communication, to another Board Member to represent such Board Member at a meeting and vote in place of such Board Member.

17.5 Minutes are made of each meeting. They are signed by the Chair. These minutes, except for those prepared by public notary deed, are kept together with their annexes, in their original form, in a special register that is managed by the Secretary General. The minutes and written resolutions, if any, shall be submitted immediately by e-mail to all Board Members.

Article 18. – Decision-making

18.1 The meeting of the Board of Directors will be validly held if at least half of the Board Members are present or represented. When this quorum is not reached, a new meeting shall be called. The second meeting shall be entitled to take valid decisions, irrespective of the number of members present or represented.

18.2 Decisions may not be taken on items which do not appear on the agenda, unless all members of the Board of Directors are present or represented and there is a unanimous agreement to discuss other items.

18.3 Each member of the Board of Directors has one vote.

18.4 The adoption of resolutions requires a simple majority of the members of the Board of Directors.

18.5 In case of urgent necessity, resolutions may be adopted through written procedure with the unanimous agreement of all members of the Board of Directors.

Decisions may also be taken by conference call or videoconference. The decisions taken by written resolutions, conference call or videoconference are considered to be taken at the registered office of the Association. The decisions taken by written resolution shall come into force on the date mentioned in the written resolutions. The decisions taken by conference call or videoconference are considered to come into force on the date of the meeting.

18.6 Whenever a member of the Board of Directors finds him/herself in a situation that is reasonably likely to give rise to a conflict of interest, such member of the Board of Directors must declare his/her interest to the other members of the Board of Directors before the decision to adopt by the Board of Directors. The member cannot participate in the debate of this matter and cannot vote on the matter.

Article 19. – Secretary General

19.1 The daily management of the Association will be exercised by the Secretary General. The Secretary General shall be a daily manager appointed by the Board of Directors for an indefinite term.

19.2 The Secretary General will work under the mandate, responsibility and guidance of the Board of Directors (according to the governing rules) and will have the following powers:

- Exercising the day-to-day management of the Association ; and
- Representing the Association towards third parties within the limits of day-to-day management.

CHAPTER 6: REPRESENTATION OF THE ASSOCIATION

Article 20. – Representation vis-à-vis third parties

- 20.1 The Association is validly represented in all its acts, including legal representation before courts, by two (2) Board Members acting jointly, who do not need to provide proof of a prior decision of the Board of Directors or General Assembly.

The Secretary General may also represent the Association towards third parties with respect to all acts of daily management and also in court proceedings within the limits of daily management, and shall not be obliged to offer proof to third parties of a prior decision of the Board of Directors and/or the General Assembly.

The Association is also validly represented by a proxy holder, within the limits of its proxy.

CHAPTER 7: AUDIT

Article 21. – Statutory auditor

- 21.1 When required by law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of Association shall be entrusted to one or several auditors, appointed amongst the members of the Institute of Auditors (*“Institut des Reviseurs d’entreprises”*).

CHAPTER 8: FINANCIAL YEAR, ANNUAL ACCOUNTS AND LIBERALITIES

Article 22. – Financial year

- 22.1 The Association’s financial year shall commence on 1 January and end on 31 December of each year.

Article 23. – Annual accounts

- 23.1 The Board of Directors shall prepare the annual accounts at the end of every financial year. The Board of Directors also issues an annual report justifying the management of the Association. This annual report contains comments on the annual accounts, in order to present the evolution of the Association and the activities of the Association as precisely as possible.

The annual report and, as the case may be, the report of the statutory auditor(s) are submitted to the General Assembly.

- 23.2 After the approval of the annual accounts, the General Assembly decides by a special vote on the release from liability of the members of the Board of Directors and the statutory auditor(s).

CHAPTER 9: AMENDMENTS TO THE ARTICLES OF ASSOCIATION, INTERNAL REGULATIONS, WINDING UP AND LIQUIDATION OF THE ASSOCIATION
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Article 24. – Modification

- 24.1 Any modification of the Articles of Association shall be decided by the General Assembly. Proposals for amendments to the Articles of Association may only be voted upon if they are attached to the notice of meeting. The notice for such a meeting must be sent to each Member one (1) month in advance and shall contain the proposed amendment.
- 24.2 Decisions on amendments to the Articles of Association shall only be valid if at least two third (2/3) of the Full Members are present or represented. If this quorum is not reached, a new meeting of the General Assembly shall be convened at the earliest fifteen (15) days after the first meeting but not later than two (2) months after the first meeting. The second meeting of the General Assembly may validly take decisions, regardless of the number of Full Members present or represented, provided, however, that this has been clearly stated in the convening notice of this second meeting.
- 24.3 The amendment to the Articles of Association shall only be adopted if there is a three-fourths (3/4) majority of the votes cast by the Full Members.
- 24.4 Amendments to the Articles of Association will only take effect after approval by the qualified authority in accordance with Article 2:5, §4 of the Belgian Code of Companies and Associations, to the extent legally required, and will be published in the Annexes to the Belgian Official Journal.

Article 25. – Internal rules and regulations

- 25.1 The General Assembly is authorised to adopt and amend, on the proposal of the Board of Directors, internal rules and regulations of the Association. These regulate the functioning of the Association and its bodies in general, without being contrary to the Belgian Code of Companies and Associations or these Articles of Association.

Article 26. – Winding-up of the Association

- 26.1 The voluntary winding up of the Association shall be decided by the General Assembly.
- 26.2 A decision to wind up is only valid if at least two thirds (2/3) of the Full Members are present or represented. If this quorum is not reached, a new General Assembly shall be convened at the earliest fifteen (15) days after the first meeting but not later than two (2) months after the first meeting. The second meeting of the General Assembly may validly take decisions, regardless of the number of Full Members present or represented, provided, however, that this has been clearly stated in the convening notice of this second meeting.
- 26.3 The decision to go into liquidation shall be taken by a majority of four fifths (4/5) of the votes cast, which includes the majority set out in Article 24.3 of these Articles of Association.

- 26.4 The decision shall be published in the Annexes to the Belgian Official Journal.
- 26.5 In the event of a voluntary winding up followed by a liquidation, the General Assembly or, in the event of judicial dissolution, the court, shall appoint the liquidator or liquidators. The General Assembly or the court shall determine their powers and, where applicable, their remuneration, as well as the method of liquidation.
- 26.6 In the event of winding up, the net assets shall, after payment of the liabilities, be transferred to an association, foundation or institution which pursues the same purpose as the Association. If there are none in the reasonable opinion of the General Assembly (or the liquidators in case of winding up with liquidation), the net assets shall be transferred, on the proposal of the General Assembly (or the liquidators in case of winding up with liquidation), to an association, foundation or institution whose object is closest to the purpose for which the Association was incorporated.

CHAPTER 10: LIMITED LIABILITY

Article 27. – Limited liability

- 27.1 Within the legal limits, the Members are not personally bound by the commitments of the Association. Their liability is limited to the fulfilment of their financial obligations (i.e. payment of the membership fee).
- 27.2 The members of the Board of Directors are not personally responsible for the commitments of the Association. Their liability is limited to the proper execution of their mandate.

CHAPTER 11: FINAL PROVISIONS

Article 28. – Language

- 28.1 The Association's language for official purposes is French, while the Association's formal working language is English. All internal documents and information are written in English, unless required otherwise by Belgian law.

Article 29. - Domicile

- 29.1 Members are obliged to inform the Association of any changes of address or registered office. In the absence of communication, they may be deemed to have elected domicile at their former domicile or registered office.

Article 30. – Abstentions

- 30.1 For the determination of the voting majorities provided for in these Articles of Association, unless specified otherwise, abstentions and blank or irregular votes will not be counted which means that (i) the person who abstained will not be taken into account in the number of persons present or represented on the basis of which the majority of votes will be calculated and (ii) abstention will not be considered as a vote "in favour" or as a vote "against" the proposed decision.

Article 31. – Applicable law and dispute resolution

- 31.1 All issues, questions and disputes concerning the validity, interpretation, enforcement, performance and termination of these Articles of Association shall be governed by and construed in accordance with Belgian law, and no effect shall be given to any other choice-of-law or conflict-of-laws rules or provision (Belgian, foreign or international), that would cause the laws of any other jurisdiction to be applicable.
- 31.2 All disputes concerning the validity, interpretation, enforcement, performance and termination of these Articles of Association shall be submitted to the exclusive jurisdiction of the Brussels courts.

Article 32. – Subsidiary Application of the Belgian Code of Companies and Associations

- 32.1 Any question not mentioned in these Articles of Associations shall be governed by the Belgian Code of Companies and Associations, and in particular Book 10 of the Belgian Code of Companies and Associations.