

ELPA

European Liver
Patients' Association

16 YEARS FOR PATIENTS
2005 - 2021

ELPA STATUTES

ISO 9001
BUREAU VERITAS
Certification



**ELPA European Liver Patients'
Association**

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EU Transparency ID
89292219623-93

AISBL Registration Number
0875.568.916

At the extra-ordinary General Meeting of December 2, 2019, it was decided to amend the articles of association in accordance with the provisions of the Belgian Code of Companies and Associations.

I. THE ASSOCIATION

Article 1. Name

The international non-profit association bears the name 'European Liver Patients Association', abbreviated 'ELPA', hereinafter referred to as "the Association".

The name of the association must appear in all deeds, invoices, announcements, announcements, letters, orders, websites and other documents, whether or not in electronic form, originating from a legal person, immediately preceded or followed by the words "international non-profit association", together with the following information: the exact indication of the legal person's registered office, the enterprise number, the word "legal entities register" or the abbreviation "LER", the mention of the court of the legal person's registered office, and in where applicable, the e-mail address and website of the legal person.

Article 2. Registered office

The seat of the international non-profit association is located in Wetstraat 235 bus 27, located in the Brussels Region.

The governing body is authorized to relocate the registered office within Belgium within the same language area.

If the language of the articles of association needs to be changed as a result of the transfer of the registered office, only the General Meeting can make this decision taking into account the requirements for an amendment to the articles of association.

Article 3. Purpose and activities

The association is non-political and without any religious or philosophical allegiance. The association and its member organizations support a policy of non-discrimination and encourage all to participate, regardless of gender, racial or ethnic origin, religion or creed, disabilities, age or sexual orientation.

The association aims improving care and treatment for people suffering from various forms of hepatitis and other liver diseases through the co-operation of its members.

The concrete activities with which the association achieves its purpose include:

1. within European institutions and the Council of Europe, to promote the interests of individuals affected by hepatitis and other liver diseases and the interests of those closest to them;
2. to act as an interface to encourage the exchange of information between the national liver disease patient associations and European structures;
3. to adopt and promote agreed positions relating to European issues of interest for sufferers from hepatitis and other liver diseases, those closest to them and care teams;

4. through co-operation, to promote appropriate support for sufferers from hepatitis and other liver diseases, as well as support for care teams and those providing medical and social care;
5. to make the medical profession, paramedic organizations, social services, institutional partners, the European Parliament and the European Commission aware of the problems associated with liver disorders and related conditions;
6. to develop models designed to improve the medical and social care that patients need, encouraging, inter alia, treatment-related education and to define the norms governing universal access to treatment;
7. to promote training for care staff as well as post-graduate medical training for hospital- and community-based medical practitioners;
8. to encourage, assist and promote research and development relating to the understanding of hepatitis and other liver diseases and relating to the diagnosis, treatment and prevention of these disorders and of the diseases and co-morbidities often associated with them;
9. to organize European trials involving new drugs, European cohorts and monitoring systems, in order to gain a better understanding of epidemiological data relating to these pathological disorders;
10. to promote international cooperation with other organizations that share the same or similar objectives, to give opinions to scientific committees where so requested and also to appoint people to represent the association to the European institutions and commissions acting within its field of activity.

In order to achieve its purpose, the association reserves the right to join, and/or cooperate with, other (inter)national associations pursuing related purpose.

In addition, the association may engage in all activities that directly or indirectly contribute to the achievement of its purpose, including commercial and profitable activities, the proceeds of which will always be entirely devoted to the achievement of its purpose.

The association can, in particular, lend its cooperation and participate in any activity consistent with its purpose and set up any organization that facilitates and/or supports the achievement of its purpose.

The association can also provide support and promotion for activities of organizations and individuals consistent with its purpose and enter into partnerships with other associations and agencies national and international.

The association can obtain subsidies, grants from both the government and private institutions, sponsor other associations, send representatives national and international and act as a representative itself.

The association may not, directly or indirectly, distribute or provide any capital gain to the founders, members, directors or any other person except for the disinterested purpose defined in the articles of association. Any transaction in violation of this prohibition is void.

Article 4. Duration of the association.

The association has been founded for an indefinite period and can be terminated at any time.

II. MEMBERSHIP

Article 5. Members

Membership of the European Liver Patients Association will be made up of entities acting on behalf of sufferers from hepatitis and other liver diseases. All members should be from the European Region (as defined by WHO/Europe) and Mediterranean Basin.

There are full members and supporting members in the association.

Article 6. Number of members

There are at least 2 members.

Article 7. Membership of members

The following entities can apply as full members:

1. Any NGO that can provide the necessary proves, being:
 - a. Articles of associations that proves the form of the entity
 - b. At least 50% of the directors of the NGO should be liver patients themselves or family members of a liver patient.
2. Non-profit organizations registered and recognized as such within their national territory whose primary objectives are to care for and support sufferers from hepatitis and other liver diseases.

Full member organizations will be required to make available their constituting documents, to disclose their funding sources and to make available audited accounts, as required by law.

The following entities can apply as supporting members:

1. Non-profit organizations registered and recognized as such within their national territory whose primary objectives are to care for and support sufferers from hepatitis and other liver diseases.
2. Any NGO that cannot provide the proves as mentioned above, and whose purpose is similar to the purpose of the European Liver Patient Association
3. Any natural person that is a family member of a liver patient

Any candidate-member wishing to apply for membership shall be required to submit an application in writing to the governing body. The application for membership must be submitted in the format applicable at that time, as prescribed by the internal regulations accompanied by the documents specified in the internal regulations of the association. In order to qualify for consideration, such applications must be submitted at least 30 days prior to the next Board meeting.

Having been recommended by the governing body, the applicant shall be admitted by a two-thirds majority of full members, either present or represented, at a General Meeting. Decisions made by

the governing body shall not need to be justified and may not be challenged. Candidate-members are free to re-apply if their application is unsuccessful.

Article 8. Rights and obligations of members

All members can consult the register of members at the seat of the association. To this end, they submit a written request to the governing body with whom they agree on a date and time of consultation of the register. This register cannot be moved.

Supporting members do not have voting rights in a General Meeting.

In addition, all members have all rights and obligations that are determined in the Belgian Code of Companies and Associations.

Article 9. Membership contribution from members

The membership fee for both full and supporting members shall be set annually, at a General Meeting, at a symbolic amount so as not to exclude members with limited financial resources. This subscription shall be the sole financial commitment of the members.

The membership fee will be expressed in Euros (EUR), i.e. the European currency.

Article 10. Resignation of members

Any member is free to withdraw from the Association at any time by addressing their resignation in writing to the governing body.

A full or supporting member will be deemed to have resigned if the requisite membership fee has not been paid within a month of the sending, by registered e-mail, of a reminder letter.

If, due to the resignation of a member, the number of members falls below the statutory minimum or minimum determined by law, the resignation will be suspended until a replacement is found after a reasonable period of time.

Article 11. Exclusion of members

Membership of a member can be terminated at any time by a special decision of the General Assembly convened by the governing body or at the request of at least 1/3. of the members, with due observance of the attendance and majority requirements prescribed for an amendment to the articles of association.

The exclusion is placed on the agenda with only the name. The member is informed by the chairman of the governing body about the reasons for the exclusion. The member must be heard at the General Meeting and may be assisted by a lawyer.

The vote on ending of a membership of a member will be hold in secret.

Article 12. Exclusion of rights to the possession of the association

No member or joined member, nor the heirs or beneficiaries of a deceased member, can assert or exercise any claim to possession of the association. Nor can they reclaim the contributions and/or membership fees paid.

This exclusion of rights to the possession of the association applies at all times: during membership, upon termination of membership for whatever reason, upon termination of the association, etc.

III. GENERAL MEETING

Article 13. Composition of the General Meeting

The General Assembly consists of the representatives of the full and the supporting members.

Each member will be represented by one representative who, in the case of an full member, will be entitled to vote.

It is chaired by the President, in his absence by the Vice-President, in his absence by the oldest of the directors present.

Article 14. Competence of the General Meeting

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

1. to agree on the general policy of the Association,
2. to elect the President and to choose the number of other board members for a period of 4 years.
3. to approve budgets and accounts and to appoint auditors;
4. to deal with any duly notified business;
5. to adopt the internal regulations of the association upon the recommendation of the Board;
6. to set fees for full and associate membership, upon the recommendation of the Board;
7. to amend the Articles of Association, in accordance with Article 19;
8. to dissolve the association voluntarily.

Article 15. Meetings of the General Meeting

The General Meeting must be held at least once a year and within six months after the end of the financial year.

The governing body may convene a General Meeting whenever it finds this necessary, in the cases determined by law or the articles of association or when at least 1/3 of the members so request.

Article 16. Invitation and agenda of the General Meeting

The meetings of the General Assembly are convened by the governing body. If appropriate, the auditor may convene the General Meeting. He must convene it when 1/5 of the members of the association request it.

The governing body or, where applicable, the auditor, convenes the General Meeting within twenty-one days after the request to convene and the General Meeting is held at the latest on the fortieth day after this request, unless the articles of association provide otherwise.

The invitation will be sent at least 30 days prior to the date of the General Meeting sent to all members, directors and supervisory directors and affiliated members by e-mail or letter at the address the member last indicated for this purpose.

The invitation contains the date, time and place of the General Meeting, as well as an agenda.

A copy of the documents that must be submitted to the General Assembly pursuant to the Belgian Code of Companies and Associations is sent to the members, the directors and the commissioners who so request. Audited accounts should be sent by e-mail no later than 5 days prior to the General Meeting.

Article 17. Attendance quorum at the General Meeting

In order to deliberate in a valid manner, at least a majority of the members must be present or represented at the General Meeting.

If less than the minimum required number of members is present or represented at the first meeting, a second meeting may be convened. He can validly deliberate and decide and accept the changes regardless of the number of members present or represented. The second meeting may not be held within 15 days following the first meeting.

Article 18. Course of the General Meeting

The directors provide answers to questions given to them orally or in writing by the members, before or during the meeting, and which relate to the agenda items. They may, in the interest of the association, refuse to answer questions when the communication of certain data or facts may cause harm to the association or violates the confidentiality clauses entered into by the association.

If applicable, the auditor answers the questions given to him orally or in writing by the members, before or during the meeting, and which relate to the agenda items on which he reports. He may, in the interest of the association, refuse to answer questions when the communication of certain data or facts may harm the association or is in violation of his professional secrecy or with confidentiality clauses entered into by the association. He has the right to address the General Meeting in connection with the performance of his duties.

The directors and the auditor can group their answers to various questions on the same subject.

Article 19. Voting at the General Meeting

Each full member has one vote at the General Meeting.
Supporting members have no vote at the General Meeting.

A full member of the association may be represented at a General Meeting by any other full member, who will be required to be in possession of a written proxy. No member may hold more than one proxy. The President alone shall rule upon the validity of a proxy and his/her decision shall ultimately be binding.

Decisions are taken by a majority of the votes of the members present or represented, except where the Belgian Code of Companies and Associations or the articles of association provide otherwise.

In the event of equality of vote, the chairman has the casting vote.

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

- Amendments to the articles of association
- Exclusion of a member from the General Assembly
- Approval of a candidate-member

If, however, the amendment of the articles of association relates to the purpose or the activities of the association, of the termination of the association, it will only be valid if at least three quarters of the full members are either present or represented and if it has obtained 3/4 of the votes cast, whereby abstentions in the numerator or denominator are excluded.

Voting can be done by calling, by raising a hand or, at the request of all members present or represented, by secret ballot.

Article 20. Report of the General Meeting

The decisions of the General Meeting are reported in a report book, signed by the President, which is kept at the registered office of the association.

Members may consult this register, but may not remove it.

IV. MANAGEMENT AND REPRESENTATION

Article 21. Composition of the governing body.

The association shall be governed by an governing body, made up of at least five and no more than twelve directors, who are all representatives from European countries.

All directors must belong to an organization that is a full member of the association.

At the General Meeting the size of the governing body shall be determined and the President elected. The role of the President can be assumed exclusively by a person who has or has had a liver disease.

All positions within the governing body shall be designated by directors at a properly convened meeting of the governing body.

The directors are appointed for a period of four years and may be re-elected.

The mandate of director is unpaid. The costs they incur within the framework of the exercise of their directorship are reimbursed on presentation of the necessary supporting documents and/or proves.

Article 22. Co-optation of directors

If the seat of a director falls open before the end of his mandate, the remaining directors have the right to co-opt a new director.

The next General Meeting must confirm the mandate of the co-opted director. Upon confirmation, the co-opted director fulfills the mandate of his predecessor, unless the General Meeting decides otherwise. In the absence of confirmation, the mandate of the co-opted director ends at the end of the General Meeting, without this affecting the regularity of the composition of the governing body up to that time.

Article 23. Competence of the governing body

The governing body is authorized to perform all acts of internal management that are necessary or useful for the realization of the purpose of the association, with the exception of acts for which the General Meeting is exclusively competent according to the law or these articles of association.

Without prejudice to the obligations arising from collegiate management, in particular consultation and supervision, the directors can divide the management duties among themselves. That division of tasks cannot be invoked against third parties, even after they have been made public. Non-compliance does jeopardize the internal liability of the director (s) involved.

The governing body issues all internal regulations that it considers necessary and submits them to the General Meeting for approval. Such internal regulations may not contain any provisions that conflict with the Belgian Code of Companies and Associations or the articles of association. The internal regulations and any changes thereto are communicated to the members in accordance with Section 2:32 of the Code. The most recent version of the internal regulations is always available for inspection at the seat of the association. If the internal rules change, the change must be included in the agenda and in the minutes of the next General Meeting.

Article 24. External representation power of the governing body

As a college, the governing body represents the association in all legal and non-judicial acts. He represents the association by the majority of its members.

Without prejudice to the general authority of the governing body to act as a college, the association is also represented in law and otherwise by the President and one other director, who act jointly.

Nonetheless, a proxy signed by at least half of the Board members may entitle one of the members or an appointed Executive Director to sign in the name of the association.

The governing body or the directors representing the association may appoint authorized representatives of the association. Only special and limited powers of attorney for certain or a series of specific legal acts are permitted. The authorized representatives commit the association within the limits of the power of attorney granted to them of which the limits are objectionable to third parties in accordance with what applies with regard to mandating.

Article 25. Publication requirements of the governing body

The appointment of the members of the governing body and the persons authorized to represent the association and the end of their mandate are made public by depositing the association file at the Registry of the company court and publishing an extract in the Appendices to the Belgian Gazette. These documents must in any case indicate whether the persons representing the association bind the association individually, jointly or as a college, as well as the extent of their powers.

Article 26. Meetings of the governing body

After being convened by the President or by the Secretary, the governing body meets as often as the interest of the association requires, with a minimum of at least bi-annually, and at the request of a director, addressed to the President.

The convocation is made by e-mail, at least 1 day before the meeting of the governing body. The convocation contains the date, time and place of the meeting of the governing body, as well as the agenda. The agenda is drawn up by the President.

Article 27. Attendance quorum and voting by the governing body

The governing body can only validly deliberate and decide if at least half of the directors are present at the meeting.

The decisions within the governing body are taken by a majority of votes of the directors present. In the event of equality of vote, the President has the casting vote.

Decisions of the governing body can be taken by unanimous written agreement of the directors. To this end, it is required that there is a unanimous agreement in advance by the directors to make written decisions. This means in any case that a deliberation took place by e-mail, video or telephone conference or other means of communication.

Article 28. Report of the governing body

A report is taken of the decisions of the governing body, which are kept at the registered office of the association.

Every director and every member has the right to inspect the reports.

The minutes of the meetings of the governing body are signed by the President and the directors who so request.

Article 29. Conflict of interest

If the governing body has to make a decision or decide on a transaction that falls within its competence, whereby a director has a direct or indirect interest of a property law nature that conflicts with the interests of the association, the director concerned must communicate this to the other directors before the governing body makes the decision. His statement and explanation of the nature of this conflict of interest are included in the report of the meeting of the governing body that must take the decision. The governing body is not permitted to delegate this decision. The director with a conflict of interest may not participate in the deliberations of the governing body on these decisions or transactions, nor in the voting in that regard. If the majority of the directors present or represented have a conflict of interest, the decision or transaction will be submitted to the General Meeting; if the General Meeting approves the decision or the transaction, the governing body can implement it.

This procedure does not apply if the decisions of the governing body relate to normal transactions that take place under the conditions and against the certainties that usually applies to similar transactions.

Article 30. Ending of director's mandate by law and by resignation

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

In addition, a director is deemed to resign when he / she no longer meets the substantive conditions for becoming a director in the association, as stipulated in the articles of association. The adoption of this is done by the General Meeting.

Each director can resign by written notification to the President of the governing body.

When a director resigns, he must remain in mandate until the General Meeting can reasonably provide for his replacement.

The mandate of a director ends by law upon the death of this director.

Article 31. Resignation of directors

The mandate of a director can be terminated at any time by the General Meeting where a decision is reached by at least three-quarters of the full members, either present or represented.

The vote on the termination of a director's mandate is secret.

V. LIABILITY OF DIRECTORS

Article 32. Liability of directors

The directors and Executive Committee (and all other persons who have had actual management authority with regard to the association) are liable vis-à-vis the association for errors committed in the performance of their duties. This also applies to third parties insofar as the error committed is an extra-contractual error. However, these persons are only liable for decisions, actions or conduct that are clearly outside the margin within which normally prudent and careful directors, placed in the same circumstances, can reasonably disagree.

Since the governing body forms a college, their liability for the decisions or negligence of this college is jointly and severally.

However, for errors in which they have not participated, they are relieved of their liability if they have reported the alleged error to the collegiate governing body. This report, as well as the discussion, is stated in the minutes.

This liability, together with any other liability arising from the Belgian Code of Companies and Associations or other laws or regulations, as well as the liability for the debts of the legal person referred to in Articles XX.225 and XX.227 of the Economic Law Code is limited to the art. 2:57 of the Belgian Code of Companies and Associations.

VI. ACCOUNTANCY

Article 33. Financial year

The financial year of the association starts on 01/01 and ends on 31/12.

Article 34. Accounting

The bookkeeping is maintained in accordance with the provisions of the Belgian Code of Companies and Associations and the relevant implementation decisions.

The governing body submits the annual financial statements for the previous financial year and the budget for the current financial year to the General Meeting for approval.

After the governing body accounted for the policy in the previous year, the General Meeting decides on the discharge to the directors. This is done by separate vote. This discharge is only legally valid if the true condition of the association is not hidden by any omission or incorrect statement in the financial statements, and, with regard to extra-statutory or Belgian Code of Companies and Associations -related transactions, when these are specifically indicated in the convocation.

The financial statements are filed within thirty days after approval by the General Meeting in the file at the Registry of the Company Court. To the extent applicable, the annual accounts are also filed

with the National Bank in accordance with the Belgian Code of Companies and Associations and the relevant implementation decisions.

Article 35. Supervision by an auditor

As long as the association does not have more than one 'small association' criteria as described in art. 3:47 §2 Belgian Code of Companies and Associations, the association is not obliged to appoint a supervisory auditor.

As soon as the association exceeds more than one of the criteria, it must appoint one or more supervisory auditors being in charge with the audit of the financial situation, the annual accounts and regularity by law and the articles of association and of the transactions carried out in the annual account must be adopted.

The auditor is appointed by the General Meeting among the members of the Institute of auditors for a period of 3 years. The General Meeting also determines the remuneration of the statutory auditor and also decides on the discharge of the statutory auditor.

VII. TERMINATION AND LIQUIDATION

Article 36. Voluntary termination of the association

The association can be terminated by the General Meeting at any time.

The General Meeting is convened to discuss proposals regarding the termination of the association, submitted by the governing body or by at least 1/5 of all members.

In order to validly deliberate and decide on the termination of the association, at least 2/3 of the members must be present or represented at the General Meeting. The decision to terminate must be taken with a special majority of at least 4/5 of the votes present or represented.

In associations that have to appoint one or more auditors, the proposal to terminate is explained in a report prepared by the governing body, which is mentioned in the agenda of the General Meeting that must decide on the termination. A statement of assets is attached to that report, cf. art. 2:110§2 Belgian Code of Companies and Associations. If one of these two reports is missing, the decision of the General Meeting is void.

In the event that the proposal to dissolve is approved, the General Meeting appoints 1 or more liquidator (s), of which it describes the assignment.

From the decision to dissolve, the association always states that it is "association in liquidation" in accordance with the Belgian Code of Companies and Associations.

An association in liquidation may not change its name and only under the conditions stipulated in art. 2:117 Belgian Code of Companies and Associations move its seat.

Article 37. Destination of the assets of the association after termination

In the event of termination and liquidation, the General Meeting or the liquidator (s) decides (s) about the allocation of the assets of the association. In any case, it is intended for an organization with a similar disinterested purpose.

Article 38. Publication requirements

All decisions regarding the termination, the liquidation conditions, the appointment and the termination of the office of the liquidators, the closing of the liquidation and the destination of the asset are filed in the association file at the Registry of the Company Court, and published in the Appendices to the Belgian Gazette in accordance with the Belgian Code of Companies and Associations and its implementation decisions.

Article 39. Language

English is the official language and the working language of the association. All official documents of the association will be written in English.

Article 40. Final

For all cases that are not regulated by these articles of association, the provisions of the Code of Companies and Associations and the (future) implementation decisions apply.