

1 **“Groupement européen de Lymphologie” (abridged form: G.E.L.), the**
2 **English translation being “European Society of Lymphology” (abridged**
3 **form: E.S.L.)**

4
5 ***International non-profit association under Belgian law***
6 ***Having its registered office at 1180 Brussels, avenue Winston***
7 ***Churchill, 11/30, Belgium***
8

9 The year two thousand and twenty,
10 on,

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12 In Uccle,

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14 In our offices,
15 Before Me, Mr. JP MARCHANT, notary in and for Uccle,

16
17 personally appeared:

18
19 *LIST OF PROXIES*

20
21 PROXIES

22 The persons appearing referred to above are represented herein by:

23
24 pursuant to..... instruments of proxy granted by private deed which shall
25 remain attached to this deed.

26 Hereinafter referred to as “the persons appearing”.

27
28 Which persons appearing, convened as a General Assembly, did require me
29 to make a record of an alteration to the Articles of Association of the
30 international non-profit association “Groupement européen de Lymphologie”
31 or “European Society Of Lymphology”, incorporated by private deed
32 published in the Belgian Official Gazette of 25 March 1982 under number
33 2902/82, whose Articles of Associations have not been altered since such
34 date.

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36 To the extent that all members are present in person or by proxy, the validity
37 of the convening notices was not checked.

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39 This alteration to the Articles of Association was passed by a two-thirds
40 majority of the voting members:

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TITLE 1
Name, registered office, object

Article 1 Name

The international non-profit association of international utility is called “Groupement européen de Lymphologie” (abridged form: G.E.L.), the English translation of which is “European Society of Lymphology” (abridged form: E.S.L.)

All deeds, invoices, announcements, publications and other documents emanating from the international non-profit association must mention its name, immediately preceded or followed by the words “international non-profit association” or the abbreviation “AISBL” as well as the address of its registered office.

The association is governed by the Companies and Associations Code (23 March 2019)

Article 2 Registered office

The association’s registered office is located in the Brussels-Capital Region.

The registered office of the international non-profit association may, by ordinary decision of the Board of Administrators, establish or abolish operating offices, provided that such decision does not entail any change in the language regime applicable to the society, in which case a general assembly recorded by notarial deed with translation of the Articles of Association will be necessary.

Article 3 Object

The association, which is a non-profit association, has the non-profit-making aim of promoting the **basic, experimental and clinical** study of the lymphatic system **(and of its diseases)** in its anatomical, physiological and pathophysiological forms either on its own initiative or in collaboration with third parties.

In order to achieve this non-profit-making goal, the association has as its object the following activities **(non exhaustive list)**, both in Belgium and abroad, for its own account or on behalf of its members:

- Organisation of competitions, congresses,...
- Awarding of prizes dedicated to both fundamental and clinical research,
- Publications, publishing,
- Organisation of post-graduate courses and teaching (of diagnostic and therapeutic approaches of its diseases,...)
- Organisation of training courses, working groups, regional chapters,...
- Promotion of **basic, experimental and clinical researches**,...
- Promotion of preventions**,...

93 Promotion and development of multi-disciplinary collaborations, courses,
94 researches, ...
95 ...

96
97 The association may, both in Belgium and abroad, carry out all acts and
98 activities relating indirectly or directly to its object for its own account or for
99 the account of its members. In particular, it may lend its assistance and take
100 an interest in any activity similar to its object. It may apply to public or
101 private institutions for subsidies to achieve its object.

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103 **Article 4. Duration**

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105 The association is incorporated for an indefinite period.
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108 **TITLE 2**
109 **Members**
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111 **Section I: Admission**
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113 **Article 5 The Members**
114

115 §1. The association is made up of Full, Honorary, Corresponding and
116 Associate Members.

117
118 The number of members may not be less than 21, at least 7 of which must
119 be Full Members.

120
121 §2. Full Members:

122
123 - the founders;

124
125 - the persons admitted as Full Members in accordance with Article 6, §1 of
126 these Articles of Association and who meet the following CUMULATIVE
127 conditions:

- 128 a) belonging to a recognised profession of the medical profession,
129 b) being interested in the lymphatic system,
130 c) having demonstrated scientific activity related to the lymphatic system,
131 d) being sponsored by at least two Full Members

132
133 §3. Associate Members:

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135 - the persons admitted as Associate Members in accordance with Article 6,
136 §2 of these Articles of Association and who meet the following CUMULATIVE
137 conditions:

- 138 a) being interested in the lymphatic system,
139 b) being sponsored by at least two Full Members

140
141 Associate Members have the right to vote at the General Assembly only on
142 certain matters, as stated in Article 20, but are not eligible to be elected as
143 administrators sitting on the Board of Administrators.

144
145 §4. Corresponding Members:

146
147 - the persons admitted as Members in accordance with Article 6, §1 of
148 these Articles of Association and who meet the following CUMULATIVE
149 conditions:

- 150 a) belonging to a recognised profession of the medical profession,
151 b) being interested in the lymphatic system,
152 c) having demonstrated scientific activity related to the lymphatic system,
153 d) being sponsored by at least two Full Members
154 e) not belonging to one of the Member States of the EEC/EU.

155
156 Corresponding Members have the same powers as Full Members (right to

157 vote in the General Assembly on all matters) but are not eligible for election
158 as members of the Executive Committee.

159

160 **§6. Honorary Members:**

161

162 - certain Full or Corresponding members whose appointment is proposed to
163 the General Assembly by the Board of Administrators in accordance with
164 Article 6§1 and on the basis of their past activity for the benefit of
165 Lymphology and/or society.

166

167 Honorary members do not pay membership fees but retain by right their
168 powers (and duties) as members, including the right to vote at the General
169 Assembly on all matters.

170

171 **Article 6. Procedure for admission**

172

173 **§1. Admission as Full or Corresponding Member**

174

175 In order to be admitted as a Full or Corresponding or Honorary Member, the
176 person who meets the conditions stipulated in the previous article must
177 obtain the approval of the General Assembly.

178

179 To this end, the applicant must send the Board of Administrators, by
180 ordinary mail or by e-mail to the society's e-mail address, a reasoned request
181 indicating his or her surname, first names, profession, domicile and any
182 useful means of contact (telephone, mobile phone, e-mail address), as well as
183 the identity of the Full Member(s) who presented him or her.

184

185 Applications are placed on the agenda of the first following General Assembly
186 or, if such falls later, at the Special General Assembly which is held
187 during the first half of each calendar year and which decides by ordinary
188 majority vote.

189

190 Within eight days after the General Assembly has met and taken a decision,
191 the Board of Administrators shall notify the applicant, by ordinary mail or e-
192 mail), of the response to their application.

193

194 The General Assembly may refuse the application with a statement of
195 reasons. The refusal of approval may not be appealed.

196

197 **§2. Admission as Associate Member**

198

199 To be admitted as an Associate Member, the person who meets the
200 conditions stipulated in the previous article must obtain the approval of the
201 Board of Administrators.

202

203 To this end, the applicant must send to the Board of Administrators, by
204 ordinary mail or by e-mail to the society's e-mail address, a request
205 indicating his or her surname, first names, profession and domicile and,
206 where applicable, the identity of the Full Member(s) who presented him or

207 her.

208

209 Within fifteen days of receipt of such letter, the Board of Administrators shall
210 notify the applicant, by ordinary mail or e-mail, of the response to their
211 application.

212

213 The Board of Administrators shall decide on the matter by ordinary majority
214 vote.

215

216 The Board of Administrators may refuse the request, stating its reasons.

217

218 Refusal of approval may not be appealed.

219

220 **Section II: Resignation and exclusion**

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222 **Article 7. Resignation**

223

224 §1. Each Member, regardless of their category, of the association is free to
225 resign at any time.

226

227 Such resignation must be sent to the Board of Administrators by ordinary
228 mail to the society's registered office or by e-mail to the association's e-mail
229 address.

230

231 §2. Members who no longer meet the requirements set out in Article 5 of
232 these Articles of Association shall at that time be deemed to have
233 automatically resigned.

234

235 §3. In the event of the death, bankruptcy, insolvency, liquidation or
236 prohibition of a Member, the Member shall be deemed to have resigned
237 automatically on that date.

238

239 §4. Members who fail to pay their membership fees within one month of the
240 written request issued to this end by ordinary mail or at the electronic
241 address they have communicated to the Association shall be deemed to have
242 resigned.

243

244 §5. Resigning Members may not claim the assets of the association and may
245 not claim the reimbursement of their contribution and of the membership
246 fees they have paid, and may neither claim nor demand any statement,
247 rendering of accounts, affixing of seals, or inventories.

248

249 **Article 8. Exclusion**

250

251 §1. The association may, on the proposal of the Board of Administrators or of
252 a Full Member, exclude a Member, whatever its category, in particular for
253 good cause or one or more of the following reasons:

254

- For a member of the Board of Administrators with a function, serious
255 breach in the exercise of such function,

256

- Scientific publication with misleading content withdrawn by the

- 257 publishing journal,
258 - Publications of a nature to harm the society and its scientific
259 reputation,
260 - Any other reason deemed valid by the General Assembly

261
262 §2. Only **the General Assembly** has the power to order the exclusion of a
263 Full or Corresponding or Honorary Member. The exclusion must be specified
264 in the convening notice.

265
266 The proposal for exclusion is communicated to the Member concerned by e-
267 mail sent to the e-mail address it has communicated to the association, at
268 least 60 days before the date of the General Assembly. If the Member
269 concerned has chosen to communicate with the association by post, the
270 proposal shall be communicated to it by registered mail.

271
272 The Member whose exclusion is requested must be heard at the meeting of
273 the General Assembly. It shall also have the right to make its observations
274 known in writing and in the same manner to the General Assembly, after
275 communication of the proposal for exclusion.

276
277 The exclusion of a Member (Full or Corresponding or Honorary) may only be
278 decided by the General Assembly by a two-thirds majority of the votes cast
279 (no quorum is required).

280
281 §3. The **Board of Administrators** has the power to order the exclusion of an
282 Associate Member. The proposal for exclusion is communicated to the
283 Associate Member concerned by e-mail sent to the e-mail address it has
284 communicated to the association. If the Member concerned has chosen to
285 communicate with the association by post, the proposal is communicated to
286 it by registered mail.

287
288 The Associate Member whose exclusion is requested is entitled to make its
289 observations known in writing and in the same manner to the Board of
290 Administrators, within one month of the communication of the proposal for
291 exclusion.

292
293 The Member concerned must be allowed to present its request.

294
295 The exclusion of an associate Member may only be decided by the Board of
296 Administrators by a two-thirds majority of the votes cast (no quorum
297 required).

298
299 §4. The Board of Administrators shall communicate the decision of exclusion
300 within fifteen days to the Full or Associate Member concerned by e-mail sent
301 to the e-mail address it has communicated to the society. If the member has
302 chosen to communicate with the society by post, the decision shall be
303 communicated to it by registered mail.

304
305 §5. Excluded Members may not make any claims on the assets of the society
306 and may not claim the reimbursement of its contribution and the

307 membership fees it has paid.

308

309 §6. Excluded Members may neither claim nor demand any statement,
310 rendering of accounts, affixing of seals, or inventories.

311

312 **Article 9. Membership fees**

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314 Full and Associate Members shall pay an identical annual membership fee,
315 the amount of which is set by the General Assembly.

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317 It may not exceed 200 Euros.

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**TITLE III.
ADMINISTRATION – AUDIT**

Article 10. Composition of the Board of Administrators

The association is managed by a Board comprising at least 10 administrators and no more than 28 administrators.

Administrators must have been Full Members for at least 3 years.

The Board of Administrators includes at least one male or female Administrator of Belgian nationality.

At least four fifths of the members of the board of Administrators are also members of the International Society of Lymphology, an association under American law, having its registered office at 1501 N. Campbell Avenue Tucson, AZ USA 85724-5200.

Each European national society affiliated as a “Chapter” of the ESL is entitled to place one representative on the Board of Administrators. Such representative shall only have voting rights if elected as a Administrator.

Administrators are appointed for four-year terms by the General Assembly.

In the event of appointment, if no candidate receives a majority of votes, a ballot shall be held between the candidates who have received the most votes.

In the event of a tie in the ballot, the most senior candidate shall be elected.

Outgoing Administrators may be re-elected only twice.

The term of office of outgoing Administrators who are not re-elected shall end immediately after the General Assembly which carried out the re-election.

Each member of the Board of Administrators may resign by ordinary notification made to the Board of Administrators.

The dismissal of a Administrators shall be decided by the General Assembly in accordance with the procedure and majority vote referred to in Article 8§1.

All Administrators are required to continue to perform their duties after their resignation until such time as they have been replaced within a reasonable period of time.

In the event that a Administrator’s position becomes vacant before the end of their term of office, the remaining Administrators shall be entitled to co-opt a new Administrators. The first General Assembly that follows shall confirm

369 the term of office of the co-opted administrator. In the event of confirmation,
370 the co-opted Administrators shall complete their predecessor's term of office,
371 unless the General Assembly decides otherwise. In the absence of
372 confirmation, the term of office of the co-opted administrator shall end after
373 the General Assembly, without prejudice to the validity of the composition of
374 the Board of Administrators until that date.

375

376 **Article 11. Chairmanship of the Board of Administrators and the**
377 **Executive Committee**

378

379 **The General Assembly** shall appoint a Chairman ("President") from among
380 the Administrators, by a two-thirds majority of the votes cast.

381

382 Within the Board of Administrators, **the General Assembly** shall appoint, on
383 a proposal of the Board of Administrators, an EXECUTIVE COMMITTEE
384 chaired by the Chairman ("President"), and also comprising:

385 -two Vice-Chairmen ("Vice-President")

386 -one Treasurer

387 -one Secretary

388 -one Administrator responsible for the day-to-day management.

389

390 If the Chairman ("President") is unable to act, they shall be replaced by the
391 Vice-Chairman or, failing a Vice-Chairman, by another administrator
392 designated by their colleagues, or failing agreement, by the most senior of
393 the administrators present.

394

395 The Executive Committee may seek the advice of special committees or
396 expert committees, chosen from among the administrators and to which it
397 may delegate certain tasks, such as:

398

399 - the person in charge of the website,

400 - the editor-in-chief of the EJLRP journal

401 - the Chairman ("President") and Vice-Chairman of the Scientific
402 Committee

403 - the presentation of awards to be given by the association

404 - the organizer of the Annual Conference

405 - publishing articles or journals

406

407 **Article 12. Convening of the Board of Administrators**

408

409 The Board of Administrators shall meet when convened by the Chairman
410 ("President") or, if the Chairman ("President") is unable to act, by the Vice-
411 Chairman or Secretary or, if there is no Vice-Chairman and Secretary or if
412 they are unable to act, by another administrator designated by their
413 colleagues.

414

415 The convening notice shall be given in writing, at the latest 20 days before
416 the meeting, except in the case of an emergency. In the latter case, the
417 nature and reasons for the urgency shall be mentioned in the notice
418 convening the meeting or in the minutes of the meeting.

419
420 The meeting shall be held at the place specified in the convening notice and,
421 failing such specification, at the registered office of the association.

422
423 The Board of Administrators may meet by teleconference.

424
425 **Article 13. Deliberations of the Board of Administrators**

426
427 The Board of Administrators may only validly deliberate and pass resolutions
428 if the majority of its members are present.

429
430 The Board of Administrators may only validly deliberate and pass resolutions
431 on items not on the agenda if all of its members are present in person or by
432 proxy at the meeting and give their consent.

433
434 Such consent shall be deemed to have been given if no objection has been
435 recorded in the minutes.

436
437 The resolutions of the Board of Administrators shall be passed by a majority
438 of the votes cast.

439
440 In the event of a tie, the Chairman (“President”) or the person replacing them
441 shall have the casting vote.

442
443 **Article 14. Minutes of the Board of Administrators’ meeting**

444
445 The resolutions passed by the Board of Administrators shall be recorded in
446 minutes signed by the Chairman (“President”) of the meeting and the
447 administrators who so wish.

448
449 Such minutes shall be kept in a special register and published on the
450 association's website.

451
452 Board members may request that their opinions or objections to a resolution
453 of the Board of Administrators be recorded in the minutes.

454
455 All copies and extracts of the minutes shall be signed by one or more
456 members of the Board of Administrators having the power of representation,
457 in accordance with Article 15, §2 of these Articles of Association.

458
459 **Article 15. Powers of the Board of Administrators**

460
461 **§1. Powers**

462
463 The Board of Administrators shall have the power to perform all acts
464 necessary or useful for the achievement of the object and purpose of the
465 association, with the exception of those vested exclusively in the General
466 Assembly by statute or these Articles of Association.

467
468 However, the Board of Administrators must obtain the prior agreement of the

469 General Assembly for any participation of the association in the
470 incorporation of another association or company, any merger, demerger, or
471 contribution to an association or company.

472

473 **§2. Power of representation**

474

475 Without prejudice to the general power of representation of the Board of
476 Administrators as a collectively-responsible body, the association shall be
477 validly committed, in and out of court, and in all deeds drawn up by a public
478 official, by the joint signature of the Chairman (“President”) and another
479 administrator.

480

481 They shall not be required to produce proof of their powers to third parties.

482

483 **Article 16. Remuneration of the administrators**

484

485 The administrators shall not be paid for their services.

486

487 **Article 17. Day-to-day management**

488

489 The Board of Administrators may by ordinary majority vote, delegate the
490 day-to-day management, as well as the representation of the association
491 with regard to such management, to one or more administrators.

492

493 The Board of Administrators shall determine by ordinary majority vote
494 whether they act alone, jointly or as a collectively-responsible body.

495

496 The day-to-day management includes both acts and decisions that do not
497 exceed the needs of the daily life of the association and acts and decisions
498 which, either because of the minor interest they represent or because of their
499 urgency, do not justify the intervention of the Board of Administrators.

500

501 The Board of Administrators shall determine the powers and remuneration,
502 if any, for the persons responsible for the day-to-day management.

503

504 It may dismiss them at any time by ordinary majority vote.

505

506 **Article 18. Audit of the association**

507

508 Where required by law and within the limits provided for by law, the
509 association shall be audited by one or more statutory auditors.

510

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512 **TITRE IV.**
513 **GENERAL ASSEMBLY**
514

515 **Article 19. Composition**
516

517 The General Assembly is composed of the Full, Corresponding, Honorary and
518 Associate Members.

519
520 Associate Members may always attend the General Assembly but have
521 restricted voting rights that may only be exercised with respect to the
522 following subjects:

- 523 1. Place and time of the association's Annual Congress
524 2. Admission of a new Associate or Honorary Member
525 3. Dissolution, conversion, demerger, merger, contribution of business of
526 the association
527

528 **Article 20. Powers**
529

530 The General Assembly shall exercise the powers conferred on it by statute
531 and these Articles of Association.
532

533 The following powers are vested exclusively in the General Assembly:
534

- 535 1° alterations to the Articles of Association;
536 2° the appointment and dismissal of the administrators;
537 3° the appointment and dismissal of the statutory auditor;
538 4° the release of the administrators and the statutory auditor from their
539 liability as well as, where appropriate, bringing of legal action by the
540 association against the administrators and the statutory auditors;
541 5° the approval of the annual accounts and the budget;
542 6° the approval of the report of the previous General Assembly;
543 6° the acceptance of new Full, Corresponding or Honorary Members;
544 7° alterations to the Internal Rules and Regulations;
545 8° the dissolution of the association;
546 9° the exclusion of a Full, Corresponding or Honorary Member;
547 10° the conversion of the association into a cooperative company approved
548 as a social enterprise and into an approved social enterprise cooperative
549 company;
550 11° carry out or accept the free of charge contribution of a totality of assets;
551 12° all other cases where required by statute or these Articles of Association.
552

553 **Article 21. Holding and convening of meetings**
554

555 An Annual General Assembly shall be held at the registered office at 6:00pm
556 on the first Saturday of the month of April (at least during the first half) of
557 each calendar year for the purpose of approving the annual accounts. If such
558 day is a legal public holiday, the General Assembly shall be postponed to the
559 next working day.
560

561 In addition to such Annual General Assembly, the Board of Administrators
562 and, if applicable, the statutory auditor, must convene the General Assembly
563 in the cases provided for by statute or these Articles of Association, as well
564 as whenever the interests of the association so require or when at least one
565 fifth of the Full Members so request. In the latter case, the Full Members
566 shall indicate the subjects to be placed on the agenda in their request. The
567 Board of Administrators or, where applicable, the statutory auditor shall
568 convene the General Assembly within twenty-one days of the request for
569 convening it, and the General Assembly shall be held no later than the
570 fortieth day following such request.

571
572 The notices convening the General Assemblies shall contain the agenda and
573 all useful ancillary documents.

574
575 Any proposal signed by at least ONE FIFTH of the Full Members shall be
576 included on the agenda. They are made by e-mail sent at least fifteen days
577 before the General Assembly to the Members, the administrators and, if
578 applicable, to the statutory auditors. They are made by ordinary mail to
579 persons for whom the association does not have an e-mail address, on the
580 same date as the electronic convening notices are sent.

581
582 A copy of the documents that must be sent to the General Assembly
583 pursuant to the law shall be sent without delay and free of charge to the
584 Members, administrators and statutory auditors who so request.

585
586 Any person may waive the convening notice and, in any event, shall be
587 deemed to have been duly convened if they are present in person or by proxy
588 at the General Assembly.

589
590 General Assemblies are announced on the society's website (and on those of
591 its affiliated societies) with the information relevant to their holding, i.e. date
592 and time, place, agenda and all useful ancillary documents.

593
594 **Article 22. Admission to the General Assembly**

595
596 In order to be admitted to the General Assembly and to exercise their voting
597 rights, members must have the capacity of Members, be registered as such
598 in the register of members, and have paid their membership fees.

599
600 The convening notice may stipulate that in order to participate in the
601 General Assembly, members must furthermore inform the association at
602 least five working days before the assembly of their intention to attend by
603 post at the association's registered office or by e-mail sent to the
604 association's and secretary's e-mail address.

605
606 When the General Assembly deliberates on the basis of a report drawn up by
607 the statutory auditor, the statutory auditor shall take part in the assembly.

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610

611 **Article 23. Meetings**

612
613 The General Assembly shall be chaired by the Chairman (“President”) of the
614 Board of Administrators or, failing such, by the Vice-Chairman, or, failing
615 such, by the most senior administrator. If no administrator is present, the
616 General Assembly shall be chaired by the most senior member present.

617
618 **Article 24. Deliberations**

619
620 § 1. Associate members may always attend the General Assembly but have a
621 restricted right to vote on the following matters only:

- 622 1. Place and time of the association’s annual congress
623 2. Admission of a new Associate or Honorary member
624 3. Dissolution, conversion, demerger, merger, contribution of business of
625 the association

626
627 §2. Any assembly may only deliberate on the proposals on the agenda,
628 unless all the persons to be convened are present in person or by proxy, and,
629 in the latter case, if the proxies expressly specify such.

630
631 **§3. Majorities**

632
633 Except in the cases provided for by statute or these Articles of Association,
634 decisions shall be taken by a majority vote, regardless of the number of
635 members represented at the General Assembly.

636
637 The General Assembly shall decide on the following matters by a quorum of
638 TWO THIRDS of all its members (present in person or by proxy), and by a
639 majority of TWO THIRDS of the voters:

- 640 -alterations to the Articles of Association
641 -dissolution, conversion, merger, contribution of a totality of assets

642
643 **§4. Voting arrangements**

644
645 Votes shall be cast by **show of hands** or by entry on a voting list.

646
647 Votes concerning the admission or expulsion of a member, or the
648 appointment or dismissal of an administrator or any other individual referred
649 to by name, shall be cast by **secret ballot**.

650
651 Members who are unable to be present may also **vote in writing** before the
652 General Assembly. This written vote must be sent to the association (at least
653 at the Secretary) at the latest 7 days before the day of the General Assembly.
654 A written vote shall remain valid for each subsequent General Assembly
655 provided that the agenda contains the same business to be transacted.

656
657 **Article 25. Minutes**

658
659 § 1. The minutes recording the resolutions of the General Assembly shall be
660 recorded in a register kept at the registered office. They shall be signed by

661 the Chairman of the General Assembly and the Secretary, as well as by those
662 members present who so request.

663
664 The attendance list and any reports or postal votes shall be attached to the
665 minutes.

666
667 The register of minutes shall be kept at the registered office of the
668 association where all members may inspect them, but without moving the
669 register to another location.

670
671 Copies to be issued to third parties shall be signed by one or more members
672 of the Board of Administrators with power of representation.

673
674 §2. The minutes of the meetings of the General Assembly and the Board of
675 Administrators, once approved by the General Assembly, shall be accessible
676 to the members via a secure link on the website of the society.

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TITRE V.

FINANCING – FINANCIAL YEAR – INTERNAL RULES AND REGULATIONS

Article 26. Financing

In addition to the contributions that will be paid by the members, the association will be financed among others by donations, bequests and income from its activities.

Article 26. Financial year

The financial year begins on 1 January and ends on 31 December each year.

On the latter date, the company's accounts shall be closed and the Board of Administrators shall draw up the annual accounts in accordance with the applicable legal provisions. The Board of Administrators shall also draw up a budget proposal for the following financial year.

The Board of Administrators shall submit the annual accounts for the previous financial year and the budget proposal for the following financial year to the Annual General Assembly.

Article 28. Internal Rules and Regulations

The Board of Administrators may establish Internal Rules and Regulations and present them to the General Assembly for approval. Amendments to these Internal Rules and Regulations may be made by a General Assembly passing a resolution by ordinary majority vote of the Full Members, Corresponding Members and Honorary Members present.

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**TITRE VI.
DISSOLUTION – LIQUIDATION**

Article 29. Dissolution

The association may be dissolved at any time by a resolution of the General Assembly passed under the same conditions of special majority as mentioned above.

The reporting obligations that may be applicable in accordance with the law shall be complied with in this context.

Article 30. Liquidators

In the event of the dissolution of the association, for whatever reason and at whatever time, the administrators in office shall be appointed as liquidators pursuant to these Articles of Association if no other liquidator has been appointed, without prejudice to the right of the General Assembly to appoint one or more liquidators and to determine their powers and remuneration.

Article 31. Allocation of net assets

In the event of dissolution and liquidation, the Extraordinary General Assembly shall pass a resolution on the allocation of the association’s assets, which must in any case be allocated to a European non-profit association with a similar object.

Such allocation shall be carried out after settlement of all debts, charges and liquidation or after deposit of the amounts required for such purpose.

741 **TITRE VII.**
742 **MISCELLANEOUS PROVISIONS**

743
744 **Article 32. Official address for service**

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746 For the purposes of these Articles of Association, all members,
747 administrators, statutory auditors or liquidators domiciled abroad shall be
748 deemed to have appointed the registered office as their official address for
749 service at which place all communications, notices, process and service may
750 validly be sent to or served upon them if they have not appointed a different
751 official address for service in Belgium for the association's purposes.

752
753 **Article 33. Jurisdiction**

754
755 The courts of the place of the registered office shall have exclusive
756 jurisdiction over any dispute between the association, its members,
757 administrators, statutory auditors and liquidators relating to the
758 association's business and to the implementation of these Articles of
759 Association, unless the association expressly waives such jurisdiction.

760
761 **Article 34. Ordinary law**

762
763 The provisions of the Companies and Associations Code which are not
764 lawfully excluded shall be deemed to be incorporated in these Articles of
765 Association, and any provisions that conflict with the binding provisions of
766 the Companies Code shall be deemed ab initio null and void.

769 **FINAL AND/OR TRANSITIONAL PROVISIONS**

770

771 The comparators, meeting in a general meeting, shall take the following decisio
772 ns unanimously, which shall become effective only from the date of deposit at
773 the registry in accordance with the law.

774

775 1. Headquarters Address:

776

777 In view of the amendment to Article 2, the meeting specifies the address of the
778 registered office:

779 1180, Brussels, avenue Winston Churchill, 11/30, Belgium

780

781 The association's website is <https://www.eurolymphology.org/>

782

783 The association's e-mail address is ...

784

785 Any communication to this address by the members of the association shall be
786 deemed to have been valid.

787

788 2. Renewal/resignation/designation of administrators:

789

790 The Assembly decided to set the number of administrators at 28.

791

792 Are appointed/renewed as administrators for a term expiring on 1/10/2022:

793 - Monsieur BOCCARDO,

794 - Madame FOLDI,

795 - Monsieur BAUMEISTER, accepte ;

796 - Monsieur Olivier LEDUC,

797 - Monsieur Pierre BOURGEOIS,

798 - Madame CESTARI,

799 - Monsieur MICHELINI,

800 - Monsieur DIMAKAKOS,

801 - Monsieur Albert LEDUC (président honoraire),

802 - Monsieur BRORSON,

803 - Monsieur CAMPISI, Corradino

804 - Madame FORNER-CORDERO,

805 - Monsieur HAMADE,

806 - Monsieur HARFOUCHE,

807 - Monsieur MONETA,

808 - Monsieur WALD,

809 - Madame JOHANSSON,

810 - Monsieur OLSZEWSKI,

811 - here present/represented and who accepts;

812

813 Their mandate is free.

814

815 In accordance with the Articles of Agreement, the General Assembly shall then

816 on a proposal from the Board of administrators at the present time, appoint an
817 EXECUTIVE COMMITTEE consisting of:
818 The Chairman: Mr. F Boccardo
819 -two Vice-Presidents: Ms E Foeldi and Mr. RGH Baumeister
820 -a Treasurer: Mr. P Bourgeois
821 -one Secretary: Mr. O Leduc
822 -one Administrator delegated to day-to-day management: Mr. P Bourgeois

823

824 3. Commissioner

825

826 Since the association is not obliged to do so in view of the legal criteria, the wit
827 nesses decide not to proceed with the appointment of a Commissioner at the
828 present time.

829

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