

<p style="text-align: center;"><b>ARTICLES OF INCORPORATION</b> <b>EUROPEAN ASSOCIATION FOR MEDICAL DEVICE REPROCESSING</b></p>
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**ARTICLES OF INCORPORATION**

**TITLE I – THE ASSOCIATION**

**Article 1 : Legal form**

The association is set up under the legal form of an International Non-Profit-making Organization, hereafter referred to as “*AISBL*”.

The Association shall be governed by the provisions of title II of the Belgian law of 27 June 1921 on non-profit-making organizations, international non-profit-making organizations and foundations, as amended by the law of May 2, 2002, the law of January 16, 2003 and the law of December 22, 2003 (hereafter referred to as “*law on ASBL, AISBL and foundations*”).

**Article 2 : Name**

The AISBL is named "EUROPEAN ASSOCIATION FOR MEDICAL DEVICE REPROCESSING". It shall be referred to, in these articles of incorporation, as "*the Association*".

The name of the Association has to be mentioned on all acts, documents, invoices, publications, announcements, orders and any other documents emanating from the Association, preceded or followed by the terms "international non-profit-making organization" or the initials “AISBL” and the exact indication of the registered offices.

**Article 3 : Registered offices**

The Association's registered offices shall be located at 1000 Brussels, Rue Joseph II, 106, in the judiciary district of Brussels.

The registered offices may be transferred to any other address within the judiciary district of Brussels on a simple decision of the Executive Board.

Any change of address of the registered offices shall be published, within a month of its taking place, in the appendices of the *Moniteur belge* and must be notified to the Commercial Court.

#### **Article 4 : Duration**

The Association is set up for an indefinite period

### **TITLE II - PURPOSE AND ACTIVITIES**

#### **Article 5 : Purposes**

The Association's mission is the promotion of science, research and education within the European Union member countries, with the exclusion of any profit-making activity. Its purpose is to increase the quality in health care systems. The association further combats nosocomial infections and supports measures that lead to securing and improving the proper hygiene, functionality and working order of medical devices within the European member countries.

#### **Article 6 : Activities**

##### **6.1.**

The aims of the Association concerning the **promotion of science** are implemented particularly by bringing together scientists concerned and involved in the field of reprocessing medical devices, and promoting an exchanging of experience and developments between these scientists as well as other institutions and committees dealing with this subject (e.g. legislative committees, hospitals, etc.)

##### **6.2.**

The aims of the Association concerning the **promotion of research** are implemented particularly by performing and supporting field research in the field of reprocessing medical devices and enhancing the quality in health care systems.

##### **6.3.**

The aims of the Association concerning **education** are implemented particularly by:

- holding specialist events and distributing news concerning specialist information on quality assurance and quality management concerning the reprocessing of medical devices, as well as information concerning the state of the art of science in this field;
- educating the public, media and authorities as well as parliamentary and other institutions about the significance of the reprocessing of medical devices in conjunction with the quality of medical treatment given to patients.

The Association shall be permitted to engage in all forms of activity of direct or indirect relevance to the achievement of its aim and purpose.

### **TITLE III - MEMBERSHIP**

#### **Article 7 : Different types of membership**

The Association shall be open to Belgians and foreigners.

The Association shall consist of natural persons or legal persons constituted in accordance with the legislation

and customs of the State from which they come, institutes and representatives of certain interests.

The Association is composed of effective members and supporting members:

1. effective members are the full members and honorary members (with voting right)
2. supporting members are the promotion members and associated members (without voting right)

### **7.1. Effective members**

The Association is composed of at least (2) effective members, having all the rights granted to the effective members as provided for by the Law on ASBL, AISBL and foundations. The above mentioned founders are the first effective (full) members.

#### *7.1.1 Full members*

##### **1.**

The following may become full members of the Association :

- legal persons constituted in accordance with the legislation and customs of the State from which they come, regardless of their legal form, institutes, representatives of certain interests, and individual persons, who have a direct or indirect interest in the reprocessing of medical devices, as well as
- other natural and legal persons, who support the goals of the Association.

##### **2.**

Enterprises active in the field of reprocessing medical devices may be accepted as members only if they accept the respectively applicable minimum requirements for reprocessing medical devices, as decided each year by the General Assembly, and provide evidence that they actively engage themselves to promote their implementation.

Enterprises known to be themselves active as advisors in the field of reprocessing medical devices may be accepted as members only if they comply with the respective valid membership admission requirements.

##### **3.**

Full membership can be applied for by means of a written statement addresses to the Executive Board. The application must contain a written statement in which the applicant declares that he accepts the Articles of Incorporation valid on the date of his application as binding. The General Manager shall then at its own discretion decide on the application.

#### *7.1.2. Honorary members.*

Honorary Membership shall be awarded to particularly commendable natural persons, as decided by simple majority of the General Assembly. The person favored shall not be required to make an application.

#### *7.1.3. Termination of effective membership*

Membership is terminated either by means of resignation or through expulsion, or with natural persons also as a result of death, and with legal persons by means of their dissolution or, where such has not occurred, through their full termination. Resignation requires a written notification to the Executive Board and addressed to the registered offices of the Association. The Executive Board may by simple majority decide to expel a member for an important reason, such expulsion taking effect immediately. Important reasons include

the following circumstances:

- in spite of two written cautions, the member is grossly and reproachably violating the goals and/or the interests of the Association, particularly when he is culpably (no longer) meeting his obligations under the articles of incorporation, and/or
- membership dues are in arrears for more than one year, and/or
- insolvency proceedings have been initiated over the member's assets, or such proceedings have been rejected due to lack of bankrupt's assets.

The member to be expelled shall have no vote at such meetings, but must be allowed to defend his case prior to decision making. The Executive Board may suspend the member in question pending the decision of his expulsion.

In the event of the termination of the membership, for whatsoever reason, the member shall have to pay his membership fee and the costs that have been approved for the year in which the termination occurs.

#### 7.1.4.

No member shall be entitled to make claims from the assets of the Association, nor during his membership, nor after the termination of his membership for whatsoever reason.

## 7.2. Supporting membership

### 7.2.1. Promoters

Enterprises that are actively involved in the field of reprocessing medical devices, as well as natural and legal persons, who could under the provisions article 7.1 become full members, but choose to support and promote the Association from the outside, can be accepted as promoting members or "Promoters".

### 7.2.2. Associated experts

Enterprises that are known to be actively, independently involved as advisors in the field of reprocessing medical devices, who could under the provisions of article 7.1 become full members, but choose to support and promote the Association from the outside, can be assigned the status of "associated experts".

### 7.2.3.

Promoters and associated experts have the right to participate in all events held by the Association, particularly the General Assembly; however they have no voting rights and are not eligible for the Executive Board.

### 7.2.4

Articles 7.1.1., point 3 (application) and 7.1.3 (termination) apply to Promoters and Associated Experts accordingly.

## TITLE IV - MEMBERSHIP FEES AND RESOURCES

### Article 8 : Membership fees

Annual membership fees and due dates shall be suggested by the Executive Board and agreed by the General Assembly.

### **Article 9 : Resources**

Apart from the membership fees, the Association shall finance itself, among others, through donations and contributions in kind, as well as through contributions for and revenues from meetings and events organized by, for or with the collaboration of the Association.

## **TITLE V - GENERAL ASSEMBLY**

### **Article 10 : Composition**

The General Assembly body shall consist of all effective members, i.e. all full members and honorary members.

Each effective member shall have a voting right and shall be entitled to a single vote (except insofar as the articles of incorporation provide otherwise).

### **Article 11 : Powers**

The General Assembly shall be granted the requisite powers to pursue the aims of the Association.

Its powers shall include the following:

1. Appointment and dismissal of Executive Board members
2. Fixation of the membership fees in compliance with article 8
3. Adoption of budgets and annual accounts
4. Discharge of Executive Board members and commissioners
5. Amendments of the articles of incorporation
6. Voluntary dissolution and liquidation of the Association

### **Article 12 : Meetings, invitations and agenda**

#### *12.1. Ordinary General Assembly*

The General Assembly, chaired by the President of the Executive Board, shall meet at least once a year, preferably within the first quarter of each calendar year, at the registered offices of the Association or at an alternative address stated on the invitation, in accordance with the legal requirements.

Invitations, to be sent out by the President of the Executive Board of the Association at least one month before the meeting, shall be accompanied by the agenda, containing the items listed by the Executive Board or requested by at least 1/20 of the effective members.

Invitations may be circulated by letter, fax, email or any other means of communication.

Applications for expanding the agenda of an ordinary General Assembly are to be considered if they are received by the Executive Board at the registered offices of the Association 2 weeks prior to the date of the meeting and emanate from at least 1/20<sup>th</sup> of the effective members. The Executive Board shall immediately

inform the members of this.

### *12.2. Extraordinary General Assembly*

Furthermore, an extraordinary General Assembly may be convened by the Executive Board as and when it deems it necessary, or when at least 3/5<sup>th</sup> of the members request such a meeting in writing, and stating the respective purpose, or when the interests of the Association deem this necessary. General Assemblies are to be summoned by the Executive Board in writing.

There must be a period of at least 8 days between the dispatch of the invitation and the date of the meeting. An agenda is to be attached to the invitation.

Invitations may be circulated by letter, fax, email or any other means of communication.

Applications for expanding the agenda of an ordinary General Assembly are to be considered if they are received by the Executive Board at the registered offices of the Association 48 hours prior to the date of the meeting and emanate from at least 1/20<sup>th</sup> of the effective members. The Executive Board shall immediately inform the members of this.

### *12.3. Organization*

The President or someone assigned by him shall serve as the meeting organizer. The meeting organizer shall assign the keeper of minutes, who should preferably be a member of the Executive Board, as well as the procedure on voting.

## **Article 13 : Quorum**

Except in exceptional cases provided for by these articles of incorporation, the General Assembly is considered quorate when at least 1/10<sup>th</sup> of the members appear or are represented.

Members may ask to be represented on the General Assembly by another member, who must be supplied with a formal statement of proxy. However, no member may stand in for more than two other members in this manner.

Absent members may also hand in their written votes through attending members.

## **Article 14 : Decision taking**

Except in exceptional cases provided for by these articles of incorporation, decisions shall be taken by simple majority of the members present or represented and shall be notified to all members.

No decision may be taken on a matter not included on the agenda.

The decisions taken by the General Assembly shall be recorded in a minute signed by the President and the meeting organizer and kept in a register of minutes, which can be consulted by the effective members at the registered offices of the Association.

Supporting members or third parties who want to consult the register of minutes of the General Assembly, have to a request with the Executive Board, that can accept or refuse the request at its own discretion and does not have to motivate a decision of refusal.

## TITLE VI – EXECUTIVE BOARD

### **Article 15 : Composition**

The Association shall be managed by the Executive Board composed of at least 2 members, namely a President and a General Manager.

The members of the Executive Board shall be elected by the General Assembly for a period of at least three years by simple majority of the present or represented members.

When a member of the Executive Board resigns prior to the normal end of term, the Executive Board shall for the remainder of this term replace the resigned member by another member elected at a General Assembly.

Until this replacement election takes place, the resigned member shall remain in office.

Executive Board members may be voted out of office by the General Assembly at any time prior to the normal end of term. This requires a majority of 3/4<sup>th</sup> of the present or represented effective members.

Reelections are permitted. Elections are to take place by secret ballot.

The Executive Board shall elect a President, a General Manager, a secretary and a treasurer from its midst.

The members of the Executive Board work in an honorary capacity. All proven reasonable expenses arising out of their office, shall be reimbursed.

All decisions relating to the appointment, dismissal and discontinuation in office of Executive Board members and drawn up in accordance with the law shall be notified to the Commercial Court to be placed on record and shall be published, at the Association's expense, in the appendices of the *Moniteur belge*.

### **Article 16 : Powers**

The Executive Board shall be vested with wide-ranging powers for the performance of all administrative acts and arrangements of relevance to the achievement of the purposes of the Association, other than those specifically vested in the General Assembly under article 11.

The Executive Board shall therefore be vested with residual powers

### **Article 17 : Meetings and invitations**

The Executive Board shall meet at least once a year.

Meetings shall be convened by the President. Invitations shall be sent by letter, fax, electronic mail or any other means of communication.

### **Article 18 : Quorum**

The Executive Board may hold a meeting only if the majority of Executive Board members is present or represented.

A member of the Executive Board shall be considered as present, even if his participation to the meeting is realized through video conference or telephone conference.

Should insufficient members be present for a meeting to be held, the President or General Manager shall be empowered to postpone the meeting until a subsequent date on which it shall be specially reconvened with the same agenda. That second meeting may be held whatever the number of members present or represented.

Each member may ask to be represented by another Executive Board member. However, no one member may represent more than two other members.

## **Article 19: Decision taking**

The Executive Board makes its decisions based on a simple majority. In a tied vote, the President's vote decides.

The decisions taken by the Executive Board shall be recorded in a minute signed by the President and the secretary of the Executive Board and kept in a register of minutes, that can be consulted by the effective members at the registered offices of the Association.

## **Article 21 : Management**

In order to perform its duties, the Executive Board may employ a management that is responsible to it.

The Executive Board shall negotiate and determine the contractual conditions of members of the management of the Association.

## **Article 22 : External representation**

### **22.1.**

Without prejudice to the power of delegation provided for in these articles of incorporation, all actions which commit the Association, other than those pertaining to day-to-day management, shall bear either the signature of two members of the Executive Board, including the President or the General Manager, who shall not be required to provide to third parties details of any relevant decision by the Executive Board, or the signature of persons delegated for this purpose by a special meeting of the Executive Board.

### **22.2.**

The Executive Board may delegate to one or more persons, who may or may not be chosen from amongst its members, working on an individual, shared or collegial basis, power of signature for certain specific legal acts. The procurators shall bind the Association within the limits of the given mandate, according to the legal provisions with respect to the mandate.

### **22.3.**

The daily correspondence and management statements may bear the signature of either the president or the General Manager of the Executive Board or a member of the management of the Association appointed to this end by the Executive Board, without prejudice to any option by these persons to delegate their powers of signature.



22.4.

Legal proceedings shall be followed on behalf of the Association, by its Executive Board, at the suit of the President or the General Manager or of a member of the management appointed to this end by the Executive Board.

22.5.

Statements relating to the appointment, dismissal and discontinuation in office of persons empowered to represent the Association, drawn up in accordance with the law, shall be notified to the Commercial Court in order to be placed on record and shall be published, at the Association's expense, in the appendices of the *Moniteur belge*.

## **TITLE VII - BUDGET AND ACCOUNTS OF THE ASSOCIATION**

### **Article 23 : Accounts**

The financial year shall commence on 1<sup>st</sup> January and end on the 31<sup>st</sup> December.

The accounts of the Association shall be drawn up in accordance with article 53 §2 of the Law on ASBL, AISBL and foundations, as long as the criterions provided for in article 53 §3 are not fulfilled.

The Executive Board shall appoint a commissioner to audit the accounts of the Association, in accordance with article 53 §5 of the Law on ASBL, AISBL and foundations, as soon as the criterions provided for in said articles are fulfilled.

The Executive Board shall draw up a budget each year for the coming financial year, as well as the accounts for the financial year just elapsed, and these shall be submitted for adoption to the ordinary General Assembly.

The accounts shall be forwarded, in accordance with article 51 of the law, to the Commercial Court.

## **TITLE VIII - AMENDMENT OF THE ARTICLES OF INCORPORATION**

### **Article 24 : Amendment of the articles of incorporation**

Without prejudice to articles 50 §3, 55 and 56 of the law on ASBL, AISBL and foundations, any proposal designed to amend the articles of incorporation of the Association must be issued by the Executive Board or at least 1/5<sup>th</sup> of the effective members of the Association.

In the event of a proposal to amend the articles of incorporation, the Executive Board shall communicate to the effective members of the Association, at least 1 month in advance, the date of the General Assembly at which a decision is to be taken on the proposal in question as well as the text of the amendments proposed.

No decision on the amendment of the articles of incorporation shall be valid unless at least 2/3<sup>rd</sup> of the effective members are present or represented and the decision is voted by a majority of 2/3<sup>rd</sup> of the present or represented members of the Association.

However, no decision on the amendment of the purposes of the Association, shall be valid unless it is voted by a majority of 4/5<sup>th</sup> of the present or represented members of the Association.

However, should the General Assembly not be attended by the required 2/3<sup>rd</sup> of the members of the Association, a new General Assembly shall be convened, subject to the same requirements as above, in order

to take a final and valid decision on the proposal in question, by a majority of 2/3<sup>rd</sup> of the present or represented members, or 4/5<sup>th</sup> for a decision with respect to the amendment of the purposes of the Association. The second General Assembly cannot be convened within less than 15 days after the first General Assembly.

Amendments to the articles of incorporation shall take effect only after they have been adopted by the competent authority in accordance with article 50 §3 of the law and after publication in the appendices of the *Moniteur belge* in accordance with article 51 §3 of the Law on ASBL, AISBL and foundations.

Amendments to the purposes of the Association shall take effect only after they have been approved by Royal Decree in accordance with article 50 §3 of the law.

## **TITEL IX - DISSOLUTION OF THE INTERNATIONAL ASSOCIATION**

### **Article 25 : Dissolution**

Without prejudice to articles 50 §3, 55 and 56 of the law on ASBL, AISBL and foundations, any proposal designed to dissolve the Association must be issued by the Executive Board or at least 1/5<sup>th</sup> of the members of the Association.

Any proposal to dissolve the Association shall be communicated by the Executive Board to all the effective members at least 1 month before the General Assembly at which the proposal is to be discussed.

No decision on the dissolution shall be valid unless it is voted with the quorum and the majority required for an amendment of the purposes of the Association, as provided for under article 24.

However, should the General Assembly not be attended by the required 2/3<sup>rd</sup> of the members of the Association, a new General Assembly shall be convened, subject to the same requirements as above, in order to take a final and valid decision on the proposal in question, by a majority of 4/5<sup>th</sup>. The second General Assembly cannot be convened within less than 15 days after the first General Assembly.

All decisions relating to the dissolution and liquidation of the Association shall take effect only after they have been adopted by the competent authority in accordance with article 50 §3 of the law and after publication in the appendices of the *Moniteur belge* in accordance with article 51 §3 of the Law on ASBL, AISBL and foundations.

### **Article 26 : Destination of net assets**

In the event of dissolution of the Association, its net assets, moveable and immovable, shall be distributed by the General Assembly, to one or more organizations, associations or foundations named by it and which pursue aims similar to those of the Association.

## **TITLE X - GENERAL PROVISIONS**

### **Article 27**

Any matters for which these articles of incorporation contain no provision and in particular the notices to be published in the appendices of the *Moniteur belge*, shall be settled in accordance with the provisions of title II of the Law on ASBL, AISBL and foundations.