

STATUTES

Company number: 0556.724.867

Full name: EUROPA UOMO

Legal form: Non-profit association

Registered office: Vrijheidstraat 32, bus 13, 2000 Antwerpen

E-mail address: europauomo@skynet.be

The General Assembly of 06/06/2020 convened and having the necessary attendance numbers, decided at its session to amend the statutes in their entirety and to replace them with the text below.

TITLE 1: LEGAL FORM – NAME – REGISTERED OFFICE – OBJECTIVES AND ACTIVITIES – DURATION

ARTICLE 1 – LEGAL FORM - NAME

A non-profit association called "Europa Uomo" is established.
The association falls within the scope of the Belgian Code of Companies and Associations, as introduced in the Belgian legislation by the Law of March 23, 2019, published in the *Belgian Official Gazette* of April 4, 2019.

ARTICLE 2 – REGISTERED OFFICE

The registered office of the association is located at the following address: Vrijheidstraat 32, in 2000 Antwerp and falls under the Flemish Region.
It can be transferred to another place in the Flemish Region by simple decision of the Board.
The Board can create administrative offices or branches whenever and wherever it deems this necessary, both in Belgium and abroad, subject to compliance with all legal provisions that must be respected.

ARTICLE 3 – OBJECTIVES AND ACTIVITIES

The principal concerns of Europa Uomo are prostate cancer and prostate-related conditions.

Europa Uomo aims to provide support and solidarity to men with prostate cancer and their families throughout Europe:

- by calling for better information and awareness by public and health operators about prostate cancer, its prevention and treatment;
- by increasing the general awareness of the importance of this disease and by promoting joint efforts with regard to research, prevention, early diagnosis and treatments.

Europa Uomo shall promote initiatives to give an appropriate priority to prostate diseases in general and prostate cancer in particular, in the context of European health issues, with full respect for cultural differences in each country.

Such aims will also be pursued by organising international campaigns at European level, through conferences, magazine publications, and other informational material, research, exchanges and seminars.

Europa Uomo may participate in any debate or activities at European and international level on any matters that may involve patients, their treatments and rights, to take positions on these and to communicate these to the appropriate parties. As such, Europa Uomo can take part in any multi-stakeholder organisation to defend the position of its members without giving up its independence. Europa Uomo can also become a member of other European and international organisations.

Europa Uomo shall also assist its affiliate members, active within their national boundaries, to obtain the same exposure and awareness by organising advocacy training and providing basic informational tools (brochures, material for a website, etc.) which can be used by the affiliate members.

Europa Uomo shall promote quality of life of prostate patients and their families, using all possible means.

Europa Uomo may acquire assets of any kind and conclude any agreements, including commercial contracts, that may be necessary or useful to achieve the aims of Europa Uomo.

ARTICLE 4 – DURATION

The association has been established for an unlimited duration.

TITLE II. MEMBERSHIP: MEMBERS, FULL AND OTHER CATEGORIES OF MEMBERSHIP, ACCEPTANCE, EXCLUSION AND DISMISSAL OF MEMBERSHIP, ANNUAL MEMBERSHIP.

ARTICLE 5 - MEMBERS

The association consists of two types of members: full members and other members. Within the other members, a distinction is also made between the associate members, the supporting members and the honorary members. The other members as stated in these statutes are as follows: "associate members", "supporting members" and "honorary members". There must be at least three full members with all rights as described for the "members" in the Belgian Code of Companies and Associations. Full members have all rights and obligations described in the Belgian Code of Companies and Associations and in these statutes. Other members only have the rights and obligations described in these statutes. Other members have no voting rights.

In general, patient associations that wish to become a member of Europa Uomo cannot use this name unless it is followed by a designation of a location such as a

country and such naming must be approved by the Board, subject to a right of appeal to the General Assembly.

Freely established patient-led prostate cancer patients' supporting associations (having a governing body with a majority of patients) subscribing to the objectives of Europa Uomo while enjoying full administrative and organisational liberty and autonomy, may apply for full membership. Member organisations are completely free to organise their association in accordance with the legal and practical possibilities of their country.

As mentioned above, in addition to full members, there are also other members who are subdivided into associate members, supporting members and honorary members.

Associate members are freely established patient-led patient organisations (having a governing body with a majority of patients) that deal with patient support in general and issues in cancer in particular and subscribing the objectives of Europa Uomo. While enjoying full administrative and organisational liberty and autonomy they may apply for associate membership. Associate member organizations are completely free to organise their association in accordance with the legal and practical possibilities of their country.

Supporting members are organizations that subscribe to the objectives of Europa Uomo and have administrative and organizational liberty and autonomy. If the organizations meet the aforementioned requirements, they may apply for membership as supporting members. Supportive membership may also be offered to organizations that can help Europa Uomo to realise its objectives.

Individuals may be offered honorary membership of Europa Uomo as a reward for services rendered to Europa Uomo. Such persons are called honorary members.

ARTICLE 6 – MEMBERSHIP: ACCEPTANCE, EXCLUSION, RESIGNATION

Any organization that wishes to apply for membership, as described under article 5, must file an application for membership with the secretariat of Europa Uomo. In this application, the candidate member must submit all necessary information (statutes, composition governing body, budget, working report of the previous year and funding sources) in order for the Board of Europa Uomo to judge the eligibility of the applicant. Based on the consideration of the application, the Board shall make a proposal to the next General Assembly where a majority vote shall decide on the application.

Where an applicant for full membership is not accepted, the applicant may be offered associate membership provided that the General Assembly agrees to grant the associate membership to the candidate member.

At the General Assembly of Europa Uomo only full members may vote under the following conditions:

- For each country with at least one full member there will be one vote.
- If there is more than one full member in a country, it shall be a matter for these full members to decide who will have their national vote.

- If there is more than one full member in a country, and if the full members of a country cannot agree who shall exercise the national vote, they shall forfeit the national vote at the upcoming General Assembly.

Candidates for the status of supporting members and honorary members may be proposed by the Board to the General Assembly which shall decide by simple majority on the candidature of these members.

Membership shall become effective only after a positive decision of the General Assembly, subject to provisions of article 6 of these statutes.

At General Assemblies all members may participate, but only one delegate (the voting delegate as defined in this article), per country may vote and all others may be present as observers and may give opinions and advice.

Any member organisation may submit its resignation from Europa Uomo by a registered letter to the secretariat of Europa Uomo together with a copy of their organization's Motion to that effect signed by both its Chairman/President and its Secretary. Any resignation shall be reported at the next General Assembly.

Full, associate and supporting membership may be terminated by decision of the General Assembly, if the member no longer meets the conditions stated in these statutes to become a member of Europa Uomo in the relevant category of membership. If a full or an associate member has not paid the annual membership fee on 31 March of the relevant calendar year, the secretariat of Europa Uomo will request the member concerned, in writing during the month of April (by letter or by e-mail), to pay the membership fee before the General Assembly.

If the General Assembly determines that the member concerned, reminded by the secretariat of Europa Uomo during the month of April, has not yet paid his membership fee, the member concerned will be heard and the General Assembly will then decide whether membership as a full member, or whether as an associate member, as the case may be, will be revoked or not. Whatever the decision of the General Assembly will be, the decision, duly substantiated, will be communicated to the member concerned by registered letter.

Full, associate and supporting members shall be invited every three years to submit documents to prove that they are still in compliance with the criteria for membership.

ARTICLE 7 – ANNUAL DUES

The annual membership fee for full members and associate members shall be the subject of a recommendation each year by the Board to the General Assembly as part of the agenda for the meeting, whether it is for an increase or a continuation of the previous fee. Such proposal may be altered or approved by the General Assembly.

The Board, at its discretion, may recommend to the General Assembly a waiver of dues from new members subject to such waiver not exceeding three years.

TITLE III. GENERAL ASSEMBLY: POWERS, COMPOSITION, ASSEMBLY AND INVITATION, VOTING AND DECIDING

ARTICLE 8 – GENERAL ASSEMBLY

§ 1. The following powers are exclusive to the General Assembly:

- a) Changing the statutes;
- b) Appointing and removal of the Board by election and, if appropriate, Commissioners;
- c) Approving the annual accounts and the budget;
- d) Giving discharge to the Board members, as well as, where applicable, the discharge to the Commissioners and the filing of an association claim against the Board;
- e) Dissolve Europa Uomo;
- f) Acceptance or exclusion of a member;
- g) Acceptance of house rules or bye-laws and their alteration proposed by the Board or any member association;
- h) All other cases in which the Companies and Associations Code or the present articles of association require the intervention of the General Assembly.

§2. Composition

The General Assembly shall comprise all members of Europa Uomo. As set forth under Art. 5 and 6 of these statutes, the “full” members’ delegates from each country shall decide in advance on the delegate who will have the voting rights for their country. This delegate will be called the “voting delegate”.

The voting delegate shall declare that he or she has no conflict of interest on any point on the agenda. Should a conflict of interest be declared then the delegate shall leave the assembly during deliberations and votes on agenda points on which he or she has declared a conflict of interest.

§3. General Assembly

The General Assembly shall meet in plenary sessions, in person, in writing or by electronic means. Voting shall be on a country basis by the voting delegates only.

The General Assembly shall meet under the Chairman of Europa Uomo, at least once every year, in principle, during the month of June and in any case not earlier than 15 May. The General Assembly shall be convened by letter, fax or email at least 30 calendar days before the actual date of the meeting. The agenda of the General Meeting shall be attached to the invitation.

§ 4. Voting, deciding.

The quorum for an ordinary General Assembly is fifty per cent (50%) of countries plus one represented in Europa Uomo. A full member can give their proxy by sending an ordinary letter, fax or e-mail to the secretariat of the Europa Uomo. Only persons who are part of the delegation of a full member, whether or not entitled to vote during the General Assembly, can vote as proxy during this General Assembly. However, a full member can only represent one other full member in the votes at the General Assembly.

If there is no quorum, a second ordinary General Assembly shall be convened by the Board or Commissioners after at least two weeks have passed and such

second meeting shall be legal whatever the number of Voting Delegates present or represented.

The members of the Board have no voting rights arising from their membership of the Board, but if nominated as the voting member of their country they shall have the right to vote in that capacity.

All resolutions shall be decided by simple majority unless specified otherwise in these statutes and in the Code of Companies and Associations. Resolutions shall be minuted in a record signed by the Chairman and the Secretary of Europa Uomo and kept in the registered office of Europa Uomo. Amendments to these Statutes and to the bye-laws of Europa Uomo may be decided by ordinary General Assembly meetings provided that the contents of such amendments are clearly indicated in its agenda and in accordance with art.9 of these statutes.

TITLE IV. CHANGE OF STATUTES

ARTICLE 9

Without prejudice to the application of the Code of Companies and Associations, no proposal to amend the statutes or the dissolution of Europa Uomo shall be considered unless it has the support of at least one fifth [20%] of countries having "full" membership of Europa Uomo.

The Board shall, on receipt of such proposal, decide whether the proposal shall be considered at the next ordinary General Assembly or should be considered at a Special General Assembly. Such General Assembly may only decide on any change in the statutes if two-thirds of the voting delegates are present or represented by proxy.

If this last condition is not met, a second convocation is required and the new meeting deliberates and decides validly, regardless of the number of members present or represented. The second meeting may not be held within fifteen days following the first meeting.

A proposal to alter these Statutes shall have effect only if carried by three-quarters of votes cast, with abstentions neither in the numerator nor in the denominator. However, if the amendment to the statutes relates to the object or self-interest of the association, the amendment to the statutes is only adopted if it has obtained four-fifths of the votes cast, whereby abstentions in the numerator or denominator are not included.

TITLE V. BOARD: POWERS, COMPOSITION, ASSEMBLY – DECISIONS – REGISTER OF RESOLUTIONS

ARTICLE 10 – The Board

§1. Powers of the Board.

The Board shall be responsible for all matters of administration and management necessary or useful to achieve the goals and objectives of the association, with the exception of those actions for which only the General Assembly is competent in application of the Code of Companies and Associations.

The powers of the General Meeting are set out in Article 8, § 1, of these statutes. The Board may decide to delegate the day-to-day management of Europa Uomo to one or more of its members or other persons. The Board shall decide on the powers of such executive management.

§2. Composition of the Board

The Board shall consist of at least seven and not more than nine members elected from a list of persons proposed by the "full" members. At all times, the number of Board members must be lower than the total number of "full" members, and a minimum of three.

Board members may be elected by the members of the General Assembly for a maximum of two consecutive terms of three years. Afterwards they will have to wait for at least thirty-six months before they can be eligible for a new appointment as a Board member. Only a person who is a member of a full member organisation of Europa Uomo is eligible to be nominated for membership of the Board.

As a matter of law Board membership ceases on death, in addition, resignation, or incapacity to participate at Board meetings (as decided by the other Board members), or a decision to withdraw membership by the General Assembly, loss of civil rights, or the said member being declared unsuitable by the General Assembly to fulfill the mandate as a result of improper behaviour.

Each Board member shall declare that he or she has no conflict of interest on any point of the agenda on which he or she is present. Should a conflict of interest be declared, the Board member shall leave the meeting before the deliberations and votes on the agenda item or items for which he or she has declared a conflict of interest.

Board members may at all times be removed from the Board by a decision of the General Assembly for stated cause by a two-third majority. Such removal must follow proper fair procedures.

If the place of a Board member becomes vacant before the end of his mandate and the General Assembly has not immediately designated a replacement, the remaining Board members have the right to co-opt a new Board member who may serve the balance of the term of the vacating member subject to confirmation provision in the following paragraph.

The next General Assembly must confirm the mandate of the co-opted Board member. Upon confirmation, the co-opted Board member fulfills the mandate of his predecessor. In the absence of confirmation, the mandate of the co-opted Board member ends at the end of the General Assembly, without affecting the regularity of the composition of the Board up to that time.

The Board shall elect from its membership a Chairman, a Secretary, a Treasurer and two Vice-Chairmen. Any outgoing Chairman shall be available to the Board if so required.

All decisions on the appointment and changes in the composition of the Board shall be filed with the Registry of the Enterprise Court of Antwerp for publication in the annexes of the Belgian Official Gazette and the Crossroads Bank for Enterprises. Any amendment to the Statutes of Europa Uomo must be notified to the Belgian authorities and accordingly the amended statutes with accompanying documents shall be filed with the Registry of the Enterprise Court of Antwerp for publication in the annexes of the Belgian Official Gazette and the Crossroads Bank for Enterprises.

§ 3. Meetings of the Board

The Board shall meet at least two times a year. The meetings will take place at the invitation of the Secretary, sent by e-mail, fax, or other electronic means and this at least fifteen days before the date of the meeting.

The Board may also meet whenever the Chairman or Secretary deems it necessary, or when three members of the Board request it in writing.

§ 4. Decisions of the Board

Resolutions shall be decided by simple majority provided that a majority of Board members are present. If there is a tied vote, the chair of the meeting shall have a deliberative and casting vote.

§ 5. Personnel

Should the need arise, the Board may employ and pay a person qualified to organize and carry on the work of Europa Uomo. The Board will determine the contractual conditions for the employment of any employees and the employment will be subject to the social legislation of the country of employment.

§ 6. Register of minutes of Board meetings

The minutes of the Board meetings shall be written in a record signed by Chairman and Secretary.

The minutes of the meetings with the decisions and resolutions of the Board are kept in a register that can be consulted at the secretariat of Europa Uomo.

TITLE VI. LEGAL REPRESENTATION OF THE ASSOCIATION WITH REGARD TO THIRD PARTIES

ARTICLE 11

Any documents that bind Europa Uomo may be signed by any two Board members who have been given the authority by the Board. These representatives do not have to prove their status.

The Board exercises all the legal rights of Europa Uomo and in such an event may be legally represented by two Board members, or its Chairman, or secretary or any executive charged with such by the Board.

In application of Article 9: 7, § 2, of the Code of Companies and Associations, such a representation clause may be invoked against third parties under the conditions specified in Article 2:18 of the aforementioned Code.

Any decision on the appointment or termination of persons qualified to commit Europa Uomo shall be published according to Belgian law.

TITLE VII. FINANCIAL POLICY

ARTICLE 12 – ANNUAL ACCOUNTS AND BUDGET

The financial year runs from January 1 to December 31. The annual accounts for the past financial year and the budget for the financial year following the financial year to which these annual accounts relate are, possibly through the Treasurer's mediation, prepared by the Board and submitted for approval to the General Assembly.

In order to enable the General Assembly to make an informed judgment as to whether the annual accounts and the budget can be approved, the two aforementioned documents will be made available to all members of the General Assembly prior to the General Assembly.

The annual accounts and all ledger accounts are audited by a statutory auditor, appointed by the General Assembly.

The Board will ensure that the annual accounts approved by the General Assembly are filed with the Registry of the Antwerp Commercial Court.

TITLE VIII. DISSOLUTION – LIQUIDATION

ARTICLE 13 – DISSOLUTION

Apart from the cases of judicial dissolution and dissolution by operation of law, dissolution can only be decided by the General Assembly, in accordance with article 2: 109 of the Code of Companies and Associations and in accordance with these statutes.

The resolution to dissolve also mentions the appointment of three liquidators. In the absence of this, the court may make such an appointment at the request of the most interested stakeholder.

ARTICLE 14 – DESTINATION OF THE ASSETS

Whatever the cause of the dissolution, the allocation of the net assets is determined by the General Assembly at which the liquidators can submit proposals.

When determining the destination, the liquidators and the General Assembly must take into account the purpose of the present association and also impose that condition on the beneficiary.

Under no circumstances may the assets be allocated to the members or former members, unless it would be associations with a purpose equivalent to that of the dissolved association. Even then, the goods must remain intended for a purpose such as that of the dissolved association.

TITLE IX. – GENERAL STATEMENT

ARTICLE 15

Matters that would not have been regulated by these statutes, will be settled in accordance with the Code of Companies and Associations