

STATUTES EUROPA UOMO

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On January 1, 2023, the seat of the non-profit organization Europa Uomo was transferred to the new office at Brusselstraat 51, 2018 Antwerp.

ARTICLES OF ASSOCIATION

TITLE I: LEGAL FORM – NAME – REGISTERED OFFICE – PURPOSE 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 into Belgian law by the Law of March 23, 2019, published in the Belgian Official Gazette of April 4, 2019.

ARTICLE 2 – SEAT

The association's registered office is located at the following address: Brusselstraat 51, 2018 Antwerp and falls under the Flemish Region.

He can be transferred to another location in the Flemish Region by simple decision of the Administrative Body.

The Administrative Body may open administrative offices or branches when and where it deems this necessary, both in Belgium and abroad, provided that all legal provisions that must be respected in this regard are observed.

ARTICLE 3 – ACTIVITIES OBJECTED BY THE ASSOCIATION IN THE FRAMEWORK OF ITS DIFFERENT PURPOSE.

The main focuses of the non-profit organization Europa Uomo are prostate cancer and prostate-related diseases.

Providing support and solidarity to men with prostate cancer and their families throughout Europe is the selfless goal of the non-profit organization. Some examples of activities that the association focuses on:

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

The non-profit organization Europa Uomo will promote initiatives to give appropriate priority to prostate diseases in general and prostate cancer in particular, in the context of European health issues, taking into account the cultural differences between countries.

Such objectives will also be pursued by organizing international campaigns at European level, through conferences, journal publications, and other informative materials, research, exchanges and seminars.

The non-profit organization Europa Uomo may participate in any debate or activities at European and international level on any matter involving patients, their treatments and rights, in order to take positions on them and communicate them to the appropriate parties. As such, the non-profit organization Europa Uomo can participate in any multi-stakeholder organization to defend the position of its members without giving up its independence. The non-profit organization Europa Uomo can also become a member of other European and international organizations.

The non-profit organization Europa Uomo will also assist its members, active within their national borders, to achieve the same image and awareness by organizing advocacy training and offering basic information tools (brochures, material for a website, etc.) that can be used by the members.

The non-profit organization Europa Uomo will promote the quality of life of prostate patients and their families, using all possible means.

The ASBL Europa Uomo may acquire assets of any kind and conclude agreements, including commercial contracts, that may be necessary or useful for achieving the objectives of the ASBL Europa Uomo.

ARTICLE 4 – DURATION

The association was established for an unlimited duration.

TITLE II: MEMBERSHIP: MEMBERS, FULL AND AFFILIATED MEMBERS, ACCEPTANCE, EXCLUSION AND DISMISSAL FROM MEMBERSHIP, ANNUAL MEMBERSHIP FEES

ARTICLE 5 – MEMBERS

The association consists of 2 types of members: full members and other members. Within the other members, a further distinction is made between associate members, supporting members and honorary members. The other members are mentioned in these articles of association as follows: “associate members”, “supporting members” and “honorary members”. There are at least three full members with all rights as described for 'members' in the Code of Companies and Associations. Full members have all rights and obligations described in the Code of Companies and Associations and in these articles of association. Other members only have the rights and obligations described in these articles of association. Other members have no voting rights.

Membership of the Europa Uomo is possible for patient associations that wish to become members of the Europa Uomo, provided that they do not use the same name [Europa Uomo] unless it is followed by a reference to a location such as a country and such naming must be approved by the Governing Body, subject to a right of appeal to the general meeting.

Full members are independent, patient-led prostate cancer self-help groups (with a governing body consisting of a majority of patients), who endorse the objectives of the non-profit organization Europa Uomo and have full administrative and organizational freedom and autonomy. If they meet these conditions, they can apply for full membership. Member organizations are free to organize their bodies in accordance with the laws and practical possibilities of their country.

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

Associate members are well-established patient-led patient groups [with a governing body consisting of a majority of patients] that deal with patient support in general and cancer problems in particular and who endorse the objectives of the non-profit organization Europa Uomo. While enjoying full administrative and organizational freedom and autonomy, they may nominate themselves as associate members. Joined associate member organizations are completely free to organize their association in accordance with the legal and practical possibilities of their country.

Affiliated supporting members are organizations that endorse the objectives of the non-profit organization Europa Uomo and have full administrative and organizational freedom and autonomy. If the organizations meet the aforementioned requirements, they may nominate themselves as affiliated supporting members. Supporting membership can also be offered to organizations that help the non-profit organization Europa Uomo to achieve its objectives.

Honorary membership can be offered to individuals as a reward for services rendered to the non-profit organization Europa Uomo. Such persons are called admitted honorary members.

ARTICLE 6 – MEMBERSHIP: ACCEPTANCE, EXCLUSION, DISCLOSURE

Any organization wishing to apply for membership, as described in Article 5, must submit an application for membership to the secretariat of the non-profit organization Europa Uomo. With this application, the candidate member must submit all necessary information (statutes, composition of the board, budget, operating report of the previous year and sources of financing) so that the Board of the non-profit organization Europa Uomo can assess whether the candidate is eligible or not. Based on consideration of the application, the Board will submit a proposal to the next General Meeting, where a majority vote will decide whether or not to accept the candidacy.

If an application for full membership is not accepted, the applicant may be offered “associate membership”, provided that the General Meeting agrees to granting the acceded associate membership to the candidate member.

At the General Meetings of the non-profit organization Europa Uomo, only full members can vote under the following conditions:

- There is one vote for each country with a single full member
- If there is more than one full member per country, the full members of the country concerned must decide among themselves who can cast their national vote.
- If there is more than one full member for a given country, and if the full members of the country concerned cannot decide who will vote for their country, they will not be able to use their national vote for the next General Assembly.

Candidates for “supporting members” and “honorary members” can be presented by the Board to the General Meeting, which will decide on the candidacy of these candidate members by a simple majority.

Membership commences after a positive decision of the General Meeting, taking into account the provisions of Article 6 of the Articles of Association.

All members may participate in the General Assemblies, but only one full member [the voting member as defined in this article] per country may vote and all others may attend as observers and give their opinions and advice.

Any member organization can submit its resignation by sending a registered letter to the secretariat of the non-profit organization Europa Uomo with a copy of the decision to that effect, both signed by the Chairman or President and its Secretary. Any dismissal will be reported at the next General Meeting.

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

If the General Assembly determines that the member concerned has not yet paid his membership fee, as requested by the secretariat of the non-profit organization Europa Uomo during the month of April, the member concerned will be heard and the General Assembly will subsequently decide whether to continue membership as a full member. or acceded associate member, as the case may be, shall be deleted or not. Whatever the decision of the General Meeting, the decision, duly substantiated, will be notified to the member concerned by registered letter.

Full, Joined Associate and Joined Supporting Members may be invited to submit documents every 3 years proving that they continue to meet the relevant membership criteria.

ARTICLE 7 – ANNUAL MEMBERSHIP FEES

The annual membership fee for full members and other members is recommended each year by the Board to the General Meeting as part of the agenda for the meeting, whether it is an increase or a continuation of the previous fee. This proposal may be amended or approved by the General Meeting.

The Board may recommend to the General Meeting an exemption from membership fees for new members. This exemption cannot last more than three years.

TITLE III: THE GENERAL MEETING: POWERS, COMPOSITION, MEETING AND INVITATION, VOTING AND DECISIONS

ARTICLE 8 – THE GENERAL MEETING

§ 1. The General Meeting is competent for:

- a) amendment of the articles of association;
- b) appointment and dismissal of directors and, if applicable, supervisory directors;
- c) approval of the annual accounts and the budget;
- d) the discharge of liability to the directors, as well as, where applicable, the discharge of liability to the commissioners and the institution of an association action against the directors;
- e) the dissolution of the association;
- f) accepting and excluding a member;
- g) accepting house rules or internal regulations and their amendments proposed by the governing body or a member association;
- h) all other cases in which the Code of Companies and Associations or the present articles of association require the intervention of the General Meeting.

§ 2. Composition

The General Assembly consists of all members of the non-profit organization Europa Uomo. As set out in Articles 5 and 6 of these Statutes, the full members of each country will decide in advance the delegate who will exercise the voting rights for their country. This delegate is called the “voting member”.

The person entitled to vote will declare that he or she has no conflict of interest with one or more items on the agenda. If there is a conflict of interest, the person entitled to vote will leave the meeting before the deliberations and before voting on these agenda items for which he or she has declared a conflict of interest.

§ 3. General Meeting

The General Assembly meets in plenary (full) sessions. Only voting delegates of full members, one per country, can participate in the votes.

The General Assembly, chaired by the Chairman of the non-profit organization Europa Uomo, meets at least once a year, in principle during the month of June and in any case not earlier than May 15. The General Meeting is convened by invitation by letter, fax or e-mail at least

30 calendar days before the date of the meeting. The agenda of the General Meeting is attached to the invitation.

§ 4. Voting, decisions

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

If the quorum is not reached, the Board or Commissioners will convene a second ordinary General Meeting after at least two weeks have elapsed and this will be legally valid regardless of 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 appointed as voting members of their country, they are entitled to vote in that capacity.

All decisions are taken by a simple majority, unless otherwise stated in these articles of association and in the Code of Companies and Associations. The decisions are recorded in a report signed by the Chairman and the Secretary of Europa Uomo and kept at the registered office of Europa Uomo. Amendments to these statutes and to the internal regulations of the non-profit organization Europa Uomo may be decided at ordinary General Meetings provided that the content of these amendments is clearly stated on the agenda and is in accordance with the provisions of Article 9 of these statutes.

TITLE IV: AMENDMENT OF THE ARTICLES OF ASSOCIATION

ARTICLE 9

Without prejudice to the application of the Code of Companies and Associations, no proposal to amend the articles of association or the dissolution of Europa Uomo will be considered unless it has the support of at least one fifth [20%] of the countries that be a full member of the non-profit organization Europa Uomo.

The Board will, after receiving such a proposal, decide whether the proposal should be submitted at the next General Meeting or during a Special General Meeting. Such a General Meeting may only decide on changes to the articles of association if two-thirds of the voting members are present or represented by proxy.

If this last condition is not met, a second meeting is necessary and the new meeting will validly deliberate and decide, 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 amend the articles of association will only have effect if it is supported by two-thirds of the votes cast, with abstentions not being included in either the numerator or the

denominator. However, if the amendment to the articles of association relates to the object or disinterested purpose of the association, the amendment to the articles of association is only adopted if it has received four-fifths of the votes cast, whereby abstentions are not included in the numerator or in the denominator.

TITLE V: THE ADMINISTRATING BODY: POWERS, COMPOSITION, MEETINGS – DECISION-MAKING – REGISTER OF DECISIONS AND MINUTES

ARTICLE 10 – THE BOARD

§1. Authority of the Board

The board is authorized to perform all internal management actions that are necessary or useful to achieve the purpose of the non-profit organization, with the exception of those actions for which only the General Meeting is authorized under the Code of Companies and Associations.

The powers of the General Meeting are set out in article 8, § 1, of these articles of association.

The Board may decide to delegate the daily management of the non-profit organization Europa Uomo to one or more of its members or to other persons. The Board determines the powers of such executive management.

§2. Composition of the Board

The Board will consist of at least seven and no more than nine members elected from a list of persons proposed by the full members of the non-profit organization Europa Uomo. In any case, the number of Board members must always be lower than the number of full members with a minimum of three.

Board members can be elected by the members of the General Meeting for a maximum of two consecutive three-year terms. Afterwards, they will have to wait for at least thirty-six months before they can be considered for a new appointment as a member of the Board. Only a natural person who is a full member of the non-profit organization Europa Uomo is eligible for the mandate of member of the Board. In exceptional circumstances, the governing body may propose to the General Meeting to change the duration of the terms of the Board members. Such a proposal must be approved by a majority of at least two-thirds of the voting members.

By law, Board membership ends upon death, resignation, inability to participate in Board meetings (as decided by the other members of the Board), the decision to withdraw membership by the General Meeting, the loss of civil rights, or the said member is declared unfit to fulfil the mandate with dignity by the General Meeting as a result of unbecoming behaviour.

Each Board member will declare that he or she has no conflict of interest for each agenda item on which he or she is present. If there is a conflict of interest, the Board member will leave the meeting before the deliberations and voting on the agenda item or items for which the Board member concerned has declared that he or she has a conflict of interest.

Board members can be dismissed from the Board at any time by decision of the General Meeting, provided that two-thirds of the members present at the General Meeting approve the dismissal of the board member concerned. Such dismissal must follow a correct and fair procedure.

If a Board position becomes vacant before the end of his mandate and the General Meeting has not immediately appointed a replacement, the remaining Board members have the right to co-opt a new Board member who will continue for the remainder of the term of the vacant member, subject to confirmation in the next paragraph.

The next General Meeting must confirm the mandate of the co-opted Board member. Upon confirmation, the co-opted Board member completes 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 Meeting, without affecting the regularity of the composition of the Board up to that time.

The Board will elect a Chairman, a Secretary, a Treasurer and two Vice-Chairmen from among its members. Each outgoing Chairman will remain available to the Board when necessary.

All decisions regarding the appointment and the change in the composition of Board are deposited with the Registry of the Enterprise Court of Antwerp for publication in the appendices of the Belgian Official Gazette and in the Crossroads Bank for Enterprises. Any amendment to the articles of association of Europa Uomo must be communicated to the Belgian authorities and, accordingly, the amended articles of association and accompanying documents must be filed with the registry of the Antwerp Entrepreneurship Court for publication in the annexes of the Belgian Official Gazette and the Crossroads Bank for Enterprises .

§ 3. Meetings of the Board

The Board will meet at least twice a year. The meetings will take place upon invitation from the Secretary, sent by e-mail, fax, or other electronic means 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. Decision-making within the Board

Decisions are taken by simple majority, provided that a majority of the Board members are present. In the event of a tie, the Chairman of the meeting will have the casting vote.

§ 5. Personnel policy

If necessary, the Board may employ and remunerate an additional person with the required competences to organize and carry out the work of the non-profit organization Europa Uomo. The Board will determine the contractual terms of the employment of employees and the employment will be subject to the social legislation of the country of employment.

§ 6. Register of the minutes of the meetings of the Board

The minutes of the meetings of the board are signed by the Chairman and the 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 the non-profit organization Europa Uomo.

TITLE VI: LEGAL REPRESENTATION OF THE ASSOCIATION TOWARD THIRD PARTIES

ARTICLE 11

All documents binding the association must be signed by two directors who have been authorized by the Board. These representatives are not required to provide third parties with proof of their authority in this regard.

The Board exercises all the legal rights of the non-profit organization Europa Uomo and, if necessary, is legally represented by two members of the Board or by the Chairman or the Secretary of the Board or by a person authorized for this purpose by the Board.

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

Any decision regarding the appointment or termination of a person or persons entitled to represent Europa Uomo will be published in accordance with the legislation in force.

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 prepared by the Board, if necessary through the mediation of the Treasurer, and submitted to the General Meeting for approval.

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

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

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

TITLE VIII: DISSOLUTION - LIQUIDATION

ARTICLE 13 – DISSOLUTION

Except for cases of judicial dissolution and dissolution by operation of law, dissolution can only be decided by the General Meeting, in accordance with Article 2:109 of the Code of Companies and Associations and in accordance with these articles of association.

The decision of dissolution also mentions the appointment of three liquidators. Failing this, the court may make such an appointment at the request of the most eager interested party.

ARTICLE 14 – DESTINATION OF THE ASSETS

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

When determining the destination, the liquidators and the General Meeting must take into account the purpose of the association in question and also impose this condition on the donee.

Under no circumstances may the assets be allocated to members or former members, unless they concern 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 PROVISION

ARTICLE 15

Matters that are not regulated by these articles of association are regulated in accordance with the Code of Companies and Associations.