

STATUTES  
NON-PROFIT ORGANIZATION (VZW/ASBL)

Osteogenesis Imperfecta Federation Europe  
(OIFE)

March 8th 2022

## **CHAPTER I. LEGAL FORM – NAME – REGION – PURPOSE – OBJECT – DURATION**

### **Article 1. Legal form – name – identification**

- §1. The association is a legal person whose legal form is a non-profit organization under Belgian law ('vereniging zonder winstoogmerk / association sans but lucratif' - "VZW/ASBL" ) as provided in the Belgian Companies and Associations Code ("CAC").
- §2. The name of the non-profit organization is Osteogenesis Imperfecta Federation Europe, abbreviated as OIFE.

### **Article 2. Registered office**

- §1. The registered office of the association is located in the Flemish Region, Belgium.
- §2. The Board is authorised to transfer the registered office of the non-profit organization to another location in Belgium as long as the applicable language laws do not require that the language of the present articles of association needs to be changed. This decision does not require an amendment of the articles of association. If the registered office is transferred to another Region, the Board shall be competent to decide on the amendment of the articles of association.

### **Article 3. Disinterested purpose and object**

- §1. The disinterested purpose of the non-profit organization is to bring together organisations, professionals and individuals and join forces to improve the lives of people with the genetic condition Osteogenesis Imperfecta (OI) and their families.
- §2. The specific activities to achieve the objectives of the non-profit organization include, among others:
- Representing our members on a European level and be the voice of people with Osteogenesis Imperfecta and their families;
  - Growing an international network between professionals, organisations and other stakeholders;
  - Advocating for access to expert healthcare and social support for people with Osteogenesis Imperfecta and their families;
  - Increasing awareness about Osteogenesis Imperfecta and the impact it has;
  - Encouraging scientific research on Osteogenesis Imperfecta;
  - Empowering our members by sharing information, knowledge and best practices;
  - Supporting the development of Osteogenesis Imperfecta organisations and local support in countries where this does not exist yet;
  - Guiding individuals to information, health care and support.

- §3. The non-profit organization may perform all actions that are directly or indirectly related to its disinterested purpose and object.
- §4. In addition, the non-profit organization may engage in any activities that directly or indirectly contribute to the realisation of the aforementioned disinterested purpose, including incidental trading activities whose proceeds will be allocated to the realisation of the disinterested purpose. Any business activity that could entail a commercial risk for the non-profit organization is excluded.

**Article 4.**      **Duration**

The non-profit organization is incorporated for an indefinite period.

**CHAPTER II. MEMBERS AND ASSOCIATE MEMBERS**

**Article 5.**      **Members**

- §1. There are at least four members. Members in this capacity are not liable for the obligations of the non-profit organization.
- §2. The conditions for becoming a member of the non-profit organization are as follows:
- be an apolitical and non-religious European Osteogenesis Imperfecta organisation;
  - have been functional for at least two years prior to the date of application for membership;
  - the statutes of the member must be compatible with those of the non-profit organization.
- §3. Candidate members must address their application in writing to the chairman of the Board.
- §4. The Board shall decide whether or not to accept the candidate as a member at its next meeting.
- §5. The Board may decide at its own discretion and without further justification, that a candidate is not accepted as a member. Appeal is not possible against this decision. In that case, the General Assembly may still decide in favour of admission. The General Assembly may decide at its own discretion and without further justification, that a candidate is not accepted as a member.
- §6. Members shall have all the rights and obligations as set out in the CAC and in these articles of association. Each member shall be represented by one designated natural person. In addition, two substitutes can be appointed per member to represent the member in the absence of the designated person.

- §7. Members pay a membership fee that is determined annually by the Board and that amounts to a maximum of EUR 1,000. If a member does not pay the annual fee and does not prove his inability to do so, he has no right to vote at the General Assembly.
- §8. No member shall be able to assert or exercise any claim to the possession of the non-profit organization on the sole grounds of their capacity as a member. This exclusion of entitlement to the assets applies at all times: during the membership, upon termination of the membership for whatever reason, upon dissolution of the non-profit organization , etc.

## **Article 6.      Associate members**

- §1. Any natural person, legal entity or organisation that supports the objectives of the non-profit organization may submit a verbal and/or a written application to the non-profit organization to be accepted as a member.
- §2. The Board may decide at its own discretion and without further justification, that a candidate is not accepted as an associate member. Appeal is not possible against this decision.
- §3. There are two types of associate members:
1. Observer members, consisting of non-European associate members and supporting members
    - Non-European associate members. These are apolitical and non-religious non-European Osteogenesis Imperfecta associations that fulfil the following conditions:
      - o they do not pay a membership fee;
      - o they have been functional for at least two years prior to the date of application for membership of the non-profit organization;
      - o the statutes of the non-profit organization concerned must be compatible with those of the non-profit organization.
    - Supporting members. This is any organisation or group which, in the opinion of the Board, supports the disinterested purpose and object of the non-profit organization in such a way that membership will be of mutual benefit. A supporting member shall not pay any membership fee.
  2. Honorary members
- Each member has the right to nominate a natural person to be appointed as an honorary member of the non-profit organization. Such a nomination must be submitted to the Board with a full statement of the reasons for the nomination. An honorary member does not pay a membership fee. Incumbent Board members cannot be nominated for honorary membership.
- §4. Associate members may participate in the General Assembly. They have no right to vote at the General Assembly. They have the right to speak at the General Assembly and to make proposals at the General Assembly.

**Article 7.**      **Resignation of members**

§1.      Membership ends:

- when a member has notified the non-profit organization of its intention to terminate its membership (resignation);
- in case of bankruptcy, liquidation, dissolution or a similar situation leading to the termination of a member's activities.

§2.      Members can resign as a member at any time by sending a written notification to the Board. Resignation can only take place towards the end of the financial year, subject to at least four weeks' notice.

Nevertheless, immediate termination of membership by resignation is possible:

- if the continuation of the membership cannot reasonably be required;
- within one month after a resolution in which the rights of the members are limited or their obligations are increased has become known or has been announced to a member (unless it concerns a change in the financial obligations);
- within one month after a decision to convert to another legal form or to merge has been communicated to a member.

If a resignation has not been made in time, the membership shall continue until the end of the next financial year

If, as a result of the resignation, the number of members falls below the legal or the statutory minimum, the resignation of the member in question shall be suspended until a replacement has been found within a reasonable period of time; this period shall not exceed three months.

§3.      When resigning, the member remains liable for the full payment of the membership fee for that year.

**Article 8.**      **Resignation of associate members**

§1.      Associate members may resign at any time by submitting a written notification to the Board.

The resignation takes effect immediately.

§2.      The mandate of an associate member shall terminate by operation of law upon the declaration of incapacity, bankruptcy or death of the associate member.

**Article 9.**      **Exclusion of members**

§1.      A member may at any time, upon proposal of the Board or upon request of at least one-fifth of all members, be excluded by a special resolution of the General Assembly, at which at least two-thirds of all members are present or represented, and at which a two-thirds majority of the votes of the members present or represented is required for the resolution.

Abstentions and invalid votes shall not be counted either in the numerator or in the denominator.

§2. The exclusion must be indicated in the convocation. The member whose exclusion is proposed shall, at his request, be informed in writing of the reasons for exclusion by the Board. The member shall have the right to be heard at the General Assembly and can, if he so wishes, be assisted by a lawyer. The decision in favour of exclusion must be substantiated. There is no possibility of appeal against this decision.

§3. An excluded member is not entitled to claim back membership fees already paid.

§4. An excluded member is not entitled to claim back sums already paid.

#### **Article 10. Exclusion of associate members**

§1. An associate member may at any time be excluded by a decision of the General Assembly by simple majority.

§2. Abstentions and invalid votes shall not be counted either in the numerator or in the denominator.

### **CHAPTER III. GENERAL ASSEMBLY**

#### **Article 11. Composition of the General Assembly**

§1. The General Assembly consists of the members of the non-profit organization. Third parties may be invited to the General Assembly. They do not have the right to vote.

§2. The General Assembly is chaired by the chairman of the Board or, in his absence, by first vice-chairman.

#### **Article 12. Powers of the General Assembly**

The following exclusive powers shall only be exercised by the General Assembly:

- The amendment of the articles of association;
- The appointment and dismissal of directors;
- The appointment and dismissal of the statutory auditor and decisions regarding the awarded remuneration;
- The discharge of the directors and statutory auditors and, where applicable, the filing of an association claim against the directors and statutory auditors;
- The approval of the budget and the annual accounts;
- The dissolution of the non-profit organization;

- The exclusion of a member;
- The conversion of the non-profit organization (VZW/ASBL) into an international non-profit organization (IVZW/AISBL), a cooperative partnership recognised as a social enterprise or a recognised social enterprise cooperative partnership;
- To transfer or accept free of charge a totality of assets.

**Article 13. Convening a meeting**

- §1. The General Assembly is convened by the chairman of the Board.
- §2. The ordinary General Assembly must be convened by the chairman of the Board within six months following the end of the financial year.
- §3. The General Assembly is also convened by the chairman of the Board if the Board deems it necessary.
- §4. The notice convening the meeting shall be sent to all members, directors and statutory auditors at least 15 days before the date of the General Assembly.
- §5. The chairman of the Board shall convene the General Assembly when at least 1/5th of the members so request. In that case the chairperson of the Board shall convene the General Assembly within 21 days after the request for convening and the General Assembly shall be held at the latest on the fortieth day after this request.

**Article 14. Participation**

The members may be represented at the General Assembly by another member. Each member may hold maximum one proxy.

**Article 15. Attendance quorum and majorities**

- §1. In principle, the General Assembly can deliberate regardless of the number of members present or represented, unless the CAC or the articles of association provide otherwise.
- §2. Each member has one vote.
- §3. Decisions are taken by a simple majority of the valid votes of the members who are present or represented at the meeting, unless otherwise provided by the CAC or the articles of association.
- §4. Voting may take the form of a show of hands, calling out or, if at least one of the members present or represented so requests, a secret ballot.

- §5. For the calculation of the simple and special majorities mentioned above, abstentions and invalid votes shall not be taken into account, neither in the numerator nor in the denominator. As such, these votes shall not be considered as votes against.
- §6. Upon equality of the votes, the chairman of the meeting shall cast the deciding vote.
- §7. Minutes shall be taken and signed by the chairman of the meeting, the secretary of the meeting and any members who so request.

The members are informed of the decisions by sending a copy of the minutes.

Interested third parties may obtain a copy upon their request. They must make a written request to the chairman of the Board for this.

#### **Article 16. Amendments to the articles of association**

- §1. The General Assembly can only validly deliberate and decide on amendments to the articles of association if the proposed amendments have been precisely indicated in the convocation and if at least two-thirds of the members are present or represented at the meeting. If the latter condition is not met, a second meeting shall be convened and the new meeting shall deliberate and decide in a valid manner irrespective of the number of members present or represented. The second meeting may not be held within fifteen days of the first meeting.
- §2. An amendment shall only be adopted if it obtains two-thirds of the votes cast, abstentions not being included in the numerator or the denominator.
- §3. However, if the amendment to the articles of association concerns the disinterested purpose or the object of the non-profit organization, it shall only be adopted if it obtains four-fifths of the votes cast, abstentions not being included in the numerator or the denominator.

#### **Article 17. Electronic General Assembly**

- §1. The Board may offer the members the possibility to participate in the General Assembly remotely by means of an electronic means of communication provided by the non-profit organization. As regards compliance with the conditions on attendance and majority, members participating in the General Assembly by such means shall be deemed to be present at the place where the General Assembly is held. The non-profit organization must be able to verify the capacity and identity of the members by means of the electronic means of communication used. The use of the electronic means of communication may be subject to additional conditions, the sole purpose of which is to ensure the security of the electronic means of communication. The electronic means of communication shall at least enable members to directly, simultaneously and continuously take note of the proceedings at the meeting and to exercise their right to vote on all items on which the meeting is called upon to decide. The electronic means of communication must also enable members to take part in the deliberations and to ask questions.

- §2. The convocation to the General Assembly shall include a clear and precise description of the procedures relating to remote participation. The minutes of the General Assembly shall record any technical problems or incidents which have prevented or disrupted electronic participation in the General Assembly or voting.
- §3. The members of the bureau of the General Assembly may not participate in the General Assembly by electronic means.

**Article 18. Written General Assembly**

The members may, unanimously and in writing, take all decisions that fall within the competence of the General Assembly, except for amendments to the articles of association. In that case, the formalities of convening the meeting do not have to be fulfilled. The members of the Board and, if applicable, the statutory auditor, may take note of these resolutions at their request.

**CHAPTER IV. BOARD**

**Article 19. Composition, appointment, distribution of tasks and co-opting of the Board**

- §1. The non-profit organization is managed by a collegial Board that has at least four directors, who are natural persons, and who are members of the members of the non-profit organization.
- §2. The directors are appointed by the General Assembly for a period of four years by a simple majority of the valid votes cast by the members who are present or represented. Their term of office shall expire on the day of the ordinary General Meeting of the financial year in which their term of office expires in accordance with the resolution appointing them, unless otherwise provided in the resolution appointing them.
- §3. Directors may be reappointed without limitation.
- §4. The remaining directors have the right to co-opt a new director when a director's seat becomes vacant. The next General Assembly must confirm the mandate of the co-opted director. Upon confirmation, the co-opted director completes the mandate of his predecessor, unless the General Assembly decides otherwise. In the absence of a confirmation, the mandate of the co-opted director ends at the end of the General Assembly, without affecting the validity of the composition of the Board up to that point in time.
- §5. The General Assembly appoints a chairman, vice-chairman(men) and a treasurer from among the members of the Board. The voting shall be carried out separately for each position by a simple majority of the validly cast votes of the directors present or represented. Invalid votes

and abstentions shall not be counted, neither in the numerator nor in the denominator. Voting may be by secret ballot if requested.

- §6. The mandate of a director can be remunerated. The expenses incurred by the directors in the exercise of their mandate as director may be reimbursed.

**Article 20. Powers and representation**

- §1. The Board is authorised to take all actions and decisions that are necessary or useful for the realisation of the object and the disinterested purpose of the non-profit organization , with the exception of those decisions for which the General Assembly has exclusive authority.

The Board is also authorised to draw up internal regulations. If internal regulations are drawn up, the date shall be included in the articles of association. The Board is authorised to change this date in the articles of association.

The Board requires the approval of the General Assembly for resolutions to enter into agreements to acquire, dispose of or encumber immovable property and to enter into agreements whereby the association binds itself as surety or joint and several co-debtor, warrants performance by a third party or provides security for a debt of another party.

- §2. Without prejudice to the obligations arising from collegial governance, namely consultation and supervision, the directors may distribute their management duties among themselves. Such distribution of tasks cannot be invoked against third parties, even after they have been disclosed. Non-compliance shall however jeopardize the internal liability of the director(s) in question.
- §3. The Board may delegate some of its decision-making powers to one or more third-party non-directors, however, such a delegation of power may not concern the general policy of the non-profit organization or the general management authority of the Board.
- §4. The Board represents the non-profit organization for all its activities as a collegial body, in legal and other contexts.
- §5. Without prejudice to the general power of representation of the Board as a collegial body, the non-profit organization is also represented in legal and other contexts by two directors acting jointly.
- §6. The Board or the directors representing the non-profit organization may appoint proxies for the non-profit organization. Only special and limited proxies for specified or a series of specified legal acts are authorised. The proxies bind the non-profit organization within the limitations of the power granted to them and these limitations can be invoked against third parties in accordance with what applies for a mandate.

**Article 21.**      **Meetings of the Board**

- §1. The Board shall meet after written convocation by the chairman of the Board, at least in preparation of the General Assembly at which the annual accounts and the budget are approved, and additionally as often as the interests of the non-profit organization require, as well as within 15 days of a request to that effect by two directors. Directors may be represented by another director.
- §2. The Board is chaired by the chairman of the Board or, in his absence, by the vice-charman. The meeting is held at the registered office of the non-profit organization or at any other place as specified in the notice convening the meeting. The meeting may be held electronically.
- §3. Minutes are drawn up and signed by the chairman of the Board and the directors requesting to sign the minutes; copies for third parties are signed by one or more members of the Board authorised to represent the company.

The directors are informed of the decisions by sending a copy of the minutes.

**Article 22.**      **Participation**

The directors may be represented at the meeting of the Board by another director. Each director may hold maximum one proxy.

**Article 23.**      **Attendance quorum and voting**

- §1. Deliberations can only be held validly if half of the directors are present or represented.
- §2. Decisions of the Board shall be adopted by a simple majority vote.
- §3. Each director has one vote.
- §4. In the event of equality of votes, the chairman of the Board shall have a casting vote.
- §5. Abstentions and invalid votes shall not be taken into account for the calculation of the majority mentioned above, neither in the numerator nor in the denominator.

**Article 24.**      **Conflict of interests**

- §1. If a director has proprietary interests that directly or indirectly constitute a conflict with the interests of the non-profit organization, he must inform the other directors hereof before the Board takes a decision. His statement and explanation of the nature of this conflict of interests must be mentioned in the minutes of the Board meeting where the decision is to be taken. The Board is not authorised to delegate this decision. The decision or transaction must be presented to the General Assembly if the majority of the directors have a conflict of interests. If the General Assembly approves the decision or transaction, the Board may implement it.

- §2. The director with the conflict of interest shall not attend the meeting and shall refrain from the deliberation and the vote on the matter to which it relates.
- §3. If the non-profit organization does not qualify or no longer qualifies as a small non-profit organization according to the criteria described in the CAC, the Board must also describe in the minutes the nature of the decision or transaction together with a justification as well as the proprietary consequences for the non-profit organization. This part of the minutes shall be included, in its entirety, in the annual report or in the document filed together with the annual accounts. If the association has appointed a statutory auditor, the minutes of the meeting shall also be communicated to him.
- §4. The aforementioned procedure is not applicable to usual transactions that occur under the terms and conditions and with the guarantees that normally apply on the market for such transactions.

**Article 25. End of a director's mandate**

- §1. Every director can resign from the non-profit organization at any time. The resignation must be in writing and communicated to the chairman of the Board.
- §2. A director, after submitting his resignation, is obliged to continue to perform his duties until a replacement has been found within a reasonable period of time, without this taking longer than six months.
- §3. A director can be dismissed by the General Assembly at any time by a simple majority of the valid votes cast by the members who are present or represented. For the calculation of the simple majorities, abstentions and invalid votes are not included either in the numerator or in the denominator. Consequently, they will not count as votes against.
- §4. The director's mandate ends automatically in the event of:
- death of the director;
  - the expiry of the term of office of the director.

**Article 26. Operational management/day-to-day management**

- §1. The operational management of the non-profit organization internally, as well as the external representation of the operational management, may be granted by the Board to one person, who may or may not be board member. This person shall hold the title managing director. The Board is responsible for supervising this operational management.
- §2. In accordance with the CAC, the operational management includes acts and decisions that do not go beyond the daily operations of the non-profit organization and those which, either because they are not so important, either because they are urgent, do not justify the intervention of the Board.

- §3. The mandate of the managing director can be remunerated. Expenses incurred by the managing director in the exercise of his/her mandate may be reimbursed.
- §4. The managing director may not, without the consent of two board members, pass resolutions or perform legal acts relating to the representation of the non-profit organization in the context of the operational management for transactions exceeding 15,000 euros. These limitations of power cannot be invoked against third parties, even after they have been disclosed. Non-compliance shall however jeopardize the internal liability of the representative in question.
- §5. A managing director may resign at any time.
- The resignation must be in writing and communicated to the Board.
- §6. A managing director can be dismissed by the Board at any time by a simple majority of the votes cast.
- §7. The mandate of a managing director shall end automatically when he dies.

**Article 27.**      **Disclosure requirements**

The appointment of the members of the Board, of the managing director and of the persons authorised to represent the non-profit organization, as well as their termination of office, must be disclosed in the association dossier and by publishing an extract in the Annexes to the Belgian Official Gazette. In any case, the documents must show whether the persons representing the non-profit organization bind the non-profit organization individually, jointly or as a college, as well as the extent of their powers.

**Article 28.**      **Liability of the Board**

- §1. The directors are not personally bound to fulfil the obligations of the non-profit organization.
- §2. Their liability towards the non-profit organization and third parties is limited to the fulfilment of the assignment given to them in accordance with common law, statutory provisions and the articles of association.
- §3. Directors are only liable for decisions, acts or behaviour that exceed the limitations within which normally prudent and careful directors, in the same circumstances, can reasonably disagree, and also for repeated minor errors. Directors are only liable for personally accountable errors they have committed as directors in the course of their duties as directors. This liability shall be joint and several, unless the directors did not participate in the error and reported the alleged error to all other members of the Board. Said reporting as well as the discussion to which it gives rise, must be recorded in the minutes.

## **CHAPTER V. ACCOUNTING**

### **Article 29. Accounting**

- §1. The financial year starts on 1 January and ends on 31 December.
- §2. The accounts shall be kept in accordance with the legal provisions.

### **Article 30. Supervision by a Commissioner**

- §1. As long as the non-profit organization does not fall under the application of section 3:47, §6 CAC for the last closed financial year, the non-profit organization is not obliged to appoint a statutory auditor.
- §2. As soon as the non-profit organization falls under the application of section 3:47, §6 CAC for the last closed financial year, the General Assembly shall appoint a statutory auditor from among the members of the institute for auditors. He is entrusted with the audit of the financial situation, of the annual accounts and of the regularity of the transactions, in the light of the law and of the articles of association, which must be established in the annual accounts. The General Assembly shall also determine the auditor's remuneration.

### **Article 31. Power of investigation and control**

- §1. All members may consult, at the registered office of the non-profit organization, all the minutes and decisions of the General Assembly, of the Board and of any person, with or without a management position, who holds a mandate at the non-profit organization or on its behalf, as well as all the accounting documents of the non-profit organization even if an auditor has been appointed.
- §2. To this end, they must submit a written request to the Board and agree with them as to a date and time for consultation of the documents and records. The documents and records may not be moved to another location.
- §3. Copies for third parties shall be signed by one or more members of the Board who are authorised to represent them.

## **CHAPTER VI. DISSOLUTION**

### **Article 32. Dissolution**

- §1. The General Assembly is convened to discuss proposals relating to the dissolution proposed by the Board or by at least one-fifth of all members. The convocation and agenda shall be in accordance with the provisions of Article 13 of these articles of association.

- §2. The deliberation and decision regarding the dissolution shall respect the quorum and the majority required for a change of the object or the disinterested purpose, as provided by the law. The General Assembly shall decide to dissolve the association if it has fewer than four members. Once the decision to dissolve the non-profit organization has been taken, the association must always state that it is a "non-profit organization in liquidation", in accordance with the provisions of the CAC.
- §3. If the proposal for dissolution is approved, the General Assembly shall appoint a liquidator and define his mandate.
- §4. In the event of a dissolution and liquidation, the net assets of the non-profit organization must be allocated to an association with a similar purpose, designated by the General Assembly. If the General Assembly does not take a decision, the allocation of the net assets becomes the responsibility of the liquidator, within the limits described above.

**Article 33.      Final provision**

Matters not regulated by these articles of association shall be regulated in accordance with the relevant legislation.

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