

## EACS BY-LAWS – ENGLISH TRANSLATION

Please note: This English translation has been prepared solely for information and convenience purposes. In the event of any ambiguity or discrepancy between this translation and the original French by-laws, the French by-laws shall prevail.

### Glossary

1) **Ordinary member** (Membre adhérent ou ordinaire):

Attendee of the European AIDS Conference who chooses to allocate an extra fee to become an ordinary member or who applies to become a member independently of the European AIDS Conference, who does research or clinical work in the field of HIV or is otherwise professionally involved in HIV care and/or policy.

2) **Active member** (Membre effectif ou actif):

Governing Board members at the time the by-laws were modified (11 May 2016) and all representatives elected subsequently from the five scientific regions of the organisation, namely "Europe-North", "Europe-South", "Europe-West", "Europe-East" and "Rest of World". Active members shall be required to work in research or clinical practice regarding the infection by the HIV virus or in any analogous, similar or connected areas and be approved by the Governing Board.

3) **General Assembly** (Assemblée générale):

Gathering of all active and ordinary members of the EACS. Active members shall have voting rights at such meetings while ordinary members may only attend in a consultative capacity. The General Assembly shall rule on all matters requiring approval by such assemblies pursuant to the by-laws or requiring same approval by law.

4) **Governing Board**, formerly known as the EACS Executive Committee (Conseil d'Administration):

Committee consisting of the Board members at the time of the changes to the EACS by-laws (11 May 2016) and additional members elected at General Assemblies from among regional active members of the four official European regions (North, South, East and West). The Governing Board shall consist of at least six and at most fifteen members.

5) **Bureau**: Officers of the Governing Board, namely the President, Vice-president, Treasurer, Secretary, and Immediate Past President.

These revised by-laws were endorsed by the Extraordinary General Assembly of the members on 11 May 2016 in Brussels and were officially published on the Belgian Bulletin of Acts.

The EACS was constituted by a deed received on 10 November 1995 in Brussels.

The Society holds the company number 0458.322.624 and is listed on the Brussels RPM (register of companies).

## **CHAPTER 1 - NATURE OF THE ORGANISATION**

### **ARTICLE 1 - NAME**

1.1. *An International Organisation of a scientific and philanthropic nature is created by the parties appearing here and all those who may later agree to be governed by these by-laws, under the name "EUROPEAN AIDS CLINICAL SOCIETY", abridged to "E.A.C.S."*

1.2. *The full and abbreviated names can be used together or separately.*



1.3. This organisation is governed by the Belgian law of May second, two thousand and two on non-profit organisations, international non-profit organisations and foundations.

#### **ARTICLE 2 - REGISTERED OFFICE**

2.1 The Registered Office of the Organisation is at 322, Rue Haute, 1000 Brussels (Belgium).

2.2. The Registered Office can be transferred to any other place in the Brussels/capital region, by simple decision of the Governing Board. This decision shall be published in the month of its date in the Appendices of the Moniteur Belge.

2.3 The Governing Board may decide to create business addresses or other administrative centres within the European Union.

#### **ARTICLE 3 - INTERNATIONAL NON-PROFIT PURPOSE**

3.1. The goals of the Organisation, which is a not-for-profit organisation with an international purpose, are to promote research, teaching, management and therapeutic guidelines on the clinical aspects of infection by the HIV virus.

Its purpose is to bring together scientists from the various countries of the European Union specialising in the field of infection by the HIV virus.

In order to achieve these goals, the Organisation may carry out the following activities:

a) Organise scientific conferences and facilitate meetings and exchanges between its members

b) Organise and develop the teaching and training of those in charge of the clinical care of people infected by the HIV virus

c) Monitor the publication and circulation of scientific information regarding the clinical aspects and treatment of the HIV virus by organising conferences, seminars, workshops and by publishing scientific works

d) Establish relations between the professional bodies involved and government and international institutions

3.2 The Organisation is not for profit and shall not obtain any material gains for its members. The funds obtained by the Organisation shall be used exclusively for its purpose. It shall not obtain any financial or material gains for its members or any capital benefit.

### **CHAPTER II - MEMBERS**

#### **ARTICLE 4 - CATEGORY OF MEMBERS - CONDITIONS OF ADMISSION**

4.1. The Organisation is composed of effective members, also known as “active members” and corresponding members, also known as “ordinary members”.

A – **Effective or active members** are those appearing for the present deed and any natural person carrying on a professional activity in clinical research or practice involving HIV virus infection. or in any analogous, similar or associated fields who shall be approved as an active member by the Governing Board ruling on a simple majority as stated in Article 16, and who shall have paid their dues.

The active members of the General Assembly, appearing at the notarised General Assembly for rewording the Articles of association in 2012, and appearing numbers 1 to 13 at the notarised General Assembly for rewording the Articles of association in 2016, shall be deemed to be **permanent active members** until they reach the age of 70, except in extraordinary cases of exclusion referred to in Article 5.

For the appointment of **new regional active members** representing the 5 scientific regions of the Organisation, namely “Europe-North”, “Europe-South”, “Europe-West”, “Europe-East” and “Rest of the World”, the Governing Board shall establish regional electoral councils and, in accordance with electoral regulations which it shall establish, organise regional elections every



*four years, in order to appoint new regional active members. Candidates for the post of regional active member must have their candidature ratified in advance by the Governing Board before participating in regional elections.*

*The right to vote in regional elections shall be open to all active members and all ordinary members.*

*Once the elections are closed, the General Assembly may, depending on the results of the elections, approve the first 6 elected in each European region and the first 3 elected for the “Rest of the World” region for a mandate term to be set by the Governing Board in the call for candidatures, and which shall be a maximum 4 years.*

*The General Assembly shall have the task of ensuring balanced representation of the different member countries in each region and shall ratify or not the election of candidates according to their nationality in order to achieve that balance.*

*The capacity of regional active member shall be limited to a term of 8 years at a maximum.*

*Beyond 2 mandates, the active regional member shall become a simple ordinary member and the candidate may stand again in the regional elections after a waiting period of 4 years.*

***B – Corresponding or ordinary members** are persons carrying on a professional activity in the fields defined in the Organisation’s object or any participant at conferences of the Organisation meeting the conditions that the Governing Board shall impose, and who shall be approved in the capacity of ordinary member by the Governing Board ruling by a simple majority and who have paid their dues. Ordinary members may participate in regional elections in order possibly to become regional active members in accordance with the aforementioned procedure.*

*4.2 Only active members who have paid their dues may participate in general assemblies and vote on resolutions.*

*Ordinary members may attend general assemblies but only in a consultative capacity. On the other hand, for regional elections to appoint new regional active members, ordinary members shall be entitled to vote.*

#### **ARTICLE 5 – RETIREMENT AND EXCLUSION OF MEMBERS**

*5.1 Members shall be free to retire from the Organisation by sending their resignation in writing to the Governing Board.*

*Resignations shall only come into effect 3 months after receipt of the letter of resignation by the Governing Board.*

*An active member or an ordinary member shall be deemed to have resigned if they have not paid their dues as required within the deadlines stated in the reminder sent to them by ordinary letter.*

*5.2 A member may be excluded if their behaviour is contrary to the interests of the Organisation to the point that maintenance of the capacity of member cannot reasonably be tolerated.*

*Exclusion shall be decided upon by the General Assembly ruling by two-thirds of the votes of members present or represented.*

*It may only be announced after the member whose exclusion is required has been invited to make known their observations in writing within the month of sending the substantiated exclusion proposal by registered letter.*

*If they request it in the letter containing their observations, the member must be heard and may be assisted by a lawyer of their choice.*

*The decision to exclude shall be recorded in the minutes of the General Assembly. A certified copy of it shall be sent, by the Governing Board, to the excluded member within fifteen days of the decision.*

*An excluded member shall still owe their dues for year during which the exclusion shall have been pronounced.*



5.3 *The member who ceases to be a part of the Organisation as a result of resignation or exclusion and the beneficiaries of deceased members shall have no right to the Organisation's capital.*

5.4 *An excluded member may not claim reimbursement of their dues for the year during which the exclusion was pronounced.*

#### **ARTICLE 6 - DUES**

6.1. *Active members and ordinary members shall be obliged to pay annual dues, the amount of which shall be set each year by the Governing Board.*

*It may vary depending on the category of member to which the particular member belongs.*

6.2 *The annual dues may not be less than 30 (thirty) euros or higher than 500 (five hundred) euros.*

### **CHAPTER III - GENERAL ASSEMBLY**

#### **ARTICLE 7 - COMPOSITION AND COMPETENCE**

7.1 *The General Assembly shall have full powers enabling the Organisation's objects to be achieved.*

*It shall be composed of all the active members. Ordinary members may attend its meetings in a consultative capacity.*

7.2 *In particular within the exclusive competence of the General Assembly shall be the following attributions:*

- a. approval of budgets and Organisation accounts*
- b. election and dismissal of Governing Board members*
- c. amendments to the articles of association*
- d. dissolution of the Organisation*
- e. exercise of the powers granted by the law or the Articles of association.*

#### **ARTICLE 8 - MEETINGS - CONVOCATION**

*The General Assembly shall meet each year, at a minimum for approval of the annual accounts, under the chairmanship of the President of the Governing Board or the Board member replacing him. It shall be held automatically at least once every year at the Organisation's registered office, operating office or administration centre, or even at the place where the biennial "European AIDS Conference / EACS" conference is organised.*

*The Assembly may be convened extraordinarily whenever the interests of the Organisation so require. It must be convened when at least one third of the active members of the Organisation so request.*

*Extraordinary General Assemblies shall be held in Belgium or abroad at the place indicated in the convocation.*

*For the sake of convenience, meetings may also be held, in particular for approval of the annual accounts, in a virtual manner using a video and teleconference system.*

*The General Assembly shall be convened by the President of the Governing Board by ordinary letter or e-mail, sent at least six weeks prior to the Assembly and by announcement on the official site of the Organisation. Convocations shall contain the agenda and indicate the date, time and place when and where the Assembly is to be held.*

#### **ARTICLE 9 - REPRESENTATION - VOTING - DELIBERATIONS**

9.1 *Active members may be represented at the General Assembly by another active member with a special proxy, whether they are a regional active member or a permanent active member.*

*No assembly may deliberate on items which are not on the agenda.*

9.2 *All active members shall have equal rights to vote at the General Assembly, whether they are a permanent active member or a regional active member.*



*Ordinary members have an exceptional right to vote in regional elections of regional active members.*

*9.3 Except in the cases hereinafter provided, the General Assembly properly convened shall validly deliberate whatever the number of active members present or represented.*

#### **ARTICLE 10 - MAJORITY - MINUTES**

*Except in exceptional cases provided by the present Articles of association, resolutions shall be passed by a simple majority of the votes of active members present or represented. Resolutions shall be brought to the attention of all the members by sending a report by simple letter or by any other electronic means of communication.*

*Resolutions passed by the General Assembly shall be entered in a register signed by whoever chairs the General Assembly and kept by the Bureau which shall place it at the disposal of members.*

#### **ARTICLE 11 - AMENDMENTS TO THE ARTICLES OF ASSOCIATION - DISSOLUTION**

*11.1 Any proposal aimed at an amendment to the Articles of association or dissolution of the Organisation must originate from the Governing Board or at least one third of the active members of the Organisation.*

*11.2 The Governing Board shall bring the proposed amendment to the Articles of association to the attention of the Organisation's members in all categories at least 6 weeks prior to the date set for the General Assembly which shall rule on the said proposal.*

*11.3 The Assembly may only validly deliberate on amendments to the Articles of association or the proposed dissolution if two-thirds of the active members of the Organisation are present or represented at the General Assembly.*

*If this latter condition is not met, a new convocation shall be necessary and the new General Assembly may validly deliberate whatever the number of active members present or represented.*

*11.4 No amendment to the Articles of association shall be admissible if it does not receive a two-thirds majority of the votes of members present or represented.*

*11.5 Amendments to the Articles of association shall only take effect after approval by Royal Decree and after the conditions of publication, required by the Law of 2 May 2002, shall have been met.*

*11.6 The General Assembly shall set the mode of dissolution and liquidation of the Organisation in accordance with Articles 26 and following of the Articles of association.*

#### **CHAPTER IV - ADMINISTRATION**

##### **ARTICLE 12 - GOVERNING BOARD - COMPOSITION**

*The Organisation shall be administered by a Governing Board, composed at a minimum of six members and a maximum of fifteen members.*

*Governing Board members shall be elected by a simple majority of votes by the General Assembly and shall be chosen from among the active members who have paid their dues and who have been active members for at least two years.*

*Board members shall be appointed for a term of four years.*

*At the end of each term of 4 years, the General Assembly shall determine the number of mandates to be renewed among former Board members; ideally, if a sufficient number of new candidates stand, one third (1/3) of the Board members may have their mandates renewed at a minimum.*

*The other Board members may be re-elected, nonetheless observing the term of their capacity as regional active members. If there are more candidates than mandates vacant, the General*



*Assembly shall appoint new Board members according to the number of votes received by each in a special vote held by the General Assembly.*

*Board members shall exercise their mandate free of charge.*

*Board members may be re-elected by the General Assembly ruling on a majority of two-thirds of the active members present or represented.*

*The Board member who has not, without valid reason, attended three successive meetings of the Governing Board shall be deemed to have resigned.*

#### **ARTICLE 13 - VACANCY**

*If a vacancy or vacancies arise for of one or more posts as Board member, as a result of resignation, death or other cause, the remaining Board members shall be entitled to provide a temporary replacement.*

*In that case, the next meeting of the General Assembly shall proceed with a definitive election. The Board member appointed under the above conditions shall be so for the time necessary to complete the mandate of the Board member they replace.*

#### **ARTICLE 14 - BUREAU - PRESIDENT - VICE-PRESIDENT - SECRETARY – TREASURER-CEO**

*The Governing Board shall elect a BUREAU from among its number, consisting of a President, a Vice-President, a Secretary and a Treasurer-CEO, each for a maximum term of 4 years renewable.*

*The Treasurer-CEO may be elected Vice-President at the end of their mandate. The Vice-President shall automatically become President at the end of his mandate, unless there is a majority vote to the contrary by the Governing Board.*

*The Immediate Past President shall still be a part of the Bureau for a maximum term of 4 years after their mandate as President, and be known as Honorary President.*

#### **ARTICLE 15 - CONVOCATIONS OF THE GOVERNING BOARD**

*The Governing Board shall meet on convocation and under the chairmanship of its President or, if he is prevented from attending, its Vice-President or a Board member appointed by his colleagues, whenever the interests of the Organisation so demand or whenever at least two Board members so request.*

*Convocations to meetings of the Governing Board shall contain the agenda and shall be served in writing or by any other means of (tele)communication with a material support, at the latest 24 hours prior to the meeting, unless urgent, in which case the nature and grounds of that urgency shall be indicated in the notice of convocation or in the minutes of the meeting.*

*Meetings shall be held on the day and at the time and place indicated in the convocation.*

#### **ARTICLE 16 - DELIBERATIONS OF THE GOVERNING BOARD**

*16.1 The Governing Board may only deliberate and rule validly if at least one half of its members are present or represented.*

*Any Board member may, in writing or by any other means of (tele)communication with a material support, give one of their colleagues delegation to replace them and to vote in their place. In that case, the person giving such delegation shall be deemed present.*

*A Board member may also, but only when one half of the members of the Board are present in person, express opinions and cast votes in writing or by any other means of (tele)communication with a material support.*

*16.2 Decisions of the Governing Board shall be taken by a majority of votes. If equal numbers of votes are cast, the President of the meeting shall have the casting vote.*

*The Honorary President shall have a vote, but not a casting vote.*

#### **ARTICLE 17 - MINUTES**



*The deliberations of the Governing Board shall be recorded in minutes signed by the majority of the members present.*

*The members of the Board may have their statements and observations recorded in the minutes.*

*These minutes shall be entered in or bound in a special register.*

*Delegations as well as opinions and votes given in writing or by any other means of (tele)communication with a material support shall be appended thereto.*

*Copies or extracts to be produced in court or elsewhere shall be signed by two Board members.*

#### **ARTICLE 18 - POWERS**

*The Governing Board shall have all powers to manage and to administer the Organisation.*

*Everything that is not reserved by the law or the Articles of association to the General Assembly of members shall be within the competence of the Governing Board.*

#### **ARTICLE 19 - TREASURER-CEO**

*The Treasurer-CEO shall be responsible for the everyday management of the Organisation: that management may not relate either to the determination of the Organisation's general policy or acts specifically reserved to the Board by legal or regulatory provisions.*

#### **ARTICLE 20 - AUTHORISED REPRESENTATIVES**

*The Governing Board and the CEO, within the limits of the everyday management and the attributions given to them by the Governing Board, may grant any special powers to any authorised representative.*

*The Governing Board and the CEO may at any time dismiss persons appointed and set the attributions and remunerations, salaries or indemnities, whether fixed or variable, of persons to whom such delegations are made.*

#### **ARTICLE 21 - PERMANENT SUB-COMMITTEES - WORKING GROUPS**

*The Governing Board may create permanent sub-committees or "workings groups" responsible for study tasks defined by the internal regulations.*

*Each of the permanent sub-committees shall be chaired by a coordinator appointed from among the Board members by the Governing Board, and be composed of active or ordinary members.*

#### **ARTICLE 22 - REPRESENTATION**

*All acts binding the Organisation, other than special powers of attorney, shall be signed by two Board members, acting jointly, or by the Treasurer-CEO.*

*Legal actions, both as plaintiff and as defendant, shall be taken by the Governing Board, represented by its President or a Board member appointed by it for that purpose.*

#### **ARTICLE 23 - INTERNAL REGULATIONS**

*The Governing Board may establish internal regulations specifying the measures of application of the present Articles of association.*

*These internal regulations shall be binding on all the members.*

#### **ARTICLE 24 - AUDIT**

*The General Assembly shall appoint an auditor to check the Organisation's accounts and to present it with an annual report if in the future the Organisation exceeds the legal ceilings beyond which the law requires the appointment of an auditor.*

### **CHAPTER V - BUDGETS AND ACCOUNTS**

#### **ARTICLE 25 - FINANCIAL YEAR**

*The financial year shall commence on the first day of July and close on the thirtieth day of June the following year.*

*The Governing Board shall be obliged to submit to the General Assembly the accounts for the past financial year and the budget for following financial year within 6 months of the closure of the accounts.*



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*The General Assembly may decide to constitute a reserve fund, to set the amount and terms of contribution to that fund, due from each member.*

#### **CHAPTER VI - DISSOLUTION - LIQUIDATION**

##### **ARTICLE 26 - LIQUIDATION**

*If the Organisation shall be dissolved by resolution of the General Assembly in accordance with Article 11 of the Articles of association, and the liquidation shall be placed in the hands of a liquidator(s) appointed by the General Assembly, and in the absence of such an appointment the Governing Board in office at that time, acting in the capacity of a liquidation committee.*

*The liquidator(s) shall for this purpose have the most extensive powers conferred on them by Articles 181 and following of the Companies Code.*

*The General Assembly shall if necessary determine the emoluments of the liquidators.*

##### **ARTICLE 27 - DISTRIBUTION**

*After settling all debts, charges and liquidation costs or consignment of the sums necessary to that end, the net assets must be paid to an organisation or institution with its registered office in a Member State of the European Union with a similar object to that of the present Organisation.*

#### **CHAPTER VII - GENERAL PROVISIONS**

##### **ARTICLE 28 - COMMON LAW**

*Everything which is not provided for by the present Articles of association and in particular the publications to be made in the Appendices to the Belgian Official Gazette shall be governed in accordance with the provisions of the Belgian Law of 2 May 2002 on non-profit-making organisations, international non-profit-making organisations and foundations.*