

**SIOP EUROPE**  
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**ASSOCIATION SANS BUT LUCRATIF**  
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**AT AVENUE E. MOUNIER 83, 1200 BRUSSELS, BELGIUM**

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On this date, the following physical and legal persons:

- BIONDI, Andrea Giovanni Maria, Domicile address at Via A.Inganni, 76, 20147 Milano (IT), Italy, born on 08/09/1954 in Pontremoli (MS), Italy;
- LADENSTEIN, Ruth, Domicile address at Roterdrstrasse 7-9, 1160 Wien, Austria, born on 25/12/1956 in Wien, Austria;
- MORLAND, Bruce Jonathan, Domicile address at 2 Cherry Hill Drive, Barnt Green, Birmingham, United Kingdom, born on 23/04/1960 in Woking, United Kingdom;
- PRITCHARD-JONES, Kathryn, Domicile address at 29 Devon Road, Cheam, Surrey, SM2 7PE, United Kingdom, born on 20/02/1958 in Coventry, United Kingdom;
- RICCARDI, Riccardo, Domicile address at Via Antonio Labriola, 32 00136 Rome, Italy, born on 13/11/1946 in Pescara (PE), Italy; and
- STEVENS, Michael Charles Garston, Domicile address at Woollard Place, BS39 4HY Bristol, UK, born on 18/08/1950 in Moascar, Egypt.

have established a not-for-profit association governed by Title I of the Belgian law of 27 June 1921 on not-for-profit associations, foundations and international not-for-profit associations, as well as by these Articles of Association:

**A. ARTICLES OF ASSOCIATION**

**I. NAME, REGISTERED OFFICE, PURPOSE**

**Article 1 Name**

An Association has been established pursuant to Title I of the Belgian law of 27 June 1921, as amended, for a not-for-profit purpose under the name of the “**SIOP Europe**”, abbreviated as “SIOPE” (hereafter the “Association”). The full or abbreviated names of the Association may be used separately and the Association shall be commonly referred to as “SIOPE”. English shall be the working language of the Association.

**Article 2 Registered Office**

The registered office of the Association is currently located at Avenue E. Mounier 83, 1200 Brussels, in the Brussels Capital Region and in the Brussels judicial district. The Board of

Directors may decide to transfer the registered office to anywhere in Belgium. The Board of Directors may set up administrative offices both in Belgium and abroad.

### **Article 3 Goals and Objectives**

The Association's goals and objectives are exclusively devoid of any for-profit motives. The Association's principal goals and objectives are to promote and support work directed towards the treatment of children and adolescents with cancer, and the support of their families, and towards clinical and basic research into cancer in childhood and adolescence. In particular it shall:

- Facilitate and increase professional medical, scientific and educational co-operation throughout Europe, in particular by supporting exchanges and meetings between doctors, nurses and other professionals involved in the care of children and adolescents with cancer
- Participate in the development of European guidelines for, and standards of, training and care in paediatric oncology
- Promote and support collaborative clinical trials between European countries, that may include collaboration with non-European countries
- Support and develop European socio economic policies for the reintegration of children and adolescents into education and employment after diagnosis and treatment for cancer
- Promote and develop collaborative relationships with organisations representing children and adolescents with cancer and their families.

The Association may use all means that contribute directly or indirectly to the realisation of these goals and objectives, as they may be interpreted in the broadest sense. The Association may exercise the right of ownership or possession of office premises, property, and assets, both liquid and immovable, and shall use them for the exclusive purpose of advancing the Association's goals and objectives, as established in these Articles of Association. The Association may also hire personnel, conclude legal agreements, collect funds, in short, exercise all powers or have them exercised, provided that they are in furtherance of its goals and objectives.

In pursuit of these goals and objectives, the Association may conduct, operate, coordinate, participate in, and support charitable and other publicly beneficial programs and activities, whether they are programs and activities of the Association or of other physical persons and/or legal entities, that the Board of Directors may, in its sole discretion, deem constructive and appropriate.

The Association may carry on such business or other activities as are incidental to the foregoing purposes and further the goals and objectives of the Association;

The Association may conduct any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of these goals and objectives, provided that those activities would not endanger the Association's charitable or tax-exempt status.

The activities of the Association will be carried on without purpose of seeking a material gain for its members and any income, profits or other accretions to the Association will be used in promoting the goals and objectives of the Association.

## **Article 4 Duration**

The Association is established for an indefinite period of time.

## **II. MEMBERS**

### **Article 5 Number; Criteria; Categories**

5.1. The Association's voting membership shall consist of at least three (3) physical persons and/or legal entities, which shall be established in accordance with the laws and customs of their country of origin.

5.2. Voting membership may be open to any physical person or legal entity that meets the following criteria:

- is a resident or has its registered office in a country in Europe;
- supports the goals and objectives of the Association,
- has been approved by the Board of Directors in accordance with the rules stated below in Article 6.1., and
- meets the conditions for one of the categories of voting membership described below in Articles 5.5. and 5.6

5.3. Each Member of the Association that is a legal entity shall designate one person as its representative and may designate an alternate representative, who will act in the representative's absence, to act on its behalf in connection with the Association's matters, including but not limited to participating and voting at meetings of the General Assembly, and if applicable, of the Board of Directors. Each Member of the Association that is a legal entity shall be entitled to replace said representative or alternate in accordance with the Internal Rules of the Association.

5.4. There shall be two (2) categories of membership that is eligible for voting rights: Full Members and Associate Members (hereafter collectively referred to as the "Voting Members").

5.5. Full Members shall be defined as any physical person or legal entity, Belgian or foreign, that fulfills one (1) of the conditions stated here below:

- is a member of SIOP International, an association established under Dutch law with its registered office in the city of Eindhoven, The Netherlands; or
- a legal entity that represents or is composed of persons engaged in a professional capacity in clinical care or research in one or more areas relating to cancer in childhood or adolescence.

5.6. Associate Members shall be defined as any unincorporated body of physical persons, including but not limited to study, working, and patient-interest groups, which:

- meet any criteria described in the Internal Rules of the Association, and
- are active in an area of significant concern either:
  - to persons working in a professional capacity in clinical care or research work relating to cancer in childhood or adolescence, or
  - to children or adolescents being treated for cancer, or their families.

5.7. Each Associate Member shall be represented by a person selected by the Associate Member, who shall carry the vote on behalf of the Associate Member.

5.8. There shall be one (1) category of membership that is eligible for non-voting rights: Supporting Members. Supporting Members shall be defined as any physical person, legal entity or unincorporated body of physical persons, Belgian or foreign, that fulfills the following

conditions:

- (a) Supports the goals and objectives of the Association, and
- (b) Wishes to help, and where relevant, contribute in some capacity (financially and/or in-kind) to the Association's pursuit of its goals and objectives.

5.9. The General Assembly may at any time decide to create additional categories of non-voting membership of the Association in accordance with the Internal Rules of the Association by a simple majority vote. The Board of Directors may decide to allow natural persons and legal entities to be eligible for admission as non-voting members in accordance with the Internal Rules of the Association. In the event such categories are created, the General Assembly shall specify in the minutes of the meeting the privileges and duties of such membership and the admission criteria.

5.10. If established pursuant to Article 5.9. of these Articles of Association, the Association's non-voting membership shall be open to any natural person, legal entity or unincorporated body of physical persons that fulfils the following conditions:

- (a) meets the admission criteria established by the Board of Directors,
- (b) supports the goals and objectives of the Association, and
- (c) wishes to help the Association pursue its goals and objectives.

5.11. The term "Voting Member" shall be used in these Articles of Association to refer to all Full Members and Associate Members. The term "Non-Voting Member" shall be used in these Articles of Association to refer to all natural persons, legal entities or unincorporated bodies of physical persons admitted to a category of non-voting membership created in accordance with Articles 5.8. through 5.10. of these Articles of Association. Where "Member" is used in these Articles of Association without reference to the Member's voting or non-voting status, such term shall refer to both voting and non-voting Members.

## **Article 6 Admission of New Members; Dues; Termination**

6.1. The admission of new Members shall be approved by the Board of Directors in accordance with the Internal Rules of the Association. The Board of Directors may waive any one of the conditions laid down in Article 5.1. by two-thirds (2/3) majority vote.

6.2. Members shall pay annual membership dues to the Association, the amount of which shall be determined by the Board of Directors in accordance with the Internal Rules of the Association. Notwithstanding, the amount of the annual membership dues will never exceed the sum of one hundred thousand (100,000) Euros, said sum being a level that the Association does not expect to reach for an individual person enjoying the rights of membership. The Board of Directors may decide to waive part or all of a Member's annual membership dues.

6.3. Any Member who fails to pay the annual membership dues after she, he, or it receives due notice from the Association shall be deemed to have resigned as a member pursuant to Article 6.4. of these Articles of Association.

6.4. Membership shall be terminated:

- upon a Member's resignation, provided that the Member in question gives at least four (4) weeks' written notice before the end of a calendar year, otherwise the resignation shall become effective at the beginning of the following calendar year;
- immediately upon a Member's failure to meet any of the first three conditions laid down in Article 5.1 of these Articles of Association; and
- after a decision taken by the General Assembly by a two-thirds (2/3) majority vote on

the basis of:

- a Member's conduct that is deemed by the General Assembly, in its sole discretion, to be capable of causing prejudice to the Association's reputation and good standing, or
- a Member's failure to comply with these Articles of Association or a decision of the Board of Directors or of the General Assembly.

The General Assembly shall be convened either on the initiative of the Board of Directors or upon request by at least one-fifth (1/5) of the Voting Members. The Member in question shall have the opportunity to present her, his or its defense before the General Assembly takes its vote on the termination of her, his or its membership.

6.5. Any Member who ceases to belong to the Association shall forfeit all rights enjoyed by the Members, yet shall be responsible for the entire annual membership dues for the whole calendar year during which he or she ceases to be a Member.

### **III. GENERAL ASSEMBLY**

#### **Article 7 Composition; Powers**

7.1. The General Assembly shall be composed of all Voting Members.

7.2. Only Voting Members that have paid all amounts owing to the Association, including membership dues, may vote in meetings of the General Assembly. Each Voting Member shall have one vote.

7.3. The General Assembly shall have the broadest powers enabling the Association to achieve its purpose. In particular, the General Assembly shall have exclusive authority to:

- amend these Articles of Association;
- approve the budget and accounts;
- dismiss Members;
- appoint and remove members of the Board of Directors, except as otherwise provided in Article 11 of these Articles of Association;
- appoint and remove auditors, if any;
- determine the amount of remuneration, if any, to be paid to members of the Board of Directors or the auditors;
- discharge the members of the Board of Directors or the auditors of liability stemming from their service in their respective positions; and
- dissolve and liquidate the Association.

#### **Article 8 Meetings and Notices**

8.1. The General Assembly shall meet at least once a year, at any place, in Belgium or abroad, indicated in the notice of the meeting signed by the President, or in his or her name, and sent at least two (2) weeks prior to the date set for the meeting. Notice may be sent by any written means of communication, including but not limited to electronic mail, facsimile, and postal mail, and shall be considered sent on the day it is transmitted by the sender.

8.2. An extraordinary meeting of the General Assembly may also be convened:

- a. by the President of the Association whenever the interests of the Association so require,
- b. following a resolution of the Board of Directors, or
- c. upon written request of one-fifth (1/5) of the Voting Members.

8.3. Members who do not attend an ordinary or extraordinary meeting in person may participate or vote by proxy. A proxy, who must also be a Voting Member of the Association, may not represent more than five (5) other Voting Members. All proxy instruments shall be in writing presented to the President before the opening of the meeting.

8.4. All meetings of the General Assembly shall be presided over by the President, or in his or her absence, by a person chosen by the members of the Board of Directors present at such meeting.

#### **Article 9 Quorum; Required Majority**

9.1. The General Assembly may validly deliberate only if at least one-fifth (1/5) of the Members are present or represented, or participating by telephone, video-conference, or any other web or internet-based means that allows a Voting Member to participate in the deliberations of the General Assembly. Notwithstanding the preceding sentence, if the number of Voting Members is greater than one hundred (100), the quorum shall be twenty (20) plus one (1) additional Voting Members for every hundred (100) Voting Members (or fraction thereof) in excess of one hundred (100).

9.2. Except as otherwise provided in these Articles of Association, all resolutions shall be adopted by a simple majority of the total votes cast by the General Assembly. Abstentions shall be counted as a vote not given. In case of a tie vote, the person presiding over the meeting shall have the deciding vote. All resolutions shall be made known to all Members.

9.3. Unless otherwise unanimously agreed upon, the General Assembly may only take action on matters mentioned in the agenda for such meeting.

#### **Article 10 Records**

Resolutions adopted by the General Assembly shall be recorded by the Secretary General in a register signed by the President and kept by the Secretary General or another person designated by the Board at the disposal of the Members. In the absence of the Secretary General, the President or person presiding over the meeting shall appoint someone else to serve as the secretary of the meeting.

### **IV. BOARD OF DIRECTORS**

#### **Article 11 Number; Authority**

11.1. The Association shall be governed by a Board of Directors consisting of at least five (5) members and a maximum of fifteen (15) members, all of who need to be either a Voting Member of the Association or a representative or active participant in an organisation that is a Voting Member. If the number of Board members falls below the prescribed minimum, the Board shall continue to be competent to act. However, the General Assembly will be under the obligation to fill the vacant place(s) as soon as possible, in accordance with the provisions of these Articles of Association.

11.2. The General Assembly shall decide on the size of the Board of Directors before holding an election. The General Assembly may not decrease the size of the Board of Directors if such decrease would shorten the term of a Board member already serving on the Board. Notwithstanding, the Board of Directors may add up to two (2) seats to the Board of Directors

above the number authorized by the General Assembly and fill such positions, as described herebelow in Article 11.3 of these Articles of Association. These two (2) seats shall not be counted when determining the minimum and maximum limits mentioned in Article 11.1 of these Articles of Association.

11.3. Except as otherwise provided in this Article, members of the Board of Directors shall be elected by the General Assembly, in accordance with the criteria and procedure set forth in the Internal Rules of the Association. Notwithstanding the preceding, the Board may create and fill up to two (2) positions on the Board of Directors to represent interests not otherwise represented on the Board of Directors.

11.4. Members of the Board of Directors elected by the General Assembly shall remain in office as long as the General Assembly has not filled the vacancy, unless the General Assembly decides to decrease the size of the Board and not fill the vacancy. Likewise, members of the Board of Directors appointed by the Board of Directors shall remain in office as long as the Board of Directors has not filled the vacancy, unless the Board of Directors decides not to fill such a vacancy.

11.5. If the seat of a member of the Board of Directors elected by the General Assembly becomes vacant before the expiration of its term, the remaining members of the Board of Directors may temporarily fill such vacancy until a new member of the Board of Directors is appointed by the General Assembly. The appointment of a new member of the Board of Directors shall be put on the agenda of the next meeting of the General Assembly.

11.6. Any member of the Board of Directors so appointed by the General Assembly shall hold office for the unexpired term of the member that he or she replaces.

11.7. Members of the Board of Directors may be dismissed by a two-thirds (2/3) majority vote of the General Assembly present or represented at a meeting in which such a decision is taken.

11.8. Members of the Board of Directors may be reimbursed for expenses incurred in connection with the performance of their activities and functions as members of the Board.

## **Article 12 Officers**

12.1. The Board of Directors shall have the following Officers: a President and a Treasurer, as well as either a President-Elect or a Past-President. The Board of Director may also appoint a Secretary General in accordance with Article 19 of these Articles of Association. These Officers shall serve both for the Board of Directors and for the General Assembly and shall be considered the Officers of the Association. The Board of Directors may create such other positions, as it deems necessary and appropriate, and fill such positions from among its members or otherwise. Unless otherwise expressly provided at the time of selection or election or in Article 12.2 of these Articles of Association, each officer shall serve a term of two (2) years, coinciding with her or his term on the Board of Directors.

12.2. In accordance with the procedures set out in the Internal Rules of the Association, the General Assembly shall elect the President-Elect, who shall serve in such capacity for a term of one (1) year before automatically becoming the President of the Board and serving in such capacity for a subsequent term of two (2) years before automatically becoming the Past-President and serving in such capacity for a term of one (1) year. When a person is elected by the General Assembly to serve as the President-Elect, she or he is automatically deemed to be elected as a member of the Board of Directors for two terms of two (2) years, notwithstanding the limits stated in Article 13 of these Statutes.

Except as otherwise provided in this Article, the other officers of the Board of Directors shall be elected by and among the members of the Board of Directors for a term of two (2) years. Notwithstanding the preceding, the Secretary General may be selected by the Board of Directors among persons who need not be members of the Board of Director and may be asked to serve for a term longer than the limits mentioned in this Article.

Except as otherwise stated in these Statutes, the Officers shall have such duties as those assigned to them in the Internal Rules or as described from time to time by the Board.

12.3. If a Board member resigns or is removed from office, and such Board member is also serving as the President-Elect, President, or Past-President, the following rules shall apply for her or his replacement:

- If the Board member is serving as the President-Elect, the Board may fill the vacancy on the Board until the next General Assembly meeting, yet shall not appoint anyone as the President-Elect. At the next annual meeting of the General Assembly, the General Assembly shall elect a person to fill the vacancy of Board member and to serve as the President of the Board. This newly appointed Board member shall serve the remainder of the term of the Board member whom she or he is replacing as the President and Past President;
- If the Board member is the President, the President-Elect shall fill the position of President and shall continue to serve in this position for the remainder of the term of the Board member whom she or he is replacing as well as for the two-year term that she or he would have normally served as the President. The President-Elect shall therefore serve her or his normal term on the Board. Neither the Board nor the General Assembly shall fill the position of the President-Elect, even if the Board chooses to fill the position on the Board until the next meeting of the General Assembly;
- If the Board member is the Past-President, neither the Board nor the General Assembly shall fill such person's position as officer on the Board. Notwithstanding the Board may fill the vacancy on the Board until the next meeting of the General Assembly.

### **Article 13 Term of Office on Board of Directors**

Except as otherwise stated in Article 12.2 of these Articles of Association, members of the Board of Directors shall be elected or appointed for a term of two (2) years, renewable for only two (2) consecutive terms of two (2) years. A member of the Board of Directors having served three (3) terms, or a total of six (6) years, must therefore leave the Board of Directors for at least one (1) year before being eligible again for election as a member of the Board of Directors. Any person having served one year of a term of office shall be considered as having served the entire term.

### **Article 14 Meetings; Quorum; Required Majority**

14.1. The Board of Directors shall meet at least once a year, either at the Association's registered office, or at any other place indicated in the notice of the meeting signed by the President, or in his or her name, and sent at least two (2) weeks prior to the date set for the meeting. Notice may be sent by any written means of communication, including but not limited to electronic mail, facsimile, and postal mail, and shall be considered sent on the day it is transmitted by the sender.

14.2. An extraordinary meeting of the Board of Directors may also be convened whenever the interests of the Association so require or upon written request of at least a majority of the members

of the Board of Directors. Except in the case of urgency, notice shall be provided for extraordinary meetings in the same way as for annual meetings of the Board of Directors. Notwithstanding, in case of urgency, extraordinary meetings of the Board of Directors need not be in person and may be held in a manner stated in the notice of the meeting, including by telephone, video conference, postal mail, electronic mail, facsimile, internet, and any other means that allow for written or oral communications among participants in the meeting, provided that at least one (1) week's notice is provided to all members of the Board of Directors, together with an agenda and sufficient information to make a decision on the points listed on the agenda. If an extraordinary meeting is to be held through written communication without an opportunity for oral debates, the notice of the meeting shall contain the reasons for holding the meeting in such manner. All resolutions adopted at an extraordinary meeting held in such a manner without the physical presence of the members will be subject to the ratification of the Board of Directors at its next meeting held in the Board of Directors members' physical presence.

14.3. The Board of Directors may validly deliberate only if at least one-half (1/2) of its members are present or represented. Notwithstanding the preceding sentence, in the event that the Board of Directors is composed of two members, both members of the Board of Directors must be present or represented in order for the Board to validly deliberate and take decisions. A Board of Directors member who does not attend an ordinary or extraordinary meeting in person may participate or vote by proxy. A proxy, who must also be a member of the Board of Directors, may not represent more than one (1) other member of the Board of Directors. All proxy instruments shall be presented to the President before the opening of the meeting.

14.4. All meetings of the Board of Directors shall be presided over by the President, or in his or her absence, by a person chosen by the Board of Directors members present. The Secretary General shall act as the secretary of each meeting of the Board of Directors. In the absence of the Secretary General, the President or the person presiding over the meeting shall appoint someone else to serve as the secretary of the meeting.

14.5. The resolutions of the Board of Directors shall be adopted by a simple majority of the votes cast by the members present or represented.

14.6. In case of a tie vote, the President of the meeting shall have the deciding vote.

#### **Article 15 Minutes and Resolutions**

The Board of Directors' resolutions shall be recorded in a register signed by the President and kept by the Secretary General at the disposal of the Members of the Association.

#### **Article 16 Powers**

16.1. The Board of Directors shall have the broadest powers of administration and management over the Association, subject to the powers reserved to the General Assembly. The Board of Directors may delegate certain powers for limited specified purposes to one or several persons, who need not be a member of the Board of Directors.

16.2. Persons who are delegated powers by the Board of Directors shall carry out the functions assigned to them until their resignation or dismissal by the Board of Directors.

16.3. The Board of Directors may assign any duties that it deems appropriate to assign to members of such persons, including the power to manage the daily affairs and business of the Association as well as to represent the Association as needed in order to implement such daily management powers. Unless otherwise specified upon appointment, all such persons shall

report to the Board of Directors, at such times as the Board of Directors may designate, on the activities, programmes, and expenses of the Association.

16.4. The General Assembly and the Board of Directors may invite any person to attend their meetings, as they deem appropriate, and are free to decide to hold meetings for attendance exclusively by Members of the Association or members of the Board of Directors without the presence of any third parties.

#### **Article 17 Required Signatures**

Any transaction binding the Association shall be signed by any two (2) members of the Board of Directors, acting jointly, or by one member of the Board of Directors and the President, acting jointly, which persons need not offer proof of their authority to third parties, as well as by any other person or persons receiving a delegation of powers in accordance with Article 16.1 of these Articles of Association, as confirmed in a resolution of the Board of Directors signed in accordance with Article 15 above.

#### **Article 18 Legal Actions**

Legal action involving the Association, both as plaintiff and as defendant, shall be taken by the Board of Directors, represented:

- by its President, or
- by a member of the Board of Directors appointed for such purpose.

### **V. THE SECRETARY GENERAL**

#### **Article 19 Appointment and Powers**

19.1. The Board of Directors may appoint a Secretary General, who may be either a physical person or a legal entity. The Board of Directors may at any time change the title of the person serving in this function. If one is appointed, the Secretary General shall carry out her, his or its functions until her, his or its dismissal by the Board of Directors or her, his or its resignation. Removal or resignation of the Secretary General shall terminate that individual's or legal entity's capacity to participate in governance, committees, programs, operations, or other operations of the Association, unless otherwise provided by the Board of Directors in writing.

19.2. If a Secretary General is appointed in accordance with Article 19.1 above, the duties of the Secretary General shall be established by the Board of Directors and may include the power to manage the daily affairs and business of the Association as well as to represent the Association as needed in order to implement such daily management powers. The Secretary General shall report to the Board of Directors, at such times as the Board of Directors, in its sole discretion, may designate, on the activities, programs, and expenses of the Association.

19.3. If appointed, the Secretary General shall be authorized to act in the interests of the Association with the aim of carrying out the effective activities of the Association within the limits of those rights and obligations entrusted to her, him or it by the Board of Directors. The Secretary General may, in her, his or its discretion, appoint and remove persons in all non-managerial staff positions, provided that all budgetary or other limits established by Board of Directors are respected. The Secretary General may, in her, his or its discretion, appoint and remove persons in managerial staff positions, subject to the Board of Directors's approval.

19.4. If appointed, the Secretary General may attend all General Assembly and Board of Directors meetings, in her, his or its capacity as Secretary General, in an *ex-officio* non-voting capacity, unless otherwise desired by the Board of Directors. The Secretary General shall serve as the Secretary General for all meetings of the General Assembly and the Board of Directors. The Board of Directors is free to decide to hold meetings for attendance exclusively by Members of the Association or members of the Board of Directors. Removal or resignation of a Secretary General terminates that individual's capacity to attend any General Assembly or Board of Directors meeting without the express written permission of the Board of Directors.

19.5. No provision in these Articles of Association prohibits a physical person or a legal entity that is also a member of the Board of Directors from being appointed and serving as the Secretary General. In the event that a member of the Board of Directors is also appointed to serve as Secretary General, procedures described in the Internal Rules shall be followed to avoid conflicts of interests and the minutes of meetings shall record, where possible, the capacity in which the person is acting at meetings.

19.6. In the event that a legal entity is appointed as the Secretary General, the legal entity shall be responsible for ensuring that the services to be rendered as Secretary General are performed in a professional manner that meets the satisfaction of the Board of Directors. The legal entity may call on the expertise and skills of one or more persons on or outside its staff to help perform the services required of the Secretary General, and if permitted under an agreement between the legal entity and the Board of Directors, may call on the expertise and skills of one or more persons on or outside its staff to help perform the services required of other staff positions of the Association. The legal entity may likewise designate one or more persons as the primary persons responsible for performing the tasks required and for sharing the responsibilities inherent in the position of Secretary General, including the daily management responsibilities. In the event that two or more persons share such responsibilities, the Board of Directors of the Association may provide guidance to the legal entity on how the tasks should be shared between such persons as well as the title that these persons should bear when acting in their functions for the Association.

19.7. All references to "Secretary General" in these Articles shall refer to the physical person or legal entity appointed to perform the responsibilities described in Articles 10, 14.4, 15, and 19 of these Articles of Association. In the event that a legal entity is appointed as Secretary General, the legal entity shall decide who shall act on its behalf in the performance of these functions and shall ensure all notices regarding such appointment are filed with the court and published in the *Moniteur belge*, to the extent legally required.

## **VI. BUDGET, ACCOUNTS AND PROPERTY**

### **Article 20 Financial Year; Ownership of Properties**

20.1. The funds of the Association shall through the care of the Board be brought together from one-time or periodical contributions, subsidies, donations, or bequests and from all further benefits.

20.2. The financial year shall run from June 1 through May 31.

20.3. Within six months after the end of each financial year the Board of Directors shall submit the accounts for that financial year and the budget for the forthcoming year to the General Assembly for its approval.

20.4. Approval of the accounts by the General Assembly shall discharge the Board members from liability for all acts set out in the annual financial documents.

## **VII. AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION**

### **Article 21 Amendment**

21.1. Without prejudice to the law of 27 June 1921, as amended, any proposal to amend these Articles of Association or to dissolve the Association must emanate from the Board of Directors or from two-thirds (2/3) of the Members.

In the event of such a proposal, the Board of Directors shall inform the Members thereof, at least one (1) month before the date on which the General Assembly shall meet to discuss said proposal. The proposed amendments must be expressly mentioned in the notice of the meeting.

21.2. The General Assembly may only validly deliberate on such a proposal if two-thirds (2/3) of the Members are present or represented. Except as otherwise provided in this Article, a resolution shall be adopted if approved by a two-thirds (2/3) majority of the total votes cast by the General Assembly. If the proposal relates to an amendment of the purpose of the Association, a resolution shall be adopted if approved by a four-fifths (4/5) majority of the total votes cast by the General Assembly.

If, however, the above-mentioned quorum of two-thirds (2/3) of the Members is not reached, a new meeting of the General Assembly may be convened under the same conditions as mentioned above, at which the General Assembly shall decide validly and definitively on the proposal, by the majority required (pursuant to the preceding paragraph) of the total votes cast by the Members present or represented, irrespective of the number of such Members present or represented. The second meeting must be held at least fifteen (15) days after the first meeting.

21.3. The General Assembly shall determine the conditions and procedure for dissolving and winding up the Association.

All funds of the Association shall be dedicated to its purposes, as described in Article 3 of these Articles of Association. In the event of dissolution, the Association's assets remaining after dissolution shall be disposed of exclusively to or for the benefit of SIOP International. In the event that SIOP International is incapable of accepting such remaining assets due to the above-mentioned or any other reasons, then the assets remaining after dissolution shall be disposed of exclusively to or for the benefit of one or more of the affiliate organizations of SIOP International. SIOP International and such affiliate organizations are each established in accordance with the laws of its respective country and share with the Association the same general not-for-profit mission. The General Assembly shall designate which affiliate organisation or organisations will be beneficiary of the assets of the Association that remain after dissolution. In the event that one of the designated organisations is incapable of accepting the remaining assets of the Association, the General Assembly of the Association shall designate another organisation established and operated exclusively for purposes similar to those of the Association as the beneficiary of the assets remaining after dissolution.

21.4. No part of such assets, income, profits or net earnings of the Association shall inure to the benefit of any officer, employee, agent, trustee, director or other person except as reasonable compensation for services rendered to the Association in relation to its purpose.

## **VIII. INTERNAL RULES**

### **Article 22 Internal Rules**

Subject to the approval of the General Assembly, the Board of Directors may decide by a simple majority vote, taken in accordance with Article 14 of these Articles of Association, to establish, amend or abolish all or part of the Internal Rules of the Association. The Internal Rules shall not be in violation of these Articles of Association.

## **IX. GENERAL PROVISIONS**

### **Article 23 Operation in Accordance with Law and Internal Rules**

Any item not provided in these Articles of Association and in particular in the publications to be made in the Annexes to the Official Belgian Gazette, shall be resolved in accordance with the Internal Rules of the Association and the law.

## **B. EXTRAORDINARY MEETING OF THE GENERAL ASSEMBLY**

The following physical persons and legal persons, as Members of the General Assembly of the Association participate, after receiving due notice, in the extraordinary meeting of the General Assembly on this date of 1 November 2007:

- BIONDI, Andrea Giovanni Maria, Domicile address at Via A.Inganni, 76, 20147 Milano (IT), Italy, born on 08/09/1954 in Pontremoli (MS), Italy;
- LADENSTEIN, Ruth, Domicile address at Roterdrstrasse 7-9, 1160 Wien, Austria, born on 25/12/1956 in Wien, Austria;
- MORLAND, Bruce Jonathan, Domicile address at 2 Cherry Hill Drive, Barnt Green, Birmingham, United Kingdom, born on 23/04/1960 in Woking, United Kingdom;
- PRITCHARD-JONES, Kathryn, Domicile address at 29 Devon Road, Cheam, Surrey, SM2 7PE, United Kingdom, born on 20/02/1958 in Coventry, United Kingdom;
- RICCARDI, Riccardo, Domicile address at Via Antonio Labriola, 32 00136 Rome, Italy, born on 13/11/1946 in Pescara (PE), Italy; and
- STEVENS, Michael Charles Garston, Domicile address at Woollard Place, BS39 4HY Bristol, UK, born on 18/08/1950 in Moascar, Egypt.

The Members of the Association met for the first time and by separate vote, unanimously decide as follows:

**1. Closing of the first financial year**

As a transitory measure, the first financial year shall close on 31 May 2009.

2. The number of members of the Board of Directors shall initially be set at five (5).

3. The General Assembly appoints the following physical persons to serve as members of the Board of Directors for a term of office to expire at the annual meeting of the General Assembly in 2009:

- LADENSTEIN, Ruth, Domicile address at Roterdrstrasse 7-9, 1160 Wien, Austria, born on 25/12/1956 in Wien, Austria;
- MORLAND, Bruce Jonathan, Domicile address at 2 Cherry Hill Drive, Barnt Green, Birmingham, United Kingdom, born on 23/04/1960 in Woking, United Kingdom.

4. The General Assembly elects the following physical person to serve on the Board of Directors for a term of office to expire at the annual meeting of the General Assembly in 2010.

- RICCARDI, Riccardo, Domicile address at Via Antonio Labriola, 32 00136 Rome, Italy, born on 13/11/1946 in Pescara (PE), Italy.

5. The General Assembly elects the following physical person to serve on the Board of Directors and as the President until the annual meeting of the General Assembly in 2009, notwithstanding the limits mentioned in Article 12.2 of these Articles of Association.

- PRITCHARD-JONES, Kathryn, described above.

6. The General Assembly elects the following physical person to serve on the Board of Directors and as the Past-President, notwithstanding the rules stated in Article 12.1 of these Articles of Association, until the annual meeting of the General Assembly in 2008.

- BIONDI, Andrea Giovanni Maria, Domicile address at Via A.Inganni, 76, 20147 Milano (IT), Italy, born on 08/09/1954 in Pontremoli (MS), Italy.

**C. FIRST MEETING OF THE BOARD OF DIRECTORS**

The newly elected members of the Board of Directors met and by separate vote unanimously decide as follows:

1. The Board of Directors decides to elect:
  - MORLAND, Bruce Jonathan, described above, as Treasurer;
  - FECS aisbl (whose name is changing to ECCO), whose registered office is located at Avenue E. Mounier 83, 1200 Brussels, as Secretary General;

The term of office of the Treasurer shall expire at the annual meeting of the General Assembly in 2009. The term of office of the Secretary General shall continue to run until further notification to the contrary.

2. The Board of Directors hereby resolves to give a power of attorney to Bradley Gallop, lawyer registered at the Brussels Bar on the list of foreign lawyers, whose office is located at Rue Dupré 15, 1090 Brussels, acting alone, with power of substitution, to sign the ASBL forms, the membership list, and any other documents needed to register this Association with the Commercial Court of Brussels, Belgium, and to submit the same documents to the register at the Commercial Court of Brussels.