

European Society for Gynaecological Endoscopy

"ESGE"

NON – PROFIT ORGANISATION

INCORPORATED AND EXISTING UNDER BELGIAN LAW

ARTICLES OF ASSOCIATION – COORDINATED VERSION

TITLE 1: NAME, REGISTERED OFFICE, TERM

Art. 1: The non – profit organization European Society for Gynaecological Endoscopy “ESGE” (hereinafter referred to as the “Society”) has been incorporated in accordance with the provisions of the Belgian law on non – profit organizations. The Society exists for an indefinite period of time.

Art.2: The Society has its registered office at Leuven (Belgium), Diestsevest 43/0001.

The registered office of the Society can be changed by simple decision of the Board of Directors.

TITLE 2: OBJECTIVES

Art. 3: The Society does not have any profit objective. The objectives of the Society are as follows:

- a. The promotion of the exchange of clinical experience, scientific thinking and research between European gynaecological surgeons and practitioners of related techniques.
- b. The promotion of research and evaluation of endoscopic and related techniques.
- c. Recommendation of standards with regard to training in endoscopy and related techniques.
- d. Cooperation with national and international organisations.

These objectives can be realized in the following ways:

- a. Collecting trustable data regarding the current methods and standards.
- b. Organization of scientific meetings on a regular basis.
- c. Publication of the results of such meetings and promotion of the publication of scientific findings.
- d. Coordination of multi-centre clinical trials.
- e. Auditing the results and complications of endoscopic surgery and related techniques.
- f. Advising with regard to the content of training programs.

The Society will be able to make all transactions directly or indirectly related to the objectives, such as the purchase or rental of real estate.

TITLE III: MEMBERS

Art. 4: The Society consists out of effective and joined members. The number of effective members cannot be less than three. The term “member” or “members” used within the law or the articles of association are not to be considered as a collective name for all members, but only indicate the effective members of the Society.

Art. 5: Effective members are those that were present or represented at the moment of incorporation of the Society and those who are accepted upon decision of the General Assembly, taking into account art. 16 hereafter.

Effective members have an effective voting right at the General Assembly. The rights and obligations of effective members are governed by the law and the articles of association.

Art.6: Joined members do not have a voting right at the General Assembly. The rights and obligations of joined members are governed by the bylaws. Joined members have only joined the Society to benefit the activities that will be organized by the Society. The Society can have different categories of joined members.

Art. 7: Candidates for effective membership can sent a written request for membership to the president of the Board of Directors of the Society or can be nominated for membership by two effective members at the General Assembly.

Art. 8: The effective members are free to withdraw from the Society at any time by providing written notice to the Board of Directors. Resigning or deceased effective members and their dependants can under no circumstances claim any part of the share capital, nor any contribution whatsoever paid to the Society.

Art. 9: An effective member can only be excluded from the Society after a vote in the General Assembly, taking into account art. 16 hereafter.

The excluded effective member is not entitled to any part of the share capital of the Society, nor to any contribution whatsoever paid to the Society.

Art. 10: A register of all effective members is kept by the Board of Directors at the registered office of the Society. All effective members can consult the register at the registered office of the Society.

TITLE IV: CONTRIBUTIONS

Art. 11: The contributions due by the effective members are determined by the Board of Directors. The contribution has been set at maximum EUR 100,00 per year, unless decided upon otherwise with unanimity at the General Assembly at which all effective members are present or represented.

TITLE V: GENERAL ASSEMBLY

Art. 12: The General Assembly consists out of all the effective members of the Society. The General Assembly adjoins minimal once a year. Besides the annual meeting, the General Assembly can adjoin upon the initiative of the Board of Directors. The effective members will be invited in writing at least eight (8) days before the date of every General Assembly. This invitation shall contain the date, place and agenda of the meeting. Points that have not been included in the agenda cannot be the subject of any decision, nor are they binding, unless the resolution is accepted unanimously.

Art.13: A decision of the General Assembly is required for:

- Changes to the articles of association;
- Nomination and dismissal of directors;
- Nomination and dismissal of auditors and the determination of their fees (if a fee is awarded);
- Discharge of the directors and auditors;
- Approval of the budget and the accounts;
- Liquidation of the Society;
- Exclusion of an effective member;
- All other cases as foreseen in these articles of association.

Art. 14: Every effective member has an equal voting right at the General Assembly. Decisions are taken with a majority of the votes of the present or represented effective members, except if otherwise defined by law or in the articles of association.

Decisions shall only be valid if at least half of the effective members are present or represented. In case of equality of votes, the vote of the president, or in case the president is absent, the vote of the vice-president, shall be decisive.

In case on the first meeting less than half of the effective members are present or represented, a second meeting can adjourn which shall be able to deliberate and decide validly, including deciding upon changes with the majorities, as defined above, irrespective of the number of present or represented effective members.

Every effective member can be represented by another effective member by means of a proxy. No more than two proxies can be given to an effective member with regard to the same meeting.

Art. 15: Decisions of the General Assembly are registered in a register of minutes of the Society, which register shall be signed by the president and the secretary. This register is being kept at the registered office of the Society and can be consulted by every effective member upon request. Whenever necessary, a decision shall be notified to the third parties concerned in writing or any similar way.

Art. 16: With regard to the following decisions, specific attendance and decision quota shall apply:

Changes to the articles of association can only be pronounced after a vote in the General Assembly, at which there are at least two thirds of the effective members of the Society present or represented. Changes to the articles of association have only been adopted if at least two thirds of the present or represented effective members have voted in favor of the changes.

Acceptance of an effective member can only be pronounced after a vote in the General Assembly, at which there are at least two thirds of the effective members of the Society present or represented. An effective member has only been accepted if at least two third of the present or represented effective members have voted in favor thereof.

Exclusion of an effective member can only be pronounced after a vote in the General Assembly, at which there are at least two thirds of the effective members of the Society present or represented. An exclusion has only been adopted if at least two thirds of the present or represented effective members have voted in favor thereof.

A change to the objectives of the Society can only be pronounced after a vote in the General Assembly, at which at least two thirds of the effective members of the Society are presented or represented. A change to the objectives of the Society has only been adopted if at least four fifths of the present or represented effective members have voted in favor thereof.

The dissolution of the Society can only be pronounced after a vote in the General Assembly, at which at least two thirds of the effective members of the Society are present or represented. The dissolution of the Society has only been adopted if at least four fifths of the present or represented effective members have voted in favor thereof.

In case less than two thirds of the effective members are present or represented, a second meeting can adjourn, which can deliberate and decide validly, including deciding upon changes with the majorities, as defined above, irrespective of the number of present or represented effective members.

Such a second meeting may not be held within a period of fifteen days following the first meeting.

TITLE VI: Governance

Art. 17: A Board of Directors, consisting out of at least three and maximum five directors, governs the Society. Directors do not have to be a member of the Society. If the Society has only three members, the Board of Directors shall consist out of two persons. The number of directors should at all times be lower than the number of effective members of the Society.

Members of the Board of Directors are nominated and can be dismissed by decision of the General Assembly in accordance with the provisions of article 14 of these articles of association. The dismissal of a director is a sovereign right of the General Assembly, which does not have to be justified.

Art. 18: The term of their mandates is determined at four years, with the exclusion of the mandate of the president of the Board of Directors, who is nominated for an indefinite term. A mandate ends immediately after the annual meeting of the year wherein the mandate expires. A director can be reappointed once for a new period of four years. All mandates are unpaid.

In case of resignation or dismissal of a director, the Board of Directors can appoint a temporary director, who will continue the mandate of the resigned or dismissed director until the next General Assembly.

Art. 19: Within the Board of Directors, a president and a vice – president are nominated. In case of absence of the president, all functions and rights of the president as defined in these articles shall be observed by the vice – president.

Art. 20: Meetings of the Board of Directors shall adjourn upon the request of the president or two or more directors. Decisions of the Board of Directors are only valid if at least half of the members are present or represented.

A director can be represented by another director by means of a proxy. The decisions of the Board of Directors are taken with a majority of the votes of the present or represented directors. In case of equality of votes, the vote of the president shall be decisive.

Art. 21: Decisions of the Board of Directors are registered in a register of minutes, signed by the president and the secretary. This register is kept at the registered office of the Society and can be consulted by the members upon request.

Art. 22: The Board of Directors has the most extensive authority to manage and govern the Society. The Board of Directors is ultimately accountable to the General Assembly. The Board of Directors shall represent the Society in law as defendant as well as claimant.

Without prejudice to any special proxies, all acts binding or representing the Society in law need to be signed by at least two directors, who shall not be obliged to justify their powers towards any third party.

Art. 23: None of the directors takes on a personal obligation in the execution of their function within the limits of these articles of association. The directors are solely liable for the execution of their mandate.

TITLE VII: Various provisions

Art. 24: The financial year ends on December 31 of every year. Exceptionally, the first financial year shall start on the day of incorporation of the Society and shall end on December 31, 2011. The Board of Directors shall draft the annual accounts and provide them to the General Assembly for approval, together with budget for the following financial year.

Art. 25: Proposals from the Board of Directors to amend the articles of association or to dissolve the Society shall be communicated to the effective members of the General Assembly two months before the date on which an extraordinary or ordinary meeting shall adjourn to decide upon such proposals, as well as the way of execution of a dissolution or liquidation. These decisions of the General Assembly shall be valid in case they were taken in accordance with art. 16 of these articles of association.

Art. 26: The General Assembly decides upon the way of dissolution and liquidation of the Society. After dissolution, the net asset value of the Society must be awarded to a private legal entity with a similar objective as that of the dissolved society.

Art. 27: Changes to the articles of association are only valid after publication in the Annexes to the Belgian Official Gazette. To the extent not governed by these articles of association, the provisions of the Belgian Law of 2 May 2002 shall continue to apply.
