

Articles of Association

of

SAFE

(THE STROKE ALLIANCE FOR EUROPE)

(Non-official translation)



FOUNDED IN 2004 as AISBL, converted to ASBL in 2016
(Lastly amended on 22 January 2020)

TITLE I: NAME AND REGISTERED OFFICE

Art. 1: An international non-profit making association called “Stroke Alliance for Europe” (*l’Alliance Européenne contre l’Attaque Cérébrale*) is created. The association has the right to use the abbreviation “SAFE” in all acts, announcements, publications and other documents used by, or on the authority of the association.

The association is governed by the dispositions of the Belgian Code for Companies and Associations (hereafter called “the BCCA”).

Art. 2. The office of the association is established in the Brussels Capital Region. It may be transferred by a simple decision of the Board to any other place in the Brussels Capital Region or the Walloon region.

In case the office would need to be transferred to the Flemish Region, following which the official language of the articles of association will have to be changed from French into Dutch, the General Assembly shall take this decision and amend the language of the articles of association accordingly.

Each decision to transfer the office must be filed with the clerk's office of the relevant enterprise court and published in the Annexes to the Belgian State Gazette.

The activities of the association may take place all over the world.

TITLE II: OBJECTIVES AND DURATION

Art. 3: The objectives of the association, a non-profit making organisation, are:

- to promote awareness and understanding of stroke;
- to promote prevention of strokes;
- to identify those at risk of stroke;
- to improve access to appropriate treatment and care for persons affected by stroke;
- to improve the quality of life of people affected by stroke and their families and carers;
- to promote better access to accurate and understandable information about stroke;
- to increase the priority given to stroke by policy and decision-makers and by health care providers;
- to promote research on stroke and related areas;
- to co-ordinate the efforts of national stroke patient groups in Europe;
- to support the growth of stroke organisations reflecting the views of stroke survivors and their supporters.

The association may realise its objectives of international usefulness in any way that seems most appropriate. It may engage in any similar activity with parallel objectives.

Art. 4 In order to realise its objectives, the association may:

- acquire, receive and manage all personal or real estates;
- apply for subsidies;
- receive donations and legacies;
- give grants, periodically or not; and
- dispose of all contributions, grants and other incomes of funds, periodically or not.

Art. 5 The duration of the association is unlimited. It can at any time be terminated by a decision of the General Assembly.

TITLE III: MEMBERS

§ 1: *Categories of members and conditions of admission.*

Art. 6 The number of members is unlimited, but shall not be less than three. The association is composed of ordinary members, associate members and honorary members.

The following are eligible for ordinary membership and can vote at General Assemblies on any issues:

- the founding members; and
- all other European (as defined by the World Health Organisation) national organisations constituted according to the laws and customs of their country of origin, which support those at risk of and affected by stroke.

The Board shall propose any such organisations for election as ordinary members. The Board will decide at a Board meeting by a simple majority vote upon the election of new ordinary members.

Associate membership may be offered by the Board, by a simple majority vote at a Board meeting, to organisations, constituted according to the laws and customs of their country of origin, which support those at risk of and affected by stroke, and who do not fulfil the criteria for ordinary membership.

Honorary members are individuals or organisations, constituted according to the law and customs of their country of origin, which have provided outstanding support to the association in furtherance of its objectives. The Board shall propose any such individuals or organisations for election as honorary members at a Board meeting, which will decide by a simple majority vote.

Each time reference is made to "members" in these articles of association, reference is made to ordinary, associate and honorary members.

§ 2: *Resignation or expulsion of members.*

Art. 7 Any member is free to resign from the association by submitting its resignation to the Board in writing. Such resignation would be effective with immediate effect with no reimbursement.

Art. 8 The expulsion of any member of the association can be proposed by the Board, after having heard any defence of the member concerned. The final decision to expel the member is taken at the next General Assembly, if at least two-thirds of the ordinary members are present or represented at the meeting, with a two-thirds majority.

In case the required attendance quorum of two-thirds of ordinary members present or represented by proxy is not attained at the first organised General Assembly, a second General Assembly with the same agenda will have to be convened. The second General Assembly will be held not earlier than 15 days following the first General Assembly.

The second General Assembly shall decide definitively and validly upon the proposals deferred from the previous meeting, by a two-thirds majority vote, regardless of the number of ordinary members present or represented.

A member can be excluded, e.g., if:

- it fails to pay its annual contribution;
- it no longer fulfils the stated requirements for membership;
- it brings the association into disrepute;
- it commits serious infringements of the articles of association.

The Board may suspend, until the final decision of the General Assembly, any member which is deemed to have contravened any of these requirements.

Art. 9 The ordinary members have no obligation for the financial or other activities of the association and are solely responsible for the execution of their mandate.

§ 3: *Membership – annual contribution.*

Art. 10 The members may be liable to pay an annual contribution, the amount of which shall be proposed each year by the Board to the General Assembly for approval.

The annual contribution shall be maximum one (1) million euros.

TITLE IV: GENERAL ASSEMBLY

Art. 11 The General Assembly possesses all powers to fulfil the objectives of the association. Ordinary, associate and honorary members may take part in discussions at the General Assembly, but only ordinary members may vote on any issue.

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

- amendment of the articles of association;
- approval of the annual accounts and the budget;
- voluntary dissolution of the association;
- expulsion of ordinary members;
- appointment, dismissal and discharge of Board members and Officers of SAFE;
- bringing an association claim against Board members and/or Officers;
- all other cases where required by Belgian law.

All other matters shall be the responsibility of the Board.

Art. 12 The General Assembly shall meet at least once a year. Each General Assembly shall take place on the day, place and hour as indicated in the convocation notice. All members shall receive the convocation notice by ordinary letter or email.

The association shall meet in Extraordinary General Assembly by decision of the Board or at the request of one fifth of the ordinary members of the association. In case of the latter, the Board will convene the Extraordinary General Assembly within 21 days of the request to convene and the Extraordinary General Assembly is held no later than 40 days after this request.

Art. 13 The Board shall notify each member in a convocation notice, 60 days before the General Assembly. The convocation notice shall be signed by the President or a nominated Board member.

The convocation notice shall include the agenda and all supporting documents. Any matter, other than those listed on the agenda, may be discussed and voted upon if it is received from an ordinary member by the Board in writing no less than six weeks before the meeting.

Art. 14 The General Assembly shall be quorate only if at least half of the ordinary members are present or represented at the meeting. The decisions of the General Assembly shall be made by simple majority vote, unless the articles of association or Belgian law specifically stipulate otherwise.

However, if less than half of the ordinary members are present, or represented by proxy, a second General Assembly with the same agenda will have to be

convened. The second General Assembly will be held not earlier than 15 days following the first General Assembly.

This second General Assembly meeting shall decide definitively and validly upon the proposals deferred from the previous meeting, by a simple majority vote, regardless of the number of ordinary members present or represented.

Art. 15 The ordinary members have an equal right to vote, with each ordinary member being entitled to one vote. Each member-organisation shall nominate one of its members to be the voting delegate at the General Assembly. Such member-organisation shall submit the identification details of its voting delegate no later than 10 business days prior to the date of the General Assembly concerned.

Any ordinary member, if necessary, may be represented by a proxy, who shall be the delegate of one of the other ordinary members of the association. Any ordinary member present at the meeting cannot cast a proxy vote on behalf of more than one absent ordinary member. The Chairman of the meeting shall have a casting vote, in the event of an equal vote on any resolution.

Art. 16 The decisions of the General Assembly shall be recorded in minutes and signed by the Chairman of the meeting and one Board member. Those minutes shall be circulated to all members and shall also be available for examination at the registered office of the association and with the Secretariat. The minutes of the General Assembly are approved at the following meeting, and a copy of the minutes shall be circulated to all members of the association.

Art. 17 The accounts of the financial year and the budget for the following period shall be closed each year on 31 December. .

Art. 18 In case of voluntary dissolution, the General Assembly shall designate one or two liquidators and determine their powers.

TITLE V: MODIFICATION OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION

Art. 19 Without prejudice to the provisions of the BCCA, any proposal for amendment of the articles of association or for the dissolution of the association, must be made by the Board or any ordinary member of the association.

Any such proposal must be submitted to the Secretary at least six weeks prior to the Extraordinary General Assembly at which the proposal shall be voted upon. The Secretary shall send the proposal to the ordinary members at least four weeks prior to the Extraordinary General Assembly at which the proposal shall be voted upon.

The Extraordinary General Assembly may decide validly on any proposal of amendment of the articles of association or dissolution of the association only if two-thirds of the ordinary members are present or represented by proxy, whereby a voting majority of two-thirds is required for amendment of the articles of association and a voting majority of four-fifth for dissolution of the association.

However, if less than two-thirds of the ordinary members are present, or represented by proxy, another Extraordinary General Assembly shall be convened with the same agenda. The second Extraordinary General Assembly will be held not earlier than 15 days following the first Extraordinary General Assembly.

The second Extraordinary General Assembly shall decide definitively and validly upon the proposals deferred from the previous meeting, by a two-thirds majority vote, regardless of the number of ordinary members present or represented by proxy. However, if the amendment of the articles of association relates to the object or the disinterested purpose of the association, a four-fifth majority vote is required.

In all cases of dissolution, at whatever time or for whatever reason, any residual funds, after payment of any debts and charges, shall be transferred to an organisation or multiple organisations, to the extent allowed by the BCCA, supporting people affected by stroke. In default of such a decision, the funds must be allocated to a disinterested purpose with similar objectives.

TITLE VI: MANAGEMENT

Art. 20 The association is managed by a Board that is composed of at least 5 and no more than 11 members, elected by the General Assembly by a simple majority vote and chosen from among the delegates of ordinary members. Any country may be represented by no more than one Board member at any time. The association will seek representation on the Board from stroke survivors and care givers.

Only ordinary members can propose candidates for the Board and become members of the Board.

Twelve weeks prior to the General Assembly, the Secretary shall circulate a request to all ordinary members for nominations to the Board. Any ordinary member wishing to nominate a delegate for election as a Board member, shall submit such nomination in writing to the Secretary at least eight weeks prior to the General Assembly. In support of such nomination, a brief biography of the delegate shall be provided. Two weeks prior to the General Assembly, the Secretary shall circulate, to all ordinary members, copies of all valid nominations received, together with the accompanying biographies. In case no

nomination is received in advance of the General Assembly, the Board will have discretion to propose candidates on the day of the General Assembly.

The Board members shall be elected for a term of three years and are eligible for re-election once. No person shall be eligible for more than six consecutive years. After six continuous years of service on the Board, the Board member may not again be nominated for re-election until at least one calendar year has elapsed.

The General Assembly shall elect the President (and when applicable, the President Elect), Vice President, Secretary and Treasurer, called the Officers of SAFE, amongst the elected Board members by a simple majority vote.

Twelve weeks prior to the General Assembly, the Secretary shall circulate a request to all ordinary members for nominations of the Officers. Any ordinary member wishing to nominate a delegate for election as an Officer, shall submit such nomination in writing to the Secretary at least eight weeks prior to the General Assembly. In support of such nomination, a brief biography of the delegate shall be provided. Two weeks prior to the General Assembly, the Secretary shall circulate, to all ordinary members, copies of all valid nominations received, together with the accompanying biographies. In case no nomination is received in advance of the General Assembly, the Board will have discretion to propose candidates on the day of the General Assembly.

Only individuals that have been elected as Board member can be elected as Officer.

The Officers shall be elected for a term of three years and are eligible for re-election once. No person shall be eligible for more than six consecutive years. After six continuous years of service as an Officer, the concerned Officer may not again be nominated for re-election until at least one calendar year has elapsed.

If the President is absent, his/her functions shall be assumed by the Vice President or, by default, by the Secretary.

All acts concerning the election, the revocation and the cessation of the functions of Board members or of the persons entitled to represent the association, are submitted for publication in the Annexes to the Belgian State Gazette within 30 days.

Any Board member may be removed from office by a two-thirds majority vote of ordinary members at a General Assembly.

Those Board members who retire, shall remain in office until their successor(s) are put in place.

Art. 21 The Board members shall receive no payment for undertaking their responsibilities, but they may receive a reimbursement of their actual and documented travel and other expenses for attending Board meetings and any other meetings on behalf of the association.

In the event of a Board member resigning his/her post during a term of office, the remaining Board members have the right to co-opt a new Board member and as such nominate a replacement for the remaining term of office. The mandate of the co-opted Board member would need to be confirmed at the next General Assembly and the co-opted Board member would need to be made ordinary member. Upon confirmation, the co-opted Board member shall fulfil the mandate of his/her predecessor. In the absence of such confirmation, the term of office of the co-opted Board member shall be terminated at the end of the General Assembly, without prejudice to the regularity of the composition of the Board until that General Assembly.

Art. 22 The Board shall meet as required, but at least twice a year. The Board meetings shall be convened by the President or at the request of at least two other Board members. The convocation notice is made by ordinary letter or email.

The Board meetings shall require a quorum of at least half of the elected present or represented Board members.

Each Board member may give, in writing or by email, delegated authority to one of his/her Board colleagues to replace him/her and vote on his/her behalf at the Board meetings. The Board member who has been delegated must be present at the meeting. No Board member may represent more than one of his/her colleagues at any Board meeting.

Decisions of the Board are taken by simple majority vote of the members either present or who have been given delegated authority. In the case of an equal vote, the Chairman of the meeting shall have a casting vote.

The decisions of all Board meetings shall be recorded in minutes, signed by the Chairman of the meeting and one other Board member present. The minutes shall be circulated to all Board members. The minutes shall be recorded in a register kept at the registered office of the association and with the Secretariat.

The Board can also take decisions by unanimous written resolutions. This procedure cannot be followed for the following decisions:

- elect new ordinary, associate and honorary members;
- expel associate and honorary members; and
- prepare the budget for the following financial year and the annual accounts for the preceding financial year and submit these to the General Assembly for approval.

In case a conflict of interest arises during a Board meeting for a Board member, the conflict of interests procedure as described in the BCCA will apply.

The decisions and actions of the Board shall be communicated regularly to the ordinary members.

Art. 23 The Board has all powers to raise funds, administer and manage the association, within the terms of the articles of association and Belgian law, in order to fulfil the objectives of the association.

The Board is competent to deal with any issues on behalf of the association, in the broadest sense. Anything that is not specifically the responsibility of the General Assembly following the dispositions of Belgian law or the articles of association, shall be considered to be within the remit of the Board.

In particular, the Board has power to:

- elect new ordinary, associate and honorary members;
- expel associate and honorary members;
- prepare the budget for the following financial year and the annual accounts for the preceding financial year and submit these to the General Assembly for approval;
- make or receive payments or deposits;
- acquire, exchange, lease or deal freely with property, whether donated or not, over any term of years;
- accept or receive all real or personal estates;
- accept or receive all official and private subsidies and subventions;
- accept or receive all legacies and donations;
- consent to and conclude all contracts, in any markets or with any companies or individuals;
- contract all loans, with or without guarantee;
- consent to and accept all cautions-money and subrogation;
- mortgage any property of the association;
- contract and administer all loans and advances;
- take legal action, plead before all jurisdictions and execute all judgements;
- file settlements or agreements;
- enter into settlements;
- delegate certain of its powers to special committees or mandataries by way of proxies; and
- make investments after taking into consideration proper professional investment advice.

The Board shall, by itself or by delegation, appoint or dismiss advisors or employees and personnel of the association and determinate their remuneration or fees.

Art. 24 The Board shall carry out, or cause to be carried out, all activities of the association and shall ensure that the decisions of the General Assembly are fulfilled.

Art. 25 Any documents that commit the association shall be signed by the President and one other Board member or by proxy appointed by the Board, neither of whom requires justifying his/her power to do so.

Any legal actions, whether as plaintiff or defendant, shall be pursued by the Board represented by its President or by another Board member appointed by the President.

Art. 26 The Board shall appoint one person who shall be responsible for administering the day-to-day work of the association. The appointed person shall provide regular reports to the Board on the affairs of the association and shall present proposals of useful activities for all acts of daily management. The appointed person shall have the power to sign all documents related to the daily management of the association and, in particular, shall have power to sign any bank cheques or other documents for payments within rules set and monitored by the Board.

Art. 27 In case the President has given notice that he/she will be resigning and in order to facilitate the transition between the offices, the General Assembly shall appoint a President Elect who will be succeeding the President from among the delegates of ordinary members.

The President Elect will receive training from the Board for a duration of one year before the resignation date of the President. The goal of this one-year training is to make the President Elect fully acquainted with the structure and functioning of the association and to prepare him/her for the function of President.

The President Elect will:

- learn about the association's objectives, policies, and programmes;
- assist and support the President and the Board as needed;
- attend and participate in all Board meetings and review and comment on Board meetings minutes;
- prepare and present information at Board meetings as needed;
- offer support in financial oversight of the association's accounts; and
- perform other duties as assigned by the President.

The President Elect shall automatically become President at the end of the term as President Elect.

Art. 28 The Board shall establish all it considers as necessary (internal regulations, etc.). Those documents complement the articles of association and cannot contravene the articles of association.

Art. 29 All documents shall be written in English, without prejudice to contrary legal dispositions.

The documents produced by the corporate bodies of the association will be translated into French to the extent required by the BCCA, in particular (but not limited to) all documents which need to be published in the Annexes to the Belgian State Gazette.

The French version of the articles of association is the official version.

TITLE VII: BUDGET AND ACCOUNTS

Art. 30 The financial year of the association shall begin on 1 January and end on 31 December.

The annual accounts for the closed financial year and the budget of the next financial year shall be prepared each year by the Board and submitted to the General Assembly for approval at its following meeting.

The annual accounts shall be submitted with the clerk's office of the relevant enterprise court within 30 days following the General Assembly approving the annual accounts and within 7 months after closure of the financial year of the association.

TITLE VIII: GENERAL DISPOSITIONS

Art. 31 The dispositions of the BCCA will provide for any matters not covered by the present articles of association.