

**EUROPEAN NAIL SOCIETY**

A non-profit association

Dermatology Department

CHU Saint-Pierre

322, rue Haute, 1000 Brussels

Registered in the Register of Legal Entities (Brussels) under number 0463.109.474

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INCORPORATED pursuant to a private agreement on 31 May 1997, published in the annexes of the *Moniteur belge*, the Belgian Official Gazette on 23 April 1998, under number 7478/98;

WHOSE ARTICLES OF ASSOCIATION HAVE BEEN AMENDED SINCE THEN:

- pursuant to a deed received by Notary Gérard INDEKEU, dated 26 April 2007, published in the annexes of the *Moniteur belge* on 22 June 2007, under number 07089312.

## **TITLE I – NAME, REGISTERED OFFICE, PURPOSE, AND DURATION**

### **ARTICLE 1.- DENOMINATION**

The Society is a non-profit association

The Society is called the EUROPEAN NAIL SOCIETY, hereafter: “The association”

All acts, invoices, advertisements, publications and other material emanating from the association must mention this denomination before or immediately after, clearly written and using all letters “association sans but lucratif” (French for Non-profit) or using the initials “A.S.B.L.”, as well as the registered office of the association.

### **ARTICLE 2. – REGISTERED OFFICE**

Its registered office is in the Brussels Region.

It may be transferred, by decision of the Board of Directors published in the Annexes to the *Moniteur belge*, to any other location in Belgium.

Regional offices may be set up elsewhere in the country by decision of the Board of Directors.

### **ARTICLE 3.- OBJECTIVE**

The objective of the association is to promote studies on normal and pathological nails, evaluate therapies, develop and maintain connections between members, all without profit.

Accordingly, it may, among other activities, publish materials, organise conferences, seminars, and symposiums, seek and receive public or private funding, and encourage collaboration between fundamental research and clinical medicine in its speciality. It may also affiliate with and/or participate in any national or international organisation with similar or related objectives.

The association may execute all real estate or other property transactions directly or indirectly related to its purpose, or of a nature to enable it to achieve this purpose.

### **ARTICLE 4.- DURATION**

The association exists for an unlimited time period. It may be dissolved at any time.

## **SECTION II – MEMBERS**

### **ARTICLE 5. – CATEGORY of MEMBERS**

The association is composed of the following classes of members:

1. Ordinary members
2. Extraordinary members
3. Honorary members

By paying the membership fee, the members of the association are accepting the Articles of association.

Membership is granted solely by the association's governing body, hereinafter referred to as the Board of Directors, which is not required to justify its decision on individual membership applications.

The number of members is unlimited. The minimum number of Ordinary members is fixed at three. The first Ordinary members are the founding members.

The members are not held personally liable for the association's commitments.

A register of members is maintained at the association's registered office in accordance with applicable legal provisions. The Board of Directors may decide that the register will be maintained in electronic form.

A list of members will be recorded by the Secretary by January 31 of each year.

### **ARTICLE 6 – ADMISSION**

(a) To be admitted as an ordinary member, the candidate must:

1. hold a university degree in medicine, pharmacy, or science, and work in a European country.
2. be interested in the study of normal and diseased nails
3. have submitted a written application by any means (email, post, etc.) to the President or Secretary of the association
4. be accepted by the Board of Directors

(b) To be admitted as an extraordinary member, the candidate must:

1. be interested in the study of normal and diseased nails
2. have submitted a written application by any means (email, post, etc.) to the President or Secretary of the association
3. be proposed by the Board of Directors or two ordinary members
4. be accepted by the Board of Directors.

For the above two categories of members (a, b) the decision of the Board of Directors shall be communicated to the person concerned by any appropriate means, written and signed by a member of the Board of Directors.

(c) The title of honorary member may be given to individuals who have especially distinguished themselves in the field of nail research or treatment. The person put forward for this title must be proposed by the Board of Directors and receive at least two-thirds of the votes at the General Meeting.

(d) Life members of the association may be awarded to members of forty-seven years of age, or older, at their request.

## **ARTICLE 7 – LOSS OF MEMBERSHIP**

Membership may be lost through resignation, non-payment of the membership fees and by membership revocation for cause.

Members can resign their membership from the association at any time by submitting a letter of resignation to the Board of Directors.

Any member who fails to pay the membership fee for two consecutive years will have their membership revoked, unless the Board of Directors decides otherwise.

Any member who commits any act of professional misconduct, acts in a manner that may discredit the association, commits a serious breach of the law, or the Articles of Association (Statutes), or who acts against the association's interests, will be disciplined, and this may extend to revocation of membership in the association.

Membership revocation is determined at a General Meeting, by an affirmative vote of at least two-thirds of those present or represented. The decision is final and without the possibility of appeal.

Resigning, barred, or revoked members and their representatives thereof, shall have no right to lay claim to the association's assets or to request reimbursement of the membership fee.

## **ARTICLE 8 – MEMBERSHIP FEES**

Members pay annual membership fee which are set by the Board of Directors. The amount may not exceed one thousand euros (€1,000.00). The Treasurer is responsible for collecting the membership fees.

To promote the association's objectives, members may invite non-members to take part in the activities insofar as they are interested in and/or support the association's objectives.

For participation in certain activities organised by the association, a fee may be assigned by the Board of Directors.

## **ARTICLE 9 – E-MAIL ADDRESS - CHANGE OF ADDRESS**

A member may at any time provide the association with an email address for communication purposes. Any communication sent to this email address is deemed to have been properly delivered. The association may use this email address until the member provides an alternative email address or indicates a wish to cease electronic communication.

If necessary, the email address may be replaced by another equivalent means of communication.

For members for whom the association does not have an email address, it will communicate via ordinary mail, sent on the same day as electronic communications.

All members shall ensure they inform the Board of Directors of any change of address, e-mail or postal, failing which all notices of meetings, invitations and any other notifications sent to the last known address, shall be deemed to have been validly delivered.

## **SECTION III – GENERAL MEETINGS**

### **ARTICLE 10 – COMPOSITION**

The General Meeting is composed of the ordinary and extraordinary members of the association in good standing. It is considered properly organised regardless of the number of members present or represented, unless other legal or statutory provisions apply.

Adopted resolutions of the General Meeting are binding for all members, including those who abstained from voting, were absent, or dissented.

Honorary members attend the General Meeting in an advisory capacity (non-voting).

### **ARTICLE 11 – COMPETENCE**

The General Meeting has the powers it has been granted by the law and the present Articles of association.

The following matters are specifically reserved to be addressed at a General Meeting:

1. Amendments to the articles of association.
2. The appointment and dismissal of members of the Board of Directors and the determination of their remuneration in cases where remuneration is allocated.
3. If applicable, the appointment and dismissal of the auditor and the determination of their remuneration.
4. Granting discharge to the members of the Board of Directors and the auditor, and, if necessary, initiating legal action by the association against the members of the Board of Directors and the auditors.
5. Approval of the budget and annual accounts.
6. Dissolution of the Association.
7. Revocation of membership.
8. Transforming the *ASBL* into an *AISBL*, or any other legal form provided for by Belgian law.
9. Making or accepting a gratuitous transfer of universality of assets.
10. All other cases where required by law or the statutes of the association.

**ARTICLE 12 – NOTICE of MEETINGS**

A General Meeting shall be convened by the Board of Directors whenever the interests of the association require it. A General Meeting must be convened at least once a year to approve the accounts and budget.

Members, directors, and auditors must be invited to the General Meeting no less than fifteen days in advance.

Notification shall be given in writing via letter, e-mail, or any other electronic communication, specifying the date, venue, and agenda, of the meeting.

Furthermore, whenever at least one-fifth (20%) of the ordinary members request it, the Board of Directors is obliged to call a General Meeting. The request must be made in writing to the Board of Directors and specify the agenda. The Board of Directors, or the auditor if applicable, must convene the General Assembly within twenty-one days of receiving the request, and the assembly must be held no later than the fortieth day following the request, unless otherwise specified in the articles of association.

If this request is not granted, the members concerned may convene the meeting themselves.

**ARTICLE 13 – DELIBERATIONS – VOTING RIGHTS**

A General Meeting is chaired by the President of the association or in their absence, by the Vice-President, or failing this, by the most senior member of the Board of Directors.

The meeting may only deliberate the items specified in the agenda as stated in the notices.

All ordinary and extraordinary members in good standing have the right to one vote each.

Each member may be represented at the General Assembly by another ordinary member, provided that a written proxy is given (including by electronic means).

Each member may hold only one proxy.

**ARTICLE 14 – VOTING**

Except as otherwise provided for by these Articles, resolutions shall be adopted by a simple majority vote, irrespective of the number of members present or represented. In the case of a tie, the President or their replacement shall have the deciding vote.

The General Meeting may only validly deliberate on amendments to the Articles of Association if these have been specified in the notices and agenda, and if the meeting is attended or represented by two-thirds of the members.

Resolutions amending these articles can only be adopted if they are voted by a two-thirds majority of the votes of the members present or represented.

However, any amendments concerning any of the association’s objectives shall only be valid if adopted unanimously by all the members present or represented at the meeting.

If two-thirds of the members are not present or represented at the first meeting, a second meeting may be called no less than fifteen days later, which will then be able to deliberate validly, irrespective of the number of members present.

A General Meeting may be held privately whenever the situation so requires.

Voting may be held by secret ballot whenever a member requests it, and/or when the decision relates to individuals.

Members may unanimously and in writing make any decisions falling within the powers of the General Meeting, with the exception of amending the statutes. In such cases, the formalities of convening do not need to be fulfilled. The members of the Board of Directors and, if applicable, the auditor may, upon request, review these decisions.

The Board of Directors may provide for members to participate in a General Meeting remotely, using an electronic means of communication made available by the association and in accordance with applicable legal provisions.

Each member may also vote by means of a letter or electronically through a form established by the Board of Directors, which includes the following details: (i) the identification of the member, and (ii) for each resolution to be voted on by the assembly in accordance with the agenda, the options "yes," "no," or "abstain." The form must be sent to the association and must arrive at the registered office at least one day before the meeting.

**ARTICLE 15 –MINUTES**

The minutes of a General Meeting are signed by the President and by a member of the Board of Directors. All members can review these minutes electronically.

Copies of the minutes must be signed by two members of the Board of Directors.

**SECTION IV – THE BOARD OF DIRECTORS – MANAGEMENT OF THE COMPANY**

**ARTICLE 16 – COMPOSITION**

The association is governed and represented exclusively by a Board of Directors composed of at least five and no more than ten ordinary members. There may be no more than two extraordinary members among the Board of Directors.

Members of the Board of Directors are appointed and dismissed by the General Assembly. They begin their term at the start of the following calendar year.

The term of office for members of the Board of Directors is set at four years and is renewable. Two-fifths (2/5) of the members of the Board of Directors are eligible for reappointment indefinitely.

Members concluding their term are replaced at the next General Meeting.

If a member of the Board of Directors is absent from two consecutive Board meetings, they may be dismissed by a decision of the General Assembly, taken by a two-thirds majority of the votes of the members present or represented.

The Board of Directors selects from among its members a President, a Vice-president, a Treasurer, and a Secretary. In the absence of the President, the Vice-president replaces them at Board meetings and General Assemblies. If both the President and the Vice-president are absent, the longest-serving member of the Board of Directors will replace them at Board meetings and General Meetings.

The roles of President, Vice-president, and Secretary are set for a term of two years and are renewable. However, the President and Vice-president may only be re-elected to the same position once within an eight-year period. Nevertheless, they may be re-elected to a different position within the Board of Directors.

The position of Treasurer must be held by a member who is a Belgian tax resident, given that the association is based in Belgium. The treasurer is elected for a term of two years, which is renewable indefinitely.

## **ARTICLE 17 – CANDIDATURES**

All applications from ordinary members for the position of member of the Board of Directors shall be addressed in writing to the Secretary at least one month before the elections.

The Secretary draws up the list of candidates, which shall be included in the agenda of the General Meeting.

## **ARTICLE 18 – NOTICE OF MEETINGS – DELIBERATIONS – MINUTES**

The Board of Directors meets whenever the needs of the association require it and must be convened within one month following the written request of any two of its members.

Except in cases of extreme urgency, all members of the Board of Directors must be sent a written notification by letter or any electronic means of communication, at least eight days before the date of the meeting, specifying the date, time, venue and agenda.

The Board of Directors is chaired by the President, or in their absence by the Vice president, or by default, by the most senior Board member.

The Board of Directors can validly deliberate if half of the Board members are present or represented. And each Board member can hold a maximum of two proxies.

Each member of the Board of Directors may participate in the deliberations of a Board meeting and vote via any telecommunication or video means, allowing meetings to be organised with participants who are geographically distant from each other to communicate simultaneously.

Resolutions are adopted by a majority vote with the President or their replacement holding the deciding vote in the event of a tie.

Decisions of the Board of Directors can be made, without a meeting being held, by unanimous written consent of all Board members.

The minutes of the Board Meetings are signed by the President and by a member of the Board of Directors. Copies of all minutes must be signed by two members of the Board of Directors.



## **ARTICLE 19 – REPRESENTATION**

The Board of Directors has all the powers of administration and management of the association, except for those which by law or by the present Articles are expressly reserved for the General Meeting.

The Board of Directors may delegate certain powers and tasks to one or several people, whether Board members or not.

The Board of Directors may delegate the day-to-day management of the association, together with the relevant power of signature, to one or several of its members.

It may, among other things, enter into and execute all deeds and contracts, buy and sell all movable and immovable property, accept all legacies, subsidies and donations. It may receive all funds and securities, open all accounts with banks and carry out all transactions on the accounts.

## **ARTICLE 20 - SIGNATURE**

Transactions which commit the association, other than those relating to the daily management, shall be signed by a special delegation from the Board of Directors, consisting of the President and a member of the Board of Directors, who need not justify their powers to third parties.

## **ARTICLE 21 – LIABILITY**

The members of the Board of Directors shall not undertake any personal obligation by virtue of their office and shall only be liable for the execution of their appointed office.

## **SECTION V – DISSOLUTION**

### **ARTICLE 22 – DISSOLUTION**

The association may be dissolved by the General Assembly in the same manner as amendments to the articles of association.

When the association is dissolved and liquidated, the General Meeting shall appoint one or several liquidators, determine their powers and specify the way in which the net assets of the association are to be appropriated.

It shall be mandatory for this appropriation to be distributed for the benefit of one or several scientific charities, foundations or associations whose objectives are similar to those of the Association.

These decisions, along with the names, professions, and addresses of the liquidators, will be published in the annexes of the *Moniteur belge* by the Secretary.

## **SECTION VI – ACCOUNTS – BUDGET**

### **ARTICLE 23 – FINANCIAL YEAR**

The financial year begins on 1<sup>st</sup> January and ends on 31<sup>st</sup> December of each year.

### **ARTICLE 24 – ANNUAL FINANCIAL STATEMENTS AND BUDGET**

The accounts of the previous financial year and the budget for the current financial year plus the inventory shall be submitted annually to the General Meeting for approval.

On this occasion the Board of Directors shall report on the activities of the previous year and present the plans for the current year.