

**Coordinated Statutes of
Integrating the Healthcare Enterprise – Europe
of January 1, 2016**

**[The official text is in French – English convenience translation for
information purposes only]**

TITLE I: NAME. REGISTERED OFFICE. PURPOSE. ACTIVITIES. DURATION

ART. 1. – Name

An international non-profit association named “Integrating the Healthcare Enterprise - Europe”, abbreviated “IHE - EUR”, is incorporated. The association shall hereinafter be referred to as “the Association”.

The Association shall be governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

ART. 2. – Registered office

The Association’s registered office shall be located at Boulevard Auguste Reyers 80, 1030 Brussels. It may be transferred to any other location in Belgium by a decision of the Steering Committee. Any modification of the registered office shall be deposited in the Association’s file and published in the Annexes to the Belgian Official Gazette, in accordance with applicable law.

ART. 3. – Purpose. Activities

3.1. – Purpose

The purpose of the Association is to be an initiative by healthcare professionals and industry to improve in Europe the way computer systems in healthcare share information. The Association promotes in Europe the coordinated use of established standards such as DICOM and HL7 to address specific clinical needs in support of optimal patient care. Systems developed in accordance with the IHE Technical Frameworks which are specified by IHE - International, communicate with one another better, are easier to implement, and enable care providers to use information more effectively. The Association is a common action of users and vendors to achieve the Association’s purpose. The Association is a regional association supporting the work and effort of IHE - International.

3.2. – Activities

To achieve its purpose, the Association shall have the right to develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose.

The Association shall in particular, including for the general or specific account of Members and/or third parties, develop the following activities:

- (a) testing systems with strong support from the Association;
- (b) organising a yearly European Connectathon to establish a testing framework and to provide a platform to test new interoperability implementations of different vendors;
- (c) sponsoring international test tool development;
- (d) advising regarding and guiding certain activities performed by Members within the European Union;
- (e) interfacing with the National - IHE Initiatives/Associations;
- (f) maintaining close contacts with similar initiatives and associations, such as IHE - International as well as other regional Initiatives/ Associations, including North America, Asia and other parts of the world;
- (g) participating in specific workgroups to develop IHE Technical Frameworks by Members;
- (h) promoting IHE Technical Frameworks within Europe with the existing and potential users and vendors in Europe;
- (i) developing specific amendments to IHE Technical Frameworks or adapting IHE Technical Frameworks answering European needs if required;
- (j) encouraging the creation of National - IHE Initiatives/Associations at the national level within Europe;
- (k) educating and proposing a collaborative forum to Members, developers and users, and, in particular, developing interest in interoperability for promoting the effective development of international consistent interoperability solutions while safeguarding quality, safety and effectiveness;

- (l) encouraging and accelerating the coordinated adoption of established standards;
- (m) finding common interoperability solutions together with other relevant associations;
- (n) organising and arranging training sessions for engineers;
- (o) providing a forum for information exchange between its Members in full compliance with applicable laws, including competition laws;
- (p) disseminating information and issuing publications;
- (q) organising and managing a website; and
- (r) participating in European Union or other public authorities programs, calls for proposals of the European Union, national governments or other public and semi-public authorities, and in general applying for grants from the European Union, national governments or other public and semi-public authorities.

ART. 4. – Duration

The duration of the Association shall be unlimited.

TITLE II: MEMBERS

ART. 5. – Membership

The Association shall always consist of at least two Active Members and shall have two membership categories:

- (a) Active Members; and
- (b) Associate Members.

The rights and obligations of Members shall be as defined in and pursuant to these Statutes.

Each Member undertakes to contribute to the development of the Association's policies and to implement the Association's decisions.

Any references in these Statutes to "Member" or "Members" are references to Active Members and Associate Members collectively.

Each Member shall be a society, company, association, organisation or initiative that (i) is constituted in accordance with the laws and practices of its country of origin, (ii) is not a physical person, (iii) is located in a Member State of the European Union and/or the European Economic Area (or, subject to a specific vote of the General Assembly, in another state), and (iv) belongs to one of the following categories:

(a) National - IHE Initiatives/Associations: initiatives or associations which (i) are established at national level and promote, support and implement IHE activities at the national level, (ii) have a clear governance of two elected co-chairpersons (i.e. one user and one vendor), (iii) gather users and vendors of Healthcare IT Systems promoting IHE in a specific Member State of the European Union and/or the European Economic Area, and (iv) assume the responsibility to represent the needs and requirements of their respective health care systems within IHE in Europe. The term "IHE" used in the present paragraph refers to the IHE process;

(b) European professional user associations: is aimed at established European societies, companies or associations which (i) have a minimum web presence and public visibility, (ii) represent healthcare provider interests, and (iii) represent healthcare providers originating from at least three Member States of the European Union and/or the European Economic Area;

(c) National professional user associations: is aimed at established national societies, companies or associations which (i) have a minimum web presence and public visibility, (ii) represent healthcare provider interests, and (iii) represent at least three different users originating from the country in which they are registered and/or located;

(d) Users: is aimed at companies, organisations or associations which:
(i) have a minimum web presence and public visibility,
(ii) represent a healthcare provider association or organisation or a consumer/patient/citizen association or organisation, and
(iii) either:
- in case of healthcare provider associations or organisations: use or work in their daily work with medical equipment or IT applications which is composed of software, hardware or others which is developed and produced by vendors;
- in case of consumer/patient/citizen associations or organisations: represent or defend the interests or values of patients and consumers in the healthcare domain;

(e) European vendor associations: is aimed at established European societies, companies or associations which (i) have a minimum web presence and public visibility, (ii) represent healthcare IT vendor interests, and (iii) represent vendors originating from at least three Member States of the European Union and/or the European Economic Area;

(f) National vendor associations: is aimed at established national societies, companies or associations which (i) have a minimum web presence and public visibility, (ii) represent healthcare IT vendor interests, and (iii) represent at least three different vendors originating from the country in which they are registered and/or located;

(g) Vendors: is aimed at companies, organisations or associations which (i) have a minimum web presence and public visibility and (ii) which develop and produce software or hardware or provide services used by users as defined in Art. 5 (d);

(h) Academic and research institutions: is aimed at national or European institutions which participate to research and are interested in the development of the IHE Technical Frameworks, test tools and testing platform;

(i) European standardisation and/or normalization bodies: is aimed at organisations which develop standards at the European level.

For the purpose of the provisions of these Statutes and the Internal Rules, all Users, European professional user associations and National professional user associations which are Active Members, will belong to and are deemed members of a constituency called "User Constituency". All vendors, European vendor associations and National vendor associations, which are Active Members, will respectively belong to another constituency called "Vendor Constituency".

Considering the fact that National - IHE Initiatives/Associations are represented within the Association by two representatives (one representative belonging to the User Constituency, and a second representative belonging to the Vendor Constituency), National - IHE Initiatives/Associations do not, as a Member, belong to any of such constituencies.

Constituencies are not considered a body of the Association.

ART. 6. – Active Members

The category of active membership is aimed at all members which each year pay membership fees.

By derogation to the preceding sentence, National – IHE Initiatives/Associations can only be accepted and admitted as active members and will therefore always be liable for the payment of membership fees.

The General Assembly may decide to exempt one or more Active Member(s) from payment of the annual membership fees.

ART. 6bis. - Sponsors

This category applies to multi-years sponsorships. The Sponsors shall not pay annual membership fees and are Active Members of IHE-Europe. If the services provided by the Sponsor are directly related to the goals of IHE-Services, the Sponsor shall be also an Active Member of IHE-Services.

Applicants who apply to the category of active membership as Sponsors shall sign a Sponsor contract with the Association.

The General Assembly will set each year the minimum membership value and review the validity of the membership at the first meeting of the year based on data from the previous year. The Sponsors shall enjoy all membership rights, subject to the provisions of these Statutes.

Each Sponsor shall each year provide services, work, or other similar means to the Association. The services, work, or other similar means to be provided by each Sponsor shall be decided each year, if possible during the second quarter of the year, by the General Assembly upon proposal of the Steering Committee. For the determination of the services, work, or other similar means to be provided by each Sponsor, the Steering Committee and the General Assembly shall take into account the services, work, or other similar means that have been provided by each Sponsor during the previous year. The General Assembly shall also decide each year on the practical modalities and the time for providing the services, work, or other similar means.

ART. 7. – Associate Members

The category of associate membership is aimed at all members who do not pay membership fees.

Associate Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights or the right to be a member of the Steering Committee and/or be represented on the Executive Committee. Associate Members will therefore not belong to any constituency.

ART. 8. – Admission to Membership

8.1. The Association is open to all interested parties, which satisfy the definition of the membership category they belong to as set out in Article 5 and Articles 6 or 7 of these Statutes.

Applicants to membership of the Association shall submit an application for admission to membership via regular mail or any other means of written communication (including e-mail) to the Executive Committee.

The Executive Committee shall submit this application for admission to the General Assembly. The application for admission to membership shall be considered during the very next meeting of the General Assembly.

The decisions of the General Assembly regarding the admission to membership of applicants which are located in a Member State of the European Union and/or the European Economic Area shall be validly adopted if (i) at least fifty percent of the Active Members are present or represented and (ii) they obtain a majority of fifty percent plus one vote of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

The decisions of the General Assembly regarding the admission to membership of applicants which are not located in a Member State of the European Union and/or the European Economic Area shall be validly adopted if (i) at least fifty percent of the Active Members are present or represented and (ii) they obtain a majority of seventy five percent of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

The decisions of the General Assembly regarding the admission to membership shall not be unreasonably withheld. The decisions of the General Assembly regarding the admission to membership shall be taken on a fair, reasonable and non-discriminatory basis. The decisions of the General Assembly regarding the admission to membership are final and sovereign.

In case a member wants to transfer his membership (due to name change, merger, transfer of a branch of activity,...), such member shall inform the Executive Committee in order to ask for approval of such membership transfer. The request for membership transfer will subsequently be treated as stated in article 8.2 below.

8.2. The General Assembly validates officially the list of new members (active and associate) and of membership transfers each year during its first meeting, according to the quorum as set forth in article 17 of the Statutes. During the period between two General Assembly meetings and to allow new members to participate actively at the committees, any new member can submit his/her application form to the Executive Committee.

The Executive Committee shall submit this application (as well as applications regarding a transfer of membership) to the Steering Committee which will meet monthly (by physical meeting or by telephone conference) and which has the ability to decide, in accordance with the requirements as set forth in article 25.1 until 25.5 of these Statutes, the validity of the new member or membership transfer.

After validation by the Steering Committee, an invoice for the fees shall be addressed to the new member who wants to become an active member. After the payment of the fees, the new member becomes an "extraordinary member with full rights" until being fully accepted by the next GA.

ART. 9. – Representation of Members

9.1. Each Member which is not a National - IHE Initiative/Association shall appoint one physical person, called the “Representative”, to represent it with regard to the Association matters.

9.2. Each Active Member which is a National - IHE Initiative/Association shall appoint two physical persons (i.e. one user and one vendor), also called the “Representative(s)”, to represent it with regard to the Association matters. The Representatives shall cast the vote of their Member and their vote shall bind their Member.

For each Active Member, which is a National - IHE Initiative/Association, the two Representatives shall (i) vote in the same way and (unless the vote of one of the two representatives has been suspended) (ii) each cast one vote of their Member and their vote(s) shall bind their Member.

In case the two representatives of a National IHE Initiative/Association do not vote in the same way on an Association matter, both votes of the National IHE Initiative/Association will be suspended for the discussed agenda point. This suspension counts for the concerned agenda point only, and does not exclude the representatives from voting (identically) about other agenda points.

9.3. Without prejudice to Article 25.5 of these Statutes, for each Active Member which is a National - IHE Initiative/Association of which one of the two Representatives shall not be present at a meeting of a body of the Association, the Representative present at said meeting shall automatically (and without a proxy required) cast the two votes of his/her Member and his/her vote shall bind his/her Member.

The principle of the preceding paragraph (casting the vote of absent representative and obligation to vote identically) does not apply in case of a voting procedure per constituency (User or Vendor Constituency) is required.

In the latter case (specific constituency voting), National IHE Initiatives/Associations will only be granted one vote per constituency, to be casted exclusively by the representative in his/her respective constituency (subject to a proxy granted to another representative (belonging to the same constituency) of another National IHE Initiative/Association). In this case, the two representatives of the National IHE Initiative/Association do not have to vote identically in their respective constituency

The same principle as set forth in the preceding paragraph applies to the representation of all members in case of voting per constituency. In such case, a member can only be legally represented by another member of the same constituency.

9.4. Subject to the preceding paragraphs, each Representative shall be deemed to have full powers to speak and vote in the name of the Member he/she represents.

If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, the said Member must immediately replace such Representative.

Members inform the Executive Committee of the identity, and contact details of their Representative(s) via regular mail or any other means of written communication (including e-mail).

9.5. Members are refrained to participate in discussions and voting for topics that have a direct impact on their personal / business activities beyond their role in IHE-Europe. If such a topic is on the meeting agenda then the affected members needs to inform the chair(s) of the meeting before the start of the meeting and leave the meeting for the duration of the agenda topic.

ART. 10. – Resignation. Exclusion

Members are free to resign from the Association at all times by giving notice via regular mail or any other means of written communication (including e-mail) to the Executive Committee. The resignation shall be effective as from the date of receipt of the notice.

A Member who (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 5, 6 or 7 of these Statutes, (ii) is not upholding the commitments and principles of the Association, (iii) does not pay its membership fees within the stated period, (iv) did not send a Representative to three successive meetings of the General Assembly meetings, without providing to the Steering Committee reasonable justification for non-attendance, or (v) infringes the interests of the Association, can be excluded from the Association by the General Assembly upon proposal of the Steering Committee if it is an Active Member and by the Steering Committee upon proposal of the Executive Committee if it is an Associate Member.

The decisions of the General Assembly on the exclusion of an Active Member shall be taken after having given the Active Member whose exclusion is being proposed the relevant details in writing via registered mail ninety calendar days in advance of the proposed exclusion date in order to allow the concerned Active Member time to remedy the breach or breaches having led to the proposal of exclusion of the concerned Active Member. The decisions of the General Assembly on the exclusion of an Active Member shall be validly adopted if (i) at least fifty percent of the Active Members with valid voting right (see Internal Rules) are present or represented and (ii) they obtain a two-thirds majority of the votes of the Active Members present or represented, and after having heard the Active Member whose exclusion is being proposed. Blank votes, invalid votes and abstentions shall not be counted. The decisions of the General Assembly regarding exclusions of Active Members are final, sovereign and do not have to be motivated. The Steering Committee may suspend the Active Member concerned (including the suspension of all voting rights of such Active Member in the General Assembly, the Steering Committee and the election of Co-Chairs and Deputy-Co-Chairs, if needed) until the decision of the General Assembly.

The decisions of the Steering Committee on the exclusion of an Associate Member shall be taken according to the presence and voting quorums stipulated at Article 25 of these Statutes. The decisions of the Steering Committee regarding exclusions of Associate Members are final, sovereign and do not have to be motivated.

A Member who, in whatever way and for whatever reason, ceases to belong to the Association shall (i) remain liable for the payment of the membership fees up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Association, (iii) have no claim on the Association's assets, and (iv) forthwith cease to hold itself out as a Member of the Association.

ART. 11. – Membership fees

Each Active Member, except the Active Member(s) referred to in Article 6, second paragraph of these Statutes, shall pay a yearly membership fee proposed by the Steering Committee. The amount shall be decided each year by the General Assembly. The General Assembly shall also decide each year on the invoicing procedure and the time for payment of the membership fees. Active Members joining the Association part way through a financial year shall pay the membership fee on a pro rata basis.

Additional contributions can also be paid towards the Association, including fees for services provided.

TITLE III: ORGANISATIONAL STRUCTURE

ART. 12. – Bodies

The bodies of the Association are:

- (a) the General Assembly;
- (b) the Steering Committee;
- (c) the Executive Committee;
- (d) the Co-Chairs;
- (e) the Deputy Co-Chairs; and
- (f) the Financial Officer.

TITLE IV: GENERAL ASSEMBLY

ART. 13. – Composition. Powers

The General Assembly shall be composed of all Members of the Association.

Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 9 of these Statutes.

Members that have a “valid voting right” can be either:

- Active members that pay each year a membership fee and belong to art. 5 of the Statutes
- Sponsors that each year support the Association through services, work, or other similar means at a significant value, and which shall not belong to the category (g) of Article 5 of the present Statutes.

Each Active Member shall have one vote.

By derogation to the preceding paragraph, each Active Member which is a National - IHE Initiative/Association shall have two votes.

By derogation to the preceding paragraphs, if an Active Member which is a User or a Vendor controls one or more other Active Member(s) which are Users or Vendors or if two or more Active Members which are Users or Vendors together constitute a group, all the Active Members concerned shall collectively only have one vote. The Active Members concerned shall decide amongst themselves which Active Member shall cast their vote and shall notify the Executive Committee of this appointment. Pending such notification, the vote of the Active Members concerned shall be suspended. An Active Member shall be considered as controlling one or more other Active Member(s) if it has the power to exercise a decisive influence regarding (i) the appointment and/or exclusion of the majority of the directors or (ii) the orientation of the management of this/these Active Member(s). This shall ipso jure be the case when the said Active Member (i) has the majority of the votes that can be cast in this/these Active Member(s), or (ii) it has according to the Statutes of such Active Member(s) or any other agreement the power to control this/these Active Member(s), or (iii) jointly controls with one or more Active Member(s) this/these Active Member(s). Two or more Active Members shall be considered as constituting a group when they are placed under a single management. In case of doubt, the Executive Committee shall decide if an Active Member controls one or more other Active Member(s) or if two or more Active Members constitute a group.

Associate Members shall have the right to attend the General Assembly without voting rights.

The General Assembly shall have the powers that are specifically granted to it by law or these Statutes, in particular:

- (a) the admission of new Members;
- (b) the exclusion of Active Members, upon proposal of the Steering Committee;
- (c) if applicable, the election and revocation of an external accountant or auditor and the determination of his/her remuneration;
- (d) if applicable, the election and revocation of a statutory auditor and the determination of his/her remuneration;
- (e) the approval of the annual accounts and of the budget of the Association;
- (f) the amendment of these Statutes;
- (g) the adoption, the amendment and the revocation of the internal rules of the Association;
- (h) the dissolution of the Association and the allocation of the Association's net assets in case of dissolution;
- (i) the appointment of liquidator(s);
- (j) the granting of the discharge to the members of the Steering Committee and the members of the Executive Committee;
- (k) the approval of the annual membership fees, upon proposal of the Steering Committee;
- (l) the constitution of one or more affected fund(s) and the determination of specific rules for valuation of this/these affected fund(s);
- (m) the determination of the common policy of the Association to be pursued to achieve the purpose of the Association as well as the means to implement this policy, upon proposal of the Steering Committee.

The General Assembly shall be presided by the Co-Chairs, as foreseen in Articles 27.1 and 27.2 of these Statutes. If a Co-Chair is unable or unwilling to preside the General Assembly, the Deputy Co-Chair representing the same constituency (Vendor or User Constituency) shall replace him/her. If the Co-Chair and the Deputy Co-Chair of the same constituency are both unable or unwilling to preside the General Assembly, the

oldest Representative (date of birth) of a member of the Steering Committee representing the same constituency shall replace them.

ART. 14. – Meetings

The General Assembly shall meet at least once a year upon convocation by the Executive Committee, and at such time and place as determined in the convocation. The ordinary General Assembly entrusted with the approval of the annual accounts and the budget shall be held each year within six months after the end of the Association's financial year.

An extraordinary General Assembly shall be convoked at any time by the Executive Committee, at the written request of fifty percent of all Active Members or in case of emergency or whenever required by the interests of the Association.

ART. 15. – Proxies

Each Active Member, which is not a National - IHE Initiative/Association shall have the right to be represented at the General Assembly by another Active Member of the same constituency holding a proxy given via regular mail or via any other means of written communication (including e-mail). Each Member has the right to hold one proxy.

Each Active Member, which is a National - IHE Initiative/Association shall have the right to be represented at the General Assembly by another National - IHE Initiative/Association holding a proxy given via regular mail or via any other means of written communication (including e-mail). In this case the National - IHE Initiative/Association holding the proxy can only cast one of the two votes of the represented National - IHE Initiative/Association.

In case of a General Assembly having to adopt in the presence of a notary amendments to the present Statutes which must be recorded in a notarial deed, the Members may give a proxy to a Member of their constituency or a third party, provided that these amendments have been previously approved by the General Assembly according to the attendance and voting quorums stipulated in Article 38 of these Statutes. In such case, each Member or third party has the right to hold an unlimited number of proxies, provided that the General Assembly must always be composed of at least two persons.

ART. 16. – Convocations. Agenda

Convocations for the General Assembly shall be communicated to the Members by the Executive Committee via regular mail or via any other means of written communication (including e-mail) at least thirty calendar days in advance of the meeting. The convocations shall contain a draft of the agenda, the date, time and place of the

meeting of the General Assembly. Any Active Member has the right to propose an item on the agenda of the General Assembly, which needs to be communicated to the Executive Committee at least twenty-five calendar days before the meeting. The definitive agenda shall be sent at least twenty calendar days in advance of the meeting.

No vote shall be taken regarding an item that is not listed on the agenda, except if all Active Members are present or represented and agree to such vote.

Each Member shall have the right, before, during or after the General Assembly, to waive the convocation required by this Article. Any Member present or represented at the General Assembly shall be deemed to have been regularly convoked. If all Members are present or represented, justification of the convocations shall not be required.

ART. 17. – Quorum. Votes

Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted if at least half of the Active Members with valid voting right are present or represented.

Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain a majority of fifty percent plus one vote of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Executive Committee shall have the decisive vote.

In case the General Assembly has to vote about an item regarding at least three different proposals, options or candidates and no proposal, option or candidate obtains a majority of fifty percent plus one vote of the votes of the Active Members present or represented, then the General Assembly shall organise a new vote regarding the two proposals, options or candidates having obtained the highest number of votes. Following this new vote, the proposal, option or candidate having obtained a majority of fifty percent plus one vote of the votes of the Active Members present or represented shall be validly adopted.

ART. 18. – Register of minutes

Minutes shall be taken at each meeting of the General Assembly, to be signed by the Co-Chairs, and to be sent via regular mail or any other means of written communication (including e-mail) to all Members within four weeks after the meeting.

After four weeks without any comments, the minutes are accepted by declaration. In the case of comments, the next Steering Committee Meeting / T-Con, which takes place after the period of four weeks will finalize them, taking into account the proposed changes.

The minutes shall be kept in a register of minutes, kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

ART. 19. – Written procedure

In exceptional cases and when the urgency of the matters so requires, the General Assembly may make decisions by a written procedure.

To that effect, the Executive Committee shall send via regular mail or via any other means of written communication (including e-mail) they deem fit, the proposed resolutions to all Members. The communication shall be accompanied by a memorandum prepared by the Executive Committee setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within thirty calendar days after having been sent the number of, and votes attached to, the duly completed communications returned to the Executive Committee by the Active Members is sufficient to meet the voting requirements set forth in these Statutes, and on the condition that at least half of the Active Members with valid voting right have returned their voting ballots, timely and duly signed.

TITLE V: STEERING COMMITTEE

ART. 20. – Composition

The Association shall be administered by a Steering Committee which shall be composed, ipso jure, of all the Active Members; provided that the Steering Committee shall never count less than four members, of which two are Active Members which are National - IHE Initiatives/Associations and one is an Active Member belonging to another membership category than the National - IHE Initiatives/Associations.

The mandate of the members of the Steering Committee is non-remunerated.

The mandate of a member of the Steering Committee shall terminate automatically and with immediate effect, when the said member of the Steering Committee ceases to be an Active Member of the Association for whatever reason.

The members of the Steering Committee are also free to resign from their office at any time by submitting, via regular mail or via any other means of written communication (including e-mail), their resignation to the Executive Committee.

The Steering Committee can invite any experts coming from members of the Steering Committee whose expertise and advice are considered necessary by the

Steering Committee to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Steering Committee.

The Steering Committee shall be presided by the Co-Chairs. If a Co-Chair is unable or unwilling to preside the Steering Committee, the Deputy Co-Chair representing the same constituency shall replace him/her. If the Co-Chair and the Deputy Co-Chair of the same constituency are both unable or unwilling to preside the Steering Committee, the oldest Representative (date of birth) of a member of the Steering Committee representing the same constituency shall replace them.

ART. 21. – Powers

All powers necessary for achieving the Association's purpose are vested in the Steering Committee, with the exception of these powers specifically granted by law or these Articles of association to other bodies of the Association.

The Steering Committee shall have in particular the following powers:

- (a) the general management and direction of the Association;
- (b) the transfer of the registered office of the Association;
- (c) the exclusion of Associate Members;
- (d) the proposal of the exclusion of Active Members to the General Assembly;
- (e) the election and revocation of the Co-Chairs and if applicable, the Deputy Co-Chairs;
- (f) the election and revocation of the Financial Officer;
- (g) the proposal of the membership fees to the General Assembly and the decision on fees for services provided to Members or third parties;
- (h) the execution of the decisions of the General Assembly;
- (i) the adoption of the propositions to be submitted to the General Assembly;
- (j) upon receipt of the draft annual accounts and the draft budget from the Financial Officer, the finalization and approval of these documents that must be submitted to the approval of the General Assembly;
- (k) the decision to establish and delegate tasks to one or more working groups and/or permanent committees and the overseeing of these; and

(l) the proposal to the General Assembly of the determination of the common policy of the Association to be pursued to achieve the purpose of the Association as well as the means to implement this policy.

ART. 22. – Meetings

The Steering Committee shall meet every time the interests of the Association so require and at least twice a year, upon convocation by the Executive Committee, and at such time and place as determined in the convocation. If possible, an ordinary Steering Committee entrusted with the election of a Co-Chair and, if applicable, with the election of one or two Deputy Co-Chairs shall be held in the last quarter of each year.

ART. 23. – Proxies

Without prejudice to Article 9 of the Statutes, each member of the Steering Committee, which is not a National - IHE Initiative/Association shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at a Steering Committee meeting by another member of the Steering Committee of the same constituency, holding a proxy.

Without prejudice to the provisions of Article 9.3 of these Statutes in case of voting per constituency, each member of the Steering Committee which is a National - IHE Initiative/Association shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at a Steering Committee meeting by another National - IHE Initiative/Association, holding a proxy. In this case, the National - IHE Initiative/Association holding the proxy can only cast one of the two votes of the represented National - IHE Initiative/Association.

No member of the Steering Committee may hold more than one proxy.

ART. 24. – Convocations. Agenda

Convocations for the Steering Committee shall be communicated by the Executive Committee to the members of the Steering Committee via regular mail or via any other means of written communication (including e-mail) at least twenty calendar days in advance of the meeting in case of a physical meeting of the Steering Committee, and at least one calendar day in case of a meeting by video- or telephone conference. The convocations shall contain a draft of the agenda, the date, time and place of the meeting of the Steering Committee. Any member of the Steering Committee has the right to propose an item on the agenda of the Steering Committee, which needs to be communicated to the Executive Committee at least fifteen calendar days before the physical meeting, or in the beginning of the meeting in case of video- or telephone

conference. The definitive agenda shall be sent at least ten calendar days in advance of the physical meeting.

ART. 25. – Quorum. Votes. Written procedure

25.1. The Steering Committee shall be validly constituted if half of the members of the Steering Committee are present or represented. Any member of the Steering Committee present or represented at a meeting of the Steering Committee shall be considered to have been regularly convoked to this meeting.

Decisions of the Steering Committee shall be validly adopted if they obtain a majority of fifty percent plus one vote of the votes of the members of the Steering Committee present or represented. Blank votes, invalid votes and abstentions shall not be counted.

Each member of the Steering Committee shall have one vote.

25.2. By derogation to the preceding paragraph but without prejudice to the second paragraph of Article 23 of the Statutes, each member of the Steering Committee being an Active Member which is a National - IHE Initiative/Association shall have two votes. If the National - IHE Initiative/Association is represented at a meeting of the Steering Committee by another National - IHE Initiative/Association, holding a proxy, then the National - IHE Initiative/Association, holding the proxy, can only cast one of the two votes of the represented National - IHE Initiative/Association .

The principle mentioned in the above paragraph equally applies to a represented National – IHE Initiative/Association which has temporally lost (at most) one of its two votes (due to a suspended vote of one of the two representatives). The remaining vote of the represented National – IHE Initiative/Association can still be casted by the present National – IHE Initiative/Association holding a valid proxy.

25.3. By derogation to the preceding paragraphs, if a member of the Steering Committee, which is a User or a Vendor controls one or more other member(s) of the Steering Committee which are Users or Vendors or if two or more members of the Steering Committee which are Users or Vendors together constitute a group, all the members of the Steering Committee concerned shall collectively only have one vote. The members of the Steering Committee concerned shall decide amongst themselves which member of the Steering Committee shall cast their vote and shall notify the Executive Committee of this appointment. Pending such notification, the vote of the members of the Steering Committee concerned shall be suspended. A member of the Steering Committee shall be considered as controlling one or more other member(s) of the Steering Committee if it has the power to exercise a decisive influence regarding (i) the appointment and/or exclusion of the majority of the directors or (ii) the orientation of the management of this/these member(s) of the Steering Committee. This shall ipso jure be the case when the said member of the Steering Committee (i) has the majority of the

votes that can be cast in this/these member(s) of the Steering Committee, or (ii) it has according to the Statutes of such member(s) of the Steering Committee or any other agreement the power to control this/these member(s) of the Steering Committee, or (iii) jointly controls with one or more member(s) of the Steering Committee this/these member(s) of the Steering Committee. Two or more members of the Steering Committee shall be considered as constituting a group when they are placed under a single management. In case of doubt, the Executive Committee shall decide if a member of the Steering Committee controls one or more other member(s) of the Steering Committee or if two or more members of the Steering Committee constitute a group.

The Co-Chairs in their capacity as Co-Chairs shall have the right to preside the Steering Committee without voting rights.

25.4. A meeting of the Steering Committee shall be validly constituted even if all or some of the members of the Steering Committee are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members of the Steering Committee to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the members of the Steering Committee shall be deemed present.

25.5. For each Representative of a member of the Steering Committee that did not attend to three successive meetings of the Steering Committee, without providing to the Executive Committee reasonable justification for non-attendance, the concerned member of the Steering Committee can have one vote at the Steering Committee suspended by the Executive Committee. The Executive Committee shall notify the Representative(s) of the concerned member of the Steering Committee via regular mail or any other means of written communication (including e-mail) that one or more vote(s) at the Steering Committee of his/her/their Active Member has been suspended. This notification shall be done before the very next meeting of the Steering Committee following to the said third successive meeting of the Steering Committee.

Once the vote(s) of a member of the Steering Committee has/have been suspended, said vote(s) will automatically be restored at the beginning of the second successive meeting of the Steering Committee at which the Representative(s) of the concerned member of the Steering Committee will attend.

25.6. In exceptional cases and when the urgency of the matters so requires, the Steering Committee may make decisions by a written procedure.

To that effect, the Executive Committee shall send via regular mail or via any other means of written communication (including e-mail) they deem fit, the proposed resolutions to all members of the Steering Committee. The communication shall be accompanied by a memorandum prepared by the Executive Committee setting forth the reasons which have led to the use of the written procedure, as well as the context of the

proposed resolutions. The proposed resolutions shall be deemed adopted if within thirty calendar days after having been sent the number of, and votes attached to, the duly completed communications returned to the Executive Committee by the members of the Steering Committee is sufficient to meet the voting requirements set forth in these Statutes and on the condition that half of the members with voting rights return the voting ballot, timely and duly completed.

ART. 26. – Register of minutes

Minutes shall be taken at each meeting of the Steering Committee, to be signed by the Co-Chairs. The minutes shall be kept in a register of minutes, kept at the registered office of the Association.

TITLE VI: EXECUTIVE COMMITTEE

ART. 27. – Composition

27.1. – General

The Executive Committee shall be composed of four members, i.e. two Co-Chairs and two Deputy Co-Chairs, all being physical persons. Their mandate is non-remunerated.

The Executive Committee can invite any experts whose expertise and advice are considered necessary by the Executive Committee to attend one or more meeting(s) or part(s) of the meeting(s) of the Executive Committee. The counsel given by these experts shall be non-binding.

The mandate of a member of the Executive Committee shall terminate automatically and with immediate effect, when the said member of the Executive Committee ceases to be employed by or is no longer otherwise linked to a member of the Steering Committee of the relevant constituency for whatever reason.

The mandate of a member of the Executive Committee shall also terminate upon revocation by the constituency it belongs to.

The members of the Executive Committee are free to resign from their office at any time by submitting, via regular mail or via any other means of written communication (including e-mail), their resignation to the Steering Committee.

In case of termination of the mandate of a member of the Executive Committee, he/she shall continue performing the duties of his/her office until the time when the relevant constituency has provided in his/her replacement or could reasonably have

done so or, if applicable, until a Co-Chair becomes a Deputy Co-Chair and replaces the previous Deputy Co-Chair.

For the purpose of electing the Co-Chairs and, if applicable, the Deputy Co-Chairs, the ordinary Steering Committee shall consist of two constituencies, i.e. the User-Constituency and the Vendor-Constituency. All members of the Steering Committee shall have one valid vote and shall vote in their respective constituencies (National - IHE Initiative/Association will have one vote per constituency, casted by their respective representatives, as foreseen in Article 9.3). By derogation to the preceding sentence, Article 25.2 and Article 25.3 of these Statutes are applicable.

27.2. – Co-Chairs

The two Co-Chairs are each elected by their respective constituency at the relevant ordinary Steering Committee. The Co-Chairs are elected for a two-year term, renewable only once after the initial term expired. The Co-Chairs automatically remain in office until the day of the election of a new Co-Chair.

The Co-Chairs shall be elected by their respective constituency as follows:

(a) All physical persons who wish to stand for election as Co-Chair must notify the Co-Chairs in office via regular mail or any other means of written communication (including e-mail) one month before the ordinary Steering Committee. The Deputy Co-Chairs can stand for election as Co-Chairs as well, if they wish to, during or after their term as Deputy Co-Chairs. The Co-Chairs in office shall draw up a list of all physical persons standing as candidate for election, which shall be attached to the convocation for the ordinary Steering Committee at which a Co-Chair shall be elected;

(b) Each member of the Steering Committee, within its constituency (User Constituency or Vendor Constituency), shall complete a ballot form selecting one physical person from the list of its constituency; and

(c) The candidate receiving the highest number of votes shall be elected as Co-Chair. Blank votes, invalid votes and abstentions shall not be counted.

27.3. – Deputy Co-Chairs

The two Deputy Co-Chairs shall be, ipso jure, the last Co-Chair elected by the User-Constituency and the last Co-Chair elected by the Vendor-Constituency, whose mandate has expired. The Deputy Co-Chairs shall serve for a two-year term, not renewable. Nevertheless, after the initial term has expired, the mandate of a Deputy Co-Chair having served for a two-year term shall, ipso jure, be renewed if the mandate of the Co-Chair of the same constituency is renewed as well.

If the physical person who should serve as Deputy Co-Chair is unable or unwilling to serve as Deputy Co-Chair or ceases to be employed by or is no longer otherwise linked to a member of the Steering Committee of the relevant constituency, the relevant constituency shall elect at the ordinary Steering Committee a physical person belonging to a member of the Steering Committee of the said constituency as Deputy Co-Chair.

In case a Deputy Co-Chair has to be elected in accordance with the preceding paragraph, the procedure to elect the Co-Chairs as described in Article 27.2, second paragraph of these Statutes shall apply *mutatis mutandis*.

ART. 28. – Powers

The Executive Committee shall be entrusted with the daily management of the Association. The Executive Committee may decide to grant specific powers to a member of the Executive Committee, a Member or a third party for the duration determined by the Executive Committee.

ART. 29. – Meetings. Convocations. Quorum. Votes

The Executive Committee shall meet every time the interests of the Association so require and at least four times a year, upon convocation by the Co-Chairs jointly, and at such time and place as determined in the convocation. If a Co-Chair or both Co-Chairs is/are unable or unwilling to convoke the Executive Committee, any member of the Executive Committee shall convoke the Executive Committee.

Convocations for the Executive Committee shall be mailed to the members of the Executive Committee via regular mail or via any other means of written communication (including e-mail) at least ten calendar days in advance in case of a physical meeting of the Executive Committee, and at least one calendar day in case of a meeting of the Executive Committee by video- or telephone conference. The convocations shall contain the agenda, date, time and place of the meeting of the Executive Committee.

The Executive Committee shall be validly constituted if the two Co-Chairs are present. Any member of the Executive Committee present at a meeting of the Executive Committee shall be considered to have been regularly convoked to this meeting.

Decisions of the Executive Committee shall be validly adopted if they obtain a majority of fifty percent plus one vote of the votes of the members of the Executive Committee present. Blank votes, invalid votes and abstentions shall not be counted.

Each member of the Executive Committee shall have one vote. Proxies shall not be allowed.

The Executive Committee shall report, at least twice a year, to the Steering Committee on its actions and activities.

ART. 30. – Register of minutes

Minutes shall be taken at each meeting of the Executive Committee, to be signed by the Co-Chairs. The minutes shall be kept in a register of minutes, kept at the registered office of the Association.

TITLE VII: EXTERNAL REPRESENTATION OF THE ASSOCIATION

ART. 31. – External representation of the Association

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds, including daily management, by two members of the Executive Committee belonging to a different constituency, acting jointly.

None of the aforementioned persons must justify his/her powers vis-à-vis third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by two members of the Executive Committee belonging to a different constituency, acting jointly.

TITLE VIII: WORKING GROUPS AND/OR PERMANENT COMMITTEES

ART. 32. – Working groups and/or permanent committees

The Steering Committee may establish and delegate tasks to one or more working group(s) and/or permanent committee(s). The Steering Committee shall determine the mission, composition, chair, powers and working of the working groups and/or permanent committees. The working groups and/or permanent committees shall report on their actions, studies, propositions and conclusions to the Steering Committee.

TITLE IX: INTERNAL RULES

ART. 33. – Internal rules

To detail and complete the provisions of these Statutes internal rules may be adopted by the General Assembly. The adoption, the amendments to and the revocation

of these internal rules shall be decided by the General Assembly in accordance with the attendance and voting quorums stipulated in Article 17 of these Statutes.

TITLE X: FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS. AFFECTED FUNDS

ART. 34. – Financial year

The financial year of the Association shall run from 1 January through 31 December; provided that the first financial year of the Association shall run from the date of the Association's constitution through 31 December 2008.

ART. 35. – Accounts. Budget

The Steering Committee establishes each year the annual accounts of the past year and the budget for the next year.

Each year the Steering Committee shall submit for approval to the ordinary General Assembly the annual accounts of the past year and the budget for the next year.

The annual accounts shall be kept in a register of annual accounts. This register of annual accounts is kept at the registered office of the Association and can be consulted by the Members without, however, displacing it. Copies shall be sent to the Members via regular mail or any other means of written communication (including e-mail).

ART. 36. – Auditing of the accounts

If the law requires so, the General Assembly shall nominate a statutory auditor of the Association, chosen between the members of the "Institut des Réviseurs d'Entreprise".

If the Association is not required by law to nominate a statutory auditor, the General Assembly may nominate an external accountant or auditor to audit the annual accounts.

The external accountant or auditor or, if applicable, the statutory auditor shall draw up a yearly report on the annual accounts of the Association. This report shall be submitted to the General Assembly.

ART. 37. – Affected funds

The General Assembly may decide to constitute one or more affected fund(s). If the General Assembly decides to create an affected fund, it must also determine specific rules for the valuation regarding that affected fund.

TITLE XI: AMENDMENTS TO THE STATUTES

ART. 38. – Amendments to the Statutes

The General Assembly can validly decide on amendments to these Statutes only if (i) at least half of the Active Members are present or represented and (ii) they obtain a seventy five percent majority of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

If at least half of the Active Members are not present or represented at the first meeting, a second General Assembly may be convened, which shall validly deliberate, irrespective of the number of Active Members present or represented, in accordance with the majority provided for in the first paragraph of this Article, and decide the amendments.

Any proposal to amend the Statutes shall be explicitly mentioned in the convocation to the Members.

When the law requires it, the amendments to the Statutes shall require the approval of the King and/or shall be recorded in a notarial deed.

The date on which the amendments to the Statutes shall enter into force shall be determined in the internal rules or by the decision of the General Assembly regarding the modifications to the Statutes.

Any decision of the General Assembly relating to the amendments of the Statutes is subject to the additional requirements imposed by applicable law.

TITLE XII: DISSOLUTION. LIQUIDATION

ART. 39. – Dissolution. Liquidation

The General Assembly can validly pronounce the dissolution of the Association only if (i) at least two-thirds of the Active Members are present or represented and (ii) the decision obtains a seventy five percent majority of the votes of the Active Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

Any proposition to dissolve the Association shall be explicitly mentioned in the convocation to the Members.

Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon the allocation of the Association's net assets, provided however that they may only be allocated to a disinterested purpose.

TITLE XIII: FINANCIAL OFFICER

ART. 40. – Election and function of the Financial Officer

The Steering Committee may elect a physical person as Financial Officer. His/her office is non-remunerated. The Financial Officer is elected for a two-year term, renewable only once after the initial term expired.

The Financial Officer shall:

- (a) Be a Representative of an Active Member; and
- (b) Have experience in accounting and financial reporting.

The Financial Officer shall be elected by the Steering Committee as follows:

- (a) The Co-Chairs shall issue a call for candidates to the Steering Committee;
- (b) All physical persons who wish to stand for election as Financial Officer must notify the Co-Chairs via regular mail or any other means of written communication (including e-mail) one month before the meeting of the Steering Committee. The Co-Chairs shall draw up a list of all physical persons standing as candidate for election, which shall be attached to the convocation for the Steering Committee at which a Financial Officer shall be elected;
- (c) Each member of the Steering Committee shall complete a ballot form selecting one physical person from the list;
- (d) The candidate receiving the highest number of votes shall be elected as Financial Officer. Blank votes, invalid votes and abstentions shall not be counted; and
- (e) The candidate elected shall confirm that he/she accepts the mandate of the Financial Officer and that there are no lawful impediments for him/her to hold the mandate of the Financial Officer.

The mandate of the Financial Officer shall terminate automatically and with immediate effect, (i) by death or incapacity, or (ii) when the Financial Officer ceases to be employed by or is no longer otherwise linked to the Active Member he/she is representing.

The Steering Committee may revoke the Financial Officer at any time and possibly with immediate effect, without (i) having to justify its decision and (ii) any compensation or cost becoming due by the Association.

The Financial Officer is free to resign from his/her office at any time by submitting, via regular mail or via any other means of written communication (including e-mail), his/her resignation to the Steering Committee.

In case of termination of the mandate of the Financial Officer for whatever reason, except the cases of automatic termination of the mandate of the Financial Officer or revocation, the Financial Officer shall continue performing the duties of his/her office until the time when the Steering Committee has provided in his/her replacement within ninety calendar days.

In case of the end of the mandate of the Financial Officer for whatever reason, the Financial Officer shall have no claims for compensation on the Association or for its assets.

The Financial Officer shall be a permanent observer at the General Assembly, the Steering Committee, and the Executive Committee, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies must simultaneously be notified to the Financial Officer.

ART. 41. – Powers of the Financial Officer

The Financial Officer shall have the powers that are specifically granted to him/her by these Statutes, in particular:

- (a) Reporting to the General Assembly, the Steering Committee, and the Executive Committee on the financial situation and the budget progression;
- (b) Overseeing the financial situation of the Association;
- (c) Preparing every quarter the financial reports;
- (d) Preparing the draft budget and the draft annual accounts of the Association that must be submitted to the Steering Committee for finalization and approval;

- (e) Advising the Executive Committee on the financial transactions and the invoicing; and
- (f) Supervising the intermediary accounts.

If the Steering Committee has not decided to elect a Financial Officer, all the powers specifically granted to the Financial Officer by these Statutes shall be exclusively granted to and exercised by one of the two Co-Chairs, acting alone. As soon as the Steering Committee has decided to elect a Financial Officer, all the powers specifically granted to the Financial Officer by these Statutes shall be exclusively granted to and exercised by the Financial Officer.

TITLE XIV: VARIA

ART. 42. – Varia

Anything that is not provided for in these Statutes shall be governed by the provisions of Title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.