

By-laws of the association EuraHS (European Registry of Abdominal Wall Hernias)

as adopted on 25 November 2011

Title I: Name – Registered Office – Purpose – Duration

ARTICLE 1 – NAME OF THE ASSOCIATION

1.1. The association shall bear the name EUROPEAN REGISTRY OF ABDOMINAL WALL HERNIAS vzw, EuraHS vzw for short.

1.2. This name shall always be preceded or followed, in Dutch, by the words “vereniging zonder winstoogmerk” (non-profit association) or the abbreviation “VZW”, or in French by the words “association sans but lucratif” or the abbreviation “ASBL”.

1.3. The name, the designation “non-profit association”, as indicated under 1.2, and the address of the registered office of the association must appear on all deeds, invoices, announcements, notices and other documents issued by the association.

ARTICLE 2 – REGISTERED OFFICE OF THE ASSOCIATION

2.1. The association is domiciled at 2 Pontstraat, 9800 Deinze, Belgium. The association falls under the judicial district of Ghent. The association’s registered office may be moved subject to a resolution adopted by the general meeting of members in accordance with the quorum and majority conditions required for amendments to the by-laws.

2.2. All documents required by the VZW Act shall be filed with the registry of the Commercial Court of the aforementioned judicial district.

ARTICLE 3 – PURPOSE OF THE ASSOCIATION

3.1. The association shall have for its purpose:

- The creation, maintenance and provision, free of charge, of an online platform for the registration and result measurement of surgical corrections of abdominal wall hernias to the international surgical community
- The creation of an online platform to report complications secondary to the use of abdominal wall implants to correct abdominal wall hernias
- The creation and publication of definitions and classifications in the field of abdominal wall surgery

The association shall endeavour to achieve the purpose defined in paragraph 1 of this article by, among other things:

- The creation and maintenance of an interactive EuraHS website
- The creation and maintenance of the online platform and the database of EuraHS

- The organization of congresses and meetings to promote the website and the database
- The writing of publications based on the results of the database
- The organization of regular EuraHS Working Group meetings for the leaders of the EuraHS project

3.2. More generally, the association may use any and all means that contribute directly or indirectly to the achievement of its purpose. In pursuance of what is stipulated above, the association may acquire, take on lease or lease out all property or real rights, hire staff, enter into legally valid agreements, raise funds, and in short carry out, or arrange to carry out, all activities that justify its purpose. With a view to achieving its purpose, the association may even perform acts of commerce.

ARTICLE 4 – DURATION OF THE ASSOCIATION

The association shall be incorporated for an unspecified duration.

Title II: Membership

ARTICLE 5 – ACTIVE MEMBERS

5.1. The association shall consist of active members.

5.2. The association shall number at least 5 active members.

ARTICLE 6 – CONDITIONS OF MEMBERSHIP

6.1. Any surgeon from a country of the European Union with special interest in abdominal wall surgery who pursues and actively wishes to support the purpose of the association may join the association as an active member. Prospective members shall satisfy the following conditions of membership: (1) be nominated by three active members, and (2) be approved by the Board of Directors of the association.

6.2. Applications for membership shall be addressed exclusively in writing or by e-mail to the Board of Directors, stating the applicant's name, first names and address and specifying the reasons why the applicant believes he/she is eligible as an active member. The Board of Directors shall submit the prospective member's application for admission to the next general meeting, which shall decide by a majority of more than 50 percent of the members present or represented. The general meeting may decide entirely at its own discretion, and without stating the reasons for its decision, that a particular candidate shall not be admitted as an active member.

ARTICLE 7 – ANNUAL MEMBERSHIP FEE

7.1. The size of the annual membership fee for active members shall be determined by the Board of Directors.

7.2. If necessary, the Board of Directors may call upon the members to make a voluntary contribution to the association.

ARTICLE 8 – OBLIGATIONS OF THE MEMBERS

The members of the association shall be required:

- a. To comply with the by-laws and standing rules of the association as well as with the decisions of its bodies;
- b. Not to harm the interests of the association or any of its bodies.

ARTICLE 9 – RESIGNATION, EXCLUSION AND SUSPENSION OF MEMBERS

9.1. Any active member may resign from the association by sending a letter or e-mail to the Chairman of the Board of Directors. The resignation shall be effective from the day after the next annual meeting. Resigning members shall be required to pay the membership fee and contribution towards the costs that have been approved for the year in which they resign.

9.2. Active members may only be excluded by the general meeting, more particularly by a two-thirds majority vote. Before deciding on exclusion, the general meeting shall hear the member concerned. Any decision to exclude a member shall state the reasons for exclusion. The member concerned shall be informed of the reasons for his/her exclusion.

9.3. Pending the decision to exclude an active member, the Board of Directors may suspend the membership of the person concerned if that person:

- a. Is in serious breach of the obligations imposed on the members in Article 8;
- b. Fails, despite written notice of default, to meet his/her financial and/or administrative obligations towards the association.

The active member concerned shall be notified of his/her suspension by letter or e-mail. This suspension shall last no longer than six weeks, by which time the general meeting must convene to decide on the exclusion. The active member concerned shall retain all his/her membership rights at this general meeting. If the general meeting decides not to exclude the member, his/her suspension shall be cancelled as of right and shall be deemed never to have taken place.

9.4. The membership of an active member shall end automatically upon the death of the natural person or, in the case of a legal entity, upon its dissolution, merger, division or bankruptcy.

9.5. Resigning or excluded active members and their legal successors shall have no share in the assets of the association and shall on no account be able to claim reimbursement of membership fees paid or compensation for assets brought into the association.

Title III: Board of Directors

ARTICLE 10 – COMPOSITION OF THE BOARD OF DIRECTORS

The association shall be governed by a Board of Directors, composed at least three directors who shall be members of the association. The directors shall act jointly. They shall be appointed by the general meeting by secret ballot and may be removed by the general meeting at any time. The directors shall be reimbursed for the expenses which the directors incur in the conduct of their duties.

ARTICLE 11 – TERM OF OFFICE

The directors shall be appointed for an unspecified term of office. If the number of directors has fallen below the legal or statutory minimum as a result of voluntary resignation, removal or expiration of term of office, the directors shall remain in office until their replacement has been provided for.

ARTICLE 12 – ORGANIZATION OF THE BOARD OF DIRECTORS

12.1. The Board of Directors shall elect a Chairman, Secretary and Treasurer from among their number.

12.2. The Chairman or the Secretary shall convene the Board of Directors. Notices of meetings shall be given in writing (by letter or e-mail) at least fourteen days in advance, except in cases of emergency which must be duly justified in the minutes of the Board meeting in question. The notices shall contain the agenda of the meeting; if possible, all documents shall be attached which should allow the directors to take part in the meeting properly informed. The meeting may only decide on items that are included in the agenda, unless all directors are present and agree to the addition of a particular item to the agenda.

The meeting shall be held at the registered office of the association or at any other place specified in the notice.

The Chairman shall preside over the meeting. If the Chairman is absent, he shall be replaced by the most senior Vice-Chairman present or, in the absence of a Vice-Chairman, by the most senior director present.

12.3. The Board may only validly transact business if at least half of the directors are present. If this quorum is not reached, a new Board meeting may be convened with the same agenda, which shall validly transact business if at least two directors are present or represented. Resolutions shall be passed by a simple majority vote (= half the votes plus one, abstentions are not counted). In the event of a tie, the Chairman or the person replacing him shall have the casting vote.

12.4. Any director may give a proxy in writing to another director to represent him at a meeting of the Board of Directors. Each director, however, may represent only one other director.

12.5. The Board of Directors may transact business by telephone or video conferencing.

12.6. In exceptional cases, when the interests of the association so require, resolutions of the Board of Directors may be passed by the unanimous written consent of the directors. In such case, the Chairman and Secretary shall send a letter, fax or e-mail to the directors specifying (1) that a draft resolution of the Board of Directors is involved; (2) that, in order for a resolution to be passed validly, all directors must approve the draft resolution; (3) that the draft resolution cannot be amended; (4) that all members must sign and return the draft resolution with the handwritten words “approved as resolution of the Board of Directors”; (5) the time limit by which the draft resolution must be signed and returned to the registered office of the association. This written approval may be transmitted by letter, telegram or fax.

12.7. Minutes shall be drawn up of each meeting of the Board of Directors; those minutes shall be signed by the Chairman and the Secretary, and filed in a special register used for

that purpose. All abstracts to be submitted and all other instruments shall be validly signed by the Secretary or a director.

ARTICLE 13 – REPRESENTATION OF THE ASSOCIATION

13.1. The Board of Directors shall conduct the affairs of the association and shall represent the association in and out of court. It shall be empowered to act in all matters that concern the association, except for those matters which by law are expressly reserved for the general meeting. The Board may even perform acts of disposal including, among other things, the disposal, even for no consideration, of movable or immovable property, mortgaging, borrowing and lending, all commercial and banking transactions, cancellation of mortgages, etc.

13.2. Vis-à-vis third parties, the association shall only be bound by the joint signatures of two directors. Directors acting on behalf of the Board of Directors shall not be required to furnish proof to third parties of any such decision or authorization.

13.3. For certain acts and duties and for acts of daily management, the Board of Directors may delegate its authority to an Executive Committee, or to one or several directors. The Board of Directors may revoke such mandate at any time with immediate effect. If more than one person is entrusted with the daily management, the association shall be validly represented in all its acts of daily management by one person charged with the daily management, and who shall not be required to furnish proof of a prior decision between them.

13.4. The Board of Directors may by a simple decision delegate the power to represent the association in and out of court to one or more persons, who need not be directors, and who shall act jointly where appropriate. The powers of the aforementioned person(s) shall be precisely defined by the Board of Directors, which shall also determine the length of the mandate. The Board of Directors may revoke this mandate at any time with immediate effect.

13.5. The Board of Directors may appoint special authorized representatives to represent the association in specially designated matters. These authorized representatives shall bind the association within the limits of the powers that have been delegated to them and that are valid as against third parties.

Title IV: General Meeting

ARTICLE 14 – COMPOSITION OF THE GENERAL MEETING

14.1. The general meeting shall be composed of all active members.

14.2. The general meeting shall be presided over by the Chairman of the Board of Directors or by the most senior Vice-Chairman present or, in the absence of the aforementioned persons, by the most senior director present.

14.3. Active members may have themselves represented by another member.

14.4. Each active member shall have one vote at the general meeting.

ARTICLE 15 – POWERS OF THE GENERAL MEETING

The general meeting shall have exclusive authority to:

- a. Amend the by-laws;
- b. Appoint and remove directors;
- c. Where appropriate, appoint and remove the auditors and determine their remuneration where such remuneration is given;
- d. Grant discharge to the directors and auditors;
- e. Approve the budgets and accounts;
- f. Decide on the voluntary dissolution of the association;
- g. Exclude an active member;
- h. Convert the association into a social purpose company; and
- i. All cases where the present by-laws so require

ARTICLE 16 – ORGANIZATION OF THE GENERAL MEETING

16.1. The general meeting shall be convened by the Board of Directors whenever the purpose or the interest of the association so requires, and must be convened at the request of one-fifth of the active members. It shall be convened at least once a year at a place and date appointed by the Board of Directors in order to approve the accounts of the past year and the budget for the next year.

16.2. All active members shall be invited to the general meeting by ordinary letter or by e-mail at least fourteen days in advance. The notice for the general meeting may, where appropriate, be posted in a newsletter, members' magazine or other publication of the association. The notice shall be signed by the Chairman or the Secretary. It shall specify the date, time and place of the general meeting.

16.3. The notice shall contain the agenda, which is set by the Board of Directors. The Chairman may put additional items on the agenda at the request of one-twentieth of the members. The general meeting may validly decide on items that are not on the agenda on condition that all active members present or represented agree and at least half the active members are present or represented.

ARTICLE 17 – MAJORITY RULES AND ATTENDANCE QUORUM

17.1. Except for the matters listed under 2 and 3, resolutions shall be passed by a simple majority vote (= half the votes plus one, abstentions are not counted) of the active members present and represented. In the event of a tie, the Chairman of the meeting shall have the casting vote.

17.2. In the case of exclusion of an active member, amendments to the by-laws or dissolution of the association, the procedure prescribed by law shall be followed. Where amendments to the by-laws or the dissolution of the association are put to the vote, abstentions shall be counted as negative votes.

17.3. In the event that a general meeting does not have the necessary attendance quorum, a second general members' meeting may be convened which shall validly transact business irrespective of the number of members present or represented. The second general meeting shall be held at least fifteen days after the first general meeting. The majority vote required by law or by the present by-laws shall continue to apply in full.

ARTICLE 18 – MINUTES

Minutes shall be drawn up of each meeting; those minutes shall be signed by the Secretary or a director and shall be filed in a special register. Abstracts of the minutes shall be certified true and signed by the Secretary or a director.

Title V: Right of Inspection of the Active Members

ARTICLE 19 – RIGHT OF INSPECTION OF THE ACTIVE MEMBERS

Except where the association has one or more auditors, all active members may consult the register of active members at the registered office of the association, as well as all minutes and resolutions of the general meeting, the Board of Directors and the persons, whether directors or not, who hold an office with or on behalf of the association, and all accounting documents of the association.

ARTICLE 20 – STANDING RULES

Where appropriate, the general meeting shall decide on the standing rules proposed by the Board of Directors. Amendments may be made to the standing rules by the Board of Directors but must be submitted to the general meeting for ratification. Under these standing rules, and without conflicting with the binding provisions of the law or the by-laws, all measures may be adopted in connection with the application of the by-laws and the regulation of the association's affairs in general, and any measures that are considered to be in the association's interest may be enjoined on the members or their legal successors.

Title VI: Budgets – Accounts – Audit

ARTICLE 21 – ANNUAL ACCOUNTS – BUDGET

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

21.2. The Board of Directors shall prepare the annual accounts and the budget and shall submit them to the general meeting for approval. After adopting the annual accounts and the budget, the general meeting shall decide by separate ballot on the discharge to be granted to the directors and, where appropriate, the auditor(s).

21.3. The Board of Directors shall ensure that the annual accounts and the other documents required by the VZW Act are filed within thirty days after their approval with the registry of the Commercial Court or, where the law so requires, with the National Bank of Belgium.

ARTICLE 22 – AUDITOR(S)

22.1. Where the association is obliged to do so pursuant to the rules that apply to it, the audit of its financial situation, its annual accounts and the compliance with the VZW Act and the by-laws of the transactions to be shown in the annual accounts shall be entrusted to one or more auditors, elected by the general meeting from among the members of the Institute

of Company Auditors. The general meeting shall decide the number of auditors and shall fix their remuneration. The auditors shall be appointed for a renewable term of three years.

22.2. The auditors shall, jointly or individually, have an unlimited right to check all transactions of the association. They may inspect on site the accounts, correspondence, minutes and in general all documents of the association.

Title VII: Dissolution – Liquidation

ARTICLE 23 – DISSOLUTION OF THE ASSOCIATION

23.1. Except in the case of judicial dissolution or dissolution by operation of law, only the general meeting may decide on the dissolution of the association in the manner provided for in the VZW Act. The proposal for the dissolution of the association shall be expressly stated in the notice of meeting that is sent to the active members.

23.2. In the case of voluntary dissolution, the general meeting or, failing which, the court shall appoint one or more liquidators. It shall also define the powers of the liquidators and the conditions of liquidation.

ARTICLE 24 – APPROPRIATION OF THE LIQUIDATION BALANCE

In the event of dissolution, the assets shall, after all outstanding debts have been settled, be transferred to an association pursuing a similar purpose. The general meeting deciding on the dissolution shall appoint the association to which the liquidation balance shall be handed over.

ARTICLE 25 – VZW ACT

For all that is not expressly provided for in the present by-laws, the VZW Act or any laws replacing said Act after the association has been incorporated shall apply along with the general legal provisions, the standing rules and common practices in this respect.