

European Association of Pharmacy Technicians (EAPT) Statutes

Note: In these Statutes, the male gender is used by default, but all the mentioned duties (President, Rules...) can indicate a person of any gender.

SECTION I – NAME, REGISTERED OFFICE, OBJECTIVES, ACTIVITIES AND DURATION

ARTICLE 1. – NAME

The name of the Association is “European Association of Pharmacy Technicians” abbreviated as: “EAPT”.

The Association is an international non-profit association (INPA) governed by the provisions of Book 10 and other applicable provisions of the (Belgian) Code of Companies and Associations dated 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019) as may be amended from time to time (hereafter “CCA”).

ARTICLE 2. – REGISTERED OFFICE

The registered office of the Association is located in the Brussels Capital Region.

The registered office can be transferred to any other place in Belgium by simple decision of the EAPT Board, except if this transfer would necessarily imply a change of the language of the Association. In the event that the transfer would necessarily imply a change of the language of the Association, a decision of the EAPT Members is required in accordance with the provisions applicable to a modification to the Statutes. Any transfer of the registered office shall be published in the Annexes to the Belgian Official Gazette.

ARTICLE 3. –PURPOSE AND OBJECT

The Association is established to promote best practice and ethics among Pharmacy technicians, working in the field of pharmacy in Europe, to network and to share knowledge.

The not-for-profit purpose of international interest is achieved through the following activities:

1. Education and training

- Collecting and spreading information about role and education of Pharmacy Technicians in countries of geographical Europe.
- Proposing criteria for the education and training of pharmacy technicians in Europe to ensure that all pharmacy technicians have the knowledge skills and competence to provide a safe and effective environment within the scope of pharmacy.
- Promoting the development and access to post graduate programmes leading to specialisation of pharmacy technicians in all areas of pharmacy to assure that Europe can respond to the changing healthcare environment.

- Co-operating with teaching establishments offering pharmacy technicians education to achieve EAPT aims.
- Recognising the essential role of continuous professional development (CPD) to quality healthcare, promoting access to CPD programs for all pharmacy technicians.
- Undertaking research related to practice and education of pharmacy technicians.
- Presenting and sharing projects about pharmacy technicians and education, in agreement with the standard practices.
- Promoting development of the life-long training for pharmacy technicians.

2. Public health and patient safety

- Promoting and developing the profession and the role of pharmacy technicians.
- Promoting the essential role of pharmacy technicians in health care systems to the general public.
- Promoting patient safety in the framework of pharmaceutical duty.
- Promoting environmentally friendly practices in pharmacy, in accordance with the European legislation.
- Promoting to healthcare stakeholders, the essential role of pharmacy technicians in delivering quality clinical care on the prevention, diagnosis, or therapy within the use of medicines or drug related substances.

3. Ethics

- Promoting adherence to the highest ethical standards by European pharmacy technicians as outlined in the EAPT code of ethics for pharmacy technicians.

4. Political

- Influencing European politics concerning pharmacy technicians' profession.
- Promoting the mutual and official recognition of equivalence of standards concerning pharmacy technicians and its harmonisation, in matters of information, procedures, education, training and competence, regulation and code of ethics across Europe.
- Providing advice, consultation, and recommendations on aspects of pharmacy technicians to the European Commission and other relevant European bodies and organisations.
- Working with competent authorities to facilitate the 'free movement of the profession' in Europe.
- Establishing relationships with European and international organisations active in the field of pharmacy.
- Promoting the European vision of pharmacy technicians among its members.

In order to achieve its objectives, the Association shall develop contacts with the European governing bodies, publish brochures, facilitate exchange programmes for students and professionals, supporting regulations intended to harmonise professional practices within the member countries and carry out any other activity which is consistent with the objectives described above.

The Association may enter into any other activities and undertake any other actions that are directly or indirectly related to the aforementioned objectives, or that are necessary or useful for the realization of such objectives.

Among other things, the Association can acquire, hire or hire out all properties or real rights, hire staff, make valid arrangements, and collect funds. It can undertake commercial activities to realise its objectives.

The Association can notably lend her support and take an interest in any way in associations, businesses, or organizations with a similar purpose, or that can help achieve or develop her goal.

The working language of the Association is English.

ARTICLE 4. – DURATION

The Association is set up for an unlimited period of time.

SECTION II – MEMBERS

ARTICLE 5. – MEMBERS

1. Category of Member

The Association may have Country Full members, Academic members, and Affiliate members. Unless stated otherwise in these Statutes, ‘members’ shall refer to all categories of members.

Candidates for membership may be invited to attend EAPT Members meetings as observers.

a. “Country Full members”

The Country Full members, who have the right to vote in the Annual General meetings, are national European organisations represented by their delegates and which have paid an annual membership fee to the Association. Their minimum number cannot be less than three.

These associations represent regulated and non-regulated pharmacy technicians according to the laws and customs of their country of origin, and whose action aims to represent and promote pharmacy technicians working in all sectors of pharmacy.

Conditions:

- Country represented by their pharmacy technician organisations.
- Membership fee is determined by size of their organization’s membership.
- Can attend AGM, EGM, and mid-year meetings.
- Have one vote per country.
- Right to nominate a candidate for position on EAPT Board.

b. “Academic members”

The EAPT Board, may admit institutes of education providing education for pharmacy technicians, as Academic members to the EAPT. The Academic members shall have all the rights associated with the status of Full member, with the following conditions:

Conditions:

- Must be colleges or Institutes of Education providing education for pharmacy technicians.
- Membership fee is determined by the EAPT Members.
- Can attend to AGM and EGM, with a limitation of up to three persons, that represent all academic members, chosen by vote among all academic members.
- No limitations on attending mid-year meetings held virtually.
- Right to nominate up to two candidates for a EAPT Board’ mandate, from all academic members, chosen by vote among all academic members.

c. “Affiliate members”

The EAPT Members may admit entities or individuals as affiliate members to the Association.

The affiliate members have no right to hold office, no right to nominate candidates for a EAPT Board mandate and the no right to vote in the EAPT Members. The affiliate members are entities/individuals whose objectives and/or activities support the practice of pharmacy and support the practice of EAPT and providing expert advice and participating in special committees or projects.

The EAPT Board, may admit individual pharmacy technicians, as an affiliate member of the EAPT, to support the activities of the organization.

Affiliate members shall pay membership fees as prescribed by the EAPT Members, if any.

Conditions:

- Nominated representatives may attend AGMs and EGMs, with a limitation of up to three members, that represent all affiliate members, chosen by vote among all academic members.
- No limitations on attending mid-year meetings held virtually.
- No voting rights.
- Cannot be nominated for position for a EAPT Board mandate.

2. Conditions for admission

The request for membership at the Association is addressed to the Board. The rules will dictate precise information and documents that the applying member must provide, in which case the Board will inform it.

The EAPT Board shall review the applications for presentation to the EAPT Members at the Annual Meeting.

Application for admission of any new full member, new academic member or new affiliate member is submitted by the EAPT Board, with its opinion, to the EAPT Members. Acceptance is by a two-thirds (2/3) majority of votes cast by the members present.

3. Resignation of members

Every member is free to withdraw from the Association by addressing its resignation by registered letter to the Rules. Annual fees due at the time of resignation and any other outstanding monies must be paid.

Resigned members may attend EAPT Members meetings as guests until the end of that financial year.

4. Exclusion of members

Members may be excluded from the Association by the EAPT Members, which will decide by a majority of two thirds (2/3) of votes cast by the full members present. The member concerned will have to be informed in advance by the EAPT Board of the decision being considered relating to it and invited to produce all arguments in its defence, either in writing, or through its personal appearance at the EAPT Members meeting. Exclusion takes immediate effect.

Failure to respect the law or the Statutes, failure to pay the membership fee as prescribed in the Internal Rules and/or acts or words which would seriously harm the Association's interests or reputation are acts that may lead to a member's exclusion. The EAPT Board can suspend the targeted member with immediate effect, pending the decision by the EAPT Members. When a member is suspended, such member shall no longer be allowed to participate in the activities of the Association and shall no longer be allowed to exercise its rights, including the right to attend meetings of the EAPT Members and, insofar as applicable, voting right set out in these Statutes, the Internal Rules and applicable law.

5. Loss of capacity as a member

Apart from the resignation and exclusion described in paragraphs 3 and 4 of this Article, the capacity to remain a member of the Association can also be lawfully lost by the cessation of activity and/or the dissolution of the member.

6. Rights and obligations following the loss of the capacity as a member

The resigning, suspended, excluded members or those who have lost their capacity as a member, along with their entitled beneficiaries, do not have any rights to the Association's funds. They can neither claim nor demand a statement, a statement of the accounts, the affixation of seals, or an inventory. Members that cease to be part of the Association for whatsoever reason remain bound towards it by all obligations arising prior to the loss of the capacity of member or on this occasion.

7. Readmission to membership

The entity that has lost its entitlement to membership for whatsoever reason may apply for readmission as in paragraphs 1 and 2 of this Article.

The entity that has been excluded from membership, for any reason, must wait until two (2) full years have elapsed before seeking readmission through reapplication. The same waiting period applies if the membership has ended due to non-payment of the membership fee as set out in Article 6.3.

8. Total adherence

Capacity as a full member, Academic member, affiliate member or observer implies complete adherence to the Statutes, the Internal Rules and all of the orders and decisions adopted by virtue of the Statutes or the Internal Rules.

9. Rights and obligations

The full members shall designate a maximum of two (2) delegates responsible for representing them within their country in the EAPT Members. Among all academic members shall designate a maximum of three (3) delegates responsible for representing them in the EAPT Members. Among all affiliate members shall designate a maximum of three (3) delegates responsible for representing them in the EAPT Members. The

members shall provide notification of these appointments in writing at the request of the Association's Rules each year.

10. Obligations to third parties

The full members, Academic members, affiliate members and observers shall not be personally liable for the Association's commitments under any circumstances.

ARTICLE 6. – MEMBERSHIP FEE, LATE-PAYMENT INTEREST

1. Membership fee

The members are bound to pay an annual membership fee determined by the EAPT Members, following a proposal by the EAPT Board.

The Internal Rules described in Article 14 determine the basis, amounts, and rates of the membership fee and possible increases, the conditions under which it is established, the procedures for appeal and the regulations.

Proposals concerning amendments to the Internal Rules relating to the membership fee can only be submitted to the EAPT Members by the EAPT Board.

The fee is paid on the 31st of January of the year to which it is related, or at any other date fixed by the Board.

2. Late payment-interest

Unpaid membership fees lawfully bear interest without notice of default to the benefit of the Association at an interest rate as shall be determined by the EAPT Members from time to time.

In case of non-payment of the fee, the Board sends a written reminder. If the member does not pay its contribution in the month of the reminder, the Board EAPT Members might consider it as an automatic resignation. The Board will notify its decision to the member in writing.

The Board can, in exceptional circumstances that it must justify, give to a member a reduction in its annual fee.

3. Common provisions

The members are bound to communicate the information required to establish their membership fee and to produce the justifications that may be requested by the EAPT Board.

The membership of members that have not paid the membership fee compliantly for two (2) consecutive years may have their membership rights withdrawn by the EAPT Members.

A member that loses the capacity of membership for whatsoever reason remains liable for the membership fee due for the entire current year and where applicable the late payment interest due until complete settlement.

SECTION III – BODIES AND OPERATION

ARTICLE 7. – BODIES

The Association is made up of bodies capable of expressing themselves and implementing the wish of its members, i.e.:

- the EAPT Members (referred to in the CCA as the EAPT Members of Members)
- the EAPT Board.
- the EAPT Advisory Group
- the EAPT Academic Network

ARTICLE 8. – EAPT MEMBERS

1. EAPT Members

The EAPT Members is the Association's sovereign power.

The EAPT Members is made up of all full members.

The Board are ex officio members of the EAPT Members, without voting right except as stated in Article 8.9.

2. The EAPT Members's powers

The powers listed below are reserved for the competence of the EAPT Members:

- a. amendment of the Statutes,
- b. approval of the Internal Rules and any amendments thereto,
- c. admission and exclusion of members,
- d. determination of the membership fee to be paid by all members to be part of the Association,
- e. approval of the accounts and budgets,
- f. appointment and removal of the President, the Vice-President, the Secretary and the other Board members,
- g. the appointment and removal of controllers as set out in Article 11, and, if applicable, the appointment and removal of the statutory auditor(s), determination of their remuneration, and granting discharge from liability;
- h. the decision of taking legal action against directors;
- i. dissolution of the Association, appointment of one or more liquidators and determination of the beneficiary or beneficiaries of the liquidation surplus,
- j. the powers attributed to the EAPT Members by virtue of these Statutes or mandatory provisions of applicable law.

3. Meetings of the EAPT Members

The EAPT Members shall meet at least once (1) annually. This EAPT Members meeting will be held within six months after the closing of the previous financial year.

An additional meeting of the EAPT Members can be requested at any time, either at the request of the President, at the request of at least two (2) members of the EAPT Board, or at the request of full members representing at least one third (1/3) of the full members. A request of this type must be addressed to the EAPT Board, precisely outlining the agenda to be discussed at this meeting, by letter. In case of such a request, a meeting of the EAPT Members shall be held within a period of maximum 3 months following the request. Additional meetings shall discuss only the agenda for which they were convened.

The EAPT Members shall meet at the Association's registered office or in any member's country as agreed by the EAPT Members.

In the event of an additional meeting, it shall be held in the place as stated in the convening notice by the EAPT Board.

The standard meeting method is in person. In exceptional circumstances and upon a decision of the EAPT Board, members may attend the EAPT Members meeting via any electronic platform.

In the case of a member being allowed to participate in the meeting via an electronic platform, such electronic platform shall, at a minimum, enable full members to directly, simultaneously, and without interruption, follow the discussions at the meetings and to exercise their right to vote. The electronic platform must also enable full members to participate in the deliberations and ask questions.

The way in which the meeting will be held and the procedures for remote participation shall be clearly and precisely indicated in the convening notice of the meeting.

Any technical problems or incidents that may have prevented or hindered the participation in the EAPT Members meeting or the voting need to be included in the minutes of the EAPT Members meeting.

For the purposes of meetings for which remote participation is allowed, the Board shall be deemed to be the person chairing the meeting.

If so, provided in the convening notice, full members of the EAPT Members can be given the possibility to cast their vote at the designated time during the EAPT Members meeting. These votes shall be considered for the purpose of the calculation of the quorum and majority requirements applicable to the EAPT Members meeting.

The Association shall need to be able to verify the capacity and identity of the full member concerned. To this end, certain identifying information as determined by the EAPT Board will be requested from the full members.

4. Convening

All of the members must be convened to attend the EAPT Members meeting by the EAPT Board via a letter signed by the President at least sixty (60) days before the Meeting.

The convening notice shall state the day, time, and location of the meeting as well as the agenda set by the EAPT Board and is to be accompanied by working documents. Accounts audited by the controllers or, as the case may be, statutory auditors, are submitted to the EAPT Members no less than 21 days before the meeting.

Proposals can be submitted to the EAPT Secretary for addition to the Annual Meeting agenda. Each proposal must be nominated by one (1) full member and seconded by another full member before it is registered on the agenda, unless the proposal concerns the exclusion of a member, amendment of the Statutes or the Internal Rules, dissolution of the Association or its merger with another organization pursuing the same or similar objectives and vocations and the appropriation of its liquidation surplus. In such case, the proposal will need to originate from at least (3) full members. Proposals concerning the membership fee need to originate from the EAPT Board.

The EAPT Members cannot decide on items that are not included in the agenda, except if all full members present and agree to decide on an item that was not included in the agenda.

The EAPT Board can invite anyone to attend all or part of the EAPT Members meeting in a guest or consultative capacity.

5. Representation

Each member is represented at a meeting of the EAPT Members by its president or by the person mandated by the president to this effect. Each representative can be assisted by a person of their choice. This person does not hold a vote.

A full member cannot delegate its vote to another member. However, for EAPT Members meetings that, by virtue of applicable law, need to be held in front of a notary public, each full member will be entitled to grant a proxy to another full member or to a third party and no limitation on the number of proxies will apply.

6. Presidency

The meeting of the EAPT Members is held under the presidency of the Association's President. If the President is absent or prevented from acting, the Vice-President shall preside.

In the circumstance that a meeting of the EAPT Members has been called as a result of a conflict between the EAPT Members and the EAPT Board, the meeting shall be led by a committee of three (3) individuals. This committee shall comprise one representative from the full member having requested the meeting, one representative from the EAPT Board and chaired by one representative from the full members who did not request the convening of the meeting.

This committee shall be appointed by the relevant groups at the meeting.

7. Voting rights

Members have a right to vote in the EAPT Members meeting. Each full member has one (1) vote. Academic members have one (1) vote in total. Affiliate members have no right to vote.

The voting rights of members whose membership fees are not completely paid are suspended and they may not vote. These votes are not considered for the calculation of the attendance and voting quorums. The same applies to the votes of suspended full members.

8. Rules for an attendance quorum

The EAPT Members shall meet validly if the full members representing at least half of the voting rights are present, apart from the exceptions provided by law or in these Statutes.

However, decisions relating to the exclusion of a member, amendment of the Statutes, dissolution of the Association or its merger with another organisation pursuing the same or similar objectives and vocations and the appropriation of its liquidation surplus must be taken by a meeting that assembles two thirds (2/3) of the votes. If this two thirds (2/3) attendance quorum is not met, a second meeting can be convened, in accordance with paragraph 4 of this Article, where at least half of the voting rights must be present to take the decision. For decisions regarding the dissolution, an attendance quorum of two thirds (2/3) of the votes will also be required at the second meeting.

9. Rules for voting quorum

Decisions by the EAPT Members are taken by a simple majority of the votes cast by the full members present, apart from the exceptions provided by law or these Statutes.

However, decisions concerning the exclusion of a member, amendment of the Statutes, a merger of the Association with an organization pursuing the same or similar objectives and vocations and the appropriation of the liquidation surplus must be taken by a two thirds (2/3) majority of the votes cast by the full members present. A decision concerning the dissolution must be taken by two thirds (2/3) of the total voting rights of all full members.

If there is a tied vote, the President, or in his absence, the person chairing the meeting, has a casting vote. If the casting vote represents a conflict of interests for the chair, the final decision shall be taken by simple majority by the EAPT Board excluding the chair. The determination on whether or not there is a conflict of interest for the chair, shall be made by the EAPT Members.

Decisions which are validly taken are binding on all members, including absent and dissident members.

The voting quorums are calculated on the basis of validly cast votes. Blank votes, void votes and abstentions will not be considered, neither in the numerator nor in the denominator, irrespective of the nature of the decision. The only exception to the foregoing rule is the decision on the dissolution, where blank votes, void votes and abstentions will count as negative votes.

The full members of the EAPT Members can also decide by unanimous written (including electronic) consent in all matters that belong to the powers of the EAPT Members, except for modifications to the Statutes.

10. Agenda

The EAPT Members shall rule on the minutes of the previous EAPT Members meeting. For the remainder, the EAPT Members shall only deliberate validly on the points on the agenda included in the convening notice.

The 'Any other business' point only covers items whose nature does not require a vote.

11. Publicity

The decisions by the EAPT Members are set down in minutes which are held in a register and signed by the President and the Rules. They are issued to members by written communication. By written request to the President, all members can inspect, at any moment, the approved minutes, and audited accounts. Third parties who justify a legitimate interest may request in writing copies of specific documents.

The President must duly sign any extract of the minutes of a EAPT Members meeting that has to be submitted to judicial proceedings or to any other authority. For the purpose of signature, the electronic signature is deemed acceptable.

ARTICLE 9. – EAPT BOARD

1. The EAPT Board powers

The EAPT Board shall carry out all administrative and management duties for the proper operation of the Association and shall dispose of all powers not expressly reserved by the Statutes or by law to the EAPT Members.

It can delegate the daily management to its President, Vice-President, a Board member or to staff members. The daily management in any event includes the actions and decisions that fall within the scope of the day-to-day needs of the Association, as well as the actions and decisions that, for reasons of their lesser importance or their urgent character, do not justify a decision of the EAPT Board.

In case the daily management is delegated to two (2) or more persons, these persons shall act as a collegiate body.

It can also confer special specific powers on its own responsibility to one (1) or more persons.

2. Composition

The EAPT Board shall be composed of a minimum of six (6) persons, presented by the members, consisting of the following positions:

- a. the President,
- b. the Vice-President,
- c. the Secretary,
- d. the Treasurer,
- e. the Media member,
- e. other Board members.

The number of other Board members is decided by the EAPT Members but shall in any event not exceed one less than the total number of full members.

Only persons nominated by full members can be elected as Board member within the EAPT Board. A full member can only nominate a candidate Board member if the member's voting rights are not suspended.

The President, Vice-President, Secretary, Treasurer, and the other Board members should come from different full members.

The Past President and the Past Secretary may be ex officio members of the EAPT Board for a period of one (1) year upon the request of the EAPT Board. This may be renewed for a further year if accepted by the EAPT Members. When the Statutes refer to 'Board members', the ex-officio members are not included.

Ex officio members act in an advisory capacity, they do not have a vote in decisions.

3. Appointment of Board members

The Board members are appointed by the EAPT Members. In the event that more than two (2) candidates are nominated in accordance with the provisions in the Internal Rules for the position of President, a two thirds (2/3) majority of the votes cast by the members present at the EAPT Members meeting will be required for success. If no candidate achieves this majority, a second-round ballot between the two leading candidates will take place. In this second ballot, a simple majority of the votes cast by the members present will suffice with right to vote. In case there are not more than two (2) candidates for the position of President and for all other Board member posts, candidates with the highest number of valid votes will be deemed elected.

The Internal Rules shall determine the procedures for the nomination, and election of the Board members.

Nominations for the EAPT Board shall be by way of a nomination by members with an acceptance of the nomination by the nominee and the nominee's association.

4. Duration of the Board member's term of office

The Board members are appointed to a Board member's position for a period of four (4) years renewable once. They may serve in the EAPT Board for a maximum of 16 consecutive years. They can be removed at any time by the EAPT Members.

The office of Board member shall also end if the Board member:

- Becomes bankrupt.
- Becomes prohibited from being a member of the EAPT Board by reason of any order made under any Act.
- Becomes of unsound mind.
- Resigns his office by notice in writing to the EAPT Board.
- Is directly or indirectly interested in any contract with the Association and fails to disclose the nature of his interest.
- Ceases for any cause to be a member, or hold the confidence, of his or her association.
- The association to which he or she belongs ceases to be a member of the Association.
- The association to which he or she belongs, ceases to exist.

At the expiry of their term of office or in the event of resignation, the outgoing Board member may remain in office until a replacement can be found. He or she shall remain in office until a replacement has been appointed if otherwise the number of Board members would fall below the minimum set out in Article 9.2.

In the event of a vacancy during a term of office, a provisional Board member can be appointed by the EAPT Board, to serve until the next EAPT Members meeting which will be asked to elect a Board member to complete the vacated term of office. [Any such co-option must comply with the provisions of these Statutes, including the requirement that a provisional Board member needs to be nominated by a member. The EAPT Members shall decide on whether or not the term of the provisional Board member is counted toward the maximum mandate terms.

5. Meetings of the EAPT Board

The EAPT Board meets at least once annually, following convening by the President or two (2) Board members. The meeting of the EAPT Board is chaired by the President, or, in case the President is unable to attend the meeting, by the Vice-President.

The EAPT Board can meet both as a corporeal meeting and/or as a virtual meeting.

The EAPT Board can convene via telephone conference, video conference, or any other system enabling immediate exchange among all directors.

The EAPT Board can meet at the Association's registered office or in any member's country or in any other agreed place stated in the convening notice.

6. Organisation of the EAPT Board

The EAPT Board only deliberates validly if at least three (3) members among which the President or the Vice President, are present.

Each Board member shall have one vote. All the resolutions shall be adopted by a simple majority of the votes cast by the Board members present. In the event of a tied vote, the meeting chair shall have a casting vote. Blank votes, void votes and abstentions will not be considered, neither in the numerator nor in the denominator, irrespective of the nature of the decision.

Decisions of the EAPT Board can also be taken by unanimous written decision.

SECTION IV – FINANCIAL YEAR, BUDGET, AND ACCOUNTS

ARTICLE 10. – FINANCIAL YEAR

The financial year begins on 1 July and ends on 30 June each year. The books and accounts are closed on this date.

ARTICLE 11. – BUDGET AND ACCOUNTS

Each year the EAPT Board is bound to submit accounts for the completed financial year accompanied by a management report, a declaration on the Association's financial situation corresponding to the closed year and a budget for the subsequent financial year to the EAPT Members.

Approval of the accounts and the management report by the EAPT Members amounts to a discharge from liability of the EAPT Board.

The accounts shall be filed in accordance with the Belgian Law.

The EAPT Members shall appoint two (2) controllers annually. These controllers shall be appointed from among the members and should normally not come from the same member state as any Board member but in any event should not come from the same member state as the Treasurer.

Section V – Amendment of the statutes, dissolution, and liquidation

ARTICLE 12. – AMENDMENT OF THE STATUTES

1. These Statutes can be amended by the EAPT Members. The initiative for amending the Statutes can originate from the EAPT Board or from at least three (3) full members.
2. The decisions are taken by the EAPT Members subject to the attendance and majority quorum conditions stated in paragraphs 8 and 9 of Article 8 of these Statutes.

ARTICLE 13. – DISSOLUTION AND LIQUIDATION

1. Dissolution

Apart from a case where there is a dissolution pronounced through judicial means, dissolution can only result from a decision by the EAPT Members in compliance with the legal provisions and these Statutes.

The decision to dissolve the Association is taken by the EAPT Members subject to the attendance and majority quorum conditions stated in paragraphs 8 and 9 of Article 8 of these Statutes.

2. Liquidation

Following dissolution, the EAPT Members shall designate the liquidator(s), determine their powers and their remuneration. It shall decide the appropriation to be made of the net assets from the corporate patrimony. In the event of dissolution, no current or former member of the Association has any right whatsoever to the

net assets of the Association. The net assets that may remain after settlement of all debts or charges devolve to another non-profit organisation pursuing similar goals as shall be decided by the EAPT Members.

SECTION VI – INTERNAL RULES

ARTICLE 14. – INTERNAL RULES

Participation in the Association is governed by Internal Rules.

The Internal Rules can be amended by the EAPT Members. The initiative for amending the Internal Rules can originate from the EAPT Board or from at least three (3) full members.

The amendments are to be presented to the EAPT Members and must be approved by a simple majority of the validly cast votes of the full members present.

The most recent version of the Internal Rules is available to the members as per request by email. When amended, the most recent version will be distributed to members by e-mail, within 30 days.

SECTION VII – REPRESENTATION AND LEGAL PROCEEDINGS

ARTICLE 15. – GENERAL REPRESENTATION

Without prejudice to the general representation powers of the EAPT Board, the Association shall be validly represented in regard to third parties and in legal proceedings, as plaintiff as well as defendant, by the President who does not have to justify to third parties the powers conferred for this purpose or by three co-signatory EAPT Board members.

For acts within the scope of the daily management, the Association is also validly represented in regard to third parties and in legal proceedings by the person entrusted with the daily management. In case more than one person is entrusted with the daily management, such persons shall be able to represent the Association individually.

ARTICLE 16. – SPECIFIC POWERS

For acts within the scope of their specific powers, the Association is also validly represented by special attorneys-in-fact appointed by the EAPT Board, the President, or the person(s) entrusted with the daily management.

SECTION VIII – GENERAL PROVISIONS

ARTICLE 17. – GENERAL PROVISIONS

Anything not foreseen by the present Statutes shall be settled in compliance with the provisions of the laws in force.

Should the interpretation of these Statutes be contested, the French language shall prevail.

Any litigation arising in direct or indirect relation to the present Statutes will fall under the sole jurisdiction of the Courts of Brussels.

ARTICLE 18. – CONFLICT OF INTEREST

A conflict of interest arises (i) when a member of the EAPT Members has a direct or indirect interest of a financial or any other nature contrary to a decision to be taken by the EAPT Members; or (ii) when a member of the EAPT Board has a direct or indirect interest of a financial or any other nature contrary to a decision to be taken by the EAPT Board.

In the event that a member of the EAPT Board or a member of the EAPT Members has a conflict of interest, such member shall immediately notify the President of his or her conflict of interest. In the event that the President has a conflict of interest, he or she shall immediately notify the Vice-President of his or her conflict of interest. The minutes of the meeting shall reflect such member's declaration as well as a clarification in relation to the nature of the conflict of interest.

In case the majority of the members of the EAPT Board have a conflict of interest, the decision or transaction shall be submitted to the EAPT Members. If the EAPT Members approves the decision of transaction, it can be implemented by the EAPT Board.

A EAPT Board or EAPT Members member faced with a conflict of interest shall not be entitled to take part in the deliberation of the meeting on the matter and shall not be entitled to vote on the decision giving rise to the conflict of interest.

The conflict-of-interest procedure is not applicable to usual transactions that take place against conditions and guarantees that are commonly applicable for such transactions.

ARTICLE 19 - REFERENCE TO THE CODE OF COMPANIES AND ASSOCIATIONS

Any matter not provided for in these bylaws shall be governed in accordance with the provisions of the Companies and Associations Code.

ARTICLE 20 - EMAIL ADDRESS AND WEBSITE

In accordance with Article 2:32 of the Companies and Associations Code, when a member, an EAPT Board member, or an auditor provides the association with an email address for communication purposes, any communication to this email address shall be deemed to have occurred validly.

The website address of the association is www.eapt.info. The EAPT Board member may modify the address at any time. The modification shall be communicated to the members in accordance with Article 2:32 of the Code of Companies and Associations.

ARTICLE 21 - ELECTION OF DOMICILE

Each member of a governing body or delegated to daily management may elect domicile at the registered office of the legal entity for all matters concerning the exercise of their mandate. This election of domicile is enforceable against third parties upon publication in the Annexes to the *Moniteur Belge*.

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These Statutes were adopted in Oslo, Norway

on 14th May 2024