

“European Men’s Health Forum”
abbreviated to “E.M.H.F.”

International Association with a Scientific and Educational Purpose

Ixelles (1050 Brussels), rue Wiertz 50, boîte 28

**CONSTITUTION - APPOINTMENTS
BETWEEN THE UNDERSIGNED**

1. Mr Ian Banks
2. Prof. Siegfried Meryn
3. Mr Rodney Elgie
4. Ms Peggy Maguire
5. Mr John Bowis

it has been agreed to constitute an international association with a scientific and educational purpose under the name of “**European Men’s Health Forum**”, abbreviated to “**E.M.H.F.**”, whose registered office shall be situated at Ixelles (1050 Brussels), rue Wiertz 50, boîte 28.

The statutes of the association have been drawn up as follows:

STATUTES

TITLE I - Name, objects, registered office, duration

Article 1. An international association with a scientific and educational purpose is constituted under the name of “European Men’s Health Forum”, abbreviated to “E.M.H.F.”.

This association shall be governed by the Belgian Act of the twenty fifth of October nineteen hundred and nineteen, amended by the acts of the sixth of December nineteen hundred and fifty four and the thirtieth of June two thousand.

Article 2. The registered office of the association is situated at Ixelles (1050 Brussels), rue Wiertz 50, boîte 28.

It may be transferred on the ordinary decision of the Board of Directors, who shall be responsible for publishing this transfer in the appendices to the Moniteur Belge.

Article 3. The objects of the association are the promotion of male health in Europe. The pursuit of this objective may not have discriminatory consequences and is not of a political or religious nature.

It may accomplish all acts directly or indirectly relating to its objects. In particular it may lend its assistance and involve itself in any activity similar to its objects. It may also perform services in the favour of third parties or its members, without prejudice to the main object.

The association may not pursue any profitable activity, nor any activity liable to restrict or distort competition.

Article 4. The association is constituted for a period of indefinite duration. It may be ended with the unanimous agreement of the members. It shall not end through the death, civil incapacity, resignation, expulsion or dissolution of a member, whether a natural or juristic person.

TITLE II - Members

Article 5. Any natural or juristic person, legally constituted according to the laws and practices of their country of origin, subscribing to these statutes and pursuing objectives compatible with those described in article 3, may be a member of the association.

Such persons shall be associate or full members.

Members wanting to help the organisation realise its objects may be admitted as associate members on their written request. They may attend the meeting in an advisory capacity only. Under no circumstances shall they have a voting right. Full members want to participate more closely in the management of the association. They shall be bound to be informed of the operation of the association and may exercise their voting rights at the General Meeting.

Article 6. New members shall be admitted by a written application sent to the Secretariat of the association. The Board of Directors shall have the supreme power of decision over admissions, and need not justify its decisions.

Article 7. All members shall pay a subscription, set annually by the General Meeting on the proposal of the Board of Directors.

Article 8. The capacity of member of the association shall be lost:

- By the resignation of the member, which shall be given by registered letter at least one month before the actual date of withdrawal.
- In the event of the member losing one of the capacities required by article 5.
- In the event of the expulsion of a member in the conditions stipulated by article 9.

Article 9. The expulsion of a member may be decided on by the Board of Directors for serious reasons, with its decision being taken by a unanimous vote after this member has been invited to make his observations known.

The following are considered as serious reasons:

- Conduct harmful to this association, its members, objectives or interests.
- The non-performance of obligations arising from these statutes, when they constitute serious misconduct.

In the event of expulsion, the expelled member may appeal to the general meeting of members, which shall decide by an ordinary majority. The meeting shall give notice of its decision to the member in question within fifteen days.

Article 10. A person who loses the capacity of member shall not have any entitlement to the association assets, which shall continue to benefit the association alone.

Article 11. Members, whether full or associate, shall not personally satisfy the obligations contracted by the association with respect to third parties.

TITLE III - General Meetings, management, administration.

Article 12. The General Meeting shall have all powers not expressly reserved by these statutes for another body of the association.

It shall consist of all members of the association.

In particular, the meeting shall have jurisdiction over:

- The election of members of the Board of Directors.
- The amendment of these statutes.
- The dissolution of this association.
- The approval of the annual budget and the accounts for the financial year.
- The approval of the amount of subscriptions.
- The establishment of the association internal rules.

The meeting may not decide on items that are not specified in the agenda.

Article 13. The General Meeting shall meet at least once per year in the first quarter of the financial year. This meeting shall be called ordinary.

It shall also be held on the decision of the Board of Directors, or on the request of

at least thirty percent of the full members, whenever the interests of the association so require.

The notices of meeting containing the agenda must be sent to members by registered letter at least one month before the meeting.

The meeting shall be held at the place specified in the notice of meeting, as decided by the Board of Directors. The Board of Directors shall also specify the date and time of the meeting.

The deadlines for the notices of meeting may be shortened by the Board of Directors in the event of urgency, which shall be justified at the start of the meeting so convened.

Article 14. The General Meeting shall be chaired by the Chairman of the Board of Directors, and in his absence by one of the Deputy Chairmen.

It may only validly deliberate if at least thirty percent of the full members are present or represented.

If this condition has not been fulfilled, a new meeting shall be convened by the Board Of Directors without delay, by a new notice with the same agenda being sent to the full members at least fifteen days in advance. This new meeting shall deliberate irrespective of the number of full members present or represented.

This circumstance must be specifically stated in the notice of meeting.

Article 15. Unless these statutes stipulate otherwise, the General Meeting shall decide by an ordinary majority, calculated over all of the members present or represented at a given meeting.

Minutes of the General Meetings shall be drawn up, and signed by the Chairman. A copy of these minutes shall be available to all members. The minutes of the General Meeting shall be kept in a register held at the registered office of the association.

Article 16. Each full member shall have a vote at the General Meeting. Each full member may be represented by a person holding a written proxy form, the terms of which may be specified by the Board of Directors. Each full member present may only hold one proxy form to represent an absent full member.

Article 17. The Board of Directors shall consist of three to nine members elected by the General Meeting of full members. They shall be appointed for a duration of three years and may be re-elected. The Board of Directors shall be re-elected in thirds.

The Board of Directors may only consist of natural persons. Juristic persons may be invited to participate in the meetings of the Board of Directors as observers.

The position of director may only be taken on by full members. The directors may be dismissed at any time for one or more of the reasons stipulated in article 9, and on the decision of at least three quarters of these members of the General Meeting.

Article 18. The Board of Directors is responsible for managing the affairs of the association and performing special assignments that the meeting that may impose on it.

The Board of Directors may also decide to set up special committees, specify their authorities and assignments, as well as their method of operation and composition.

Article 19. The members of the Board of Directors may not be paid by the

association.

Each year they shall elect a Chairman and two Deputy Chairman from among themselves. The Board of Directors may also agree to allocate other specific responsibilities to specific members.

Article 20. The costs incurred by the members of the Board of Directors in the performance of their duties shall be reimbursed to them, within the limits of the budget of the association and on production of supporting documents.

Article 21. All acts of management of the association, except for the acts of day-to-day management, shall be validly signed by two directors acting jointly. They need not show a prior decision of the Board of Directors.

Legal actions, as plaintiff or defendant, shall be conducted by the Board of Directors, represented by two directors acting jointly.

The Board of Directors shall appoint a general secretary to which it delegates responsibility for the day-to-day management of the association, as well as the representation of the association with regard to this management.

A secretariat shall operate under the authority of the general secretary, who shall appoint the members of it. He may, under his entire responsibility, delegate some of his powers to third parties.

Article 22. The Board of Directors shall meet at least once a year and also as often as the interests of the association so require, being convened and chaired by the Chairman, or in his absence by one of the Deputy Chairmen.

It may only deliberate if at least three of its members are present in person. The members of the Board of Directors may not be represented at a meeting of the board.

The decisions shall be taken by an ordinary majority. In the event of a tie, the vote of the Chairman shall be decisive.

The board shall meet at the place specified in the notice of meeting. This shall include the agenda.

Minutes of the meetings of the Board of Directors shall be produced. They shall be signed by three directors present. One of them must be the Chairman, or one of the Deputy Chairmen in the absence of the Chairman. These minutes shall be kept in a register at the registered office of the association.

TITLE IV - Association accounts, budgets, subscriptions.

Article 23. On the proposal of the Board of Directors, the General Meeting shall approve the amount of the subscriptions for each of the categories of members.

Article 24. The financial year shall commence on the first of January and end on the thirty first of December.

Each year for the purpose of the ordinary General Meeting, the Board of Directors shall draw up the accounts for the financial year completed, as well as the budget for the next financial year. These documents shall be sent to the full members at the same time as the notice of the ordinary General Meeting. They shall be subject to its approval.

The association accounts shall be kept according to the applicable rules of Belgian accounting practices. Each full member shall have the most extensive powers of investigation and verification over the association accounts. These powers shall be exercised at the registered office, without removal, on the intervention of the person that the full member designates, which may be himself or a third party.

TITLE V - Amendment of the statutes, dissolution, liquidation

Article 25. Without prejudice to article 5 of the Act of the twenty fifth of October nineteen hundred and nineteen, any proposal whose purpose is to amend these statutes or dissolve the association must come from the Board of Directors, or at least thirty percent of all full members.

Any amendment must be adopted by the majority specified in article 15 of these statutes, established by privately signed document or by notarial deed. It may only be of effect after having been approved by Royal Decree, and after having been subject to the publication conditions stipulated by law.

Article 26. The General Meeting may decide to dissolve the association by a unanimous vote, under the quorum conditions specified in article 14. Article 24, paragraph 3, also applies.

Article 27. In the event of the association being dissolved, the General Meeting shall set the liquidation method. It shall appoint one more liquidators who shall have the most extensive powers for realising the liquidation, under the sole restrictions specified by the General Meeting.

The General Meeting shall specify the allocation of the remaining funds after the settlement of the debts and charges of the association. The net assets after the liquidation may only be allocated to the members up to the level of their contributions. The remaining amount shall be redistributed to a non-profit organisation selected by the General Meeting.

TITLE VI - General Clauses

Article 28. All notifications to be made by virtue of these statutes shall be by registered mail. The date of submission at the Post Office shall apply.

Article 29. The Board of Directors shall produce an English version of these statutes that shall also apply. Only the French version shall be published in the Moniteur Belge and shall be enforceable.

Article 30. The constitution of this association and its acquisition of a legal personality shall be subject to the suspensive condition of the Royal Decree stipulated in article 1 of the Act of the twenty fifth of October nineteen hundred and nineteen. As a result, the provisions of this Act, which are not expressly departed from, shall be deemed inserted in these statutes, and the contrary clauses and compulsory provisions of this Act shall be deemed unwritten.
