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## **STATUTES OF ASSOCIATION**

Name: [European Alliance for Restless Legs Syndrome \(EARLS\)](#)  
Company no.: 0823.246.720  
Legal form: Non-profit association  
Address: Rue d'Egmont 11, 1000 BE Brussels

Subject of the deed: Appointment of directors and amendment of the articles of association

### **CHAPTER I. LEGAL FORM - NAME – REGION – PURPOSE – SUBJECT – TERM**

#### **Article 1 Legal form – name – identification**

- §1. The organisation is a legal entity in the legal form of a non-profit organisation (“NPO” or “VZW”) on the grounds of the Belgian Companies and Associations Code (“WVV”).
- §2. The NPO bears the name 'European Alliance for Restless Legs Syndrome, abbreviated as EARLS.

#### **Article 2 Registered office**

- §1. The NPO's registered office is established in the Brussels-Capital region.
- §2. The Board is authorised to move the NPO's registered office within Belgium in so far as this move, in accordance with the applicable Belgian Language Act, does not require an amendment of the language of these Articles of Association.  
This decision does not require an amendment to the Articles of Association.

#### **Article 3 Disinterested purpose and subject**

- §1. The NPO's disinterested purpose is the following:
- To provide a better quality of life for people in Europe living with Restless Legs Syndrome (RLS).

This purpose will be achieved by focusing on certain activities, which the NPO describes as its mission:

- To be a voice for RLS patients across Europe.
- To raise awareness of the prevalence and impact of RLS, leading to reduced stigma, isolation and discrimination for those living with RLS.
- To ensure policy makers, decision makers and key opinion leaders in Europe – and worldwide – recognize the increasing socio-economic and healthcare burden of RLS and allocate resources accordingly to prevention, treatment, services and supports.
- To communicate and collaborate with our members to achieve positive change and to ensure that our actions provide added value to their own concerns and activities.
- To activate and empower those affected by RLS, leading to opportunities for more meaningful involvement and engagement of these patient advocates in policy and decision making, and in the research and development process.
- To establish strong partnerships and alliances with relevant stakeholders in the scientific, clinical, political and corporate arenas to help us to reach our strategic objectives.

To achieve this purpose, the NPO is committed to the following values:

- Trustworthiness and transparency – we will be open, honest and ethical in all we do.
- Respect and democracy – we respect one another’s differences and contributions.
- Sustainability – we will make best use of our resources to bring about changes that produce permanent benefits for our members and will plan our activities to ensure EARLS’ future.

§2. The specific activities to achieve the objectives of the NPO, include:

- Coordinating annual awareness campaigns and initiatives
- Organising advocacy and policy events and projects
- Engaging with our members and partner organisations on projects and activities of mutual interest
- Representing the RLS patient community within relevant forums

§3. The NPO can carry out all actions that are directly or indirectly related with its disinterested purpose and subject.

§4. In addition, the NPO may develop all activities that directly or indirectly contribute to the achievement of the aforementioned disinterested purpose, including additional commercial activities, the proceeds of which are meant for the achievement of the disinterested purpose.

#### Article 4      Term

The NPO has been established for an indefinite period of time.

## CHAPTER II. MEMBERS AND NON-VOTING MEMBERS

### Article 5 Types of (non-voting) members

- §1. There are four (4) categories of members within the NPO. The “*Voting Members*” or “*VM*”, the “*Provisional Members*” or “*PM*”, the “*Observer Members*” or “*OM*” and the “*Honorary Members*” or “*HM*”.
- §2. Only the VMs, as the name already indicates, have a right to vote and are members of the General Assembly. This category is hereinafter referred to as “members”. These members' rights and obligations are explained in articles 6, 8 and 9.

The PMs, OMs and HMs do not have a right to vote and, subject to contrary provisions in these Articles of Association or elsewhere, are not members of the General Assembly. These are categorised collectively as “non-voting members”. The rights and obligations of these categories of non-voting members are explained in articles 7, 8 and 9.

### Article 6 Members

- §1. There are at least 3 members (“*Voting Member*” or “*VM*”). Members are not liable for the NPO's obligations/contractual agreements.
- §2. The conditions to become a member of the NPO are the following:
- A legally registered entity; registered in the Crossroads Bank for Enterprises (CBE) or a similar register under foreign law;
  - Active as national patient organisation.
  - Have a similar disinterested purpose and/or objective as the NPO, more specifically representing patients with RLS.
- §3. Candidate-members should address their candidacy in writing to the President of the Board. The following documents need to be enclosed with this letter:
- A copy of the Articles of Association or a similar document under foreign law;
  - Proof of registration in the CBE or a register under foreign law;
  - All other documents that allow the NPO to assess the membership request;
  - An overview of the natural person(s) who will represent the member, in consecutive order, at the General Assembly. The by-laws contain an overview of the conditions which this representative needs to meet.

The application procedure is explained in detail in the By-Laws, which can be consulted freely on the NPO's website.

- §4. The Board decides on the acceptance of the candidate's membership at its next meeting.

- §5. The Board may decide, at its discretion and without further motivation, that a candidate will not be accepted as a member. No appeal is possible against this decision.
- §6. Members have all the rights and obligations described in the Belgian Companies and Associations Code and in these Articles of Association.
- §7. Members pay a membership contribution that is annually laid down by the Board and amounts to a maximum of EUR 2,000.
- §8. No member can assert or exercise any claim to the assets of the NPO in its capacity as a member. This exclusion of rights to the assets applies at all times: during the membership, on termination of the membership, regardless of the reason, in the event of dissolution of the NPO, etc.

## Article 7      Non-voting members

### 7.1. Provisional members (PMs)

- §1. Provisional members are organisations which, at the time of their application to become a member of the NPO, do not meet the conditions laid down in Article 6 §2 of the Articles of Association, but which undertake to do whatever is necessary to meet them within the period laid down in the by-laws.

As soon as the conditions specified in article 6, §2 of the Articles of Association are met, provisional members can submit a request to the Board to be accepted as a member.

- §2. The capacity of provisional members shall cease, by operation of law, if they fail to meet the conditions of Article 6 §2 of the Articles of Association within the period laid down in §1.
- §3. Provisional members are invited by the Board to attend the Annual General Assembly of the NPO, but do not have a right to vote.

### 7.2. Observer members (OMs)

- §1. National neurological associations or alliances may each delegate a representative who, on behalf of the represented association, will assume the role of observer member.
- §2. Observer members are invited by the Board to attend the Annual General Assembly of the NPO, but do not have a right to vote.

### 7.3. Honorary members (HMs)

- §1. Honorary members are legal entities or natural persons, associations and/or organisations which are known in the field of neurological disorders for their expertise and/or accomplishments.

- §2. Honorary members do not have a right to vote at the General Assembly but assist the General Assembly by providing recommendations.
- §3. Honorary members are selected by the Board in recognition of the outstanding support they have provided to furthering the aims and objectives of EARLS.

#### 7.4. General

- §1. The Board decides, at its discretion and without further motivation, whether or not to accept a candidate as a non-voting member. No appeal is possible against this decision.
- §2. Non-voting members pay a membership contribution that is annually laid down by the Board and amounts to maximum EUR 2,000.

### Article 8 Resignation

- §1. Voting and non-voting members may resign at any time by sending a written notification to the President of the Board.

Resignation is immediate.

- §2. A member is asked to resign in the following circumstances:
- When the member no longer meets the conditions to become a member as specified in Article 6, §2 of the Articles of Association;
  - When the membership fee is not paid on time;
  - When the EARLS membership principles are not respected;
  - When the member fails to respond positively to the request to submit the annual reports and accounts;
  - When the member does not manage to appoint a representative as specified in article 6, §3.
- §3. If, as a result of the resignation, the number of members falls below the legal or statutory minimum, the member's resignation shall be suspended until a replacement has been found after a reasonable period of time, which may not exceed three months.
- §4. A resigning member, voting or non-voting, is obliged to full payment of the membership contribution for the year in which the resignation is submitted, if applicable.
- §5. A resigning member, voting or non-voting, member cannot reclaim already paid amounts, if applicable.
- §6. The term of office of a voting or non-voting member terminates by operation of law following the member's declaration of incompetence, bankruptcy or dissolution and winding up.

## Article 9      Removal

§1. A member may be removed at any time, on the proposal of the Board or at the request of at least one fifth of all members, by a special decision of the General Assembly, at which at least two thirds of all members are present or represented and where the decision requires a two thirds majority of the votes of the present or represented members.

Abstentions and invalid votes are not counted, neither in the numerator nor in the denominator.

§2. The removal must be indicated in the notice convening the meeting. On request, the member whose removal from the membership is proposed will be notified in writing about the motives for removal by the President of the Board. The member has the right to be heard at the General Assembly and can, if necessary, request the assistance of a lawyer. The decision for removal must be motivated. No appeal is possible against this decision.

§3. Non-voting members acting in violation of the NPO's objectives can be removed from membership by a decision of the Board.

§4. A removed member, voting or non-voting, cannot reclaim already paid membership fees.

§5. A removed member, voting or non-voting, cannot reclaim already paid amounts.

## CHAPTER III. GENERAL ASSEMBLY

### Article 10.      Composition of the General Assembly

§1. The General Assembly consists of the members ("*Voting Members*" or "*VM*") of the NPO. The non-voting members are entitled, in the cases determined for this, to attend the General Assembly and provide advice. Non-voting members do not have a right to vote at the General Assembly under any circumstance.

§2. The General Assembly is chaired by the President of the Board or in his/her absence by the Vice-President, or in his/her absence by a member of the Board, or in his/her absence by a person appointed by the members.

### Article 11.      Powers of the General Assembly

The following exclusive powers can only be exercised by the General Assembly:

- Amendments to the Articles of Association;
- The appointment and the dismissal of the Board Members and, as the case may be, determining their remuneration;

- The appointment and dismissal of the statutory auditor and laying down the remuneration;
- The discharge from liability of the Board Members and the statutory auditor, if applicable and, as the case may be, establishing the association's claim against the Board Members and the appointed auditor
- The approval of the budget and the annual accounts;
- The dissolution of the NPO;
- The exclusion of a member;
- The conversion of an NPO into an INPO, a co-operative company certified as a social enterprise or into a recognised co-operative company social enterprise;
- Making or accepting a contribution for free.

#### **Article 12. Notice convening the meeting**

- §1. The General Assembly is convened by the President of the Board at least once a year.
- §2. The General Assembly must be convened by the President of the Board, at least once within six months after the close of the financial year, for the approval of the annual accounts.
- §3. The General Assembly is also convened by the President of the Board when the Board deems this necessary.
- §4. The notice convening the meeting is sent in writing at least sixty (60) days before the date of the General Assembly to all members, directors and statutory auditors.
- §5. The President of the Board convenes the General Assembly when at least one fifth of the members so requests. In that case the President of the Board convenes the General Assembly 21 days after the request to convene the meeting and the General Assembly is held at the latest on the fortieth day after this request.

#### **Article 13. Participation and agenda**

- §1. The members can be represented at the General Assembly by another member by means of a written proxy. Every member can have maximum five (5) proxies. The proxies are submitted at the General Assembly.
- §2. When at least one third (1/3) of the members send a written request at the latest 20 days before the date of the General Assembly to the Board, an extra item can be added to the agenda. The Board will communicate the change to the agenda, as well as the proposed conclusion, in writing to all members at the latest 15 days before the date of the General Assembly.
- §3. The members can attend the meeting remotely by teleconference, Skype or a similar means of communication provided that the means of communication allows the other members of the General Assembly to identify the member participating remotely at any time during the

meeting. Participation via such means of communication is the equivalent of attendance in person.

#### **Article 14. Attendance quorum and majorities**

- §1. In principle, the General Assembly can deliberate regardless of the number of present or represented members, unless the Belgian Companies and Associations Code or the Articles of Association specify otherwise.
- §2. Every member has one vote.
- §3. Resolutions are adopted by simple majority vote of the valid votes of the present or represented members at the meeting, except when the Belgian Companies and Associations Code or the articles of association specify otherwise.
- §4. Voting may be by show of hands, roll-call or, if requested, by at least one of the present or represented members, by secret ballot.
- §5. For the calculation of the ordinary and special majorities mentioned above, abstentions and invalid votes shall not be taken into account, neither in the numerator nor in the denominator. Consequently, they do not count as votes against.
- §6. In the event of a tie, the President's vote is decisive.
- §7. Minutes are drawn up and signed by the President, the Secretary-General and all members who so desire.

The members are informed of the resolutions by sending a copy of the minutes.

Interested third parties can receive a copy on request. To this end they must send a written request to the President of the Board.

#### **CHAPTER IV. BOARD**

#### **Article 15. Composition, appointment, allocation of duties and co-opting of the Board**

- §1. The NPO is managed by a collegial Board, which has at least three directors. The directors are natural persons, who are nominated by the Members of the NPO.

How the elections will be held is explained in the by-laws drawn up in accordance with article 16, §1, paragraph 2 of the Articles of Association.



- §2. If, and as long as, the NPO has less than three members, the Board may comprise two directors. As long as the Board has two members, any provision conferring a member of the Board a casting vote, shall cease to have effect by operation of law.
- §3. The Board Members are appointed for a term of two (2) years by the General Assembly by simple majority of the valid cast votes of the present or represented members. Their term ends on the day of the ordinary General Assembly of the financial year in which their term of office expires according to the appointment resolution, barring any stipulations to the contrary in the appointment resolution.
- §4. Board Members are eligible for reappointment twice which means their term of office cannot be longer than six (6) consecutive years under any circumstance. Following this six-year term, the directors must withdraw themselves from re-election for a period of two (2) years before standing again for re-election.
- §5. If a Board Member's position becomes available before the end of the term of office, the other Board Members have the right to appoint a co-opted director. The next General Assembly must confirm the office of this co-opted director; on confirmation the co-opted director takes up the office of their predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the co-opted director's office ends after the General Assembly, without prejudice to the regularity of the composition of the Board up to that moment.
- §6. The Board can appoint from among its members the President, the Vice-President and the Treasurer. The election shall be by secret ballot and shall be held individually for each office by a simple majority of the votes validly cast by the present or represented directors. Invalid votes and abstentions are not counted, neither in the numerator nor in the denominator.
- §7. The Board Members exercise their office free of charge. The costs they incur in the context of the exercise of their office can be reimbursed.

#### **Article 16. Power and representation**

- §1. The Board is authorised to perform all acts and reach decisions that are necessary or useful to achieve the objective and disinterested purpose of the NPO, with the exception of those decisions for which the General Assembly has exclusive authority.  
The Board is also authorised to draw up by-laws. The Board is authorised to amend this date in the Articles of Association.
- §2. Without prejudice to the obligations arising from joint management, more specifically consultation and supervision, the Board Members are able to divide the managerial tasks among themselves. No division of tasks may be invoked against third parties, not even after they were made public. Non-observance will compromise the internal liability of the Board Members in question.

- §3. The Board can delegate part of its power of decision to one or more third party non-directors, without this transfer being able to relate to the NPO's general policy or the Board's general management powers.
- §4. The Board represents the NPO as a Board in all actions, judicially and extrajudicially.
- §5. Without prejudice to the general powers of representation of the Board as a Board, the NPO is also represented judicially and extrajudicially by the President of the Board or by two members of the Board who sign jointly.
- §6. The Board or the directors who represent the NPO can appoint authorised agents of the NPO. Only special and limited powers of attorney for specific or a series of specific legal acts are allowed. The authorised agents bind the NPO within the limits of the granted power of attorney, the restrictions of which are enforceable against third parties in pursuance of the mandate.

#### **Article 17**      **Meetings of the Board**

- §1. Following a written notice convening the meeting by the President of the Board, the Board meets at least twice a year in preparation of the General Assembly at which the annual accounts and the budget, respectively, are approved, and in addition as often as the interest of the NPO so requires, as well as within 15 days after a request to this end of two directors.
- §2. The Board is chaired by the President of the Board or, in his/her absence, by the vice-President, or in his/her absence by a member of the Board. The meeting is held at the NPO's registered office or any other location indicated in the notice convening the meeting.
- §3. Minutes are drawn up and signed by the President of the Board and the Board Members who request to do so, copies for third parties are signed by one or more authorised members of the Board.

The Board Members are informed of the decisions by sending a copy of the minutes.

#### **Article 18.**      **Participation**

- §1. The Board Member can be represented at the meeting of the Board by another director. Each Board Member can have maximum one (1) proxy.
- §2. The members of the Board can attend the meeting remotely by teleconference, or a similar means of communication provided that this means of communication allows the other members of the Board to identify the member participating remotely at any time during the meeting. Participation via such means of communication is the equivalent of attendance in person.

#### **Article 19. Attendance quorum and vote**

- §1. To deliberate validly, at least half of the Board Members must be present or represented.
- §2. The decisions within the Board are reached by simple majority of the cast votes.
- §3. Every Board Member has one vote.
- §4. In the event of a tied vote, the President of the Board has a casting vote.
- §5. For the calculation of the normal and special majorities, mentioned above, abstentions and invalid votes are not counted, neither in the numerator nor in the denominator.
- §6. Decisions of the Board can be reached by unanimous written consent, with the exception of the decisions for which the Articles of Association exclude this possibility.

#### **Article 20. Day-to-day management**

- §1. The day-to-day management of the NPO on an internal level, as well as the external representation concerning that day-to-day management, lies with an executive committee, consisting of the President, Treasurer and Secretary General. The Board is authorised to monitor this day-to-day management body.
- §2. According to the Belgian Companies and Associations Code, acts of day-to-day management include the actions and decisions that do not reach any further than the NPO's day-to-day needs if they, either due to their lesser importance, or because of their urgent character, do not justify the intervention of the Board.
- §3. The people entrusted with the day-to-day management cannot make decisions or perform legal acts which are related with the NPO's representation in the context of the day-to-day management for transactions exceeding EUR 10,000 without the consent of the President or at least two other Board Members. These restrictions of powers cannot be enforced against third parties, not even after they were made public. Non-observance will compromise the internal liability of the representative in question.

#### **Article 21. Conflict of interest**

- §1. If a Board Member, directly or indirectly, has a proprietary interest that conflicts with the NPO's interest, he/she must notify this to the other directors before the Board makes a decision. His/her declaration and explanation about the nature of this conflict of interest must be specified in the minutes of the meeting of the Board which needs to make the decision. The Board is not authorised to delegate this decision. If the majority of the Board Members have a conflict of interest, the decision or the transaction is submitted to the General Assembly. If it approves the decision or transaction, the Board will carry it out.

- §2. The Board Member with the conflicting interest removes himself/herself from the meeting and shall not deliberate or vote on the matter it refers to.
- §3. Furthermore, when the NPO does not qualify (no longer qualifies) as a small NPO according to the criteria as specified in the Belgian Companies and Associations Code, the Board must describe the nature of the decision or transaction and the justification thereof, as well as its proprietary consequences for the NPO in the minutes. This part of the minutes is included in the annual report or in the document that is filed together with the annual accounts. If the organisation has appointed a statutory auditor, the minutes of the meeting are notified to him/her.
- §4. The aforementioned procedure does not apply to the usual transactions that occur subject to the conditions and against the securities that usually apply on the market for similar transactions.

#### **Article 22. End of a Board Member's term of office**

- §1. Every Board Member can resign from the NPO at any time. The resignation is in writing and is sent to the President of the Board.
- §2. Following his/her resignation, a Board Member is obliged to continue to perform his/her duties until a replacement can be found in all reasonableness without this taking longer than three months.
- §3. A Board Member can be dismissed at any time by the General Assembly with a simple majority of two thirds of the validly cast votes of the present or represented members. For the calculation of the majorities, abstentions and invalid votes are not counted, neither in the numerator nor in the denominator. Consequently, they do not count as votes against.
- §4. A Board Member's term of office ends by operation of law in the event of:
- the declaration of incapacity, bankruptcy or the dissolution and liquidation of the Board Member's organisation
  - the expiry of the Board Member's term of office.

#### **Article 23. Notification requirements**

The appointment of the members of the Board, of the people authorised to represent the NPO, as well as the termination of their office is made public by filing in the organisation file, and by publication of an extract in the annexes to the Belgian Official Gazette. In any case, the documents must show whether the people representing the NPO, bind the NPO separately, jointly, or as a Board, as well as the extent of their powers.

#### Article 24. Liability of Board

- §1. The Board Members are not personally bound to perform the NPO's obligations.
- §2. Their liability towards the NPO and third parties is limited to the fulfilment of the duties given to them in accordance with common law, the provisions of the law and the Articles of Association.
- §3. Board Members shall only be liable for decisions, acts or conduct that are manifestly beyond the margin within which normally prudent and careful Board Members, placed in the same circumstances, may reasonably disagree, as well as for repeated minor errors. Board Members are only liable for errors personally attributable to them in their management duties as Board Members. This liability is joint and several, unless the Board Members had no part in the error and notified the alleged error to all other members of the Board. This notification, as well as the discussion it gives rise to, must be specified in the minutes.

#### CHAPTER V. ACCOUNTS

#### Article 25. Accounts

- §1. The financial year begins on 1 January and ends on 31 December.
- §2. The accounts are kept in accordance with the legal provisions.

#### Article 26. Investigative and audit responsibilities

- §1. All members can consult all minutes and resolutions of the General Assembly, of the Board and of the those with a director's position or not, who hold an office at the NPO or on behalf of the NPO, as well as all the NPO's accounting documents, even if a statutory auditor has been appointed at the NPO's registered office.
- §2. To this end they send a written request to the Board with which they agree a date and the time of the consultation of the documents and pieces. These documents and papers cannot be moved.
- §3. Copies for third parties are signed by one or more authorised members of the Board.

#### CHAPTER VI. DISSOLUTION

#### Article 27. Dissolution

- §1. The General Assembly is convened to discuss proposals relating to the dissolution submitted by the Board or by at least one fifth of all members. The convening of the meeting and putting items on the agenda take place in accordance with the provisions of 0 of these articles of association.

- §2. The deliberation and decision about the dissolution respect the quorum and the majority required for an amendment of the objective or the disinterested purpose, as legally determined. Starting from the dissolution decision, the NPO always specifies that it is a “VZW *in vereffening*” (NPO gone into liquidation), in accordance with the provisions of the Belgian Companies and Associations Code.
- §3. If the dissolution proposal is approved, the General Assembly appoints a liquidator whose commission it shall describe.
- §4. In the event of dissolution and liquidation, the NPO's capital must be awarded to an organisation with a similar purpose, indicated by the General Assembly. If the General Assembly does not reach a decision, the net assets, within the aforementioned restrictions, shall be at the liquidator's disposal.

## CHAPTER VII. LANGUAGE

### Article 28. Language

- §1. The NPO's official language is English.
- §2. In accordance with article 2:33 of the Belgian Companies and Associations Code, the NPO shall have the relevant documents translated into English, file them with the court registry and make them public.

In the case of contradiction between the documents filed in Dutch with the translation which was voluntarily made public in pursuance of the aforementioned paragraph, this latter translation is not enforceable vis-a-vis third parties.

The minutes of the general meeting held on 22 February 2022, validly convened and possessing the necessary quota on attendance and majority show:

The resignation of the following directors: Sten Sevborn, Joke Jaarsma

And with immediate effect the appointment of the following directors for a period of two years running from 1 March 2022 to 28 February 2024

The Board of Directors is composed as follows:

President: Katharina Glanz, Germany

Vice-president: Ana Jimenez Velilla, Spain

Treasurer: Marie-Rose Gard Contet, France