

European Kidney Health Alliance

Non-Profit Association under Belgian Law

Rue du Luxembourg 22-24, 100 Brussels, Belgium

Incorporation Deed of the Non-Profit Association 'European Kidney Health Alliance'

This day, 15 July 2019,

Between the undersigned:

1. The European Kidney Patients' Federation (EKPF), an organisation under the laws of Austria (".."), with registered seat at Landstrasser Hauptstrasse 99/2B, 1030 Wien/Austria, having the number xx,
2. The European Dialysis and Transplant Nurses Association/European Renal Care Association (EDTNA/ERCA), an organisation under the laws of Switzerland (".."), with registered seat at Seestrasse 91, CH 6052 Hergiswil, Switzerland, having the number xx,
3. The European Renal Association-European Dialysis and Transplant Association (ERA-EDTA), an organisation under the laws of the United Kingdom (".."), with registered seat at c/o Moore Stephens, 150 Aldergate Street, London, EC1A 4AB England, having the number xx,
4. The Dutch Kidney Foundation/Nierstichting Nederland (DKF), an organisation under the laws of The Netherlands (".."), with registered seat at PO Box 2020, 1400 DA, Bussum, The Netherlands, having the number xx,

it has been agreed to incorporate a non-profit association under Belgian law with the following Articles of Association:

European Kidney Health Alliance Articles of Association

SECTION I: THE NON-PROFIT ASSOCIATION

1. FOUNDING MEMBERS

The founding members of the Association are (hereafter: "Founding Members"):

[FULL NAME FOUNDING MEMBER 1], [organisation legal status/ country], having its registered office located at [address], and registered with the commercial Register under the number [number];

[FULL NAME FOUNDING MEMBER 1], [organisation legal status/ country], having its registered office located at [address], and registered with the commercial Register under the number [number];

2. NAME, LEGAL STATUS AND HEAD OFFICE

2.1. The Association is to be known as European Kidney Health Alliance VZW and may use the abbreviation "EKHA" (hereafter 'the Association').

2.2. The Association is incorporated as a non-profit association under Belgian law (vereniging zonder winstoogmerk, meaning "non-profit association").

2.3. The registered office of the Association is located in the Brussels-Capital Region. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not imply a change of the language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium.

If the transfer of the registered office of the Association implies a change of the language of these Articles of Association according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 10.4 of these Articles of Association.

3. DURATION

The Association is incorporated for an indefinite duration.

4. PURPOSE, OBJECTIVES AND ACTIVITIES

4.1. The **Purpose** of the Association is to reduce the incidence and impact of kidney disease in Europe and to promote awareness, early detection prevention, research, and quality treatment thereof. Specifically, it aims:

- to reduce the incidence and impact of kidney disease in Europe,
- to promote awareness and prevention,
- to improve treatment for kidney disease patients, and
- to increase education/training and research.

4.2. The Association shall implement its purpose by focussing chiefly on five fundamental **Objectives**:

1. **Raising awareness** of the importance of kidney health and of the need for action to improve the early detection of chronic kidney disease so that preventative strategies can be introduced to minimize its consequences.
2. **Promoting** a uniformly high standard of care for those with kidney disease throughout Europe by developing consistent strategies for educating and training.
3. Supporting the development of **novel strategies and therapeutic approaches** for the detection and management of kidney disease through research and its translation into clinical practice.
4. **Cooperating** with EU health organisations addressing areas linked to kidney disease.
5. **Facilitating exchange** of information between the European Kidney Community, the EU institutions and organisations in charge of health policy throughout Europe.

4.3. The European Kidney Health Alliance shall carry out acts, take steps and commit to all **Activities** that are deemed appropriate or useful in view of achieving its Purpose and Objectives. These include, among others:

- Raise awareness of kidney disease in Europe and promote the need for specific action.
- Monitor EU initiatives that could impact on the activities of the Association Members, informing them of these initiatives and recommending actions they should take.
- Publicize joint opinions, concerns, needs and ideas through position papers, events, visits and other agreed initiatives thereby advancing the cause of Kidney Health Issues at EU level.
- Identify EU opportunities related to funding and lobbying.
- Foster cooperative links between Association Members and facilitate research and healthcare collaborations activities between them.
- To join relevant networks, projects and alliances

Additional activities may be set by the Association Board of Directors.

SECTION II: MEMBERSHIP/

5. MEMBERSHIP TYPES AND PROVISIONS

5.1. MEMBERSHIP TYPES

Involvement in the Association can be obtained through:

- Membership (Full Member)
- Affiliation (Affiliated Member)

The Association shall at all times have at least two Members.

5.2. FULL MEMBERS

5.2.1. **Definition & Conditions**

Full membership is open to non-profit organisations having their registered office in a European State (Europe is intended as Geographical Europe), or with relevant activities in a European State (Europe is intended as Geographical Europe) and that

- demonstrate a commitment to the Association's Purpose as outlined in Article 4.1.
- are willing to engage with a financial contribution in the range of the expected member contribution

Detailed criteria may be defined further in the Association's Internal Rules.

5.2.2. Rights & Obligations

Each Full Member is entitled to:

- Participate in the activities of the Association, including the drafting of position papers and the partaking in the Working Groups;
- Be kept informed of relevant EU initiatives, including funding opportunities and opportunities for participation in EU projects;
- Actively shape the development of EU policy meetings organized by EKHA, such as the European Kidney Forum
- Drive the exchange of information and good practice in activities related to the scope of the Association
- Use the logo and brand identity of the Association for promoting the activities of the Association
- Attend the meetings of the General Assembly;
- Vote at the General Assembly – each with one equal vote per member;
- Propose items for inclusion in the provisional agenda of the General Assembly;
- Call for an Extraordinary General Assembly;
- Submit proposals to the Board of Directors;
- Nominate candidates for membership of the Board of Directors

Each Full Member shall commit to:

- pay their annual membership fee;
- appoint a dedicated representative that will act as the main contact and liaison between the Association and the Full Member in addition, each Member may appoint a second, alternate representative;
- promote the Association and its activities both externally and within their own organisation;
- support the overall mission of the Association as described in Article 4;
- keep the Association informed of relevant opportunities, including EU projects
- support the creation of synergy between EU projects they are involved in and relevant Association activities;
- respect the provisions of the Articles of Association and any Internal Rules.

5.3. AFFILIATED MEMBERS

5.3.1. Definition & Conditions

Affiliation is open to non-profit organisations that

- demonstrate a commitment to the Association's Purpose as outlined in Article 4.1. and
- add value and synergies when it comes to lobbying and advocacy efforts between the Association's activities at EU level, and their own lobbying efforts at national level.

Detailed criteria may be defined further in the Association's Internal Rules.

5.3.2. Rights & Obligations

Each Affiliate Member is entitled to:

- Be kept informed of the activities of the Association
- Be kept informed of relevant EU initiatives, including funding opportunities and opportunities for participation in EU projects;
- Participate in EU policy meetings organized by the Association, such as the European Kidney Forum
- Participate in exchange of information and good practice in activities related to the scope of the Association
- Have access to guidance and resources to complement national advocacy/profiling activities
- Use the logo and brand identity of the Association for promoting the activities of the Association
- Participate in the meetings of the General Assembly with observer status and to have their opinion heard on all voting matters in an advisory capacity.

Each Affiliate Member shall commit to:

- pay their annual Affiliate fee;
- appoint a dedicated representative that will act as the main contact and liaison between the Association and the Affiliate Member;
- promote the Association and its activities both externally and within their own organisation;
- support the overall mission of the Association as described in Article 4;
- keep the Association informed of relevant opportunities,
- support the creation of synergy between EU projects they are involved in and relevant Association activities;
- respect the provisions of the Articles of Association.

5.4. FULL AND AFFILIATE MEMBERS REGISTER

The Board of Directors shall keep a register of Full and Affiliates Members at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office and the registration number of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register. The Board of Directors can decide that the register of Members will be kept in an electronic format.

6. **ADMISSION**

All organisations that want to become involved with the Association have to apply in writing, based on principles of transparency and non-discrimination. Applications shall be addressed to the Board of Directors, that will decide on the application. The Board of Directors shall inform applicants of the outcome within one month of the decision.

Detailed admission criteria and procedures may be defined further in the Association's Internal Rules.

7. **TERMINATION OF MEMBERSHIP AND OF AFFILIATION**

7.1. RESIGNATION

Full and Affiliate Members have to submit a written notification of resignation to the Board of Directors at least two (2) months before the end of the calendar year in order to terminate their membership at the end of the calendar year. If the demand for resignation is not submitted in line with these terms, the requested resignation enters into force only at the end of the following calendar year and the full annual fees for the following year shall be due.

7.2. SUSPENSION & TERMINATION

The General Assembly may suspend a Full or an Affiliate Members until the next General Assembly, or terminate the Membership of Affiliation of one of its Full or Affiliate Members on the following grounds:

- for breach of the Articles of Association, Internal Rules, or of a resolution of the General Assembly or of the Board of Directors;
- for not complying with Article 4.1. and 4.2.;

- for acting in a manner injurious to the reputation of the Association, against its interests or the interest of its Members;
- in case a Member is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.
- for default on payment of the Membership or Affiliate fees after an official reminder has remained unremedied for more than sixty (60) calendar days.

A Full or Affiliate Member that is deemed a candidate for suspension or expulsion shall be informed at the earliest opportunity and shall be offered an opportunity to represent their view at the General Assembly. The decision of the General Assembly shall be validly taken only if two thirds of the Full Members are present or represented at the relevant meeting and two thirds of those present or represented approved the decision. Blank votes and abstentions cannot be taken into account. Criteria and procedures may be defined further in the Association's Internal Rules.

Any Full or Affiliate Member that sees its Membership of Affiliation terminated by resignation, suspension or termination has no right whatsoever to the intellectual or physical assets of the Association, or to a reimbursement of the fees and other contributions already paid.

8. MEMBERSHIP FEES

8.1. GENERAL PROVISIONS

In order to pursue the Purpose, the Objectives and to carry out the Activities of the Association, all Members are required to pay annual fees. The terms of payment may be specified further in the Internal Rules.

The amount of the fee – as well as the terms thereof - is proposed annually, for the following year by the Board of Directors and approved by the General Assembly. The fees and terms are published in the minutes of the meeting and may be specified further in the Internal Rules.

Each Full and Affiliate Member of the Association shall be liable only for the amount equivalent of its fees and shall not incur any responsibility as regards the commitments, obligations and debts entered into by or in the name of the Association.

8.2. CALCULATION

The calculation of the **Membership fees** is based on the Full Member's annual turnover and will not exceed EUR 75,000 per member. Full Members shall be entitled to vote only if all due membership fees have been paid at least 1 week before the General Assembly.

The calculation of the **Affiliate fees** will not exceed EUR 10,000 per Affiliate Member. These fees are determined according to the following guidelines:

- For physician societies, fees are to be based on their number of members in four tiers: less than 100 members, 100-250 members, 251-500 members, more than 500 members.
- For foundations, nurses and patient organisations, fees are to be based on the Affiliate Member's annual turnover. The actual amounts are further defined in the Internal Rules.

Fees shall not be refundable, even in case of resignation or exclusion.

SECTION III: ORGANISATION OF THE ASSOCIATION

9. ORGANISATIONAL STRUCTURE

The Association's governance is ensured by the following bodies:

- General Assembly,
- Board of Directors.

The Association's management, operations and administration are supported by the following bodies:

- Executive Committee,
- Secretariat,
- additional bodies such as working groups or committees, to be defined further in the Internal Rules.

10. GENERAL ASSEMBLY

10.1. POWER, ROLE AND RESPONSIBILITIES

The General Assembly is the policy- and decision-making body of the Association. It shall in particular:

- Decide the composition of the Board of Directors;
- discharge the Board of Directors and other accountable parties;
- dismiss any member of the Board of Directors;
- approve the annual accounts;
- approve the annual budget for the following year;
- approve the annual work plan and the annual report of activities of the Association;
- approve Membership/ Affiliate fees and terms;
- decide on the suspension and exclusion of Full and Affiliate Members;
- decide upon amendments to the Articles of Association, with the exception of any change to the registered office that may be done in accordance with the provision of Article 2.3;
- decide upon the dissolution of the Association;
- decide upon any other acts required by these Articles of Association or by the law.

10.2. COMPOSITION

The General Assembly is composed of the Members of the Association having right to vote. Every Member shall nominate an official representative that is given the power to vote on behalf of the organisation no later than three weeks before the General Assembly.

Affiliate Members and representatives of the Secretariat have the right to attend as observers. Affiliate Members have the right to have their opinion heard on all voting matters in an advisory capacity. External experts may be invited, to provide information and advice, by the Board of Directors.

10.3. PROCEDURES

10.3.1. Convening and Agenda

The General Assembly shall meet at least once a year before the end of June. An Extraordinary General Assembly may be called at the request of at least one fifth of the total Full Members. This request shall be made in writing and contain the reason for calling the meeting.

The date and place of the meeting shall be decided by the Board of Directors. Annual General Assembly or Extraordinary General Assembly meetings can be held in physical form, or via electronic means of communication (e.g., audio-/video-conference) or by way of written procedure (e.g., regular letter or e-mail), provided that the form of the meeting is so announced in the notice calling for the meeting.

The President shall convene the meeting in written form at least 15 days before the decided date, together with the draft agenda, the location, the date and the time of the General Assembly. The draft

agenda of the General Assembly shall be drawn up by the Board of Directors. At the request of one or more Full Members sent to the Board of Directors in writing at least 10 days before the General Assembly, the Board of Directors may add one or more items to the agenda. The final agenda shall be decided upon by the General Assembly as soon as it opens.

10.3.2. Chairing and Minutes

The General Assembly shall be chaired by the President, or, in her/his absence, by another member of the Executive Committee agreed upon by the Board of Directors.

Minutes shall be written for each meeting, which list the resolutions of the General Assembly. These are to be signed by the Chair of the meeting and one other member of the Board of Directors. Minutes shall be made available to all Full Members and filed in a register kept at the Secretariat at the disposal of all Full Members wishing to read them. All decisions concerning the Articles of Association and their modifications, the nomination or the termination of Directors' mandates, their representatives, mandates related to day-to-day management and any other legal representative towards third parties must be filed with the relevant Belgian authorities within the timeframe outlined by Belgian law.

10.4. DECISION-MAKING

10.4.1. Quorum & Proxies

Valid deliberations require that a quorum of at least 50% of the total votes of Members being present or represented. Any Full Member may be represented by the representative of another Full Member ('proxy'). The Secretariat must be informed in writing of all proxies no later than two weeks before the General Assembly. A Full Member present shall not represent more than one other Member unless decided otherwise by the General Assembly. If a quorum is not present, a new General Assembly will be convened within one month without a quorum requirement.

10.4.2. Voting

Every Full Member in good standing is entitled to one vote. Any Full Member that is the subject to a resolution of the General Assembly to suspend or terminate its Membership of the Association shall not have the right to vote on that resolution at that General Assembly.

The Annual General Assembly and the Extraordinary General Assembly shall strive to take decisions by unanimous consensus of the present Full Members. If a unanimous consensus cannot be reached and a vote proves necessary, the decision shall be taken by a simple majority of the votes present or represented, except in the following cases:

- dissolution, whereby the decision must be taken with a quorum of 2/3rd of the Full Members and a majority of 4/5th of the Full Members present or represented;
- amendment to these Articles of Association and expulsions of Members which require a quorum of 2/3rd of the Full Members and a qualified majority of two thirds of the Full Members present or represented. In case of a tie, the President – acting independently and solely with the best interest of the Association in mind – will have the casting vote.

11. BOARD OF DIRECTORS

11.1. POWER AND LIABILITY

The Board of Directors shall be responsible for the overall running of the Association. It shall have all powers not expressly reserved by law or (if applicable) by these Articles of Association to the General Assembly.

Specifically, the Board of Directors shall

- establish strategic guidelines, financial objectives and any other directives for the internal management of the Association;
- initiate additional activities in line with the Association's objectives;

- plan and oversee the implementation of all Association activities;
- manage the overall budget
- adopt the Internal Rules of the Association that shall be binding for all Members as well as for the organs of the Association listed in Section III of these Articles of Association;
- appoint, oversee and steer the work of
 - the Secretariat;
 - Committees, working groups or task forces;
- draft, for decision by the General Assembly, information and recommendations concerning:
 - the annual accounts and annual budget
 - additional medium- and short-term objectives
 - membership fees and terms
 - the admission, suspension and exclusion of Members
 - changes in the Articles of Association.

The Directors are not personally bound by the obligations of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (-non) performance of their duties and tasks.

11.2. COMPOSITION AND ELECTION

The Board of Directors is composed of a minimum of three Directors, unless there are less than 3 Members and in such case, the General Assembly may appoint only two Directors (the "Directors"). Each Director shall be a Full Member, as defined in Article 5.2.1. of these Articles of Association.. Each Director – being a legal entity – shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission of the Director in the name and on behalf of the legal entity. They may also appoint a second, alternate permanent representative if desired.

Each Director has the same voting right.

The Directors are elected for a two-year term by the General Assembly by a simple majority of votes of Members present or represented. A Director may be reappointed by the General Assembly for consecutive terms. A more detailed overview of election, the role and responsibilities of the Board of Directors may be included in the Internal Rules of the Association.

The permanent representative of each Director is appointed by the Directors themselves in line with their legal framework and internal processes. The current permanent representative will inform the Board of Directors of changes of the permanent representative of a Director at the earliest possible convenience. The same process applies to any alternate representative.

The mandate of a Director may be revoked at any time by the General Assembly by a simple majority of votes of Members present or represented. Each Director may resign by addressing a written notification to the Association President, or – in case of the President resigning – to the Board of Directors. After his/her resignation, the Director shall remain on the Board of Directors until he/she is replaced.

If the mandate of a Director ceases before its term, for whatever reason, the Board of Directors may freely appoint (by co-optation) a new Director for the remainder of the term, provided that the Director appointed (by co-optation) fulfils the criteria for the composition of the Board of Directors. The first upcoming meeting of the General Assembly following the co-optation shall confirm the mandate of the Director appointed (by co-optation). If the mandate of the Director appointed (by co-optation) is confirmed by the General Assembly, said Director shall complete the term of office of the replaced Director, except if the General Assembly otherwise decides. If the mandate of the Director appointed (by co-optation) is not confirmed by the General Assembly, the mandate of said Director will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.

In case of termination of the mandate of a Director for whatever reason, the Director shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

The Directors exercise their mandate without any remuneration. They may be reimbursed for the expenses incurred for the benefit of the Association.

11.3. PROCEDURES

11.3.1. **Convening and Agenda**

The Board of Directors shall meet at least two times a year. An official invitation will be sent by or on behalf of the President to all Directors in written form at least 10 business days before the date of the meeting. This invitation will include the draft agenda, invited advisors, venue/ form of the meeting, date and time of the Board of Directors meeting.

One or several representatives of the Secretariat have the right to attend as observer. Unless a Director objects, others may also be invited to attend as advisors on specific agenda items. Neither observers nor advisors have a right to vote.

Meetings may be held physically, via electronic means of communication (e.g. audio-/video-conference), or via written procedure, provided that the form of the meeting is so announced in the notice calling for the meeting.

11.3.2. **Chairing and Minutes**

The Board of Directors shall be chaired by the President, or, in her/his absence, by a Director agreed upon by the Board of Directors.

The resolutions taken by the Board of Directors shall be recorded and circulated as minutes to all Directors and meeting participants. In case changes are requested, an updated version is circulated for approval. If no changes are requested by the Directors after one (1) month, the decision described in the minutes is considered as applicable. The minutes are then considered formally endorsed by the Board of Directors and kept in a register by the Secretariat.

11.4. DECISION-MAKING

In order to make valid decisions, the Board of Directors meeting shall require that a quorum of more than half of its members be present or represented. Any Director unable to attend may be validly replaced by a substitute from the same Member organization, whose mandate is confirmed in writing to the Secretariat at least 2 days before the meeting. In the event that neither the Director nor a substitute can attend, the Director may give a proxy vote to another Director. Each Director may only carry one proxy vote.

The Board of Directors shall strive to take decisions by unanimous consensus of the present or represented Directors. If a unanimous consensus cannot be reached and a vote proves necessary, decisions will be taken on the basis of a simple majority of the members present or represented. In case of a tie, the President – acting independently and solely with the best interest of the Association in mind – will have the casting vote.

12. EXECUTIVE COMMITTEE

12.1. ROLE

The members of the Executive Committee act – by at least two of its members acting jointly - as the legal representatives of the Association. Each member of the Executive Committee may individually speak on behalf of the Association to third-parties.

The Executive Committee may also exercise the powers assigned to the Board of Directors in case an urgent resolution is required before a Board of Directors meeting can be convened.

As Directors, the members of the Executive Committee exercise their mandate without any remuneration. They may be reimbursed for expenses incurred for the benefit of the Association.

12.2. APPOINTMENT AND COMPOSITION

The Board of Directors appoints the Executive Committee from amongst the Directors. The mandates of the members of the Executive Committee are in line with the mandates of the Board of Directors. Should the legal representative of a Director change during this period of the mandate, the Board of Directors will appoint a successor from amongst all legal representatives appointed by the Directors.

The Executive Committee shall be composed either of an Association President and two Vice-President(s) acting in the capacity of Treasurer and Secretary respectively. In case the Board of Directors is composed of only two Directors, the Executive Committee shall be composed of the President and the Vice-President who will take on the role of both Treasurer and Secretary.

The President shall be the first representative of the Association and chair the General Assembly, the Board of Directors and the Executive Committee. Should the President be absent or otherwise unable to fulfil his/her duties, another member of the Executive Committee shall stand in for him/her and fulfil his/her role duties and tasks.

The Treasurer shall be responsible for overseeing the financial administration of the Association, including its budget, accounts and procedures. His/her role includes advising the Board of Directors on financial strategy and fundraising.

The Secretary shall be responsible for ensuring the good governance of the Association and its official meetings, in line with its Articles of Association and Internal Rules. His/her role includes ensuring that the Association's records are created and maintained in accordance with Belgian law, these Articles of Association and the Internal Rules of the Association.

A more detailed overview of election, the role and responsibilities of the Executive Committee may be included in the Internal Rules of the Association.

12.3. MEETINGS AND DECISION-MAKING

The Executive Committee shall convene on a regular basis as required for the successful management of the Association. Any of its members may convene a meeting by sending an invitation in written format at least three business days before the date of the meeting. In case of urgent matters, the Executive Committee can jointly agree to waive the need for a written invitation and meet at their earliest convenience.

Meetings may be held physically, via electronic means of communication (e.g. audio-/video-conference), or via written procedure, provided that the form of the meeting is so announced in the notice calling for the meeting.

The Executive Committee may only legitimately pass resolutions if at least two of its members are present or legally represented. It shall strive to take decisions by unanimous consensus of the present or represented Members. If a unanimous consensus cannot be reached and a vote proves necessary, decisions will be taken on the basis of a simple majority of the members present or represented. In case of a tie, the President – acting independently and solely with the best interest of the Association in mind – will have the casting vote.

13. SECRETARIAT

13.1. ROLE

The Board of Directors may decide to contract a third party to take on the day-to-day management of the Association and execute specific Association activities (the "Secretariat"). The work of the Secretariat may be remunerated.

When a legal entity is appointed to take on the tasks of the Secretariat, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission in the name and on behalf of the legal entity.

Subject to these Articles of Association and the Internal Rules, the Secretariat shall have all the power of daily management, administration and execution of the activities of the Association, excluding those tasks exclusively reserved to the General Assembly and / or the Board of Directors. The tasks of the Secretariat include the financial management. The title of the permanent representative and their job description may be defined further in the Internal Rules.

13.2. APPOINTMENT & MANAGEMENT

The Secretariat is appointed by the Board of Directors. The terms and conditions of his/her/their/its office shall be determined by the Board of Directors. The Secretariat operates under the authority of the Executive Committee. The Secretariat strictly follows the strategic guidelines and directives received from the Board of Directors. It shall participate in the meetings of all bodies of the Association as observer.

In the event that the Secretariat is temporarily absent or temporarily unable to act, the Board of Directors may appoint a substitute, and the substitute so appointed shall be temporarily entrusted with the day-to-day management of the Association.

SECTION IV: OTHER CLAUSES

14. EXTERNAL REPRESENTATION

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by:

- The President and one other member of the Executive Committee acting jointly or, in case of absence, two members of the Executive Committee acting jointly, or
- The permanent representative of the Secretariat within the limits of their mandate as outlined in Article 13, or
- A third party, appointed as a proxy (attorney-at-fact) by the Board of Directors to represent the Association within a specific, limited scope.

The details of all legal representatives are to be made publicly available and officially published in line with Belgian legal requirements.

15. FINANCIAL PROVISIONS

15.1. FINANCIAL YEAR

The financial year of the Association starts on 1 January and ends on 31 December of each year. However, the first financial year begins on the date of the incorporation of the Association and shall be closed on 31st December of its year of incorporation.

15.2. FUNDS

Association funds may include Membership/ Affiliate fees, service fees and subscriptions as well as donations, unrestricted grants, subsidies and legacies awarded in support of the general aims of the Association.

Unless specifically indicated otherwise in these Articles of Association or in the Internal Rules of the Association, every Member, any of its representatives, and any member of the Board of Directors bear all their own costs in connection with the performance of their activities for the benefit of the Association.

15.3. BUDGET AND ACCOUNTS

The Treasurer shall be responsible for managing and organising budget and the financial accounts and for presenting these to the Board of Directors on a regular basis.

At the closing of each financial year, the Treasurer ensures that a balance sheet, a profit and loss-account and its annexes are produced and – if required by Belgian law or desired by the Board of Directors - audited. These shall be reviewed by the Board of Directors and then submitted to the General Assembly for approval.

16. INTERNAL RULES AND HIERARCHY OF NORMS

The Board of Directors shall have the power to make, repeal and amend Internal Rules for any matter concerned with the management of the affairs of the Association to complement these Articles of Association.

Anything that is not provided for in these Articles of Association or the Internal Rules, if any, shall be governed by the provisions of relevant Belgian law. In the event there is a conflict between these Articles of Association and the Internal Rules, if any, or any other kind of rules of the Association, these Articles of Association shall prevail.

A record of Internal Rules is kept at the Secretariat and is made available to all Members.

17. DISSOLUTION OF THE ASSOCIATION

The Association can be dissolved at any time if a resolution to this effect is adopted by the General Assembly. The resolution shall be adopted with the quorum and the majority required for a modification of the purposes of the Association.

In case of dissolution of the Association, the General Assembly establishes the method, designates the liquidator(s) and determines their fees. The liquidator(s) shall distribute the net assets of the Association, if any, to a European non-profit organisation with similar or closely related objectives to that of the Association.

No Member of the Association shall be held liable for any commitments or contractual undertakings of the Association, or debts and liabilities of the Association prior to, during or after the dissolution procedure.

The Directors of the Association are not liable if they have acted within their powers. Should the Board of Directors have exceeded their powers or neglected their obligations, they may be held liable.

18. LANGUAGE, CONFLICT OF INTEREST, DISPUTES, GENERAL PROVISIONS AND APPLICABLE LAW

18.1. LANGUAGE

The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Articles of Association are written in Dutch and English, but only the Dutch version shall be the official text.

18.2. CONFLICT OF INTEREST

In case a Director or Member (hereafter: "Concerned Party") has a direct or indirect interest of a patrimonial nature which is conflicting with the interest of the Association in a decision or an operation falling within the powers of the General Assembly or Board of Directors (hereafter: "Conflicting Interest"), it shall notify the Conflicting Interest to the Board of Directors and provide all facts material to understanding the nature and scope of the conflict as soon as possible and before the General Assembly or Board of Directors takes a decision related to the Conflicting Interest.

If the Concerned Party fails to do so, any Member or Director aware of the potential Conflicting Interest shall raise the issue to the Board of Directors before it or the General Assembly take a decision in relation thereof.

The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned Party shall be recorded in the minutes of the meeting that shall take the concerned decision. The nature of the concerned decision/operation and the patrimonial consequences thereof for the

Association and the justification of the decision that has been taken shall also be described in the minutes of the meeting.

The Concerned Party shall neither participate in the deliberations of the General Assembly or Board of Directors nor participate in the vote related to the items on the agenda relating to the Conflicting Interest. In relation to the items on the agenda relating to the Conflicting Interest, the Concerned Party shall not be taken into account for the calculation of the presence quorum.

18.3. DISPUTES

The President will be informed of any issues or disputes that arise between Full or Affiliate Members of the Association regarding activities covered by these Articles of Association. The President will then be responsible for mediating between the disputing parties in order to resolve the dispute promptly.

Ultimately, all legal disputes will be governed by the laws of Belgium.

18.4. GENERAL PROVISIONS

For the performance of their duties, the official representatives of the Directors and of the Secretariat, if any, can elect a domicile at the registered office of the Association.

18.5. APPLICABLE LAW

These Articles of Association shall be governed by and construed in all respects in accordance with the laws of Belgium.

Anything that is not specifically mentioned in the above Articles of Association shall be governed by the general legal provisions and customary law of Belgium.

Any dispute or difference arising out of or in connection with these Articles of Association shall be referred to the exclusive jurisdiction of the Belgian courts.

TRANSITIONAL PROVISIONS

1. CLOSING OF THE FIRST FINANCIAL YEARS

The first financial year shall run from the date of incorporation until 31 December 2019

2. THE FIRST ANNUAL GENERAL MEETING

The first annual general meeting in 2020 shall be kept during the first semester of 2020.

APPOINTMENTS

During a first General Assembly held on the date of the incorporation, the Members of the Association have decided the following.

3. APPOINTMENT OF DIRECTORS

The General Assembly decides to appoint the following Full Members as Directors of the non-profit association, and this for the term until the first Annual General Assembly in 2019. These Directors decide to appoint the following permanent representatives:

1. The European Kidney Patients' Federation (EKPF), having appointed Coert van Ee, EKPF President with domicile at xx, born in xx on date, as their permanent representative
2. The European Dialysis and Transplant Nurses Association/European Renal Care Association (EDTNA/ERCA), having appointed Edita Noruisiene, EDTNA/ERCA President with domicile at xx, born in xx on date as their permanent representative
3. The European Renal Association-European Dialysis and Transplant Association (ERA-EDTA), having appointed Carmine Zoccali, ERA-EDTA President with domicile at xx, born in xx on date as their permanent

representative and Raymond Vanholder with domicile at xx, born in xx on date as their alternate permanent representative

4. The Dutch Kidney Foundation/Nierstichting Nederland (DKF), having appointed Tom Oostrom, Director with domicile at xx, born in xx on date as their permanent representative

The appointment of aforementioned Directors shall only have effect as of the moment that the Association will have acquired legal personality.

4. POWER OF ATTORNEY

The General Assembly decides to grant a power of attorney to Mrs. Giulia Mauri, legal counsel of the Association as well as any other lawyer of the Pierstone law firm whose offices are located at 22, avenue de la Toison d'Or, 1050 Brussels, and/or Ms. Benita Lipps, Head of Association Management as well as any other employee of Interel whose registered office is situated at Rue du Luxembourg 22-24, 1000 Brussels, each acting individually and with the power to sub-delegate their authority, to perform and complete all formalities required to incorporate the Association, including, but not limited to:

- commission a complete and exact translation of this Deed of Incorporation of EKHA from English to Dutch
- sign said Deed of Incorporation on behalf of the Founding Members who signed this power of attorney
- carry out all necessary or useful formalities with regard to the signing and filing of the necessary or useful documents with the court's clerk, the preparation and signing of extracts of any relevant minutes,
- to register the association in the Crossroads Enterprise Bank
- ensure the publication of these minutes in the annexes to the Belgian State Gazette.

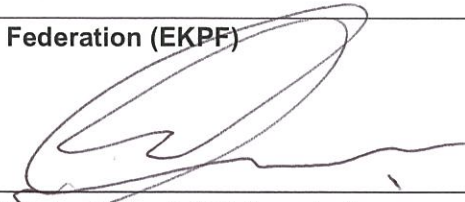
To this respect, the above mentioned attorneys-in-fact may in general make all declarations, sign all documents and more specifically may draw up any excerpts from decisions of the Association, including translating the decisions of the Association.

SIGNATURES

For European Kidney Patients' Federation (EKPF)

26/06/2019

Date



Coert van Ee, EKPF President

gelezen en goedgekeurd

For the European Dialysis and Transplant Nurses Association/European Renal Care Association (EDTNA/ERCA)

26/06/2019

Date



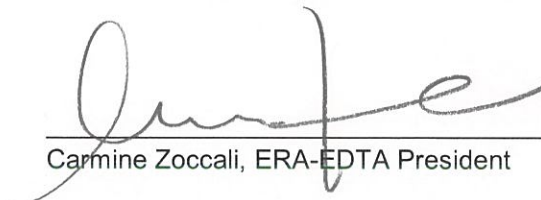
Edita Noruisiene, EDTNA/ERCA President

gelezen en goedgekeurd

For the European Renal Association-European Dialysis and Transplant Association (ERA-EDTA)

26/06/2019

Date



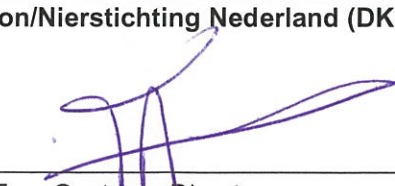
Carmine Zoccali, ERA-EDTA President

gelezen en goedgekeurd

For the Dutch Kidney Foundation/Nierstichting Nederland (DKF)

26/06/2019

Date



Tom Oostrom, Director

gelezen en goedgekeurd

Power of Attorney

The Founding Members of EKHA hereby approve the Deed of Incorporation of EKHA with their signature and decide to grant a power of attorney to Mrs. Giulia Mauri, legal counsel of the Association as well as any other lawyer of the Pierstone law firm whose offices are located at 22, avenue de la Toison d'Or, 1050 Brussels, and Ms. Benita Lipps, Head of Association Management as well as any other employee of Interel whose registered office is situated at Rue du Luxembourg 22-24, 1000 Brussels, each acting individually and with the power to sub-delegate their authority, to perform and complete all formalities required to incorporate the Association, including, but not limited to:

- commission a complete and exact translation of this Deed of Incorporation of EKHA from English to Dutch
- sign said Deed of Incorporation on behalf of the Founding Members who signed this power of attorney
- carry out all necessary or useful formalities with regard to the signing and filing of the necessary or useful documents with the court's clerk, the preparation and signing of extracts of any relevant minutes,
- to register the association in the Crossroads Enterprise Bank
- ensure the publication of these minutes in the annexes to the Belgian State Gazette.

To this respect, the above mentioned attorneys-in-fact may in general make all declarations, sign all documents and more specifically may draw up any excerpts from decisions of the Association, including translating the decisions of the Association.

Signed by:

Name:

Position:

Organisation:

Date:

Signature:

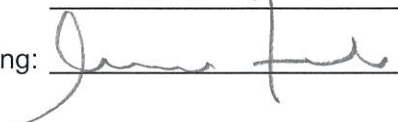
Volmacht


De Stichtende Leden van EKHA keuren hierbij de Akte van Oprichting van EKHA goed met hun handtekening en besluiten volmacht te verlenen aan mevrouw Giulia Mauri, juridisch adviseur van de Vereniging en aan elke andere advocaat van het advocatenkantoor Pierstone, waarvan de kantoren zich bevinden aan de Avenue de la Toison d'Or 22, 1050 Brussel, en Mrs. Benita Lipps, Head of Association Management, alsmede elke andere werknemer van Interel, waarvan de hoofdzetel gevestigd is aan de Luxemburgstraat 22-24, 1000 Brussel, elk afzonderlijk handelend en met de bevoegdheid om hun bevoegdheid te subdelegeren, om alle noodzakelijke of nuttige formaliteiten uit te voeren met betrekking tot de oprichting van de Vereniging, inclusief, maar niet beperkt tot:


- opdracht geven voor een volledige en exacte vertaling van deze Akte van Oprichting van EKHA van het Engels naar het Nederlands
- ondertekenen van de Akte van Oprichting namens de Stichtende Leden die deze volmacht hebben ondertekend
- alle noodzakelijke of nuttige formaliteiten uitvoeren met betrekking tot de ondertekening en indiening van de noodzakelijke of nuttige documenten bij de griffier van de rechtbank, de voorbereiding en ondertekening van uittreksels van relevante notulen
- om de Vereniging te registreren in de Kruispuntbank voor Ondernemingen
- het verzekeren van de publicatie van deze notulen in de bijlagen bij het Belgisch Staatsblad

In dit verband kunnen de bovengenoemde gevolmachtigden in het algemeen alle verklaringen afleggen, alle documenten ondertekenen en meer in het bijzonder eventuele uittreksels van beslissingen van de Vereniging opstellen, inclusief de vertaling van de besluiten van de Vereniging.

Ondertekend door:

Naam: Carmine Zoccali
Functie: President
Organisatie: ERA - EDTA
Datum: 26/06/2019
Handtekening: 

Naam: EDITA NORUISIENE
Functie: EDTNA/ERCA PRESIDENT
Organisatie: EDTNA/ERCA
Datum: 26/06/2019
Handtekening: 

Naam: Tom Oostrom
Functie: Directeur
Organisatie: Nierstichting
Datum: 26 juni 2019
Handtekening: 

Naam: COERT VAN EË
Functie: PRESIDENT EKPT
Organisatie: EUR. KIDNEY PATIENT
Datum: 27 JULIE - 2019
Handtekening: 