

EUROPEAN FEDERATION OF CLINICAL CHEMISTRY AND LABORATORY MEDICINE (acronym: EFLM),
association internationale sans but lucratif incorporated under Belgian Law, having its registered office in 1000 Brussels, rue d’Egmont, 11, with as national number 0524.835.227.

Coordination of the articles of association after the Extraordinary General Meeting held on 09 June 2021.

History of the organization:

- Creation: Deed of 29 January 2013 made by Maître Aline Hugé, public notary partner of the SCSPL (“société civile ayant adopté la forme d’une société privée à responsabilité limitée”) « Mottard & Hugé – Notaires Associés » in Liège (Belgium), published in the appendix of the Official Gazette (Annexes au Moniteur Belge) of 05/04/2013 under number 0053763.
- Modification of the articles of association: Extraordinary General Meeting closed on 5 December 2016, published in the appendix of the Official Gazette (Annexes au Moniteur Belge) of 04/05/2017 under number 17063503.
- Modification to article 1, subparagraph 2, 1st sentence, of the articles of association, valid from 1st January 2020: Extraordinary General Meeting closed on 31 October 2019, published in the appendix of the Official Gazette (Annexes au Moniteur Belge) of 24/01/2020 under number 20014973.
- Modification of the articles of association: General Meeting of 09 June 2021, publication in progress.

ARTICLES OF ASSOCIATION

TITLE I – NAME – REGISTERED OFFICE – WORKING LANGUAGE

ARTICLE 1

The Association, set up for in indefinite period of time, is named EUROPEAN FEDERATION OF CLINICAL CHEMISTRY AND LABORATORY MEDICINE. The acronym is EFLM.

The registered office is established in the “Région bruxelloise” (Brussels Region). It is set by the General Meeting of members.

The term of the Association is unlimited. It may be dissolved at any time.

The English language shall be the working language of the Association.

TITLE II – AIMS

ARTICLE 2

The aims of the INPA are:

1. To promote and improve science and education within the field of clinical chemistry and laboratory medicine.
2. To improve the efficiency, the quality and the safety of patient care through the highest standards of laboratory medicine.

3. To represent clinical chemistry and laboratory medicine at European level vis-à-vis political, professional, scientific and other bodies, including patients' organizations.
4. To promote the IFCC's (International Federation of Clinical Chemistry and Laboratory Medicine) activities in Europe.
5. To represent the professional interests of European specialists in clinical chemistry and laboratory medicine.
6. To promote the profession of specialist in clinical chemistry and laboratory medicine.
7. To promote the certification and registration of clinical chemistry and laboratory medicine professionals through the (EC4) Register of European Specialists in Clinical Chemistry and Laboratory Medicine.

These goals shall be achieved by the INPA through the following specific objectives:

1. Developing initiatives to improve the quality of clinical chemistry and laboratory medicine as practised in Europe.
2. Preserving, promoting and developing the ethical standards of the profession
3. Representing clinical chemistry and laboratory medicine vis-à-vis the European Commission and the European Parliament.
4. Representing clinical chemistry and laboratory medicine vis-à-vis other pan-European and sub-regional scientific and/or medical organizations.
5. Liaising with patients, carers and clinical service users to ensure that clinical chemistry and laboratory medicine services meet their needs.
6. Organizing regional and sub-regional conferences in association with relevant National Societies of laboratory medicine and other European organizations. Determining the location of the European Congress of Laboratory Medicine and supporting the appropriate National Society in the organization of the Congress.
7. Promoting the profession of clinical chemistry and laboratory medicine to the general public.
8. Supporting and promoting the registrations in the (EC4) Register of European Specialists in Clinical Chemistry and Laboratory Medicine.
9. Promoting the IFCC activities in Europe.
10. Liaising and collaborating with IFCC and its constituent Divisions.
11. Organizing educational programmes, workshops and exchange programmes.
12. Achieving the recognition of professional qualifications under European Union legislation based on the principles of the free movement of professionals within Europe.
13. Certifying the training of professionals in clinical chemistry and laboratory medicine through the qualification « European Specialist in Clinical Chemistry and Laboratory Medicine » (EurClinChem).
14. Co-operation to reach equivalence of training standards in clinical chemistry and laboratory medicine, irrespective of the academic background.
15. Promoting co-operation between clinical chemistry and laboratory medicine associations in different European countries.
16. Promoting scientific co-operation in clinical chemistry and laboratory medicine between European institutions and other organizations within and outside Europe.
17. Co-operation in defining European guidelines for the investigation and laboratory management of disease.
18. Harmonising standards of practice through production of guidance documents stating best practice in the fields of clinical chemistry and laboratory medicine.
19. Supporting the establishment of effective accreditation schemes in all European countries, co-ordinating accreditation matters relating to clinical chemistry and

laboratory medicine and liaising with ISO, CEN and European Accreditation on accreditation matters.

20. Developing European initiatives on the standardization of laboratory data.

21. Liaising and collaborating with *in vitro* diagnostics manufacturers and their European organization(s) e.g. EDMA.

22. Applying for scientific, educational and other grants to support the objectives of the Federation.

The Association may develop its activities within and outside Europe. The Association may, by a decision of the General Meeting and in compliance with the provisions of the Internal Rules, set up a field representation in any country or group of countries.

The Association may carry out any action bearing a direct or indirect relation to its object. This includes, for example, lend support to and take an interest in any activity similar to its object.

The Association may own as full owner or in usufruct, purchase or hire any movable or immovable property.

The Association may incidentally carry out commercial actions, provided these comply with the relevant laws and regulations and their revenue is allocated to the achievement of its object.

TITLE III – MEMBERS

ARTICLE 3.

The Association consists of four types of members

- Full members
- Provisional members
- Affiliate members
- Co-opted members

The minimum number of full members cannot be inferior to three. The founders are the first full members of the Association. Only full members have full enjoyment of the rights given members by the law and the present Articles of Association.

ARTICLE 4.

Full membership is open to any IFCC member, person or association that is approved as such by the Executive Board, acting by a simple majority of votes. Full members shall pay the membership fee specified in Article 10 of the present Articles of Association.

ARTICLE 5.

Provisional membership is open to any person or association that has joined the Association and has applied for becoming a member of IFCC but isn't yet a member of it; the said person or association becomes a full member if it becomes an IFCC member within a term of three years. Those members do not pay any membership fee.

ARTICLE 5 BIS.

Affiliate membership is open to any national "CCLM" (Clinical Chemistry and Laboratory Medicine) association from a European country or another association active

in the field of laboratory medicine that is not eligible for IFCC Full membership. Those members pay a membership fee amounting to 50% of that of full members and have observer status.

ARTICLE 5 TER.

Co-opted membership is open to any association co-opted by full members in order to develop or strengthen links at European level. Those members don't pay any membership fee.

ARTICLE 6.

Any individual or legal person wishing to become a member of the Association shall send an application in writing to the Executive Board, who then forwards it to the next General Meeting. The General Meeting's decision is final and does not need to be justified. It is communicated to the candidate by fax, ordinary mail or e-mail. The candidate who has not been admitted may not apply again until one year from the date of the General Meeting's decision.

Membership may also be granted in accordance with the procedures listed above. Each member must be properly constituted in compliance with the laws and regulations of his country of establishment. He has to comply with all laws, rules and regulations of the place(s) where he carries out activities.

Adhering to the Association's Articles of Association and Internal Rules is a prerequisite to the admission of a member.

Being a member of the Association in no way constrains each member's freedom of action.

ARTICLE 7.

Members are free to withdraw from the Association at any time by sending a letter of resignation to the President.

The Executive Board has the power to declare the resignation of the full or affiliate member who hasn't paid the due membership fee in the month after the reminder was sent by ordinary mail, fax or e-mail.

The exclusion of a member may be declared only by the General Meeting, by a secret ballot and by a simple majority of the votes cast by the persons present or represented. Exclusion may be declared in case of a serious infringement of the Articles of Association or laws. Until the General Meeting has made a decision, suspension may be imposed by the Executive Board for actions that are in violation of the Articles of Association or laws. Suspension and exclusion are notified the member concerned by registered letter.

Full or associate membership shall lapse in the event of the death of a member or in the event of the dissolution, merger, split up, nullity or bankruptcy of a legal person.

ARTICLE 8.

The resigning, suspended or excluded member as well as the heirs or beneficiaries of a deceased member are not entitled to the Association's assets. They cannot demand or

require any statements, renderings of account, the affixing of seals, inventories and refunding of paid membership fees.

Within fifteen days of their resignation, suspension or exclusion, they are to return all assets belonging to the Association they would still be in possession of.

ARTICLE 9.

The Association keeps a register of full members.

TITLE IV – MEMBERSHIP FEES

ARTICLE 10

The General Meeting has the power to set an annual membership fee to be paid by full and affiliate members, amounting to maximum nine hundred and fifty euro (950,00 €) for full members. The full members' membership fees shall be based on the number of members contributing to these full member associations:

- up to 1000 or more members : 950,00 €
- between 500 and 999 members : 600,00 €
- between 250 and 499 members : 300,00 €
- fewer than 250 members : 150,00 €

The annual membership fee for affiliate members shall amount to 50% of the full members' one (on the basis of the number of contributing members as well)

TITLE V – GENERAL MEETING

ARTICLE 11

The General Meeting is composed of all members of the Association. It is chaired by the President or, in his absence, by the President-Elect. Should this latter also be absent, the chair shall then be held by the longest serving of the members of the Executive Board who are present and if more than one of these present members have the same seniority, by the eldest of the longest serving members.

Affiliate, provisional and co-opted members take part in the General Meeting with observer status.

ARTICLE 12

The General Meeting determines the general policy of the Association. It has the powers expressly foreseen by the law or the present Articles of Association. In particular, the General Meeting shall have sole competence to:

- amend the Articles of Association;
- appoint and dismiss the Board Members;
- where necessary, appoint and dismiss the auditors and set their remuneration, if any;
- grant discharge to the Board Members;
- approve the budget and accounts;
- voluntarily dissolve the Association;
- admit or expel full, provisional, affiliated and co-opted members;
- change the Association into an SFS (company with social aims).

ARTICLE 13.

The annual General Meeting receives the report of the Executive Board on the Association's activities during the past accounting year. It approves the accounts submitted to it. It deals with the statutory elections and approves the budget. It validly deliberates on all questions on the agenda.

The annual General Meeting is held each year, on 30 June at the latest, preferably during a congress.

The Executive Board has the power to convene an extraordinary General Meeting at any time.

An extraordinary General Meeting has to be convened at the request of at least one fifth of the full members. Each meeting will be held on the date and at the time and place indicated in the notice. All members have to be invited to it.

ARTICLE 14.

General Meetings are held in the registered office or any place mentioned in the notice.

The Executive Board prepares the agenda and sends members notices by ordinary post or by e-mail addressed to each member at least 20 days in advance. The agenda is included in the notices and the Meeting may deliberate on the matters on the agenda only.

Any proposal signed by one fifth of full members has to be on the agenda.

If a proposal of amendment to the Articles of the Association or the Internal Rules or a proposal of dissolution of the Association is on the agenda, notices have to be sent by registered letter and/or email or fax (in the last two cases, with acknowledgment of receipt).

ARTICLE 15.

Each member is entitled to take part in the Meeting.

If a Full Member cannot take part to the General Meeting, he may give a proxy to be represented and vote.

Any proxy must be given by writing.

The written proxy must be at the disposal of the Association at its office at least five full days before the meeting. Nevertheless, in the notice sent by the Executive Board, the Executive Board may provide that the proxy can also be brought at disposal of the Association at another place mentioned in the notice and /or be presented to the Secretary of the Association just before the starting of the General meeting within a delay provided in the notice.

The proxy may be given to the Chairman of the General Meeting or to any Full Member. Except the Chairman of the General Meeting, no one may hold more than one proxy. The candidate to a position of member of the Executive Board may not be proxyholder. The proxyholder votes for the Full Member who gave him/her the proxy (or in the case of the

Chairman of the General Meeting, for the Full Members who gave him/her proxies when he received more than one) and if applicable, for himself/herself.

At the opening of the meeting, the members of the Executive board who are present check the validity of the proxies that were presented. Invalid proxies will be ignored. If a proxyholder other than the Chairman of the General Meeting was appointed as proxyholder in more than one proxy, the members of the Executive Board who are present pick out the sole proxy that will be deemed to be valid, the other proxies being automatically deemed to be invalid.

ARTICLE 16.

Only Full members have the right to vote at the General Meeting. All Full members have an equal right of vote. Each of them has one vote.

ARTICLE 17.

Resolutions are passed by simple majority from among the votes of the members present or represented, unless otherwise stipulated by law or these Articles of Association. Abstentions and blank or spoiled votes are not taken into account in the calculation of majorities.

In case of an equality of votes, the Chairman of the General Meeting shall have the casting vote. The Internal Rules may, within the limits and according to the conditions therein, include particular voting procedures for specific matters or matters relating to some members only.

Without prejudice to the application of the rules relating to participation in the meeting remotely provided for by the Code of the Companies and the Associations or by any relevant legal provision, the vote may be cast electronically.

ARTICLE 18.

The decisions of the General Meeting may be taken by written consent of the members, according to the provisions of the Internal Rules.

ARTICLE 19.

The decisions of the General Meeting shall be recorded in minutes, signed by the Chairman of the General Meeting and the Secretary and forwarded to all full members by e-mail.

These minutes are also kept in the registered office where all full members may read them. Full members as well as third parties whose interest has been acknowledged by the Board at its sole discretion may obtain extracts from these minutes, signed by the President.

TITLE VI – ADMINISTRATION

ARTICLE 20

§ 1. The Association is run by a Board of minimum seven Board Members, members of the members of the Association. Without prejudice to the application of article 20, § 3, subparagraph 4 of these Articles of Association, the Board Members are elected at the General Meeting from lists submitted by members grouped by nationality.

The nationality of a candidate for a position of member of the Executive Board is determined according to the nationality of the member or members who established the list on which this candidate is found. Once elected, a candidate retains that nationality as a member of the Executive Board.

§ 2. The Executive Board is composed as follows:

- The President,
- The President-Elect,
- The Past President, being the outgoing President who has normally completed his term of President,
- The Secretary,
- The Treasurer,
- And a sufficient number of « mere » directors to reach a global number of seven members of the Executive Board.

§ 3. The election procedure of the Board members is the following: each candidate to a special function (as President-Elect, Secretary, Treasurer ...) or to a function of « mere » director must, to be elected, obtain at least 50% of the votes cast. If no candidate obtains more than 50% of the votes cast in the first ballot, the candidate with the smallest number of votes is eliminated and the election repeats itself. This process goes on until one candidate gets more than 50% of the votes cast. In the event of a tie, the election is repeated between the candidates. Should this election end in a tie again, the Chairman of the General Meeting shall have a casting vote.

Each member of the Executive Board is elected in his function for a term of two years. Each mandate begins on the first January of the years that follows the year of the election in this function and ends on the thirty first December of the second year that follows the year of the election.

The first election that occurs is the election of the President-Elect. He shall exercise, during all his term as President-Elect, the function of Vice-President. At the normal end (after two years) of his mandate of President-Elect, he becomes automatically President for a term of two years. At the normal end (after two years) of his mandate of President, he becomes automatically Past President for a term of two years. After the election of the President-Elect, the voting procedure goes further with the successive election, one by one, of the Secretary, of the Treasurer and then of each of the « mere » directors.

The Executive Board may not have several members having the same nationality. No one may be a candidate for a position (special or not) of member of the Executive Board if he has the same nationality as the President or the President-Elect. When a candidate is elected to a position of member of the Executive Board in accordance with the preceding subparagraphs, the candidacy of any person not yet elected having the same nationality as this elected candidate becomes *ipso iure* void.

§ 4. Any member of the Executive Board may be revoked by the General Meeting by a two third majority of the present or represented members of the General Meeting.

A mandate expires only by expiration of the term of two years (normal end), by death, by resignation or by revocation.

Should a member of the Board be unable to complete normally his term, whatever could be the reason, he (or his beneficiaries) will return the assets belonging to the Association they would be in possession of within a delay of fifteen days from the date of termination of his mandate.

A Board member resigns by sending a registered letter to the Executive Board, who then sends an acknowledgement of receipt to the author of the resignation letter and carries out the formalities of disclosure required by law within the month.

§ 5. When a function of member of the Executive Board becomes vacant by another way than the expiration of the term of two years, it shall be replaced as follows : if it concerns the Past President, the Board will appoint a substitute who will exercise the function of « mere » director until the next General Meeting and the Board will not have any more Past President ; if it concerns the President, the Board will appoint a substitute who will exercise the function of « mere » director until the next General Meeting and the President-Elect becomes immediately President ; if it concerns the President-Elect, the Board appoints a substitute who will exercise the function of « mere » director until the next General Meeting and the Board will not have any more President-Elect ; if the vacancy concerns the President and the President-Elect at the same time, the Board will appoint a substitute for each of the vacant function who will exercise the function of « mere » directors until the next General Meeting and after appoints amongst the members of the Board newly composed a President who will exercise this specific function until the next General Meeting; if the vacancy concerns the Secretary or the Treasurer, the Board appoints a substitute who will exercise the function of « mere » director until the next General Meeting and after appoints amongst the members of the Board newly composed a Secretary or a Treasurer who will exercise this specific function until the next General Meeting ; if the vacancy concerns a « mere » director, the Board appoints a « mere » director who will exercise this function until the next General Meeting.

At the next General Meeting following the vacancy, this General Meeting elects a new member of the Board to exercise the function that became vacant except if the term of the mandate that became vacant expired on the 31 December of the year when the vacancy occurred (in this case, a normal election occurs).

A substitute begins immediately to exercise its function and is only completing the mandate of the member who is replaced by him.

§ 6. Any outgoing director may be re-elected. Nevertheless, no one may exercise one or more than one function as member of the Board during more than four mandates, i.e. for more than four times two years. Periods during which somebody is a substitute of a vacant function and periods during which somebody is Past President are not taken into consideration for the calculation of the maximum of eight years during which somebody may be member of the Board.

ARTICLE 21.

Should the President be unable to fulfil his/her duties, he/she shall be replaced by the President-Elect, the Secretary and, failing that, by the longest serving of the present Members and by failing, the eldest of these last one.

ARTICLE 22.

The Board meets at least two times a year on notification by the President or by a simple majority of the Board members.

The Board can take decisions only if a majority of its members is present or represented. Its decisions are passed by an absolute majority of the voters present or represented. In case of a tie, the President or his substitute has a casting vote. If a Board member cannot fulfil his/her duties, he /she can be represented by another Board member. The representative will be the holder of a written proxy (faxes and e-mails are accepted). A Board member may hold no more than two proxies.

Where the quorum is not met, a new Board meeting with the same agenda shall be convened within fifteen days, It then shall have the power to take decisions if half of the member countries are represented by at least one Board member. The Board shall pass decisions by the simple majority of the voters present.

The meetings of the Board can also be held by telephone- or videoconference.

ARTICLE 23.

The notice convening the meeting of the Board is sent by normal post and/or by e-mail (in the latter case with an acknowledgement of receipt) at the latest twenty days before the date of the meeting. It contains the agenda.

The decisions shall be written down and kept in a register of the minutes signed by the President and the Secretary.

ARTICLE 24.

The Executive Board has the largest powers to manage and administer the Association. Among other things, it may make and receive any payment and require or grant discharge of them, make or receive deposits, purchase, swap or dispose of any movable or immovable property as well as lease, even for a period exceeding nine years, accept and receive any private and official subsidies and grants, legacies and bequests, agree to and enter into any business or sales agreement, contract loans with or without guarantees, grant and accept any bail and subrogation, mortgage immovable assets, contract and make any loans and advances, waive any contractual or real rights as well as any real or personal guarantees, give a release, before or after payment, of any mortgage or preferential recordings, registrations, attachments or others, appear and argue before any court or tribunal, whether as plaintiff or defendant, and execute any judgment, reach agreements or settle disputes.

The only exclusions from its competence are those acts reserved for the competence of the General Meeting by law or the present Articles of Association.

ARTICLE 25.

The Board appoints all agents, clerks and staff of the Association either directly or indirectly via a representative and dismisses them. It determines their jobs and salaries.

ARTICLE 26.

The day-to-day management of the Association as well as the representation of this one in matters relating to the management may be delegated by the Board to one or several persons, whether Board members or not, whose powers and salaries or wages, if any, shall also be determined by the Board.

When the day-to-day management is entrusted to several persons, these may act separately.

The acts pertaining to the day-to-day management are those necessary for the ordinary operation of the Association. They include executing the lines of conduct decided by the General Meeting or the Executive Board.

This delegation includes representing the Association vis-à-vis third parties, including legal representation.

ARTICLE 27.

Legal actions, whether as plaintiff or defendant, shall be undertaken or supported by the Executive Board on behalf of the Association, in compliance with the provisions of Article 28 of the Articles of Association.

ARTICLE 28.

Barring special delegation of the Board, the representation of the Association in documents that are binding upon the Association shall be signed either by the President or by two Board Members acting jointly and appointed by the Executive Board.

ARTICLE 29.

Board Members (and) those delegated to the day-to-day management do not take on any personal obligation by virtue of their positions and are only responsible for the fulfilment of their mandates. Unless otherwise decided, these mandates are exercised free of charge.

ARTICLE 29 BIS. Committees and Working Groups

The Executive Board may create any Committee and/or Working Group that is declared necessary by it. Among others, the Executive Board may appoint Committees as follows:

- Education and Training (C-ET);
- Profession (C-P);
- Quality and Regulations (C-QR);
- Science (C-S);
- Communication (C-C).

Working Groups may be set up within the Committees in order to work on specific projects. The Committees' and Working Groups' Chairs are appointed by the Executive Board for a period of two years (starting on the first of January and ending on the thirty-one of December of the following year), with the possibility of two re-elections for a further period of two years.

As far as possible, the Association shall promote complementary working between its Committees and Working Groups on the one hand, and the IFCC Divisions, on the other hand.

ARTICLE 30. Changes to the Articles of Association and Dissolution

A. Amendments to the Articles of Association

A General Meeting may not validly deliberate on amendments to the Articles of Association, including a modification of the Association's object, unless the subject of these changes was expressly mentioned in the notification letter and three-quarters of the full members are present or represented. If the quorum requirement is not met, a new General Meeting is convened. This second Meeting may validly deliberate on the same agenda whatever the number of full and affiliate members present or represented.

In both cases described above, an amendment to the Articles of Association may only be adopted if it obtains three quarters of the votes cast by the full members present or represented.

B. Dissolution and Winding-up

A General Meeting may not decide on the dissolution of the Association unless three quarters of the full or affiliate members are present and represented. If this requirement is not met, a new General Meeting is convened within a period of at least one month and at most six weeks. This second General Meeting validly deliberates on that same question, whatever the number of full members present or represented.

The decision may only be adopted if it obtains three quarters of the voices cast by the full members present or represented.

TITLE VII – BUDGET AND ACCOUNTS

ARTICLE 31.

The financial year starts on the first of January and ends on the thirty-first of December.

Every year, the annual accounts of the past financial year as well as the budget for the following year are worked out by the Executive Board and submitted for approval by the General Meeting at its next meeting.

In compliance with the legal provisions, the accounts are sent to the *Service Public Fédéral Justice*.

The approval of the accounts constitutes discharge for the Executive Board Members.

The Association shall keep accounts in compliance with Belgian law and according to the Belgian legal chart of accounts. At the ordinary General Meeting, the Treasurer or, in his absence, the President, submits the financial statement to the members of the Association.

TITLE VIII – INTERNAL RULES

ARTICLE 32.

The Executive Board shall submit the Internal Rules to the General Meeting.

Amendments to these Internal Rules may be made by a General Meeting deciding by simple majority of the full members present or represented.

TITLE IX – MISCELLANEOUS

ARTICLE 33. Auditors

Insofar as binding legal regulations require it, the Association shall appoint auditors for the period determined by the applicable law. These may be re-elected. The auditors shall review the books of the Association at least once a year and submit a report on the annual accounts to the General Meeting. If the Association is not legally bound to appoint auditors, the General Meeting shall organize the review of the accounting books and the reporting on the accounts.

ARTICLE 34.

In the event of the dissolution of the Association, the General Meeting shall appoint one or more liquidators, set the scope of their powers and determine how to devolve the net assets.

ARTICLE 35.

In all cases of voluntary dissolution or dissolution by order of the court, whatever the time or the reason for it, the net assets of the wound-up Association shall be allocated to associations having a similar object. These associations shall be selected at the General Meeting.

ARTICLE 36.

Everything not explicitly stipulated in the present Articles of Association is governed by the Code of the companies and the associations or by any relevant legal provision.

Transitional Provision

Article 20, § 3, subparagraph 4 introduced by the General Meeting of 09 June 2021 becomes effective from 1st January 2022. However, this provision is taken into consideration in the framework of the elections of the members of the Executive board to be held in 2021.