

VAN BENEDEN & BROUWERS  
Associated Notaries  
civil partnership in the form of a bvba  
entered in the Register of Juristic Persons at Brussels under no. 0875.183.686  
Notelaarsstraat 183 - 1000 Brussels

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A. 19456 MW  
"European Polio Union"  
Internationale Vereniging Zonder Winstoogmerk  
at 2018 Antwerp, Walvisstraat 32  
INCORPORATION

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In the year two thousand and nine.  
On the ninth of July  
In Brussels in my offices at Notelaarsstraat 183,

**DID**

Before me, Maître Olivier BROUWERS, Associated Notary at Brussels,

**APPEAR**

1) Mr BIJTTEBIER Johan August, born at Mortsel on the twelfth of April nineteen hundred and fifty, number in the state register 500412 229 04, of Belgian nationality, residing at 2018 Antwerp, Walvisstraat 32.

2) Mr HAMILTON Hugh, born in Dublin (Ireland) on 18 August 1937 of Irish nationality, residing at Mount Salem, Whites Cross, Dublin 18 (Ireland)

3) Mrs SYMONS Els, born at Sassenheim (the Netherlands) on the twelfth of October nineteen hundred and fifty-one, of Dutch nationality, residing at Paulus Buysstraat 15 at 2334 CH Leiden (the Netherlands).

referred to hereinafter as "THE PROMOTER",

The promoters under 2) and 3) are represented here by Mr BIJTTEBIER Johan, aforementioned, further to the private powers of attorney that shall remain attached hereto.

Which Promoter has requested me to record the incorporation of an internationale vereniging zonder winstoogmerk (international non-profit association pursuant to Belgian law) by authentic deed.

referred to hereinafter as "THE ASSOCIATION",

whereof the following articles of association are drawn up in accordance with the Belgian law of the twenty-seventh of June nineteen hundred and twenty-one on the non-profit associations, the international non-profit associations, and the foundations, as amended by the law of the second of May two thousand and two as well as its implementing legislation.

referred to hereinafter as "THE LAW".

**PRELIMINARY STATEMENTS**

**A. POWERS OF ATTORNEY**

The powers of attorney referred to above shall remain attached to this deed.

The promoters acknowledge in their potential capacity of agents, that the undersigning Notary, has informed them of the consequences of an invalid

*document on six numbered sheets*

mandate and they declare that they relieve the Notary of any liability relating to the validity of these powers of attorney and the powers lent by these powers of attorney.

They declare to one another that they are personally liable for all undertakings that are entered into in the name of their respective principals insofar the validity of the mandate and the powers should not be entirely recognized.

B. INCORPORATION - FOUNDERS

The association is incorporated by the following natural persons:

- 1) Mr BIJTTEBIER Johan, aforementioned;
- 2) Mr HAMILTON Hugh, aforementioned;
- 4) Mrs SYMONS Els, aforementioned.

Who are therefore recognized as its first members.

Only the aforementioned promoting members listed above, represented as stated shall be regarded as the founders of the association.

C. JURISTIC PERSONALITY

The association shall nonetheless only acquire juristic personality as of the date of the Royal Decree of conferral (recognition) by means of the approval of the articles of association, which will only be enforceable in respect of third parties as of their publication in the appendices to the Belgian Official Gazette after their filing in the dossier kept by the Clerk to the Court of Commerce of the judicial district in which the offices of the association are located.

D. START OF THE ACTIVITIES - FIRST FINANCIAL YEAR

The association starts its activities as of the moment of the signing of this deed.

The first financial year of the association commences on the first of April two thousand and nine and shall be closed on the thirty-first of March two thousand and ten.

The first annual general meeting shall be held at the very latest on the first of October two thousand and ten.

E. ASSUMPTION OF ALL UNDERTAKINGS

All undertakings, as well as all obligations arising from same and all activities prior to this act performed since the first of April by Mr Johan BIJTTEBIER aforementioned in the name of and for the account of the association in promotion are assumed by the association now incorporated.

With respect to those activities undertaken after this deed and until the time of acquisition of juristic personality, the other promoters declare that they appoint Johan BIJTTEBIER, promoter under 1) as their agent and that they authorize him, acting for them and in their name, to enter into, in accordance with article 50 § 2 of the law, those obligations that are necessary and useful for the realization of the corporate purpose for the account of the association in promotion and hereby incorporated.

This authorization shall only have effect if the agent acts also in his own personal name upon entering into aforementioned obligations.

The transactions performed on the basis of this mandate and entered into for the account of the association in promotion, as well as the obligations arising from same, are deemed to have been entered into by association now incorporated from the very start.

This assumption shall only have effect as of the moment that the association acquires juristic personality.

#### F. USE OF THE [NATIONAL] LANGUAGES

This deed is drawn up in the Dutch language so that it may be published in the appendices to the Belgian Official Gazette in accordance with the legal provisions governing the use of the [national] languages in Belgium.

The promoter declares that he understands the Dutch language sufficiently well to understand the reading of this deed. He relieves the undersigning Notary from the translation of same into any language whatsoever.

In the event of any difference in interpretation in any translations only the Dutch version of this deed and its amendments shall have the power of evidence between parties.

#### G. PERMITS

The promoter declares that the notary signing below has drawn his attention to the provisions of:

- the law of the nineteenth of February nineteen hundred and sixty-five on the performance of self-employed professional activities by foreigners
- the first article of the Royal Decree number twenty-two of the twenty-fourth of October nineteen hundred and thirty-four such as amended to this day on the prohibition on exercising certain official functions.
- the programme law of the tenth of February nineteen hundred and ninety-eight on the promotion of self-employed entrepreneurship by means of improving basic knowledge of business management.

#### H. INCORPORATION COSTS

The promoter declares that the amount of the costs, expenses and payments and charges regardless of the form of same which, regardless of the form of the association, accrue to or are to be borne by it with a view to its incorporation amount to roughly one thousand two hundred euros (€ 1,200.00).

#### ARTICLES OF ASSOCIATION

The promoter did then draw up the articles of association of the association as follows:

##### **TITLE 1 – BASIC DEED**

##### Article 1 – Corporate Form - Name

The Association is incorporated in the form of an “internationale vereniging zonder winstoogmerk” [international non-profit association pursuant to Belgian law] (of international utility) in accordance with the law and bears the name “European Polio Union” abbreviated to “EPU”.

All deeds, invoices, announcements, publications and other documents emanating from the international non-profit association must mention its name, preceded or immediately followed by the words “internationale vereniging zonder winstoogmerk” or by the abbreviation “IVZW”, as well as the address of its principal office.

##### Article 2 – Principal Office

The principal office of the association is established in Belgium at 2018 Antwerp, Walvisstraat 32, in the judicial district of Antwerp.

The principal office of the Association may be moved to any other place in Belgium by simple decision of those members of the Board of Directors that are present or represented. In no case may the principal office be transferred to a foreign country.

Every deed recording the transfer of the principal office of the association must be recorded (in full) in the dossier of the Association kept by the Clerk to the Court of Commerce in the place of the office of the Association and must be published in the appendices of the Belgian Official Gazette.

#### Article 3 – Purpose - Activities

The Association, which waives any pursuit of profit, has, as its non-profit-making purposes of international utility, the provision of assistance to European citizens who suffer from polio or post-polio syndrome.

The pursuit of this purpose shall more specifically be achieved by the following means:

a) the stimulation of European physicians to establish a workgroup for the preparation of uniform guidelines for the diagnosis of Post Polio Syndrome (PPS) and to carry on further research into PPS in association with patient associations.

b) the collection of data on the prevention and the course of polio and PPS in Europe.

c) the collection of knowledge, experience and ways of coping with the disorder and to share this with people with polio in Europe and also to distribute this among (para)medical personnel and organizations concerned with polio and PPS.

d) to continue to draw the attention of relevant organizations to the need to maintain vaccination at a high enough level in Europe to prevent further outbreaks of polio.

The Association may carry out all acts which are directly or indirectly associated with its purpose. It may also give its cooperation to and show its interest in every activity that has a purpose similar to its own.

#### Article 4 – Member

The Association is open to Belgians and Europeans.

The Association is composed of effective members and associate members. The effective members are referred to as “members” and the associate members are referred to as “associate members”. Only the members are invested with the full rights granted by law and these articles of association to the partners.

The number of members is unlimited. The minimum number of members is three.

The members are the promoters mentioned in the deed of incorporation as well as every person who is subsequently accepted as a member and whose status

is, if necessary, renewed in accordance with the provisions of these articles of association.

The General Meeting may admit associate members who cooperate with the purpose of the association.

#### Article 5

The admission of new members is subject to the following conditions:

1. Effective members, also known as full membership: Full membership is possible for European organizations that are concerned with polio and which have more than 50 members. They pay a once only accession fee and an annual contribution. They have voting rights.

2. Associate members, also known as special membership: Special membership is possible for European organizations that are concerned with polio and which have fewer than 50 members; institutions or persons with a special interest in polio; and people with polio from countries in which there is no organization that promotes the interests of persons with polio. Special membership must first be approved by the administration of the EPU.

These members pay an annual contribution. They do not have voting rights.

Members (of all categories) may tender their resignation subject to the following conditions:

If a member wishes to resign, he must for this purpose submit his resignation to the Board of Directors. This resignation is submitted by registered posted letter and shall take effect six months after the receipt of the letter of resignation.

The Board of Directors may propose the exclusion of a member of the Association after the defence of the party concerned has been heard. The exclusion may be effected by a resolution of the General Meeting accepted by a two thirds majority of the members present or represented. The Board of Directors may suspend the party concerned pending the resolution of the General Meeting.

The member that (in consequence of death or another reason) is no longer part of the Association has no right to the assets of the Association.

#### Article 5a

Members may be requested by the General Meeting acting further to a proposal by the Board of Directors to pay a contribution that is determined annually (for the category to which they belong).

The contributions are determined as follows:

The accession fees and annual contribution for full membership.

Annual Income	Accession Fee	Annual Contribution
Less than € 12,500	€ 1000	€ 100
€ 12,500 - € 65,000	€ 1000	€ 200
€ 65,000 – € 130,000	€ 1000	€ 300
€ 130,000 - € 300,000	€ 1000	€ 400
More than € 300,000	€ 1000	€ 500

Should the payment of the accession fee constitute a difficulty, a departure may be made from it in consultation with the administration.

Annual contribution for special membership.

The annual contribution for special membership comes to € 50.

## **TITLE 2 – ORGANIZATION**

### **Chapter 1 – Administration (Representation of the Administration and Management)**

#### **Article 6 – General Meeting (General Organ of Governance)**

The General Meeting disposes over all powers for the realization of the purpose or purposes as well as for the performance of the activities of the Association.

It consists of all the effective members.

More specifically the following are reserved to its authority:

- a) the approval of the budgets and the accounts;
- b) election, dismissal, and discharge of the Directors and where applicable of the scrutinizers of the accounts or the Statutory Auditors;
- c) amendment of the articles of association;
- d) winding up of the Association
- e) exclusion of a member;
- f) adoption of internal regulations.

#### **Article 7**

The General Meeting automatically meets every year at the latest on the first of October with the Chairman in the chair in the principal office of the Association or in the place mentioned in the notice convening the meeting.

This notification is made by the Board of Directors.

It is sent at least thirty days before the General Meeting by letter, fax, email or by any other means of communication and contains the Agenda.

Moreover an Extraordinary General Meeting may be called by letter, fax, or email addressed to the Chairman of the Board of Directors should half of the members so request.

Upon opening the session the Chairman appoints a Secretary of the Meeting and two scrutineers from among the attending members of the Meeting, whereby at least one such must be an effective member.

#### **Article 8**

The members may cause themselves to be represented at the General Meeting by another member, holder of a special proxy. No member may, however, hold more than one proxy.

Unless provided otherwise in these articles of association, the General Meeting shall only be able to deliberate validly when at least half the members are present or represented.

### Article 9

Except in those exceptional cases determined by these articles of association, resolutions of the General Meeting are adopted by a simple majority of the members present or represented and are communicated to all effective members by letter, fax, email or any other means of communication.

### Article 10 – Board of Directors (Administrative Organ)

1. The Association is administered by a Board consisting of at least three directors.
2. The Board disposes over all powers of management and administration with the exception of those powers reserved for the General Meeting.
3. The council elects a Chairman from among its members as well as a Secretary and a Treasurer (and possibly Vice-Chairmen, etc. as well).
4. The Board of Directors may entrust the daily management and the representation of the Association for the purposes of this management to a single person, who may or may not be a member of the Board of Directors. The person instructed with the daily management will be able to act individually. This provision is enforceable in respect of third parties within the bounds provided by law. Every limitation on the representative power granted to the person instructed with the daily management is not enforceable in respect of third persons even if such has been published. The person instructed with the daily management shall bear the title of “Executive Director” or “General Manager”, depending on whether he is a member of the Board of Directors or otherwise.
5. The Board of Directors may entrust the daily management to more than one person. In such cases they may act alone or collectively.
6. The identity of the persons(s) instructed with the daily management shall be filed with the Clerk to the Court of Commerce and published in the appendices to the Belgian Official Gazette.
7. The Board may, acting at its own responsibility, moreover grant special powers to one or more persons.

### Article 11 – Appointments

The Directors are appointed by the General Meeting for a period of three years and may be reappointed for the same period of time.

Should a Director’s seat fall vacant during the period of appointment, the Board of Directors may designate a replacement who will serve out the term of the person he replaces.

Directors may be dismissed by the General Meeting deciding by a two thirds majority of the members present or represented.

### Article 12 – Meetings

The Board of Directors meet at least once every year or after being exceptionally convened by one third of the members.

The call to the meeting is sent by letter, fax, email, or any other means of communication.

A director may cause himself to be represented by another director, who however, may only hold a single letter of representation.

The Board may only deliberate validly if at least half the members are present or represented. Decisions of the Board are taken by simple majority vote of the directors present or represented. In the event of a voting tie, the Chairman has a casting vote.

#### Article 13 – Conflict of Interests

Should a director, have an indirect or direct asset interest that is contrary to a decision or action of the Board of Directors, he must mention such prior to the deliberations of the Board of Directors. His statement, as well as the reasons establishing the contrary interest on the part of the director concerned must be recorded in minutes of the meeting of the Board of Directors that must make the decision. Moreover the director concerned must inform the Statutory Auditor should such have been appointed. The Board of Directors describes the nature of the decision or action and justifies the decision taken in the minutes of the meeting. The Board also mentions the consequences in terms of assets that could ensue for the Association in consequence of the decisions of the Board of Directors that may comprise an interest that conflicts with the meaning of this article.

The director concerned may participate in the deliberations of the Board of Directors relating to these actions or decisions; he may also take part in the voting. This article is not applicable if the decisions of the Board of Directors relate to ordinary transactions that take place in the normal circumstances for transactions of the same nature.

#### Article 14 – Representation

All deeds that bind the Association are signed, except when special signing power has been delegated, by the Chairman, who shall not have to deliver any special justification in respect of third parties about the powers granted to him.

Legal proceedings, whether as plaintiff or defendant, are prosecuted by the Board of Directors, represented by its Chairman or a director nominated for this purpose by the Board of Directors.

#### Chapter 2 – Accounts

#### Article 15 – Financial Year and Annual Accounts

The financial year closes on the thirty-first of March of each year.

Subject to reserve of the application of the provisions of the Belgian law of the seventeenth of July nineteen hundred and seventy-five on the accounts of enterprise in the cases provided for by Article 53§3 of the Law, the Board of Directors must submit the annual accounts of the previous financial year and the budget for the forthcoming financial year to the approval of the General Meeting, which shall adopt a resolution on same at its next forthcoming meeting.

The General Meeting may resolve on the establishment of a reserve fund and determine its amount as well as the procedures for contributing to this fund by each member.

#### Article 16 – Audit

In those cases provided for by Article 53§5 of the Law the Board of Directors shall entrust the financial auditing of the Association to one or more Statutory Auditors of its choosing.

### **TITLE 3 : AMENDMENT AND WINDING UP**

#### Article 17

Without prejudice to the law, every proposal which has an amendment of the articles of association or the winding up of the association as its object must emanate from the Board of Directors or from at least half of the effective members of the Association.

The Board of Directors must disclose the date of the General Meeting that shall resolve on aforesaid proposal to the members of the Association at least three months in advance.

The General Meeting can only validly deliberate when it assembles two thirds of the present or represented members who are entitled to vote.

A resolution is only adopted when it approved by a two thirds majority vote.

Should, however, this General Meeting not assemble aforesaid two thirds of the members of the Association, a new General Meeting shall be convened in accordance with the same conditions as mentioned above; this meeting shall resolve definitively and validly by the same two thirds majority vote regardless of the number of members present or represented.

The resolutions relating to essential elements, such as the corporate purpose, the powers, the convening procedure, and the method of adopting decisions in the Board of Directors, as well as the conditions pursuant to which the decisions are disclosed to the members and the conditions for the amendment of the articles of association, winding up, liquidation and the disposal of the corporate assets of the association, shall be recorded by notarized deed, filed in the file kept by the Clerk of the Court of Commerce and published in the Belgian Official Gazette.

Moreover and in accordance with Article 50, paragraph 3 of the Law, resolutions for the amendment of the purpose or the objectives of the Association

shall only take effect after their approval by the King, as well as after publication in the Belgian Official Gazette. The remaining resolutions for the amendment of the provisions of the Articles of Association do not need to be submitted for acceptance by the Belgian minister responsible for Justice or his representative.

Article 18 – Liquidation and distribution of the assets

In the event of the court-ordered or voluntary liquidation of the Association the General Meeting appoints one or more liquidators and determines the method to be used for the liquidation of the Association.

Any net assets after liquidation shall accrue to a non-profit juristic person pursuant to private law, which may or may not have an international character, with a purpose similar to the association, and in the absence of such at least to have a charitable purpose.

**GENERAL PROVISIONS**

Article 19 – Election of Domicile

For the purpose of the performance of these articles of association each effective and associate member, director and liquidator domiciled in a foreign country elects domicile in the principal offices of the Association where all services may be validly made on him.

Article 20 – Common Law

Reference is made to the law for all matters that are not governed by these articles of association and all provisions of same that conflict with mandatory provisions of law are held not to have been written.

Article 21 – Jurisdiction

All disputes between the Association, its members, partners, bond holders, directors, statutory auditors and liquidators relating to the affairs of the Association and the implementation of the articles of association must be submitted to the courts with jurisdiction for the place of the principal office, except in those cases where the Association expressly waives this [choice of forum].

**TRANSITIONAL ARRANGEMENTS**

**FIRST GENERAL MEETING**

The association thus having been incorporated, the promoters, meeting in Extraordinary General Meeting, adopt the following resolutions by unanimous vote:

a) appointment of directors

The number of directors is set at five.

The following are appointed as directors:

- Mr BIJTTEBIER Johan, number in the Belgian state register 500412 229 04, residing at 2018 Antwerp, Walvistraat 32;

- Mr HAMILTON Hugh, residing at Mount Salem, Whites Cross, Dublin 18 (Ireland);

- Mrs TEWES Margaret, residing at 3040 Huldenberg, de Peuthystraat 62;

- Mrs SYMONS Els, residing at Paulus Buystraat 15, NL 2334 CH Leiden (The Netherlands).

- Mr RENDTORFF Philip, residing at Bloksbjerget, 16 DK-2930 Klampenborg (Denmark).

Who act or are represented in the present deed and accept.

These appointments:

- are exercised free of charge
- come to an end immediately after the Annual General Meeting of two thousand and twelve.

b) Appointment of Statutory Auditors

In view of the estimates, which have been made in good faith, it follows that for its first financial year the association complies with the criteria summarized in Article 53 § 5 of the Law, and in consequence it is resolved not to appoint a Statutory Auditor.

c) Authorization for the completion of formalities

Mr BIJTTEBIER Johan, here present, acting in the aforementioned capacity of director (subject to the reserve of the filing of an abstract of this deed with the Clerk to the competent Court of Commerce and the subsequent acquisition of juristic personality by the association hereby incorporated) declares that he gives authorization for an indefinite period and with the power of subrogation to:

Mrs TEWES Margaret, aforementioned, acting in his name and for the account of the association, in consequence of the incorporation of the association and through the mediation of an enterprise desk of his choice, to complete all the administrative formalities required by law with the Central Database of Enterprise (application for an enterprise number, and if applicable a number of the unit of establishment) as well as with the VAT (statement of commencement of an activity).

The principal(s) moreover declares/declare that he/they are sufficiently informed about the costs of the transactions that are subject of this authorization.

These powers refer to all amendments, registrations, deletions and all other formalities for decisions from the past or in the future.

#### **FIRST MEETING OF THE BOARD OF DIRECTORS**

The directors mentioned below, meeting as a board, appoint:

- As Chairman of the Board of Directors, Mr BIJTTEBIER Johan, aforementioned
- As Vice-Chairman: Mr HAMILTON Hugh, aforementioned.
- As Treasurer: Mrs TEWES Margaret, aforementioned.
- As Executive Directors: Mr BIJTTEBIER Johan, Mr HAMILTON Hugh, Mrs TEWES Margaret.

In consequence these persons may:

Collect and receive all sums and assets that may be outstanding to the Association from the National Bank of Belgium, from the Belgian Treasury, from all public funds and all administrations, associations or other persons, for the principal, interest and appurtenances for any reason at all, collect all consigned sums and assets; give valid receipt and grant discharge in the name of the association for all sums and assets received; and to pay all sums that may be

payable by the association, whether by way of principal, interest and appurtenances.

To open in the name of the association all accounts with banks or with the Post Office Giro Administration.

To sign, negotiate and endorse all payment documents, mandates, cheques, bills of exchanges, notes of hand, bank credit transfer orders and other necessary documents; to accept and give aval for all bills of exchange, extend the duration of overdue bills of exchange and payment documents; to cause all debt equalizations to be prepared and to accept same, to accept and consist to all subrogations.

In the name of the association to collect or receive at home letters, crates, parcels, and packets, whether registered or otherwise, including those with a declared value, from the post office, the customs service, messenger services, and the railways; to cause all deposits to be handed over; to hand over all bills of lading, waybills and other necessary documents; to sign all documents and receipts.

To prepare all inventories of all goods and assets that may belong to the association.

To apply for all registrations in, amendments to or deletions from the Commercial Register.

To apply for the membership of the association in all professional organizations.

To represent the association in all public and private administrations.

To replace one or more attorneys-in-fact for that part of the powers that they determine and for the duration that they decide upon.

The above summary is given merely by way of example and is by no means exhaustive.

#### Proof of identity

In accordance with Article 11 of the Law of Ventôse the Notary confirms the names, forenames, address and, where applicable, the name and principal office of the promoter, on the basis of the display of the documents required by law.

#### Declaration of conformity

After examining this incorporation the Notary signing below declares that the law has been respected.

#### **WHEREOF RECORD**

Done and executed on the date and in the place as aforementioned.

The promoters and the intervening parties hereby declare that they were acquainted with the draft of aforementioned deed at least five days before the signing of this deed.

And after reading aloud and giving explanations, in full with respect to those documents meant by the law and in part for the remainder of the provisions, parties did sign together with Me, Notary.