

“European Alliance for Vision Research and Ophthalmology”
abbreviated “EU-EYE”

International Association

With registered address at Rue de Grand-Bigard 14,
1082 Berchem-Saint-Agathe, Belgium

INCORPORATION

Today, February 27, two thousand fifteen.

Before Us, Master Jan Coppens, associated Notary Public officiating in Vosselaar.

HAVE APPEARED:

1. The Scientific Association under Swiss law “European Glaucoma Society”, abbreviated “EGS”, established in 6301 Zug (Switzerland), Zeughausgasse 18, Postfach 1225, with association number CH 170.6.000.231-0;
2. The Technical-scientific Association formed for the advancement of eye banking, the “European Eye Bank Association”, abbreviated “EEBA”, established under Italian Law and located in Via Paccagnella n. 11 - Padiglione Rama, 30174 Zelarino – Venice (Italy) with fiscal code 90111850278;
3. The non-profit organisation registered with the Charities Commission in the UK “European Society of Retina Specialists”, abbreviated “EURETINA”, with a registered office at 5 Fleet Place, London, EC4M 7RD, United Kingdom;
4. The Association under British law “European Association for the Study of Diabetes”, abbreviated “EASDec”, established in 162 City Road, London (United Kingdom), EC1V 2PD, NIHR Biomedical Research Center at Moorfields Eye Hospital NHS Foundation Trust and UCL Institute of Ophthalmology (United Kingdom);
5. The non-profit organisation registered with the Charities Commission in the UK “European Society of Cataract and Refractive Surgeons”, abbreviated “ESCRS”, with charity number 1066532 and registered office at 5 Fleet Place, London, EC4M 7RD, United Kingdom;
6. The non-profit organisation under Swiss Law “European Association for Vision and Eye Research”, abbreviated “EVER”, established in c/o Louis-Joseph Wyer Zeughausgasse 18 Zug, Switzerland, with company number CHE- 490.339.638.

Proxies: All the above-mentioned appearers are hereby represented by Meissner, Peter Maxwell, born in Amsterdam (Nederland) on November 21, 1978 (National identification number 78.11.21409.94), residing in 2830 Blaasveld (Willebroek, Belgium), Mercuriusstraat 10, according to 7 private proxies that will remain attached to the present deed.

The appearers declare that they have agreed to proceed to the constitution of an international nonprofit organization, which they declare to constitute in accordance with the Law of June 27th, 1921, modified by the Act of May 2, 2002, with the following articles of association; they ask Us, Notary Public, to draw up the official deed of this agreement.

Chapter I. Purpose, name, registered office and duration.

Article 1

An International non-profit Association with scientific purpose is constituted under the name "EUROPEAN ALLIANCE FOR VISION RESEARCH AND OPHTHALMOLOGY abbreviated "EU-EYE".

Article 2

The association is a non-profit-making pan-European advocacy organization. The main goals are to raise political and societal awareness for the increasing need for Vision Research and Ophthalmology at European level.

Article 3

The registered office of the Association is established in Belgium, Rue de Grand Bigard 14, 1082 Berchem-Saint-Agathe, Belgium

The registered office may be transferred to any other address in Belgium by decision of the General Assembly of Board Members. The modification of the address will be published in the annexes of the Belgian State Gazette.

Article 4

The Association is established for an undetermined period of time.

It is ruled by Title III of the Belgian Law of June 27, 1921, modified by the Act of May 2, 2002, regarding the non-profit organizations, the international non-profit organizations and the foundations, as well as by the laws and decrees on international non-profit organizations.

Chapter II. Members.

Article 5

The Association consists of ordinary members and ex-officio members. Ex-officio members will abstain from voting.

The founding associations, institutions or organisations are the first ordinary members.

The first ex-officio members are:

- the deputy managing director of Agenda Communications, Dublin (Ireland);
- the "European Vision Institute", abbreviated "EVI", European Economic Interest Grouping established at B-1050 Brussels, Troonstraat 98 (Belgium);

The ordinary members as well as the ex-officio members constitute together the General Assembly of Board Members".

The amount of the yearly membership contribution will be determined on a yearly basis by the General Assembly of Board Members. Societies with a contribution of less than €25.000 pa will have one representative in the General Assembly. Societies with a contribution of more than €25.000 pa will have two representatives in the General Assembly. Only one representative per society will have the right of voting.

Article 6

Each member can resign at any time. Any such resignation has to be tendered by means of a letter addressed to the General Assembly of Board Members.

The General Assembly of Board Members with a 4/5 majority can ask an ordinary member to resign if this member acts contrary to the objectives or interests of the Association.

If the membership of an ordinary or an ex-officio member comes to an end, the membership or that of its representative in the General Assembly of Board Members automatically comes to an end.

The General Assembly of Board Members decides on a discretionary basis upon the acceptance of the membership application of new members.

Any changes in membership will be registered in the register of members of EU-EYE without necessity to modify the by-laws except in case an ex-officio member is concerned.

Chapter III. General Assembly of Board Members.

Article 7

The following powers are reserved to the competence of the General Assembly of Board Members:

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- The modification of the by-laws;
- The appointment of the members of the Executive Committee, of the auditor(s) and the determination of the amount of their remuneration if a remuneration is considered;
- The acceptance of new ordinary members;
- The approval of the budget, the balance-sheet and the accounts;
- The discharge to be granted to the members of the Executive Committee and the auditor(s);
- The dissolution of the Association;

The General Assembly of Board members shall convene annually and ultimately as per June 30 of each year, either at the registered office of the Association either at a location announced in the convening notice. The Executive Committee will communicate such notice, containing the agenda, by a simple letter, fax or email sent at least 15 days prior to the date of the meeting.

Article 8

Each member of the General Assembly of Board Members of EU-EYE has one vote at the General Assembly. Voting by proxy is not allowed unless at the first General Assembly of Board Members to be held immediately after the acceptance of the statutes in order to appoint the first members of the Executive Committee.

Article 9

Deliberations of the General Assembly of Board Members are only valid only if at least half of its members are present. In the event that the General Assembly does not reach the required quorum, a mail ballot will be organized within the following three months on the items contained in the agenda.

The General Assembly of Board Members will be chaired by the President of the Executive Committee or, by default, by the senior member first by function, then by age of the Executive Committee.

In exceptional cases, as indicated by the law or by the by-laws, resolutions shall be passed with a majority vote of the members present or having voted by correspondence. The Executive Committee will communicate the resolutions of the General Assembly of Board Members to all members.

The resolutions of the General Assembly of Board Members will be entered into a register and signed by the President and the Secretary General of the Executive Committee.

This register will be kept by the Executive Committee and will be at the disposal of all members at the registered office.

Article 10

An Extraordinary or Special General Assembly of Board Members must be called at the initiative of the Executive Committee at any time the interests of the Association require so, or at the request of one-fourth of the Members of the General Assembly of Board Members.

The format and timing of the invitation are identical to those for an ordinary General Assembly of Board Members, except for the provisions under chapter VI.

Chapter IV. Management.

Article 11

The Association is managed and validly represented by its Executive Committee, which consists of a minimum of 3 members.

The General Assembly of Board Members elects amongst its own Members the members of the Executive Committee, for a renewable period of 4 years.

In case a legal person or association is appointed as member of the Executive Committee, he will appoint a permanent representative in charge with the execution of the mandate in the name and for the account of the legal person or association concerned, in conformity with the principles applicable for commercial companies according to Belgian law.

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All powers for the management of the Association lie with the Executive Committee. It is competent to execute and receive all acts of disposal, transfers and donations. The residual powers for all other matters lie with the Executive Committee.

Article 12

The Executive Committee elects amongst its members a President, a Vice-President, a Secretary and a Treasurer. If necessary, these functions can be cumulated.

Article 13

The Executive Committee is in charge with the day-to-day management of the Association.

Meetings of the Executive Committee shall be called by the President and/or the Secretary who will establish the agenda of any such meeting. Invitations will be sent by mail, fax or email at least ten days before the meeting.

The Executive Committee also hires the administrative personnel.

All documents and minutes will be kept by the Executive Committee at the registered office of the Association.

Article 14

The Executive Committee's resolutions shall be decided by a majority of members present. In case of an equal vote, the President will have the casting vote.

The Executive Committee cannot validly deliberate on proposals for the modifications of the statutes unless at least two-thirds of its members are present or represented. The minutes of the Executive Committee meetings will be sent to the committee members, are kept by the secretary and are presented at the following meeting for approval.

Article 15

Unless in case of special delegation or for the day-to-day management of the association, all acts involving the Association are signed by two of the following four persons, acting jointly together:

- the President,
- the Vice-President, - the Secretary - the Treasurer.

The Association will be validly represented in court by the President of the Executive Committee.

The same persons shall not be required to justify their powers to any third party. The day-to-day management, such as correspondence, issuing of receipts, endorsement and receipt of funds, discharges towards the public administration, will carry the signature of one of the following persons, acting individually

- the President,
- the Vice-President,
- the Secretary,
- the Treasurer,
- or any person charged with the day-to-day management, being a member of the Executive Committee or not, acting individually.

Article 16

All mandatory or legal documents are kept in Dutch. However the working language of the Association will be English.

Chapter V. Budget and accounts.

Article 17

The financial year starts on the 1st of January and ends on the 31st of December of each year.

The accounts of the Association have to be submitted by the Executive Committee for approval by the General Assembly of Board Members.

Upon proposal by the Executive Committee, the General Assembly of Board Members can decide to constitute a reserve fund and to determine its amount.

Chapter VI. Modification of the articles of association. Dissolution.

Article 18

Without prejudice to the provisions of Articles 50 §3, 55 and 56 of the law of June 27, 1921, as modified by the Act of May 2, 2002, any proposal which aims to modify the by-laws or to dissolve the Association has to emanate from the Executive Committee or from a special majority of at least two-thirds of the members of the General Assembly of Board Members.

The Executive Committee has to inform the members of the Association by mail, fax or email at least one month prior the General Assembly of Board Members gathers to decide upon any such proposal.

The General Assembly of Board Members cannot validly deliberate on such proposals unless at least 3/4 of its members are present or represented. The decision has to be taken with a majority of 2/3 of the votes.

Without prejudice to the provisions of article 50 §3 of the law of June 27, 1921, the modifications to the articles of association will be effective for third parties only after they have been published according to article 51 of the law of June 27, 1921, modified by the law of May 2, 2002.

The General Assembly of Board Members will decide on the procedure of dissolution and liquidation of the Association as well as on the destination of the Association's assets according to the articles 55 and 56 of the law of June 27, 1921, modified by the law of May 2, 2002 taking into account that same destination needs to be a non-profit destination. **Article 19**

Any matters not covered by the present by-laws will be regulated according to the legal provisions as applicable at that time.

TRANSITIONAL PROVISIONS

1. First Ex-Officio members

1. As deputy managing director of Agenda Communications, Dublin, Ireland: Mrs **Fitzpatrick Carol**, residing in 141 Stepside Park, Stepside Co Dublin (Ireland);
2. As representative of the "European Vision Institute", abbreviated "EVI", Mr Thomas **WheelerSchilling**, residing in Germany, 72135 Dettenhausen, Echterdingerstrasse 16/2; Both represented by Peter Meissner, above-mentioned, according to 2 private proxies that will remain attached to the present deed.

2. First financial year – First annual meeting

The first financial year starts on the date of the acquisition of legal personality and will end on 31 December 2015. The first annual meeting will be held in 2016.

3. Commitments on behalf of the foundation in constitution

The appearers declare that the present international non-profit organization, in application of article 50, §2 of the Law of June 27th 1921, modified by the Act of May 2 2002 with regard to the non-profit organizations, international non-profit organizations and foundations, takes over, as from February 27, 2015, the commitments entered into for the account and on behalf of the foundation in constitution. This take-over will only take effect as soon as the association will have acquired legal personality. The commitments, possibly entered into during the intervening period, are also subject to article 50, §2 of the same laws and shall be ratified once the foundation will have acquired legal personality.

4. Appointments

Subsequently, the Board Members, represented by Peter Meissner, above-mentioned, have met and unanimously decided that there shall be five members of the Executive Committee.

The following persons have been appointed as members of the Executive Committee for a term immediately ending after the annual meeting of the year 2018:

1. The Technical-scientific association formed for the advancement of eye banking, the **“European Eye Bank Association”**, abbreviated “EEBA”, represented by Mr Jesper Ostergaard **Hjortdal**, born in Thisted (Denmark) on May 19, 1961, ID 190561-1263, Danish, residing in 8250 Egaa (Denmark), Strandhusvej 25;
2. The non-profit organisation registered with the Charities Commission in the UK **“European Society of Retina Specialists”**, abbreviated “EURETINA”, represented by Mr Alistair Laidlaw born in Edinburgh, Scotland UK on August 8, 1962 ID 545531226 UK, residing in 140 Turney Road, London SE21 7JJ
3. The non-profit organisation registered with the Charities Commission in the UK **“European Society of Cataract and Refractive Surgeons”**, abbreviated “ESCRS”, represented by Mr Paul Rosen, born in Hull, UK on June 10, 1957 ID 548248823 residing in Little Badgemore, RG9 4NR Henley, UK;
4. The Scientific Association under Swiss law **“European Glaucoma Society”**, abbreviated “EGS”, whose administrative body has appointed Mr Carlo Traverso, born in Savona (Italy) on September 30, 1954 ID CA 03305MD, Italian, residing in Piazza Leonardo da Vinci 2/10, 16146 Genova, Italy
5. The non-profit organization under Belgian law **“European Association for Vision and Eye Research”**, abbreviated “EVER”, represented by Mr Leopold **Schmetterer**, born in Vienna (Austria) on June 21, 1963, passport number P1728478, Austrian, residing in 1120 Vienna (Austria), Schoenbrunner Schloßstrasse 44-6; all of which are represented by Peter Meissner, above-mentioned, and have individually declared that they accept their mandate.

First meeting of the Executive Committee

After the Executive Committee’s constitution, the latter has declared that it will validly unite in order to appoint its President, Vice-President, Secretary and Treasurer. The Executive Committee Members, represented by Peter Meissner, above-mentioned, according to the above-mentioned proxies unanimously decide:

A- To appoint as:

President: the **“European Glaucoma Society”**, abbreviated EGS, represented by Thierry **Zeyen**, above-mentioned;

Vice-President: the **“European Society of Retina Specialists”**, abbreviated “EURETINA”, represented by Einar **Stefansson**, above-mentioned;

Secretary: the **“European Eye Bank Association”**, abbreviated “EEBA”, represented by Jesper **Hjortdal**, above-mentioned;

Treasurer: the **“European Society of Cataract and Refractive Surgeons”**, abbreviated “ESCRS”, represented by Peter **Barry**, above-mentioned;

B- It was agreed that Carol Fitzpatrick would join the Executive *ex officio* and that the ESCRS would have one vote on the Executive.

C- A special proxy with subrogation right and with the competence to act separately is granted to:

- The civil law company having a commercial form under the legal form of private limited company **“Fiducial Tax & Legal Consulting”**, established in 2018 Antwerp, Lamorinièrestraat 274, represented by Mr Meissner Peter, abovementioned, and: - Each of the associated Notaries Public, Tom and Jan Coppens, officiating in Vosselaar in order to comply with all formalities whatsoever, in order to obtain the legally provided recognition by Royal Decree and, among other things, to submit to this end a request to the competent authorities to **“grant legal personality and to approve the articles of association”**.

Identity confirmation

In order to comply with the provisions of the Law of March 16th 1803, the executing Notary Public confirms that the name, first names, place and date of birth, as well as the place of residence of the natural persons-appears correspond to the data on their identity card.

The natural persons whose national registry number was mentioned in this deed, explicitly declare that they accept that this number is mentioned in this deed and in all copies and extracts of this deed that will be drawn up.

Competence

All appearing parties declare that they are entitled and competent to perform the legal acts defined in this deed and that they are not affected by any measure that could in this context lead to incompetence such as bankruptcy, collective debt settlement, appointment of a provisional manager, etc.

Final provision

The appearers acknowledge that the Notary Public has informed them about the fact that each party has the right to choose another Notary Public or to get assisted by a legal advisor, in particular when conflicts of interest or unbalanced clauses are noticed.

Registration fee

The registration fee amounts to 50,00 Euro.

FOR THE RECORD.

Drawn up in Vosselaar, on the abovementioned date.

After having integrally read out and explained the deed to the appearers, present and represented as mentioned above, they have signed it together with Us, Notary Public.

