

Part B**Copy which will be published in the Annexes to the Belgian Official Gazette after filing of the deed with the Clerk of Court's Office**

06039407*

BRUSSELS
13-02-2006
Clerk of Court's Office

Name : **"European Multiple Sclerosis Platform", abbreviated "E.M.S.P."**
Legal form : International Not-for-Profit Association
Registered office : 1030 Brussels, avenue Eugène Plasky, 173 box 11
Enterprise no. : 0473317141

Object of the deed : **ADOPTION OF A NEW TEXT OF THE ARTICLES OF ASSOCIATION - AMENDMENT OF THE ARTICLES OF ASSOCIATION**

There results from minutes drawn up on twelve December two thousand and five, by Mr Eric Spruyt, Partner Notary Public, member of "Berquin, Ockerman, Deckers, Spruyt, van der Vorst & Dekegel, Notaires associés", a civil company in the commercial form of a cooperative company with limited liability, having its registered office at 1000 Brussels, avenue Lloyd George, 11, and the enterprise number 0474.073.840 (Register of Legal Entities of Brussels), which contains at the end the following mention of registration :

"Five rolls, three emendations registration Brussels 1 on sixteen December 2005 vol 5/33 folio 33 box 19. Received twenty-five euros (25 EUROS). The senior inspector (signed) J.L. DESCHEPPER.",

that the extraordinary meeting of the board of the international not-for-profit association "European Multiple Sclerosis Platform", abbreviated "E.M.S.P.", having its registered office at 1030 Brussels, avenue Eugène Plasky, 173 box 11, has adopted the following resolutions :

Adoption of a new text of the articles of association in accordance with the new law on international not-for-profit associations.

The new text reads as follows :

"I. NAME, REGISTERED OFFICE, PURPOSE**Article 1**

The association hereby intended is an international not-for-profit association named "European Multiple Sclerosis Platform" (abbreviated "EMSP").

The provisions of Title III of the Belgian law of twenty-seven June nineteen hundred and twenty-one on not-for-profit associations, international not-for-profit associations and foundations shall govern the present international not-for-profit association.

All of the deeds, invoices, announcements, publications and other documents issuing from the association must mention its name, preceded or following immediately by the words "international not-for-profit association" or the acronym "AISBL", as well as the address of its registered office.

Article 2

The registered office of the EMSP is located at 1030 Brussels, 173 Avenue Eugène Plasky, box 11.

The Executive Committee may, by simple decision published in the Annexes of the Belgian Official Gazette, transfer the registered office to any other place in Belgium, subject to compliance with the provisions regarding the use of languages.

Article 3

EMSP is a non-political association, without religious or philosophical affiliation and without profit motive. The objectives pursued by the association are the following :

* to exchange and disseminate information concerning multiple sclerosis and to consider and deliberate on any question, any problem or any measures of a legislative or other nature relating thereto;

* to encourage research of all kinds relating to multiple sclerosis by medical and other associations;

* to promote the development of joint action programmes with the participation of national multiple sclerosis associations in Europe, seeking to improve the quality of their activities and services;

* to act as a contact point in the relations with the institutions of the European Union (EU), the Council of Europe and the other European organisations, in order to study and to propose measures seeking to improve the autonomy of handicapped individuals and to encourage their full participation in social life.

* to exercise any other activity necessary or useful for the achievement of the objectives described above.

The principal activities of EMSP shall consist in the organisation of seminars, working days, meetings, research activities and publications relating thereto in order to promote the above-mentioned objectives. The Board may decided to add to this other activities relating to multiple sclerosis.

II. MEMBERS**Article 4**

EMSP shall be composed of the national association for multiple sclerosis, constituted according to the laws and customs of its country of origin, for each European country. Any national association for multiple sclerosis wishing to become a full member must first submit an application to the General Secretary of the EMSP with the following information :

Mention on the last page of Part B : **On the front side** :

Name and capacity of the executing notary public or of the person or persons having the power to represent the association or the foundation vis-à-vis third parties

On the back side :

Name and signature

- legal status with a copy of the constitution
 - permanent address of the organisation with telephone number, fax number and e-mail address and any other contact information (languages spoken, opening hours)
 - estimation of the number of persons suffering from multiple sclerosis in their country
 - estimation of the number of persons suffering from multiple sclerosis affiliated with the organisation
- Each full member is entitled to one vote on the Board.

The Board may decide to elect associate members who do not fulfil the above-mentioned conditions.

These members may benefit from the advantages of affiliation by attending the meetings of the Board, by participating in the seminars and working groups and by receiving all information on the activities of the EMSP. Their participation in the Board will not be counted among those present and they will not have a right to vote.

A simple majority vote is required in order to elect the full members and the associate members (majority of those who participate in the vote and are qualified to vote in person or by power of attorney).

Article 5

The full members and the associate members of EMSP are, with regard to the activities of the association, bound by the present articles of association, the annexed internal regulations as well as the other rules and regulations adopted in due and proper form by the Board.

The capacity of full member or of associate member shall come to an end in the event of voluntary resignation or for any other reason mentioned in the internal regulations.

Any resignation will take effect subject to sending to the Chairman of the Board of Directors a registered letter at least twelve months in advance. The capacity of full member or of associate member may be suspended or withdrawn for a serious reason by a three-quarters majority vote on the Board. If the member wishes to contest this decision, it will be possible for it to present its arguments to the Board prior to the vote.

Any right, privilege or interest of a member in the association, including its rights to the assets of the association, shall end when its capacity of member ceases.

Article 6

The full members and the associate members are obliged to pay an annual contribution determined by the Board.

III. THE BOARD

Article 7

The Board is composed of the full members, each member being represented by one natural person designated by the member association. The associate members may participate in the Board, but without a right to vote.

The Board possesses all of the powers necessary for achieving the purpose of the association, including, without limitation

- the determination of the budget;
- the approval of the accounts and the annual report of the Executive Committee;
- the appointment and dismissal of the members of the Board;
- the appointment and dismissal of members of the Executive Committee;
- the amendment of the articles of association and the internal regulations;
- the appointment of a statutory auditor and the determination of his remuneration;
- the appointment of an external and independent auditor and the determination of his remuneration;
- the dissolution of the association; and
- the distribution of the net assets.

Article 8

The Board shall meet at least once a year at the latest before the end of the month of May, at the registered office of the Association or at any other place and time indicated in the convocation.

A special meeting of the Board may be convened at any time by decision of the Executive Committee or at the request of at least one-quarter of the full members. Each meeting of the Board shall be held on the date, at the time and place indicated in the convocation.

All members have the right to be convened to the meeting. The convocation to the meeting will be sent by the Chairman, by registered letter, at least one month prior to the date of the meeting. The convocation will indicate the date, the time and the place of the meeting as well as its agenda.

Article 9

The Board will meet under the chairmanship of the Chairman or, in the event that the Chairman is impeded from attending, of the Vice Chairman. If both of them consider that they find themselves in a situation of conflict of interest with regard to an item contained in the agenda, the chairmanship will be assumed by a member of the Executive Committee.

The draft resolutions for the meetings of the Board will be submitted in conformity with the procedures set forth in the internal regulations.

Article 10

Each full member shall have one vote in the meetings of the Board. A full member may have itself represented by another full member by means of a written power of attorney submitted to the Chairman before the opening of the session. A full member may not hold more than a single power of attorney.

The Board will be validly constituted and authorised to take decisions if at least one-half of its full members are present or represented at the meeting. If this quorum is not attained, the person chairing the meeting may suspend it until the quorum is attained, or may adjourn the meeting to a later date within ten days of the first one. The new meeting will have the same agenda and will be validly constituted and authorised to take decisions if at least one-quarter of its full members are present or represented.

If all of the full members are present or represented at a meeting of the Board, they may, by common agreement, amend the agenda or add items to it.

Article 11

Apart from the exceptions mentioned in the present articles of association, the decisions of the Board are taken by a simple majority of the votes of the full members present or represented by power of attorney. In the event of a tie vote at the close of a second round, the Chairman of the Board shall have the deciding vote.

Article 12

All of the members will be informed of the decisions taken at a meeting of the Board.

The resolutions will be recorded in a register of minutes signed by the Chairman of the Board and by the members of the association who wish to do so. The register will be kept at the disposal of the members at the registered office of the association.

IV. EXECUTIVE COMMITTEE

Article 13

The association will be managed by an Executive Committee composed of a minimum of six (6) and a maximum of twelve (12) persons. The Executive Committee will include the Chairman, the Vice Chairman and the Treasurer who will be elected by the Board, as well as the other members who are also elected by the Board from among its full members. The elections will be held in accordance with the internal regulations.

The Chairman, the Vice Chairman and the Treasurer will remain in office for a term of four years. At the end of his mandate, the Chairman will become Honorary Chairman and may be called upon to give advice to the EMSP.

The Honorary Chairman may also be co-opted to any committee or working group but will not have a right to vote. The Honorary Chairman may be appointed to any position when four years have passed since his resignation as Chairman.

The Treasurer must resign after four years and may not be reappointed until four years have passed since his resignation as Treasurer. However, a resigning Treasurer may be appointed to a different position.

Any person appointed as a normal member of the Executive Committee will remain in office during a period of four years and may only be elected after four years have passed since his last effective position on the Executive Committee (however, these persons may be appointed as Chairman, Vice Chairman or Treasurer). The persons elected to replace a normal member of the Executive Committee must represent a national multiple sclerosis association, member of the association, not already represented on the Executive Committee.

Each member association may be represented by only a single person on the Executive Committee. Notwithstanding the foregoing, the Belgian national multiple sclerosis association may – at the Board's discretion – be represented at all times on the Executive Committee.

The members of the Executive Committee may be dismissed at any time (for the reasons set forth in the internal regulations) by the Board, subject to a positive vote of at least three-quarters of the full members present or represented.

The deeds relating to the appointment or dismissal of the members of the Executive Committee, drafted in conformity with the law, shall be transmitted with a view to filing in the dossier of the association, and will be published in the Annexes to the Belgian Official Gazette at the association's expense.

Article 14

The Chairman exercises the functions of Chairman of the Executive Committee as well as of Chairman of the Board.

Article 15

The Executive Committee shall dispose, in addition to the powers specifically attributed by the present articles of association, of the full powers of administration and management, under the sole reservation of the powers conferred upon the Board by the present articles of association or by the law of 27 June 1921 on not-for-profit associations, international not-for-profit associations and foundations.

The Executive Committee may delegate the day-to-day management to a General Secretary or to other authorised representatives. The responsibilities, as well as the method of appointment and resignation of the General Secretary, are set forth in the internal regulations. The Chairman and the Executive Committee shall be responsible for any matters not falling within the scope of the day-to-day management.

Article 16

The Executive Committee shall meet at least once a year. It will also meet at the convocation of the Chairman or at the request of at least one-half of its members. It will meet on the date, at the time and place of its choice and will itself determine its agenda and its working procedures, to the extent that these do not derive from the present articles of association and the internal regulations.

Article 17

The convocation for a meeting of the Executive Committee shall be made in writing at least ten (10) days prior to the date scheduled for the meeting, except in the event of force majeure.

Article 18

The meetings of the Executive Committee will be validly composed if a majority of the members are present or represented, provided that the Chairman or the Vice Chairman is present. If this quorum is not attained, the meeting will be adjourned until the required quorum is attained.

Article 19

All decisions of the Executive Committee shall be taken by simple majority of the votes of the members present or represented. In the event of a tie vote, the Chairman, or in his absence the Vice Chairman, shall have the deciding vote.

The resolutions will be recorded in a register of minutes and signed by the Chairman and the members of the Executive Committee who wish to do so. This register will be kept at the disposal of the members of the Executive Committee and of the Board at the registered office of the association.

Article 20

In the event of an opening on the Executive Committee due to the death or resignation of one or several members for whatever reason, the remaining members of the Executive Committee may handle the management of the association until the following meeting of the Board, which will proceed with the appointment of new members.

Article 21

Any deed engaging the association must, unless specific powers have been conferred, be signed by two members of the Executive Committee, who will not have to justify vis-à-vis third parties the powers which they received.

Article 22

The association will be represented vis-à-vis third parties and in court by the Executive Committee represented by its Chairman, or by its Vice Chairman, or by any other member designated by the Executive Committee for this mission, regardless of whether the association is plaintiff or defendant.

Article 23

The Executive Committee is authorised to give a mandate to any person if its choice.

V INTERNAL REGULATIONS

Article 24

The Board shall draft the internal regulations of the association. It may approve and amend the internal regulations by simple majority.

Any member may consult the internal regulations and obtain an extract thereof by written request to the Chairman of the Board.

VI ACCOUNTS AND BUDGET

Article 25

The financial year of the association shall commence on the first of January and close on thirty-one December of each year.

Each year, the annual accounts for the past financial year and the budget for the following financial year will be submitted by the Executive Committee to the Board for approval.

The Treasurer will submit a financial declaration to the Executive Committee at each meeting.

The annual accounts must be filed in conformity with the articles 51 and 53 of the law.

Article 26

The Board will mandate one or several statutory auditors to audit the financial situation of the association, the annual accounts and the regularity of the operations which must be mentioned in the annual accounts.

The statutory auditor, member of the Institute of Company Auditors, will be appointed by the Board at the proposal of the Executive Committee for a renewable period of three years.

However, if pursuant to the law of twenty-seven June nineteen hundred and twenty-one, the association is not obliged to appoint a statutory auditor, each member shall enjoy an individual right of investigation and audit which is equivalent to that invested in a statutory auditor.

Without prejudice to the forgoing, the Board shall at all times have the right to appoint a statutory auditor.

VII AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION

Article 27

Any proposal seeking an amendment of the present articles of association or the dissolution of the association will have to be formulated by the Executive Committee or by at least one-quarter of the full members of the association.

Except in the event of emergency, the Executive Committee must inform the members of the association of the date of the extraordinary meeting of the Board which will discuss such a proposal, as well as the details of this proposal, at least thirty (30) days in advance.

The extraordinary meeting of the Board may only deliberate and decide validly if two-thirds of all of the full members of the association are present or represented there, and any resolution amending the articles of association must be approved by a three-quarters majority of the votes.

However, if this quorum of two-thirds is not attained at this meeting of the Board, a new meeting of the Board must be convened in the same manner. This new meeting will have the power to decide validly and definitively on the items contained in the agenda, notwithstanding the number of full members present or represented.

The arbitration on any question relating to the articles of association will take place in conformity with the procedure contained in the internal regulations.

The amendments to the articles of association shall only enter into effect after having fulfilled the formalities required by article 50 § 3 of the law and after publication in the Annexes to the Belgian Official Gazette in conformity with article 51 § 3 of said law.

Article 28.

The decision to dissolve the association must be taken by the Board by a three-fourths majority of the votes.

In the event of voluntary dissolution of the association, the Board will appoint one or several liquidators and will determine their powers.

In the event of judicial dissolution, the association will be liquidated in accordance with the provisions of the law of twenty-seven June nineteen hundred and twenty-one.

In the event of dissolution, after payment of the debts the net assets will be allocated to a disinterested purpose in the area of multiple sclerosis.

VIII GENERAL PROVISIONS

Article 29

Any question which is not covered by the present articles of association shall be governed by the provisions of Title III of the law of twenty-seven June nineteen hundred and twenty-one on not-for-profit associations, international not-for-profit associations and foundations. "

FOR CERTIFIED NON-VERBATIM EXTRACT

(Filed at the same time as the extract : a copy of the minutes, an attendance list, the coordinated text of the articles of association).

Eric Spruyt
Partner Notary Public