

BY-LAWS OF THE INTERNATIONAL ASSOCIATION EPATH

As shown in the notarial deed signed by Master Niek Van der Straeten, associated notary, Destelbergen, on September 10th 2018, an international non-profit association (I-VZW) has been established. This international non-profit association received legal personality by the Royal Decree of December 20th, 2018. The bylaws of the mentioned association are the following:

TITLE 1 - Name - Registered office - Purpose - Duration

I. Name

The association is established as an international non profit association (“internationale vereniging zonder winstoogmerk”) is established. The name of this association will be the “European Professional Association for Transgender Health” or the abbreviation “EPATH” in French and in Dutch (hereinafter “the Association”).

The association is a regional Chapter of the “World Professional Association for Transgender Health, Inc.” (WPATH). Each Regional Affiliate Organization or Chapter shall have its own operating agreement with WPATH. Regional Affiliate Organizations and Chapters must be approved by the WPATH Board of Directors. Upon the chartering of the Regional Affiliate Organization or Chapter, such entity must be re-approved every two (2) years by the WPATH Board of Directors.

The Association is governed by the provisions of Title III of the Act of 27 June 1921 regarding nonprofit associations, international nonprofit associations and foundations (hereinafter the “Act”). Upon granting of the legal personality, all documents, invoices, publications or other communications of the Association shall mention the name of the Association, preceded or followed by the words “internationale vereniging zonder winstoogmerk” or the abbreviation “IVZW”.

II. Registered office

The registered office of the Association shall be established at Succalaan 26, 9070 Destelbergen (Belgium), situated in the judicial district Gent. The registered office may be changed to any other place in Belgium by decision of the Board of Directors, within in the Dutch speaking area. Such change shall be published as soon as reasonably possible in the Annexes of the Belgian State Gazette.

III. Purposes

1) Aims.

The Association has no commercial aim whatsoever. The aims of the Association, which it may pursue at international level in any country, are:

- (1) to promote mental, physical and social health of transgender people in Europe;
- (2) to increase the quality of life among transgender people in Europe; and
- (3) to ensure transgender people's rights for healthy development and well-being.

2) Purposes.

The objective of the Association is to serve the interests of its Members, in the field of transgender health care and in particular to support its Members in their task to serve the interests of transgender persons in the best possible manner. The purposes of the Association are:

- (1) to foster the European knowledge and skills in transgender care,
- (2) to facilitate and extend the bonds between European countries in transgender care, and
- (3) to spread the results of research and experiences by publishing reports and organising scientific conferences and meetings and to collaborate with international organisations with the same or related aims.

3) Activities.

In order to achieve the above mentioned purposes and objective, the Association may implement the following activities:

- a) Define and promote common positions on issues relating to transgender health at international and European level.
- b) Facilitate on these issues exchange of views with all interested partners, and public authorities at international and European level.
- c) Promote health care professionals awareness of the safety and positive health impact of transgender care at international and European level.

- d) Provide transgender health care providers with lawful opportunities for communication, education, research, advancement and improvement of all aspects of transgender health through meetings, publications, clinical studies and research programs and other programs and activities;
- e) Represent and act lawfully for the benefit and growth of transgender health research based on an equal and balanced treatment of the Members and their specific fields of activities.
- f) Serve as a consultative body for international, European and national consultations regarding transgender health.

IV. Duration

The Association is established for an indefinite period of time and can be dissolved or liquidated at any time in conformity with Article XVI of these By-laws.

TITLE 2 - Membership - Admission - Termination - Expulsion - Contributions

V. Membership

Paragraph 1. Membership.

All Members of the World Professional Association for Transgender Health (WPATH) with an European nationality, are automatically Members of the European Association.

Besides these members the Association can install its own membership.

Effective Members are those European Members of the World Professional Association for Transgender Health (WPATH) with voting rights.

Should EPATH install its own membership, than these members are also Effective members.

Paragraph 2. Annual dues.

The annual dues for all membership categories from WPATH will be determined by the WPATH Board of Directors.

WPATH dues must be paid to WPATH by the specified renewal date or the member will be dropped from membership.

Should EPATH install its own memberships, it is up to the EPATH Board to determine and collect the annual dues for its memberships.

The annual dues for honorary members will be waived.

TITLE 3 - General Assembly - Board of Directors - Meetings - Executive Officers - Committees - Agenda and Minutes

VI. General Assembly

Paragraph 1. General Assembly.

The General Assembly shall consist of all EPATH Effective members as defined in art. V, paragraph 1.

Paragraph 2. Reserved Approval Powers of the Effective Members.

The General Assembly has sole competence to decide on the matters listed below. The affirmative vote of not less than fifty-one percent (51%) of the Effective Members shall be required to approve the following actions (unless a greater percentage is required by law):

- a) Any merger, affiliation, consolidation or similar reorganisation of the Association.
- b) The dissolution or liquidation of the Association, pursuant to Article XX of these By-laws.
- c) The sale, lease, exchange, encumbrance or other disposal of all or substantially all of the Association's assets.
- d) The amendment or repeal of any provisions of these By-laws, pursuant to Article XVI of these By-laws.
- e) Approval of the budget of the Association and of the Association's annual accounts, pursuant to Article XVII of these By-laws.
- f) Appointment and release of the auditor(s) if any, pursuant to Article XVII of these By-laws.
- g) Any other actions that are reserved to Effective Members by law.

The above actions will be presented by the Board of Directors to the Assembly, but no action shall be effective unless and until approved by the General Assembly.

VII. Board of Directors

Paragraph 3. Board Authority.

The governing body of the Association is the Board of Directors. Except as otherwise provided in these by-laws or by law, the Board of Directors has the authority and is responsible for the supervision, control and leadership of the Association and shall be entrusted with all powers which are not reserved to the General Assembly pursuant to these by-laws.

Paragraph 4. Board Composition.

The Board of Directors, is composed of

- a) four (4) effective members
- b) four (4) Officers of the Association

Paragraph 5. Term of Office.

Directors shall hold office for four (4) years term, or until the Director's death, resignation or removal. The director, whose term of office is over ,stays in function until the General Assembly has elected and qualified their successor. The mandate of a Director may be renewed once for one term of four (4) years, for a maximum total of eight (8) years for each Director.

Paragraph 6. Diversity.

It is important to make every effort to compose the Board with Directors with representatives of all European regions, and with representatives of the range of professions that comprise the field of transgender health. These values should be emphasized in any director recruitment or nomination materials, as well as announcements of candidate identities and position statements prepared for ballots during election cycles.

Paragraph 7. Meeting Attendees.

The attendees of the Board meetings are composed of the Directors and the Executive Officers. The Association's external legal counsel (and the Association accountant, if any) shall also be permitted to attend all Board of Directors meetings. Attendance of Board meetings by any other person must be approved by a vote of the Association's Board of Directors. All attendees may participate in discussions, unless otherwise limited by vote of the Board of Directors, but only Directors may vote.

Paragraph 8. Election of Board Directors.

In general; two positions at the Board of Directors are open for election each two years. The position of President and Past-President are never open for election, as stipulated in article IX. To maintain continuity and knowledge retention of the Board of Directors, at the first election of the EPATH Board Members, the top two board members who are not Executive Officers (Secretary-treasurer, president-elect or president) will remain in place for a four year period. The other two board members will remain in place for a two-year period. Only at the first elections of the board, the position for President is open for vacancies.

Elections are organised by the Board of Directors. The positions of Board Directors are open for all EPATH Effective Members with voting rights (see art V). Only Effective Members of the Association can send in self-nominations.

The Board of Directors will screen all candidates for election by evaluating their credentials, ethics, suitability for office, conflict of interest, and their potential and commitment to contribute to the Association. Unless there are grounds not to put someone up for elections, all candidates will be included in the final list of candidates.

Once Board approval is secured, the ballot is prepared electronically and the membership is notified of the voting period. The majority of ballots cast determines the outcome.

VIII. Meetings

Paragraph 1. Meetings.

The General Assembly and the Board of Directors shall meet at least every two years at whatever time and place the Board selects. These meetings of the General Assembly may be held in conjunction with a meeting of the Board of Directors or separately. Other or special meetings may also be held.

Meetings may be held in person, by telephone and/or by video conference call or by a combination of these. Voting may be performed in person, via videoconference or by telephone. Directors who vote by permitted means of videoconference or telephone, shall be deemed present in person for purposes of this Article.

Paragraph 2. Notice.

Notice of General Assembly meetings shall state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called.

All notices of General Assembly meetings must be given not less than ten (10) calendar days and not more than fifty (50) calendar days before the meeting date.

Notices of General Assembly or Board of Directors meetings may be given personally, by letter, or by email. Any notice by letter shall be deemed to be given at the time when the notice is deposited in a post office. Notice by email is deemed given when it is sent by the sender.

Paragraph 3. Waiver of Notice.

Attendance of a Member or Director at a meeting constitutes a waiver of notice of the meeting except where a Member or Director attends a meeting for the express purpose of objecting at the beginning of the meeting to any actions by the Members or Directors because the meeting was not lawfully called or convened.

Notice also may be waived in written or electronic form, either before or after the meeting. The waiver of notice need not specify the place or purpose of the meeting.

Paragraph 4. Quorum.

At all meetings of the General Assembly, there is no obliged presence of a certain percent of the Effective Members present or duly represented.

At all meetings of the Board of Directors, the presence of fifty-five percent (55%) of the Directors present or duly represented then in office shall constitute a quorum.

If a quorum shall not be present at any meeting of the Board of Directors, the Directors present or duly represented thereat may adjourn the meeting to another time and/or to another place without notice other than announcement at the meeting, until a quorum shall be present.

Paragraph 5. Valid Action.

To be considered valid, all actions submitted to a vote of the General Assembly or of the Directors must be approved by vote of not less than fifty-one percent (51%) of the Effective Members or Directors present or duly represented, respectively, at a meeting at which there is a quorum, except as otherwise provided in these By-laws or by law.

In addition to be considered valid, all actions whether or not submitted to a vote of the Effective Members or of the Directors shall fall in and meet the Purposes stipulated in Article III of these By-laws.

Paragraph 6. Written Consents.

Any action required or permitted to be taken at any meeting of the General Assembly, Board of Directors or any Committee thereof may be taken without a meeting if, before or after the action, all of Effective Members, Directors then in office or Committee members, respectively, consent thereto in writing. Such consents shall have the same effect as a vote of the Effective Members, Board of Directors or Committee for all purposes.

Paragraph 7. Reimbursement.

All Members shall bear their own association expenses notably in connection with attendance at General Assembly and Board of Directors meetings.

Paragraph 8. Proxy.

Each Director who is entitled to vote but who is unable to attend a meeting of the Board of Directors may give a proxy either by letter, fax or by email to another Director.

No person may carry more than two votes: one vote on their own behalf as Director and one vote pursuant to a proxy from another Director.

Proxies shall be signed by the Director and filed with the Secretary of the Association by email.

IX. Executive Officers and Duties

Paragraph 9. Executive Officers.

The executive officers of the Association shall be the President, a President-Elect, a Past President and a Secretary-treasurer, who shall all be a Director of the Board.

The President-Elect and Secretary-treasurer are elected by EPATH Effective Members as stipulated in art VII par 5 for a 2 year term.

The Association also may have other executive officers as the Board of Directors may appoint by resolution.

No person may hold or run for two or more positions on the Board at the same time. The mandate of Executive Officers is carried out free of charge unless the General Assembly decides otherwise.

Paragraph 10. Tenure; Resignation; Removal; Vacancies.

Each Executive Officer of the Association shall hold office for a two year term, until a successor is elected or appointed or until his earlier displacement from office by resignation, removal or otherwise. The mandate of Secretary-Treasurer may be renewed once. Any officer may resign by written notice to the Association and may be removed for cause or without cause by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby. Election or appointment of an officer shall not of itself create contract rights. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Paragraph 11. President.

The President shall be the chairperson of the Board of Directors.

He shall see to it that all resolutions and orders of the Board of Directors are carried into effect, and in connection therewith, shall be authorized to delegate to the Association Manager and the other executive officers of the Association or other individual authorized by the Board of Directors such of his powers and duties as President at such times and in such manner as he may deem to be advisable. The President shall have such other powers and duties as the Board of Directors may from time to time prescribe.

Paragraph 12. President-Elect.

In the absence of the President, or in the event of their inability or refusal to act, the President-Elect, shall perform the duties of the President, and when so acting shall have all the powers of and shall be subject to all the restrictions on the President.

The President-Elect shall perform such other duties as from time to time may be assigned to them by the President or Directors. They will automatically assume the Presidency for a two-year term upon completion of their term as President-Elect.

Paragraph 13. Past President.

When the President's term expires, they will become the immediate Past President for a term of two (2) years.

Paragraph 14. Secretary-treasurer.

The Secretary-treasurer shall ensure that minutes are taken at meetings of the General Assembly and of the Board of Directors and that such minutes and all documents evidencing actions taken by written consent of the Members and of the Board of Directors are maintained in a special register to be kept for that purpose at the registered office of the Association.

The Secretary shall have the authority to sign the By-laws, resolutions of the Board of Directors and Committees thereof, and other documents of the Association as true and correct copies thereof.

The Secretary shall perform such other duties as the Board of Directors may from time to time prescribe. Copies of the minutes of the General Assembly are circulated to Members for comments or approval and shall be communicated to each Member by the Secretary within thirty (30) calendar days after the meeting.

The Secretary shall also keep accounts of corporate receipts and disbursements.

The Secretary or other individual authorized by the Board of Directors will deposit all monies received in the bank and shall issue bank transfers for the Association. At the annual meeting of the Board of Directors, the Secretary shall present a report of the Association's financial status.

Paragraph 15. Representation.

The Association may be validly represented towards third parties (including public institutions) by the President, who does not have to demonstrate his/her/their authority to third parties. The President shall consult the Board of Directors in good faith before making any oral or written public communications that may engage the Association towards third parties or the public opinion.

The Association shall be represented before judicial authorities by an Executive Officer as determined from time to time by resolution of the Board of Directors. The Association will be represented in the board of directors of the World Professional Association of Transgender health (WPATH) by the representative Regional Director, appointed by and among the EPATH board of directors.

X. Committees

Paragraph 16. Committee Establishment.

The Association shall have such Committees as the Board of Directors may determine by resolution from time to time.

All Committees shall operate under the direction of the Board of Directors, and the Board shall have discretion to determine the name, functions, authorities, duration, size, composition and manner of acting of all Committees and Committee members by the adoption of Committee charters or other Board of Directors resolution.

No Committee may have and exercise the authority of the Board of Directors in the management of the Association without Board approval.

Paragraph 17. Committee Reports.

Committee reports shall be made to the Board of Directors for consideration and/or approval on a periodic basis as needed. Such reports may be made orally at any Board of Directors meeting or in writing to all members of the Board.

XI. Agendas and Minutes

For all meetings of the Board of Directors and Committees, there shall be a written agenda that will be provided to all Board of Directors prior to the meeting.

Minutes of the meetings shall be taken, provided to the Board of Directors or Committee for review and approval and then communicated within thirty (30) calendar days after the meeting to the Board of Directors or Committee, respectively. A copy of the minutes of each Committee shall be communicated to the Board of Directors.

TITLE 4 - Miscellaneous

XII. Amendments

Any provision of these By-laws may be amended or repealed by vote at the General Assembly pursuant to Article IX, Section 2 of these By-laws, provided that written notice of any proposed amendment or repeal is set forth in the agenda or notice of the meeting. As per Article 50 §3 of the Act, any modification of the provisions referred to in article 48, 1st §, 2°, must be approved by Royal Decree and any modifications of the provisions referred to in article 48, 5° and 7° must be made by virtue of a notarial deed.

XIII. Annual Accounts

Each year, the annual accounts for the past financial year and the budget for the new financial year are prepared by the Board of Directors and submitted for approval to the General Assembly.

If legally required the General Assembly appoints one or more auditor(s) or any other person fulfilling the requirements imposed by law, who will be charged with the audit of the financial status, the annual accounts and the regularity of the Association's transactions reflected in these annual accounts. This person or persons will draw up a comprehensive written report, which will be submitted to the General Assembly at its annual meeting.

XIV. Antitrust Compliance

It is the established policy of the Association to conduct its operations in strict compliance with all applicable antitrust laws. The Association's antitrust policy prohibits any discussions which constitute or imply an agreement or understanding among Members or independent third parties concerning:

- (1) current or future prices, discounts, bids or terms of conditions of sale of any Member or competitor product;
- (2) pricing plans of any Member or competitor;
- (3) potential agreements to restrict or allocate sales channels, outlets, territories, customers or markets;
- (4) potential limitations on Member marketing or advertising;
- (5) current or future employee wages, bonuses, benefits or other forms of compensation;
- (6) the prices or other terms of vendor or supplier contracts, other than pursuant to a legitimate group purchasing arrangement;
- (7) potential boycotts of any particular customer, vendor, supplier or class of customers, vendors or suppliers;
- (8) output limitations; or
- (9) any other matter that is inconsistent with the proposition that each Member must exercise its unilateral business judgment as an independent competitor in pricing its services or products, dealing with its customers and suppliers and choosing the markets in which it will compete. At the outset of all meetings of the Members, Board of Directors and Committees, the attendees shall be reminded of their duty to comply with the foregoing antitrust compliance policy.

XV. Anti-bribery Policy

The Association and its Members agree strictly to follow and adhere to the attached Anti-bribery Policy.

XVI. Dissolution, Liquidation

The dissolution of the Association may be decided at any time by the General Assembly. Dissolution of the Association shall take place in accordance with Belgian law. In the case of a voluntary dissolution, the General Assembly will designate a liquidator or liquidators and will determine its/their powers. In case of dissolution, whether voluntary or judicial, at whatever time and for whatever reason, the assets of the Association will be disposed of by the General Assembly for any purpose which it shall determine, taking into consideration legal provisions providing that the assets must be disposed of to the benefit of an association pursuing a non-profit objective.

To the extent permitted by law, after payment of, or provision for, all liabilities and expenses of dissolution or liquidation, all net assets shall be distributed by the Board of Directors to the Effective Members in proportion to their membership percentages.

XVII. General Provisions

Paragraph 18. Contracts.

The Board of Directors may authorize any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Paragraph 19. Loans.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Paragraph 20. Payments.

All bank transfers issued in the name of the Association shall be signed by the Secretary-Treasurer and at least one other Executive Officer of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Paragraph 21. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select in accordance with any legal provisions.

Paragraph 22. Fiscal Year.

The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Paragraph 23. Construction.

The headings in these By-laws are for purposes of reference only and shall not control the meaning or interpretation of these By-laws. As used herein, references herein to the masculine shall apply to the masculine, the feminine or otherwise.

Paragraph 24. Internal rules.

The Board of Directors may adopt a code of Internal Rules compatible with the present By-laws, so as to ensure the general work of the Association.

Paragraph 25. Law applicable.

All disputes or claims relating to or arising from the By-laws shall be governed exclusively by Belgian law without regard to its conflict of laws rules.

Were appointed as first directors of the association and this, in accordance with the provisions of article VII paragraph 3, for a period of four years, counting from today:

1. T'Sjoen, Guy Gaby Rik, aforementioned
2. Nieder, Timo Ole, aforementioned
3. Bouman, Walter Pierre, aforementioned
4. De Cuypere, Greta Maria Gabriel, aforementioned
5. Motmans, Joz, aforementioned
6. De Vries, Anna Louise Cornelia, aforementioned

who all declare to accept their mandate, and shall bear their own association expenses unless otherwise decided by the General Assembly .