

STATUTES

CHAPTER I. NAME, REGISTERED OFFICE, SCOPE, OBJECTIVES AND ACTIVITIES

Article 1: Name and legal status

The Spanish Association of Orphan and Ultra-Orphan Medicines Laboratories ('AELMHU') is an association established under the provisions of Article 22 of the Constitution and in accordance with the provisions of Organic Law 1/2002 of 22 March, regulating the Right of Association, and is therefore a non-profit **organisation** (the 'Association').

The Association shall be governed by the provisions of the aforementioned legislation, these Articles of Association and any internal regulations that may be adopted.

Article 2 Legal Personality

The Association has its own legal personality and full capacity to act in order to administer and dispose of its assets and fulfil its objectives.

Article 3 Registered Office and Scope of Activity

The Association has its registered office in Barcelona, at Calle Muntaner 292, 1º 2ª, postcode 08021.

The Association shall carry out its activities principally within the territory of Spain.

The Association may maintain several offices within the national territory for the performance of its functions.

Article 4: Aims

The purpose of this Association is to promote awareness of, and the benefits of, orphan and ultra-orphan medicines, as well as to encourage initiatives and communications aimed at securing recognition of the beneficial social impact, in the broadest sense, that these medicines and their manufacturers and/or distributors have; to act as a coordinating body for its members' activities vis-à-vis health, political and social institutions regarding the promotion, awareness and benefits of orphan and ultra-orphan medicines; to advocate for improved and greater access to these medicines for patients and healthcare organisations; and to promote the principle of equity that these medicines embody for the benefit of society; to collaborate with individuals and organisations in the medical and healthcare sectors, as well as with the scientific community, on the diagnosis, progression of clinical signs and symptoms, and the treatment of patients affected by rare and extremely rare diseases, whilst seeking the greatest possible clinical and psychological benefit for them. Furthermore, the promotion of an appropriate legal framework for the protection and advancement of these patients as a unique, special and distinct category for the treatment of the aforementioned diseases, the low prevalence of which could exclude them from the public interest without the coordinated action of the members.

Article 5: Activities

In order to fulfil the purposes set out in the previous article, the Association may carry out all activities—including, but not limited to—those relating to the study, research, dissemination, support and diagnosis of rare and ultra-rare diseases, as well as aspects concerning access to and regulation of treatments.

It may also carry out functions of assistance, support and coordination amongst companies, patients, associations and public or private bodies linked to the medical, healthcare and scientific fields relating to these conditions in the broadest sense, primarily within the territory of Spain, although it may also undertake activities abroad.

Any content, product, methodology, report, document or development created

the course of the Association's activities for the fulfilment of its objectives is the intellectual property of the Association; consequently, its use, appropriation or dissemination without the formal authorisation of the Board of Directors is expressly prohibited.

CHAPTER II. MEMBERS

Article 6: Members and the procedure for becoming a member

Any legal entity, regardless of its legal status, which freely and voluntarily has an interest in furthering the Association's objectives in accordance with its principles may become a member of the Association as a 'Member'; in particular, legal entities whose corporate purpose is the manufacture, production, distribution and sale of medicinal products or medical devices, or pharmaceutical laboratories that meet the following conditions:

1. Companies holding marketing authorisations for medicinal products with orphan drug designation from the EMA.
2. Marketing authorisation holders with medicinal products that have lost their EMA orphan designation but are still on the market.
3. Companies holding marketing authorisations for medicinal products without orphan designation, but with an indication for the treatment of a rare disease.
4. Companies supplying the Spanish National Health Service (SNS) with orphan products or other medicines for the treatment of rare diseases.

Legal entities wishing to become Members must submit a written application to the representative body. If the applicant legal entity meets the conditions set out in the Articles of Association and has the approval of an absolute majority of the Board of Directors, the General Assembly or a similar body, admission cannot be refused.

Membership is non-transferable.

Each Associate shall appoint a single representative, who must be a natural person, to act as the point of contact with the Association and to attend meetings and exercise the right to vote, where applicable. This representative shall, preferably, be the Managing Director of the Associate legal entity.

Furthermore, whilst there shall be only one representative per Member for the purposes of holding meetings, other natural persons designated by each Member may also participate in activities or working groups organised at the request of AELMHU, provided that, by virtue of their experience and/or specialisation, they are knowledgeable about the matter or activity in question. These persons shall be determined in each case by each Member in accordance with the internal procedures they establish.

Article 7: Rights of Members

Members shall have the following rights:

- a) To participate in the activities organised by the Association and in any working groups that may be set up, in accordance with the criteria and conditions previously agreed and communicated.
- b) To access the reports, information and documentation produced by the Association and to make use of the services it makes available to its members.
- c) To serve on the Association's governing and representative bodies, provided that the established requirements are met.
- d) To attend the General Assembly and exercise the right to vote, in accordance with the conditions laid down in the Articles of Association and the regulations.
- e) To be informed about the composition of the Association's governing and representative bodies, its financial statements and the progress of its activities. They may access all such information through the representative bodies.
- f) To receive, prior to any assemblies or meetings held, all relevant information and documentation to be discussed during such events, as well as the minutes of assemblies and meetings already held and any presentations or documents used that have not previously been shared.
- g) To be heard prior to the adoption of disciplinary measures against them and to be informed of the facts giving rise to such measures; any decision imposing a sanction must be justified.
- h) To submit motions and suggestions to the Board of Directors.

- i) To delegate their vote in writing to another member to represent them at the General Meeting, whether ordinary or extraordinary.
- j) To challenge resolutions of the Association's governing bodies which they consider to be contrary to the law or the Articles of Association.
- k) To participate in the drafting and review of the Association's overall strategic framework, as well as to approve its content and general guidelines.
- l) To approve the strategic objectives and targets that make up each strategic plan, including any updates or revisions thereto.
- m) To exercise any other rights established by law, in these Articles of Association and in any other internal regulations that may be adopted.

Article 8: Duties of Members

The duties of Members are as follows:

- a) To share the Association's aims and to collaborate in achieving them.
- b) To contribute to the maintenance of the Association through membership fees, special levies and other contributions which, in accordance with the Articles of Association, may be payable by each member.

Failure to pay any membership fee shall automatically result in the suspension of the member's voting rights at the next General Meeting held, until such time as they have brought their payments up to date, without prejudice to the provisions of the following article.
- c) To attend General Meetings and other meetings fully informed, provided they have had prior access to the documentation relating to the items to be discussed, in order to contribute to their smooth and efficient conduct.
- d) To fulfil all other obligations arising from current legislation, the provisions of the Articles of Association and regulations, and any other internal rules of the Association.
- e) To require members holding positions on the Board of Directors to faithfully fulfil their duties
- f) To abide by and comply with the resolutions validly adopted by the Association's governing and representative bodies.

- g) To fulfil any other duties laid down in the law, in these Articles of Association and in any other internal regulations that may be adopted.

Article 9: Grounds for termination of membership

The following constitute grounds for withdrawal from the Association:

- a) The member's own decision, communicated in writing to the representative bodies.
- b) Failure to pay the membership fees agreed by the Association.
- c) A disciplinary decision taken in the event of breaches and in accordance with the provisions governing the exercise of disciplinary powers.
- d) Other grounds expressly provided for in these Articles of Association.

The ground for resignation set out in paragraph (a) shall result in the automatic loss of membership status from the moment the Association becomes aware of the Member's decision to resign.

In the case of withdrawal as provided for in paragraph (b), the Association must allow the Member a period of 15 calendar days to pay the fee.

Grounds for termination resulting from a disciplinary offence shall be governed by the provisions regulating the exercise of disciplinary powers.

CHAPTER III. GENERAL ORGANISATIONAL STRUCTURE. GOVERNING, REPRESENTATIVE AND ADMINISTRATIVE BODIES

SECTION 1 General organisational structure

Article 10 General organisational structure

The Association is organised through the following bodies, the composition, powers and functioning of which are governed by the relevant chapters of these Articles of Association:

- a) The **General Assembly**, as the governing body of the Association.
- b) The **Executive Committee**, as the body responsible for the representation and management of the Association.
- c) The **Technical Team** and **Working Groups**, as bodies assisting with the governance, administration and management of the Association.

SECTION 2 The governing body: the General Assembly

Article 11 The General Assembly

The General Assembly is the supreme governing body of the Association, comprising Members by virtue of an inalienable right and on a basis of absolute equality, which adopts its resolutions by majority vote or in accordance with the principle of internal democracy.

All Members shall be bound by the resolutions of the General Assembly, including those who are absent, those who vote against, and those who, whilst present, have abstained from voting.

Article 12 Powers of the General Assembly

The General Assembly shall have the following powers:

- a) To approve the conduct of the representative body.
- b) To approve the Annual Financial Report and the Annual Activity Report, the strategic objectives of each plan and the annual targets set out in the AELMHU Strategic Plan.
- c) To ratify and validate the Working Groups and their activities.
- d) To approve the annual accounts for each financial year.
- e) To implement all measures aimed at ensuring the democratic functioning of the association.
- f) To set ordinary or extraordinary membership fees.
- g) To elect and remove members of the representative body.
- h) To agree on the expulsion of members, upon the proposal of the representative body.
- i) To approve the internal regulations and any amendments thereto, as well as other internal rules, on the recommendation of the Executive Committee.
- j) To establish federations and join them.
- k) To agree on the remuneration of members of the representative body.
- l) To apply for recognition as a public-benefit organisation.
- m) To agree to amendments to the Articles of Association.
- n) To agree on the disposal and transfer of assets.
- o) To agree on the transformation, merger, demerger, dissolution and liquidation of the Association.

The list of powers set out in this article is merely illustrative and does not in any way limit the broad powers conferred on the General Assembly.

Article 13: Convening of the General Assembly

Notices convening General Assemblies, whether ordinary or extraordinary, shall be issued in writing by notification sent to the address each Member has registered in the Association's records, or electronically, including via an email address designated for this purpose by the Members, using an application that provides a record of the dispatch and

receipt of the notice. The notice

shall state the date, time and venue of the meeting, as well as the agenda.

Notice of an ordinary General Meeting must be given at least fifteen days in advance.

The notice convening an extraordinary General Assembly shall comply with the same requirements as those for an ordinary General Assembly and must be issued seven days in advance.

Meetings of the General Assembly shall be chaired by the President of the Association and chaired by the Secretary or, in their absence, by the Executive Director. If the Chair is not present, the Vice-Chair shall take their place. The person holding the post of Secretary on the Executive Committee shall act as Secretary for the meeting; in the event of their absence, incapacity or vacancy, they shall be replaced by a member of the Executive Committee appointed by the General Assembly itself at the start of the meeting.

The Secretary shall draw up the minutes of each meeting, which shall include a summary of the proceedings, the text of any resolutions adopted and the numerical results of the votes.

The draft minutes shall be sent by email to all members, who shall be given a deadline for submitting comments. Once the deadline has passed and any comments have been addressed, the minutes shall be approved.

At the start of each General Assembly meeting, the Minutes of the previous meeting shall be read out in order to recall the main matters discussed and resolutions adopted at the previous meeting.

Article 14: Meetings of the General Assembly

The General Assembly shall hold ordinary meetings at least twice a year, at the Association's registered office, at any offices the Association may have within the country, or at any other venue designated by the Board of Directors; such meetings may also be held

remotely or in a hybrid format (that is, both remotely and in person).

The General Assembly shall meet in extraordinary session whenever necessary, at the express request of the representative and administrative body or when requested by a number of Members not less than ten per cent (10 per cent).

Only representatives of Members, as described in the final paragraph of Article 6 of these Articles of Association, may attend the meetings. Should a Member be unable to attend the meeting, they may delegate their right to vote in writing to another Member. The delegation of the vote must be communicated in writing by that Member to the Board of Directors and the Executive Management prior to the meeting taking place.

For the sole purpose of facilitating the proper drafting of the relevant minutes, General Assembly meetings may be recorded. The recording shall be deleted from the cloud or from the storage medium on which it is held once the minutes have been drawn up and approved by the competent bodies.

Whenever a meeting is to be recorded, all members invited to attend shall be informed in advance, both in writing as part of the documentation sent with the notice of meeting, and verbally at the start of the session.

Article 15: Validity of the constitution and of the resolutions adopted

The General Assembly shall be validly constituted when, at the start of the session, at least one third of the Members are present or represented.

Once this quorum has been reached, the meeting may commence without the need for a second notice.

Resolutions shall be adopted by a simple majority of the votes present or represented, except in those cases where the regulations or the Articles of Association stipulate a qualified majority.

At General Assembly meetings, each member of the Association shall have one vote.

Resolutions shall be passed by a simple majority of those present or represented, provided that the number of votes in favour exceeds the number against.

However, for resolutions concerning the dissolution of the Association, amendments to the Articles of Association, the disposal or transfer of assets, and the remuneration of members of the governing body, a number of votes equivalent to two-thirds of those present shall be required, provided that the relevant General Assembly has been specifically convened for that purpose.

SECTION 3: The administrative and representative body: the Executive Committee

Article 16: The Executive Committee

The Association shall be governed, administered and represented by its governing body, known as the Executive Committee, a collegiate body comprising a Chair, Vice-Chair, Secretary, Treasurer and the remaining members appointed thereto.

The total number of members of the Executive Committee shall be a minimum of four and a maximum of twenty-five per cent (25 per cent) of the number of members at the time the elections for its renewal are called.

The election of the members of the representative body shall take place by free and secret ballot of the members at a General Meeting. Candidacy lists shall be closed lists, comprising any representative of a corporate member; the essential requirements are: to be of legal age; for the company they represent to be up to date with the established membership fees and to have been a member for at least one year in order to stand as Chairperson; to be in full possession of their civil rights; not to be subject to any grounds for incompatibility set out in current legislation, and not to have engaged in any activities or conduct contrary to the Association's aims, values or good reputation,

so that their role as a member of the Association's governing body cannot adversely affect the organisation's reputation or image.

Each slate of candidates shall designate the position to be held by each member of that slate, specifying who is to hold the positions of President, Vice-President, Secretary and Treasurer.

Following the counting of the votes, and in the event of a tie, a second ballot shall be held for the slates that were tied in the first round. Should two slates remain tied after the second ballot, the slate headed by the candidate for President with the longest standing in the Association shall be declared the winner.

The positions of Chair and Secretary, and Secretary and Treasurer, may not be held by the same person, respectively.

Members of the Executive Committee shall hold office without remuneration, without entitlement to any form of compensation. Notwithstanding this, they shall be entitled to reimbursement of expenses incurred in the performance of their duties, provided that these are duly and formally substantiated.

Article 17 Powers of the representative body

The representative body shall have the following powers:

- a) To represent the Association and to manage and administer it to the fullest extent permitted by law, implementing the decisions of the General Assembly in accordance with its rules and guidelines.

This is without prejudice to the Executive Management assuming, by delegation from the Board of Directors, the day-to-day management and administration and the operational implementation of the activities and resolutions adopted, within the framework and limits set by the Board of Directors itself.

- b) To take the necessary steps to appear before public bodies

, to take all kinds of legal action and to lodge the relevant appeals.

- c) To decide on the admission of new members and on requests for voluntary

- resignation.
- d) To propose to the General Assembly the setting of the membership fees to be paid by members.
 - e) To convene general meetings and ensure that the resolutions adopted there are implemented. In particular, with regard to resolutions concerning amendments to the Articles of Association, the content of the amendment shall be notified to the Register of Associations within one month of the date of the general meeting convened for that purpose.
 - f) To submit the balance sheet and accounts for each financial year to the General Assembly for approval.
 - g) To draw up and approve the annual budgets, together with the associated income and expenditure.
 - h) To supervise the accounting carried out by the Executive Board, in accordance with specific standards that ensure a true and fair view of the organisation's assets, results and financial position.
 - i) To supervise the inventory of the Association's assets carried out by the Executive Management and to present it to the General Assembly when necessary.
 - j) To define and approve the Action Plan forming part of the Strategic Plan.
 - k) To oversee the annual report on activities drawn up by the Executive Management and the Technical Team and submit it to the General Assembly for approval.
 - l) To resolve, on a provisional basis, any matter not provided for in these Articles of Association and to report on it at the first subsequent General Assembly.
 - m) To authorise Members and/or their representatives to use, for their own and personal purposes, the output resulting from the working sessions of the Working Groups, whatever its form and content.
 - n) Any other powers not specifically attributed to the General Assembly in these Articles of Association.

Article 18: Term of office in the representative body

Members of the administrative and representative body shall hold office

for a period of two years and may be re-elected.

However, the office of Chair may only be held by the same person for a maximum of two full consecutive terms, in order to ensure adequate rotation in positions of greatest responsibility. Once these two terms have elapsed, the person must wait for at least one full term before being eligible to stand for the office of Chair again.

Furthermore, with the aim of ensuring institutional renewal and preventing the perpetuation of positions, the internal regulations approved by the Association, where applicable, may establish an obligation to renew a minimum percentage of the members of the Executive Committee and to limit the number of consecutive terms for which a representative of an Association member may hold a position on the Executive Committee.

Cessation of office before the end of the statutory term may be due to the following reasons:

- a. Voluntary resignation submitted in writing, setting out the reasons.
- b. Illness rendering the person unable to perform the duties of the office and preventing them from providing a reasoned explanation of the reasons for their inability to step down.
- c. Disqualification from holding office
- d. Withdrawal as a member of the Association.
- e. Dismissal agreed by the General Assembly
- f. A sanction imposed for a breach committed whilst holding office.
- g. Any other grounds established by law or the Articles of Association.

Should vacancies arise on the representative body, these shall be filled on a provisional basis by the current members of the Executive Committee, until the next General Assembly is held, at which a new Executive Committee shall be elected. Once the vacancy has been filled by members of the Executive Committee, the Committee may appoint, on a provisional basis and solely to the post of Member, a representative of a member.

Such an appointment must be ratified by the General Assembly at the first meeting held, and requires the favourable vote of two-thirds (2/3) of the members present for its approval. The appointed representative must declare their acceptance of the post at that same General Assembly.

If it is not possible to fill the vacancies and maintain at least four members on the representative body, the acting Executive Committee shall be obliged to call elections to establish a new representative body.

Article 19: Meetings of the representative body

Meetings of the Executive Committee may be ordinary or extraordinary. Ordinary meetings of the representative body shall be convened by the Chair or their deputy and shall be held at least once a month, with the exception of August.

Extraordinary meetings of the Executive Committee shall be convened by the Chairperson on their own initiative, at the request of the Executive Management, or at the request of at least ONE THIRD (1/3) of the members of the Executive Committee.

The following person shall be entitled to attend meetings of the Board of Directors, whether convened as ordinary or extraordinary sessions, with the right to speak but not to vote:

- a) The person holding the post of Executive Director, who shall participate by carrying out their duties of support, convening meetings and chairing them in accordance with the provisions of these Articles of Association, but without the right to vote
- b) Any Members who wish to discuss a specific matter with the Board of Directors, submit a proposal or raise a concern regarding the running of the Association.
- c) Members of the technical team and external individuals whose participation is deemed useful for addressing specific issues.

The Board of Directors may meet, where necessary, via videoconference, multiconference or any other system that does not require the physical presence of the Board members. In such cases, it is necessary to ensure the identification of those participating in the meeting, the continuity of communication, the ability to contribute to the deliberations, the casting of votes, and the recording of their receipt and authenticity.

A meeting of the Board of Directors shall be validly constituted provided it has been duly convened and is attended by at least three of its members.

Members of the Board of Directors are obliged to attend all meetings convened, though they may be excused from attendance for justified reasons. In the event of the Chair's absence, their duties shall be assumed by the Vice-Chair.

Following the conclusion of each meeting, the Executive Management shall send the draft minutes by email to the members of the representative body, setting a deadline for submitting comments. The minutes must be approved at the next meeting of the Board of Directors. Once approved, the minutes shall be deemed approved and shall be signed by the Secretary with the approval of the Chair.

Article 20: Validity of the representative body's resolutions

Resolutions of the Board of Directors shall be adopted by a simple majority of the votes cast by the members present. Where the number of members of the representative body entitled to vote is even, any tie in the voting shall be resolved by granting a casting vote, in turn, in order of age, to each of the members of that body.

The resolutions of the representative body shall be recorded in the minutes book.

Article 21: The Chair

The Chair of the Association shall also be the Chair of the representative body.

The Chair's duties shall include, amongst others, the following:

- a) The management and legal representation of the Association as delegated to them by the General Assembly and by the representative body.
- b) Chairing the debates of the governing and representative bodies.
- c) Signing the notices convening meetings of the General Assembly and the representative body.

- d) To countersign the minutes and certificates drawn up by the Association's Secretary.
- e) All other powers inherent to the office and those delegated to the President by the General Assembly or the representative body.

In the event of the President's absence, incapacity or vacancy, the Vice-President shall act in their stead.

Article 22: The Vice-President and the Members

It shall be the responsibility of the Vice-President to perform the duties of the President in the event that the post is vacant due to absence or illness, and they may also act on behalf of the Association in those cases where so decided by the Executive Committee or the General Assembly.

The main role of the Committee Members shall be to act as a link between the Members and the Executive Committee. They shall also assist in convening general meetings and carry out internal coordination duties within the Association.

One of the members, appointed by resolution of the General Assembly, shall hold the office of Secretary, and another shall hold the office of Treasurer.

Under no circumstances may the member appointed as Secretary hold that office concurrently with that of Treasurer.

Article 23: The Treasurer

The Treasurer, whose duties may be carried out by any member of the Governing Board except the member acting as Secretary, shall be responsible for the

safeguarding and overseeing the Association's resources, as well as drawing up the budget, the balance sheet and the final accounts, in order to submit them to the representative body as set out in Article 17 of these Statutes.

The Treasurer shall directly manage payments and issue receipts, jointly with members of the Technical Team or external collaborators to whom they have granted power of attorney to carry out such actions on behalf of the Association. This authority may be delegated in full to the Executive Management and to other persons involved in the management of the Association, subject to the relevant authorisation or power of attorney.

In order to ensure adequate financial control, the Treasurer shall meet with the Executive Management at least once a quarter to review the state of the accounts, income and expenditure, as well as any other financial matters relevant to the Association's operations.

The disbursement of funds shall be governed by the provisions of Article 32 of these Articles of Association.

The operational functions described above may be carried out, subject to the approval of the representative body, by in-house technical staff or by a subcontracted natural or legal person (including an external administrative service), under the direction of the Executive Management and under the supervision of the Treasurer, who shall in all cases retain ultimate responsibility for control and be accountable to the Board of Directors.

Article 24: The Secretary

The post of Secretary shall be held by one of the Members.

The Secretary is responsible for drafting and signing the minutes, issuing certificates and keeping the register of Members up to date, as well as supervising the proper management and filing of documentation.

CHAPTER IV. BODIES ASSISTING IN GOVERNANCE, ADMINISTRATION AND MANAGEMENT

Article 25 Technical Team

The Executive Committee may decide to establish a Technical Team where necessary for the management and organisation of the Association and the implementation of activities, projects or tasks of a technical nature linked to the Association's objectives, which cannot be carried out by other bodies of the Association.

The Executive Committee shall be responsible for determining the number of members, their positions, the scope of their duties, their functions, remuneration and term of office.

Article 26 Executive Management

The representative body may appoint a director to carry out the functions of the Association's Executive Management.

For the purposes of the organisational structure, this person is considered a member of the Technical Team.

He or she shall carry out functions aimed at supporting and promoting the powers conferred on the Executive Board, in particular those relating to day-to-day management and administration and to the implementation of the activities and resolutions adopted, which include, but are not limited to, the following:

- a) To attend, chair and convene meetings of the Board and the General Assembly.
Under no circumstances shall the Executive Director have the right to vote.
- b) To request, coordinate and attend meetings with *stakeholders*.
- c) To duly implement the resolutions adopted by the General Assembly and/or the Board of Directors and, in general, to carry out whatever organisational functions

are necessary to best achieve the Association's objectives.

- d) To prepare, propose, direct and implement the Association's strategic plan.
- e) To prepare, for review and approval by the relevant bodies, the budgets, strategic plans, annual accounts for each financial year and the annual report on activities.
- f) To authorise payments and appoint members of the Association's technical team where necessary to carry out the Association's activities, subject to the approval of the Board of Directors.
- g) To contract the services of third parties as necessary for the running of the Association or for the implementation of specific projects, in accordance with the plans approved by the Board of Directors.
- h) To process the admission of new members and requests for voluntary resignation, for approval by the Board of Directors, and to maintain an up-to-date register of members.
- i) To carry out an inventory of the Association's assets.
- j) To maintain accounts in accordance with specific regulations, ensuring a true and fair view of the organisation's assets, results and financial position.
- k) To propose to the Board of Directors the appointment and recruitment of members of the technical team.
- l) Any other functions or powers delegated or conferred upon it by the Board of Directors, provided that they do not contravene the powers reserved by law or the Articles of Association for its members.

The relationship between the Association and the Executive Management shall be of an employment or commercial nature, as the case may be, the duration of which shall be set out in the contract entered into for that purpose.

Article 27: Working Groups

In order to ensure the proper, efficient and streamlined functioning of the Association, Working Groups may be set up to analyse, study or implement specific matters relating to the Association's objectives. Such Working Groups may be established on the initiative of the Board of Directors, the Executive Management or the members themselves.

The Working Groups shall be composed of representatives from various members involved in the subject matter covered by the Group. Each Group shall appoint a spokesperson from amongst its members. The Association's technical team shall be responsible for internal coordination and for drawing up the minutes of the meetings, which shall be made available to all members of the Group.

Working Groups shall meet in accordance with their operational needs and the tasks entrusted to them, aligning their activities with the timetable and objectives set out when they were established.

The functioning and development of the Working Groups shall be supervised by the Executive Management, without prejudice to the powers vested in the Board of Directors.

Specific regulations concerning the composition, internal functioning, adoption of resolutions and dissolution of the Working Groups shall be set out in the Association's internal regulations.

The output resulting from the Working Groups' meetings, whatever its form and content, shall be the exclusive property of the Association, and representatives and Members may not appropriate or use it for their own individual purposes, unless expressly authorised by the General Assembly.

CHAPTER V. FINANCIAL PROVISIONS

Article 28: Initial assets and financial resources

The Association's initial assets are valued at ONE THOUSAND EUROS (€1,000).

The annual budget shall be approved each year at an ordinary General Assembly meeting. This annual budget may be updated should the number of Members change after it has been approved.

The updated annual budget, should the aforementioned circumstance arise – a change in the number of Members – must be ratified by the Members at the next General Assembly, without the need to convene an extraordinary General Assembly for the purpose of approving such an update.

In all other cases where the annual budget needs to be amended, the prior approval of the General Assembly will be required.

The Association's financial resources shall be derived from:

- a) Membership fees.
- b) Voluntary contributions from its Members.
- c) Public or private grants.
- d) Donations, inheritances and/or bequests.
- (e) Income from assets or any other income they may receive.

Article 29: Profits from Activities

Any profits derived from the Association's activities, including the provision of services, shall be used exclusively for the fulfilment of the Association's objectives; under no circumstances may they be distributed amongst the Members, their spouses or persons living with them in a similar relationship of affection, or amongst their relatives, nor may they be transferred free of charge to natural or legal persons acting for profit.

Article 30: Membership Fees

All Members shall contribute to the financial support of the Association through membership fees or special levies, in the manner and proportion determined by the General Assembly or, where applicable, by the representative body.

The General Assembly may set admission fees, regular monthly membership fees and extraordinary contributions.

Members shall be obliged to pay the full amount of the regular membership fees approved by the General Assembly if, at the start of the financial year in which such fees become due, they remain members of the Association.

Payment of the regular membership fees approved by the General Assembly shall be due from members once the relevant financial year has commenced, unless the General Assembly resolves that they shall become due from a different date.

The obligation to pay membership fees, in addition to becoming due once the financial year has commenced, must be fulfilled by members within the first three months of the financial year, unless the General Assembly resolves to set a different date.

The voluntary resignation of a member notified after payment of the periodic membership fee shall not entitle the member to claim a full or pro rata refund of the membership fees for the current year.

Article 31: Financial Year

The financial year coincides with the calendar year, commencing on 1 January and ending on 31 December.

Art. 32 Disposal of Funds

The Association's funds shall be managed through accounts held with credit institutions, on which the Treasurer and the Executive Management, or whoever is authorised by the Board of Directors, shall be listed as authorised signatories.

For the execution of any financial transaction — including transfers, payments, account movements or acts of ordinary or extraordinary management — the joint signatures of at least two of the authorised persons shall be required; these signatures may be those of the Treasurer, the Executive Director and any person authorised by the Board of Directors.

For the disposal of funds and the disposal of assets for extraordinary acts or transactions, a resolution passed by a three-fifths majority of the Board of Directors shall be required, ratified by a resolution of the General Assembly convened for that purpose by a qualified majority.

CHAPTER VI. THE DISCIPLINARY REGIME

Article 33. General principles of the disciplinary regime

The representative body has the power to impose sanctions for conduct expressly defined as an offence in the Articles of Association or in any internal regulations that may be adopted.

No sanction may be imposed in the absence of wilful misconduct or negligence, nor for acts or omissions which, at the time they occurred, did not constitute a punishable offence under the regulations in force at that time. Nor shall any offence be punished by a sanction not established by a provision in force prior to its commission.

Under no circumstances may more than one principal sanction be imposed for the same offence.

The imposition of financial penalties, ancillary to the main penalty, shall not be considered a double penalty, provided that they are provided for in relation to the category of offence in question and that, taken as a whole, they are commensurate with the seriousness of the offence.

Offences committed by the representative of a Member and, where applicable, by members of the technical team or Working Groups involved in the Association's activities under the coordination or contract of the Executive Management, shall be attributed to the Member when such persons act on its behalf or in its representation within the framework of the Association's activities, without prejudice to any individual liabilities that may be incurred.

Sanctions – including restrictions on rights or the expulsion of Members – may only be imposed following the conduct of disciplinary proceedings in which the following are guaranteed in all cases: the Member and/or the person concerned is given a hearing, their right to put forward arguments, submit documentation and propose evidence, and to be informed of any measures that may be adopted through the approval of a reasoned decision

on the disciplinary proceedings.

Article 34: Breaches

Infringements shall be classified as minor infringements, serious infringements and very serious infringements.

In addition to those expressly defined in the Internal Regulations, the following conduct shall be considered infringements:

- a) Manifestly deviating from the pursuit of the Association's objectives or deliberately preventing or seriously obstructing the fulfilment of the Association's objectives.
- b) Intentionally obstructing the functioning of the Association's governing, representative or management bodies, thereby significantly affecting its day-to-day activities.
- c) Carrying out acts or making public statements that are objectively disrespectful, disloyal or harmful to the Association, its members, the members of the Board of Directors, the Executive Management or the technical team.
- d) Having been the subject of a final conviction by the courts for acts that are contrary to good professional practice in the sector or that seriously compromise the integrity, image or trust in the Association.
- e) Using, reproducing, appropriating, disclosing or exploiting, without authorisation, content, documents, methodologies, reports, developments, data or any other product generated wholly or partly as a result of the Association's activities – projects, initiatives, proposals, methodologies, documents, agreements, ideas or information shared within the General Assembly, working groups or any internal body—thereby infringing intellectual property rights and breaching confidentiality, without having been authorised by the relevant body of the Association.
- f) Finding oneself in a situation of conflict of interest with regard to the Association's objectives as set out in Article 4, whether on an occasional or ongoing basis, and failing to notify the Board of Directors and the Executive

Management for the appropriate purposes. A conflict of interest shall be deemed to have arisen when the Member in question casts a vote contrary to the interests of the Association, for their own

benefit or that of a third party.

- g) Failing to comply with the Articles of Association, the regulations and other internal rules of the Association.

Both the completed offence and the attempt shall be punishable. An attempt shall be deemed to have taken place when the offender begins to carry out the act constituting the offence and the result does not occur for reasons beyond their control.

Article 35: Sanctions

The sanctions that may be imposed for the commission of minor, serious or very serious offences are as follows:

1. Minor offences
 - a. A public or private reprimand.
2. Serious offences
 - a. Public or private reprimand.
 - b. Restriction on the exercise of membership rights.
 - c. Suspension of membership for 1 to 4 months.
3. Very serious breaches
 - a. Public or private reprimand.
 - b. Restriction on the exercise of membership rights.
 - c. Suspension of membership for 4 months to 2 years.
 - d. Loss of membership and expulsion from the Association

The imposition of the appropriate sanction must be proportionate to the seriousness of the offence committed, taking into account the nature of the facts, the character of the person responsible and the consequences of the offence.

The imposition of any disciplinary sanction shall not exempt the offender or the organisation on whose behalf they are acting from reimbursing or compensating the Association for any losses

have been caused.

Art. 36 Limitation period for offences and sanctions

Minor offences are time-barred after six months, serious offences after one and a half years and very serious offences after three years.

Minor sanctions shall lapse after six months, serious sanctions after one and a half years and very serious sanctions after three years.

The limitation period for infringements shall be calculated from the date on which they were committed. The limitation period shall be interrupted by any action taken by the body with disciplinary authority, with the knowledge of the person concerned, aimed at initiating the relevant proceedings.

The limitation period for sanctions shall be calculated from the day following the date on which the decision imposing the sanction becomes final, having been duly notified to the Member or their representatives.

Article 37 Disciplinary proceedings

The imposition of sanctions for breaches relating to conduct as a Member must be preceded by the conduct of disciplinary proceedings, which must comply with the following rules:

1. The body responsible for conducting the proceedings shall be the Disciplinary Committee established for this purpose, which shall consist of the Executive Board, the President of the Association and two representatives of Members chosen by lot, one of whom shall act as the investigating officer.

2. The formation of this Disciplinary Committee shall be formalised by the President of the Association, except in cases where the President is the representative of the offending associate member. In such cases, the Vice-President shall be responsible.
3. Once the Disciplinary Committee has been constituted, it shall resolve to initiate proceedings, following the appointment of the members for that purpose. The resolution to initiate proceedings, which must set out the alleged facts, the offence allegedly committed and the penalty that may be applicable, shall be communicated to the member concerned.
4. Once the decision to initiate proceedings has been notified to the Member concerned, the Member shall be granted a hearing so that they may present their defence and submit any evidence they deem appropriate.
5. Once the arguments have been put forward and the evidence examined, if the Disciplinary Committee considers that no further evidence needs to be taken, it shall issue a report proposing either a sanction against the Member in question or the closure and dismissal of the proceedings, and shall submit this to the General Assembly as the competent body.
6. The General Assembly, at an extraordinary meeting, shall impose the sanction it deems appropriate and may ratify or reject the contents of the report drawn up by the Disciplinary Committee; in all cases, the support of two-thirds of the Members present is required for the motion to expel the Member to be approved.
7. The Disputes Committee shall be dissolved once its report has been issued.

CHAPTER VII. DOCUMENTATION REGIME

Article 38. Record-keeping Requirements

The Association shall be required to maintain a Register of Minutes of the General Meeting, a Register of Minutes of the Board of Directors, a Register of Members and the tax and accounting documentation required by law. Such documentation may be held in physical, computerised or digital form, provided it complies with the requirements laid down for this purpose by current legislation.

Where the registration of the various minute books is mandatory, this shall be carried out at the Register of Associations.

CHAPTER VIII. DISSOLUTION AND WINDING UP OF THE ASSOCIATION

Article 39. Grounds for Dissolution and Distribution of the Remaining Assets

The Association may be dissolved:

- a) By resolution of the General Assembly convened expressly for this purpose and with the favourable vote of more than half of the members present or represented.
- b) On the grounds set out in Article 39 of the Civil Code.
- c) By a final court judgement.

Article 40: Winding Up

The dissolution of the Association marks the beginning of the liquidation period, the conclusion of which shall entail the termination of its legal personality.

The members of the governing body at the time of dissolution shall become liquidators, unless the General Assembly appoints others, or the judge who orders the dissolution, where applicable, decides otherwise.

The liquidators shall be responsible for:

- a) To safeguard the integrity of the Association's assets.
- b) To complete any outstanding transactions and carry out any new transactions necessary for the liquidation.
- c) To collect the Association's receivables.
- d) To liquidate the assets and pay the creditors.
- e) To apply any surplus assets of the Association to the purposes set out in the Articles of Association.
- f) To apply for the cancellation of the entries in the relevant Register.

In the event of the Association's insolvency, the governing body or, where applicable, the liquidators must immediately initiate the appropriate insolvency proceedings before the competent court.

Should there be any surplus funds, these shall be allocated to purposes that do not undermine the non-profit nature of the organisation, specifically to donations to non-governmental organisations of recognised standing in the medical and healthcare sector.

Members shall not be personally liable for the Association's debts.

Members or office-holders of the governing and representative bodies, and any other persons acting on behalf of and in the name of the Association, shall be liable to the Association, to its Members and to third parties for any damage caused and debts incurred as a result of wilful misconduct, fault or negligence.

CHAPTER IX – DISPUTE RESOLUTION

Article 41: Dispute Resolution

Any disputes that may arise in relation to the private legal transactions of the Association and its internal operations shall fall within the jurisdiction of the civil courts.

The Association's resolutions and actions may be challenged by any Member or person who can demonstrate a legitimate interest. Members may challenge the resolutions and actions of the Association which they consider to be contrary to the Articles of Association, within a period of FORTY (40) days from the date of their adoption, seeking their rectification or annulment and, where appropriate, their provisional suspension, or combining both claims in accordance with the procedures laid down in the Civil Procedure Act.

Notwithstanding the foregoing, disputes may also be resolved out of court by arbitration, through a procedure in accordance with the provisions of Law 60/2003 of 23 December on Arbitration, and subject, in all cases, to the fundamental principles of the right to be heard, the right to a fair hearing and equality between the parties.

ADDITIONAL PROVISION

In the event of any omission not covered by the Articles of Association or by resolutions validly adopted by its governing and representative bodies, Organic Law 1/2002 of 22 March, regulating the Right of Association, and supplementary provisions shall apply.

TRANSITIONAL PROVISION

The limitation on the number of terms of office that a Member's representative may serve as President of the Association, as set out in Article 18 of the Articles of Association, shall not apply retrospectively or to legal situations that commenced prior to its entry into force.

For the purposes of determining the maximum of two terms of office, only those commencing after the entry into force of this amendment to the Articles of Association shall be counted.

REPEAL PROVISION

The Association's previous Articles of Association and all lower-ranking rules of the Association are hereby repealed insofar as they conflict with these Articles of Association.

In Barcelona, on 24 March 2026*.

*Approved by the General Assembly of AELMHU at the extraordinary meeting held on 24 March 2026.