

CONSTITUTION INPA

File: DS

Register:

WORLD FUE INSTITUTE,
Abbreviated "WFI"
International Non-Profit Association
at Avenue Brugmann 263, 1180 Brussels.

CONSTITUTION – BYLAWS – APPOINTMENTS – TRANSITORY PROVISIONS

IN THE YEAR TWO THOUSAND SIXTEEN,

On twenty-two February,

At 1080 Brussels, boulevard du Jubilé 92,

Before us, Maître RAES Isabelle, associated notary, member of the civil company under the form of a closely-held limited liability company « Depuyt, Raes & de Grave, Geassocieerde Notarissen - Notaires Associés », with registered office at 1080 Bruxelles, boulevard du Jubilé 92.

BUREAU.

The meeting is opened at 9.00 a.m., under the presidency of Mr. **DE LORENZO HERNANDEZ Jose Francisco**, named hereafter.

The President appoints as Secretary Mr. **LUPANZULA Emorane Christian**, named hereafter.

It is not proceeded with the appointment of vote-tellers.

The bureau is so constituted.

HAVE APPEARED:

1. Mr. **DE LORENZO HERNANDEZ Jose Francisco**, born on 7 July 1965, in Brena Alta (Santa Cruz de Tenerife), of Spanish nationality, domiciled at Paseo Chopera, 66, Alcobendas, Madrid, 28100 Spain ;

2. Mr. **LUPANZULA Emorane Christian**, born on 25 September 1972, in Lubumbashi (Congo), of Belgian nationality, domiciled at 35 Teniersdreef, 3090 Overijse, Belgium ;

3. Mr. **ERDOGAN Koray**, born on 16 April 1968, in Gemlik (Turkey), of Turkish nationality, domiciled at My Towerland 3381 3D, Kat: 25, No. 149, Atasehir, Istanbul, Turkey ;

4. Mr. **FERIDUNI Bijan Xaver**, born on 21 September 1963 in Wiesbaden (Germany), of German nationality, domiciled at Bruesseler Ring 27d, 52074 Aachen, Germany ;

5. Mr. **RAHAL Hussain**, born on 3 November 1963 in Beirut (Lebanon), of Canadian nationality, domiciled at 2081 Merivale Road, Unit 1300, Ottawa, Ontario, Canada ; and

6. Mr. **GINZBURG Alex**, born on 5 August 1951 in La Plata (Argentina), of Israeli nationality, domiciled at Ahuza 98, Raanana, 43350 Israël.

The natural persons mentioned sub 1 to 6 will hereafter be referred to as the « **Appearing Parties** ».

The Appearing Parties asked the undersigned notary to record via a notarial deed the constitution and the bylaws of the international non-profit association mentioned hereafter.

PROXIES.

The appearing party sub 3 is represented here by the appearing party sub 1; the appearing party sub 4 is represented here by the appearing party sub 1; the appearing party sub 5 is represented here by the appearing party sub 2; and the appearing party sub 6 is represented here by the appearing party sub 2, pursuant to the 4 private proxies which will remain attached hereto.

The proxy-holders acknowledge having been informed by the undersigned notary about the liability they assume as proxy-holders of the aforementioned appearing parties.

The proxy-holders expressly confirm and personally guarantee that their respective proxy is validly granted and signed by their respective proxy-giver, and guarantee their respective proxy-giver for as much as required.

PRESENTATION.

The President declares and requires the undersigned notary to record what follows:

I. The agenda of the present meeting is as follows:

1. Constitution of an international non-profit association under Belgian law named « World FUE Institute »;
2. Approval and adoption of the bylaws of World FUE Institute AISBL;
3. Appointment of the ten first members of the Governing Board of World FUE Institute AISBL;
4. Appointment of the first President, the first Vice-President , the first Secretary and the first Treasurer of World FUE Institute AISBL;
5. Appointment of the first Finance Committee Chairman;
6. Appointment of the first Membership/Nominating Committee Chairman;
7. Appointment of the first Scientific Research and Education Committee Chairman;
8. Appointment of the first Workshop and Meetings Committee Chairman;
9. Appointment of the first Communications, Public Relations and Bylaws Chairman;
10. Appointment of the first FUE Standards and Technique Committee Chairman;
11. Appointment of the first Executive Officer of World FUE Institute AISBL;
12. Legal status of World FUE Institute AISBL until its approval by Royal Decree;
13. Delegation of powers; and
14. Statutory auditor.

II. The Appearing Parties unanimously declare that each of the points of the President's presentation is correct.

Then, the agenda of the meeting is addressed and, after deliberation, the Appearing Parties adopt the following resolutions:

FIRST RESOLUTION.

The Appearing Parties unanimously decide to constitute the international non-profit association under Belgian law named « World FUE Institute » (hereafter named the "Association").

SECOND RESOLUTION.

The Appearing Parties unanimously approve and adopt the following bylaws of the Association:

BYLAWS

[See final draft of the bylaws]

THIRD RESOLUTION.

In accordance with Article 23.6 of the bylaws of the Association, the following natural persons are appointed by the Appearing Parties as first members of the Governing Board of the Association and, together, they will form the Association's first Governing Board.

1. Mr. Jose Francisco DE LORENZO HERNANDEZ, named above;
2. Mr. Emorane Christian LUPANZULA, named above;

3. Mr. Koray ERDOGAN, named above;
4. Mr. Bijan Xaver FERIDUNI, named above;
5. Mr. Hussain RAHAL, named above;
6. Mr. Alex GINZBURG, named above;
7. Mr. Jerry WONG, born on 2 February 1948, in Guangzhou (China), of Canadian nationality, domiciled at 22870 127th Place, Maple Ridge, British Columbia, Canada;
8. Mr. Alejandro CHUECO, born on 17 September 1964, in Buenos Aires (Argentina), of Argentinian nationality, domiciled at Inca 3849, 1177 Caba, Argentina;
9. Mr. Anthony RUSTON, born on 6 August 1965, in São Paulo (Brazil), of Brazilian nationality, domiciled at Avenida Engenheiro Oscar Americano, 60, 05673-050 São Paulo – SP, Brazil; and
10. Mr. Ron SHAPIRO, born on 13 April 1953, in Washington D.C. (United States of America), of American nationality, domiciled at 5270 W. 84th St. #500, Minneapolis, Minnesota 55437, United States of America.

In accordance with Article 23.4 of the bylaws of the Association, the mandate of the members of the Governing Board has a duration of two (2) years, renewable once.

The mandate of the members of the Governing Board is non remunerated.

FOURTH RESOLUTION.

In accordance with Article 31 of the bylaws of the Association, the following persons are appointed by the Appearing Parties as first President, first Vice-President, first Secretary and first Treasurer of the Association:

- Mr. Jose Francisco DE LORENZO HERNANDEZ, named above, is appointed as President;
- Mr. Koray ERDOGAN, named above, is appointed as Vice-President;
- Mr. Emorane Christian LUPANZULA, named above, is appointed as Secretary; and
- Mr. Bijan Xaver FERIDUNI, named above, is appointed as Treasurer.

In accordance with Article 31, 5th paragraph of the bylaws of the Association, the mandate of President, Vice-President, Secretary and Treasurer has a duration of two (2) years, renewable once. The mandate of President, Vice-President, Secretary and Treasurer is non remunerated.

FIFTH RESOLUTION.

In accordance with Article 41.2 of the bylaws of the Association, Mr. Alex GINZBURG, named above, is appointed with immediate effect by the Appearing Parties as first Finance Committee Chairman, for a duration of two (2) years.

SIXTH RESOLUTION

In accordance with Article 49.2 of the bylaws of the Association, Mr. Hussain RAHAL, named above, is appointed with immediate effect by the Appearing Parties as first Membership/Nominating Committee Chairman, for a duration of two (2) years.

SEVENTH RESOLUTION

In accordance with Article 57.2 of the bylaws of the Association, Mr. Jerry WONG, named above, is appointed with immediate effect by the Appearing Parties as first Scientific Research and Education Committee Chairman, for a duration of two (2) years.

EIGHTH RESOLUTION

In accordance with Article 65.2 of the bylaws of the Association, Mr. Alejandro CHUECO, named above, is appointed with immediate effect by the Appearing Parties as first Workshop and Meetings Committee Chairman, for a duration of two (2) years.

NINTH RESOLUTION

In accordance with Article 73.2 of the bylaws of the Association, Mr. Anthony RUSTON, named above, is appointed with immediate effect by the Appearing Parties as first Communications, Public Relations and Bylaws Chairman, for a duration of two (2) years.

TENTH RESOLUTION

In accordance with Article 81.2 of the bylaws of the Association, Mr. Ron SHAPIRO, named above, is appointed with immediate effect by the Appearing Parties as first FUE Standards and Technique Committee Chairman, for a duration of two (2) years.

ELEVENTH RESOLUTION

In accordance with Article 90 of the bylaws of the Association, Ms. Suzanne CAMPION, born on 15 January 1956 in New York (United States of America), of American nationality, domiciled at Kubilay Caddesi, 46, Apartment 8, 34782 Cekmekoy, Istanbul, Turkey, is appointed by the Appearing Parties as first Executive Officer of the Association.

In accordance with Article 90 of the bylaws of the Association, the mandate of Ms. Suzanne CAMPION, named above, as Executive Officer has a duration of two (2) years and the remuneration of her mandate as Executive Officer shall be established by the Governing Board. In accordance with Article 90 of the bylaws of the Association, the Governing Board may revoke the Executive Officer at any time.

TWELFTH RESOLUTION

In accordance with Article 50, § 1 of the Belgian law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations, the Association will acquire legal personality on the date of the Royal Decree granting such personality and approving the bylaws of the Association. In the meantime, the Association will function as a “de facto” association without legal personality. This “de facto” association will operate in accordance with the bylaws of the Association adopted today and the persons appointed to represent the Association will be deemed the agents of the members of the “de facto” association with the power to bind these members.

All obligations and commitments of this “de facto” association are considered to have been made, and all assets of this “de facto” association are considered to have been acquired, on behalf and for the account of the international non-profit association with legal personality « World FUE Institute » and are hereby formally assumed by and transferred to the international non-profit association with legal personality « World FUE Institute » as from the date this association acquires legal personality. To the extent required, this decision will be confirmed by the appropriate body of the Association after it has acquired legal personality.

THIRTEENTH RESOLUTION

The Appearing Parties unanimously decide to grant powers (in the largest sense) to Mr. Antoine DRUETZ, Ms. Evelyne KERKDIJK and Ms. Alix DEGREZ, in their capacity of lawyers, with their offices located at 1170 Brussels, Boulevard du Souverain 100, as well as to the associated notaries Depuyt, Raes & de Grave, with their office located at 1080 Brussels (Molenbeek-Saint-Jean), Boulevard du Jubilé 92, and to Ms. Lieve Vanden Bosch and Ms. Marijke Van Thielen, each choosing domicile at 1000 Brussels, Quai de Willebroeck 37, on behalf and for the account of the Association, to do all that is necessary or useful to fulfill the required administrative and publication formalities and to perform all actions generally required for the constitution of the Association, including, but not limited to, registering the Association with the Crossroads Bank for Enterprises, registering the Association with the VAT authorities, constituting the file of the Association at the clerk’s office of the Commercial Court of Brussels,

proceeding with any publication in the Annexes to the Belgian Official Gazette (including the signature of any publication form), and take all necessary measures (including maintaining all appropriate contacts) with the Belgian Ministry of Justice in order to obtain the Royal Decree recognizing the Association and granting legal personality to the Association. These proxies will enter into effect immediately after the signature of the present deed. The proxy-holders have the power to act individually and have the right of substitution.

FOURTEENTH RESOLUTION

The Appearing Parties assess in good faith that the Association, during the period until the first General Assembly following the date of the Royal Decree, will not meet the size criteria laid down in the law obliging it to appoint a statutory auditor, and, consequently, decide to not appoint one.

IDENTITY'S CERTIFICATE.

In accordance with the provisions of the Organic Law on Notaries, the undersigned notary certifies having verified the identity of the natural persons qualified above based on documents required by the law.

LEGALITY STATEMENT.

After verification, the notary confirms the respect of the provisions of Title III of the law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations.

FEES.

The President of the meeting declares that the amount of the fees which must be paid by the association due to the present deed amount up to one thousand six hundred forty-eight euros fifteen cents (EUR 1,648.15).

The agenda of the meeting is fulfilled, the meeting is finished at xxx.

WHEREOF RECORD.

Drawn up on the date and in the place mentioned above.

Having read the entire deed and after this has been commented on, the Appearing Parties, present or represented, acting with the aforementioned qualities, signed with the notary.

**Bylaws of
World FUE Institute**

**[The official text is in French – English convenience translation for information
purposes only]**

TITLE I. FOUNDING MEMBERS

Article 1. Founding members

The six (6) founding members of the Association are (hereafter referred to as the "**Founding Members**"):

(a) Dr. Jose Francisco Lorenzo Hernandez, born on the 7th of July 1965 in La Palma, Canary Islands, Spain and domiciled at Paseo Chopera, 66, Alcobendas, Madrid, Spain 28100;

(b) Dr. Koray Erdogan, born on the 16^h of April 1968 in Bursa, Gemlik, Turkey domiciled at My Towerland 3381 3D, Kat: 25, No. 149, Atasehir, Istanbul, Turkey;

(c) Dr. Emorane Christian Lupanzula, born on the 25th of September 1972 in Lubumbashi, Congo and domiciled at 35 Teniersdreef, 3090 Overijse, Belgium;

(d) Dr. Bijan Xaver Feriduni, born on the 21st of September 1963 in Wiesbaden, Germany and domiciled at Bruesseler Ring 27d, 52074 Aachen, Germany;

(e) Dr. Hussain Rahal, born on the 3rd November 1963 in Beirut, Lebanon and domiciled at 2081 Merivale Road, Unit 1300, Ottawa, Ontario, Canada; and

(f) Dr. Alex Ginzburg, born on the 5th of August 1951 in La Plata, Argentina and domiciled at Ahuza 98, Raanana, 43350 Israel.

TITLE II. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

Article 2. Name. Legal form. Term

The international non-profit association named "World FUE Institute", abbreviated "WFI" (hereafter referred to as the "**Association**"), is constituted for an indefinite period under the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions "association internationale sans but lucratif" or by the abbreviation "AISBL" and, if applicable, "in liquidation" and the address of the registered office of the Association.

Article 3. Registered office

The registered office of the Association is located at Avenue Brugmann 263, 1180 Brussels (Belgium), in the judicial district of Brussels.

It may be transferred to any other location in Belgium by a decision of the Governing Board, subject to compliance with the legal provisions governing the use of official languages in Belgium.

The Association may establish offices in any country or place.

TITLE III. NON-PROFIT PURPOSES. ACTIVITIES

Article 4. Non-profit purposes. Activities

4.1. Non-profit purposes

The non-profit purposes of international utility of the Association shall be, within the European Union and worldwide, to:

- (a) Promote precision, artistry, competence, diligence and proficiency in the field of hair restoration using follicular unit extraction (hereafter referred to as “FUE”) techniques and methodology thereby fostering the reputation of FUE;
- (b) Educate medical professionals in the current and most up-to-date methodology and application of FUE techniques while encouraging inspirational new ideas, evoking profound insights and encouraging creative and ingenious innovation;
- (c) Provide physicians and their surgical assistants with the necessary educational tools and applications to perform professional FUE procedures in their respective countries with knowledge, confidence, precision and artistry thereby maintaining professional standards and advancement within the field; and
- (d) Educate potential patients in all aspects of FUE by providing them with adequate information for realistic expectations.

4.2. Activities

To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non-exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Foster communication of information regarding FUE and scientific advances amongst physician members, health organizations and medical practitioners;
- (b) Organize and conduct scientific workshops, congresses, seminars and other programs and convenings where scientific information is shared and training is given;
- (c) Establish regulations for physical persons who are not a physician (i.e. M.D. or worldwide equivalent);
- (d) Collect and analyse statistical data;

- (e) Advancing the FUE techniques and devices;
- (f) Represent the interests of its Members vis-à-vis the European Union institutions, the governments of countries where Members are located and international organisations;
- (g) Identify, explore, compare, examine, and provide advice in policy issues in the field of FUE;
- (h) Adopt, develop, and/or amend standards, and/or encouraging and accelerating the coordinated adoption of standards;
- (i) Perform qualitative and quantitative research, tests, and studies and conduct technical analyses; and
- (j) Subscribe to any legal entity whose purposes are consistent with those of the Association or where it would be conducive to the interest of the Association or to the attainment of the purposes of the Association to do so.

In addition, the Association may support and have interests in any other activities or legal entities that are similar or related to those defined above. The Association shall perform and develop its activities either in Belgium or abroad and may be member of or set up other non-profit entities with purposes related to those of the Association.

The Association shall be politically neutral and non-profit oriented. It shall not have as a major purpose an attempt to influence legislation.

TITLE IV. MEMBERS

Article 5. Membership

The Association shall have four (4) membership categories: Fellow Members, General Members, Adjunct Members, and Surgical Assistant Members. The Association shall always consist of at least ten (10) Fellow Members. The Founding Members of the Association shall be the first six (6) Fellow Members of the Association.

All references in these Bylaws to "Member" or "Members" without any other specification are references to Fellow Members, General Members, Adjunct Members, and Surgical Assistant Members collectively.

The rights and obligations of the Members shall be as defined in and pursuant to these Bylaws.

Article 6. Fellow Members

The category of Fellow Membership is open and accessible to any natural person who:

- (a) Has a medical diploma, i.e. a physician's degree (i.e. M.D.) or a worldwide equivalent;
- (b) Is fully licensed to practice medicine in the country(ies) where he/she practices medicine and whose license has not been suspended; and

(c) Can demonstrate that he/she obtained the training and education to consistently practice FUE techniques in his/her surgeries, including a minimum three (3) years practical experience in the field.

The Governing Board shall have the sole discretion to determine whether a physician's degree (i.e. M.D.) is a 'worldwide equivalent'.

Fellow Members shall enjoy all membership rights, including voting rights.

The category of Fellow Membership is also open and accessible to any General Member who has been formally invited by the Governing Board to apply as applicant to the category of Fellow Membership and who can demonstrate that he/she obtained the training and education to consistently practice FUE techniques in his/her surgeries, including a minimum three (3)-year practical experience in the field.

Article 7. General Members

The category of General Membership is open and accessible to any natural person who:

- (a) Has a medical diploma, i.e. a physician's degree (i.e. M.D.) or a worldwide equivalent;
- (b) Is fully licensed to practice medicine in the country(ies) where he/she practices medicine and whose license has not been suspended; and
- (c) Has little or no experience in FUE techniques.

The Governing Board shall have the sole discretion to determine whether a physician's degree (i.e. M.D.) is a 'worldwide equivalent'.

General Members shall have the rights specifically granted to them in or pursuant to these Bylaws. These rights shall not include voting rights.

Article 8. Adjunct Members

The category of Adjunct Membership is open and accessible to any natural person who:

- (a) Holds a doctorate's degree (i.e. PhD) or a worldwide equivalent in a biomedical-related area;
- (b) Devotes the majority of his/her professional activities to FUE research in an academic setting;
- (c) Is contributing to the advancement of FUE; and
- (d) Is of good moral character as attested to, in writing, by a Fellow Member.

The Governing Board shall have the sole discretion to determine whether a doctorate's degree (i.e. PhD) is a 'worldwide equivalent'.

Adjunct Members shall have the rights specifically granted to them in or pursuant to these Bylaws. These rights shall not include voting rights.

Article 9. Surgical Assistant Members

The category of Surgical Assistant Membership is open and accessible to any natural person who:

- (a) Assists in performing FUE surgeries and is employed by, or is otherwise linked to (i) a Fellow Member or (ii) a company owned by a Fellow Member who/which has a clinical FUE hair restoration practice;
- (b) Is a licensed health care professional/medical professional (e.g., registered nurse, licensed practical nurse, physician assistant, nurse practitioner, surgical assistant); and
- (c) Performs his/her professional activities on the same premises on which the Fellow Member or the company owned by the Fellow Member who/which employs him/her or to whom/which he/she is otherwise linked, is fully licensed to practice medicine.

Surgical Assistant Members shall have the rights specifically granted to them in or pursuant to these Bylaws. These rights shall not include voting rights.

Article 10. Admission to membership

Without any prejudice to paragraph 4 of the present Article, any applicant to Membership shall submit an application for admission to Membership via the Association's website or any means of written communication (including e-mail) to the Executive Officer as decided by the Governing Board.

After receipt of an application for admission to Membership, the Executive Officer shall notify the applicant of any deficiency in the application. If an application remains incomplete for more than six (6) months, it shall be deemed to be delinquent, and the applicant must make a new application.

The Executive Officer shall submit, at least thirty (30) calendar days prior to a meeting of the Governing Board, all completed applications for admission to the Governing Board. After having verified that all conditions for Membership are complied with, the Governing Board shall decide on the admission to Membership. The decisions of the Governing Board regarding admission to Membership shall obtain a three fifths (3/5) majority of the votes cast by the members of the Governing Board present or represented. Any applicant whose application is denied must wait at least one (1) year before reapplying. The decisions of the Governing Board regarding membership admissions are final, sovereign and must be motivated.

Regarding any application for admission to Surgical Assistant Membership, the application shall be submitted by the Fellow Member or the company owned by the Fellow Member who/which employs the applicant Surgical Assistant Member or to whom/which the applicant Surgical Assistant Member is otherwise linked—via the Association's website or any means of written communication

(including e-mail) to the Executive Officer as decided by the Governing Board. Any application for admission to Surgical Assistant Membership must be accompanied by a letter attesting that the applicant is employed by, or otherwise linked to, a Fellow Member or a company owned by a Fellow Member who/which has a clinical FUE hair restoration practice, and by a copy of the surgical assistant's healthcare license.

Any General Member who meets the requirements for Fellow Membership and who wishes to apply for Fellow Membership, shall submit an application for Fellow Membership following to the procedure stated in this Article.

Article 11. Resignation. Exclusion

Members are free to resign from the Association at all times by giving written notice via registered mail with acknowledgment of receipt, at least three (3) months before 31 December of each year, to the Executive Officer. The Executive Officer shall submit the resignation to the Governing Board, which shall in turn take note of it. The resignation shall be effective on the date on which the written notice has been sent to the Executive Officer.

A Member who (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 6, 7, 8 or 9 of these Bylaws, or (ii) is not duly or timely or fully complying with these Bylaws, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all his/her membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has been convicted under criminal law for reasons related to, or arising out of, the practice of medicine or involving moral turpitude, or (vi) no longer has the right to practice medicine due to a limitation, suspension, revocation or forfeiture of this right by any state, province, country or authority, or (vii) does not attend at least one (1) meeting of the General Assembly every three (3) years, or (viii) for any other reasonable cause, may be excluded from membership, upon decision of the Governing Board.

If any action is taken against a Member's right to practice medicine by any state, province, country or authority, and/or if a Member's membership in an international, national, or local medical society is suspended or revoked, the Member shall notify the Executive Officer within sixty (60) calendar days of such action and/or suspension or revocation.

Before excluding a Member, the Governing Board shall provide the concerned Member with the relevant details in writing via registered mail thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member then has time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Governing Board may decide to exclude a Member, provided that the concerned Member is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Governing Board and prior to the voting on the exclusion. The decisions of the Governing Board regarding the exclusion of a Member are final, sovereign and must be motivated. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended until the decision of the Governing Board.

If a Surgical Assistant Member ceases to be employed by, or is no longer otherwise linked to, the Fellow Member who has submitted the application for admission to Surgical Assistant Membership or the company owned by the Fellow Member who submitted said application, the concerned Surgical Assistant Member will remain a Surgical Assistant Member provided that within the financial year that he/she ceases to be employed by, or is no longer otherwise linked to, the Fellow Member who has submitted said application or the company owned by the Fellow Member who submitted said application, he/she provides proof to the Executive Officer that he/she is employed by, or is otherwise linked to, another Fellow Member or a company owned by another Fellow Member. The Governing Board shall confirm that this change of employment, or change of relationship, meets the membership criteria as set out in Article 9 of these Bylaws.

A Member who, in whatever way and for whatever reason, ceases to be a Member of the Association shall (i) remain liable for his/her obligations towards the Association, including for the payment of the membership fees, up to the end of the financial year in which the termination of his/her membership became effective, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold him-/herself out as a Member of the Association in any manner, and (iv) upon decision of the Executive Officer, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

A Member who has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

Article 12. Membership fees

Each Fellow Member shall pay membership fees per year, as decided by the Governing Board. Each year, the amount of membership fees and the calculation method of the membership fees for each Fellow Member shall be decided by the Governing Board.

Each General Member shall pay membership fees per year, as decided by the Governing Board. Each year, the amount of membership fees and the calculation method of the membership fees for each General Member shall be decided by the Governing Board.

Each Adjunct Member shall pay membership fees per year, as decided by the Governing Board. Each year, the amount of membership fees and the calculation method of the membership fees for each Adjunct Member shall be decided by the Governing Board.

Each Surgical Assistant Member shall pay membership fees per year, as decided by the Governing Board. Each year, the amount of membership fees and the calculation method of the membership fees for each Surgical Assistant Member shall be decided by the Governing Board.

Without any prejudice to Article 11 of these Bylaws, if a Member fails to pay his/her membership fees within thirty (30) calendar days after a reminder has been sent to him/her by the Executive Officer, his/her voting rights shall be automatically and immediately suspended until the payment of the membership fees due.

Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.

In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be decided by the Governing Board.

The Governing Board shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

Any Member of the Association applying for a leave of absence shall submit a request for a one (1)-year leave of absence via regular mail or any other means of written communication (including e-mail) to the Executive Officer. If the leave of absence is granted by the Governing Board, the membership fees of the Member will be waived for one (1) year.

Article 13. Compliance with the Bylaws and the internal rules. Intellectual property rights

Any Member shall expressly adhere to these Bylaws and upon admission to membership return a signed version of these Bylaws to the registered office of the Association. Any Member shall expressly adhere to the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purposes of the Association and (ii) pay the annual membership fees, including those for the year in which the application for admission to membership is submitted, pursuant to Article 12 of these Bylaws.

Notwithstanding any agreement or any clause to the contrary, Members, members of the Governing Board, the President, the Vice-President, the Secretary, the Treasurer, the Immediate Past President, the Executive Officer and/or members of a Committee (hereafter referred to as "**Persons**") acknowledge that all existing and future rights to and in any discoveries, inventions, designs, models, drawings, plans, software, reports, improvements, internet development, software coding and creation of web-pages and any other materials created or generated by Persons, their employees, agents, contractors or subcontractors (hereafter referred to as "**Works**"), including but not limited to patents, copyrights, designs and trademark rights, directly or indirectly made in connection with the Association, shall belong to the Association.

The Persons hereby assign, free of charge, to the Association, its successors, assigns or nominees, all existing and future rights to, and title and interests in, any and all Works made, conceived, or suggested either solely or jointly with others, in the course of the performance of the Association duties or which is in any way related to the existing or contemplated scope of the operations or business of the Association.

The assignment is definite, irrevocable and exclusive. The assignment is done for the worldwide rights and for the duration of legal protection of the rights assigned (including their possible extensions).

The Persons hereby explicitly, irrevocably and unconditionally waive their rights to oppose to any change to the Works, unless it is established that it is prejudicial to their honor or reputation. The Persons also waive their right to mention their name on the Works including in connection with the use or dissemination thereof.

The Persons warrant explicitly that the Works have not been created in violation of any third parties' rights. The Persons hold the Association harmless against any and all claims in connection herewith. In any event, the Persons may not oppose the use of Works, nor hinder the free use of those.

TITLE V. ORGANIZATIONAL STRUCTURE

Article 14. Bodies

The bodies of the Association are:

- (a) The General Assembly;
- (b) The Governing Board;
- (c) The President;
- (d) The Vice-President;
- (e) The Secretary;
- (f) The Treasurer;
- (g) The Immediate Past President
- (h) The Executive Committee;
- (i) The Finance Committee;
- (j) The Membership/Nominating Committee;
- (k) The Scientific Research and Education Committee;
- (l) The Workshop and Meetings Committee;
- (m) The Communications, Public Relations and Bylaws Committee;
- (n) The FUE Standards and Techniques Committee;
- (o) The Committees; and
- (p) The Executive Officer.

TITLE VI. GENERAL ASSEMBLY

Article 15. Composition. Voting rights

The General Assembly shall be composed of all Fellow Members.

Each Fellow Member shall have one (1) vote.

General Members, Adjunct Members and Surgical Assistant Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

Each member of the Governing Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. However, each member of the Governing Board in his/her capacity as Fellow Member shall have the right to be heard and to vote.

The General Assembly shall be presided by the President. If the President is unable or unwilling to preside the General Assembly, the General Assembly shall be presided by the Vice-President. If the President and the Vice-President are both unable or unwilling to preside the General Assembly, the General Assembly shall be presided by the member of the Governing Board appointed for this purpose by the General Assembly.

The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorization of the president of the General Assembly these third parties will receive the right to speak.

Article 16. Powers

The General Assembly shall have the powers specifically granted to it by law or these Bylaws. In particular, the General Assembly shall have the following powers:

- (a) The appointment and revocation of the members of the Governing Board;
- (b) The appointment and revocation of the President, the Vice-President, the Secretary and the Treasurer;
- (c) If applicable, the appointment and revocation of a statutory auditor and the determination of his/her remuneration;
- (d) If applicable, the appointment and revocation of an external accountant and the determination of his/her remuneration;
- (e) The discharge to be given to the members of the Governing Board and, if any, to the statutory auditor, or to the external accountant;
- (f) The approval of the annual accounts and the budget of the Association;
- (g) The amendment of these Bylaws; and
- (h) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s).

Article 17. Meetings

The General Assembly shall meet at least once a year upon convening by the President or the Governing Board, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter referred to as the "**Ordinary General Assembly**"). Each year, the Governing Board shall determine the exact date of the Ordinary General Assembly.

An extraordinary General Assembly shall be convened at any time by the President or any five (5) members of the Governing Board whenever required by the interests of the Association. An extraordinary General Assembly shall be convened by the President at the written request of one hundred (100) Members.

If the President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Governing Board.

Article 18. Proxies

Each Member shall have the right, via regular mail or via any other means of written communication (including e-mail), always with copy to the Executive Officer via similar means, to give a proxy to another Member of his/her membership category to be represented at a General Assembly meeting. No Member may hold more than two (2) proxies.

Each Member shall have the right, via regular mail or via any other means of written communication (including e-mail), always with copy to the Executive Officer via similar means, to give a proxy to another Member of his/her membership category or a third party in case of a General Assembly having to adopt in the presence of a notary amendments to these Bylaws which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the attendance and voting quorums stipulated in Article 98 of these Bylaws. In that case, each Member or third party may hold an unlimited number of proxies.

Article 19. Convenings. Agenda

Without any prejudice to Articles 20, 98 and 99 of these Bylaws, convening notices for the General Assembly shall be notified to the Members and the members of the Governing Board by the Executive Officer via regular mail or via any other means of written communication (including e-mail) at least sixty (60) calendar days before the meeting. The convening notice shall mention the date, time and place of the meeting of the General Assembly. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Executive Officer and adopted by the President or the Governing Board.

Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Fellow Members and notified to the President at least thirty (30) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Governing Board of the additional item(s) on the agenda of the General Assembly via regular mail or via any other means of written communication (including e-mail) at least fifteen (15) calendar days before the meeting of the General Assembly.

No vote shall be cast regarding an item that is not listed on the agenda, except if two thirds (2/3) of the Fellow Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

Each Member and each member of the Governing Board shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any Member present or represented and any member of the Governing Board present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 20. Quorum. Votes

Unless otherwise stipulated in these Bylaws, the General Assembly shall be validly constituted when at least thirty percent (30%) of the Fellow Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.

If less than thirty percent (30%) of the Fellow Members are present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Bylaws, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Fellow Members present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Bylaws, decisions of the General Assembly shall be validly adopted if they obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Fellow Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the Fellow Member who has been designated by the General Assembly to preside the General Assembly shall have the decisive vote.

The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by (i) the Governing Board, or (ii) at least two thirds (2/3) of the Fellow Members present or represented.

Article 21. Written procedure

The General Assembly may take decisions via written procedure, except for the amendment of these Bylaws, the dissolution and liquidation of the Association and the approval of the annual accounts.

For this purpose, the Executive Officer, upon request of the President, shall send a letter, via regular mail or via any other means of written communication (including e-mail) to all Fellow

Members, mentioning the agenda and the propositions for the decisions to be taken, with request to the Fellow Members to approve the propositions and to send the letter back via regular mail or via any other means of written communication (including e-mail) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of at least half of all Fellow Members regarding the items on the agenda and regarding the procedure in writing is not received within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

Article 22. Register of minutes

Minutes shall be drawn up at each General Assembly meeting. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including e-mail) by the Executive Officer to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

TITLE VII. GOVERNING BOARD

Article 23. Composition

23.1. The Association shall be administered by a Governing Board composed of minimum ten (10) members of the Governing Board and maximum fifteen (15) members of the Governing Board. The Immediate Past President shall, as of right, be a member of the Governing Board.

23.2. Each member of the Governing Board shall be a Fellow Member.

23.3. The Governing Board shall be composed as balanced and as representative as possible of the diversity of the Fellow Members by taking into account the geographic diversity of the Fellow Members, and, if possible, no more than two (2) members of the Governing Board shall have the same nationality.

23.4. The members of the Governing Board are appointed for a two (2) years term, renewable once. Their mandate shall be non-remunerated. The Association, upon prior decision of the Governing Board, shall cover part of the travel and accommodation expenses exposed by the members of the Governing Board to attend one or more meeting(s) of the Governing Board.

23.5. The Membership/Nominating Committee shall draw up a list of all proposed candidate members of the Governing Board, containing at least one name more than the number of vacancies at the Governing Board. The Membership/Nominating Committee shall submit this list to the Governing Board at least ninety (90) calendar days in advance of a meeting of the General

Assembly at which one or more member(s) of the Governing Board will be appointed. The Governing Board must inform the Fellow Members as soon as a new appointment by the General Assembly is necessary. The list drawn up by the Membership/Nominating Committee shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Governing Board will be appointed. The list shall indicate for each proposed member of the Governing Board the criterion set out in paragraph 23.2 of the present Article. If there is no list or an incomplete list of candidate members of the Governing Board, the General Assembly may freely appoint without any formality one or more member(s) of the Governing Board out of the Fellow Members. The detailed procedures for the appointment of members of the Governing Board shall be determined in the internal rules, if any.

23.6. Notwithstanding the preceding paragraphs, the constitutive General Assembly of the Association shall be entitled to appoint the first members of the Governing Board and to decide on their term of office.

23.7. The mandate of a member of the Governing Board terminates by expiry of his/her directorship. The mandate of a member of the Governing Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the member of the Governing Board does not attend two (2) consecutive meetings of the Governing Board, except when the member of the Governing Board was absent for a good reason as determined by the Governing Board, or (iii) if the Fellow Member no longer meets the criterion set out in paragraph 23.2 of the present Article.

23.8. The mandate of a member of the Governing Board also terminates upon revocation by the General Assembly. The General Assembly may revoke a member of the Governing Board at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Governing Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the revocation.

23.9. The members of the Governing Board are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the President. In case of termination of the mandate of a member of the Governing Board for whatever reason, except the cases of automatic termination of the mandate of a member of the Governing Board, or revocation, the member of the Governing Board shall continue performing the duties of his/her office until he/she has been replaced within ninety (90) calendar days.

23.10. If the mandate of a member of the Governing Board ceases before its term, for whatever reason, the Governing Board may freely appoint (by co-optation) a new member of the Governing Board for the remainder of the term, provided that the member of the Governing Board appointed (by co-optation) fulfils the criteria for the composition of the Governing Board of the replaced member of the Governing Board.

23.11. In case of termination of the mandate of a member of the Governing Board for whatever reason, the member of the Governing Board shall have no claims for compensation on the

Association or for its assets, without any prejudice to the mandatory labour law provisions, if applicable.

23.12. The Governing Board shall be presided by the President. If the President is unable or unwilling to preside the Governing Board, the Governing Board shall be presided by the Vice-President. If the President and the Vice-President are both unable or unwilling to preside the Governing Board, the Governing Board shall appoint a member of the Governing Board to preside.

23.13. The Governing Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Governing Board.

Article 24. Powers

The Governing Board shall have all powers necessary to accomplish the purposes of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Bylaws. The Governing Board shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

The Governing Board shall in particular have the following powers:

- (a) The transfer of the Association's registered office;
- (b) The determination of the Association's strategies and policies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The admission of new Members;
- (g) The exclusion of Members;
- (h) The appointment and revocation of the Executive Officer, including the discharge to be given;
- (i) The hiring and the dismissal of the employees of the secretariat of the Association;
- (j) In cooperation with the Executive Officer, the delegation of tasks to the secretariat of the Association and the overseeing of it;
- (k) The decision on the amount of the membership fees and the calculation method of the membership fees;
- (l) The decision on the amount of the additional contributions;
- (m) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Executive Officer, the finalization and approval of these documents that must be submitted to the General Assembly for approval;
- (n) The adoption, the amendment and the revocation of the internal rules, if any;
- (o) The adoption of propositions to be submitted to the General Assembly; and
- (p) The decisions to establish, determine the working and governance rules of, and delegate tasks to one or more Committee(s) other than the Executive Committee, the Finance Committee, the Membership/Nominating Committee, the Scientific Research and Education Committee, the Workshop and Meetings Committee, the Communications, Public Relations and

Bylaws Committee and the FUE Standards and Techniques Committee, and the overseeing of this/these.

Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Governing Board shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

The Governing Board shall not authorize that any funds are used and/or spent on actions that advocate a group boycott by Members and/or violate any antitrust or other law. The Governing Board shall not sponsor nor approve any action of the Association or its Members that violates any antitrust or other law.

At any time, the Governing Board may delegate specific powers to one or more member(s) of the Governing Board or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 25. Meetings

The Governing Board shall meet every time the interests of the Association so require and at least twice (2) a year, upon convening by the President, and at such time and place as determined in the convening notice. At least one of the meetings of the Governing Board shall coincide with a meeting of the Ordinary General Assembly. If the President is unable or unwilling to convene the Governing Board, the Governing Board shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Governing Board, the Governing Board shall be convened by the oldest member of the Governing Board (in age).

Article 26. Proxies

Each member of the Governing Board shall have the right, via regular mail or via any other means of written communication (including e-mail), to give a proxy to another member of the Governing Board, to be represented at a Governing Board meeting. No member of the Governing Board may hold more than two (2) proxies.

Article 27. Convenings. Agenda

Convening notices for the Governing Board shall be notified to the members of the Governing Board by the Executive Officer via regular mail or via any other means of written communication (including e-mail) at least ten (10) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Governing Board shall be prepared by the Executive Officer and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted

by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Governing Board (in age).

Each member of the Governing Board shall have the right to propose an additional item to be included on the agenda of the Governing Board, which shall be notified via regular mail or via any other means of written communication (including e-mail) to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Governing Board of the additional item(s) on the agenda of the Governing Board via regular mail or via any other means of written communication (including e-mail) at least three (3) calendar days before the meeting of the Governing Board.

Each member of the Governing Board shall have the right, before, during or after a meeting of the Governing Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Governing Board present or represented at a meeting of the Governing Board shall be considered to have been regularly convened to this meeting.

Article 28. Quorum. Votes

Unless otherwise stipulated in these Bylaws, the Governing Board shall be validly constituted when at least half of the members of the Governing Board are present or represented. In any case, the Governing Board shall always be constituted of at least two (2) members of the Governing Board present.

If half of the members of the Governing Board are not present or represented at the first meeting, a second meeting of the Governing Board may be convened pursuant to Article 27 of these Bylaws, at least ten (10) calendar days after the first meeting of the Governing Board. The second meeting of the Governing Board shall validly deliberate irrespective of the number of members of the Governing Board present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Bylaws, decisions of the Governing Board shall be validly adopted if they obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Governing Board present or represented. Each member of the Governing Board shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the oldest member of the Governing Board (in age) present shall have the decisive vote.

A duly convened meeting of the Governing Board shall be validly held even if all or some of the members of the Governing Board are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members of the Governing Board

to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Governing Board shall be deemed present.

Article 29. Register of minutes

Minutes shall be drawn up at each Governing Board meeting. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including e-mail) by the Executive Officer to the members of the Governing Board. The register of minutes shall be kept at the registered office of the Association where all members of the Governing Board may consult it, without, however, displacing it.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the internal rules, if any.

Article 30. Written procedure

The Governing Board may take decisions via written procedure.

For this purpose, the Executive Officer, upon request of the President, shall send a letter, via regular mail or via any other means of written communication (including e-mail) to all members of the Governing Board, mentioning the agenda and the propositions of the decisions to be taken, with request to the members of the Governing Board to approve the propositions and to send the letter back via regular mail or via any other means of written communication (including e-mail) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of at least half of all members of the Governing Board regarding the items on the agenda and regarding the procedure in writing is not received within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

TITLE VIII. PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER AND IMMEDIATE PAST PRESIDENT

Article 31. Appointment and function of the President, Vice-President, Secretary, Treasurer and Immediate Past President

The President, Vice-President, Secretary, Treasurer and Immediate Past President shall each be a member of the Governing Board.

The Membership/Nominating Committee shall draw up a list of all proposed candidates for the mandates of President, Vice-President, Secretary and/or Treasurer, containing at least one name more than the number of mandates to be filled. The Membership/Nominating Committee shall submit this list to the Governing Board at least ninety (90) calendar days in advance of a meeting of the General Assembly at which the President, Vice-President, Secretary and/or Treasurer will be

appointed. The Governing Board must inform the Fellow Members as soon as a new appointment by the General Assembly is necessary. The list drawn up by the Membership/Nominating Committee shall be attached to the agenda of the meeting of the General Assembly at which a President, Vice-President, Secretary and/or Treasurer will be appointed. If there is no list or an incomplete list of candidate President, Vice-President, Secretary and/or Treasurer, the General Assembly may freely appoint without any formality the President, Vice-President, Secretary and/or Treasurer out of the members of the Governing Board. The detailed procedures for the appointment of President, Vice-President, Secretary, Treasurer and Immediate Past President shall be determined in the internal rules, if any.

Once the mandate of the President has terminated, except in cases of automatic termination of the membership of the Governing Board or revocation, he/she shall, as of right, be the Immediate Past President. In case the mandate of the President has terminated automatically or in case of revocation, no new Immediate Past President shall be appointed until the mandate of the next President has terminated.

No member of the Governing Board shall hold more than two (2) of the following mandates at the same time: the President, Vice-President, Secretary, Treasurer, and Immediate Past President. The mandates shall be non-remunerated. The term of office of the mandates of the President, Vice-President, Secretary and Treasurer is a two (2) year term, renewable once. The term of office of the mandate of the Immediate Past President is a two (2) year term, renewable once, if the mandate of the President is renewed.

Notwithstanding the preceding paragraphs, the constitutive General Assembly of the Association shall be entitled to appoint the first President, the first Vice-President, the first Secretary and the first Treasurer and to decide on their term of office. Once the mandate of the first President has terminated, except in cases of automatic termination of the membership of the Governing Board or revocation, he/she shall, as of right, be the first Immediate Past President. In case the mandate of the first President has terminated automatically or in case of revocation, no first Immediate Past President shall be appointed until the mandate of the next President has terminated.

If the mandate of the President ceases before his/her term, for whatever reason, the Vice-President will become President for the remainder of the term. If the mandate of the Vice-President, Secretary and/or Treasurer ceases before his/her term, for whatever reason, the Governing Board shall freely appoint amongst the members of the Governing Board a new Vice-President, Secretary and/or Treasurer for the remainder of the term.

If the mandate of the Immediate Past President ceases before his/her term, for whatever reason, no new Immediate Past President shall be appointed for the remainder of the term.

Each new President, Vice-President, Secretary or Treasurer who is appointed by the Governing Board to replace a President, Vice-President, Secretary or Treasurer, whose mandate has terminated, shall only be appointed for the remainder of the term of the President, Vice-President, Secretary or Treasurer.

The mandate of the President, the Vice-President, the Secretary, the Treasurer or Immediate Past President terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their membership of the Governing Board.

The Governing Board may further revoke the President as President, the Vice-President as Vice-President, the Secretary as Secretary, the Treasurer as Treasurer, and the Immediate Past President as Immediate Past President at any time and does not need to motivate his/her decision, without any compensation or cost becoming due by the Association, and provided that the President, Vice-President, Secretary, Treasurer or Immediate Past President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Governing Board and prior to the voting on the revocation. The concerned President, Vice-President, Secretary, Treasurer or Immediate Past President shall not participate in the deliberation of the Governing Board regarding such decision or action, and also not to the relevant voting.

The President, Vice-President, Secretary, Treasurer and Immediate Past President are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Governing Board. In case of the end of the mandate of the President, the Vice-President, the Secretary, the Treasurer, or the Immediate Past President, for whatever reason, except the cases of automatic termination of the directorship, or revocation, the President, Vice-President, Secretary, Treasurer or Immediate Past President, as the case may be shall continue performing the duties of his/her office until the Governing Board has provided in his/her replacement within ninety (90) calendar days.

In case of termination of the mandate of the President, the Vice-President, the Secretary, the Treasurer, or the Immediate Past President, for whatever reason, the President, Vice-President, Secretary, Treasurer, or the Immediate Past President, as the case may be shall have no claims for compensation on the Association or for his/her assets, without any prejudice to the mandatory labour law provisions, if applicable.

Article 32. Powers of the President, Vice-President, Secretary, Treasurer and Immediate Past President

32.1. The President shall have the powers specifically granted to him/her by these Bylaws. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Governing Board, after preparation by the Executive Officer;
- (b) Presiding the meetings of the General Assembly and the Governing Board;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Governing Board;
- (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties;

(e) Ensuring the public relations of the Association, particularly regarding communication with third parties; and

(f) In the event of a tie vote, having the casting vote within the Governing Board and the General Assembly.

The President shall be a permanent observer at the General Assembly, the Governing Board, the Executive Committee, the Finance Committee, the Membership/Nominating Committee, the Scientific Research and Education Committee, the Workshop and Meetings Committee, the Communications, Public Relations and Bylaws Committee and the FUE Standards and Techniques Committee, as well as any other Committee, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard.

32.2. The Vice-President shall have the powers specifically reserved for him/her by these Bylaws. As a general rule, the Vice-President shall replace the President in his/her absence.

32.3. The Secretary shall have the powers specifically reserved for him/her by these Bylaws. In particular, the Secretary shall have the following powers:

(a) Keeping minutes and records of all decisions taken at any meeting of the Governing Board or General Assembly;

(b) Preserving all records and papers of the Association, except for the financial records;

(c) Keeping a correct list of all Members of the Association;

(d) Disseminating news, activities and meetings to the Members with the assistance of the Workshops and Meeting Committee; and

(e) Counting the ballots from each election during any meeting and informing the Governing Board and the General Assembly of the results.

32.4. The Treasurer shall have the powers specifically granted to him/her by these Bylaws. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Governing Board. In particular, the Treasurer shall have the following powers:

(a) Requesting and overseeing all funds, bequests and donations for the Association;

(b) Depositing all received funds, bequests and donations on the appropriate bank account;

(c) Disbursing funds from the treasury, on instruction of the Governing Board;

(d) Reporting on the state of the treasury to the General Assembly and the Governing Board at respectively the meeting of the Ordinary General Assembly and the coinciding meeting of the Governing Board, and at any other time as may be necessary; and

(e) Informing the Secretary of any Member who did not pay his/her membership fees or did not comply with a reminder to pay.

TITLE IX. EXECUTIVE COMMITTEE

Article 33. Composition

33.1. The Executive Committee shall be composed of the President, the Vice-President, the Secretary, the Treasurer and, if any, the Immediate Past President. The mandate of the members of the Executive Committee shall be non-remunerated. The Executive Committee shall be chaired by the President.

33.2. The mandate of a member of the Executive Committee terminates as of right and with immediate effect (i) by expiry of his/her membership to the Governing Board, or (ii) by expiry of his/her mandate as President, Vice-President, Secretary, Treasurer and/or Immediate Past President, or (iii) if a member of the Executive Committee does not attend two (2) consecutive meetings of the Executive Committee, except when the member of the Executive Committee was absent for a good reason as determined by the Executive Committee.

33.3. In case of termination of the mandate of a member of the Executive Committee for whatever reason, the member of the Executive Committee shall have no claims for compensation on the Association or for its assets.

33.4. The Executive Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Committee.

Article 34. Powers

The Executive Committee shall have the powers specifically granted to it by these Bylaws. In particular, the Executive Committee shall have the following powers:

- (a) The execution of the decisions of the General Assembly and the Governing Board;
- (b) The preparation of decisions, as the case may be, to be taken by the Governing Board;
- (c) The support to the Chair of the Executive Committee regarding his/her work on ensuring efficient decision-making in the Governing Board and the implementation of the Association's strategy decided by the Governing Board;
- (d) The support to the Executive Officer regarding his/her work; and
- (e) The performance of such other duties and responsibilities as may be assigned by the Governing Board.

At any time, the Executive Committee may delegate specific powers to one or more member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

The Executive Committee shall not represent the Association vis-à-vis third parties. The Executive Committee shall always act under the responsibility of the Governing Board and shall

report periodically to the Governing Board on its actions and activities, and/or at the request of the Governing Board.

Article 35. Meetings

The rules regarding the meetings of the Governing Board provided for in Article 25 of these Bylaws shall apply mutatis mutandis to the meetings for the Executive Committee.

Article 36. Proxies

Each member of the Executive Committee shall have the right, via regular mail or via any other means of written communication (including e-mail), to give a proxy to another member of the Executive Committee, to be represented at an Executive Committee meeting. No member of the Executive Committee may hold more than one (1) proxy.

Article 37. Convenings. Agenda

Convening notices for the Executive Committee shall be notified to the members of the Executive Committee by the Executive Officer via regular mail or via any other means of written communication (including e-mail) at least thirty (30) calendar days before the meeting. Without any prejudice to the previous sentence, the rules regarding the convenings for the Governing Board, the establishment of the agenda of the Governing Board and the rules regarding the right to propose an additional item to be included on the agenda of the Governing Board, provided for in Article 27 of these Bylaws shall apply mutatis mutandis to the convenings for the Executive Committee, the establishment of the agenda of the Executive Committee and the right to propose an additional item on the agenda of the Executive Committee.

Article 38. Quorum. Votes

The rules regarding the quorum and the votes of the Governing Board provided for in Article 28 of these Bylaws shall apply mutatis mutandis to the quorum and the votes of the Executive Committee.

Article 39. Register of minutes

The rules regarding the minutes of the Governing Board provided for in Article 29 of these Bylaws shall apply mutatis mutandis to the minutes of the Executive Committee.

Article 40. Written procedure

The rules regarding the written procedure of the Governing Board provided for in Article 30 of these Bylaws shall apply mutatis mutandis to the written procedure of the Executive Committee.

TITLE X. FINANCE COMMITTEE

Article 41. Composition

41.1. The Finance Committee shall be composed of the Treasurer, the President, the Vice-President, and one (1) member of the Finance Committee appointed by the Governing Board amongst the members of the Governing Board. The mandate of the members of the Finance Committee shall be non-remunerated. The Finance Committee shall be chaired by the Finance Committee Chairman. The Finance Committee Chairman shall be the member of the Finance Committee appointed by the Governing Board amongst the members of the Governing Board.

41.2. Notwithstanding the preceding paragraph, the constitutive General Assembly of the Association shall be entitled to appoint the first Finance Committee Chairman.

41.3. The mandate of a member of the Finance Committee terminates as of right and with immediate effect (i) by expiry of his/her membership to the Governing Board, or (ii) by expiry of his/her mandate as President, Vice-President, and/or Treasurer, or (iii) if a member of the Finance Committee does not attend two (2) consecutive meetings of the Finance Committee, except when the member of the Finance Committee was absent for a good reason as determined by the Finance Committee.

41.4. In case of termination of the mandate of a member of the Finance Committee for whatever reason, the member of the Finance Committee shall have no claims for compensation on the Association or for its assets.

41.5. The accountant of the Association shall be a permanent observer at the Finance Committee, and shall have the right to attend all meetings of the Finance Committee, without voting rights and with the right to be heard. All convening notices to all meetings of the Finance Committee must simultaneously be notified to the accountant of the Association.

41.6. The Finance Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Committee.

Article 42. Powers

The Finance Committee shall have the powers specifically granted to it by these Bylaws. In particular, the Finance Committee shall have the following powers:

- (a) The insurance that the Association's financial resources are used for the advancement of the Association's purposes;
- (b) The modification of the investment plan, as the case may be;
- (c) The making of recommendations to the Governing Board on revisions to the Investment Policy and on the investment advisor's performance;
- (d) The review of investment reports; and

(e) The performance of such other duties and responsibilities as may be assigned by the Governing Board.

At any time, the Finance Committee may delegate specific powers to one or more member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

The Finance Committee shall not represent the Association vis-à-vis third parties. The Finance Committee shall always act under the responsibility of the Governing Board and within the approved budget. The Finance Committee shall report periodically to the Governing Board on his/her actions and activities, and/or at the request of the Governing Board.

Article 43. Meetings

The rules regarding the meetings of the Governing Board provided for in Article 25 of these Bylaws shall apply mutatis mutandis to the meetings for the Finance Committee.

Article 44. Proxies

The rules regarding the proxies for the Executive Committee's meetings provided for in Article 36 of these Bylaws shall apply mutatis mutandis to the proxies of the Finance Committee's meetings.

Article 45. Convenings. Agenda

The rules regarding the convenings and agendas of the Executive Committee provided for in Article 37 of these Bylaws shall apply mutatis mutandis to the convenings and agendas of the Finance Committee.

Article 46. Quorum. Votes

The rules regarding the quorum and the votes of the Governing Board provided for in Article 28 of these Bylaws shall apply mutatis mutandis to the quorum and the votes of the Finance Committee.

The Association's accountant shall not have a vote.

Article 47. Register of minutes

The rules regarding the minutes of the Governing Board provided for in Article 29 of these Bylaws shall apply mutatis mutandis to the minutes of the Finance Committee.

Article 48. Written procedure

The rules regarding the written procedure of the Governing Board provided for in Article 30 of these Bylaws shall apply mutatis mutandis to the written procedure of the Finance Committee.

TITLE XI. MEMBERSHIP/NOMINATING COMMITTEE

Article 49. Composition

49.1. The Governing Board shall establish a Membership/Nominating Committee which shall be composed of four (4) members of the Membership/Nominating Committee appointed amongst the Members. The mandate of the members of the Membership/Nominating Committee shall be non-remunerated. The members of the Membership/Nominating Committee are appointed for a two (2) years term, renewable once. The Membership/Nominating Committee shall be chaired by the Membership/Nominating Committee Chairman. The Membership/Nominating Committee Chairman shall be appointed by the Governing Board amongst the members of the Membership/Nominating Committee who are also members of the Governing Board.

49.2. Notwithstanding the preceding paragraph, the constitutive General Assembly of the Association shall be entitled to appoint the first Membership/Nominating Committee Chairman.

49.3. The mandate of a member of the Membership/Nominating Committee terminates as of right and with immediate effect (i) by expiry of his/her membership to the Governing Board, or (ii) by death or incapacity, or (iii) if a member of the Membership/Nominating Committee is no longer a Member, or (iv) if a member of the Membership/Nominating Committee does not attend two (2) consecutive meetings of the Membership/Nominating Committee, except when the member of the Membership/Nominating Committee was absent for a good reason as determined by the Membership/Nominating Committee.

49.4. The mandate of a member of the Membership/Nominating Committee also terminates upon revocation by the Governing Board. The Governing Board may revoke a member of the Membership/Nominating Committee at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Membership/Nominating Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Governing Board and prior to the voting on the revocation.

49.5. The members of the Membership/Nominating Committee are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Executive Officer. In case of termination of the mandate of a member of the Membership/Nominating Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Membership/Nominating Committee, or revocation, the member of the Governing Board shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

49.6. In case of termination of the mandate of a member of the Membership/Nominating Committee for whatever reason, the member of the Membership/Nominating Committee shall have no claims for compensation on the Association or for its assets.

49.7. The Membership/Nominating Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Membership/Nominating Committee.

Article 50. Powers

The Membership/Nominating Committee shall have the powers specifically granted to it by these Bylaws. In particular, the Membership/Nominating Committee shall have the following powers:

- (a) Receiving and reviewing all membership applications;
- (b) Submitting on a regular basis to the Executive Officer and the Governing Board a report with recommendations for membership; and
- (c) Soliciting, qualifying and proposing Members for election to the Governing Board.

At any time, the Membership/Nominating Committee may delegate specific powers to one or more member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

The Membership/Nominating Committee shall not represent the Association vis-à-vis third parties. The Membership/Nominating Committee shall always act under the responsibility of the Governing Board and shall report periodically to the Governing Board on its actions and activities, and/or at the request of the Governing Board.

Article 51. Meetings

The rules regarding the meetings of the Governing Board provided for in Article 25 of these Bylaws shall apply mutatis mutandis to the meetings for the Membership/Nominating Committee.

Article 52. Proxies

The rules regarding the proxies for the Executive Committee's meetings provided for in Article 36 of these Bylaws shall apply mutatis mutandis to the proxies of the Membership/Nominating Committee's meetings.

Article 53. Convenings. Agenda

The rules regarding the convenings and agendas of the Executive Committee provided for in Article 37 of these Bylaws shall apply mutatis mutandis to the convenings and agendas of the Membership/Nominating Committee.

Article 54. Quorum. Votes

The rules regarding the quorum and the votes of the Governing Board provided for in Article 28 of these Bylaws shall apply mutatis mutandis to the quorum and the votes of the Membership/Nominating Committee.

Article 55. Register of minutes

The rules regarding the minutes of the Governing Board provided for in Article 29 of these Bylaws shall apply mutatis mutandis to the minutes of the Membership/Nominating Committee.

Article 56. Written procedure

The rules regarding the written procedure of the Governing Board provided for in Article 30 of these Bylaws shall apply mutatis mutandis to the written procedure of the Membership/Nominating Committee.

TITLE XII. SCIENTIFIC RESEARCH AND EDUCATION COMMITTEE

Article 57. Composition

57.1. The Governing Board shall establish a Scientific Research and Education Committee which shall be composed of ten (10) members of the Scientific Research and Education Committee appointed amongst the Members. The mandate of the members of the Scientific Research and Education Committee shall be non-remunerated. The members of the Scientific Research and Education Committee are appointed for a two (2) years term, renewable once. The Scientific Research and Education Committee shall be chaired by the Scientific Research and Education Committee Chairman. The Scientific Research and Education Committee Chairman shall be appointed by the Governing Board amongst the members of the Scientific Research and Education Committee who are also members of the Governing Board.

57.2. Notwithstanding the preceding paragraph, the constitutive General Assembly of the Association shall be entitled to appoint the first Scientific Research and Education Committee Chairman.

57.3. The mandate of a member of the Scientific Research and Education Committee terminates as of right and with immediate effect (i) by expiry of his/her membership to the Governing Board, or (ii) by death or incapacity, or (iii) if a member of the Scientific Research and Education Committee is no longer a Member, or (iv) if a member of the Scientific Research and Education Committee does not attend two (2) consecutive meetings of the Scientific Research and Education Committee, except when the member of the Scientific Research and Education Committee was absent for a good reason as determined by the Scientific Research and Education Committee.

57.4. The mandate of a member of the Scientific Research and Education Committee also terminates upon revocation by the Governing Board. The Governing Board may revoke a member of the Scientific Research and Education Committee at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Scientific Research and Education Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Governing Board and prior to the voting on the revocation.

57.5. The members of the Scientific Research and Education Committee are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Executive Officer. In case of termination of the mandate of a member of the Scientific Research and Education Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Scientific Research and Education Committee, or revocation, the member of the Governing Board shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

57.6. In case of termination of the mandate of a member of the Scientific Research and Education Committee for whatever reason, the member of the Scientific Research and Education Committee shall have no claims for compensation on the Association or for its assets.

57.7. The Scientific Research and Education Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Scientific Research and Education Committee.

Article 58. Powers

The Scientific Research and Education Committee shall have the powers specifically granted to it by these Bylaws. In particular, the Scientific Research and Education Committee shall have the following powers:

- (a) Being responsible for research and innovation in the area of FUE including procedures and instrumentation;
- (b) Being responsible for the educational content at workshops and meetings; and
- (c) Seeking out educational opportunities for the Members in the area of FUE.

At any time, the Scientific Research and Education Committee may delegate specific powers to one or more member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

The Scientific Research and Education Committee shall not represent the Association vis-à-vis third parties. The Scientific Research and Education Committee shall always act under the responsibility of the Governing Board and shall report periodically to the Governing Board on its actions and activities, and/or at the request of the Governing Board.

Article 59. Meetings

The rules regarding the meetings of the Governing Board provided for in Article 25 of these Bylaws shall apply mutatis mutandis to the meetings for the Scientific Research and Education Committee.

Article 60. Proxies

The rules regarding the proxies for the Executive Committee's meetings provided for in Article 36 of these Bylaws shall apply mutatis mutandis to the proxies of the Scientific Research and Education Committee's meetings.

Article 61. Convenings. Agenda

The rules regarding the convenings and agendas of the Executive Committee provided for in Article 37 of these Bylaws shall apply mutatis mutandis to the convenings and agendas of the Scientific Research and Education Committee.

Article 62. Quorum. Votes

The rules regarding the quorum and the votes of the Governing Board provided for in Article 28 of these Bylaws shall apply mutatis mutandis to the quorum and the votes of the Scientific Research and Education Committee.

Article 63. Register of minutes

The rules regarding the minutes of the Governing Board provided for in Article 29 of these Bylaws shall apply mutatis mutandis to the minutes of the Scientific Research and Education Committee.

Article 64. Written procedure

The rules regarding the written procedure of the Governing Board provided for in Article 30 of these Bylaws shall apply mutatis mutandis to the written procedure of the Scientific Research and Education Committee.

TITLE XIII. WORKSHOPS AND MEETINGS COMMITTEE

Article 65. Composition

65.1. The Governing Board shall establish a Workshop and Meetings Committee which shall be composed of four (4) members of the Workshop and Meetings Committee appointed amongst the Members. The mandate of the members of the Workshop and Meetings Committee shall be non-remunerated. The members of the Workshop and Meetings Committee are appointed for a two (2) years term, renewable once. The Workshop and Meetings Committee shall be chaired

by the Workshop and Meetings Committee Chairman. The Workshop and Meetings Committee Chairman shall be appointed by the Governing Board amongst the members of the Workshop and Meetings Committee who are also members of the Governing Board.

65.2. Notwithstanding the preceding paragraph, the constitutive General Assembly of the Association shall be entitled to appoint the first Workshop and Meetings Committee Chairman.

65.3. The mandate of a member of the Workshop and Meetings Committee terminates as of right and with immediate effect (i) by expiry of his/her membership to the Governing Board, or (ii) by death or incapacity, or (iii) if a member of the Workshop and Meetings Committee is no longer a Member, or (iv) if a member of the Workshop and Meetings Committee does not attend two (2) consecutive meetings of the Workshop and Meetings Committee, except when the member of the Workshop and Meetings Committee was absent for a good reason as determined by the Workshop and Meetings Committee.

65.4. The mandate of a member of the Workshop and Meetings Committee also terminates upon revocation by the Governing Board. The Governing Board may revoke a member of the Workshop and Meetings Committee at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Workshop and Meetings Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Governing Board and prior to the voting on the revocation.

65.5. The members of the Workshop and Meetings Committee are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Executive Officer. In case of termination of the mandate of a member of the Workshop and Meetings Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Workshop and Meetings Committee, or revocation, the member of the Governing Board shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

65.6. In case of termination of the mandate of a member of the Workshop and Meetings Committee for whatever reason, the member of the Workshop and Meetings Committee shall have no claims for compensation on the Association or for its assets.

65.7. The Workshop and Meetings Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Workshop and Meetings Committee.

Article 66. Powers

The Workshops and Meetings Committee shall have the powers specifically granted to it by these Bylaws. In particular, the Workshops and Meetings Committee shall have the following powers:

- (a) Assisting the Executive Officer in presenting venue options to the Governing Board;
- and
- (b) Assisting the Executive Officer in presenting to the Governing Board the decision-making process regarding all aspects of the workshops and meetings including the organization of educational contents of both the lectures and surgical observation/hands-on surgical sessions.

At any time, the Workshops and Meetings Committee may delegate specific powers to one or more member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

The Workshops and Meetings Committee shall not represent the Association vis-à-vis third parties. The Workshops and Meetings Committee shall always act under the responsibility of the Governing Board and shall report periodically to the Governing Board on its actions and activities, and/or at the request of the Governing Board.

Article 67. Meetings

The rules regarding the meetings of the Governing Board provided for in Article 25 of these Bylaws shall apply mutatis mutandis to the meetings for the Workshops and Meetings Committee.

Article 68. Proxies

The rules regarding the proxies for the Executive Committee's meetings provided for in Article 36 of these Bylaws shall apply mutatis mutandis to the proxies of the Workshops and Meetings Committee's meetings.

Article 69. Convenings. Agenda

The rules regarding the convenings and agendas of the Executive Committee provided for in Article 37 of these Bylaws shall apply mutatis mutandis to the convenings and agendas of the Workshops and Meetings Committee.

Article 70. Quorum. Votes

The rules regarding the quorum and the votes of the Governing Board provided for in Article 28 of these Bylaws shall apply mutatis mutandis to the quorum and the votes of the Workshops and Meetings Committee.

Article 71. Register of minutes

The rules regarding the minutes of the Governing Board provided for in Article 29 of these Bylaws shall apply mutatis mutandis to the minutes of the Workshops and Meetings Committee

Article 72. Written procedure

The rules regarding the written procedure of the Governing Board provided for in Article 30 of these Bylaws shall apply mutatis mutandis to the written procedure of the Workshops and Meetings Committee.

TITLE XIV. COMMUNICATIONS, PUBLIC RELATIONS AND BYLAWS COMMITTEE

Article 73. Composition

73.1. The Governing Board shall establish a Communications, Public Relations and Bylaws Committee which shall be composed of four (4) members of the Communications, Public Relations and Bylaws Committee appointed amongst the Members. The mandate of the members of the Communications, Public Relations and Bylaws Committee shall be non-remunerated. The members of the Communications, Public Relations and Bylaws Committee are appointed for a two (2) years term, renewable once. The Communications, Public Relations and Bylaws Committee shall be chaired by the Communications, Public Relations and Bylaws Chairman. The Communications, Public Relations and Bylaws Chairman shall be appointed by the Governing Board amongst the members of the Communications, Public Relations and Bylaws who are also members of the Governing Board.

73.2. Notwithstanding the preceding paragraph, the constitutive General Assembly of the Association shall be entitled to appoint the first Communications, Public Relations and Bylaws Chairman.

73.3. The mandate of a member of the Communications, Public Relations and Bylaws Committee terminates as of right and with immediate effect (i) by expiry of his/her membership to the Governing Board, or (ii) by death or incapacity, or (iii) if a member of the Communications, Public Relations and Bylaws Committee is no longer a Member, or (iv) if a member of the Communications, Public Relations and Bylaws Committee does not attend two (2) consecutive meetings of the Communications, Public Relations and Bylaws Committee, except when the member of the Communications, Public Relations and Bylaws Committee was absent for a good reason as determined by the Communications, Public Relations and Bylaws Committee.

73.4. The mandate of a member of the Communications, Public Relations and Bylaws Committee also terminates upon revocation by the Governing Board. The Governing Board may revoke a member of the Communications, Public Relations and Bylaws Committee at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Communications, Public Relations and Bylaws

Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Governing Board and prior to the voting on the revocation.

73.5. The members of the Communications, Public Relations and Bylaws Committee are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Executive Officer. In case of termination of the mandate of a member of the Communications, Public Relations and Bylaws Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the Communications, Public Relations and Bylaws Committee, or revocation, the member of the Governing Board shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

73.6. In case of termination of the mandate of a member of the Communications, Public Relations and Bylaws Committee for whatever reason, the member of the Communications, Public Relations and Bylaws Committee shall have no claims for compensation on the Association or for its assets.

73.7. The Communications, Public Relations and Bylaws Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Communications, Public Relations and Bylaws Committee.

Article 74. Powers

The Communications, Public relations and Bylaws Committee shall have the powers specifically granted to it by these Bylaws. In particular, the Communications, Public relations and Bylaws Committee shall have the following powers:

- (a) Gathering pertinent contents for the online periodical of the Association;
- (b) Forwarding up-to-date articles and photos to the Association's administration for editing and publication;
- (c) Being responsible for the assistance of the Association with its administration to obtain up-to-date contact information for trade publications and current information regarding trade events where the presence of the Association might be advantageous; and
- (d) Being responsible for presenting amendments to the Bylaws to the Governing Board.

At any time, the Communications, Public relations and Bylaws Committee may delegate specific powers to one or more member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

The Communications, Public relations and Bylaws Committee shall not represent the Association vis-à-vis third parties. The Communications, Public relations and Bylaws Committee shall always act under the responsibility of the Governing Board and shall report periodically to the Governing Board on its actions and activities, and/or at the request of the Governing Board.

Article 75. Meetings

The rules regarding the meetings of the Governing Board provided for in Article 25 of these Bylaws shall apply mutatis mutandis to the meetings for the Communications, Public relations and Bylaws Committee.

Article 76. Proxies

The rules regarding the proxies for the Executive Committee's meetings provided for in Article 36 of these Bylaws shall apply mutatis mutandis to the proxies of the Communications, Public relations and Bylaws Committee's meetings.

Article 77. Convenings. Agenda

The rules regarding the convenings and agendas of the Executive Committee provided for in Article 37 of these Bylaws shall apply mutatis mutandis to the convenings and agendas of the Communications, Public relations and Bylaws Committee.

Article 78. Quorum. Votes

The rules regarding the quorum and the votes of the Governing Board provided for in Article 28 of these Bylaws shall apply mutatis mutandis to the quorum and the votes of the Communications, Public relations and Bylaws Committee.

Article 79. Register of minutes

The rules regarding the minutes of the Governing Board provided for in Article 29 of these Bylaws shall apply mutatis mutandis to the minutes of the Communications, Public relations and Bylaws Committee.

Article 80. Written procedure

The rules regarding the written procedure of the Governing Board provided for in Article 30 of these Bylaws shall apply mutatis mutandis to the written procedure of the Communications, Public relations and Bylaws Committee.

TITLE XV. FUE STANDARDS AND TECHNIQUE COMMITTEE

Article 81. Composition

81.1. The Governing Board shall establish a FUE Standards and Technique Committee which shall be composed of seven (7) members of the FUE Standards and Technique Committee appointed amongst the Members. The mandate of the members of the FUE Standards and Technique Committee shall be non-remunerated. The members of the FUE Standards and Technique Committee are appointed for a two (2) years term, renewable once. The FUE Standards

and Technique Committee shall be chaired by the FUE Standards and Technique Committee Chairman. The FUE Standards and Technique Committee Chairman shall be appointed by the Governing Board amongst the members of the FUE Standards and Technique Committee who are also members of the Governing Board.

81.2. Notwithstanding the preceding paragraph, the constitutive General Assembly of the Association shall be entitled to appoint the first FUE Standards and Technique Committee Chairman.

81.3. The mandate of a member of the FUE Standards and Technique Committee terminates as of right and with immediate effect (i) by expiry of his/her membership to the Governing Board, or (ii) by death or incapacity, or (iii) if a member of the FUE Standards and Technique Committee is no longer a Member, or (iv) if a member of the FUE Standards and Technique Committee does not attend two (2) consecutive meetings of the FUE Standards and Technique Committee, except when the member of the FUE Standards and Technique Committee was absent for a good reason as determined by the FUE Standards and Technique Committee.

81.4. The mandate of a member of the FUE Standards and Technique Committee also terminates upon revocation by the Governing Board. The Governing Board may revoke a member of the FUE Standards and Technique Committee at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the FUE Standards and Technique Committee concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Governing Board and prior to the voting on the revocation.

81.5. The members of the FUE Standards and Technique Committee are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Executive Officer. In case of termination of the mandate of a member of the FUE Standards and Technique Committee for whatever reason, except the cases of automatic termination of the mandate of a member of the FUE Standards and Technique Committee, or revocation, the member of the Governing Board shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

81.6. In case of termination of the mandate of a member of the FUE Standards and Technique Committee for whatever reason, the member of the FUE Standards and Technique Committee shall have no claims for compensation on the Association or for its assets.

81.7. The FUE Standards and Technique Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the FUE Standards and Technique Committee.

Article 82. Powers

The FUE Standards and Technique Committee shall have the powers specifically granted to it by these Bylaws. In particular, the FUE Standards and Technique Committee shall have the following powers:

- (a) Being responsible for establishing techniques in FUE procedures;
- (b) Being responsible for the updating of techniques in FUE procedures and adding new ones as they become applicable;
- (c) Being responsible for the establishment of standards of practice among Members and dispersing these standards throughout the Association; and
- (d) Being current of worldwide laws and trends in the area of FUE and addressing these issues professionally within the Association.

At any time, the FUE Standards and Technique Committee may delegate specific powers to one or more member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

The FUE Standards and Technique Committee shall not represent the Association vis-à-vis third parties. The FUE Standards and Technique Committee shall always act under the responsibility of the Governing Board and shall report periodically to the Governing Board on its actions and activities, and/or at the request of the Governing Board.

Article 83. Meetings

The rules regarding the meetings of the Governing Board provided for in Article 25 of these Bylaws shall apply mutatis mutandis to the meetings for the FUE Standards and Technique Committee.

Article 84. Proxies

The rules regarding the proxies for the Executive Committee's meetings provided for in Article 36 of these Bylaws shall apply mutatis mutandis to the proxies of the FUE Standards and Technique Committee's meetings.

Article 85. Convenings. Agenda

The rules regarding the convenings and agendas of the Executive Committee provided for in Article 37 of these Bylaws shall apply mutatis mutandis to the convenings and agendas of the FUE Standards and Technique Committee.

Article 86. Quorum. Votes

The rules regarding the quorum and the votes of the Governing Board provided for in Article 28 of these Bylaws shall apply mutatis mutandis to the quorum and the votes of the FUE Standards and Technique Committee.

Article 87. Register of minutes

The rules regarding the minutes of the Governing Board provided for in Article 29 of these Bylaws shall apply mutatis mutandis to the minutes of the FUE Standards and Technique Committee

Article 88. Written procedure

The rules regarding the written procedure of the Governing Board provided for in Article 30 of these Bylaws shall apply mutatis mutandis to the written procedure of the FUE Standards and Technique Committee.

TITLE XVI. COMMITTEES

Article 89. Committees

Besides the Executive Committee, the Finance Committee, the Membership/Nominating Committee, the Scientific Research and Education Committee, the Workshop and Meetings Committee, the Communications, Public Relations and Bylaws Committee and the FUE Standards and Technique Committee, the Governing Board may establish and delegate tasks to one or more Committee(s). The Committee(s) shall have a supporting role to the Governing Board on specific issues. The Governing Board shall determine among others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes of the Committee(s).

The Committee(s) may be composed of Members who (i) must be experts in the respective fields covered by the Committee(s) concerned and (ii) are able to substantially contribute to support the Governing Board. The Committee(s) shall be chaired by a chair and, as the case may be, one or more vice-chairmen may be appointed.

The Committee(s) shall not represent the Association vis-à-vis third parties.

The Committee(s) shall always act under the responsibility of the Governing Board and shall report periodically to the Governing Board on its/their activities, and/or at the request of the Governing Board.

The Committee(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Committees.

Any member of the Governing Board shall have the right to attend the meetings of the Committees without voting right and with the right to be heard.

TITLE XVII. EXECUTIVE OFFICER

Article 90. Appointment and function of the Executive Officer

The Governing Board may appoint a natural person or legal entity, not being a member of the Governing Board, as Executive Officer. His/her/its office may be remunerated. The Association shall cover all reasonable expenses exposed by the Executive Officer. The Executive Officer's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Governing Board.

Notwithstanding the preceding paragraph, the constitutive General Assembly of the Association shall be entitled to appoint the first Executive Officer.

The mandate of the Executive Officer terminates as of right and with immediate effect (i) by death or incapacity, or (ii) if the Executive Officer is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

Unless otherwise agreed, the Governing Board may revoke the Executive Officer at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the Association, and (iii) any prejudice to the mandatory labour law provisions, if applicable.

The Executive Officer is free to resign from his/her/its office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, his/her/its resignation to the Governing Board, without any prejudice to the mandatory labour law provisions, if applicable. In case of termination of the mandate of the Executive Officer for whatever reason, except the cases of automatic termination of the mandate of the Executive Officer or revocation, the Executive Officer shall continue performing the duties of his/her/its office until the Governing Board has provided in his/her replacement within sixty (60) calendar days.

In case of the end of the mandate of the Executive Officer for whatever reason, the Executive Officer shall have no claims for compensation on the Association or for its assets, without any prejudice to the mandatory labour law provisions, if applicable.

The Executive Officer shall be a permanent observer at the General Assembly, the Governing Board, the Executive Committee, the Finance Committee, the Membership/Nominating Committee, the Scientific Research and Education Committee, the Workshop and Meetings Committee, the Communications, Public Relations and Bylaws Committee and the FUE Standards and Techniques Committee, and any other Committee, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All

convening notices to all meetings of the aforementioned bodies must simultaneously be notified to the Executive Officer.

Article 91. Powers of the Executive Officer

The Executive Officer shall have the powers specifically granted to him/her by these Bylaws. In particular, the Executive Officer shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
 - (b) In cooperation with the President, the coordination and the organization of the Ordinary General Assembly;
 - (c) In cooperation with the President, the coordination and the organization of the Governing Board's meetings;
 - (d) In cooperation with the Governing Board, the delegation of tasks to the secretariat of the Association and the overseeing of it;
 - (e) Submitting the applications for admission to membership to the Governing Board;
 - (f) Executing the decisions of the Governing Board;
 - (g) Sending the convening notices of the General Assembly and the Governing Board;
- and
- (h) After consultation with the Treasurer, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Governing Board for finalization and approval.

The Executive Officer shall always act under the responsibility of the Governing Board and within the approved budget. The Executive Officer shall report periodically to the Governing Board on his/her/its actions and activities, and/or at the request of the Governing Board.

TITLE XVIII. RESPONSIBILITY

Article 92. Responsibility

The members of the Governing Board, the President, the Vice-President, the Treasurer, the Secretary, the Immediate Past President and the Executive Officer are not personally bound by the obligations of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non)-performance of their duties and tasks.

TITLE XIX. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 93. External representation of the Association

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Governing Board, acting jointly.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Executive Officer, acting alone.

None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Governing Board, the President acting alone, or two (2) members of the Governing Board, acting jointly, or, within the framework of daily management, by the Executive Officer, acting alone.

TITLE XX. INTERNAL RULES AND PROCEDURES

Article 94. Internal rules and procedures

To detail and complete the provisions of these Bylaws, the Governing Board may adopt, amend and/or revoke internal rules.

The Governing Board is further entitled to adopt Governing Board internal procedures and any other kind of statement that falls within the scope of its powers.

TITLE XXI. FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS

Article 95. Financial year

The financial year of the Association shall run from 1 January to 31 December, with the exception of the first financial year of the Association, which shall run from the date on which the Association has acquired legal personality until 31 December 2016.

Article 96. Annual Accounts. Budget

The Governing Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

Each year, within six (6) months following the end of the financial year, the Governing Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

The draft annual accounts and the draft budget shall be circulated via e-mail amongst all Members at least sixty (60) calendar days before the Ordinary General Assembly.

Article 97. Auditing of the accounts

If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren*”, for a three (3) years term.

If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XXII. AMENDMENTS TO THESE BYLAWS

Article 98. Amendments to these Bylaws

The General Assembly can validly decide on amendments to these Bylaws only if (i) at least half of the Fellow Members are present or represented and (ii) the decisions to amend obtain a seventy percent (70%) majority of the votes cast by the Fellow Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the Fellow Member who has been designated by the General Assembly to preside the General Assembly shall have the decisive vote.

If half of the Fellow Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Bylaws, at least sixty (60) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Fellow Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

The main terms of any proposal to amend these Bylaws shall be explicitly mentioned in the agenda of the convening notice to the Members and the members of the Governing Board.

The date on which the amendments to these Bylaws shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Bylaws.

Any decision of the General Assembly relating to the amendments of these Bylaws is subject to the additional requirements imposed by applicable law. In particular, when the law

requires it, the amendments to these Bylaws must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XXIII. DISSOLUTION. LIQUIDATION

Article 99. Dissolution. Liquidation

The General Assembly can validly pronounce the dissolution of the Association only if (i) at least half of the Fellow Members are present or represented and (ii) the decision obtains a seventy percent (70%) majority of the votes cast by the Fellow Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote is the President, and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the Fellow Member who has been designated by the General Assembly to preside the General Assembly shall have the decisive vote.

If half of the Fellow Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Bylaws, at least sixty (60) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Fellow Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

Any proposition to dissolve the Association shall be explicitly mentioned in the agenda of the convening notice to the Members and the members of the Governing Board.

Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Governing Board shall be deemed to be jointly in charge of the Association's liquidation.

The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose.

TITLE XXIV. VARIA

Article 100. Varia

Anything that is not provided for in these Bylaws or the internal rules, if any, shall be governed by the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations. In the event there is a conflict between these

Bylaws and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Bylaws shall prevail.

Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association's name and logo(s) in any manner unless they received a prior and written authorisation from the Governing Board to do so. Members shall have no claim on the Association's assets.

The business of the Association shall be conducted in English, without any prejudice to applicable legal obligations. These Bylaws are written in French and English, but only the French version shall be the official text.