

## Section B

Copy to be published in the annexes to the *Moniteur belge* (the Belgian Official Gazette) after the deed has been filed with the registry

Reserved for the *Moniteur belge*

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Registry

Bijlagen bij het Belgisch Staatsblad - 25/10/2023 – Annexes: *Moniteur belge*

Company No. 0825567394  
**Name**  
 (in full) : **SMOKEFREE PARTNERSHIP**  
 (in short) : **SFP**

Legal Form: Private Foundation

Full address of head office: Chaussée de Louvain 479  
1030 Schaerbeek

**Subject of the document:** BY-LAWS (TRANSLATION, CO-ORDINATION, OTHER AMENDMENTS)

It appears from the original document drawn up by Maître **Vincent Vroninks**, notary in partnership in Ixelles, on 09 October 2023, bearing the following registration particulars:  
*"index 2023/1652 Roll(s): 10 Cross-reference(s): 0 Registered at the registry office BUREAU SÉCURITÉ JURIDIQUE BRUXELLES 5 on 16-10-2023 Reference ACP (5) Volume 000 Sheet 000 Box 24931 Fees paid: fifty point zero euros (€ 50.00) Tax officer"*

that the board of directors of the private foundation "**SMOKEFREE PARTNERSHIP**", "**SFP**" in abbreviation, having its head office in Schaerbeek (1030 Brussels), at Chaussée de Louvain 479, has decided the following:

**First resolution: adoption of a new text of the by-laws**

The board confirms that the company is subject to the provisions of the Belgian Code on companies and associations.

The board therefore resolves to adopt a new full text of the by-laws, in accordance with the provisions of the Code on companies and associations, as follows:

**"BY-LAWS**

Article 1. Name

The private foundation is named "**SMOKEFREE PARTNERSHIP**", "**SFP**" in abbreviation.

All deeds, invoices, advertisements, publications and other documents issued by the foundation must mention the name, preceded or followed immediately by the words "private foundation", together with the address of its head office.

Article 2. Head office

The head office of the foundation is established in the Brussels Capital Region.

It may be transferred to any place in the Brussels Capital Region or the French-speaking region of Belgium, by simple decision of the administrative body which has all necessary powers to place on record any resulting amendment of the by-laws, although this must not entail a change in the language of the by-laws.

The administrative body must ensure that any transfer of the head office is published in the annexes to the *Moniteur belge* [Belgian Official Gazette].

Article 3. Object

The object of the foundation is to fund and implement a programme of studies and information on tobacco control aimed at policymakers and opinion leaders at European level, in collaboration with health agencies and organizations active within the European Union and in liaison with the anti-tobacco networks.

It undertakes the following activities in furtherance of this object:

1. Monitoring of policies, laws, regulations and programmes relating to tobacco control at European level;
2. Targeted and organized dissemination amongst policymakers and opinion leaders at European level of information on scientific aspects and effective measures relating to:

- protection against exposure to tobacco smoke and tobacco-free policies;

Entry on the last page of Section B :

**On the front** : Name and capacity of the attesting notary or the person or persons with power to represent the legal person vis-à-vis third parties

**On the back** : Name and signature (not applicable to "Entry" type documents).

- the prices of tobacco products and the fight against the illegal tobacco trade;
- the regulation of tobacco products and nicotine products
- implementation of the Framework Convention on Tobacco Control of the World Health Organization and the preparation of protocols.

The foundation may perform any act, undertake any activity, carry out any operation and take any step or initiative capable of contributing directly or indirectly to the achievement of its object. It may, to this end, purchase, sell, lease or lease out, possess any movable or immovable property and installations, mortgage same and accept, subject to the authorizations required by law, any inter vivos or testamentary gifts.

The foundation may not procure material gain for the founders, board members or any other person except, in the latter case, if this relates to achievement of the disinterested purpose.

#### Article 4. Term

The foundation is established for an indefinite term.

#### Article 5. Composition of the administrative body

The foundation is administered by an administrative body made up of at least three (3) members, who are natural persons.

Board members are appointed for a three-year term by the administrative body, deciding by majority vote. The board members' term of office expires immediately following the annual meeting of the administrative body.

Each organization contributing a minimum of twenty-five thousand euros (€25,000) per year to the foundation shall be entitled to submit a candidate for appointment to the board of the foundation.

Board members whose term of office has expired remain in post until replaced.

The administrative body chooses a president, treasurer and, if required, a vice-president from amongst its members. The administrative body also appoints a director, who must not be a board member.

#### Article 6. End of term of office - Vacancy

A board member's term of office ends through:

- voluntary resignation, subject to thirty (30) days' notice in writing given to the administrative body;
- expiry of the term of office, in which case the outgoing member may stand for re-election;
- death;
- voluntary dissolution;
- bankruptcy, insolvency, civil incapacity or placing under provisional administration;
- revocation decided by the administrative body;
- revocation decided by the court of first instance in the arrondissement in which the foundation has its head office, in the cases stipulated by law.

Revocation is decided by the administrative body by a three-quarters (3/4) majority vote of the board members present or represented, the presence in person or by proxy of all board members being required. Revocation need not be reasoned. The board member concerned may not take part in the discussion, but shall have the opportunity to be heard.

In the event of vacancy of one or more positions on the board, the remaining members may fill these provisionally. Any member thus appointed completes the term of office of the member being replaced, pending nomination of a new board member in accordance with Article 5.

If, upon expiry of a term of office, the number of board members falls below three (3), the remaining members must arrange a replacement pending nomination of a new board member.

#### Article 7. Liability

The foundation is liable for faults attributable to its officers or the bodies through which its will is exercised.

The board members, director and persons delegated to undertake day-to-day management do not, in that capacity, contract any personal obligation in relation to the foundation's commitments. Their liability is restricted to fulfilment of the mandates and tasks entrusted to them and any faults committed in their management.

#### Article 8. Meeting of the administrative body

The administrative body meets whenever the foundation's interest so requires or a board member deems it necessary and at least once per year. Each member is empowered to convene the administrative body.

Notices of meeting are sent at least eight days in advance, except in case of urgency to be justified in the minutes of the meeting. Notices contain the agenda, date, time and place of the meeting and are sent by letter, air mail, fax, e-mail or any other means of (tele)communication embodied in a written document.

Notices of meeting are deemed to have been issued at the time of despatch.

The director is responsible for preparing and sending the notices. The director prepares the draft minutes of each meeting and draws up the final minutes.

When all the board members are present or validly represented, there is no need to prove prior notice.

Meetings are held at the head office or the place shown in the notices. A meeting held by conference call or videoconference is deemed to have taken place at the foundation's head office.

Meetings are chaired by the president of the administrative body or, in the event of unavailability of the latter, by a board member chosen by the other members. If, in the latter case, no agreement can be reached, the meeting is chaired by the vice-president or treasurer.

Article 9. Deliberations - Representation of absent members

A. Subject to the provisions of Articles 5 and 6 and except in the cases referred to in Article 17 of these by-laws, the administrative body may not deliberate and pass resolutions unless at least the majority of its members are present or represented. If this latter condition is not fulfilled, a further meeting may be called, which shall be entitled to deliberate and take valid decisions on the matters placed on the agenda of the previous meeting, provided that at least two board members are present.

Any board member may, by means of a document bearing his or her signature, including digital signature within the meaning of Article 1322 of the Civil Code, sent by letter, fax, e-mail or any other means of communication referred to in Article 2281 of the same Code, give proxy to another member of the administrative body or director to represent him or her at a particular meeting of the administrative body and vote there in his or her stead.

In compliance with the rules on deliberation and collegiality and without prejudice to the provisions hereunder with regard to unanimous written consent, a representative may not hold more than two (2) proxies.

For any General Meeting which must be recorded in a notarized document, a board member may arrange to be represented by another board member or third party, without restriction on the number of proxies a representative may hold.

Subject to the provisions of Articles 5 and 6 and except in the cases referred to in Article 17 of these by-laws, the decisions of the administrative body are taken by ordinary majority vote. Each board member has one vote.

If, at a validly constituted meeting of the administrative body, one or more board members or their proxies abstain from voting, decisions shall be validly taken by majority vote of the other members of the administrative body who are present or represented.

B. Board members may deliberate and take decisions by unanimous consent expressed in writing or by conference call or videoconference.

These procedures may not, however, be used in respect of any decision of the administrative body relating to removal of a board member from office or which must be recorded in a notarized document.

In the first case (unanimous written consent), a draft decision, preceded by a detailed statement of grounds, shall be treated as a resolution if, having been communicated simultaneously to the board members, it is approved in writing unconditionally and unanimously by the latter.

In the case of a vote by conference call or videoconference, the sum of the faxes and/or other written documents confirming or expressing the board members' votes shall bear witness to the existence and tenor of the resolution passed. They shall serve as the basis for drawing up the minutes to be approved at the next meeting of the administrative body.

If this next meeting once again takes place remotely, a copy of the minutes must be sent in advance to all the board members, who may make any comments they may have. One board member shall then be responsible for drawing up the final version of the minutes, which must subsequently be submitted for signature by each member of the administrative body.

If, on the other hand, the next meeting of the administrative body takes place face-to-face, the minutes may be adopted directly and signature of all members is not then required.

Article 10. Conflicts of interest

If a board member, directly or indirectly, holds an interest of a financial nature contrary to a decision or operation coming under the authority of the administrative body, that member must declare this to the other members before the deliberations of the administrative body. The declaration, as well as the reasons behind the opposing interest held by the board member concerned, must appear in the minutes of the meeting of the administrative body at which the decision is taken.

The administrative body must, in the minutes, describe the nature of the decision or operation and justify the decision taken, as well as the financial consequences for the foundation.

The board member concerned may not take part in the deliberations of the administrative body or the vote relating to such operations or decisions.

Moreover, where the foundation has appointed one or more auditors, the board member concerned must inform them.

Any board member acting on behalf of the Foundation may take action for annulment of decisions taken or operations carried out in breach of the rules laid down in this article, if the other party to such decisions or operations was or should have been aware of that breach.

This article does not apply where the decisions of the administrative body relate to habitual operations carried out under the conditions and normal safeguards of the market for operations of the same nature.

Any commitment or direct or indirect link of a board member with the tobacco industry shall be considered as a conflict of interest within the meaning of this article, unless the administrative body decides otherwise by unanimous vote of the other board members.

Article 11. Administration

a) In general

The administrative body has the power to perform all acts necessary or helpful to the achievement of the foundation's object.

The members of the administrative body perform their function in a collegial manner.

The administrative body may agree on a distribution of tasks amongst its members. That agreement is not binding on third parties, even if published.

b) Day-to-day management

The administrative body may delegate the day-to-day management of the foundation to one or more persons, whether or not members of the administrative body; they shall act separately, jointly or as a collegiate body, as decided by the administrative body.

Where necessary, the administrative body may restrict their powers of representation. Such restrictions are not binding on third parties.

The person to whom powers of day-to-day management are delegated bears the title "director".

c) Director - Remit

The director shall act under a mandate. The director may be dismissed at any time, with notice of three (3) months sent by letter stating the grounds, by unanimous decision of all the board members. The director's remit is twofold. It relates, firstly, to the functioning and general management of the foundation and the attendant obligations and, secondly, to the pursuit of the foundation's objectives in the broad sense.

The director's remit in respect of functioning, general management and the attendant obligations is as follows:

1. Taking decisions coming under general management and current activities and implement the decisions adopted by the administrative body;
2. Keeping the foundation's books, supervised by the treasurer;
3. Ensuring that the foundation's by-laws, as well as any internal regulations, are duly observed;
4. Preparing the notices of meeting and agenda for all meetings of the administrative body, as well as drafting the minutes of these meetings and drawing up the final minutes;
5. Undertaking any other activity delegated by the administrative body.

The director undertakes day-to-day management insofar as it has been entrusted to him or her by the administrative body in accordance with paragraph b) of this article.

d) Delegation of powers

The administrative body and those to whom day-to-day management has been delegated may, in connection with such management, delegate special and particular powers to one or more persons of their choice.

Authorized representatives may commit the foundation within the limits of the powers granted to them, notwithstanding the responsibility of the principal in the event that they exceed their delegated powers.

Article 12. External representation

The administrative body, as a collegiate body, represents the foundation vis-à-vis third parties and the courts.

Notwithstanding the general power of representation of the administrative body as a collegiate body, the foundation is validly represented before the courts and vis-à-vis third parties, therein including public officials (such as the registrar of mortgages), by :

- either the president of the administrative body, acting alone; or
- the president of the administrative body and a Director, acting jointly; or
- within the limits of day-to-day management, by the person or persons to whom such management has been delegated, acting jointly, two by two, where there are several of them.

They need not provide any proof of a prior decision by the administrative body.  
The foundation may, furthermore, be validly represented by special representatives, acting within the limits of their mandate.

#### Article 13. Minutes

The deliberations of the administrative body are recorded in minutes, signed by the president. Proxies, as well as opinions given in writing, are appended thereto. These minutes and their appendices are preserved, in their original form, in a special register kept at the head office by the director, who holds them at the disposal of any board member who wishes to consult them. Except in case of special delegation by the administrative body, copies or extracts of these minutes, to be produced in court or elsewhere, are signed by the president .

#### Article 14. Board members' remuneration

The office of board member is not paid. The foundation may, however, refund costs and expenses incurred by board members in connection with their term of office, provided that such costs and expenses are genuine, justified and proportionate in relation to the foundation's object and means. The foundation may also conclude an employment contract with the board members and the person responsible for day-to-day management.

#### Article 15. Financial year - Annual accounts

The financial year begins on 1 January and ends on 31 December each year. Each year and at the latest six months after the closing date of the financial year, the administrative body draws up the annual accounts for the past financial year, in accordance with the relevant legal provisions, as well as the budget for the following financial year. The director presents the accounts, as well as the draft budget for the following financial year, at the meeting of the administrative body. The annual accounts approved by the administrative body are then filed by the director in the foundation's records held at the registry of the competent business court. Insofar as the foundation is legally required to do so, the annual accounts and the appended documents required by law shall also be filed with the National Bank of Belgium within thirty days of their approval. The accounts are kept in accordance with the relevant legal provisions.

#### Article 16. Control - Auditor - Remuneration

Insofar as the foundation is legally required to do so, the control of the foundation's financial position, annual accounts and regularity with regard to the law and these by-laws, and of operations to be recognized in the annual accounts, must be entrusted to one or more auditors, appointed by the administrative body from amongst the members of the *Institut des Réviseurs d'Entreprises* [Institute of company auditors]. Auditors are appointed for a one-year renewable term. The emoluments of any auditors consist of a fixed sum established at the beginning of their term of office by the administrative body. They may only be amended with the parties' consent.

#### Article 17. Terms and conditions for amendments to the by-laws

Apart from cases of judicial amendment, amendments of the by-laws are the exclusive responsibility of the administrative body. The director convenes the members of the administrative body at least one month before the date of the board meeting called to decide on the proposal.

Where the administrative body is called to deliberate on an amendment of:

- the object or activities of the foundation;
  - this Article 17;
  - the use of the foundation's assets in the event of dissolution;
- same may only be validly adopted if all the board members are present or represented at the meeting and resolutions are passed by unanimous vote. Any other amendment of the by-laws may be validly adopted if all the board members are present or represented at the meeting and the resolutions are passed by qualified majority of three quarters (3/4) of the votes of the board members present or represented. If, in the latter case, not all of the board members are present or represented, a second meeting must be called, with the same agenda and under the same conditions as the first, which may deliberate validly, provided that at least the majority of the board members are present or represented, by qualified majority of three quarters (3/4) of the votes. The second meeting may not be held less than fifteen (15) days before or more than six (6) weeks after the first meeting. Amendments of the by-laws relating to the particulars referred to in Article 2:11, §2, 3 to 6 of the Code on companies and associations must be recorded in a notarized document.

#### Article 18. Dissolution - Liquidation

Only the court of first instance in the district where the foundation has its head office may pronounce, at the request of the founder or one of his beneficiaries, one or several board members or the prosecution service, the dissolution of the foundation in the cases stipulated in law. The tribunal pronouncing the dissolution may either decide on immediate closure of the liquidation or

determine the method of liquidation and designate one or several liquidators.

When the liquidation is complete, the liquidators must report to the court, presenting it with a statement of the corporate assets and their uses, as well as a proposal for allocation in accordance with the by-laws. The court pronounces closure of the liquidation.

Article 19. Application of the assets

The net liquidation assets will be allocated to a disinterested purpose as close as possible to the object of the foundation as described in Article 3.

Once the object of the foundation is achieved, the founder or his beneficiaries may recover a sum equal to the value of the property or the actual property allocated by the founder to the achievement of that object.

Article 20. Internal regulations

The administrative body may decide to establish internal regulations specifying the provisions of these by-laws and determine the practical details of the foundation's operation. Amendment of the internal regulations is the sole responsibility of the administrative body.

Article 21. Legal notice

Anything not explicitly provided for in these by-laws is governed by the Code on companies and associations. Consequently, the provisions of the aforesaid Code, from which no lawful derogation may be made, are deemed to be included in these by-laws and any clauses which are or become contrary to the imperative provisions of that Code are deemed non-existent.

Article 22. Language

The foundation's working language is English.

These by-laws have been drawn up in the French language and translated into English. In the event of doubt, discrepancies or problems of interpretation between the two versions, the French version shall prevail.

All deeds and documents of the foundation required by laws and regulations must be drawn up in the language of the Region where the association has its head office. This applies in particular, where stipulated by such laws and regulations, to the minutes of the meetings of the administrative body, whether or not necessitating the intervention of a notary, as well as any document which must legally be publicized to third parties or filed at the registry of the business court. All such deeds and documents must imperatively be drawn up at least in the French language."

**CERTIFIED TRUE EXTRACT,**

**Vincent Vroninks, notary in partnership.**

Simultaneous filing:

- copy of the minutes and seven appended proxies;
- co-ordinated by-laws.