



Medicinal Cannabis Europe

Non-profit association under Belgian Law

STATUTES

Article 1. Name, scope, form and address

1. The name of the association is Medicinal Cannabis Europe.
2. Medicinal Cannabis Europe combines and represents the interests and the voice of scientific and medical organisations, academia, patient organisations, NGOs and industry in Europe having an activity in the field of cannabis-based medicines.
3. It is registered as a Belgian non-profit association (a.s.b.l.) under Belgian Law of 23 March 2019.
4. The registered office of the association is located at Rue Belliard 40, 1040 Brussels, Belgium, in the Brussels judicial district. It may be transferred anywhere else in Belgium by decision of the General Assembly of the association.

Article 2. Aims and activities

1. Medicinal Cannabis Europe represents the interests and the voice of its members towards all public, professional, inter-professional, national and European bodies and authorities. In particular, Medicinal Cannabis Europe aims:
 - to ensure that European patients have fair access to high quality, safe, cannabis-derived medicines;
 - to establish a harmonised regulatory framework for cannabis-derived medicines in the EU that can create a level playing field for the establishment of a European wide, fully licensed medicinal cannabis industry;
 - to promote a better understanding of the medical uses of cannabis through clear, science-based and transparent information;
 - to unlock research and innovation funding opportunities at European and national level, and to encourage further investments in the development of cannabis-based medicines.
2. The association is empowered to undertake all types of activities contributing, directly or indirectly, to the achievement of its aims, including, within the limits set forth by law, commercial and lucrative activities. The profit from these activities will at all times be earmarked for the realisation of the aforesaid non-profit aims.

3. The activities which the association shall undertake include, among others:
 - Networking and stakeholder engagement;
 - Dissemination and communication activities;
 - Advocacy activities.
4. The association is empowered to participate in, and cooperate with, other bodies or associations, in accordance with such modalities as may be decided by the Executive Board.
5. The association is founded for an indefinitely period of time.

Article 3. Members

1. Members of the association, of which there shall always be at least 3, are entities who are recognised as separate legal persons under the laws of the country or jurisdictions where they are established.
2. Medicinal Cannabis Europe has 6 categories of members:
 - "Patient organisations";
 - "Academic and research institutions";
 - "Medical societies";
 - "Industry associations";
 - "Companies", and;
 - "Observers".
3. "Patient organisations" are non-profit organisations which are patient focused, and whereby patients and/or carers represent a majority of members in their governing bodies.
4. "Academic and research institutions" are public or private organisations, the essential purpose of which is to carry out scientific research and/or for providing high education.
5. "Medical societies" are organisations representing a particular group of medical professionals and whose focus relate to acquiring and sharing specific medical and medicinal knowledge.
6. "Industry associations" are European, national or regional non-profit organisations representing industry operating in the medicinal cannabis value chain.
7. "Companies" are business entities involved in the growing, manufacturing and distribution of cannabis for therapeutic purposes and of cannabis-derived medicines, or any other entity that operates in order to make profit. Manufacturing "companies" must be certified or in the process of being certified as medical products manufacturers for joining Medicinal Cannabis Europe.
8. "Observers" are any patient organisations, academic and research institutions, medical societies, industry associations or companies which are active in the field of cannabis-based medicines and are located outside of or do not have activity in Europe.

9. "Patient organisations", "Academic and research institutions", "Medical societies", "Industry associations", "Companies" of Medicinal Cannabis Europe shall have the same rights, including voting and the right to present candidates for election to the Executive Board, as provided for in the present statutes.
10. "Observers" shall not have the right to participate in the meetings of the General Assembly with a consultative voice. "Observers" shall not have the right to present candidates for election to the Executive Board.
11. All members will be subject to obligations, as provided for in the present statutes.

Article 4. Application for membership, resignation and dismissal

1. Applications for membership must be presented to the Executive Board. The application must be approved by a simple majority vote at the meeting of the Executive Board.
2. Any member wishing to resign from the association must inform the Executive Board by means of a written 6-month notice. The end of membership during the course of the association's financial year shall not affect members' obligation to pay the membership fee or any other sum due on the date of end of membership.
3. Any member which, with its behaviour, goes against the reputation and objectives of the association or which does not respect its obligations vis-à-vis the association may be excluded from the association by a decision of a majority of 2/3 of the votes effectively cast at any meeting of the General Assembly, following a motion tabled by the Executive Board.
4. Any decision to exclude a member shall have been preceded by 2 duly motivated written notifications by registered letter or electronic email from the President to the member concerned, with an interval of 30 days between each notification.
5. Any decision to exclude a member shall only be validly taken if the proposed exclusion and the reasons thereof are explicitly mentioned in the notice for the meeting of the General Assembly.
6. A Member who resigns or is excluded shall be deemed to have irrevocably and unconditionally waived any and all rights of ownership or other rights in relation to the assets of the association.

Article 5. Membership fee structure

1. The membership fees shall be based on, but not limited to, the category of membership, type of activities, annual turnover, or any other criteria decided by the Executive Board.
2. Membership fees shall be established each year by the Executive Board and shall not exceed an absolute maximum of € 50.000 per member.

3. Full membership fees are due for each calendar year and are paid to the Medicinal Cannabis Europe secretariat in Euro.

Article 6. Voting rights

1. Each member of the association, except the “Observers” who do not have voting rights, is entitled to cast 1 vote at the General Assembly of the association.

Article 7. General Assembly

1. The General Assembly is the supreme body of the association. It is composed of the official delegates from all the members of the association and will have one regular meeting, physically or virtually, each year. Only 1 delegate per member has the right to vote in the General Assembly.
2. The duties of the General Assembly are the following:
 - a) The modification of the statutes of the association;
 - b) The appointment and dismissal of Commissioners, and the fixing of their remuneration in cases where remuneration is awarded;
 - c) Acceptance and exclusion of members;
 - d) Election and discharge of Executive Board members and Commissioners;
 - e) Approval of the yearly advocacy strategy presented by the Executive Board;
 - f) Determining the annual contributions;
 - g) Approving the budget and annual accounts;
 - h) Dissolving the association;
 - i) The transformation of the association into a society with a social purpose;
 - j) Any and all other matters where the statutes require the vote of the General Assembly.
3. Invitations to the Annual General Assembly shall be sent by the Secretariat at least a month prior to the date of the meeting, by email or any other communication channel, and include the time, place and preliminary agenda of the General Assembly. An extraordinary General Assembly may also be held at the request of 2/3 of the members of the association.
4. The President shall announce the date of the extraordinary General Assembly within a month following the request of the Board and the meeting should occur within 4 months of the announcement.
5. The meeting will be chaired by the President or, in case of absence, by the Vice-President or, in case of absence, by the oldest present Board member.
6. A member association whose delegation will not attend the meeting of the General Assembly can be represented by a proxy with prior written notification to the Board. A member may not cumulate proxy votes; it may only vote on behalf of one other member.
7. To be valid, the General Assembly must gather a quorum, that is the participation of at least 1/3 of the members of the association. In the absence of the quorum at the first meeting of the General Assembly, a second meeting may be convened at least 15 days following the first meeting. At the second meeting, the decision shall be validly taken irrespective of the number of members present or represented at the meeting.

8. In all events, any decision to modify the statutes shall require a majority of 2/3 of the votes at the General Assembly.
9. Any decision to modify the statutes of the association shall only be validly taken if the proposed modifications are explicitly mentioned in the notice for the meeting of the General Assembly and if at least 2/3 of the members are present or represented at the meeting of the General Assembly. Any decision to modify the aims of the association shall require a majority of 4/5 of the votes at the General Assembly.
10. The minutes of the meeting will be signed by the President and the Treasurer. These minutes are available for inspection at the registered office of the association. An extract of the minutes can be provided to every third party who is able to prove his interests.

Article 8. Executive Board

1. The Executive Board is the body responsible for executing the association's general policy and its daily activities. It shall convene at least 3 times a year preceded by a formal invitation by the Secretariat with a minimum of 10-day notice. Meetings may occur physically or virtually. The agenda shall be provided at least two days before the meeting.
2. The Executive Board members are appointed by the General Assembly for a period of 2 years. The term ends at the annual General Assembly of the second year following the appointment of the members of the Executive Board. In the case where the General Assembly has not proceeded to the renewal of the Executive Board at the end of the second years period, it continues to exercise its mission pending the decision of the General Assembly. The members of the Executive Board are not remunerated.
3. The Executive Board shall consist of at least 4 Board members and at the most 7 Board members. Members of the Board shall represent organisations listed in the categories presented in article 3 paragraph 2, except "Observers". No category can be represented in a way that it would *de facto* acquire a majority of the votes within the Board.
4. Members of the Board shall elect between themselves representatives to the following positions:
 - The President. The President of the association chairs the Board and the General Assembly and represents, when considered relevant, the association externally together with the Secretary General. The President is elected for a period of 2 years, with a maximum of 2 consecutive terms;
 - The Vice-President. The Vice-President is elected for a period of 2 years, and a maximum of 2 consecutive terms. The Board shall elect a Vice-President among its members. The Vice-President may replace the President should he be unable to assume his duties, based on an official request from the President;

- The Treasurer. The Treasurer is elected from among the Board members for a period of 2 years, and a maximum of 2 consecutive terms. The Treasurer will be responsible of the financial matters of the association ensuring that all necessary legal and administrative rules are adhered to. The Treasurer will prepare an annual balance sheet for the previous year and budget for the next year.
5. The termination of the mandate of the Board Members is possible:
 - When a Board Member resigns. This should be done by writing to the President and the resignation should be confirmed by the next General Assembly.
 - When a Board Member gets dismissal by the General Assembly.
 - By the end of the last period.
 - By becoming legally incompetent.
 - By death.
 6. More than half of the voting members present shall constitute a quorum. Each member of the Executive Board has one vote. The Board shall take its decisions with a simple majority of the members present. The President shall have the casting vote in case of equality of votes.
 7. The decisions of the Board will be included in the minutes that will be signed by the President and the Treasurer. These minutes are available to the Members of the association for inspection at the registered office of the association.
 8. Any member of the Executive Board may appoint in writing another member of the Executive Board or a representative of the organisation he/she represents to represent him/her at any specific meeting of the Board.
 9. The members of the Executive Board that are not present or represented at 3 consecutive meetings shall not eligible for re-election at the end of their mandate.
 10. The Executive Board is empowered to determine and adapt its internal procedures by means of resolutions. The Executive Board is empowered with any activity, which does not fall under the scope and missions of the General Assembly. The Executive Board defines the annual work plan in light of the proposal made by the Secretariat. It assesses its implementation.
 11. The members of the Executive Board are not personally bound by the commitments and acts of the association. The liability of the members of the Executive Board is limited to the fulfilment of their mission in accordance with the law and these statutes.

Article 9. Secretariat

1. The Executive Board appoints the Secretariat of the association who is responsible for the day-to-day management of the association. The Secretariat, under the management of a Secretary-General, shall respond and report to the Executive Board.
2. In particular, the Secretariat shall:
 - carry out the activities of the association in accordance with the annual work plan and article 2 of the present Statutes;
 - assist the Board in the execution of its responsibilities;
 - manage the association's budget, finances and expenses, and report on the financial status of the association to the Treasurer prior to each Board meeting.

3. The Secretary-General shall represent the association in policy and strategic matters.
4. As far as mandated by the Board and in respect with the aims and objectives of the association, the Secretary General shall represent the association, except in court. The Secretary-General shall be authorised, in addition to the President, to sign legally binding documents on behalf of the association.

Article 10. Working groups

1. As far as mandated by the Board, the Secretariat may establish ad hoc working groups to study specific problems and facilitate the overall work of the association.
2. Members shall express their interest to join working groups and shall actively contribute to their activities.
3. A chair of a working group shall be appointed among its members by simple majority voting.
4. The Secretariat shall attend the meetings of the working groups and support the chair with the running of the meeting.
5. Upon a decision of the Board, and where their purpose has been achieved or no longer needed working groups shall be ended.

Article 11. Budget and accounts

1. The association's financial year runs from 1 January to 31 December. By derogation the first financial year runs from the date of signature to end at the 31st of December 2020.
2. The annual accounts of the preceding financial year, as well as the budget for the following financial year shall be drawn up by the Secretary General under the supervision of the Executive Board each year and shall be submitted by the Executive Board to the General Assembly at its meeting for approval.
3. The Secretary General shall manage the budget and shall be responsible for the financing of the association and its activities, by means of membership fees.

Article 12. Dissolution of the association

1. The association may be dissolved voluntarily by a decision of the General Assembly.
2. The proposed decision aiming at dissolving the association must be brought to the attention of all members at least 60 calendar days before the meeting. Documents and proposals relating to the dissolution shall be sent by the President to all members at least 15 calendar days before the meeting.
3. The decision to dissolve the association shall be valid if endorsed by a 3/4 majority of all members.
4. If this quorum is not reached, a second General Assembly meeting for the same purpose shall be convened which can definitively and validly take the decision to dissolve the association, irrespective of the number of members present or

represented in the meeting, at the earliest within 15 calendar days following the first meeting.

5. In the event of voluntary dissolution, the General Assembly elects the liquidator(s), determine their powers and indicate the allocation of the net assets of the association

Article 13. Miscellaneous provisions

1. Everything that isn't discussed in this model of statutes refer to the corresponding law.

Article 14. Nominations

1. On this date was decided to nominate following persons as the first Board Members of Medicinal Cannabis Europe:
 - Dr. Vincenzo Costigliola, European Medical Association
 - Dr. Paolo Poli, Società Italiana Ricerca Cannabis
 - Barbara Zieniewick, CPASS
 - Jacqueline Poitras, MAMAKA
 - Joscha Krauss, Medical Hemp
 - Fabian Friede, Sanity Group
 - Pim Molenaars, Cannabis Cultivators

Article 15. Board

1. Immediately the Board shall meet and moves on to the appointment:
 - As President: Dr. Vincenzo Costigliola
 - As Vice-President: Barbara Zieniewick
 - As Treasurer: Fabian Friede

Signature, President
Vincenzo Costigliola

Signature, Treasurer
Fabian Friede