



## ***STATUTES***

*(Non-official translation of the French original)*

### ***PREAMBLE***

The associations and companies operating since 1996 in a de-facto association by the name of EuropaBio have decided to found an international association with a scientific purpose, as governed by Belgian Law.

They have decided to assign to their association a chiefly scientific purpose by promoting the technological and economic development of biotechnology in the countries which they represent.

The Association is submitted to the title III of the law from 27<sup>th</sup> June 1921 regarding non-profit associations, non-profit foundations and international associations.

### ***ARTICLE 1: TITLE***

A non-profit International Association is hereby founded, by the name of "EuropaBio" and referred to hereafter as "the Association".

### ***ARTICLE 2: HEAD OFFICE***

The head office of the Association shall be established in Belgium, in the Brussels area; it is presently at 6, Avenue de l'Armée, 1040 Brussels.

By common decision of the General Assembly, to be submitted for publication in the supplements to the Belgian Official Journal within a month, the head office may be moved to any other location in the Brussels area.

### ***ARTICLE 3: OBJECTIVE***

The objective of the Association, which is a non-profit entity, shall be to promote the interests of the biotechnology industry in Europe, in the widest sense, in particular those of scientific,

technical, regulatory and institutional nature, including representations with European and international associations, organisations and institutions.

The Association may take any measures or steps and initiate any course of action to achieve its objective.

The Association will mainly organise working group meetings and events in order to achieve its objectives.

The Association shall be established for an unlimited period.

#### ***ARTICLE 4: MEMBERSHIP***

The Association shall be composed of Members and Associate Members:

- Eligible as Members are:
  - Companies which operate in Europe and are engaged in biotechnology through research, development, testing, manufacturing or sales.
  - National non-governmental associations representing the biotechnology industry in a European country.
- Eligible as Associate Members are companies and institutes which may add value to the development of biotechnology and support the activities of the Association, such as :
  - Regional biotechnology development organisations or scientific institutions.
  - Commercial, financial, asset management or service providing companies.

Associate Members shall not have voting rights in the bodies under the present statutes. Associate Members are not eligible to participate on the Board.

All Members and Associate Members shall adhere to the Core Ethical Values of the Association. Members and Associate Members may not, directly or indirectly, defend or support interests that conflict or may conflict with the Association's interests.

Members shall be natural persons or legal entities who are legally established according to the laws or customs of their countries of origin.

A list of Members and Associate Members shall be kept and updated by the secretariat of the Association.

## ***ARTICLE 5: ADMISSION, RESIGNATION, EXPULSION***

All applications for admission as Member or Associate Member shall be proposed by the Board to the General Assembly, which shall decide in sovereignty without obligation to justify its decision. Such decision requires a majority of three-quarters of the vote of the members present or represented. Decisions shall only be valid if at least half of the Members are present or represented.

Any Member or Associate Member wishing to resign shall give notice by a letter to the Chair. The resignation will only take effect at the end of the next full financial year. During this period, the Member or Associate Member shall keep his rights and shall fulfil his financial obligations.

Any Member or Associate Member may be expelled by a decision of the General Assembly upon proposal by the Board. Such decision requires a majority of two-thirds of the vote of the members present or represented. In every case the Member or Associate Member shall have the right to defend his case beforehand. The expulsion may take immediate effect.

The Board of Directors may suspend a Member or Associate Member (i) during the period between the decision of the Board on the expulsion and the decision of the General Assembly on the expulsion proposed by the Board or (ii) in case of non-payment of an annual membership fees in due time. The suspended Member or Associate Member has the right to submit its defence to the Board. The decision of the Board of Directors shall be notified to the suspended Member or Associate Member and shall be effective as from the date indicated in the notification. The Board of Directors may lift a suspension at any time. During the suspension, the suspended Member or Associate Member shall not exercise any rights resulting from its membership to the Association.

## ***ARTICLE 6: MEMBERSHIP FEES***

Members and Associate Members are paying a yearly fee decided by the General Assembly upon proposal by the Board.

The Member or Associate Member who ceases to be part of the Association through resignation, expulsion or any other cause shall have no claim on the Association's funds. He shall fulfil his financial obligations for the then current financial year, without prejudice to the provisions of Article 5 paragraph 2.

Each Member and Associate Member shall be liable for the fee defined by the General Assembly but without individual liability for commitments made in the name of the Association.

## ***ARTICLE 7: GENERAL ASSEMBLY***

### **7.1 Attributions**

The General Assembly shall have full powers for attaining the goals of the Association. Its task shall be in particular:

- ◆ to approve the general policy of the Association
- ◆ to elect and dismiss the Members of the Board
- ◆ to elect upon proposal by the Board the Chair of the Association
- ◆ to decide on the admission or expulsion of Members or Associate Members
- ◆ to approve the activities report of the Board as well as the budget and the financial accounts
- ◆ to discharge the Board Members
- ◆ to name, if so decided, an independent auditor to examine the accounts of the Association
- ◆ to approve any change to the present statutes or the dissolution of the Association

## 7.2 Composition

The General Assembly shall be composed of all the Members of the Association. Each Member shall be represented by a delegate empowered to act on the Member's behalf, whose name shall be notified to the Secretary General.

Each Member shall have one vote.

When unable to attend, a Member may be represented by another Member. However, no Member may represent more than two other Members. Proxies shall be notified in writing to the Secretary General.

The Chair may appoint a scrutineer to supervise the voting.

## 7.3 Meeting and Notification

The General Assembly shall hold at least one ordinary meeting per year, presided by the Chair of the Association or by a Vice-Chair if the former is unable to preside. Members will receive, by letter, fax, email, or any other communication means an invitation to attend, at least 15 days in advance of the meeting.

The Chair shall call an extraordinary meeting of the General Assembly if at least ten Members request so.

General Assembly meetings shall be valid if at least half of the Members are present or represented except if provided otherwise by the Statutes.

## 7.4 Decisions

The decisions of the General Assembly shall require a majority of two thirds of the vote of the Members present or represented, except if provided otherwise by the statutes.

The election and dismissal of members of the Board shall be decided by a majority of the Members present or represented.

No decision can be taken on an item which does not appear on the agenda.

A ledger containing the decisions of the General Assembly shall be kept by the Secretariat.

## ***ARTICLE 8: AMENDMENTS TO THE STATUTES AND DISSOLUTION***

The text of proposed amendments to the Statutes shall be attached to the invitation for the General Assembly at which they will be debated.

Decisions to amend the Statutes of the Association shall be taken by a majority of three quarters of the votes of the Members present or represented to the General Assembly.

However, if the amendment to the Statutes relates to the objective of the Association, the decision shall be taken by a majority of four fifths of the votes of the Members present or represented to the General Assembly and shall be submitted to the approval of the Minister of Justice.

The General Assembly shall resolve on the dissolution of the Association by a majority of four fifths of the votes of the Members present or represented to the General Assembly. In case of dissolution, the net assets after liquidation shall be paid out to another non-profit association with an identical objective as the Association.

Decisions of the General Assembly on an amendment to the Statutes or the dissolution of the Association shall only be valid if at least two thirds of the Members are present or represented to the General Assembly.

## ***ARTICLE 9: BOARD OF MANAGEMENT***

### **9.1 Attributions**

In between meetings of the General Assembly, and in accordance with the latter's decisions, the Association shall be governed by a Board. The Board shall in particular draft and propose to the General Assembly the general strategic orientation of the Association and on this basis, guide and approve the action plan and the positions committing the Association.

### **9.2 Composition**

The Board is composed of a maximum of 28 members, including a Chair, Vice-Chairs and a Treasurer. In view of maintaining a balance, a maximum of 19 members must be appointed among the Members that are biotechnology companies and a maximum of 9 members must be appointed among the Members that are national non-governmental associations representing the biotechnology industry.

Board members shall be appointed and dismissed by the General Assembly.

In case of vacancy, the Members of the Association shall be invited by the Secretary General to nominate candidates. Nominations shall be submitted to the next General Assembly meeting for election.

Board members representing member companies shall be a member of their company's main board or be of a correspondingly high level. Board members representing Member associations shall be either the head or a board member of their Association.

The tenure of a Board member is two years and is renewable.

### 9.3 Meeting and Notification

The Board meets at least two times a year. An additional meeting shall be called if at least four Board members have requested so. Members will receive, by letter, fax, email, or any other communication means a written invitation to attend, at least 15 days in advance of the meeting.

The proceedings of the Board shall be valid if at least half of its members are present or represented as specified in Article 7.2, third paragraph.

Each Board member has one vote. Decisions are taken by a majority of two thirds of the votes of the members present or represented.

### ***ARTICLE 10: THE REPRESENTATION OF THE ASSOCIATION NEXT TO THIRD PARTIES AND IN LAW***

Instruments binding the Association with regard to third parties and which are not part of everyday operations shall, except for special proxy, be signed by the Chair or by two Vice-Chairs who shall not have to give evidence of their powers to third parties.

The Association shall be represented in law by the Chair or by a Vice-Chair designated by the Executive Committee.

### ***ARTICLE 11: CHAIR, VICE-CHAIRS, TREASURER, EXECUTIVE COMMITTEE***

The General Assembly shall elect the members of the Board and, among them, the Chair and the Treasurer. The Chair of each Council is a Vice-Chair of the Association.

The Chair, the Vice-Chairs, the chairman of the SME platform and the Treasurer shall constitute the Executive Committee.

The Chair, the Vice-Chairs and the Treasurer shall be elected for two years and may serve two consecutive terms.

The Chair or, in his/her absence, the Vice-Chair designated by the Executive Committee, calls and chairs the meetings of the General Assembly, the Board and the Executive Committee. He /she shall see to the proper functioning of the Association and to the implementation of decisions taken by the General Assembly and the Board.

### ***ARTICLE 12: COUNCILS, COMMITTEES, WORKING GROUPS, UNITS***

On the proposal of the Secretary General, or at least four Members of the Association, the Board may establish councils, committees and working groups and determine their composition, duration and mandate.

The Board may establish councils to address areas of interest to a specific segment of the Members. In such case, it shall appoint Council chairs from among the members of the Board,

determine the composition and mandate of each Council and report Council activities to the General Assembly.

A group of Members may associate themselves in a Unit, to pursue objectives that are specific to their area of interest. They may finance such activities separately, in addition to their membership fees. Their objectives shall comply with the general policy of the Association, their operating rules shall be approved by the Board and by the General Assembly, and their activities shall be reported at each Board meeting by a Board member designated by the Unit.

### ***ARTICLE 13: SECRETARY GENERAL***

A Secretary General shall ensure the everyday management of the Association. More specifically, the Secretary General shall see to the proper functioning of the Association and to the strict impartiality and neutrality of its staff.

The Secretary General shall attend all meetings of the General Assembly, the Board or the Executive Committee and any other meeting at his/her discretion.

Hiring of a new Secretary General shall be done by the Board upon proposal by the Executive Committee. The Board shall approve the hiring of the Secretary General by a decision taken in accordance with Article 9.3.

Upon proposal by the Executive Committee, the Board may appoint a deputy to the Secretary General from among the directors of the Association.

All meetings of the Association shall be attended by Association staff.

### ***ARTICLE 14: BUDGET, ACCOUNTS***

Each financial year shall run from January 1 to December 31.

Every year, the Board shall submit for approval by the General Assembly the accounts of the past financial year and the budget of the next year.

### ***ARTICLE 15: GENERAL PROVISIONS***

The provisions of Belgian law shall apply in all cases not provided for under the present Statutes, in particular as to the information to be published in the supplements to the Belgian Official Journal, and in particular the law of 27<sup>th</sup> June 1921, Title III, regarding non-profit international associations and foundations.