

STATUTES

(English translation for information only)

PREAMBLE

The associations and companies that operate since 1996 in a de facto association, called “EuropaBio”, decided to create an international association with a scientific purpose, in accordance with Belgian law.

They decided to assign this organisation a mainly scientific purpose by promoting the technological and economic development of the biotechnology industry in the countries that they represent.

The Association is governed by the law of 23 March 2019 introducing the Companies and Associations Code.

ARTICLE 1: NAME

It is an international non-profit association called “EuropaBio” and is hereinafter referred to as “the Association”.

All the deeds, invoices, announcements, and publications and other documents issued by the non-profit international association must mention its name, immediately preceded or followed by the words “non-profit international association” or the acronym “AISBL” as well as the address of its head-office.

ARTICLE 2: HEAD-OFFICE

The head-office of the association is established in Belgium, in the Brussels-Capital Region.

By a simple decision of the General Assembly to be submitted, within three (3) months of its date for publication in the appendices to the Belgian Official Gazette, the head-office of the Association can be transferred to any other place in the Brussels-Capital Region.

Any document establishing the transfer of the association’s head-office must be put (in extenso) in the dossier of the association kept at the registry of the Commercial Tribunal of the association’s head-office and published in the Appendices of the Belgian Official Gazette.

ARTICLE 3: PURPOSE

The association, which operates on a non-profit basis with an international purpose, seeks to:

- promote the interests of the biotechnology industry, in the broadest sense, in Europe, particularly on the scientific, technical, regulatory and institutional levels, included with respect to European and international associations, organisations and institutions.

The association can carry out all actions or operations, take any steps or initiatives that are likely to promote the achievement of its purpose.

The activities that the association proposes to implement to achieve its goal are mainly the organisation of work meetings and events.

The association is formed for an indefinite period.

ARTICLE 4: MEMBERS

The Association consists of Members and Associate Members.

Only the members enjoy full rights granted to the associates by the law and these statutes.

▪ The following are eligible as Members:

- companies operating in Europe that are involved in biotechnology through the activities of research, development, testing, production or sales;
- national non-governmental associations representing the biotechnology industry in a European country.
- individuals involved in the sector of biotechnology.

▪ The following are eligible as Associate Members:

- companies or institutes that can play a positive role in the development of biotechnology and support the action of the Association, including:

- regional development organisations or scientific institutions;
- commercial, financial, service or investment companies
- any individual wishing to support the activities of the Association.

Associate Members participate without the right to vote in the institutions coming under the scope of these statutes. Associate Members are not eligible for the Board of Directors.

All Members and Associate Members adhere to the Core Ethical Values of the Association. Members and Associate Members may not, directly or indirectly, defend or support interests that are opposed or may be opposed to the interests of the Association.

Members are natural persons or legal persons legally established according to the laws of the country in which the head-office or main establishment/residence is established.

A list of the Members and Associate Members is maintained and kept updated by the Association's Director.

ARTICLE 5: ADMISSION, RESIGNATION, EXPULSION

Upon the proposal of the Board of Directors, any request for admission as a Member or Associate Member is submitted to the General Assembly, which definitively decides on the matter without being required to state the reasons for its decision. Any decision to admit must be made by a three-quarters (3/4) majority of the votes of the Members that are present or represented. Decisions taken will be considered valid only if at least half (1/2) of the Members are present or represented.

Any Member or Associate Member has the right to resign by sending a registered letter or email to the Director General. The resignation will not take effect until the end of the next financial year. During this period, the Member or Associate Member will retain his/her rights and assume his/her financial obligations.

The expulsion of a Member or an Associate Member can be proposed by the Board of Directors, after having heard the defence of the party concerned. It is, if necessary, declared by the General Assembly with a two-thirds (2/3) majority of the votes of the Members that are present or represented. The expulsion can be effective immediately.

The Board of Directors can suspend a Member or an Associate Member (i) during the period between the decision of the Board of Directors on the expulsion and the decision of the General Assembly on the expulsion proposed by the Board of Directors or (ii) in the event of non-payment of the annual membership fee within the deadline. The suspended Member or Associate Member has the right to present his/her defence to the Board of Directors. The decision of the Board of Directors is notified to the suspended Member or Associate Member and is effective from the date indicated in the notification. The Board of Directors can lift the suspension at any time. During the suspension, the suspended Member or Associate Member cannot exercise any of the rights resulting from his/her status as a Member or Associate Member of the Association.

ARTICLE 6: FEES

Members and Associate Members pay an annual fee that is fixed by the General Assembly on the proposal of the Board of Directors.

The Member or Associate Member who ceases to be a part of the Association by resignation, expulsion or in another manner, has no right to the social fund of the Association. He/She remains bound by his/her financial obligations for the current financial year, without prejudice to article 5 § 2.

Each Member and Associate Member is liable for the fees fixed by the General Assembly but incurs no individual responsibility with regard to commitments made on behalf of the Association.

ARTICLE 7: GENERAL ASSEMBLY

7.1 Attributions

The General Assembly has full powers to achieve the purpose of the Association. The General Assembly mainly:

- approves the general policy of the Association,
- elects and dismisses the members of the Board of Directors,
- elects the Chair of the Association, on the proposal of the Board of Directors,
- decides on the admission and expulsion of Members or Associate Members,
- approves the activity report of the Board of Directors as well as the budget and annual accounts,
- gives discharge to the Administrators,
- possibly appoints an independent statutory auditor to audit the Association's accounts,
- approves any modification to these statutes or the dissolution of the Association.

7.2 Composition

The General Assembly consists of all the Members of the Association. Each Member can be represented by a representative who has powers to act in his/her name and on his/her behalf. The name of the representative is notified to the Director General.

Each Member has one vote.

A Member who is unable to attend can be represented by another Member. However, a Member cannot represent more than two other Members. Proxies must be sent in writing to the Director General.

The Chair can appoint a scrutineer to supervise the voting.

7.3 Meeting and invitation to attend

The General Assembly meets in the form of an ordinary meeting at least once a year, under the chairmanship of the Chair of the Association, or a Vice-Chair if the Chair is unable to attend. Members are invited to attend the meeting by letter, fax, email or any other means of communication, at least fifteen (15) days before the date of the General Assembly.

The Chair of the Association must convene extraordinary meetings of the General Assembly if at least ten (10) Members request the same.

The General Assembly meets validly only if at least half (1/2) of the Members are present or represented, unless otherwise specified in the statutes.

7.4 Decisions

The decisions of the General Assembly are taken by a two-thirds (2/3) majority of the votes of the Members that are present or represented, unless otherwise specified in the statutes.

The appointment and dismissal of Administrators is decided by a majority of the votes of the Members that are present or represented.

There can be no decisions pertaining to any point that is not mentioned in the agenda attached to the invitation to attend.

The secretariat will maintain a register in which the decisions of the General Assembly are recorded.

The decisions of the General Assembly are emailed to all the members.

ARTICLE 7BIS – CONFLICT OF INTEREST

If an Administrator has, directly or indirectly, a material interest conflicting with a decision or an operation coming under the scope of the Board of Directors, he/she must communicate the same to the other Administrators before deliberations of the Board of Directors.

His/Her statement, as well as the reasons justifying the conflicting interest that exists on the part of the Administrator concerned, must appear in the minutes of the Board of Directors meeting which will have to take the decision in this regard.

Moreover, he/she must inform the Auditor, if any. The Board of Directors describes, in the minutes, the nature of the decision or the operation and a justification for the decision that has been taken as well as the material consequences for the association.

The management report contains the entire minutes. The report of the auditor, if any, must also include a separate description of the material consequences that result for the association from the decisions of the Board of Directors that involved a conflicting interest within the meaning of this article.

The Administrator concerned cannot attend the deliberations of the Board of Directors relating to these operations or these decisions, or be a part of the voting. This article does not apply when the decisions of the Board of Directors relate to usual operations concluded under normal conditions for operations of the same kind.

ARTICLE 8: MODIFICATION OF THE STATUTES AND DISSOLUTION

In the event of a proposal to amend the statutes, the text of the same must be attached to the invitation to attend the General Assembly, which will deliberate on this subject.

The decisions to modify the statutes of the Association must be made by a three-quarters (3/4) majority of the votes of the Members that are present or represented at the General Assembly.

However, if the modification of the statutes pertains to the purpose of the Association, the decision must be made by a four-fifths (4/5) majority of the votes of the Members that are present or represented at the General Assembly and must be submitted for the approval of the Minister of Justice.

The General Assembly decides on the dissolution of the Association by a four-fifths (4/5) majority of the votes of the Members that are present or represented at the General Assembly. In the event of dissolution, the net assets after liquidation will be allocated to a third non-profit association, having a purpose that is identical to that of the Association.

The decisions of the General Assembly relating to a modification of the statutes or the dissolution of the Association are taken validly only if at least two thirds (2/3) of the Members are present or represented at the General Assembly.

ARTICLE 8 BIS: LIQUIDATION AND ALLOCATION OF ASSETS

In case of voluntary or judicial dissolution, the General Assembly will appoint one or more liquidators and will fix the method of liquidation for the association.

The possible net assets, after liquidation, will be allocated to a private non-profit legal person, international or national, pursuing the achievement of a goal similar to that of the association or, failing this, at least, a non-profit goal.

ARTICLE 9: BOARD OF DIRECTORS

9.1 Attributions

In the interval between meetings of the General Assembly and in the context of the decisions taken by it, the Association is managed by a Board of Directors. The Board of Directors is mainly in charge of defining and proposing to the General Assembly the general strategic orientations of the Association and, on this basis, guiding and approving the activity program and the taking of position committing the Association.

9.2 Composition

The Board of Directors consists of minimum fifteen (15) and maximum twenty-eight (28) members, including a President, one or more Vice-President(s) and a Treasurer. In order to maintain a balance, a maximum of nineteen (19) Administrators must be appointed from among the Members who are biotechnology companies and a maximum of nine (9) Administrators must be appointed from among the Members who are national non-governmental associations representing the biotechnology industry.

The Administrators are appointed and removed by the General Assembly.

If a vacant seat is to be filled, the Members of the Association are asked to nominate candidates by the Director General. The nominations are submitted for election at the next General Assembly.

When a company or an association is appointed to the position of administrator, a natural person in the capacity of permanent representative will be appointed for its representation.

The term as Administrator is granted for a duration of two (2) years. It can be renewed.

9.3 Meeting and Invitation to attend

The Board of Directors meets at least twice a year. The meeting must also be convened if at least one-third (1/3) of the administrators request the same. The Administrators are invited to attend the meeting by letter, email or any other written means of communication, at least fifteen (15) days before the date of the meeting.

The Board of Directors can deliberate validly only if at least half (1/2) of its members are present or represented as provided for in article 7.2 § 3.

Each Administrator has one vote. The decisions are taken by a two-thirds (2/3) majority of the votes of the Administrators that are present or represented.

ARTICLE 10: REPRESENTATION OF THE ASSOCIATION VIS-A-VIS THIRD-PARTIES AND IN LEGAL PROCEEDINGS

The deeds that bind the Association with regard to third-parties and which are not part of the daily management are, except in case of directed proxy, signed either by the President or by two Vice-Presidents, acting separately, who will not be required to justify their powers with respect to third-parties.

The Association is represented in court by its Chair or the Vice-Chair appointed by the Executive Committee.

ARTICLE 11: PRESIDENCY, VICE-PRESIDENCY, TREASURER, EXECUTIVE COMMITTEE

The General Assembly elects the Administrators and, from 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 chair of the SME platform and the Treasurer constitute the Executive Committee.

The President, the Vice-Presidents and the Treasurer are elected for two (2) years and can be re-elected once again.

The Chair or, if he/she is unable to do so, the Vice-Chair appointed by the Executive Committee convenes and presides over the meetings of the General Assembly, the Board of Directors and the Executive Committee. He/She ensures the proper functioning of the Association and the execution of decisions taken by the General Assembly and the Board of Directors.

ARTICLE 11 bis: SME PLATFORM

The General Assembly is competent to establish and dissolve a platform called "SME Platform". This platform will be directed by a member of the Association's Board of Directors and will exercise activities for small and medium-sized enterprises.

ARTICLE 12: COUNCILS, COMMITTEES, WORKING GROUPS AND UNITS

On the recommendation of the Director General or at least four (4) Members of the Association, the Board of Directors has the power to establish and dissolve Councils, Committees and Working groups. It fixes its composition, duration and mandate.

The Board of Directors can establish Councils to cover the areas of interest of a specific segment of the Members. In this case, it appoints the presidents (of the councils, who are chosen from among the Administrators of the Association, it determines the composition and mandate of each council and reports to the General Assembly on the activities of the councils. The president of each council is a Vice-President of the Association.

A group of Members can associate in a Unit in order to pursue objectives specific to their specific area of interest. They can separately finance the activities of such a Unit, in addition to their annual fees. Their objectives must be in accordance with the general policy of the Association, their internal regulations must be approved by the Board of Directors and the General Assembly of the Association. Their activities will be reported at each meeting of the Board of Directors, by an Administrator appointed by the Unit.

ARTICLE 13: DIRECTOR GENERAL

A General Director ensures the daily management of the Association as well as the representation of the association with regard to this management, under the supervision of the Board of Directors.

The daily management includes the actions and decisions which do not exceed the needs of the daily life of the association as well as the actions and decisions that, either owing to the minor interest that they represent, or owing to their urgent nature, do not justify the intervention of the Board of Directors.

The Director General is particularly in charge of the proper functioning of the Association's services and ensures the strict impartiality and neutrality of the staff of the Association's secretariat.

The Director General attends the meetings of the General Assembly, the Board of Directors, the Executive Committee and any other meeting he/she deems appropriate.

The Board of Directors appoints the new Director General, on the proposal of the Executive Committee. The Board of Directors approves the appointment of the Director General by a decision taken in accordance with article 9.3.

On the proposal of the Executive Committee, the Board of Directors can appoint a Deputy Director General from among the directors of the Association.

The employees of the Association can attend the Association's meetings without any voting rights.

ARTICLE 14: BUDGET, ACCOUNTS

The financial year starts on first January and ends on thirty-first every year.

The Board of Directors submits the accounts of the past financial year and the budget for the next financial year for the approval of the General Assembly every year.

ARTICLE 15: ELECTION OF DOMICILE

For the execution of these statutes, any member or Associate member, administrator and liquidator, domiciled abroad, elects domicile at the head-office of the association where any notification can be validly made to it.

ARTICLE 16: GENERAL LAW

The law shall be referred to for all that is not provided for in these statutes, and the clauses contrary to the imperative provisions are deemed to not have been written.

ARTICLE 17: COMPETENT JURISDICTION

For all disputes between the association, its members, associate members, bondholders, administrators, auditors and liquidators relating to the business of the association and the execution of these statutes, exclusive jurisdiction is attributed to the courts of the head-office, unless the association waives the same.

Latest update of the statutes: 3 September 2020