

The assembly decided to adopt an English version of the statutes. Furthermore the meeting decided that when any difference between the French version and the English version arises, the French version shall prevail.

The English version of the statutes is as follows:

“ 1. PREAMBLE

This association was incorporated as a de facto association on 28 May 2002, after which it was transformed into an international non-profit association. A royal decree dated twenty-three October two thousand and two, published in the annexes to the Belgian State Gazette, conferred legal personality to the association in accordance with the Law of 2 May 2002 on non-profit associations, international non-profit associations and foundations. The same royal decree also approved the articles of association.

These articles of associations were fully published in the annexes to the Belgian State Gazette of 18 April 2003 under number 7198.

The articles of association were modified before Mr. Peter VAN MELKEBEKE, associated notary in Brussels, deputising for Mr. Luc TALLOEN, associated notary in Leuven, on 30 November 2006, published in the annexes to the Belgian State Gazette of 19 February 2007, under number 28659.

After the modification of the articles of association, executed by Mr. Peter VAN MELKEBEKE, associated notary in Brussels, on 19 October 2011, the articles of association are as follows:

2. NAME, LEGAL FORM AND REGISTERED OFFICE

Article 1

The international association bears the name European Platform for Patients Organisations, Science and Industry, abbreviated to “EPPOSI”, translated as “Plateforme Européen des Organisations des Patients, des Sciences et de l’Industrie”, hereinafter referred to as ‘the association’

Article 2

The registered office of the Association is established in the metropolitan Brussels area. ~~Currently the address is 21, rue Marie-Thérèse, B-1000, Brussels, Belgium.~~

The association's registered office may be transferred to any other place in Belgium pursuant to a resolution of the Board, to be published in the month in which it is published in the Appendices of the Belgian Bulletin of Acts, Orders and Decrees.

By virtue of a Board Resolution, to be published in the month in which it is published in the Appendices of the Belgian Bulletin of Acts, Orders and Decrees the Association may also open additional offices or branches in Belgium or in other countries

3. PURPOSE & ACTIVITIES

Article 3

The Association is a not-for-profit European multi-stakeholder think tank on human healthcare policies.

Towards this end, its mission is to provide a multi-stakeholder consensus-driven

perspective from European-facing umbrella patients' organizations, science and industry inter alia towards bridging the gap between innovation and improved European public health outcomes.

In consequence, the Association's main goals are

- *To provide an enabling environment for consensus-driven recommendations between the different stakeholder groups of its membership.*
- *To provide its members and the wider public with high-quality independent research and analysis, capacity building, knowledge sharing and dissemination.*
- *To provide relevant, independent multi-stakeholder consensus driven recommendations to policy-makers on discussions surrounding human healthcare and innovation in the European setting.*

As an integral element of achieving our mission, the Association further aims:

- a) *To promote mutual understanding between patients' organisations, science, industry and the institutions of the European Union and their counterparts in the Member States, in the field of human health care in Europe and in European countries which are not in the European Union.*
- b) *To encourage a timely and effective contribution of the Association's stakeholders to the European policy debate on matters that concern them.*
- c) *To facilitate timely and regular exchange of information between inter alia patients' organisations, science, economic actors, legislators and policy-makers on the latest developments in human health care related to (bio-) medical research, policy and regulations and the ethical, social, legal and political aspects of this type of research and of biotechnology and its application to human health care.*
- d) *To encourage a dialogue within society on progress in medical science through new technologies.*
- e) *To promote the development of therapies for unmet medical needs and to facilitate partnerships within society.*
- f) *To function as an information co-ordination centre that encourages discussion, opinion forming and public debate in the area of human healthcare.*

Article 4

The activities carried out by the Association include works of research and analysis, the publication of documents in written, electronic or other form, the organisation of conferences, colloquiums, seminars, training sessions and meetings, and any other activity allowing it to pursue its aims.

The Association augments existing policy-oriented research activities in Europe. In fulfilling its mandate, the Association may cooperate with outside researchers and institutions. With its research it shall contribute to the European health policy and innovation policy discussions.

All Research carried out at the Association is destined for publication.

4. MEMBERSHIP

Article 5

The Association is open to membership from legal entities legally incorporated according

to the laws and customs of their countries of origin and who are interested in and consider themselves to be affiliated with the objectives of the Association as formulated in these statutes.

The members can include three key constituencies:

- a. European-facing patients' umbrella organisations,*
- b. commercial enterprises and their related trade bodies*
- c. European healthcare professional or academic scientific research organizations*

The Association can also appoint honorary members who are physical persons on the basis of special services or contributions.

NGOs representing a broad range of civil society interests, foundations, international and organisations, active in human healthcare who support the aims of EPPOSI are eligible for associate membership (non-voting) with the nomination and seconder proposals of existing full member organisations

Membership is for the organisation, not the individual physical person and shall not be transferred if the individual representative leaves his/ her member organization.

All legal and physical persons must have a substantial establishment in Europe and be active in the area of human healthcare in the broadest sense of the words.

Each member shall commit to engage with the Association for a period of three years renewable, but can resign from membership with at least six months' notice.

Article 6

The admission of new members or associate members shall be subject to the prior approval of the Board at its next meeting

All members are expected to play an active role in at least one of the organisation's annual work programme activities.

Members will strive to reach a consensus position in all of the organisation's work streams and will respect the research and other outcomes reached through consensus

Honorary members- who are physical persons - can only be appointed after they have been nominated by the Board and elected by the General Assembly on the basis of criteria that shall be drawn up by the Board. Honorary members shall be appointed for a period of three years. At the end of that period honorary members can be re-appointed, but this re-appointment shall not be an obligation.

Article 7

Membership shall be terminated by the member:

a) By written notice (registered postal mail) from the member. Notice must be received by the Chair of the Board at least three months prior to the end of the membership year.

The Board of Directors can propose the exclusion of members, associated members or honorary members from the association, after having heard the party concerned.

b) In case of non-fulfilment of payment obligations during two consecutive membership years.

c) In case of manifest impropriety, by resolution of the Board after a due process hearing, confirmed by vote of the General Assembly with a two thirds majority needed.

d) The General Assembly decides on the exclusion with a two-thirds majority of the members present or duly represented. The member in question is not allowed to participate in the voting.

e) *In these items as well as in all following Articles of this statute, “written” means transmitted by postal mail, fax or electronic mail.*

5. MEMBERSHIP SUBSCRIPTIONS

Article 8

Membership of the Association entails the payment of an annual subscription. Annual membership subscriptions for relevant members and categories of members shall be adopted by a resolution of the General Assembly upon proposition by the Board at least 3 months before they become active

The Internal Rules of Procedure shall specify how subscriptions are set for members who wish to join the Association in the course of the given year.

In addition to their annual member fees subscription, all member categories may support the Association through an additional contribution or donation and through subscription to special programmes each year in cash and or in kind dependent on member category.

Once the amount of the annual subscription has been paid, the member cannot reclaim it in whole or in part including in the case of termination of membership.

6. THE GENERAL ASSEMBLY

Article 9

The General Assembly has the broadest possible authority to realise the Association's objectives. It is the Associations' general steering body.

The General Assembly shall comprise of all members. Each member shall have one vote unless otherwise specified by the Internal Rules of Procedure and by special Board resolution. Honorary members and Associate members may attend the General Assembly but will not have voting rights.

The powers of the General Assembly are those under Belgian law including:

- a) *Approval of a yearly activity report*
- b) *The approval of the accounts.*
- c) *The approval of the budget*
- d) *Appointment of the external accounts verifier and or financial auditor*
- e) *The appointment and dismissal of Members of the Board.*
- f) *Appointment of honorary members*
- g) *Amendments to the statutes*
- h) *Dissolution of the Association*

Article 10

The General Assembly shall legally meet annually chaired by the Chair of the Board, or in his absence by the Secretary of the Board. The meeting shall be held at the Association's registered office or at any place stated in the invitation to the meeting. The meeting shall be convened by letter or by email at least one month before the date of the meeting. The notice convening the meeting shall include the agenda.

Members may have themselves represented at the General Assembly by another member with a special written proxy. The holder of the proxy can represent an unlimited number of members within the same member stakeholder group

The name of the proxy holder must be communicated to the Chair

The General Assembly can only take legally binding decisions if two thirds of the

members of the Association are present or represented.

Other than in exceptional cases that are provided for by these statutes, the decisions shall be taken by simple majority of the members present and represented in person or electronically. All members shall be notified of the decisions taken. No decisions may be made on subjects that are not on the agenda unless this is approved by two thirds of the members (whether or not represented). The decisions of the General Assembly shall be recorded in a register, signed by the Chair of the Board and kept by the Secretary of the Board, who shall keep the register available to the membership

7. THE BOARD

Article 11

The Board is the Association's general administrative body. It is comprised of a maximum of 20 members represented by a named delegate with a balance to represent Epposi's constituent groups.

- *Six representatives of patients' organisations.*
- *six representatives of European scientific research organisations or institutes and/ professional associations in the field of human healthcare*
- *six representatives of human healthcare related commercial entities and or industry associations*
- *The Board may co-opt a maximum of two members who are not one of the core stakeholder categories of the Association to fulfill the role of Treasurer and in case of specific skill sets which are not represented within the Board. A two-thirds majority of Board members must agree to validly co-opt new members of the Board under these circumstances.*

The Chair can propose to have individual observers attend Board meetings or the General Assembly.

Individuals with a particular experience or represent a particular constituency may be offered Observer status to the EPPOSI Board. Such observers must be proposed by two Board members and shall not possess any voting rights at Board level.

Honorary members will also be able to attend Board meetings as observers.

The Members of the Board shall be elected for a period of three years by secret ballot by the General Assembly as set out in the Internal Rules of Procedure. They can only be re-elected once consecutively.

Each member of the Board shall be represented by a permanent legal representative as set out in the Internal Rules of Procedure.

In the event that a Permanent legal representative leaves his/ her employment for any reason, their right to represent the Board member will cease to exist immediately and the Board member shall nominate a replacement permanent legal representative for the remainder of the term of office.

Members of the Board can be removed by the General Assembly. Decisions of this nature shall be taken by a majority of two thirds of the Members present or represented.

Article 12

The Board shall elect from its midst a Chair, a Secretary of the Board and a Treasurer. The Chair has the casting vote in the event of equality of votes in the Board.

The Board shall elect from its membership a Treasurer for a term of three years

(renewable).

Every year a chair elect shall be elected. The Chair Elect shall become the Chair after one year with the Chair becoming immediately Past Chair for a period of one year before retiring. The Immediate Past Chair shall also take on the role of Secretary of the Board.

Persons appointed to the role of Chair Elect, Chair and Immediate Past Chair shall include representatives of each of the three membership categories.

The Board may elect individuals to fill casual vacancies for the role of Chair Elect and Treasurer until the end of this person's mandate.

Article 13

The Board shall meet face-to-face at least twice per year. Supplementary meetings can be convened by the Chair of the Board or by two other Members of the Board which can be validly convened in person, or by other means such as by use of electronic media. To this end, a notice convening the meeting shall be sent at least one month before the date of the meeting. The notice convening the meeting shall state the place and the date of the meeting and the items on the agenda.

A Member of the Board can be represented by another Member of the Board of the same stakeholder category, who may not however hold power of attorney for more than two Board Members in the same category of membership.

The Board can only make legally-binding decisions if at least half of its Members are present or represented.

Article 14

The Board shall be authorised for all matters, with the exception of those matters that come under the authority of the General Assembly.

The Board may delegate matters. The Board may appoint an Executive Director whose duties will be defined by the Internal Rules of Procedure.

Article 15

Decisions of the Board shall be taken with a simple majority of the Members of the Board present and represented with the following exception where the Board can only validly act with a two-thirds majority:

- *When it concerns recommendations to the General Assembly*
- *When it concerns election of the Executive Officers of the Board*

The decisions shall be recorded in a register that is signed by the Chair and kept by the Secretary of the Board, who shall keep it available for the members of the Association.

8. STRATEGIC COMMITTEES

Article 16

The Association governance structure is supported by two key committees consisting of Board as well as non-Board members pursuant to relevant skill sets; the Financial Control Committee and the Programming Governance Committee. Both Committees' Terms of Reference are set out in the Association's Internal Rules of Procedure. Both Strategic Committees act ad interim in making recommendations between Board meetings in their respective areas of activities.

9. LEGAL REPRESENTATION

Article 17

The Association shall be validly represented towards third parties by the Executive

Director or by the Chair, Secretary of the Board or Treasurer of the Association as mentioned in The Schedule of Delegation.

The Board of Directors shall act on behalf of the association as plaintiff or defendant in legal proceedings.

Article 18

The Association's financial year shall commence on January 1 and terminate on December 31 of each calendar year.

10. AMENDMENTS TO THE STATUTES - DISSOLUTION

Article 19

Notwithstanding the provisions of article 50 § 3 of the Act of Juin 21st 1921 as amended, all proposals to amend the statutes or to dissolve the Association shall be made either by the Board or at least two thirds of the members of the Association.

The Board shall announce the date of the (Extraordinary) General Assembly in which proposals of this nature are to be made at least three months in advance. The Board can also decide to inform the General Assembly and takes its votes by mail, fax or e-mail on items on the agenda, unless the amendment has to be decided before a notary or unless the votes must be unanimous.

The (Extraordinary) General Assembly can only take legally-binding decisions if two thirds of the members of the Association are present or represented within the three stakeholder groups separately and of the General Assembly as a whole. Decisions shall only be deemed valid provided that they are passed with a majority of two thirds of the votes cast.

The amendment to the statutes shall not come into force until, when legally needed once all publication formalities have been completed as required by the Act of June 21st 1921.

The (Extraordinary) General Assembly shall stipulate the method to be used to dissolve and liquidate the Association. The realised assets shall be transferred to a private non-profit association with a similar objective as the dissolved Association.

Following its dissolution the Association shall be deemed to continue to exist for liquidation purposes. The General Assembly shall be responsible for the liquidation process. The statutes shall remain in force for as far as possible during the liquidation process.

Article 20

In cases for which no provision is made by the above statutes and - in particular - the Appendices to the Belgian Bulletin of Acts, Orders and Decrees, action shall be taken in accordance with the legal regulations relevant to the matter in hand .”.