

## European Research Infrastructure on Highly Pathogenic Agents (ERINHA) AISBL

### Belgium

#### STATUTES

#### CHAPTER 1 – Denomination, Registered Office, Mission, Objectives & Duration

##### Article 1 – Denomination

An international non-profit association is hereby incorporated under the name "*European Research Infrastructure on Highly Pathogenic Agents*", abbreviated "*ERINHA*" (hereinafter the "**Association**"). Both the full name and the abbreviated name can be used interchangeably.

All acts, bills, announcements, publications and other documents issued by the Association shall mention its denomination preceded or followed immediately by the initials "*AISBL*" and the address of its registered office.

The Association shall be governed by the provisions of the Title III of the Belgian Act of 27 June 1921 on non-profit making organisations, international non-profit making organisations and foundations (the "**1921 Act**").

##### Article 2 – Registered Office

The registered office of the Association shall be located at Bruxelles (1000 Bruxelles), rue Montoyer numéro 10 (Belgique).

The registered office may be transferred to other premises in Belgium pursuant to a decision of the Executive Board. The decision to change the registered office shall not require a decision by the General Assembly. The Executive Board shall ensure that the decision to transfer the registered office is published in the Annexes to the Belgian Official Journal (*Moniteur belge/ Belgisch Staatsblad*) and that a coordinated version of the Statutes is filed with the registry of the commercial court.

##### Article 3 – Language

These Statutes shall be drafted in the French and English languages. The French version is the official version and shall take precedence. The working language of the Association shall be English. All internal documents and information are written in English, unless required otherwise by Belgian law.

##### Article 4 – Purpose and Activities

The purpose of the Association is to:

- strengthen European capacities in and studying highly infectious emerging and re-emerging pathogens (RG4);

- contribute to the European preparedness and research response to address outbreaks related to highly infectious diseases;
- provide common access to ERINHA Members high containment research facilities to all scientists with relevant research projects based on scientific excellence;
- coordinate interactions with the BSL-4 laboratories and other partner research facilities in the frame of the Association's activities and provide support;
- host cost-effective large-scale research programmes in the field of RG-4 and emerging highly infectious pathogens;
- share expertise, knowledge and best practices;
- play a role of think tank on high-level biosafety in health research;
- raise the profile of high containment research;
- pool the financing funds for research;
- support cutting-edge research on highly pathogenic diseases in coherence with the Association's Research Portfolio.

The Association shall, in general, carry out the activities necessary for the achievement of its purposes and, in particular, shall carry out the activities listed below which are directly linked to the achievement of such purposes:

- perform large-scale research programmes;
- coordinate internal research activities;
- organize meetings and conferences;
- produce publications;
- provide services related to the purpose of the Association;
- pursue a policy of opening access to researchers (academic, governmental, non-governmental, commercial);
- constitute an outbreak emergency addressing special support tool in terms of research;
- assist Members by means of development and construction of BSL3/BSL4 laboratories;
- engage in advocacy to promote the Association's interests;
- provide capacity and capability building for Member facilities;
- provide training and skills enhancement for laboratory users;
- give consulting assistance on the transport of infectious material.

The Association may carry out all operations and conduct all activities, in Belgium and abroad, relating directly or indirectly to its purpose.

The Association may also exercise, lend its support to, or take an interest in, all similar, comparable, accessory or connected activities or profit or non-profit organisations, that would foster directly or indirectly the accomplishment of its purpose.

#### **Article 5 – Duration**

The Association shall be constituted for an indefinite period and may be dissolved at any time subject to and in accordance with the conditions foreseen by these Statutes.

#### **Article 6 – Financial Resources**

The resources of the Association are notably constituted as follows:

- membership fees or other contributions from Members;
- other resources:
  - grants and contributions from European or international organisations, ministries, States, local governments and/or their public institutions;
  - grants or contributions from non-profit organizations and/or charities;
  - grants and contributions from private organizations;
  - gifts and donations accepted by the Association;
  - revenue from the activities and the services provided by the Association;
  - loans from any person or entity;
  - all resources not prohibited by the legislation.

The Director General shall inform each Member in writing, during the first quarter of each financial year, of the amount of the annual fee owed by it pursuant to Article 7. These fees shall be payable within thirty days that follow the written notification. Failing payment within this period, interest shall apply automatically at the legal rates without prior notice of the same.

## CHAPTER 2 – MEMBERSHIP

### Article 7 – Eligibility Criteria and Membership Categories

**7.1** Membership of the Association is open to any legal entity or person, public or private, which:

- a) has relevant research activities, or has a scientific, financial or other interest in the field of pathogenesis of infectious diseases caused by high-risk organisms or health research and
- b) shares and supports the objectives of the Association.

The General Assembly, upon the advice of the Executive Board, will decide on the fulfilment of criteria a) and b) above. In addition, all members of the Association ("**Members**") must:

- be validly incorporated under the laws and customs of their country of origin;
- agree in writing to abide by the Statutes, the Internal Regulations, the objectives and policies of the Association and the decisions of its bodies and
- pays a membership fee.

**7.2** There are two levels of membership, with different rights and obligations pursuant to Article 10:

- "**Full Members**": national authorities, funding bodies, research organizations and associations, organizations, companies, undertakings and other public or private entities that have or represent a relevant (scientific, financial or other) interest, expertise or research capacities in the study of highly pathogenic emerging and re-emerging agents ;
- "**Associate Members**": national authorities, funding bodies, research organizations, associations, organizations, companies, undertakings and other public or private entities that have or represent an (scientific, financial or other) interest in the Association's purpose and activities.

**7.3** Each Member is obliged to pay an annual fee, but is not liable for any other financial or other commitments of the Association. The annual fee is intended to cover the costs of the Association and it shall be different depending on the membership category. The annual fee is equal for all Associate Members, who shall pay a reduced fee. Full Members pay membership fees calculated on the basis of various criteria. The amount of the annual fee for each Member shall be proposed by the Executive Board, and approved by the General Assembly on a yearly basis.

The annual fee shall take the form, in principle and by default, of a financial contribution (in cash). The General Assembly may, however, approve the full or partial substitution of this payment by an in-kind contribution proposed by a Member, subject to the procedure and additional criteria set in the Internal Regulations, and provided that the Association has sufficient financial resources to face its financial engagements according to its Financial Plan and Scientific Portfolio.

In kind contribution must be quantifiable and auditable, providing the Association with the same value as a financial contribution.

### **Article 8 – Application Procedure**

**8.1** Any entity wishing to join the Association shall apply for a specific category of membership (Full Member or Associate Member) set out in Article 7.2.

**8.2** All applications for membership of the Association shall be sent in writing to the Central Coordinating Unit (CCU), which will submit it to the Executive Board. Upon receipt of the written application, the Executive Board of the Association will check the eligibility criteria listed under Article 7.1 and the General Assembly, upon the advice of the Executive Board, will decide on admission for membership.

Decisions regarding the admission for membership shall be taken by the majorities described in Article 12.5.

### **Article 9 – Resignation and Exclusion**

**9.1** Any Member wishing to resign from the Association must send a written notice by registered letter to the Central Coordinating Unit (CCU) at least three months prior to the Association's financial year-end. The resignation will take effect at the end of the financial year, unless the General Assembly unanimously decides to shorten this period. Resignation shall not entitle the Resigning Members to any reimbursement of the expenses already incurred within the Association. Resigning Members remain liable for their financial obligations vis-à-vis the Association until the end of said financial year unless the General Assembly decides otherwise. The Resigning Member shall not be liable for the obligations and commitments taken over by the Association after the notifications of its withdrawal.

Any Member, who fails to pay the annual fee for a period exceeding six months after they become due, despite a written reminder sent by the Central Coordinating Unit (CCU), will be deemed resigning from the Association and, as the case may be, its voting powers will be suspended by the Executive Board. The resignation will come into effect at the end of the ongoing financial year, without prejudice to the outstanding financial obligations, which still have to be met. The Executive Board may readmit the failing Member deemed to have resigned on condition that it meets all outstanding financial obligations.

**9.2** The exclusion from membership may be proposed by the Executive Board and shall be decided by the General Assembly. Any Member who (i) is found by the General Assembly not to meet the criteria for membership anymore, (ii) fails to fulfil its duties under the Statutes, the Internal Regulations, the objectives and policies of the Association or the decisions of its bodies, (iii) acts in a manner which is seriously injurious to the interests of the Association and/or (iv) acts contrarily to the common values and ethics of the Association, may be expelled by a resolution of the General Assembly which shall take its decision by the majorities described in Article 12.5, with the Member considered for exclusion not taking part in the vote. The expulsion decision shall set forth the grounds on which the expulsion is based and shall be final.

**9.3** If any entity is liquidated, becomes bankrupt, enters into a judicial reorganisation with its creditors or any similar insolvency proceeding under any applicable law, its membership shall automatically end. The General Assembly shall establish whether any of the aforementioned circumstances has occurred.

**9.4** Any Member which ceases to be part of the Association for any reason will no longer have any right or claim to access to the Association documentation and shall discontinue all reference to the Association membership in its business relations, including the use of the Association logo, and, in general, shall have no claim against the assets of the Association. However this Member remains liable for all outstanding fees in respect of its period of membership.

#### **Article 10 – Rights and Obligations**

**10.1** Without prejudice to other rights set out in these Statutes, Internal Regulations or applicable laws, all Full Members have the following rights:

- Attending or being represented at the meetings of the General Assembly;
- Voting at the General Assembly;
- Reviewing the strategy action proposed by the Executive Board pursuant to Article 13.1 and setting objectives and activities, providing a technical contribution and validating the strategy;
- Participating to the activities of the Association;
- Having access to the accounts, documents and books recording the activities of the Association and obtaining information on such activities;
- Resigning from the Association, in the conditions set forth in the Statutes and the Internal Regulations.

Without prejudice to other rights set out in these Statutes, Internal Regulations or applicable laws, all Associate Members have the following rights:

- Attending the General Assembly without the right to vote and with a consultative voice only;
- Participating to the activities of the Association;
- Having access to the accounts, documents and books recording the activities of the Association and obtaining information on such activities;
- Resigning from the Association, in the conditions set forth in the Statutes and the Internal Regulations.

**10.2** Without prejudice to other duties set out in these Statutes, Internal Regulations or applicable laws, all Members have the following duties:

- Abiding by these Statutes, the Internal Regulations, the objectives and policies of the Association (all as amended from time to time), and the decisions of its bodies;
- Paying an annual fee in accordance with Article 7.3;
- Ensuring continued fulfilment of the eligibility criteria set out in the Statutes and taking part in the activities necessary to fulfil the objectives of the Association.

## **CHAPTER 3 – BODIES OF THE ASSOCIATION**

### **Article 11 – Governance Structure**

The bodies of the Association shall be:

- the General Assembly, which shall be the body in charge of the general direction of the Association as meant in article 48, 5° of the 1921 Act,
- the Executive Board, which shall be the body in charge of the management of the Association as meant in article 48, 6° of the 1921 Act, and
- the Director General, which shall be in charge of the daily management.

### **Article 12 – General Assembly**

#### **12.1 Composition and powers**

The General Assembly will be the decision-making body of the Association, in charge of the overall direction and strategic decisions with regard to the Association. It shall consist of all Members of the Association. Other persons may be invited to attend a meeting of the General Assembly, on proposal of the Executive Board (without voting rights).

The resolutions passed at the meetings of the General Assembly shall be binding on all Members, including those absent or dissenting.

The role of the General Assembly involves addressing the following matters:

- adoption or revision of the Association's infrastructure's strategy and development plan;
- adoption or revision of the Association's agenda of activities;
- adoption or revision of the Association's budget plans;
- adjusting the relative contribution of each Member according to the budget plan;
- addition or termination of membership of Members;
- appointment, dismissal and discharge of the Director General and fixing the extent and limitations of his or her powers;
- risk assessment and rescue plans based on financial sustainability;
- adoption of policies on ERINHA's matters, such as recruitment and employment policies, procurement, data policy and access, confidentiality, marketing, intellectual property rights, disseminations, business plan, programme of activities, etc.;

The following powers are restrictively reserved to the General Assembly:

- a) approval of (i) the annual accounts, and, as the case may be, (ii) the auditor's report, (iii) the budget and (iv) the membership fees;
- b) appointment, dismissal and release from liability of the directors;
- c) appointment, dismissal and discharge of the auditors and determination of their remuneration;
- d) amendments to the Statutes;
- e) dissolution and liquidation of the Association.

Upon decision of the General Assembly, advisory boards dedicated to special fields may be set up. The advisory boards will have an advisory role to the General Assembly, the Executive Board and/or the Director General, but no powers of decision or representation of the Association.

### **12.2 Chair of the General Assembly**

The Chair of the General Assembly shall be elected for a mandate of two years among the delegates of the Full Members attending the meeting of the General Assembly, renewable once, by decision of the General Assembly. The General Assembly shall also appoint a vice-Chair among the delegates of the Full Members to replace the Chair in the event of unavailability. In the event that both the Chair and vice-Chair are prevented from fulfilling their duties, their responsibilities shall be exercised by another delegate of a Full Member designated by the General Assembly.

The Chair presides over the General Assembly's meetings and is responsible for ensuring the effective operation of the General Assembly. In particular, the Chair shall be responsible for directing and conducting the General Assembly's meeting, in accordance with these Statutes, the Internal Regulations and applicable laws.

### **12.3 Meetings and notices**

An ordinary meeting of the General Assembly shall take place at least twice a year.

Meetings of the General Assembly shall be called by the Chair of the General Assembly, any two directors or the Director General, where the interests of the Association so require, or at the request of half of the Full Members. Any request for an extraordinary meeting of the General Assembly shall state the items to be considered. If the extraordinary meeting of the General Assembly is convened at the request of half of the Members, any Member may send a request to the Director General for a point to be added to the agenda at the latest seven calendar days before the date of the meeting of the General Assembly.

The notice calling the meeting shall indicate the place, date, hour and agenda of the meeting and shall be sent by ordinary letter, facsimile or any other written means (including electronic format) at least twenty calendar days prior to the date of the meeting. As the case may be, the working documents are attached to the notice.

The validity of the notice cannot be challenged if all Members are present or validly represented.

The meetings of the General Assembly will be chaired by the Chair of the General Assembly or, in his/her absence, by the vice-Chair, or failing same, by another delegate of a Full Member designated by the General Assembly.

## 12.4 Representation

Members are represented at the General Assembly by one single representative who must be a natural person entitled by that Member to represent it. At least seven calendar days before the date of the meeting, the identity of the representative must be notified to the Chair, if the representative has been changed since the last meeting.

A representative may act on behalf of one other Member. The proxy must be submitted in writing to the Chair at least five calendar days before the date of the meeting.

As an exception to the previous rule, a representative may act on behalf of an unlimited number of other Members, in addition to his/her capacity of representative of its own Member, in the event that the law provides that the decisions of the General Assembly need to be taken by notarial deed.

## 12.5 Proceedings, quorums and votes

### a) Quorum

An attendance list, indicating the Member's name, shall be signed prior to the meeting by the representative.

Unless otherwise provided for in these Statutes, a General Assembly may validly proceed if the majority of the Full Members are present or represented.

When this quorum is not reached, a new meeting of the General Assembly shall be called, no earlier than twenty calendar days after the first meeting. The second meeting of the General Assembly shall be entitled to take valid decisions, irrespective of the number of Members present or represented.

### b) Votes

Unless otherwise provided for in these Statutes or in the Internal Regulations, each Full Member has one vote and decisions of the General Assembly shall be taken by triple majority: (i) a simple majority of the total votes cast by the Full Members, which includes (ii) a two thirds majority of the votes cast by the Full Members equipped with BSL-4 facilities, and (iii) a simple majority of the votes cast by the Full Members who individually contribute an amount equal to at least 20 % of the total annual fees payable by all Members for the relevant financial year pursuant to Article 7.3 (if any). The decision is not adopted if either one, both or the three of the majority requirements are not fulfilled.

For all decisions of the General Assembly:

- (i) abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast;
- (ii) all votes will be taken by a show of hands, unless at least 1/3 of the Full Members request a secret ballot.

The General Assembly may only deliberate on the matters set out in the agenda, unless all Members are present or represented and unanimously decide to discuss other matters.

c) Written decision-making

Decisions may also be taken by written resolutions provided (i) that each Member has been informed at least twenty calendar days in advance of the decisions to be taken and (ii) that the written resolutions are immediately dispatched to each Member. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

## **12.6 Minutes of meetings**

The decisions taken by the General Assembly shall be recorded in minutes, which are sent out to each Member.

Once approved, the minutes shall be signed by the Chair of the meeting and are kept in a register at the Members' disposal at the registered office of the Association.

## **Article 13 – Executive Board**

### **13.1 Composition and powers**

a) Composition

The Executive Board will be the executive body of the Association, in charge of the execution and implementation of the decisions of the General Assembly, and will be source of proposals for the organization of the activities of the Association.

It shall consist of a minimum of 4 directors, appointed by the General Assembly among the scientific employees and partners of the Full Members. Unless specifically decided otherwise by the General Assembly, the term of office of the directors will be three years, renewable, and will take effect immediately. The office of director is not remunerated. The General Assembly may dismiss directors at all times.

Any director wishing to resign must send a written notice of his or her resignation to the Director General. Nonetheless, the resignation will only come into force on the date of the next meeting of the Executive Board or the General Assembly providing for his or her replacement.

In the event that a vacancy occurs (including as a result of a resignation), a new director can be appointed by the Executive Board. The term of office of the new director shall expire at the same time as the term of the replaced director would have expired. The confirmation of the appointment of the new director will be submitted for approval to the next meeting of the General Assembly.

The appointment, resignation and dismissal of the directors must be published in the Annexes to the Belgian Official Journal.

b) Powers

The Executive Board's powers include the capacity to propose resolutions to the General Assembly, execute the General Assembly decisions and any other power delegated by the General Assembly. The

Executive Board also proposes a strategy of action to the Members, who can review the set objectives and activities, provide a technical contribution and validate the strategy, before it is adopted by the General Assembly.

Without prejudice to other powers attributed to it by law or by these statutes, the Executive Board is responsible for:

- approving research scheduling;
- electing the Chair and vice-Chair of the Executive Board;
- deciding the change of the registered office of the Association;
- providing the General Assembly with proposals regarding policies on ERINHA's matters, such as recruitment and employment policies, procurement, data policy and access, confidentiality, marketing, intellectual property rights, disseminations, business plan, programme of activities, etc.;
- providing the General Assembly with advice regarding the admission for membership;
- ensuring that decisions of the General Assembly are properly implemented by supporting and monitoring its execution, including the execution of such decisions by the Director General.

The Executive Board shall in particular provide to the General Assembly once a year with:

- the financial statements of the previous year;
- a report on the work carried out during the previous year;
- the scientific programme and the budget for the following fiscal year, which shall include, in the form of a balance sheet all revenues and expense items, even if only based on estimates;
- the multi-annual programme, the budget estimates and expense items, even if only based on estimates with the support of the CCU;
- a proposal for the mode of calculation and/or the amount of the fixed annual fee for each membership category.

The Executive Board may delegate, under its responsibility, specific powers to any third party.

### **13.2 Chair of the Executive Board**

The Chair of the Executive Board shall be elected for a mandate of three years among the directors, renewable once, by decision of the Executive Board adopted by a simple majority of the total votes cast. The Executive Board shall also appoint a vice-Chair to replace the Chair in the event of unavailability. In the event that both the Chair and vice-Chair are prevented from fulfilling their duties, their duties shall be exercised by another director designated by the Executive Board.

The Chair presides over the Executive Board's meetings and is responsible for ensuring the effective operation and activities of the Executive Board. In particular, the Chair will ensure effective communication with the directors in order to prepare and report about the meetings to the directors, in coordination with the Director General. The Chair will set the agenda to promote constructive debate and effective decision-making. The Chair will support the Executive Board in the development of the ERINHA strategy and its relevant objectives and activities.

### **13.3 Meetings and notices**

The Executive Board shall meet as often as needed, but at least twice a year. Meetings of the Executive Board shall be called by the Chair of the Executive Board, any two directors or the Director General, or on request of at least half of the Full Members.

Meetings of the Executive Board shall be chaired by its Chair or, in his/her absence, by the vice-Chair, or failing same, by another director designated by the Executive Board.

The Director General, as well as any third party invited by the Executive Board, may attend the meetings of the Executive Board.

The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by ordinary letter, facsimile or any other written means (including electronic format) at least fifteen calendar days prior to the date of the meeting; in case of urgency, this can be reduced to seven calendar days. As the case may be, the working documents are attached to the notice.

The validity of the notice cannot be challenged if all directors are present or validly represented.

### **13.4 Proceedings, quorums and votes**

#### **a) Quorum**

At least half of the members of the Executive Board must be present or represented at each meeting of the Executive Board. When this quorum is not reached, a new meeting of the Executive Board shall be called no earlier than seven calendar days after the first meeting. The second meeting of the Executive Board shall be entitled to take valid decisions, irrespective of the number of directors present or represented.

#### **b) Votes**

Decisions of the Executive Board shall be taken as much as possible by consensus. When a vote is necessary, each director shall have one vote and, unless otherwise provided in these Statutes, all decisions within the Executive Board shall be taken by a simple majority of the votes cast. If the vote is tied, the Chair shall have a casting vote.

Abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast. All votes will be taken by a show of hands, unless at least 1/3 of the directors request a secret ballot.

Any director may designate another director by letter, facsimile or e-mail to represent him/her at the meeting. Any director may hold two proxies (delegations from other directors) at most in addition to his own vote. The proxies must be sent to the Chair at least one calendar day before the date of the meeting.

Decisions can also validly be taken by circular letter, conference call or video conference. Such decisions are deemed to be taken at the registered office of the Association and come into effect on the date mentioned on the circular letter or, for conference calls or videoconferences, on the date of the meeting. Decisions taken by conference calls or videoconferences are reported in minutes which are approved at the next meeting of the Executive Board.

The rules governing the functioning, meetings and votes of the Executive Board shall be further developed in the Internal Regulations.

### **13.5 Minutes of meetings**

The decisions taken by the Executive Board shall be recorded in minutes. The minutes shall be signed by the Chair of the Executive Board and the Director General and sent out to each director. The minutes are kept in a register, at the disposal of the directors at the registered office of the Association.

### **Article 14 – Director General**

The Director General will be the body in charge of the daily management of the Association, under the supervision of the General Assembly.

The Director General shall be appointed by the General Assembly, which shall fix the extent and limitations of his or her powers and shall put an end to the mandate of Director General in accordance with the law and the Association's contractual obligations.

The Director General shall be convened and shall attend, with an advisory voice, the meetings of the Executive Board (and, as the case may be, of the General Assembly).

The Director General is specifically in charge of:

- Implementing the decisions of the General Assembly, supported and monitored by the Executive Board;
- Developing and presenting for approval to the bodies all strategies for the implementation of the ERINHA tasks as defined in the Statutes;
- Coordinating the development of all the action plans needed to ensure the implementation of strategies approved by the bodies of the Association;
- Ensuring the daily management of the Association, including the supervision of the administrative and financial management of the Association by the Central Coordinating Unit, budget preparation, presentation to the relevant ERINHA bodies and execution thereof;
- Ensuring the representation of the Association in all contacts with Members, relevant international and national organisations and third parties in general (including the scientific leadership interactions with third parties);
- Acting as a legal representative of the Association in accordance with Article 17.

### **Article 15 – Central Coordinating Unit**

The Central Coordinating Unit shall be the access point for external users and funding bodies. It shall ensure the scientific follow-up, coordinate the research programmes and provide all support functions

for the Association's operation and functioning: administrative management, communication and advocacy, finances etc.

The Central Coordinating Unit shall be in charge of the daily administration and bookkeeping of the Association (convening of meetings, finance reporting, etc.) and assisting the Director General.

It will provide all relevant services to Members and will ensure common knowledge and know how management under the supervision of the Executive Board.

It shall support all other bodies in their work, in particular the Director General, and shall serve as a contact point for all third parties.

#### **CHAPTER 4 – FINANCIAL AND LEGAL MANAGEMENT**

##### **Article 16 – Financial Year**

**16.1** The financial year shall commence on 1<sup>st</sup> January and end on 31<sup>st</sup> December.

**16.2** Each year the Executive Board shall submit the draft annual accounts for the Association's last financial year and the draft provisional budget for the following year to the General Assembly for approval. The annual accounts shall be presented in the form of a statement of income and expenses accompanied by an inventory of the Association's assets and liabilities. The budget shall present the ordinary and extraordinary income and expenses for the following financial year.

**16.3** For each financial year, the Executive Board shall draw up the final accounts and will submit it to the General Assembly for approval. Approval of the annual accounts by the General Assembly grants a discharge to the directors for the operations listed therein as well as for those that have been communicated to the General Assembly.

**16.4** The Executive Board and the Director General will be responsible for the management of funds of the Association and the maintenance of accounting, with attendance (if necessary) of a professional accountant.

**16.5** In case legal conditions requiring the appointment of statutory auditors are met, such an appointment shall be made by the General Assembly.

##### **Article 17 – Legal Representation**

**17.1** The Association shall be validly represented with respect to all acts by the signature of the Chair of the General Assembly, who shall not be obliged to offer proof to third parties of a prior decision of the General Assembly, or by the Director General by delegation.

**17.2** The Director General represents the Association towards third parties with respect to all acts of daily management and also in court proceedings within the limits of daily management, and shall not be obliged to offer proof to third parties of a prior decision of the Executive Board and/or the General Assembly.

**17.3** The Executive Board is empowered to delegate specific duties to any of the directors and/or third parties. The Association shall also be validly represented by such attorney-in-fact, within the limits of his/her power-of-attorney.

**17.4** Judicial actions on behalf of the Association, both pursuant and defensive, will be undertaken by the Director General or by the Chair of the General Assembly. The General Assembly shall be immediately informed of any lawsuit made against the Association.

## **CHAPTER 5 – AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE ASSOCIATION**

### **Article 18 – Amendments**

**18.1** Any proposal for the amendment of the Statutes shall be sent to the Chair of the General Assembly who will submit it to the General Assembly in order to include it in the agenda for the next General Assembly meeting.

**18.2** A decision regarding the amendment of the Statutes requires a quorum of presence of two-thirds of the Members. In the event that the presence quorum is not met, a second meeting of the General Assembly shall be convened, with not less than two weeks' notice, and the General Assembly shall be entitled to take valid decisions, irrespective of the number of Members present or represented.

**18.3** The amendment of the Statutes shall be adopted by a triple majority: (i) a two thirds majority of the total votes cast by the Full Members, which includes (ii) a two thirds majority of the votes cast by the Full Members equipped with BSL-4 facilities, and (iii) a simple majority of the votes cast by the Full Members who individually contribute an amount equal to at least 20 % of the total annual fees payable by all Members for the relevant financial year pursuant to Article 7.3 (if any). The decision is not adopted if either one, both or the three of the majority requirements are not fulfilled.

### **Article 19 – Dissolution**

**19.1** Any proposal for the dissolution of the Association shall be sent to the Chair of the General Assembly who will submit it to the General Assembly in order to include it in the agenda for the next General Assembly meeting.

**19.2** A decision regarding the dissolution of the Association requires a quorum of presence of two-thirds of the Members. In the event that the presence quorum is not met, a second meeting of the General Assembly shall be convened, with not less than two weeks' notice, and the General Assembly shall be entitled to take valid decisions, irrespective of the number of Members present or represented.

**19.3** The dissolution of the Association shall be adopted by the voting majorities described in Article 18.3.

**19.4** In case of dissolution of the Association, the General Assembly shall appoint one or several liquidators, shall decide on their powers and shall indicate how to distribute the assets of the Association, taking into account that these assets cannot be given to the Members beyond the amount of their own contribution and that the beneficiaries must pursue aims similar to the Association. The

liquidator(s) shall be charged with realising the Association's assets and settling its debts. Any net assets shall be disposed with a non-lucrative purpose.

#### **Article 20 – Internal Regulations**

Without prejudice to the present Statutes, the General Assembly may approve Internal Regulations of the Association, dealing with specific policies of the Association, governing the functioning or the day-to-day conduct and administration of the Association. Upon proposal of the Executive Board, the General Assembly may adopt the Internal Regulations and may change them by the majorities described in Article 12.5. The Internal Regulations may not conflict with these Statutes and, in case of conflict, the latter shall prevail.

#### **Article 21 – Liability**

**21.1** No Member of the Association shall be held personally liable for any debts contracted or obligations entered into by the Association. The Members' financial liability towards the Association shall be limited to each individual Member's annual financial contribution.

**21.2** No Member of the Association is liable for the research and other activities performed by other Members in their facilities.

**21.3** The Association shall take appropriate measures to cover the risks specific to its activities, including against accidents and/or data breach.

#### **Article 22 – Applicable Law**

Anything that is not expressly covered in these Statutes or, as the case may be, in the Internal Regulations, shall be governed by the 1921 Act in particular and Belgian law in general.

#### **Article 23 - Competent courts**

Any dispute in connection with the Statutes of the Association, its Internal Regulations, and/or any decision of one of its bodies, shall be governed by Belgian law and shall be submitted to the Brussels courts.

<b>DECISIONS</b>
------------------

*Having adopted these Statutes, the founders have unanimously adopted the following decisions, which will enter into force as soon as the Association will be given legal personality in accordance with the provisions of the 1921 Act:*

**1. First financial year**

*By way of exception to article 18.1 of the Statutes, the first financial year shall commence on the date on which the Association obtains legal personality and will end on 31 December 2018.*

**2. Composition of the Executive Board**

*The Executive Board will at first have 4 directors at the beginning of its activity*

*The following persons are appointed as directors as of the date on which the Association shall be given legal personality until the ordinary meeting of the General Assembly to be held in 2017.*

- 1) Monsieur RAOUL Hervé.
- 2) Monsieur BRÅVE Lars Andreas.
- 3) Monsieur MENDES RIBEIRO DE FREITAS ALBUQUERQUE José Maria.
- 4) Madame CARBONNELLE Caroline.

*The mandate as director shall not be remunerated.*

### **3. Powers**

*The founders hereby grant powers to Mr..., attorneys-at-law, with offices at ... , each with the power to act alone and to appoint a sub-delegate of their choice, to execute all documents and carry out all formalities which may be necessary with a view to the registration with the VAT administration and, if necessary, register the association with any other administration.*

*To that end, the abovementioned proxyholders shall have the power to represent the Association towards any organisation or administration, to take any commitment in name of the Association, make any statements, sign any documents and, in general, do all that is necessary or useful to fulfil the mission entrusted to them.*