



European Confederation of
Pharmaceutical Entrepreneurs AISBL

INTERNATIONAL NON PROFIT ASSOCIATION Articles of Association

Between the undersigned:

[List of the members signing the present articles of association]

Title I: Name, Registered Office, Purpose and Activities of the Association

Legal framework, name

Article 1.

The association is a non profit international association governed by the provisions of the title III of the law of 27 June, 1921 on non profit associations, non profit international associations and foundations.

The association is called: “European Confederation of Pharmaceutical Entrepreneurs” (in the following referred to as the Association).

The Association shall use the acronym EUCOPE.



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Registered Office

Article 2.

The registered office of the Association is established in 1000 Brussels, Rue Marie de Bourgogne 58, Belgium.

The registered office of the Association may be transferred to any other location in Brussels following 2/3 of the valid votes cast by a General Meeting of its members and publication in the “Annexes du Moniteur Belge”.

Scope

Article 3.

3.1. The Association shall pursue activities of a non-profit nature in accordance with the title III of the law of 27 June, 1921 on non profit associations, international non profit associations and foundations.

3.2. The purpose of the Association shall be:

- promote companies and associations active in the research and development, production and distribution of pharmaceutical products and further their scientific, technical, economic and legal objectives;
- represent member companies and associations operating in Europe with respect to international governmental organizations in particular towards the European institutions and EU agencies. Especially, it shall make such bodies aware of the views of the European pharmaceutical industry (RX as well as OTC; primary care as well hospital care) on all matters that are of interest to it and concern public health, in particular international legislation and regulations;
- strengthen the awareness of the value of the European pharmaceutical industry and their products for patient health and the economy based on ethical practices;



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- co-ordinate common interests and activities especially towards the European institutions and authorities in the EU/EEA member states;
- enhance research and development through promotion and cooperation across national borders;
- establish a widely-accepted and qualified network for the pharmaceutical industry;
- co-operate with national and international organisations having similar objectives.

3.3. The association performs the following activities with a view to achieve the objectives described under article 3.2. above:

- Further promotion and facilitation of the professional and scientific relationship between its members by organizing periodical meetings etc.;
- create and organize regular high level meetings for the responsible business leaders representing the member companies and associations
- prepare information and position papers and disseminate national and European governmental institutions policies;
- monitor political, legal, scientific and economic developments in the EU relevant for pharmaceutical companies;
- collect and study relevant laws and regulations applicable to the members and the dissemination of such information to its members;
- express common positions in order to provide European and member state institutions with unified and representative positions;
- maintain close relations with governmental bodies and also with non-governmental bodies in order to enhance understanding of problems affecting the European pharmaceutical industry;
- further the promotion and facilitation of information in relation to professional groups and the general public, i.e. health care providers and their associations, health insurance organisations, consumers and other interested stakeholders;



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- joint submission of projects in the European Commission's programs for research and development;
- joint edition and distribution of publications which promote the objectives of EUCOPE.

In pursuing the activities of the Association the members do not seek to obtain direct financial advantage for themselves, nor shall it be the objective of the Association to procure direct financial advantage for the members.

The Association may acquire any and all assets, fixed or otherwise, enter into contractual commitments, receive gifts, dispose of assets, grant privileges or securities in respect of its assets, and transfer title to its assets in accordance with the law, with these Articles of Association and any amendments to them.

Title II: Membership

Categories of Membership

Article 4.

4.1 The association is composed of two categories of members: institutional members and personal members.

4.2

- Institutional members

Institutional members can be companies which operate within the European Union in research and/or development and/or production and/or distribution of pharmaceutical products. Associations representing the above mentioned companies are also eligible for institutional membership.

- Personal members



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Personal members can be entrepreneurs who manage as a chief officer and/or own a company which operates within the European Union in research and/or development and/or production and/or distribution of pharmaceutical products. If a personal member manages or owns an institutional member the voting right is limited to the institutional member.

Admission of Members

Article 5.

The admission as member and the keeping of this quality are subject to the approval of the articles of incorporation in their latest amended version as well as of all other possible regulations issued or approved by the Association as well as to the compliance with the provisions of the statutes and these rules.

The application for admission as a member within the Association will be submitted in writing to the Secretary General with all necessary explanations. The Executive Board decides with a simple majority of all board members on membership applications. The Secretary General brings the decision of the Executive Board to the attention of the applicant. Membership commences on the 1st day of the month following the Executive Board's decision unless the application states another date. In case of refusal of the application, no specified reason is necessary.

Termination of Membership

Article 6.

Any member may withdraw from the Association at the end of a financial year during which notice of termination has been given, provided that such notice has been given not later than March 31st by registered letter to the Secretary General; otherwise the termination shall become effective at the end of the following fiscal year.

Membership shall terminate in any of the following circumstances:

- when a member no longer fulfils the criteria mentioned in Article 4 above;



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- bankruptcy, liquidation, dissolution or any similar situation resulting in the cessation of a member's activity;
- failure to pay membership fees or any other sum due to the Association within 45 days of written request and after a reminder giving 14 days notice of overdue payment;
- infringement of the provisions of these Articles of Association or other rules for the conduct of members as may be determined from time to time by the Association;
- exclusion from membership.

Exclusion from membership shall be decided with a majority of 2/3 of the votes of the members present or represented by proxy of the General Meeting.

The member concerned shall be invited by registered letter indicating the reasons for his proposed exclusion to attend the Executive Board meeting to present his case or to make a written statement to the Executive Board.

Exclusion shall take immediate effect.

A member who resigns or is excluded from membership of the Association shall have no claim to the net assets of the Association. Termination of Membership does not result in relief of outstanding liabilities. Already paid fees are not refunded.

Membership Fees

Article 7.

Each Member shall pay each year the annual membership fees for that year and category of membership according to the by-laws.

Special fees can be assessed for financing special projects.

Membership fees shall be due on January 1st of each year and shall be paid within 45 days of written request. Failure to pay within this time may result in exclusion from membership, as provided for in Article 6.



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Title III: Governing Bodies of the Association: General Meeting of the Members, Executive Board

Article 8.

The Association shall be governed by the General Meeting of its members and an Executive Board.

General Meeting

Article 9.

The General Meeting of the members shall be the supreme governing body of the Association.

The General Meeting of the members shall be provided with all powers necessary or advantageous for the purpose of achieving the objectives of the Association.

The General Meeting of the members shall decide the general policy of the Association and shall oversee the management of the Association by the Executive Board.

The following powers shall be reserved exclusively for the General Meeting of the members:

- approval of the final accounts for the preceding financial year and approval of the members of the Executive Board in respect of their stewardship of the affairs of the Association during the preceding financial year;
- approval of the budget of the Association for the following financial year;
- the membership fees and any other contributions due by the members of the Association for each financial year;
- the election and dismissal of the members of the Executive Board;
- the election and dismissal of the Chairman, Vice-chairmen and Treasurer;
- amendments to the Articles of Association;
- exclusion from membership;
- the dissolution of the Association;
- the decision to establish a code of conduct which is mandatory for all members of the Association;



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- the establishment and subsequent amendment of By-laws of the Association;
- the nomination, if required, of auditors;

Any decision which has to be taken by the General Meeting has to be sent in writing to the Members one month ahead of the General Meeting. An exception is possible if it decided by the Executive Board or by a quarter of the General Meeting.

Meetings

Article 10.

There shall be a General Meeting of the members at least once per year within the 2nd quarter of a year and whenever the Executive Board shall consider a meeting to be necessary or whenever at least 1/4 of the members of the Association request to the Executive Board for a meeting.

General Meetings shall be chaired by the Chairman or, in his absence, by one of the ViceChairmen.

General Meetings shall be convened in writing by the Secretary General on behalf of the Chairman with at least 1 month prior to the date of the General Meeting, indicating the place, date and time of the General Meeting. The agenda of the meeting is enclosed with the invitation.

No business may be conducted on any matter not shown on the agenda, unless all of the members with voting rights are present or represented.

Beside the members of Article 4 owners, board members and managing directors of Member companies and Associations may participate in the General Meeting without the right to vote.

Voting, Quorum

Article 11.

Only members shall be entitled to vote at the General Meeting of the members.



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Each member has one vote.

Any member may be represented at the General Meeting by giving written proxy to another member entitled to vote. The Director General has to be informed.

The General Meeting of members may not cast a valid vote unless 25 % of the members are presented or represented by proxy.

Except in cases foreseen by the present statutes or by the law, the decisions of the General Meeting of members are taken by a simple majority of the attendees with the right to vote.

They shall be brought to the attention of all members.
Decisions of General Meetings of the members shall be recorded in minutes which shall be kept at the registered offices of the Association.

Executive Board

Article 12.

Subject to the powers granted to the General Meeting by Article 9 of these Articles of Association, the Executive Board is empowered to manage the affairs of the Association and to perform for this purpose all acts as it may judge necessary or advantageous for achieving the purpose of the Association.

The Executive Board shall comprise of at least 3 and up to 12 members which are elected out of the institutional or personal members.

The period of office of the Chairman, the Vice-Chairman(s), the Treasurer and the members of the Executive Board shall be 3 years and is renewable. Chairman, Vice-Chairman(s), Treasurer must be Members of the Executive Board and are elected by the General Meeting.

The Chairman, the Vice-Chairman(s), the Treasurer and the members of the Executive Board shall not be remunerated for the services which they provide to the Association.



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The Executive Board may delegate some or all of its powers to the Chairman, the ViceChairman(s) or to one or more of its members.

The Executive Board will appoint a non-honorary Secretary General to take charge of the day-to-day management of the Association and may delegate to the Secretary General the authorities necessary for the accomplishment of this task.

Meetings

Article 13.

The Executive Board shall meet as frequently as the interests of the Association require and at least once per quarter of the year.

The Executive Board shall meet whenever at least 5 of its members request in writing that a meeting be held.

Notice of meetings of the Executive Board shall be given in writing by the Secretary General on behalf of the Chairman by, at least 7 days in advance, with indication of the place, date and time of the meeting.

The agenda of the meeting shall be sent with the written notice of the meeting.

The Executive Board shall conduct business only if at least half of its members are present.

Decisions of the Executive Board shall be taken by simple majority except in cases foreseen by the present statutes. Abstentions will be disregarded. In case of equal votes, the chairman's vote is predominant.

TITLE IV: FINANCIAL MANAGEMENT

Financial Year

Article 14.



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The financial year of the Association shall commence on January 1st of each year and shall end on December 31st of the same year.

The first financial year of the Association shall commence on the date of the foundation of EUCOPE and shall end on December 31st, 2009.

The Executive Board shall propose the annual budget of the Association for the following financial year, which it shall submit for approval to the General Meeting, in accordance with Article 9 of these Articles of Association.

The Executive Board shall draw up draft final accounts for each financial year, which it shall submit for approval to the General Meeting of the Association, in accordance with Article 9 of these Articles of Association.

The Executive Board shall be responsible for managing the funds of the Association and for maintaining the bookkeeping, assisted, if required, by a professional accountant.

In case the activities of the Association require the appointment of statutory auditors, such an appointment shall be made by the General Meeting.

Legal Representation

Article 15.

All legal acts entered into by the Association shall be signed, unless otherwise stipulated, by the Chairman of the Executive Board and the Secretary General. Those exercising signature on behalf of the Association shall not be required to justify towards third parties their authority to sign. For legal acts with financial obligations of less than 5.000 EUR the Secretary General is empowered to be the sole legal representative of the Association.

All legal action or arbitration involving the Association, as plaintiff or defendant, before courts, tribunals or other jurisdictions shall be the responsibility of the Executive Board, represented by the Chairman or at least two Vice-Chairmen.



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TITLE V: AMENDMENT OF THE ARTICLES OF ASSOCIATION - DISSOLUTION

Amendment of the Articles of Association - Dissolution

Article 16.

Without prejudice to Article 55 of the title III of the law of 27 June 1921, any proposal to amend the present Articles of Association or to dissolve the Association shall be made by the Executive Board or by 2/3 of the members.

The Secretary General shall give at least 1 month notice of the General Meeting of the members called to vote on the proposal to amend the Articles of Association or to dissolve the Association.

Any member with voting rights may be represented by proxy according to the same rules as for ordinary General Meetings of the members.

Every properly convened General Meeting is qualified to resolve by vote. In case of a decision to amend the Articles of Association, the General Meeting of the members called for this purpose shall conduct business only if at least half of the members with voting rights are present or are represented by proxy. A decision to amend the Articles of Association shall require a majority of 2/3 of the votes of all members of the Association.

A decision to dissolve the Association shall require a majority of 2/3 of the votes of all members of the Association.

If the General Meeting does not achieve the quorum stipulated above, a further General Meeting of the members shall be called within one calendar month. This further General Meeting of the members shall be empowered to take a binding and final decision on the proposal to amend the Articles of Association or to dissolve the



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Association, which shall require the votes of 2/3 of the members present or represented by proxy.

The modifications to the statutes are subject to the conditions foreseen under article 50, § 3 of the law of 27 June 1921 on non profit associations, international non profit associations and foundations.

Modification to the Articles of Association should be submitted to the Ministry of Justice and published in the “*Belgian State Gazette*” (*Moniteur belge / Belgisch Staatsblad*).

In the event of a decision to liquidate the Association, the General Meeting of the members shall appoint one or more liquidators charged with realising the Association’s assets and settling its debts. Any net assets shall be disposed with a non lucrative purpose.

TITLE VI: GENERAL PROVISIONS

Notice of Meetings, Proxies

Article 17.

Notice of meetings and award of proxies shall be made in writing, by letter (recommended or not), by fax or by electronic mail (“e-mail”).

Internal By-laws

Article 18.

Internal By-laws shall be prepared by the Executive Board and approved by the General Meeting. Amendments to the internal By-laws shall be approved by the General Meeting.

Other

Article 19.



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Any matters which are not covered by the present Articles of Association, in particular requirements regarding publication in the “*Annex of the Belgian State Gazette*” (*Moniteur belge / Belgisch Staatsblad*), shall be determined in accordance with prevailing law.