



European Confederation of
Pharmaceutical Entrepreneurs AISBL



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INTERNATIONAL ~~NON~~-NOT-FOR-PROFIT ASSOCIATION Articles of Association

TITLE I: LEGAL FORM – NAME – REGISTERED OFFICE – PURPOSE – OBJECT – DURATION

~~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. Legal Form – Name

~~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.~~



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~~The association is~~ 1.1. The association is an international not-for-profit association called: "European Confederation of Pharmaceutical Entrepreneurs", in short "EUCOPE" (in the following referred to as the "Association").

1.2. The Association shall use the acronym EUCOPE is governed by the Belgian Code on Companies and associations of 23 March 2019 (the "BCCA"), as modified and amended by subsequent laws.

Article 2. Registered Office

~~Article 2.~~

2.1. The registered office of the Association is established in ~~4000 the~~ Brussels, ~~Rue Marie de Bourgogne 58, Belgium~~ Region.

2.2. 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".~~ the Brussels Region by a decision of the Executive Board. If the transfer of the registered office implies a change of the applicable language of these Articles of Association, only the General Assembly is empowered to take such decision, subject to the rules on the amendment of these Articles of Association.

2.3. The Executive Board may decide to open branches or offices of the Association in Belgium or abroad.

Scope



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Article 3. Purpose – Object

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.~~ the following disinterested purpose (the "Purpose") within Europe:

~~3.2. The purpose of the Association shall be:~~

- (i) 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;
- (ii) represent ~~member companies and associations~~ Members 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;
- (iii) strengthen the awareness of the value of the European pharmaceutical industry and their products for patient health and the economy based on ethical practices;
- (iv) co-ordinate common interests and activities especially towards the European institutions and authorities in the EU/EEA member states;
- (v) enhance research and development through promotion and cooperation across national borders;
- (vi) establish a widely-accepted and qualified network for the pharmaceutical industry;
- (vii) co-operate with national and international organisations having similar objectives ~~purposes~~.



3.33.2. The ~~association~~ Association performs the following activities with a view to achieve the ~~objectives described under article 3.2. above:~~ aforementioned Purpose (the "Object"):

- ~~(i) Further~~ further promotion and facilitation of the professional and scientific relationship between its ~~members~~ Members by organizing periodical meetings etc.;
- ~~(ii) create and organize regular high level meetings for the responsible business leaders representing the member companies and associations~~ Members;
- ~~(iii) prepare information and position papers and disseminate national and European governmental institutions policies;~~
- (iv) represent Members in official and non-official expert groups and other similar entities;
- ~~(v) monitor political, legal, scientific and economic developments in the EU relevant for pharmaceutical companies;~~
- ~~(vi) collect and study relevant laws and regulations applicable to the members~~ Members and the dissemination of such information to its members;
- ~~(vii) express common positions in order to provide European and member state institutions with unified and representative positions;~~
- ~~(viii) maintain close relations with governmental bodies and also with non-governmental bodies in order to enhance understanding of problems affecting the European pharmaceutical industry;~~



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▪(ix) 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;

▪(x) joint submission of projects in the European Commission's programs for research and development;

▪(xi) joint edition and distribution of publications which promote the ~~objectives of EUCOPE~~ Purpose of the Association.

~~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.~~

In pursuing its activities the Association may not distribute or procure directly or indirectly any patrimonial advantage or benefits to its founders, members, directors or any other person except for the achievement of the disinterested Purpose.

3.3. The Association may undertake any other activity or take any other actions that are directly or indirectly related to the Object of the Association as set out in article 3.2. of these Articles of Association or necessary or useful to the realization of its Purpose, including the exercise of commercial and profit-making activities on an ancillary and/or isolated and/or exceptional basis which proceeds shall at all times be allocated to the realization of the above mentioned Purpose and in accordance with the above mentioned Object.

~~The-~~ Among other things, 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. In addition, and provided that such activity is either expressly contained in the approved budget of the Association or is otherwise approved by the General Assembly, the Association may grant loans to, invest in the capital of, or, in any other manner, directly or indirectly,



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take participations in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws.

3.4. The Association may become a member of any other not-for-profit organization provided that the purpose of said not-for-profit organization is in line with the Purpose of the Association.

Title II: Membership

3.5. The Association is authorized to collect any resources that are necessary to the realisation of its Purpose.

Categories of Membership

Article 4. Duration

4.1. The Association is constituted for an indefinite duration and can be dissolved by decision of the General Assembly.

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

~~4.2~~

~~-Institutional members~~

TITLE II: MEMBERSHIP

Article 5. Membership criteria



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5.1. Membership is open to natural persons or legal entities legally established according to the laws and practices of their country of origin.

5.2. The Association is composed of one (1) sole category of members which shall be subdivided into three (3) subcategories: (i) Institutional Members, (ii) Personal Members and (iii) Associate Members (hereinafter all together referred to as the "**Members**").

~~(i) Institutional members can be~~ Institutional Membership is open to companies which operate within the European Union Europe 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., as well as associations which represent the aforementioned companies.

~~–Personal members~~

~~(ii) Personal members can be~~ Personal Membership is open to natural persons that are entrepreneurs who manage as a chief officer and/or own a company which operates within the European Union Europe 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.

(iii) Associate Membership is open to companies or natural persons which provide services in connection with research and/or development and/or production and/or distribution of pharmaceutical products within Europe and do not require a manufacturing or wholesale authorisation.

Article 6. Rights and Duties

6.1. Members have full membership rights including the right to attend and to vote at the General Assembly through their Member Delegate appointed in compliance with article 12.1. of these Articles of Association.



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6.2. Members also have the following rights:

- (i) to propose a candidate to a position in and to elect the Executive Board;
- (ii) to have access and participate in Committees, Working Groups and Task Forces of the Association;
- (iii) to participate in the events, training seminars, conferences and other activities organised by the Association;
- (iv) to propose candidates to represent EUCOPE in public external meetings for providing their technical expertise;
- (v) to provide input, comments etc. to EUCOPE submissions to public consultations as well as
- (vi) any other rights granted under these Articles of Association and by applicable law.

6.3. Members have the following duties:

- (i) to comply with these Articles of Association, the Internal Rules and the other governing rules of the Association as well as the decisions of its governing bodies;
- (ii) to support the Purpose, the mission, policies and activities of the Association;
- (iii) to pay the annual Membership Fee for their respective subcategory of Membership and any other fee due to the Association as determined by the General Assembly.

Article 7. Admission of Members

~~Article 5.~~



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7.1. The admission as ~~member~~ Member and the keeping of this quality are subject (i) to the approval of the ~~articles of incorporation~~ Articles of Association and Internal Rules in their latest amended version as well as of all other possible ~~regulations~~ governing rules issued or approved by the Association as well as (ii) to the compliance with the provisions of ~~the statutes~~ these Articles of Association, Internal Rules and these other governing rules.

7.2. The application for admission as a ~~member within~~ Member in any subcategory of membership of 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~~ through completion of the relevant membership application form for the subcategory of membership applied for.

Applications shall be signed by the natural person or by the legal representative(s) if the applicant is a legal entity.

7.3. The Secretary General shall submit the applications for membership together with its first assessment to the Executive Board for decision.

7.4. The Executive Board shall have full power of decision and discretion to decide whether membership in the requested subcategory of membership shall be granted to the applicant. The Executive Board decides with a simple majority of the votes of Executive Board members present or represented on membership applications. The Executive Board shall take the final decision and shall not be required to justify its decision. No notice of appeal can be given against the decision of the Executive Board.

The Secretary General ~~brings~~ shall bring the decision of the Executive Board to the attention of the applicant. Membership commences on the first (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,~~ unless the Executive Board decides otherwise.

Termination Article 8. End of Membership



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~~Article 6.~~

8.1. Membership in the various subcategories ends (i) in accordance with articles 8.2., 8.3. and 8.4. of these Articles of Association or (ii) by dissolution of the Association.

The end of membership during the course of the Association's financial year shall not affect the Members' obligation to pay the annual Membership Fee or any other sum due on the date of the end of membership. The Member whose membership ended shall not be entitled to claim any of the Association's assets nor any reimbursement of its Membership Fees, cash contributions or contribution in kind or any other compensation.

8.2. Any ~~member~~ 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 of that financial year by registered letter to the Secretary General; otherwise the termination shall become effective at the end of the following ~~fiscal~~ financial year.

~~Membership shall terminate in any of the following circumstances:~~

- ~~• when a member no longer fulfils the criteria mentioned in Article 4 above;~~
- ~~• bankruptcy, liquidation, dissolution or any similar situation resulting in the cessation of a member's activity;~~

8.3. Membership ceases automatically by death or loss of legal capacity if the concerned Member is a natural person. Membership ceases automatically by dissolution, bankruptcy, liquidation, judicial reorganisation or any similar situation resulting in the cessation of the Members' activity if the concerned Member is a legal entity. With an exception to the foregoing, membership within the Association continues in the relevant subcategory of membership, if following the transformation, reorganization or restructuring of a Member which is a legal entity, the legal successor of said Member confirms in writing to the Association its will to maintain such membership within thirty (30) calendar days of the effective date of said transformation, restructuring or reorganisation.

8.4. Exclusion from membership shall be proposed by the Executive Board and decided by the General Assembly in the following cases:



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(i) when a Member no longer fulfils the applicable membership criteria of its subcategory of membership mentioned in article 5 above;

•(ii) failure to pay ~~membership fees~~ annual Membership Fees or any other sum due to the Association within 45 ~~forty-five (45)~~ calendar days of written request and after a notification of a payment reminder giving ~~14 days notice of overdue~~ an additional delay of fourteen (14) calendar days to execute the payment;

•(iii) serious infringement of the provisions of these Articles of Association, Internal Rules or other governing rules or decisions for the conduct of ~~members~~ Members as may be determined from time to time by the Association;

• ~~exclusion from membership.~~

Exclusion of a Member shall require a decision taken by a majority of two thirds (2/3) of the votes of the Members present or represented at the General Assembly meeting.

~~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~~ The Member concerned shall be invited by registered letter indicating the reasons for ~~his~~ the proposed exclusion to attend the ~~Executive Board~~ General Assembly meeting to present his ~~case~~ /her defence or to make a written statement to the ~~Executive Board~~ General Assembly.

~~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



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Article 7.

The decision of the General Assembly is final and the exclusion shall be effective as of the date of the decision of the General Assembly.

Members shall be immediately notified of the exclusion in writing.

Article 9. Membership Fees

9.1. Each Member shall pay each year the annual ~~membership fees~~ Membership Fee for that year ~~and category of membership according to the by-laws~~ depending on the subcategory of membership and, as the case may be, the annual turnover or the number of members of that Member. Annual Membership Fees will be decided by the General Assembly upon proposal of the Executive Board in accordance with EUCOPE's membership fee structure as set out in the Internal Rules of the Association.

~~Special fees can be assessed~~ 9.2. Special financial contributions for financing special projects can be called upon from the Members through voluntary funding.

9.3. Annual Membership ~~fees~~ Fees shall be due on January 1st of each calendar year and shall be paid within ~~45~~ thirty (30) calendar days of written request. Failure to pay within this ~~time period~~ may result in exclusion from membership, as provided for in ~~Article 6.~~ article 8.4. (ii) of these Articles of Association.

9.4. Further provisions on practical aspects and modalities regarding the annual Membership Fee and the special financial contributions may be adopted in compliance with article 2:59 of the BCCA in the Internal Rules of the Association.

TITLE III: GOVERNING AND ADMINISTRATIVE BODIES OF THE ASSOCIATION



Title III: Article 10. Governing Bodies of the Association: and administrative bodies

General Meeting of the Members, Executive Board

Article 8.

The 10.1. The governing bodies of the Association shall be governed by:

- (i) the General Assembly;
- ~~(ii) Meeting of its members and an the~~ Executive Board;
- ~~(ii)(iii) -the Secretary General-Meeting-~~

10.2. Further practical aspects and modalities regarding the composition and the functioning of the governing bodies and administrative bodies may be laid down in compliance with article 2:59 of the BCCA in the Internal Rules of the Association.

III.1. General Assembly

Article 911. Powers

11.1. The General Meeting of the members shall be Assembly is the supreme governing body of the Association. and shall have the powers explicitly conferred to it by law or by these Articles of Association to enable the realization of the Purpose and Object 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.~~



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

~~The~~ In addition, the following powers shall be reserved exclusively ~~for to~~ the General ~~Meeting of the members~~ Assembly:

- ~~(i) approval of the final annual~~ approval of the accounts for the preceding financial year and ~~, as the case may be,~~ approval of the Executive Board report;
- (ii) discharge to the members of the Executive Board in respect of their stewardship of the affairs of the Association during the preceding financial year and, if applicable, discharge of the statutory auditor(s);
- ~~(iii) approval of the budget of the Association (as well as any amendments thereto)~~ approval of the budget of the Association (as well as any amendments thereto) for the following financial year;
- ~~(iv) the membership fees approval of the annual Membership Fees and any other contributions or fees due by the members of the each subcategory of membership of the Association other than the special contributions set out in article 9.2. of these Articles of Association for each financial year; upon proposal by the Executive Board;~~ approval of the annual Membership Fees and any other contributions or fees due by the members of the each subcategory of membership of the Association other than the special contributions set out in article 9.2. of these Articles of Association for each financial year; upon proposal by the Executive Board;
- (v) if required by law, appointment and revocation of the statutory auditor(s), and determination of their remuneration for the exercise of his/her/their mandate;
- ~~(vi) the election and dismissal of the members of the Executive Board; and, determination of the conditions, as the case may be the financial conditions, under which the mandate of the Executive Board members is conferred, exercised and terminated;~~ the election and dismissal of the members of the Executive Board; and, determination of the conditions, as the case may be the financial conditions, under which the mandate of the Executive Board members is conferred, exercised and terminated;
- ~~(vii) the election and dismissal of the Chairman, Vice-chairmen Vice-Chairmen and Treasurer;~~ the election and dismissal of the Chairman, Vice-chairmen Vice-Chairmen and Treasurer;
- ~~(viii) amendments to the Articles of Association;~~ amendments to the Articles of Association;
- ~~(ix) exclusion of the Members from membership;~~ exclusion of the Members from membership;



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•(x) ~~the~~ dissolution of the Association;

•(xi) ~~the~~ decision to establish a code of conduct which is mandatory for all ~~members of the Association;~~ Members of the Association;

(xii) amendment of the Internal Rules of the Association;

(xiii) any other powers as indicated in the BCCA or these Articles of Association.

Article 12. Composition

12.1. The General Assembly shall be composed of the Members of the Association.

Subject to the provisions and limitations stipulated in these Articles of Association or in the Internal Rules, Executive Board members, the Secretary General and invited guests may participate in the meetings of the General Assembly with the right to speak, but without the right to vote.

Each Member that is a legal entity shall designate a natural person to act as its delegate (the "**Member Delegate**"). A Member may change its Member Delegate at any time by giving written notice to the Association.

Article 13. Meeting rules

13.1. An ordinary meeting of the General Assembly (the "**Ordinary General Assembly Meeting**") shall be held at least once per year within six (6) months after the closing date of the financial year.

An extraordinary meeting of the General Assembly (the "**Extraordinary General Assembly Meeting**") may be convened at any time (i) by decision of the Executive Board whenever the latter shall consider a meeting to be necessary or (ii) whenever at least one fourth (1/4) of the Members of the Association make a written request to the Executive Board for a meeting. An Extraordinary General Assembly Meeting must be convened at the request of one fifth (1/5) of the Members via the statutory auditor(s) (if applicable).



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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~~ 13.2. General Assembly meetings shall be chaired by the Chairman or, in his/her absence, by one ~~of the Vice Chairmen.~~ (1) of the Vice Chairmen, or in his/her absence by a person designated by the General Assembly as chair of the meeting at the beginning of the General Assembly meeting.

13.3. General ~~Meetings~~ Assembly meetings shall be convened in writing by the Secretary General on behalf of the ~~Chairman with Executive Board~~ at least ~~4~~ one (1) month prior to the date of the General ~~Meeting~~ Assembly meeting, indicating the place, date and time of the General ~~Meeting~~ Assembly. The agenda of the meeting ~~is enclosed with the invitation~~ and the supporting documents shall be enclosed to the convening notice of the meeting. In cases as described in article 13.5. of these Articles of Association, the convening notice shall contain a clear and detailed description of the procedures relating to the remote participation. Such procedures are also made available on the website of the Association

13.4. No decision may be taken on any matter not shown on the agenda circulated together with the convening notice to the Members as set out in article 13.3.



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of these Articles of Association. With an exception to the foregoing, items can be added to the agenda of the General Assembly at the beginning of the meeting by a decision requiring a simple majority of the votes of the Members present or represented at the meeting.

13.5. All Ordinary or Extraordinary General Assembly Meetings are held at a physical location designated in the convening notice, as the place of the meeting.

Unless otherwise provided in these Articles of Association and upon respective decision of the Executive Board to hold a semi-virtual meeting of the General Assembly, Members, Executive Board members, the Secretary General, board members and managing directors of Member companies and of Member associations, and guests can attend any General Assembly meeting, either (i) physically or (ii) via conference call, video conference, web-conference or by any other electronic means of communications made available by the Association and which offers the possibility for the Association to check the identity of the Members, Executive Board members, the Secretary General, board members and managing directors of Member companies and of Member associations, and guests participating in the meeting. Such electronic means of communication must enable them (i) to directly, simultaneously and uninterruptedly follow the discussion during the meeting, (ii) to speak to each other and (iii), as far as the Members are concerned, to participate in the deliberation, to ask questions and to cast definitively their vote on all agenda items. With regard to compliance with the quorum and majority requirement rules, Members participating by such means in the semi-virtual meeting of the General Assembly shall be deemed present at the place where such meeting takes place.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Assembly, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 of the BCCA. Such technical problems or incidents that have impeded or disturbed the participation by



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electronic means in the General Assembly or the vote must be mentioned in the minutes of the meeting with sufficient precision.

~~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, Article 14. Voting - Quorum **Article 11.**

14.1. Only ~~members~~ Members shall be entitled to vote at the General ~~Meeting of the members~~ Assembly.

14.2. Each ~~member~~ Member has one (1) vote.

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

~~The General Meeting of members may not cast a valid vote unless 25 % of the members~~ 14.4. Unless otherwise stipulated in these Articles of Association or in law, the General Assembly shall be deemed validly constituted and can take decisions if at least twenty-five percent (25%) of the Members are presented or represented by proxy at the meeting.

~~Except in cases foreseen by the present statutes~~ 14.5. Unless otherwise stipulated in these Articles of Association or by the law, the decisions of the General Meeting of members Assembly are taken by a simple majority of the attendees with the right to vote. (50 % + 1 vote) of the votes cast of Members present



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or represented at the meeting. Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

With the exception of the forgoing the decision of the General Assembly to transfer the registered office in accordance with article 2.2. of these Articles of Association shall require a two thirds (2/3) majority of the votes cast of the Members present or represented at the meeting.

- 14.6. Voting can be done on site or remotely in real time (i) by open ballot by show of hand, (ii) by electronic means or (iii) by secret ballot using, as appropriate, a paper ballot and/or electronic means.

Without prejudice to the previous paragraph, if mentioned in the convening notice and if the Association is able to verify the capacity and identity of the Members, votes can be validly expressed remotely by e-mail or any other electronic means to the Secretary General prior the General Assembly meeting. In such case, every vote by electronic means validly cast twenty-four (24) hours before the starting time of the General Assembly meeting is taken in consideration for the calculation of the quorum of attendance.

The Member voting by e-mail or any other electronic means has to cast its vote without reserves, without presenting an amendment to the proposal and without submitting its vote subject to any condition. Votes cast by electronic means before the General Assembly meeting will remain valid for all items mentioned and covered by the agenda communicated according to article 13.3. of the these Articles of Association. If the proposal on which a vote by electronic means had been cast is subsequently validly changed by the General Assembly during the meeting, the said vote by electronic means is considered as null and void, but the nullity of the vote will not challenge the calculation of the quorum of attendance.

- 14.7. Unless the decision of the General Assembly results in an amendment of these Articles of Association, an unanimous written decision-making procedure can take place in which the General Assembly may vote in a ballot without personal meeting, i.e. by exchange of e-mail or of written letter.



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In such case, the Members shall be informed in writing about the matters on which a decision is to be made by means of a written procedure and of the reasons justifying the use of this procedure. To this end, a document setting out the proposed resolutions is sent to all Members, as well as a copy of the supporting documents that must be made available to them pursuant to the BCCA, by letter, e-mail or any other means of communication, with the request to return the document, dated and signed, to the registered office of the Association or to any other place specified in the document. The signatures can be placed either on one (1) single document or on more than one (1) original of such document. The written resolutions shall be adopted by unanimous written consent of Members and are deemed to have been adopted on the date of the last signature or on the date specified in the aforementioned document.

Article 15. Minutes of meeting

- 15.1. Minutes of the General Assembly meeting, including a record of all decisions of the General Assembly shall be drawn up under the responsibility of and be signed by the Secretary General or in his/her absence by the chair of the meeting.
- 15.2. The original minutes of the General Assembly meeting have to be entered into a separate electronic or physical register, signed by the Secretary General or in his/her absence by a person to whom the Secretary General has sub-delegated the power in accordance with article 23.5. of these Articles of Association or the chair, and kept at the registered office of the Association, where it must be made available to all Members for consultation.
- 15.3. A copy of the minutes of the General Assembly shall be sent to Members by electronic mail or by any other written means of communication, within twenty-one (21) calendar days of the meeting.

III.2. Executive Board

Article 16. Powers

- 16.1. The Executive Board acts as a collegial body and shall have full powers of management, administration and representation of the Association, except for



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those powers reserved to the General Assembly in accordance with the applicable laws, these Articles of Association and the decisions of the General Assembly.

In particular, the Executive Board has the residual powers and decides upon any other matter or activity serving the Purpose of the Association which has not been explicitly conferred to another governing body of the Association by these Articles of Association or by the law.

16.2. The Executive Board may delegate special management or representation powers of the Association regarding legal actions, arbitration or legal acts involving the Association to one (1) or more Executive Board members, to the Secretary General, the Deputy Secretary General or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.

16.3. Without prejudice to article 16.2. of these Articles of Association, the Executive Board delegates the day-to-day management powers of the Association, including authority to sign on behalf of the Association and powers of representation relating to such day-to-day management to the Secretary General of the Association. Subject to the rules and conditions set out in article 24 of these Articles of Association, the Executive Board may delegate the day-to-day management to the Deputy Secretary General.

Article 17. Composition

17.1. The Executive Board shall be composed of at least three (3) and maximum twelve (12) members including the Chairman, the Vice-Chairman and the Treasurer.

The composition of the Executive Board should reflect the geographical spread of membership of the Association and the diversity of the subcategories of membership. In addition, it seeks to achieve a good balance of knowledge, skills and experience among the Executive Board members and a diverse composition in terms of gender, age and nationality of said members. The Association shall strive that all members of the Executive Board represent different companies and are from different countries.



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Only natural persons can be elected as Executive Board members. They shall be elected by the General Assembly out of (i) the representatives of the Institutional Members, (ii) the representatives of the Associated Members being a legal entity, (iii) the Personal Members or (iv) the Associated Members being natural persons.

17.2. The Executive Board members shall be elected by the General Assembly for a term of three (3) years, renewable.

17.3. A Chairman, one (1) or more Vice-Chairman(e)n and a Treasurer are elected by the General Assembly among the members of the Executive Board for a term of three (3) years, renewable.

~~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.~~

17.4. The Chairman, the Vice-Chairman(s)Vice-Chairma(e)n, the Treasurer and the members of the Executive Board shall not be remunerated entitled to receive



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any remuneration or compensation
for the services which they provide to
the Association. ~~as elected officers.~~

~~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.—

Article 18. End of mandate

18.1. The mandate of an Executive Board member shall end (i) by death or the loss of legal capacity, (ii) by the resignation, (iii) by the revocation by the General Assembly or (iv) by the expiration of its term.

The revocation of the Executive Board as a whole or of an Executive Board member before the end of the term of their respective mandate shall require a simple majority of the votes of the Members present or represented at the General Assembly meeting.

18.2. Every Executive Board member is free to resign at any moment by formally giving written notice to the Secretary General of the Association. After their resignation and if the number of the Executive Board members falls under the minimum number stipulated in article 17.1. of these Articles of Association, the Executive Board member is obliged to continue to fulfil his/her/its mission until he/she/it has been replaced.

An Executive Board member shall be deemed to have resigned (i) if he/she ceases his/her function within the Member he/she represents, whether he/she is employed or self-employed or (ii) if the Member he/she represents ceases



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to be a Member of the Association. In this case, the resignation shall take effect automatically upon receipt by the Secretary General of the Association of respective formal written notice, which the respective Member is required to send by e-mail without undue delay to the Secretary General.

18.3. If a position in Executive Board becomes vacant, the Executive Board co-opt a new Executive Board member for the remainder of the term of office of the predecessor.

Article 19. Meeting Rules

19.1. 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~~ three (3) times a year, as well as whenever at least 5 of its five (5) Executive Board members request in writing that a meeting shall be held.

19.2. 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~~ seven (7) calendar days in advance, with indication of the ~~place,~~ date and time of the meeting and, as the case may be, the place of the meeting.

The agenda of the meeting and the supporting documents 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.~~

19.3. Executive Board meetings may be held with, or to the extent legally admitted, without physical location designated as place of the meeting. Executive Board members, the Secretary General, experts, the staff or guests may participate in the meeting either in person or by conference call, video conference, web-conference or by any other electronic communication means made available by the Association and which offers the possibility for the Association to check the identity of the participants. Such electronic means of communication must enable the participants (i) to directly, simultaneously and uninterruptedly follow the discussions during the meeting, (ii) to speak to each other and (iii)



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as far as the Executive Board members are concerned to participate in the deliberation, to ask questions and to cast definitively their vote on all the agenda items. With regard to compliance with the quorum and majority requirement rules, any Executive Board member, participating by such means shall be deemed present at such meeting.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the Executive Board, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 of the BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means to the Executive Board or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Article 20. Voting - Quorum

20.1. Each Executive Board member shall have one (1) vote.

Each Executive Board member may be represented at the meeting by another Executive Board member by written proxy to be sent to the Secretary General prior to the meeting

20.2. Experts, guests or the staff may attend the Executive Board meetings without the right to vote. The Secretary General attends the Executive Board meeting without the right to vote.

20.3. The Executive Board shall be deemed validly constituted and has the quorum to take decisions if at least half (1/2) of the Executive Board members are present or represented.

20.4. 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.~~ (50 % + 1 vote) of the votes cast by the Executive Board members present or represented, unless otherwise foreseen by these Articles of Association. Abstentions, blank



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or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

In case of a tied vote, the Chairman shall have the casting vote.

20.5. Voting can be done by show of hand, by secret ballot or by electronic means in real time.

20.6. A written decision-making procedure may be launched in which the Executive Board may vote in a ballot without a personal meeting, i.e. by e-mail, or by exchange of written letter by written consent.

In such case, Executive Board members shall be informed in writing about the matters on which a decision is to be made by means of a written procedure and of the reasons justifying the use of this procedure. To this end, a document setting out the proposed resolutions is sent to all Executive Board members, as well as a copy of the supporting documents that must be made available to them pursuant to the BCCA, by letter, e-mail or any other means of communication, with the request to return the document, dated and signed, to the registered office of the Association or to any other place specified in the document.

The signatures can be placed either on one (1) single document or on more than one (1) original of such document. Unless otherwise required by law, the quorum and majority requirements stated in this article 20 of these Articles of Association shall apply accordingly. The written resolutions are deemed to have been adopted on the date of the last signature or on the date specified in the aforementioned document.

Article 21. Conflict of interest

21.1. If the Executive Board is required to make a decision or to take a position on an operation within its field of powers for which an Executive Board member has a direct or indirect patrimonial interest that is contrary to the interest of the Association, said Executive Board member must inform the other Executive Board members thereof before the Executive Board makes a decision or takes a position. His / Her declaration and the explanations about the nature of this



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conflict of interest must be recorded in the minutes of the respective Executive Board meeting. It is not allowed that the Executive Board delegates said decision.

If the majority of the Executive Board members has a conflict of interest, the decision or the operation will be submitted to the General Assembly for approval. If the latter approves the decision or the operation, the Executive Board may execute them.

21.2. The Executive Board member having a conflict of interest as laid down in article 21.1. of these Articles of Association leaves the meeting and shall participate neither in the deliberations nor in the vote of the Executive Board on the decision or the operation.

21.3. The above conflict of procedure is not applicable if the decisions of the Executive Board concern habitual operations undertaken under customary market conditions and under normal market guarantees for operations of the same type.

Article 22. Minutes of meeting

22.1. The minutes of Executive Board including a record of all decisions of the Executive Board shall be drawn up under the responsibility of and be signed by the Secretary General or in his/her absence by a person to whom the Secretary General has sub-delegated the power in accordance with article 23.5. of these Articles of Association or the chair of the meeting.

A copy of the minutes of meeting shall be sent to all Executive Board members by electronic mail or by any other written means of communication, within one (1) month of the meeting.

22.2. The original minutes of the meeting of the Executive Board have to be entered into a separate physical or electronic register, signed by the Secretary General or in his/her absence by a person to whom the Secretary General has sub-delegated the power in accordance with article 23.5. of these Articles of Association or the chair of the meeting and have to be kept at the registered office of the Association where it must be made available to the Members in



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accordance with article 3:103 of the BCCA and to the Executive Board members for consultation. Third parties may be informed about the decisions of the Executive Board, as provided by law.

III.3 Day-to-day management

Article 23. Secretary General

23.1. The Executive Board delegates the day-to-day management of the Association, for an undetermined period, to a natural person or legal entity who shall carry the title of Secretary General. The Executive Board is competent for the supervision of the Secretary General.

23.2. The day-to-day management covers (i) all acts and decisions that do not exceed the needs of the daily life of the Association and (ii) all acts and decisions, that, either due to their level of minor interest or due to their urgent character, do not justify the intervention of the Executive Board itself.

23.3. Without prejudice to article 27 of these Articles of Association, the Secretary General represents the Association alone in the day-to-day management of the Association towards third parties.

23.4. The mandate of the Secretary General shall end (i) by death or the loss of legal capacity if the concerned person is a natural person, (ii) by dissolution, bankruptcy or judicial reorganisation if the concerned person is a legal entity, (iii) the resignation, (iv) the revocation by the Executive Board or (v) the expiration of its term.

The revocation of the Secretary General before the end of the term of his/her mandate shall require a simple majority of the votes of the Executive Board members present or represented at the meeting.

The Secretary General is free to resign at any moment by formally giving written notice to the Executive Board of the Association.

23.5. The Secretary General shall be authorized to sub-delegate, under their own responsibility, to the Deputy Secretary General, to one (1) or several staff



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members of the Association or to third parties, one (1) or more powers delegated to them falling within the scope of the day-to-day management or within the scope of the specific management or representations power going beyond said day-to-day management within the limitation set out in these Articles of Association or the relevant delegation of powers.

Article 24. Deputy Secretary General

24.1. The Executive Board may appoint and, as the case may be, delegate the day-to-day management of the Association, for an undetermined period, to a natural person or legal entity who shall carry the title of "Deputy Secretary General". The Secretary General is competent for the supervision of the Deputy Secretary General.

24.2. The Deputy Secretary General will support the Secretary General in handling the administrative tasks as well as in ensuring the operational implementation and execution of the decisions taken by the General Assembly and the Executive Board . Without prejudice to article 16.3. of these Articles of Association, the Deputy Secretary General can only be empowered to exercise the day-to-day management as set out in these Articles of Association and the Internal Rules, (i) upon absence due to holiday or illness of the Secretary General or (ii) for any other reason subject to the prior approval of the Secretary General. Without prejudice to articles 16.3. and 27 of these Articles of Association, in such case the Deputy Secretary General represents the Association alone in the day-to-day management of the Association towards third parties.

24.3. The provisions of article 23.4. shall apply mutatis mutandis to the end of the mandate of the Deputy Secretary General.

TITLE IV: FINANCIAL MANAGEMENT



Article 25. Financial Year

Article 14.

25.1. The financial year of the Association shall commence on January 1st of each calendar 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.~~

25.2. 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.~~

The Executive Board shall prepare and propose the annual budget of the Association for the following financial year, which it shall submit for approval to the General Assembly, in accordance with article 11.1. (iii) of these Articles of Association.



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The Executive Board shall draw up draft final annual accounts for the preceding financial year, which it shall submit for approval to the General Assembly of the Association, in accordance with article 11.1. (i) of these Articles of Association.

Article 26. Supervision by statutory auditor(s)

26.1. The Association is not required to appoint a statutory auditor as long as it does not fall under the scope of the application of article 3:47, §6 of the BCCA for the last completed financial year. In that case, the General Assembly may nevertheless entrust the audit of the annual accounts to one (1) or several statutory auditor(s) ("commissaires") or to one (1) or several auditors ("vérificateurs aux comptes"), whether Members or not of the Association.

26.2. The General Assembly must appoint one (1) or several statutory auditor(s) among the members of the Belgian Institute of Company Auditors, as soon as the Association falls under the scope of application of article 3:47, §6 of the BCCA for the last completed financial year. Such statutory auditor(s) shall be responsible for the audit of (i) the financial situation, (ii) the annual accounts and the regularity in the light of the law and these Articles of association and (iii) the operations which must be stated in the annual accounts.

TITLE V: REPRESENTATION

Legal Article 27. Representation ~~Article 15.—~~

~~All legal acts entered into by the Association shall be signed, unless otherwise stipulated, 27.1.~~ Unless otherwise stipulated in these Articles of Association and without prejudice to articles 16.2., 16.3., 23 and 24 of these Articles of Association, the Association is validly represented in all legal acts towards third parties (i) by the Executive Board, or (ii) by the Chairman of the Executive Board and the Secretary General. Those exercising signature on behalf of the Association jointly who shall not be required to justify towards



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third parties their authority to sign or the powers conferred to them for that purpose.

For legal acts with financial obligations of less than five thousand euro (5.000 EUR.) the Secretary General is empowered ~~to be the sole legal representative of represent~~ the Association alone.

~~All~~ 27.2. The Association shall be validly represented in all legal action or arbitration involving the Association, as plaintiff or defendant, before courts, tribunals or other jurisdictions ~~shall be by the responsibility~~ Chairman of the Executive Board, ~~represented by the Chairman or at least two Vice-Chairmen and the Secretary General jointly.~~

TITLE ~~V~~VI: AMENDMENT OF THE ARTICLES OF ASSOCIATION

DISSOLUTION

Article 28. 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~~ 28.1. Any proposal to amend ~~the present these~~ Articles of Association or to dissolve the Association shall be made by the Executive Board or by ~~2/3 of the members.~~ a least two thirds (2/3) of the Members of the Association.

~~The Secretary General shall give at least 1 month notice of the General Meeting of the members called to vote~~ 28.2. The convening notice to the General



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Assembly which shall decide on the proposal to amend the Articles of Association or to dissolve the Association. — must be sent to the Members by e-mail on behalf of the Executive Board at least one (1) month before the General Assembly meeting.

~~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~~28.3.

In case of a decision to amend the Articles of Association or to dissolve the Association, the General ~~Meeting of the members~~ Assembly called for this purpose shall ~~conduct business only if at least half of the members with voting rights be deemed validly constituted and has the quorum to resolve if at least twenty-five percent (25%) of the Members 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~~ If the General Assembly does not reach the quorum stipulated above at the first meeting, a second General Assembly meeting shall be called within one calendar (1) month. This further, which General Meeting of the members Assembly shall be empowered to take a binding and final decision on the proposal to amend the Articles of Association or to dissolve the Association, which shall require the votes of 2/3 of the members irrespective of the number of Members present or represented by proxy, at the meeting.

28.4. Unless otherwise stipulated by law, a decision to dissolve the Association or to amend the Articles of Association shall require a majority of two thirds (2/3) of the votes of the Members present or represented of the Association.



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Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

~~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).~~

28.5. In the event of a ~~decision to liquidate~~ deliberate dissolution of the Association, the General ~~Meeting of the members shall~~ Assembly shall determine the modalities of liquidation, appoint one (1) or more liquidators charged with realising the Association’s assets and settling its debts. ~~Any~~, determine their powers and indicate the allocation of the net assets ~~shall be disposed with a non-lucrative purpose~~ of the Association.

In all cases of deliberate or judicial dissolutions, after liquidation has taken place, the net assets of the dissolved Association may not be paid out to the founders, the Members or the directors of the Association, but will be allocated to another not-for-profit association having the same or similar disinterested purposes to the Purpose pursued by the Association. The Executive Board is subsequently empowered with the implementation of such decision.

TITLE ~~VI~~VII: INTERNAL RULES

Article 29. Internal Rules

29.1. Internal Rules may be drawn up by the Executive Board and adopted by the General Assembly in order to implement and further detail these Articles of Association and to facilitate the regulation and management of the Association.

The most recent version of the Internal Rules dates from [18 October 2023].



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29.2. The Internal Rules may be amended according to the rules provided for in article 11.1. (xii) of these Articles of Association.

29.3. The Internal Rules are available to all Members and are communicated to the latter in accordance with article 2:32 of the BCCA.

29.4. The Internal Rules complete the Articles of Association and subordinate the latter. In the case of any contradiction between the Internal Rules and the Articles of Association, the latter shall prevail.

TITLE VIII: GENERAL PROVISIONS

Article 30. Notice of Meetings, - Proxies

~~Article 17.~~

30.1. Notice of meetings and ~~award-granting~~ of proxies shall be made in writing, by letter (~~recommended or not~~), ~~by fax or by electronic mail ("e-mail")~~. (~~registered or not~~), or by e-mail as set out in article 31.1. of these Articles of Association.

Article 31. E-mail address – Website

31.1. The e-mail address of the Association is office@eucope.org. Every communication (including notices) via this address to or by the Members is deemed to have occurred validly. The Executive Board may change this e-mail address subject to this change being notified to the Members in accordance with article 2:32 of the BCCA.

31.2. The website of the Association is www.eucope.org. The Executive Board may change this URL subject to this change being notified to the Members in accordance with article 2:31 and 2:32 of the BCCA.

Article 32. Language



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32.1. The official working language of the Association shall be English. The language used for the official documents and relations with the Belgian authorities shall be French. In case of any dispute relating to the Articles of Association and Internal Rules, the official published French version shall prevail. Towards third parties the official published French version is the only relevant version.

Article 33. Governing Law

33.1. Anything not provided for in these Articles of Association or the publications to be made in the Annexes of the Belgian State Gazette shall be regulated according to the BCCA, as modified and amended by subsequent laws, and its implementing Royal Decrees.

Article 34. Jurisdiction

34.1. Any dispute in connection with these Articles of Association, the Internal Rules, the policies of the Association and/or any decision of one of the governing bodies of the Association shall be brought to the competent Belgian Court.

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.~~

Summary Report	
Title	compareDocs Comparison Results
Date & Time	13/09/2023 15:24:32
Comparison Time	2,92 seconds
compareDocs version	v4.3.600.4

Sources	
Original Document	[#971130] [v1] EUCOPE Articles of Association_amended_Oct_2020.docx
Modified Document	[#1003129] [v1] Annex 2 - Annexe 2.docx

Comparison Statistics		Word Rendering Set Markup Options	
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Changes	101	Deletions	
Moves	28	<u>Moves / Moves</u>	
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Paragraph Style Changes	0	Paragraph Style Changes	
Character Style Changes	0	Character Style Changes	
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		Deleted cells	
		Merged cells	
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		Comments color	By Author.
		Balloons	Onwaar

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Include Moves	Word	Waar
Flatten Field Codes	Word	Onwaar
Show Track Changes Toolbar	Word	Waar
Show Reviewing Pane	Word	Waar
Update Automatic Links at Open	Word	[Yes / No]
Summary Report	Word	Einde
Detail Report	Word	Afzonderlijk (alleen weergeven)
Document View	Word	Afdrukken
Remove Personal Information	Word	Onwaar