



## **Coordinated Articles of “BioWin”**

(Walloon Competitiveness Cluster of the Health Sector)

### **PREAMBLE**

The Association was created within the framework of the Competitiveness Clusters established by a sort of Marshall Plan to revive the Walloon economy adopted by the Walloon Government on 30 August 2005.

The Association is the legal vehicle of the “BioWin” Health Cluster labelled by the Walloon Government on 7 July 2006, hereinafter referred to as the “Cluster”.

### **Title I. Name - Head Office - Object - Duration**

#### **Article 1. Name**

The Association is named “BioWin”, a non-profit organisation (*association sans but lucratif*).

#### **Article 2. Head Office**

The head office of the Association is located in the judicial district of Charleroi, Aéroport de Gosselies, rue Auguste Picard 20, 6041 Gosselies, Belgium. It may be moved anywhere in the Walloon Region on a proposal from the Board of Directors duly approved by the General Meeting.

#### **Article 3. Social Object**

The objective of the Association is to strengthen the competitiveness and international visibility of Wallonia in the Health sector through the development of knowledge, technologies, products creating growth and jobs.

Within this framework, the Association pursues the following goals within the Cluster:

- (a) promote research and innovation

- (b) strengthen the networking of public and private actors (enterprises, university academies, higher education institutions, research units, research centres, training centres, etc.), partnerships and the sharing or transfer of technologies to help the Cluster reach enough critical mass, competitiveness and international visibility
- (c) promote the creation and/or development of technology platforms, new and emerging companies
- (d) undertake actions that may increase the attractiveness of foreign investment
- (e) promote training
- (f) foster links and partnerships between the Cluster and foreign players and/or clusters active in the Health Sector, to give the Cluster an international reputation
- (g) undertake all actions to develop regional exports
- (h) take ownership interests in other NPOs, organisations, institutions or commercial companies if such interests are directly or indirectly related to its corporate purpose or may promote or facilitate its realisation

The Association may generally carry out all acts directly or indirectly related to its object. In particular, it may assist and take an interest in any activity similar to its purpose.

#### Article 4. Duration

The Association is constituted for an unlimited duration. It may be dissolved by decision of the General Meeting in accordance with Articles 31 and 32 below.

### **Title II: Members**

#### Article 5. Affiliation

The Association is composed of **full members** and **affiliated members**. The minimum number of full members cannot be less than 3. Unless otherwise provided, all references to members in the present Articles of Association shall concern both full members and affiliated members.

Only full members member are entitled to full rights granted to members by the law and the present Articles of Association, in particular the right to vote in the General Meeting.

Affiliated members may benefit from the advantages granted to them by the Association but do not have the right to vote. These advantages include:

- (a) the right to participate in certain activities organised by the Association and benefit from its services, against fair remuneration
- (b) the right to be heard by the Board of Directors with its prior agreement
- (c) the right to attend general meetings without participating in the discussions or voting, if they have been convened by the Board of Directors

Legal, private or public bodies (large enterprises, small and medium-sized enterprises, universities, higher education institutions, research centres, training centres) with a place of business or operation located in the Walloon Region and active in the research, development and/or application of products, platforms and technological processes in the Health Sector can be admitted as full members.

Full members are divided into 5 categories with the same rights:

- A: Large Enterprises
- B: Small and Medium Enterprises
- C: Universities
- D: Research Centres
- E: Higher Education Institutions and Training Centres

The definition of Large and Small and Medium-Sized Enterprises corresponds to the definition laid down in the Walloon Parliament Decree on support for research, development and innovation in Wallonia (currently, in Article 7).

The following may be admitted as affiliated members: legal or natural persons, whether private or public, who support, through their activities, the development of the Health Sector in Wallonia, such as:

- sectoral federations and associations
- consulting firms, design firms, consultants, experts
- service companies;
- technological platforms, clusters of competitiveness and other clusters active in the Health Sector

The appearing parties of the present deed are full members. Any application for affiliation as a full or affiliated member must be addressed in writing to the Board of Directors. The Board of Directors shall decide on the admission of new members. Their decision is final and need not be justified, save where otherwise provided by mandatory statutory provisions. The candidate is informed by ordinary letter or e-mail.

By their affiliation, members subscribe to the Articles of Association and internal regulations. They are thus bound by the Articles of Association, the internal regulations and the decisions taken by the General Meeting and the Board of Directors.

#### Article 6. Resignation – Suspension

Any member may resign at any time from the Association by notifying the Board of Directors by registered mail to the head office address. The resignation shall take effect three (3) months after the date of such notification.

Deemed to have resigned are:

- (a) members who cease to fulfil the conditions of admission referred to in Article 5 above; or
- (b) members who have not paid their membership fee within thirty (30) days of receiving a reminder by registered post; or
- (c) full members who have not attended or have not been represented at three (3) consecutive General Meetings.

The Board of Directors determines that the conditions set out in (a), (b) or (c) have been met. The resignation shall then immediately take effect.

The Board of Directors may suspend, until decision of the General Meeting, any member who has committed a serious violation of the Articles of Association or laws.

Affiliation is automatically terminated when the member is declared bankrupt, placed under temporary administration or when a member that is a legal entity has been dissolved.

#### Article 7. Exclusion

Any member may be excluded from the Association on a proposal of the Board of Directors and by decision of the General Meeting, by two-thirds (2/3) of the votes of the members present or represented, found:

- (a) harming or impeding the purposes of the Association
- (b) guilty of a violation of the Articles of Association, internal regulations or decisions of the General Meeting or Board of Directors

The full member threatened with exclusion shall be heard by the Board of Directors and, if they so wish, by the General Meeting.

Without prejudice to Article 8 below, the exclusion shall take effect immediately.

#### Article 8. Consequences of resignation and exclusion

The contributions for the current financial year remain due by the member who has resigned or is excluded. The resigning or excluded member has no right to reimbursement of the contributions that have been already paid.

A member who resigns, is deemed to have resigned or is excluded, deceased, dissolved or declared bankrupt, and the beneficiaries of such a member, cannot assert any right on the assets of the Association and cannot claim any compensation for other benefits, save as otherwise provided in the Articles of Association.

A resigned or excluded member retains the right to access the accounts, but cannot, under any circumstances, require the affixing of seals or the drawing up of an inventory.

#### Article 9. Representation of members before the Association

Members that are legal entities are represented before the Association by one (or several) physical person(s) who is (are), under a written and explicit mandate, empowered to bind the legal entity.

Members that are legal entities are free to revoke the mandate of the natural person who represents them and entrust it to another person.

#### Article 10. Register of members

The Board of Directors shall keep a register of full members at the head office of the Association. This register shall include the name, legal form and address of the head office of the full member.

Any change in the register of full membership of the Association shall be recorded in the register of members within eight (8) days after the Board has become aware of the change.

All members may consult the register at the head office of the Association.

## Article 11. Contributions

Full and affiliated members undertake to pay an annual contribution, the amount of which is fixed annually by the Board of Directors and varies, in particular, according to the member's category of membership, provided that this contribution does not exceed €20,000 (excluding VAT).

Members are required to provide the Association with all information necessary for the determination and invoicing of their membership contribution.

The contribution is due as soon as the application is validated by the Board of Directors and must be paid before the date fixed by the Board of Directors.

In addition to membership contributions, the resources of the NPO may also consist of gifts or subsidies.

The assets of the association are therefore composed of:

- Membership contributions
- Subsidies
- Donations received in accordance with the Law
- All assets constituting income

## **Title III. Organisation**

### Article 12. Organs

The organs of the Association are:

1. the General Meeting
2. the Board of Directors
3. the Delegate for day-to-day management

### Chapter I. General Meeting

#### Article 13. Composition

The General Meeting generally comprises all members. It is chaired by the Chairman of the Board of Directors or by one of the Vice-Chairmen who replaces him.

#### Article 14. Competencies

The General Meeting is responsible for:

1. the amendment of the Articles of Association
2. the appointment and removal of directors
3. the appointment and dismissal of commissioners and the determination of their compensation in cases where compensation is awarded
4. the discharge to be granted to directors and auditors
5. the approval of budgets and accounts
6. the dissolution of the Association
7. the exclusion of a member
8. the transformation of the Association into a social enterprise (*société à finalité sociale*)
9. all cases where the Articles of Association or the law so require

#### Article 15. Convocation

Full members shall be convened to the General Meeting by the Administrative Council, which may also convene the affiliated members. Notices shall be sent by letter, fax or e-mail, no later than eight (8) calendar days before the General Meeting.

The General Meeting may be held by electronic means or by telephone or video conference. The Board of Directors shall determine the procedure for holding such a meeting.

The notice shall state the date, time and place of the General Meeting, as well as the agenda.

Any proposal signed by at least one twentieth (1/20) of the members shall be placed on the agenda. This proposal must be sent to the Board of Directors no later than seven (7) days before the General Meeting. During the General Meeting, no item can be added to the agenda.

The Ordinary General Meeting will be convened by the Board of Directors once a year and will be held no later than June 30<sup>th</sup>.

Extraordinary General Meetings shall be held whenever required by the interests of the Association or when at least one fifth (1/5) of the full members requests so, by means of a reasoned letter addressed to the Chairman of the Board of Directors.

In this case, the Chairman of the Board of Directors is required to send invitations to the General Assembly within fifteen (15) days of receipt of the request.

#### Article 16. Voting

Each full member shall be entitled to one vote.

Any member may be represented at the General Meeting by another member, by means of a prior written and signed proxy.

A full member may not hold more than four (4) written proxies from other effective members.

Except where more restrictive provisions of the law or Articles of Association are provided, the General Meeting shall validly take its decisions by an absolute majority of votes, irrespective of the number of members present or represented.

In order to amend the Articles of Association, the General Meeting can validly deliberate and take decisions only if the purpose of the amendments is formally indicated in the convening notices and two-thirds (2/3) of the members are present or represented at the meeting. If two thirds of the members are not present or represented at the first meeting, a second meeting may be convened to deliberate and decide validly, irrespective of the number of members present or represented. The second meeting may not be held less than fifteen (15) days after the first meeting.

A two-thirds (2/3) majority of the votes of the members present or represented is required for any amendment of the Articles of Association.

However, if the amendment relates to one of the purposes for which the Association was constituted, it shall only be adopted by a majority of four fifths (4/5) of the votes of the members present or represented.

#### Article 17. Minutes

The minutes of the General Meetings are signed by the Chairman of the Board of Directors, two Directors present at the Meeting, the Secretary, and the tellers. They are recorded on paper and kept in a register kept at the head office where any member may read them in situ. Any member or third party proving an interest may request extracts signed by the Chairman of the Board of Directors and one Director.

### Chapter II. Board of Directors;

#### Article 18. Composition

The Association is managed by a Board of Directors.

The number of directors must be less than the number of members of the Association. Directors may either be natural persons or legal entities. Directors that are legal entities shall appoint among themselves a natural person acting as a permanent representative.

Directors are appointed by the General Meeting for a maximum period of three (3) years and may be re-elected. The General Meeting can dismiss them at any time.

At least twelve (12) directors shall be chosen among the Full Members.

- Five (5) directors will be elected on proposal by the members of Class A - Large Enterprises.
- Five (5) directors will be elected upon nomination by the members of Class B - Small and Medium Enterprises.
- Five (5) directors will be elected on proposal by the members of Class C - Universities. The UCL, ULB, ULg, UNamur and UMons will each have a seat.
- One (1) director will be elected on proposal by the members of Class D - Research Centres.

Members of the Board of Directors must attend the meetings of the Board on a regular basis. A director absent from three (3) consecutive meetings shall be deemed to have resigned.

Directorships shall not be remunerated.

Article 19. President, Vice-President, Observers of the Walloon Region, Treasurer and Secretary

The Board of Directors appoints from among its members, by a two-thirds majority of votes that are present or represented, for a period of three (3) years and in compliance with the conditions laid down in the internal regulations:

- a Chairman from among the directors elected on the proposal of the members of Category A - Large Enterprises or among the directors elected on the proposal of the members of Category B - Small and Medium-Sized Enterprises
- a Vice-Chairman from among the directors elected on the nomination of the members of Category B - Small and Medium-Sized Enterprises (if the Chairman is a director elected on the proposal of the members of Category A - Large Enterprises) or among the directors elected on proposal from the members of Category A - Large Enterprises (if the Chairman is a director elected on the proposal of the members of Category B - Small and Medium-Sized Enterprises).
- a Vice-Chairman from among the directors elected on the proposal of the members of Category C - Universities

The Board of Directors invites the Director-General responsible for day-to-day management to its meetings. The Council may also invite one or two officials from the Walloon Region designated as observers and a representative of the Higher Education Institutions and/or Training Centres (category E) as expert(s), with an advisory vote only.

The Board of Directors may also appoint a Treasurer and a Secretary. If the Chairman is prevented from attending a meeting, his functions shall be assumed by a Vice-Chairman.

#### Article 20. Responsibility

Directors do not, by reason of their office, incur any personal obligation and are only liable to the Association for the performance of their mandate.

#### Article 21. Resignation, revocation

A director can be dismissed at any time by the General Meeting without the latter being required to provide reasons for their decision.

Any director who wishes to resign must serve their resignation in writing to the Board of Directors. However, the resigning director must remain in office until the date of the next General Meeting if their resignation results in the number of directors falling below the minimum number of directors set in Article 18.

#### Article 22. Convocation

The Board of Directors shall meet when convened by the Chairman or, in case of incapacity, one of the Vice-Chairmen, at least on a quarterly basis, whenever required by the Association, or at the express request from at least two directors.

The Board of Directors may meet by electronic means or by telephone or video conference. The Board of Directors shall determine the procedure for holding such a meeting.

The notice shall be sent by ordinary mail, telefax, e-mail or hand-delivered, at least eight days before the date scheduled for the meeting of the Board of Directors.

The notice shall include the agenda, date, time and place of the meeting. In the event of an emergency, the aforementioned period of eight days may be reduced to three working days.

#### Article 23. Voting

Decisions of the Board of Directors are taken collectively by a simple majority of the votes cast by the directors present or represented. In the event of equality of votes, the Chairman or Vice-Chairman shall have a casting vote.

The Board of Directors discusses only the items on the agenda. In exceptional cases, an item that does not figure on the agenda may be debated if (a) two-thirds of the members present or represented agree, and (b) all director categories are represented.

#### Article 24. Register of the Minutes

Decisions of the Board of Directors are recorded in the form of minutes signed by the Chairman and the Secretary and entered in a register. This register shall be kept at the head office of the Association.

Any member may consult the minutes in accordance with the terms set out in Article 17 above.

#### Article 25. Powers

The Board of Directors is invested with the broadest powers for the administration and management of the Association. It is competent, in particular, for the following acts:

- definition of the strategy and guidelines of the Association
- appointment of its Chairman and Vice-Chairmen
- appointment of the Director-General, determination of their powers, their remuneration and their dismissal
- preparation of internal regulations in accordance with Article 30 below
- submission of the budget and annual accounts to the General Meeting
- implementation of the decisions of the General Meeting
- representation of the Association
- admission of new members
- convening of General Meetings

All powers not expressly reserved by law or by the Articles of Association to the General Meeting are exercised by the Board of Directors.

#### Article 26. Delegation

The Board of Directors may delegate powers to one or more directors, members or to a third party.

In such cases, the extent of the powers delegated and the length of time during which they may be exercised shall be specified.

The resignation or dismissal of a director terminates any power delegated by the Board of Directors to the director.

#### Article 27. Signature

The acts binding the Association, other than those of day-to-day management, shall be signed by two (2) directors, one of whom belongs to the directors elected on the proposal of the members of Category A or B, and the other belonging to the directors elected on the proposal of the members of Category C. The latter will not be required to justify their powers with regard to third parties.

#### Chapter III. Delegate for day-to-day management

#### Article 28.

The Board of Directors may delegate day-to-day management of the Association for a fixed period or indefinite period, with the use of the signature relating to this management, to a third party appointed for this purpose and who shall bear the title of Director-General. The Board of Directors determines their remuneration.

The Director-General shall be responsible, in particular, for the coordination and promotion of the BioWin Cluster via an “operational unit” which they will form and direct with the agreement of the Council. They shall be responsible for the preparation and execution of decisions taken by the bodies of the Association and for any other responsibilities assigned to them by the Board of Directors.

### **Title IV. Accounts and Budget**

#### Article 29.

The financial year begins on 1 January and ends on 31 December. The first financial year shall end on 31 December 2007.

Each year, no later than eight (8) days before the date of the Ordinary General Meeting, the Board of Directors shall submit the annual accounts of the past financial year and the budget of the following financial year to the General Meeting, for its approval.

A copy of the budget and the accounts shall be attached to the convening notice of the General Assembly.

Without prejudice to cases where the Law requires the appointment of a statutory auditor, the General Meeting may entrust a company auditor with auditing the accounts

and budget before approval. This auditor may require the disclosure of all acts and information that they consider useful for their review.

## **Title V. Internal Regulations**

Article 30.

The internal regulations shall lay down, in particular, the terms of collaboration between the Association and its members.

Any modification of these internal rules shall be within the competence of the Board of Directors, acting by a qualified majority of two thirds (2/3) of the votes present or represented.

The internal regulations are binding on all members.

## **Title VI. Dissolution - Liquidation**

Article 31.

The Association may be voluntarily dissolved at any time.

The General Meeting may not decide to dissolve unless two-thirds (2/3) of the members are present or represented.

If this quorum is not reached, a second meeting may be convened to deliberate and validly decide, regardless of the number of members present or represented. The second meeting may not be held less than fifteen days after the first meeting.

The decision to dissolve requires a majority of four fifths (4/5) of the votes of the members present or represented.

Article 32.

In the event of the dissolution of the Association, all its movable and immovable property shall, after liabilities have been cleared, be allocated by the General Meeting which has ordered its dissolution. The assets of the Association must be allocated to an institution or association, whether public or private, active in Wallonia and acting as a non-profit organisation in the field of the development of knowledge and technologies related to health.

Unless otherwise decided by the General Meeting, the liquidation will be carried out by the Board of Directors.

## **Title VII. Miscellaneous provisions**

### Article 33.

Anything not expressly provided for in these Articles of Association shall be governed by the provisions of the Act of 27 June 1921, as amended by the Act of 2 May 2002, on non-profit associations, international non-profit associations and foundations.