

INTERNAL REGULATIONS

The BioWin association without lucrative purpose (*association sans but lucratif*, hereinafter referred to as the “BioWin NPO”) was created on 19 July 2006 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 objective of the BioWin NPO is to strengthen the competitiveness and international visibility of Wallonia in the Health sector through the development of knowledge, technologies, products and job-generating services.

The BioWin NPO is the legal vehicle of the the “BioWin” Health Cluster (hereinafter referred to as the “Cluster”), which was approved by the Walloon Government on 7 July 2006.

These internal regulations were established in application of Article 30 of the Articles of Association of the BioWin NPO and are intended to provide the BioWin NPO with rules of ethics and good conduct (Title I), fundamental rules regarding privacy (Title II), setting up, selection, monitoring and evaluation of the labelled projects (Title III), conditions for the appointment of the Chairman of the Board of Directors (Title IV) and sanctions (Title V) in the event of non-compliance with the provisions of these internal regulations.

These regulations entered into force on 1 February 2010, on the date of their approval by the General Meeting of the full members of the BioWin NPO. They were amended on 21 October 2016 by the Board of Governors of the BioWin NPO (introduction of above-mentioned Title IV).

Each member of the BioWin NPO (hereinafter the Member(s)) undertakes to comply with the provisions of these Internal Regulations. Each Member shall ensure the compliance with these provisions by all members of their staff involved in the activities organised by the Cluster. A staff member is any person working in the name and on behalf of the Member, regardless of their status.

TITLE I: RULES OF ETHICS AND GOOD CONDUCT

1. Each Member shall ensure that they comply with the rules of ethics and good conduct provided for under this Title as part of their activities within the Cluster and their relations with the BioWin NPO.
2. Each Member shall ensure that they comply with the objectives of the Cluster and implement the resources in their possession for the implementation of the Cluster’s projects in which they are involved, in compliance with the financing and partnership agreements governing these projects. In particular, each Member shall ensure the proper conduct of projects approved by the Cluster, whether by cooperating with the other Members involved in the implementation of the project, ensuring that the announced resources are available, or by ensuring that all necessary information for the smooth conduct of said projects is disseminated to the other Members and the operational unit of the Cluster.

3. Each Member (including active members of the Cluster's governance bodies) is bound by a duty of reserve and discretion regarding the activities they exercise within the Cluster.

Each Member shall ensure that they comply with the confidentiality rules set out under Title II below concerning confidential information held as a result of their membership and their involvement in certain activities and/or governance bodies of the Cluster.

4. Each Member shall comply with the intellectual/industrial property rights and obligations of other Members, if any.

5. Each Member shall refrain from any abnormal, abusive and/or fraudulent use of any asset items of other Members to which they may have access, including equipment and other assets made available to them in the course of their activities and/or projects carried out within the Cluster.

6. Each Member shall ensure compliance with the laws, regulations and standards as well as the ethical rules applicable to their professional activities and/or field of activity.

7. Each Member shall respect the interests of the Cluster. In the event of a conflict of interest, the concerned Member shall inform the BioWin NPO in such a way as to let the parties agree on the procedure to be followed, through mediation of the BioWin NPO, if need be. The notion of "conflict of interest" refers to any situation in which a Member participating in a decision or transaction within the Cluster would have a direct or indirect interest, particularly of a financial nature, potentially contrary to the interests of the Cluster.

8. Each Member shall promote the image of the Cluster and avoid any behaviour or attitude likely to affect this image and harm the reputation of the Cluster. Similarly, each Member shall refrain from adopting any conduct or act that may affect the image and reputation of other Members and of the BioWin NPO.

9. Each Member shall use the available public funds to which they are entitled in the framework of activities organised by the Cluster, in accordance with the conditions for the allocation and use of these funds, and shall manage them with due diligence in order to ensure the smooth functioning of these activities.

10. Each Member will use the image of the BioWin Cluster or the BioWin NPO exclusively in activities that contribute to the Cluster's objectives.

TITLE II: CONFIDENTIALITY RULES

1. Each Member shall maintain the secrecy of all confidential information to which they have access as a result of their involvement, as Members, in the activities of the Cluster, whatever these may be.

2. Each Member undertakes:

- not to disclose such information, except with the prior written consent of its holder(s), unless such information has fallen into the public domain, except in cases of a fault committed by the Member, or if the information is already in the possession of the latter via an external party not bound by secrecy with regard to said holder
 - to use this information only to the extent strictly necessary to achieve the objectives for which they obtained such information (e.g. participation in a research project)
 - to disclose such information to employees, subcontractors and co-contractors only under the condition that the latter are bound by confidentiality obligations at least as stringent as those binding the Member and provided that such information is necessary to the proper execution of the project
 - to respect these confidentiality rules both in the preparatory phases for the activities organised by the Cluster (e.g. preparation of a research project) and in phases linked to the execution of these activities
3. These rules shall be supplemented where appropriate by confidentiality agreements to which Members shall adhere prior to their participation in activities or projects organised by the Cluster.

TITLE III: LABELLED PROJECTS: SETTING UP, SELECTION, MONITORING & EVALUATION

1. The Cluster is committed to providing support, assistance and guidance to Members who wish to set up and submit a project for labelling.
2. The submission of a project for labelling to the Walloon Government is reserved for Members in good standing. Similarly, as long as a member is part of a project labelled by the Cluster, Members will pay the annual contribution due to the BioWin NPO.
3. Members undertake to respect the procedures for submitting projects and to respect the selection and evaluation procedures defined by the Cluster and competent administrations.
4. On the recommendation of the Board of Governors and after approval by the General Meeting of Members, in accordance with Article 11 of the Articles of Association of the BioWin NPO, the members undertake to pay a fixed annual subscription to the BioWin NPO.
5. Transparency in the setting up, selection and evaluation procedures is crucial, both from Members wishing to have their projects labelled and from those in charge of the Cluster. In particular, Members should bring to the attention of the Cluster any element likely to affect the smooth running of the project. For its part, the Cluster will clearly and preliminarily make known its procedures as well as its eligibility, evaluation and selection criteria.
6. Each Member undertakes to follow up with diligence any request for information made by the Operational Unit of BioWin in the exercise of their mission of monitoring and following up the activities organised by the Cluster.

7. Each Member undertakes to report their activities within the Cluster to the BioWin NPO and other competent administrations, in accordance with the procedures decided on a case-by-case basis (forms, periodicity, etc.) by the Cluster and these administrations, and, where applicable, included in the conventions governing these activities (e.g. consortium agreements relating to research projects). For its part, the Cluster will seek to simplify and harmonise all the procedures related to such reports, in close consultation with the competent administrations.

8. The projects labelled by the Cluster will be evaluated according to the quality of the results provided from the start of the project, the compliance with schedules and budgets and, for research and development projects, the valorisation strategy of the research results.

This evaluation, organised in consultation with the competent administrations and to which each Member commits to participate, will take place, except in exceptional cases, during the project's mid-term review. It will be carried out by a jury of independent experts selected by BioWin with the agreement of the project partners. It will take place in the presence of BioWin, with the competent administration as observers, and will be based on two elements: a written progress report drawn up in accordance with a framework proposed by BioWin and submitted beforehand to the jury; and an oral presentation by the Partners before the Jury.

TITLE IV: CONDITIONS FOR THE APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

This title, which supplements the provisions of Article 19 of the Articles of Association of the BioWin NPO relating to the appointment of the Chairman of the Board of Directors, defines the conditions for the election of the latter.

Candidates for the chairmanship must meet the following conditions:

- demonstrate proven experience in managing a company in the Pharma/Biotech/Medtech sector
- commit to devoting the necessary time to the exercise of their mandate as Chairman
- present an action plan to the Board of Directors

Without this being an obligation, priority will be given to a Chairman who is a member of the Large Enterprises category.

TITLE V: SANCTIONS

In the event of non-compliance with the provisions of this Regulation which has not been remedied within 30 days of the sending of a reminder by registered letter, the BioWin NPO may exclude a defaulting Member not only from activities they are involved in, but also from the Cluster, on condition that the signed agreements and articles of association of the BioWin NPO, including article 7, are met with.