Articles of Association

I. Name, Seat and Objective

Article 1 – Preamble

1.1

BioLawEurope (the "**Association**") comprises a network of independent law firms, i.e. licensed attorneys operating nationally under a common trademark or name, whether in the form of a corporation or not, and individual attorneys (each a "**Member**", together the "**Members**") registered and licensed in one or more European jurisdictions and specialized in the rendering of legal services to commercial as well as non-profit based natural and legal persons, including universities and organizations operating, investing in and/or servicing life sciences, biotech, pharma, food supplement, medical device and/or dentistry industry related activities (the "**Clients**").

1.2

The Members of the Association are dedicated to rendering high quality customized legal services to Clients within the European Economic Area (EU and EFTA), UK and/or Switzerland, giving such Clients the opportunity to have specialist advice rendered in and for one or more of these jurisdictions by addressing only one Member, who may then involve other Members as required to accommodate the Client's needs. Members are not entitled to charge each other referral fees.

Article 2 – Name

The Association is named "**BioLawEurope**".

Article 3 – Seat

3.1

The seat of the Association shall be in Zürich, Switzerland.

3.2

The Association may resolve to move its seat to another jurisdiction in the European Economic Area or UK, provided that such jurisdiction acknowledges the Association as a legal person acting in its own right and acknowledges limited Member liability as provided for in these Articles.

Article 4 – Objective and Non-Exclusivity

4.1

The Association serves as a professional marketing, co-operation, educational and communication platform for its Members.

4.2

The Association co-operation is non-exclusive and Association membership is not, per se, incompatible with Members joining and being active members of other alliance or network programs for legal professionals.

4.3

Only Members, but not the Association acting in its own right, may render services to Clients.

II. Financial Means and Membership Fees

Article 5 – Financial Means

5.1

The financial means of the Association only comprises membership fees received from Members.

5.2

The Board of Directors must not pass any resolution the effect of which is likely to result in the Association becoming insolvent.

Article 6 – Membership Fees and Participation in International Activities

6.1

Individual Members each pay an annual membership fee determined by the General Meeting of Members within the scope of a proposal to be made by the Board of Directors. Law firm Members each pay an annual membership fee comprising three (3) times the individual Member fee.

6.2

Membership fees shall be paid into a bank or attorney client account opened or operated in the name of the Association. The funds will hereafter be allocated as set out in a budget to be approved by the Board of Directors.

6.3

Fees received from the Members are used to cover costs related to administration, promotion, and operation of the Association, including to cover costs incurred in connection with annual ordinary General Meeting of Members. Membership fees paid to the Association shall be non-refundable, except in the case of Association liquidation as per article 28.3 below.

6.4

The Members may, but are not obligated to, promote and market the Association via each Member's individual marketing activities and campaigns, e.g. by presentation of the Association on the Member’s website, including by use of the Association name and logo. The Association shall not reimburse any Member for costs defrayed by such Member promoting the Association.

6.5

Members are expected, but are not obliged, to participate in international conferences and educational programs and are encouraged to coordinate such participation with other Members with the view of maintaining the Members' ability to render high quality legal advice and sustaining the ability of the Association to meet its objective.

III. Membership and Termination

Article 7 – Types of Membership

7.1

As Members, the Association may only accept law firms as well as individual attorneys licensed in an EEA jurisdiction, UK and/or Switzerland and regulated by the national bar and law society. The Board of Directors may define additional membership qualification parameters, which must then reflect the requirements, set out in article 1.1 above, and be objective and non-discriminatory.

7.2

In addition to Members meeting the article 7.1 criteria, the Association may accept "**Associated Members**" comprising law firms as well as individual attorneys licensed in jurisdictions falling outside the scope of article 7.1 but regulated by the national bar and law society in their respective jurisdictions. Associated Members shall have the rights and obligations as if they were Members, provided however that they cannot run for offices as directors, secretary, treasurer or auditor of the Association. Article 7.1 shall apply mutatis mutandis to Associated Members.

Article 8 – Admission

8.1

Membership applications shall be submitted to the Board of Directors, which accepts applications made considering the criteria applicable as per article 7.1 above. If more than one application is submitted from a single country, or from a country, which is already represented in the Association, the Board of Directors must consider objections, if any, made by existing Members from that country.

8.2

The Board of Directors can refuse admission without stating any reasons.

Article 9 – Resignation

9.1

Membership of the Association may be terminated by a Member giving at least thirty (30) days' notice to the end of a calendar month, to the Association secretary.

9.2

If a Member is not willing to pay the annual membership fee determined as per article 6.1 above for the subsequent calendar year, it must notify the Board of Directors in writing (e-mail suffices) no later than 31 December of the current calendar year. Such notification will be deemed to be an agreed termination of its membership of the Association effective as of 31 December of the current calendar year, and the terminating Member will not be liable to pay the membership fee for the subsequent calendar year. Notifications received after 31 December will not be effective to avoid the membership fee for the following year, and the Member will remain liable for the fee.

Article 10 – Exclusion

10.1

By a two-thirds majority the Board of Directors may exclude a Member, who or which no longer meets the conditions for being a Member, including by no longer being licensed or being in good standing with the regulating national bar and law society, for non-payment of membership fees due, or for any other material breach of the Member's obligations vis-à-vis the Association. Prior to the

Board of Directors executing the exclusion, the Member must be allowed to present a defence by e-mail addressed to the chairperson of the Board of Directors (the "**Chairperson**"). Upon having heard and considered the Member's defence, the Board of Directors may, by said two-thirds majority, execute the exclusion. The exclusion has to be explained.

10.2

A Board of Directors-executed exclusion may not be challenged based on the reasons set forth in article 10.1 and cannot be brought before the General Meeting of Members. However, an excluded Member may reapply for Association membership as soon as the article 10.1 disqualifying circumstances have been addressed.

Article 11 – Status of Former Members

11.1

Membership fees that have already been paid will not be refunded. Members who resign or are excluded have no claim on the assets of the Association.

11.2

Members are liable for the membership fees due during the period of their membership.

IV. Organisation of the Association

Article 12 – Minutes

12.1

Minutes of the General Meetings of Members and the Board of Directors meetings will be established and will be signed by the chairperson of the meeting or his/her alternate.

12.2

In the case of General Meetings of Members, a copy of the minutes will be circulated to the Members within thirty (30) days from the date of the General Meeting of Members. Comments, if any, should be received within fourteen (14) days after receipt of the minutes. The revised minutes, which hereinafter shall be considered final, may be circulated to the Members fourteen (14) days after the comment deadline.

12.3

In the case of Board of Directors meetings, minutes are kept by the secretary of the Association, who shall circulate minutes to all Members upon the minutes having been signed by the Board of Directors. Exclusion related considerations or resolutions shall not be circulated to Members, other than those that are the subject of the considerations or resolutions, provided, however, that the other Members shall be notified upon the exclusion having been executed.

12.4

The minutes shall include at least: (i) the type of meeting (General Meeting of Members or Board of Directors meeting), (ii) the date of the meeting, (iii) the formal record of the number of persons present and/or absent, (iv) the name of the chairperson of the meeting, (v) the resolutions.

A. General Meeting of Members

Article 13 – Convening and Constitution

13.1

The ordinary General Meeting of Members shall be held annually no later than six (6) months after the end of the preceding accounting year (as set out in article 24), first time, however, before elapse of the month of May 2025.

13.2

The ordinary General Meeting of Members ("**Annual Meeting**") shall be convened by the Board of Directors by e-mail giving no less than twenty (20) days' notice to each Member.

13.3

Proposals from the Members shall be submitted in writing to each of the Board of Directors members at least seven (7) days prior to the annual meeting. The annual meeting cannot consider proposals that are not submitted to the Board of Directors prior to this deadline, or proposals from Board of Directors members, which are not included in the agenda (as set out in articles 13.4 and 14).

13.4

Not later than one (1) business day before the annual meeting the following materials shall be sent by e-mail to the Members: The agenda, the annual accounts endorsed by the auditor and the annual report for adoption, as well as the complete proposals to be presented at the annual meeting.

13.5

For the purpose of dealing with one or more specific matters, the Board of Directors, the Association auditor and/or Members representing at least ten percent (10%) of the Association votes may convene General Meetings of Members, when found appropriate. Such extraordinary meetings shall be convened within twenty (20) days by the Association secretariat upon same having been informed by the Board of Directors, the Association auditor or by Members representing 10% of the votes, of the decision made.

Article 14 – Competences and Meeting Agenda

14.1

Within the limits set by these Articles, national law society rules and applicable statutory limits, if any, the General Meeting of Members has the supreme authority in all matters relating to the Association.

14.2

At the ordinary annual meeting the following business shall be transacted:

1. Board of Directors report on the Association's activities during the past year.
2. Presentation of the annual accounts, as endorsed by an auditor, if required, for adoption and the annual report.
3. Decision as to the appropriation of surplus or deficits according to the adopted annual accounts.
4. Election of members of the Board of Directors.
5. Election of an auditor among the Members.
6. Election of venue for the next annual meeting.

Article 15 – Execution

15.1

The founding meeting of the Association shall be held in Brussels, Belgium. Each annual meeting determines the venue for the subsequent annual meeting.

15.2

The Board of Directors elects a chairperson of the annual meeting. The chairperson of the annual meeting will direct the discussions and decide all questions regarding the procedure of the discussions and voting.

15.3

Annual meetings may be held either physically and/or by use of electronic media. Members may participate by teleconference and/or other electronic media.

15.4

The annual meetings, including the casting of votes, may be executed electronically to the extent that this is practically possible. Voting may take place within a timeframe determined by the Board of Directors. Decisions at the annual meetings are taken by a simple majority of valid votes cast.

15.5

When holding a meeting electronically, it must be ensured that the video and audio of all participating Members are transmitted.

Article 16 – Voting Rights and Majority

16.1

Each individual Member is entitled to one (1) vote, whereas each law firm Member is entitled to three (3) votes. The number of votes that may be cast shall be calculated on basis of number and nature of Memberships and irrespective of whether individual Members might also be employed by a law firm Member.

16.2

Each individual Member is entitled to attend the annual meeting personally, whereas each law firm Member may send any number of delegates to participate in annual meetings, who may cast up to the three (3) votes vested in their principal.

16.3

Any Member may be represented by proxy, who must be a Member or be employed by a Member of the Association him-/herself. The proxy may exercise the right to vote on behalf of the non-attending Member. A proxy does not, personally, need to meet the Membership qualification requirements.

16.4

A Member can only act as proxy for up to one (1) other Member, whether such Member is an individual or a law firm. A written and dated vote by proxy must be received by the chairperson at least seven (7) days before the commencement of the meeting. The proxy is only valid for the meeting for which it has been granted.

16.5

Unless otherwise stipulated by these Articles or national law society rules, resolutions at the annual meetings are taken by a simple majority of valid votes cast. Abstentions do not count as votes cast.

16.6

In the event of a tie, a proposal is rejected. The chairperson has no casting vote.

B. Board of Directors

Article 17 – Election

17.1

Board of Directors members are elected for one (1) year at a time and may be re-elected. The group of individual Members as well as the group of law firm Members, may each elect one (1) member to the Board of Directors. In addition to these categories of Board of Directors members, further Board of Directors members shall be elected by simple majority vote among all of the Members.

17.2

The Board of Directors comprises between three (3) and five (5) members (both numbers included in the range).

17.3

The Board of Directors members shall be elected at the annual meeting among the Members, including without limitation from designates of law firm Members. Any Member may suggest Board of Directors member candidates.

Article 18 – Convening and Constitution

18.1

The Board of Directors is constituted immediately upon the annual meeting having been adjourned, electing the Chairperson, and optionally a vice chair, among its members.

18.2

Board of Directors meetings shall be convened by e-mail by the Chairperson, giving at least fifteen (15) working days' notice, except in exceptional circumstances.

18.3

The Board of Directors may establish standing or ad-hoc Board of Directors working groups as required.

Article 19 – Competences

19.1

The Board of Directors is the Association's supreme management and administrative body.

19.2

The competence of the Board of Directors includes in particular:

1. Activities in relation to the fulfilment of the Association's objective;
2. Preparation of the annual meeting;
3. Execution of the resolutions of the annual meeting;
4. Decision on the admission and exclusion of Members of the Association;
5. Processing of suggestions, proposals and complaints from Members of the Association;
6. Establishment of the budget and annual financial statement;
7. Asset management;

8. The management of the Association and all other matters as far as not explicitly reserved by law or these Articles to another governing body.

19.5

Board of Directors members shall not be remunerated by the Association for their work on the Board of Directors.

Article 20 – Authority to Bind the Association

The Association is bound by the joint signatures of two (2) Board of Directors members or by the joint signatures of one (1) Board of Directors member in conjunction with the secretary.

Article 21 – Quorum and Majority

The Board of Directors forms a quorum when more than half of the Board of Directors members are present, including present by phone or another electronic medium. The matters considered by the Board of Directors shall be decided by a simple majority of votes. In case of a tie, the Chairperson has the casting vote.

C. Secretary & Treasurer

Article 22 – Secretary & Treasurer

22.1

The Association is managed and served by a secretary and a treasurer, appointed by and accountable to the Board of Directors. The offices shall be held by one (1) or two (2) physical persons, who either are individual Members and/or employed by a law firm Member. The secretary and the treasurer may be Board of Directors members but must not hold the offices as Chairperson or vice Chairperson of the Board of Directors.

22.2

The secretariat is to be domiciled at the seat of the Association. The secretariat may request reasonable administrative assistance from any Member with the view of each Member contributing to the operation of the Association.

22.3

The secretary maintains a record identifying all Members, who must provide the secretary with an email address for use by the Association to contact the Member. The record shall be made available to any Member on request.

22.4

If the Association resolves to set up a homepage of its own, the secretariat shall be entitled to publish the list of Members at such homepage and provide data publicly available from the respective Member’s homepage.

D. Accounts and Auditing

Article 23 – Accounts and Auditing

23.1

The annual accounts of the Association shall be drawn up by the treasurer on the basis of submissions made by the secretary. The annual accounts shall give a true and fair view of Association's assets and liabilities, of its financial position, and of surplus and loss.

23.2

The annual accounts shall then be audited by an auditor elected at the annual meeting. The auditor may be a Member but must not be a member of the Board of Directors or a relative of any Board of Directors member. The auditor may be re-elected.

23.3

The auditor documents the audit results in a written report for the attention of the General Meeting of Members.

Article 24 – Accounting Year

24.1

The accounting year of Association shall be from 1 January to 31 December.

24.2

The first accounting year runs from formation of the Association on January 31, 2025, until 31 December 2025.

V. General Provisions

Article 25 – Liability

25.1

The Association shall only be liable with its assets for third party claims. Members are not liable for any obligations or liabilities of the Association, or for any third-party claims made against other Members.

25.2

Members are not in partnership with each other, and no Member has authority to make or accept a commitment on behalf of another Member.

Article 26 – Dissolution of the Association

26.1

The Association dissolves following a resolution passed by the General Meeting of Members.

26.2

Similarly, the Association dissolves if insufficient candidates are willing to become Board of Directors members at an annual meeting. In that case, the outgoing Board of Directors executes the liquidation.

26.3

If the Association is to be dissolved, the Board of Directors shall appoint a liquidator, who shall execute the dissolution of the Association. Any surplus capital shall be paid back pro rata to the Members who have paid membership fees during the year preceding the dissolution year and who have not terminated their membership effectively prior to effective liquidation. If the capital of the Association is less than CHF 1'000 after defrayal of liquidation costs, the liquidator may dividend out such capital to non-profit organisations or charities, or to successor in rights Associations, as per the resigning Board of Directors' recommendations.

26.4

The liquidator has sole signing authority. This also applies if a Board of Directors member is appointed as liquidator.

26.5

Further, Articles 739 et seq. of the Swiss Code of Obligations shall apply mutatis mutandis.

Article 27 – Amendments to the Articles

27.1

Subject to ratification by the forthcoming annual meeting, the Board of Directors may, by simple majority, resolve to modify, amend and/or add to these Articles.

27.2

No amendment or modification resulting in an increase of obligations vested in any Member can be passed, unless the Members, whose obligations are increased, are in favour.

VI. Approval and Commencement

The Articles were approved on January 31, 2025. They come into force on the same day.

Zurich, January 31, 2025

[Electronically Signed]

Sonja Hebenstreit

Chairperson of the Meeting