

Statutes of Swiss HLG

1. Name / Domicile

The Swiss Healthcare Licensing Group (Swiss HLG) is an association according to the Art. 60 ff. of the Swiss Civil Code. It has its domicile at Sankt-Jakobs Strasse 7, 4052 Basel, Switzerland.

2. Purpose

The Swiss HLG is an informal association of senior managers and directors involved in business development and licensing activities in the healthcare industry.

The objectives of the association are:

- to allow members to meet business development and licensing colleagues from other companies (in one place, at the same time)
- to exchange ideas and experience
- to provide members with an environment that facilitates the deal-making process
- to increase members' knowledge and skills in this area

The Swiss HLG plans to hold twice a year meetings for its members. A website and a newsletter will keep members up-to-date on the associations' activities.

The Swiss HLG is a non-profit and apolitical association.

3. Membership

Membership of the Swiss Healthcare Licensing Group is open to Business Development and Licensing Executives, Advisors and other Professionals working within the Healthcare Industry in- and outside of Switzerland.

Voting is limited to two votes per company.

To become a member the applicant should send a formal request to the board. The applicant becomes member after a formal decision of the Board. The board reserves the right to refuse a new Membership or a renewal of the same in its sole discretion.

A Membership ends automatically if the annual fee is not paid latest by the end of June.

4. Organization

4.1. General Assembly

The General Assembly is composed of all voting members, who accept to participate. Non-voting members are free to participate to the Assembly. The General Assembly is invited by the Board or upon demand of at least one third of the voting members. Convocation has to take place with written invitation mentioning all agenda items, time and place at least 2 weeks prior to the meeting.

The General Assembly elects or recalls the members of the Board and decides on all affairs not expressly in the competence of the Board. The General Assembly takes place in the first half of every financial year.

4.2. Board

All affairs of the Swiss HLG shall be run by the Board, the members of which shall be elected by the voting members of the Swiss HLG present at the General Assembly. The Board has 7 members. However, the Board may consist of more than 7 members. The members are elected for two years. Board members shall be eligible for re-election. Such re-election shall be made by the General Assembly.

The full Board meets upon invitation of the President at least once per year. The Board can be invited by the president or on express demand of at least 3 members of the board. The full Board takes its decisions by majority vote. The full Board shall elect the members of the Executive Committee for a period of one year. The full board shall delegate the operational affairs of the Swiss HLG to the Executive Committee. The full Board may however decide on any matter delegated.

Board members must be based in Switzerland. Should a Board member during its term change the domicile to abroad or change its job outside of the healthcare industry, the General Assembly will have to replace the position during the forthcoming General Assembly Meeting. The full Board has the right to co-opt members to the Board between General Assembly Meetings. Such co-opted members will stand for formal election at the next Assembly Meeting.

4.3. Executive Committee

The operational affairs of the Swiss HLG shall be run by the Executive Committee of the Board. The full Board shall elect from among its members for a period of one year the President, the Treasurer, the Secretary, the Conference Director, the Webmaster, the Communications and Sponsoring Director, and the Director for External Relations, who shall form the Executive Committee. The Executive Committee shall appoint the Vice President from among its members. If an Executive Committee member decides to retire from his duties, a new member shall be elected by the full Board. In case that the President retires before the end of his term, the Vice-President will act in the interim as President until the Board has elected a new president. The Executive Committee may only take decisions when at least the simple majority of its members are present. In case of equal votes (tie), the

President has the casting vote. Decisions can also be taken by circular vote. In this case, at least a simple majority has to agree.

4.4. Auditors

Two voting members shall be elected by the General Assembly every two years as auditors of the association. Their duty is the control and the audit of the financial and administration management of the Swiss HLG. Their reports shall be presented every year at the General Assembly.

5. Finances

The financial year of the association extends from January 1, to December 31. The current membership fee is CHF 480.– for individuals and CHF 5'000.— collectively for all individual members of one company per financial year. Payment of the membership fee is due by the end of March of each year. The annual membership fee is payable by all members including the board members. Non payment of the fee will result in termination of membership. Members have no other financial obligation towards the association. Liability of the association towards third persons is limited to its assets.

An additional meeting fee covering mainly the costs for food & beverage will be charged separately for each meeting.

The Swiss-HLG shall offer sponsoring activities to companies during the General Assembly, during the conferences or in the web-site in order to have further financial incomes to cover the Swiss-HLG expenses.

6. Final Dispositions

These Statutes may only be changed at the annual General Assembly of the Swiss-HLG. For all subjects not expressly regulated in these statutes the dispositions of the art. 60 ff. of the Swiss Civil Code do apply. These statutes enter into force upon their adoption by the General Assembly.

Flims, January 29, 2013