



# **ASSOCIATION INTERNATIONALE A BUT NON LUCRA TIF NOT-FOR-PROFIT CORPORATION HEALTHCARE COMPLIANCE PACKAGING COUNCIL OF EUROPE “HCPC”**

## **Section I – Name, Registered offices, Purpose**

### Article 1 – Name

An *association internationale à but non lucratif* under the name “Healthcare Compliance Packaging Council of Europe”, hereinafter “HCPC” or “the association”, is hereby formed.

The association by-laws shall be governed by the provisions of Title III of Belgian law of 27 June 1921 (*Titrel de la loi du 27 juin 1921 sur les associations sans but lucrative, les associations internationales sans but lucrative et les foundations*).

### Article 2 – Registered office

The association’s registered office is located in any of the *commune* of the Brussels’ administrative region. It is currently located at Boulevard Saint Michel, 47, B-1040 Brussels.

The registered office may be transferred to any other place in Belgium by simple resolution of the board of directors published within a month to the *annexes of the Moniteur Belge* (Belgian official journal).

### Article 3 – Purpose

The purposes of the association, a not-for-profit corporation, shall be:

- a. to assist and educate the healthcare sector in the improvement of patient compliance through the use of packaging solutions;
- b. to serve as a means of communication between producers of materials and equipment used in the manufacture of packaging solutions for pharmaceutical and medical applications, manufacturers of pharmaceutical products and the end-users of packaging solutions, the latter being professionals and patients;
- c. to prepare and disseminate educational and promotional material highlighting the qualities, characteristics, capabilities, and cost benefits of existing and new packaging solutions with a view to achieve better patient compliance;
- d. to engage in cooperative activities with related industry groups, the public, and other parties interested in the purposes of the association;
- e. to enhance communications and the circulation of information about such packaging within the industry and with the public and to promote use of such packaging by assembling and disseminating economic, scientific and engineering information;

In order to meet its purposes, the association may use any reasonably incidental or necessary things, in particular publish periodicals, organise seminars, conduct researches or studies or analysis or any other work of scientific or pedagogic interest.



Notwithstanding its scientific purpose and on an accessory basis, the association may answer individual requests of members, related to its purposes, including act as public relation body and develop common policies.

In order to meet its purposes, the association shall in particular:

- maintain appropriate communication with packaging professionals, public and private healthcare professionals and consumer organisations;
- represent its member's interests before national and European institutions;
- establish links with other European and international organisations;
- ensure media coverage of its activities and interests;

The association may undertake, in Belgium or abroad, on its own or with third parties, all activities, directly or indirectly related to its purposes.

The association undertakes not to endanger or restrain in any way the commercial activities of its members, nor violate any of their respective national legislations or contradict any provisions of the European Union Treaties.

The working language of the association shall be English.

## **Section II – Members**

### Article 4 – Qualifications for membership

Memberships are granted under the conditions set by the board of directors to all individuals or entities legally incorporated in accordance with their respective national law requirements and share an interest in the purposes of the association.

No nationality restrictions to memberships are applicable. Members are required to be European residents. For the purpose of these by-laws, European residents shall mean, resident of Europe, geographically speaking, including in particular Switzerland, Norway and Central and Eastern Europe.

### Article 5 – Members classes

There are three classes of membership in this association:

- a. Full membership shall be open to any corporation, partnership, sole proprietorship or other business entity engaged in:
  - the manufacture and packaging of drugs;
  - the commercialisation, manufacture and sale to third parties of packaging materials, which include aluminium foil, or paperboard used in unit-of-use strip and blister packaging for pharmaceutical and other medical and diagnostic applications; plastic film, plastic sheet, thermoformable and nonthermoformable, bottles and pouches specifically designed to ease patient compliance;
  - the manufacture and sale of equipment used in the fabrication of such packaging;
  - the converting, printing, or laminating of materials for such packaging;
  - contract packaging operations that use such packaging;

Full members hold the rights and obligations granted by the by-laws and the general meeting and in particular:

- the right to appoint a representative in the association;
- priority to be appointed chairman of committees;
- obligation to attend and take part to all events organized by the association;
- the right to use the association's logo;
- the obligation to pay dues at the level set by the board of directors;
- the right to exercise one vote, upon payment of the abovementioned dues.

For the purposes of the present by-laws, the full members listed in annex 1 are the founding members of the association and bear the rights and obligations attached to this quality;

- b. Associate membership shall be open to any corporation, partnership, sole proprietorship or other business entity not eligible for full membership, engaged in:
- commercial, educational or scientific activities to support or promote the purposes of the association; and
  - pays dues at the level set by the board of directors;

Associate members hold:

- the right to appoint a representative in the association;
- the right to take part to the activities of the committees;
- the right to attend and take part to all events organized by the association;
- the right to use the association's logo.

Associate members shall pay dues at the level set by the board of directors. Associate members have no voting right.

- c. Individual membership shall be open to any person invited by the board of directors to participate as a resource to the association who:
- supports or promotes the purposes of the association; and
  - pays dues at the level set by the board of directors;

Individual members hold:

- the right to participate to the activities of the committees;
- the right to attend and take part to all events organized by the association.

Individual members shall pay dues at the level set by the board of directors. Individual members have no voting right.



#### Article 6 – Membership applications

Membership applications as full, associate and individual members shall be made to the executive director.

- Applications for full and associate membership shall be approved by the board of directors.

The board of directors shall act on each application, either at a meeting or exceptionally and for matters of urgency, by mail ballot, within ninety (90) days following receipt of the application by the executive director.

An explanatory note shall be provided to members prior to a mail ballot to enable votes with full knowledge of the facts. In the case of a mail ballot, members of the board of directors not voting within thirty (30) days after the date of mailing of the ballot shall be deemed to have voted to approve the application. All resolutions taken through mail ballot shall be ratified by the next meeting of the board of directors.

- Applications for individual membership may be approved by the executive director without prior review of the board. The executive director shall report on the new individual members on each meeting of the board of directors.

The executive director and the board of directors shall make their best effort in order to ensure a balance of representation between all actors of the packaging industry, pharmaceutical companies and laboratories, healthcare authorities, consumers' organisations and any other individual with an interest in the association's purposes.

#### Article 7 – Suspension and termination

Any member who is in default in the payment of dues for a period of ninety (90) days after such dues become payable, or ceases to take part to the activities of the association, or for any just cause (bankruptcy, bringing the industry into disrepute, criminal charges), except if the board of directors decides otherwise, shall automatically be suspended from membership by a majority vote of the board of directors at a duly constituted meeting of the board.

A member so suspended for default in the payment of dues shall be reinstated to good standing upon payment in full of all dues and other amounts owing and payable at the time of suspension.

A member suspended for another reason than default in payment shall be reinstated to good standing by a 2/3<sup>rd</sup> majority vote of the board.

Termination of membership may be proposed by the board and decided at a majority of 2/3<sup>rd</sup> of the members present in person or by proxy at the first coming general meeting where the decision shall be final, provided that the member has been given the opportunity to present its defence before the general meeting. The board of directors may suspend the member until the final decision of the general meeting.

#### Article 8 – Resignation

Any member in good standing may withdraw from the association after fulfilling all obligations to it, in particular the payment of its dues, by giving written notice of such intention by registered letter to the executive director at least thirty (30) days before the effective date of such withdrawal.

Any notice so given shall be presented to the board of directors at its first duly constituted meeting following receipt of such notice by the executive director. Any member so withdrawing shall, by the act of such withdrawal, cease to have any further interests in the funds, assets, or activities of the association and shall not be entitled to any refunds of any type or in any amount.

#### Article 9 – Rights on the funds of the association

Any member which ceases, by death or otherwise, to be a member of the association shall not be entitled to any right on the funds or assets of the association.

#### Article 10 – Dues

All members shall pay annual dues in the amount and in accordance with their category:

- a. *full members:* a minimum of 2.500 €
- b. *associate members:* a minimum of 2.500 €
- c. *individual members:* a minimum of 200 €

### **Section III – Budget and Accounts**

#### Article 11 – Fiscal year

The fiscal year expires on June, 30<sup>th</sup> each year.

The board of directors shall submit the expired annual budget and the next annual budget to the general meeting.

The next annual budget is approved by a majority vote of the members present in person or by proxy, insofar as the latter represent a minimum of 75% of the dues to be collected with the members of the association.

#### Article 12 – Additional charges

Additional charges for other services or activities may be established by the board of directors with the consent of at least 75% of the voting members of the association, provided that the shares of the membership so committed shall total no less than 75% of the funds to be collected from the members.

### **Section IV – General Meetings**

#### Article 13 – Powers

The general meeting shall have full authority in order to achieve the purposes of the association.

It is composed of all full members. Associate members and individual members may attend general meetings but have no voting rights.

The general meeting is, in particular, responsible for:

- a. establishing general policies and operating procedures for the association;
- b. approving the association budget, accounts and forecasts submitted to it by the board of directors;
- c. amending the by-laws and pronouncing the dissolution of the association;
- d. nominating and terminating the board of directors and the executive director.



#### Article 14 – Annual general meeting and extraordinary meetings

The annual meeting of the association shall be held annually under the presidency of the chairman at a time and place fixed on the convocation.

The board of directors may call extraordinary meetings if the association interests so dictates.

#### Article 15 – Notice of meetings

A notice stating the time, place and purpose of each meeting, shall be sent to each member, by letter, fax, email or any other written mean of communication not less than twenty (20) days and not more than sixty (60) days, prior to the time of the meeting.

#### Article 16 – Quorum

A member may be represented to the general meeting by another member holding a proxy. The full members shall notify the name of their representative to the executive director beforehand.

No member shall hold more than one proxy for any given general meeting.

Each full member present in person or by proxy holds one vote. Decisions are taken at a majority vote.

The presence in person or by proxy of one-fourth of the voting representatives of the full members of the association entitled to vote shall constitute a quorum for the transaction of business.

Resolutions are evidenced in an *ad hoc* record book kept at the registered office.

#### Article 17 – General meeting by mail

Exceptionally, should time and the association's interest so dictates, the resolutions of the general meeting may be taken by unanimous written consent of the members, using a form communicated to each of the members, including an information notice describing the motives and the modalities of the resolution to be taken.

The form shall contain the following: the first and last names of the member, its domicile, the agenda, the direction of its vote or its abstention on each of the agenda points and, eventually, the validity of its mandate. It shall be signed. The next following general meeting shall ratify the resolutions voted at a general meeting by mail.

#### Article 18 – By-laws modifications and dissolution

Notwithstanding provisions of title III of Belgian Law of 27 June 1921, any proposal to modify the by-laws or to dissolve the association shall be initiated by the board of directors or a minimum of 25% of the full members of the association.

The board of directors shall communicate the date of the meeting that shall vote such resolution a minimum of three months in advance.

The by-laws may be amended, repealed or altered, in whole or in part, by a majority of two third of the full members present or represented at the general meeting.

No resolution shall be voted unless a majority of two third of the votes is met.

However, if the general meeting does not gather the majority of two third of the full members of the association, a new general meeting shall be called in the same conditions, which shall deliberate finally and validly on the proposed resolution, to a two third majority vote, irrespective of the number of full members present in person or by proxy.



The amendments to the by-laws shall be submitted to the Belgian Minister of Justice and published in the annexes of the *Moniteur Belge*.

The general meeting shall decide the modalities of the dissolution and winding up of the association.

Upon winding-up, the general meeting shall rule to distribute the net assets. The latter shall be dedicated to a not-for-profit goal.

## **Section V – Administration**

### Article 19 – Composition

The association is managed by a board of a maximum of seven (7) directors:

- Three (3) directors are nominated by the full members among the candidates presented by the founding members;
- A maximum of four (4) directors are nominated by the full members' among the full members' candidates.

Directors' term of office shall be four (4) years and may renew without limitation.

Directors may be replaced. All modification in the composition of the board of directors and all renewal of directors shall be published according to Belgian law provisions.

Directors who violate Belgian laws or contradict provisions of the European Union treaties, in particular antitrust, may be automatically expelled from the board.

Directors shall not receive any compensation for their services as directors but the board of directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties.

The board of directors is in particular composed of a chairman, a vice chairman, a treasurer and an executive director, the latter also serving as association's secretary.

All officers shall be elected by the board of directors amongst the slate of board members elected at the annual meeting.

Each officer shall hold office for a term of four (4) years and may serve no more than two (2) consecutive four-year terms in the same office (a maximum of eight consecutive years in the same office).

- a. the chairman shall be elected from among the members of the board of directors; shall preside at the annual general meeting and all meetings of the board of directors; shall be responsible for assuring that the policies adopted by the board of directors are executed by the officers of the council.
- b. the vice chairman shall assist the chairman in the performance of the chairman's duties and, in the absence of the chairman, shall preside at the annual general meeting and meetings of the board of directors and generally perform such duties as are incident to the office of chairman.
- c. the treasurer shall report on the financial condition of the association at its annual general meeting and at meetings of the board of directors, when required. The treasurer shall also assist the executive director in the preparation of an annual operating budget.
- d. other officers, such as professionals of organisations acting in the field of promotion of ethics both at national and European levels, if any, shall have such titles, powers and duties as the board of directors may, from time to time, assign to them.

## Article 20 – Elections

The directors are elected by the general meeting as follows:

- a. Three (3) directors are elected by the full members amongst the candidates proposed by the founding members
- each founding member shall communicate to the executive director the name of one candidate no later than forty five days prior to the general meeting;
  - the executive director shall communicate to each full member a ballot form with the name of all director candidates no later than thirty (30) days prior to the general meeting called to vote their nomination;
  - the full members shall return the ballot form duly filed to the executive director no later than five (5) days prior to the general meeting;
  - the executive director shall open the ballots, canvass the same and report the results to the general meeting that shall confirm the vote;
- b. Four (4) directors are elected by the full members amongst the candidates proposed by the full members
- each full member shall communicate to the executive director the name of its candidate no later than forty five days prior to the general meeting;
  - the executive director shall communicate to all full members a ballot form with the name of each director candidate no later than thirty (30) days prior to the general meeting called to vote their nomination;
  - the full members shall return the ballot form duly filed to the executive director no later than five (5) days prior to the general meeting;
  - the executive director shall open the ballots, canvass the same and report the results to the general meeting that shall confirm the vote;

Should a vacancy arise in the board of directors, a temporary director may be nominated by the general meeting in accordance to the above. If there are less than 12 months remaining in the board's term, however, the board may, upon motion, elect to leave the position vacant until the next regularly-scheduled election.

If there are more than 12 months remaining or if the board decides to proceed with the nomination of a new director, the executive director shall invite the full members to a board of directors.

On an exceptional basis duly motivated by urgency, the board of directors called to nominate a new director may proceed by mail ballot. In this case, the executive director shall communicate to each full member a ballot form and a time limit for the reply, provided that such delay shall not be inferior to fourteen (14) days. The first following business day, the executive director shall open the ballots, canvass the same and report the results to the full members or to the members no later than five (5) days after the expiry of the abovementioned time limit. The next following board meeting shall ratify the resolutions voted by mail.

#### Article 21 – Powers and duties

The board of directors shall have all management and administration powers notwithstanding the general meeting powers.

The board of directors shall be responsible for:

- a. coordinating the activities of the association;
- b. the preparation of an annual financial management report reflecting the association operations, said report to be made available to the members of the board within ninety (90) days after the close of each fiscal year;
- c. establishing general policies and operating procedures for the association;
- d. approving the association financial reports, budgets and investments plans;
- e. selecting the general counsel, independent accountant, auditors, banking establishments and investment counsellors for the association;
- f. creating committees of the board of directors in accordance with article 26 where appropriate and necessary;
- g. electing the officers of the association;
- h. designating the time and place of general membership meetings of the association, as well as meetings of the board of directors;
- i. defining the specific duties and responsibilities of each individual director;

Every director of the board will be assigned precise duties, which shall be well-distinguished from the duties of every other director of the board.

Each appointed director shall be responsible for the progress made in its area of duties and responsibilities and shall report such progress to the board of directors meetings.

The precise duties may be amended from time to time by the board of directors to meet the association purposes.

#### Article 22 – Meetings of the board of directors

The board of directors shall hold at least two (2) regular meetings each year. Extraordinary meetings of the board of directors may be called by the chairman or at the request of not less than five (5) directors.

Members of the board of directors are given notice of the time, place and purpose of any meeting of the board in writing not less than twenty (20) days and not more than sixty (60) days prior to the date of the meeting.

Each director, present or represented, holds one vote. Decisions are taken by a majority of the directors present or represented.

No resolution shall be voted unless a majority of directors are present or represented.

Each director may be represented to the board by another director holding a proxy. The directors communicate the name of their proxy to the executive director prior to the board meeting.

No director may hold more than one proxy for any given board meeting.

The minutes of the board meetings are signed by the directors present or represented and held at the association registered offices at the member's disposal.



#### Article 23 – Daily management

The board of directors holds all administration and management powers of the association, notwithstanding the powers of the general meeting.

Resolutions of the board of directors, related to the daily management of the association, are taken by a majority vote of the members present, in person or by proxy. In case of share vote, the chairman's vote is predominant.

The board of directors may delegate the daily management to an executive director, its chairman or any other director. It may additionally grant special powers to one or more individuals under its supervision and responsibility.

The resolutions taken by the person in charge of the daily management are kept in a special record held at the association registered offices at the members of the board disposal.

#### Article 24 – Resignation or incapacity

In the event of death, resignation or extended incapacitation of the chairman, the vice chairman shall assume the duties of chairman and the board of directors shall elect a new vice chairman at its next meeting. In such an event, the vice chairman will serve the remainder of the chairman's unexpired term and be eligible to serve two consecutive additional terms in the same office.

In the event of death, resignation or extended incapacitation of the vice chairman or treasurer, the board of directors shall elect a new vice chairman or treasurer at its next meeting. Any person so elected shall fill the remainder of the unexpired term and be eligible to serve two consecutive additional terms in the same office.

#### Article 25 – Power to represent and act on behalf of the association

The members empowered to sign in the name of the association are:

- the chairman jointly with the executive director or any other board member;
- the executive director jointly with two board members.

#### Article 26 – Committees

The board of directors may, at its discretion, form such committees as are deemed necessary to deal with specific tasks or projects, or to provide needed advisory services.

Committee members may be selected from the general membership. Committee chairmen shall be appointed by the chairman of the board.

The presence in person or by proxy of at least a majority of members shall constitute a quorum for the transaction of business by any association's committee.

Committees shall act by a majority vote of those members present.

The chairman of each committee shall be responsible for notifying the association's executive director as well as committee members of regular or extraordinary committee meetings.



The executive director shall be responsible for ensuring that:

- a. an agenda is prepared in advance of all committee meetings;
- b. at least one staff member is present at all committee meetings;
- c. minutes are taken during all committee meetings and distributed.

The association's executive director shall also provide or arrange for administrative support for committees of the board of directors, including, when needed, but only with the approval of the board of directors, the employment of outside consultants or advisors.

#### Article 27 – Staff

The association may hire staff.

- a. the executive director shall be appointed by the board for a term to be determined by the board; shall attend all meetings of the board of directors and serve as the association's secretary, but shall have no vote in matters before the board; shall direct the operations of the association; shall serve as an ex-officio member of all committees; shall have the following duties, without limitation:
  - develop and recommend policies to the board of directors;
  - develop, recommend and implement programs for membership development, operations and communications in accordance with approved policies of the association's board of directors;
  - solicit the participation of the members in the association's activities;
  - with the assistance of the treasurer, prepare and recommend the association's annual operating budget to the board of directors and administer and maintain control over the approved budget within the limits prescribed by the board of directors;
  - prepare meeting notices, agendas and minutes for all meetings of the board of directors and committees; and
  - represent the association before the general public, governmental agencies, legislative bodies, business groups and other appropriate organizations.

The executive director shall also oversee the preparation and serving of all notices of the association and board of directors and attest and affix the corporation seal of the association to all documents and instruments requiring the same. The executive director shall ensure that proper care is given to the association's books and papers.

- b. The association, through its board of directors, may employ such full-time and part-time staff members, specialists and consultants or other outside services, as may be required to carry out its functions and obligations. The staff shall be under the immediate supervision and direction of the executive director, who shall have full authority and responsibility for staff organization and management.
- c. The board of directors may authorize the payment to staff members of the association of reasonable salaries or other compensation for services actually rendered to the association. Staff members may be employed by the association on such contractual terms as the board of directors shall determine.
- d. The association, through the board of directors, shall retain a general counsel whose office shall have such responsibilities as may be assigned by the board. The general counsel shall provide general advice concerning the association's legal matters as deemed necessary but the board.



No meetings of the association or the board of directors shall be conducted without the presence of the association's executive director.

No other meetings of the association, such as committee meetings, shall be conducted without the presence of the association's executive director or a member of the association's staff

#### Article 28 – Legal actions

Legal actions, as plaintiff or defendant are the responsibility of the board of directors through the executive director or a director nominated to this effect by the executive director.

#### Article 29 – Formalities and publications

Any subject which is not directly addressed in the by-laws and, in particular, publications to the annexes of the *Moniteur belge*, shall be undertaken in accordance to provisions of Belgian law.