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**INCORPORATION
EUROPEAN & DEVELOPING COUNTRIES
CLINICAL TRIALS PARTNERSHIP (EDCTP)**

On this tenth day of April two thousand and fourteen appeared before me, Martijn Gerardus Petrus van Ansem, hereinafter referred to as: civil-law notary, acting as substitute of Robert-Jan Eduard Zwaan, a civil-law notary practising at The Hague (the Netherlands):

1. Mr. Mark Steven Palmer, [REDACTED]
[REDACTED]
[REDACTED] acting as an attorney-in-fact authorized in writing of the **Medical Research Council**, a public body incorporated by Royal Charter (England/Wales), office address: 14th floor, One Kemble Street, London (Great Britain), WC2B 4AN, companies house registration number RC000346, hereinafter referred to as: the 'MRC'; and
2. Mr. Guillaume Robert Claude Fusai, [REDACTED]
[REDACTED]
[REDACTED], acting as an attorney-in-fact authorized verbally, which verbal authorisation has been proved sufficiently to me, civil-law notary, of the **National Institute of Health and Medical Research** (*Institut national de la santé et de la recherche médicale*), a French public institute (*établissements publics à caractère scientifique et technologique*) founded by decree, office address: 13 75013 Paris (France), 101 rue de Tolbiac, hereinafter referred to as: 'Inserm'.

The persons appearing, acting in their aforementioned capacity, declared:

PREAMBLE

1. The European & Developing Countries Clinical Trials Partnership (EDCTP) was established by the European Union in two thousand and three in response to the global health crisis caused by the major three poverty-related diseases: human immunodeficiency virus infection / acquired immunodeficiency syndrome, tuberculosis and malaria, and the European Union's commitment to achieving the Millennium Development Goals. EDCTP supports clinical trials against the

aforementioned diseases in sub-Saharan Africa, in partnership with their African counterparts and like-minded organisations, and facilitates cooperation and integration of corresponding European national research programmes and activities.

2. EDCTP aims to accelerate the development of new or improved drugs, vaccines, microbicides and diagnostics against human immunodeficiency virus infection / acquired immunodeficiency syndrome, tuberculosis, malaria, and neglected infectious diseases. EDCTP supports multicentre projects that combine clinical trials, capacity building and networking. These projects include all clinical trial phases (I-IV) as well as health services optimisation research, but with a focus on phase II and III clinical trials in sub-Saharan Africa. Furthermore, EDCTP fosters a closer collaboration with development agencies like-minded product development partners and industry. When possible and desirable EDCTP will engage in collaborative research with other developing countries outside sub-Saharan Africa, but the focus of activity will remain in Africa.
3. EDCTP is established by ordinary legislation under Article 185 of the Treaty on the Functioning of the European Union (TFEU). This Article enables the European Union to participate in programmes undertaken by Member States.
4. In two thousand and three, EDCTP was set up as a European Economic Interest Grouping (EDCTP-EEIG). The Association under Dutch law incorporated by this deed will co-exist with the aforementioned European Economic Interest Grouping.
5. The following countries mandated the following institutions to participate in EDCTP and to become a Member of the Association in accordance with Article 4, Paragraph 1, clause (iv), of the Articles of Association:
 - a. Austria:
The Austrian Federal Ministry of Science, Research and Economy (*Bundesministerium für Wissenschaft, Forschung und Wirtschaft*).
 - b. Denmark:
The Statens Serum Institute (*Statens Serum Institut*), mandated by the Danish Ministry of Science, Innovation and Higher Education (*Ministeriet for Forskning, Innovation og Videregående Uddannelser*) / Agency for Science, Technology and Innovation (*Styrelsen for Forskning og Innovation*).
 - c. Finland:
The Academy of Finland (*Suomen Akatemia*), mandated by the Finnish Ministry of Education and Culture (*Opetus- ja kulttuuriministeriö (Suomi)*).
 - d. France:
The National Institute of Health and Medical Research (*Institut National de la Santé et de la Recherche Médicale (INSERM)*), mandated by the French

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Ministry of Higher Education and Research (*Ministère de l'Enseignement Supérieur et de la Recherche*).

e. Germany:

German Aerospace Center (*Deutsches Zentrum für Luft- und Raumfahrt (DLR)*) Joint Ventures GmbH, mandated by the German Federal Ministry of Education and Research (*Bundesministerium für Bildung und Forschung (BMBF)*).

f. Ireland:

Irish Aid, which is part of the Irish Department of Foreign Affairs and Trade (*An Roinn Gnóthai Eachtracha agus Trádála*).

g. Italy:

The National Institute of Health (*Istituto Superiore di Sanità*), mandated by the Italian Ministry of Education, University and Research (*Ministero dell'Istruzione, dell'Università e della Ricerca*).

h. Luxemburg:

The National Research Fund (*Fonds National de la Recherche*), mandated by the Luxemburg Ministry of Higher Education and Research (*Ministère de l'Enseignement Supérieur et de la Recherche*).

i. Netherlands:

The Netherlands Organisation for Scientific Research (*Nederlandse Organisatie voor Wetenschappelijk Onderzoek (NWO)*), mandated by the Dutch Ministry of Education, Culture and Science (*Ministerie van Onderwijs, Cultuur en Wetenschap*), the Dutch Ministry of Foreign Affairs (*Ministerie van Buitenlandse Zaken*), and the Dutch Ministry of Health, Welfare and Sport (*Ministerie van Volksgezondheid, Welzijn en Sport*).

j. Norway:

The Norwegian Directorate for Health (*Helsedirektoratet*), mandated by the Royal Norwegian Ministry of Health and Care Services (*Helse- og omsorgsdepartementet*).

k. Portugal:

The Foundation for Science and Technology (*Fundação para a Ciência e a Tecnologia*), mandated by the Portuguese Ministry of Education and Science (*Ministério da Educação e Ciência*).

l. Republic of Cameroon:

The Ministry of Public Health (*Ministère de la Santé Publique*).

m. Republic of Congo:

The Ministry of Scientific Research and Technological Innovation (*Ministère de la Recherche Scientifique et de l'Innovation Technologie*).

n. Republic of Mozambique:

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- The Ministry of Health (*Ministério da Saúde*).
- o. Republic of Senegal:
The Ministry of Health and Social Welfare (*Ministère de la Santé et des Affaires Sociales*).
 - p. Republic of South Africa:
The Department of Science and Technology of the South African Ministry of Science and Technology.
 - q. Republic of Uganda:
The Ministry of Health.
 - r. Spain:
The Institute of Health Carlos III (*Instituto de Salud Carlos III*), belonging to the Secretariat of State of Research, Development and Innovation (*Secretaría de Estado de Investigación, Desarrollo e Innovación*) of the Spanish Ministry of Economy and Competitiveness (*Ministerio de Economía y Competitividad*).
 - s. Sweden:
The Swedish International Development Cooperation Agency (Sida) (*Styrelsen för Internationellt Utvecklingssamarbete*), mandated by the Ministry of Education and Research Sweden (*Ministeriet för Utbildning och Forskning*).
 - t. United Kingdom:
The Medical Research Council mandated by the British Department for Business Innovation and Skills (BIS) and the British Department for International Development (DFID).
6. For practical reasons, the Association will be incorporated by the MRC and Inserm. The other institutions referred to under 5 above will become a Member of the Association as soon as possible after the incorporation.

The persons appearing, acting in their aforementioned capacity, declared to hereby incorporate an Association with the following Articles of Association:

NAME AND REGISTERED OFFICE

ARTICLE 1.

1. The name of the Association is: **European & Developing Countries Clinical Trials Partnership**. The short name of the Association is: EDCTP.
2. The Association has its registered office in The Hague, the Netherlands, and will be governed by Dutch law.

OBJECTIVE

ARTICLE 2.

1. The general objective of the Association is to improve the capacity of the European Union and the Members of the Association to invest more efficiently in

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the research and development of new or improved medical and other health interventions against poverty-related and neglected infectious diseases. The Association is the legal structure that will implement EDCTP's activities.

2. More specifically, the Association aims to achieve the following specific objectives:
 - a. an increased number of new or improved medical interventions against poverty-related and neglected infectious diseases;
 - b. strengthened cooperation with sub-Saharan African countries, in particular on building their capacity for conducting clinical trials in full compliance with prevailing international standards;
 - c. better coordination, alignment and integration of relevant national programmes to increase the cost-effectiveness of European public investments;
 - d. extended international cooperation with other public and private funders;
 - e. creating awareness of the need for new and improved medical interventions for poverty-related and neglected infectious diseases through European and African partnership; and
 - f. an increased impact due to effective cooperation with relevant European Union initiatives, including European Union development assistance.
3. The Association is a not-for-profit organisation.

GOVERNING BODIES

ARTICLE 3.

The Association has the following governing bodies:

- a. the General Assembly;
- b. the Board; and
- c. the Executive Secretariat.

In addition, the Association has an independent advisory body, the Strategic Advisory Committee.

MEMBERS

ARTICLE 4.

1. Only (i) sovereign States from the European Union, (ii) other sovereign States associated to the European Union's Framework programme for research, technological development and demonstration activities, (iii) sovereign States from sub-Saharan Africa, (iv) (groups of) institutions specifically mandated for this purpose by the aforementioned States and (v) alliances of sovereign States and/or mandated institutions from the European Union, and (vi) alliances of sovereign States and/or mandated institutions from sub-Saharan Africa may be Members of the Association. Each alliance of States and/or mandated institutions working together is considered as one Member of the Association.

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2. The number of Members from sub-Saharan Africa shall not exceed the number of Members from Europe.
3. The General Assembly shall decide on the admission of a Member.
4. Resolutions to admit a new Member will be adopted by the General Assembly only by unanimous vote of all Members of the Association entitled to vote.
5. Each Member must nominate an authorised representative as well as a deputy who will represent the Member in the General Assembly. Legal entities or natural persons may be nominated as representatives or deputies.
6. By-laws may lay down further provisions and criteria in respect of admission of Members.

ASPIRANT MEMBERS

ARTICLE 5.

1. Aspirant Members are sovereign States, institutions specifically mandated by sovereign States and alliances of such States and/or mandated institutions that intend to become a Member of the Association and have been admitted as Aspirant Member by the General Assembly.
2. Resolutions to admit a sovereign State, a mandated institution or an alliance of States and/or mandated institutions as Aspirant Member will be adopted by the General Assembly only by unanimous vote of all Members of the Association entitled to vote.
3. A sovereign State, a mandated institution or an alliance of States and/or mandated institutions can be an Aspirant Member for a maximum period of two years. If no decision has been made by the General Assembly within the aforementioned period of two years to admit the Aspirant Member as a Member of the Association, the Aspirant Membership will automatically end.
4. Aspirant Members have no other rights and obligations than those which have been conferred or been imposed on them under or by virtue of these Articles of Association.
5. By-laws may lay down further provisions and criteria in respect of admission of Aspirant Members.

SUSPENSION, END OF MEMBERSHIP

ARTICLE 6.

1. The Membership will end:
 - a. upon written notice of termination by the Member;
 - b. upon written notice of termination by the Association. Such notice of termination may be given if a Member no longer fulfils its obligations towards the Association, or if the Association cannot reasonably be required to continue the Membership;

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- c. upon removal by the Association. A Member may be removed only if it acts contrary to the Articles of Association, By-laws or resolutions of the Association, or unreasonably disadvantages the Association.
2. The General Assembly is authorised to suspend a Member of the Association. If no decision has been made within three months after suspension to terminate such suspension or to terminate the Membership of the respective Member, the suspension will end.
3. The General Assembly is authorised to terminate the Membership of a Member. Notice of termination by the Association will be given by the Board.
4. Notice of termination by the Member or by the Association may be effective only from the end of a financial year and with due observance of a notice period of at least six months. However, the Membership may be terminated with immediate effect if the Association or the Member cannot reasonably be required to continue the Membership.
5. Notice of termination contrary to the provisions of Paragraph 4 hereof will terminate the Membership as from the earliest permitted date after the date as from which notice of termination was given.
6. A Member may terminate its Membership with immediate effect within one month after being informed of a resolution to convert the Association into a different legal form or a merger or demerger resolution within the meaning of Book 2, Title 7, of the Dutch Civil Code.
7. A Member may terminate its Membership with immediate effect within one month from notification or from the date it has become aware of a resolution by which its rights are presumably limited or its obligations presumably increased; the resolution shall then not apply to that Member. This right of the Member shall not apply in the event of any adjustment of financial rights and obligations.
8. A removal from Membership will be effected by the Board.
9. In the event of a resolution to remove a Member, the respective Member may file an appeal with the General Assembly within one month from notification of such resolution. To that end it will be informed of the resolution in writing as soon as possible, stating the reasons. The Member will be suspended during the period of appeal. However, the suspended Member will have access to the General Assembly where the resolution to remove the Member will be discussed and may address the General Assembly.
10. If the Membership expires during the course of a financial year, the annual contribution will nevertheless be due in full for that financial year.
11. By-laws may lay down further provisions and criteria in respect of termination of Membership.

END OF THE RIGHTS AND OBLIGATIONS OF THE ASPIRANT MEMBERS

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ARTICLE 7.

1. The rights and obligations of an Aspirant Member may end at all times by giving notice.
2. The General Assembly will only adopt a resolution to terminate an Aspirant Membership by unanimous vote of all Members of the Association entitled to vote.
3. Notice by the Association shall be given by the Board.
4. By-laws may lay down further provisions and criteria in respect of termination of Aspirant Membership.

RESOURCES, ANNUAL CONTRIBUTIONS, OBLIGATIONS**ARTICLE 8.**

1. The financial resources of the Association comprise of:
 - a. funding from the European Union through the EDCTP Programme;
 - b. contribution, in cash and/or in kind, by the Members; and
 - c. other income.
2. The Members are obliged to fulfil annual financial obligations as determined by the General Assembly.
3. In implementing EDCTP's activities, the Members are obliged to keep up the legislative, regulatory, administrative and other measures, necessary for protecting the Associations' financial obligations and interest.
4. On approval by the General Assembly, the Board is authorised to introduce other obligations to the Membership.

GENERAL ASSEMBLY**ARTICLE 9.**

1. All powers in the Association not assigned to other governing bodies of the Association by law or by these Articles of Association will be vested in the General Assembly, including but not limited to the power:
 - a. to decide on the admission of a Member and an Aspirant Member;
 - b. to decide on the termination of a Membership and an Aspirant Membership;
 - c. to determine the financial obligations of a Member and to approve resolutions of the Board to introduce other obligations to the Membership;
 - d. to decide on the admission of parties to the meetings of the General Assembly other than those referred to in Article 10, Paragraph 1;
 - e. to appoint a Chair of the meeting of the General Assembly in accordance with the provisions of Article 11, Paragraph 2;
 - f. to adopt the minutes of the General Assembly;
 - g. to determine the number of Board Members;
 - h. to appoint, suspend or remove a Member of the Board;

- i. to approve the resolutions of the Board as referred to in Article 18, Paragraphs 2 and 4;
 - j. to approve the Association's Annual Work Plan and Multiannual Strategic Work Plan as well as the Annual Report and other financial documents as referred to in Article 20, Paragraph 2;
 - k. to determine the number of Directors of the Executive Secretariat;
 - l. to appoint, suspend or remove a Director of the Executive Secretariat;
 - m. to determine the number of Members of the Strategic Advisory Committee, their voting rights within the Committee and the modalities of their appointment;
 - n. to establish ad-hoc working groups;
 - o. to amend the Articles of Association and to dissolve the Association; and
 - p. to adopt By-laws and/or rules and regulations to define the position of and to govern the procedures of the Executive Secretariat, the Strategic Advisory Committee and ad-hoc working groups.
2. Annually, and not later than six months after the end of the financial year, a General Assembly - the Annual Meeting - will be held. At least the following shall be on the agenda at the Annual Meeting:
 - a. adoption of the Annual Work Plan and the Multiannual Strategic Work Plan as referred to in Article 18, Paragraph 3, of these Articles of Association;
 - b. adoption of the Annual Report and rendering of accounts as referred to in Article 20 of these Articles of Association;
 - c. the filling of any vacancies;
 - d. proposals of the Board or the Members, announced in the notices convening the meeting.
 3. Other General Assemblies may be convened as often as the Board considers necessary or it is required to do so by law or by these Articles of Association.
 4. At the written request of at least one-tenth of the Members of the Association, the Executive Secretariat will be required to convene a General Assembly to be held within a period of not more than four weeks after the filing of the request. If the request is not complied with within fourteen days, the applicants may themselves convene a meeting, in accordance with Article 14 of these Articles of Association, with due observance of the notice period for convening a meeting as specified in Article 14 of these Articles of Association. The Executive Secretariat shall be obliged to provide the addresses of the authorised representatives of the Members to that end. The applicants may then assign the chairmanship of the meeting to parties other than Board Members.

5. The General Assembly may appoint a High Representative to raise the visibility of EDCTP and to gain political support, particularly within Africa, and to contribute to EDCTP's fundraising activities.

ACCESS TO THE GENERAL ASSEMBLY, VOTING RIGHTS

ARTICLE 10.

1. Members of the Association, and, in an advisory capacity, all Aspirant Members, the African Union Commission, the World Health Organisation Regional Office for Africa, all Board Members, the High Representative, and the Executive Secretariat, will have the right to participate at the General Assembly. Suspended Members, with the exception of the suspended Members referred to in Article 6, Paragraph 9, of these Articles of Association, suspended Board Members and suspended Directors of the Executive Secretariat will not have access to the General Assembly.
2. The European Union, represented by the European Commission, shall be invited to all Meetings of the General Assembly as an observer; shall receive all relevant documents, and may take part in deliberations.
3. The General Assembly will decide on the admission of parties other than those referred to in Paragraph 1 hereof.
4. Each Member of the Association that has not been suspended will have one vote at that meeting.
5. A Member entitled to vote may grant another Member entitled to vote a written proxy to cast its vote. One person cannot represent more than two Members at the General Assembly.

CHAIR, MINUTES

ARTICLE 11.

1. The General Assemblies will be chaired by the Chair of the Board or his/her deputy. If the Chair and his/her deputy are absent, one of the other Board members, to be designated by the Board, will act as the Chair. If no Chair can be appointed in this manner either, the meeting participants will appoint their own Chair. Until that moment, the Chair will be the oldest person present at the meeting in terms of age.
2. Notwithstanding the provisions of Paragraph 1 hereof, the General Assembly can designate another person as Chair of the meeting if the Chair has a direct or indirect personal interest which is in conflict with the interest of the Association.
3. Minutes will be kept of the business transacted at each meeting by a member of the Executive Secretariat or another person designated for that purpose by the Chair of the meeting. The minutes will be signed by the Chair of the meeting and by the person charged with keeping the minutes. The minutes shall be submitted for the approval of the next General Assembly.

The persons who convene the meeting may have a notarial report drawn up of the business transacted. The content of the minutes or of the official report will be brought to the attention of the Members.

DECISION-MAKING PROCESS

ARTICLE 12.

1. The opinion of the Chair on the outcome of the vote expressed at the General Assembly will be decisive. The same applies to the content of a resolution adopted in so far as a vote was held on a proposal not set out in writing.
2. If, however, the correctness of a decision as referred to in the first paragraph is immediately disputed, a new vote will be held if required by the majority of the Members present or, in the situation where the original vote was not taken by roll call or in writing, if required by a person entitled to vote who is present. The legal effects of the original vote will lapse as a result of that new vote.
3. Except in so far as a greater majority is prescribed by law or by these Articles of Association, all resolutions of the General Assembly will be adopted by a majority of seventy-five per cent of the votes cast at a meeting at which at least seventy-five per cent of all Members of the Association is represented. If seventy-five per cent of the Members is not represented, a second meeting will be convened after that first meeting, to be held within six weeks after the first meeting, at which a resolution may be adopted on the proposal raised at the previous meeting regardless of the number of Members represented, provided that this is done by a majority of at least seventy-five per cent of the votes cast.
4. Blank and invalid votes shall not be counted as votes.
5. All votes will be taken orally, unless the Chair requires that the votes will be cast in writing. In the case of an election of persons, a person entitled to vote who is present may demand that the votes be cast in writing. Written voting will take place by unsigned secret ballot notes. Decision-making by acclamation is possible, unless a person entitled to vote requires voting by roll call.
6. A unanimous resolution of all the Members, even if they are not present at a meeting, will have the same force as a resolution of the General Assembly, provided that it is adopted with the prior knowledge of the European Commission, the African Union Commission and the World Health Organisation Regional Office for Africa.

WRITTEN RESOLUTION PROCEDURE

ARTICLE 13.

1. Subject to Paragraph 3 of this Article, Members may pass resolutions without holding a meeting on condition that all Members agree to this resolution procedure in writing or by electronic means. The votes shall be cast in writing. The written form requirement shall also be met if the resolution is recorded in

written or electronic form, specifying the manner in which each of the Members has voted. The European Commission, the African Union Commission and the World Health Organisation Regional Office for Africa shall be given the opportunity to make recommendations before any resolutions are passed.

2. If a resolution is passed in accordance with the provisions of Paragraph 1 hereof, all quorum and qualified majority requirements imposed by law or these Articles of Association shall apply by analogy, with the proviso that the number of votes cast without holding a meeting must be at least equal to the number of votes needed to meet the quorum requirement for the resolution in question.
3. A Members' resolution terminating a Membership or removing a Board Member before the expiration of his or her term of office may not be passed as a written resolution.

CONVENING OF GENERAL ASSEMBLIES

ARTICLE 14.

1. The General Assemblies will be convened by the Board or the Executive Secretariat. The convening notices will be sent in writing to the addresses of the authorised representatives of the Members most recently given to the Executive Secretariat. With the consent of the representative, notice may be given by a readable and reproducible electronic communication to the address given by him/her to the Executive Secretariat for the purposes of such communication. The minimum term for convening the meeting is thirty (calendar) days.
2. The topics to be discussed must be stated in the convening notices, without prejudice to the provisions of Articles 24 and 25 of these Articles of Association.

BOARD

ARTICLE 15.

1. The Board of the Association shall consist of such number of Board Members as the General Assembly may determine, but not less than five. If the number of Board Members is less than five, then the Board shall fully retain its powers; in such case the General Assembly shall forthwith take action to supplement the number of Board Members.
2. The Members of the Board will be appointed by the General Assembly. The appointment will be made from amongst the representatives of the Members and their deputies. The Chair and at least one Vice-Chair of the Board will be appointed in function by the General Assembly.
3. If possible, there should be at least one representative of the European States and one representative of the sub-Saharan African States, as referred to in Article 4, Paragraph 5, of these Articles of Association, among the Board Members.

END OF BOARD MEMBERSHIP, RETIREMENT BY ROTATION, SUSPENSION

ARTICLE 16.

1. Each Board Member, even if he/she has been appointed for a specified period, may at all times be removed from office or suspended by the General Assembly. If no decision has been made within three months after suspension to terminate such suspension or to remove the Board Member from office, the suspension will expire.
2. Each Board Member will resign not later than two years after being appointed, in accordance with a retirement schedule to be drawn up by the Board. The resigning person may be re-elected. A person appointed to an interim vacancy will take the place of his predecessor on the retirement schedule.
3. The Board Membership will furthermore expire:
 - a. when a Board Member dies;
 - b. when a Board Member steps down;
 - c. when a Board Member is declared bankrupt, obtains court protection from creditors or otherwise loses the right to dispose of his/her assets;
 - d. when a Board Member is no longer a representative or a deputy representative of a Member of the Association.

DECISION-MAKING PROCESS BOARD

ARTICLE 17.

1. Resolutions of the Board will be adopted by a simple majority of the votes cast.
2. If a vote is equally divided, the proposal will have been rejected.
3. Resolutions of the Board may also be adopted in writing, provided they are adopted unanimously by all Board Members then in office.
4. By-laws may set out rules regarding meetings of, and the decision-making process by, the Board.

MANAGEMENT TASKS BOARD

ARTICLE 18.

1. Without prejudice to the limitations imposed by these Articles of Association, the Board will be entrusted with the management of the Association.
2. The Board shall require prior approval of the General Assembly for resolutions:
 - a. to enter into agreements to purchase, dispose or encumber registered property or to enter into agreements by which the Association commits itself as guarantor or joint or several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party;
 - b. to make major changes to the Associations' internal organisation;
 - c. to enter into agreements for services with Members of the Board and/or Directors of the Executive Secretariat;
 - d. to institute legal proceedings, including the conduct of arbitration proceedings, with the exception of:
 - debt-collection proceedings;

- preliminary relief proceedings;
 - proceedings relating to employment contracts and contracts for services other than employment contracts, and contracts for services with Members of the Board and/or Directors of the Executive Secretariat;
 - the taking of protective measures (measures to protect rights); and
 - the taking of urgent legal action;
- e. to apply for court protection from creditors (moratorium) on behalf of the Association;
- f. to petition for the dissolution of the Association; and
- g. to incorporate, form, participate in and manage one or more legal entities.
- The absence of approval for the actions referred to in clause (a) above may be invoked by the Association only. The absence of approval for the actions referred to in clauses (b) to (g) above may not be invoked by or against third parties.
3. The Board will supervise the Executive Secretariat in preparing the Associations' Annual Work Plan and Multiannual Strategic Work Plan. Each Member of the Association is obliged to provide the Executive Secretariat with timely information necessary for preparation of the Annual Work Plans. Annual Work Plans must be approved by the Board prior to the submission to the General Assembly for final approval.
4. The General Assembly shall also be entitled to require that other such resolutions of the Board be subject to its approval as shall be clearly specified by the General Assembly in its resolution to that effect and notified to the Board.

REPRESENTATION

ARTICLE 19.

1. Without prejudice to the provisions of Article 18, Paragraph 2, clause (a), the Board is authorised to collectively represent the Association. The Association can also be represented by:
- the Executive Director acting jointly with the Director of Finance and Administration; or
 - the Board Chair acting jointly with the Executive Director.
2. In the event that the Association has a conflict of interest in one or more Board Members and/or the Directors, the General Assembly can designate one or more persons to represent the Association. Such person(s) may also be the Board Members and/or the Directors with whom the conflict of interest exists.
3. The authorised representatives referred to in Paragraph 1 hereof may delegate their power of representation for specific matters and with explicit instructions to such person(s) as they may deem appropriate.

FINANCIAL YEAR, ANNUAL REPORT AND FINANCIAL STATEMENTS

ARTICLE 20.

1. The Association's financial year shall be the calendar year.
2. At a General Assembly held within six months after the end of the financial year, unless this period has been extended by the General Assembly, the Board shall submit an Annual Report on the course of business of the Association and on the policy conducted. It shall submit the balance sheet and the statement of income and expenditures with notes for the approval of the General Assembly. These documents shall be prepared by the Director of Finance and Administration and shall be signed by the Board Members; if one or more signatures are missing, this shall be stated giving the reasons therefor.
3. The financial statements shall be audited and certified by a "*registeraccountant*" (cf. chartered accountant/certified public accountant) who is not associated with the Association.
The "*registeraccountant*" shall also evaluate the efficiency of the financial policy pursued by the Association, considering the relevant applicable provisions.
4. The documents referred to in Paragraph 2 hereof, shall be accompanied by the findings of the "*registeraccountant*" referred to in Paragraph 3.

EXECUTIVE SECRETARIAT

ARTICLE 21.

1. The Association will have an Executive Secretariat.
2. The Executive Secretariat is responsible for the day-to-day operations of the Association, under the supervision of the Board.
3. The Executive Secretariat shall have the following tasks:
 - a. execute the Annual Work Plan and the Multiannual Strategic Work Plan as referred to in Article 18, Paragraph 3, of these Articles of Association;
 - b. provide support to the General Assembly;
 - c. monitor and report on the implementation of EDCTP's activities to the Board, the General Assembly and the European Commission;
 - d. maintain operational and financial control systems;
 - e. manage the financial contributions from the Members, the European Union and any third party and to report on their use to the General Assembly and the European Union;
 - f. increase the visibility of EDCTP through advocacy and communication; and
 - g. liaise with the European Commission in accordance with the delegation agreement between the Association and the European Commission.
4. The Executive Secretariat is led by the Executive Director. The Executive Director is supported by the Director of Finance and Administration, the Director of South-South Cooperation and the Director of North-North Cooperation.
5. The General Assembly shall determine the number of Directors. Only natural persons may be appointed as Director.

6. Directors of the Executive Secretariat will be appointed by the General Assembly.
7. Each Director, even if he/she has been appointed for a specified period, may at all times be removed from office or suspended by the General Assembly. If no decision has been made within three months after suspension to terminate such suspension or to remove the Director from office, the suspension will expire.
8. The General Assembly may adopt rules and regulations to define the position of and to govern the procedures of the Executive Secretariat.

STRATEGIC ADVISORY COMMITTEE

ARTICLE 22.

1. The Association will have a Strategic Advisory Committee.
2. The Strategic Advisory Committee provides strategic and scientific advice to the General Assembly, the Board and the Executive Secretariat.
3. The Strategic Advisory Committee shall have the following tasks:
 - a. to advise the General Assembly on priorities and strategic needs regarding clinical trials in Africa;
 - b. to advise the General Assembly on the content, scope and dimension of the Annual Work Plans including diseases covered and approaches to be adopted, from a scientific and technical standpoint; and
 - c. to review the scientific and technical aspects of the implementation of EDCTP's activities and to deliver an opinion on Annual Reports.
4. In exercising its tasks, the Strategic Advisory Committee shall monitor and promote high standards of ethical conduct of clinical trials and engage with regulatory authorities.
5. The Strategic Advisory Committee may recommend to the General Assembly the setting up of scientific (sub)committees, task forces and working groups.
6. The Strategic Advisory Committee shall consist of European and African independent experts competent in areas relevant to the activity areas of EDCTP and may also include additional experts from other regions of the world.
7. The General Assembly shall determine the number of Members of the Strategic Advisory Committee, their voting rights within the Committee and the modalities of their appointment.
8. The General Assembly may adopt rules and regulations to define the position of and to govern the procedures of the Strategic Advisory Committee.

AD-HOC WORKING GROUPS

ARTICLE 23.

1. The General Assembly and/or the Board may decide to establish ad-hoc working groups.
2. The General Assembly may adopt rules and regulations to define the position of and to govern the procedures of the ad-hoc working groups.

AMENDMENTS ARTICLES OF ASSOCIATION**ARTICLE 24.**

1. The Articles of the Association may only be amended by a resolution of the General Assembly, at a meeting for which it is stated in advance that an amendment to the Articles of Association will be proposed at that meeting.
2. Resolutions to amend the Articles of Association may be adopted by the General Assembly only by unanimous vote of all Members of the Association entitled to vote.
3. The persons who convened the General Assembly for the discussion of a proposal to amend the Articles of Association must make a copy of that proposal, containing the proposed amendment verbatim, available at a suitable place for inspection by the Members, at least one month before the meeting until the end of the day at which the meeting is held.
4. An amendment to the Articles of Association will not enter into force until a notarial deed has been drawn up in Dutch. Each Board Member is authorised to have that deed executed.

DISSOLUTION OF THE ASSOCIATION**ARTICLE 25.**

1. The Association may be dissolved by a resolution of the General Assembly. The provisions of Article 24 of these Articles of Association will apply accordingly.
2. After the dissolution, the Association will be liquidated by the Board Members. The Board may decide to appoint other persons as liquidators.
3. In the resolution to dissolve the Association it shall also be decided how any liquidation surplus is to be allocated, on the understanding that any such credit balance shall be given to causes corresponding most closely with the objectives of the Association and must be donated to institutions with a similar objective as the Association.
4. After completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the person designated for that purpose by the liquidators, for the period prescribed by law.

BY-LAWS**ARTICLE 26.**

1. The General Assembly may adopt By-laws.
2. The By-laws may not be contrary to the law, even in so far as they do not contain rules of mandatory law, or to these Articles of Association.
3. By-laws will be drafted in English.

TRANSITIONAL PROVISION**ARTICLE 27.**

The first financial year of the Association shall end on the thirty-first day of December two thousand and fourteen. This Article shall cease to exist after the end of the first

financial year.

FINAL DECLARATIONS

In conclusion, the persons appearing declared the following:

1. the incorporators, the MRC and Inserm, have acceded as the first Members of the Association; and
2. the following persons are appointed as Board Member:
 - a. Mr. Mark Steven Palmer, [REDACTED]
[REDACTED]
[REDACTED], as Chair of the Board;
 - b. Mr. Detlef Holger Böcking, [REDACTED]
[REDACTED]
[REDACTED]; and
 - c. Mr. Stefano Vella, [REDACTED]
[REDACTED].

POWER OF ATTORNEY

The mandate of the person appearing sub 1 appears from a non-notarial instrument, a copy of which is attached to the present deed.

CONCLUSION

The persons appearing are known to me, civil-law notary.

The present deed was executed at The Hague, the Netherlands, on the day and year first above written.

After the sum and substance of the present deed had been summarized to the persons appearing, they declared to have been able to take note of its contents sufficiently prior to the execution of the present deed, to have received a summary explanation of its contents, to have been informed of the consequences for the parties that result from this deed and not to require the deed to be read aloud in its entirety.

Finally this deed, after the partial reading, was signed by the persons appearing and consecutively by me, civil-law notary, at fifteen hours and forty-five minutes. (Under the deed follow the signatures.)