

“Institute of Tropical Medicine”

Public Utility Foundation
in Antwerp 2000, Nationalestraat 155
Enterprise number 0410.057.701
LPR Antwerp, division Antwerp

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STATUTES

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TITLE I.
LEGAL FORM - NAME - REGISTERED OFFICE – SELFLESS PURPOSE - OBJECT

Article 1. Legal form and name

The foundation has the legal form of a public utility foundation.

The foundation's name is "Instituut voor Tropische Geneeskunde" [Institute of Tropical Medicine]. Hereafter in this text the foundation is referred to as the "Institute" or "ITM".

Article 2. Registered office

The foundation's registered office is at Nationalestraat 155, 2000 Antwerp.

Article 3. Selfless purpose and object

The selfless purpose of the Institute is to conduct and promote scientific research and innovation, professional and academic education as well as scientific and societal services, including medical services, in the field of tropical diseases and global health. This purpose is advanced *inter alia* through transformative and strategic partnerships with particular attention to underserved populations worldwide. The Institute is authorised to take all initiatives and to carry out all activities to achieve its intended selfless purpose.

In view of its valuable heritage, the Institute also aims to maintain and valorise its buildings and surrounding garden located at Nationalestraat 155 and Sint-Rochusstraat 43 in Antwerp, which are used directly, materially and effectively for its selfless purpose.

TITLE II. MANAGEMENT BODIES BY LAW:
BOARD OF GOVERNORS AND BODY OF DAILY MANAGEMENT

Article 4. Board of Governors

The Institute is managed by a collegial governing body consisting of several governors, named Board of Governors, which adopts resolutions and operates in the exclusive interest of the foundation.

Article 5. Composition

Only natural persons can be members of the Board of Governors. The Board of Governors is composed of at least three and no more than fourteen governors. With the exception of the executive director and the general manager, they are appointed by the General Council in accordance with the provisions of Title III of these Statutes. The executive director and the general manager are *ex officio* members of the Board of Governors.

No more than two-thirds of the members of the Board of Governors will be of the same gender.

Article 6. Appointment and dismissal of members of the Board of Governors

Without prejudice to Article 8, the General Council shall appoint, suspend and dismiss governors, with the exception of the executive director and the general manager, on the recommendation of one-third of the General Council or on the recommendation of the current Board of Governors.

The General Council shall adopt resolutions with a two-thirds majority of the votes cast by members present or represented with regard to the appointment, suspension or dismissal of a governor, with the exception of the executive director and the general manager. No abstentions are taken into account, either in the numerator or the denominator.

The appointment, suspension or dismissal of the executive director or the general manager by the Board of Governors entails his or her appointment, suspension or dismissal as a governor.

The members of the Board of Governors are expected to perform their duties unpaid unless otherwise determined by the General Council. However, Board members may waive their remuneration.

Article 7. Powers

The Board of Governors is authorised to perform all acts, which are necessary or useful to achieve the object of the Institute.

The prior advice of the General Council is required for the acts listed in Article 20. If this advice is negative, the Board of Governors can only approve its proposal with an in-depth justification and a two-thirds majority of the votes cast. No abstentions are taken into account, either in the numerator or the denominator.

The Board of Governors is authorised to draw up internal regulations (by whatever name). The latest version of the Board of Governors' internal regulations is dated [DATE].

Article 8. Term, renewal and termination of the mandate of a governor

The mandate of the members of the Board of Governors, except that of the executive director and that of the general manager, is four years, unless the General Council decides to appoint one or more members of the Board of Governors for a shorter period. A person can be reappointed as a Board member, but may not serve more than twelve years as a member of the Board of Governors (whether continuously or intermittently), except for the executive director and the general manager.

The mandate of a governor, except that of the executive director and that of the general manager, ends upon the expiry of the mandate, death, resignation or dismissal by the General Council, civil incapacity, placement under provisional administration or removal by the corporate court of the jurisdiction where the foundation has its registered office in the cases determined by law. Except in the latter case of termination in which the corporate court appoints the new governor, the General Council shall arrange for a successor.

Article 9. Chairperson and vice-chairperson

The Board of Governors appoints a chairperson and a vice-chairperson from among its members, with the exception of the executive director and the general manager, for a term of four years. The mandate of the chairperson and vice-chairperson of the Board of Governors is renewable. If the chairperson is unable to attend, the vice-chairperson shall assume the powers of the chairperson.

Article 10. Convening the Board of Governors

The Board of Governors shall be convened by the chairperson at least four times a year and as often as the interests of the Institute require. The Board of Governors must also be convened if at least three governors so request.

The chairperson sets out the agenda after consultation with the executive director and the general manager. Each governor may request in writing that an item be placed on the agenda of the Board of Governors. An item that has not been placed on the agenda may only be discussed at the meeting if all governors are present or represented and state that they are in agreement with this.

The convening shall take place in writing, at least seven calendar days before the meeting. The proposals and any explanatory notes shall be delivered in writing to all members at least seven calendar days before the meeting as well. In exceptional cases, the chairperson may allow a reasoned exception to these periods. Any member may request that voting on such a proposal be postponed.

The Board of Governors may invite third parties and/or allow observers at its meetings.

Artikel 11. Decision-making

Without prejudice to Article 24, the Board of Governors can only validly deliberate and adopt resolutions if at least half of the members are present or represented.

The Board of Governors can validly hold meetings in any form, either physically or by telephone, video connection or other legally valid means, insofar as all participants are able to express themselves and are intelligible to all other participants.

The Board of Governors shall aim to adopt resolutions in consensus and, as necessary, by a simple majority of votes cast by the present or represented governors, unless the Statutes stipulate otherwise. No abstentions are taken into account, either in the numerator or the denominator. In the event of an equality of votes, the vote of the chairperson or his/her replacement is decisive.

Each governor can, in writing, instruct another governor to represent him/her at a specific meeting and to vote in his/her place. The person issuing the proxy is counted when determining the quorum. A governor can only represent one other member of the Board of Governors. The delegating board member bears the collegiate responsibility and liability for the delegated vote.

The decisions of the Board of Governors may be taken by unanimous written resolution of all the governors, except for those for which these Statutes exclude this possibility.

Article 12. Conflicting interest

When the Board of Governors has to take a decision or has to express an opinion on a transaction within its competence, in which a governor, has a direct or indirect interest of a patrimonial nature that conflicts with the Institute's interest, that governor must communicate this to the other governors before the Board of Governors takes a decision. His or her statement and explanation of the nature of this conflicting interest must be included in the minutes of the meeting of the Board of Governors that is to take the decision. The Board of Governors is not permitted to delegate this decision.

The governor with the conflict of interest may not participate in the Board of Governors' deliberations on these decisions or transactions, nor vote in that regard.

The other governors shall describe in the minutes the nature of the decision or transaction and its patrimonial consequences for the Institute and justify the decision taken. The annual report or the document filed with the annual accounts shall include this section of the minutes in its entirety. The minutes are communicated to the statutory auditor, who assesses the patrimonial implications for the Institute in a separate section of the audit report.

The preceding paragraphs do not apply when the decisions of the Board of Governors concern customary transactions that take place under the conditions and against the collateral usually prevailing in the market for similar transactions.

Any governor who, during or prior to the meeting, declares that he has a conflict of interest of a financial nature in relation to a decision or transaction, or who for any other legal reason must abstain from participating in the deliberations and voting, shall not be taken into account in calculating the quorum, either in the numerator or in the denominator.

Article 13. Minutes

The Board of Governors designates a secretary who takes minutes of the meetings. These minutes must be approved by all present and represented governors and must be signed by the chairperson. The minutes are filed in the minutes register of the Board of Governors. Copies or extracts are signed either by the chairperson, or the executive director, or the general manager, or two members of the Board of Governors.

Article 14. Committees

The Board of Governors may form committees, including for the purpose of providing assistance at a strategic, scientific or managerial level, and determines the composition, functioning and powers of these committees.

Article 15. Body of daily management

The Board of Governors shall appoint the executive director and the general manager, to whom it delegates the daily management, as well as the representation of the Institute with respect to this daily management. The executive director and the general manager shall each be individually responsible for daily management, both in terms of internal decision-making authority and external representation authority. The foregoing does not affect the Board of Governors' power to establish an internal division of tasks between the executive director and the general manager or to further specify their powers.

In addition to implementing the resolutions adopted by the Board of Governors, daily management includes the acts and decisions which do not go beyond the needs of the daily life of the Institute, as well as the acts and decisions which, either for reasons of their minor importance that they show, or for reasons of their urgency, do not justify intervention by the Board of Governors. In addition, the Board of Governors may further define the concept of daily management.

The executive director and the general manager are accountable to the Board of Governors. The Board of Governors determines the powers, duties and functioning of the executive director and the general manager.

The Board of Governors appoints, suspends and dismisses the executive director and the general manager. The Board of Governors determines the duration of the mandate of the executive director and the general manager.

The executive director and the general manager are ex officio members of the Board of Governors but they cannot be chairperson or vice-chairperson of the Board of Governors.

In respect to daily management, the executive director and the general manager are assisted by a management committee, the composition, functioning and powers of which are determined by the Board of Governors.

The executive director and the general manager may, jointly or separately and on their own responsibility, delegate acts and representations of daily management to staff members and third parties.

Article 16. Liability

The governors and delegates to the daily management are not personally bound to fulfil the commitments of the Institute.

TITLE III. STATUTORY BODY: GENERAL COUNCIL

Article 17. Mandate

The General Council shall ensure that the policy, administration and management of the Institute are in accordance with its purpose, identity and integrity.

Article 18. Composition

Only natural persons may be members of the General Council. The members represent the interests of the designating body or group, but are not bound by them. The General Council includes voting and non-voting members.

The following bodies or groups may each designate a voting member:

- The Flemish Ministry responsible for education;
- The Flemish Ministry responsible for science policy;
- The Flemish Ministry responsible for public health;
- The Flemish Ministry responsible for development cooperation;
- The federal government agency responsible for science policy;
- The federal government agency responsible for public health;
- The federal government agency responsible for development cooperation;
- The province of Antwerp;
- The city of Antwerp;
- The University of Antwerp;
- The Vrije Universiteit Brussels;
- Hasselt University;

- Ghent University;
- The Catholic University of Leuven;
- The "Chambre des Universités de l'Académie de Recherche et d'Enseignement supérieur Conseil interuniversitaire de la Communauté française";
- The academic, scientific and medical executive staff of the Institute;
- The other academic, scientific and medical staff of the Institute;
- The administrative and technical staff of the Institute;
- The ITM students;
- The ITM alumni.

The Academic Council designates three representatives from the ITM's foreign partner institutes as voting members.

The manner of designation of the representatives of the staff, students, alumni and partner institutes of the ITM is regulated in internal regulations of the General Council.

The members of the Board of Governors and the Government Commissioner are non-voting members of the General Council.

The General Council can designate ("co-opt") additional voting members, to no more than one-third of the total number of voting members of the General Council.

If a designated or co-opted member of the General Council is appointed as a director of ITM, he/she shall automatically renounce his/her mandate as a designated or co-opted member with immediate effect. The designating body or group shall arrange for a replacement within three months. This succession does not apply in respect of co-opted members.

Article 19. Term, renewal and termination of membership of the General Council

The term of the mandate of a voting member of the General Council is four years and is renewable.

A designating body may withdraw or suspend its representative at any time. It shall report this to the chairperson in writing and arrange a replacement for the member within three months.

Mandates that are not occupied shall not be taken into account for reaching a quorum with regard to attendance or voting.

Article 20. Powers

The General Council appoints and dismisses the members of the Board of Governors, with the exception of the executive director and the general manager, in accordance with the provisions in Articles 5, 6 and 8, acknowledges their resignation and determines their remuneration.

The General Council shall ensure that the Board of Governors:

- has the necessary independence, competencies, experience and objectivity;
- is composed with a focus on diversity and complementarity;
- consists of no more than two-thirds of members of the same gender;
- adheres to the principles of good governance and draws up a charter for this purpose;
- communicates transparently regarding the execution of its mandate.

The prior advice of the General Council is required for the following decisions of the Board of Governors:

- Amendment of the Statutes;
- Adjustments to the strategic mission and vision of the Institute;
- Drawing up the charter of good governance and any changes;
- Multiannual policy plans with authorities;
- Dissolution, liquidation and mergers of the Institute.

The General Council may provide advice on all matters affecting the Institute on its own initiative or at the request of the Board of Governors. The Board of Governors shall formulate a reasoned response within a reasonable period of time.

The General Council evaluates the quality of the activities performed by the Board of Governors annually. In case of serious shortcomings, it can proceed with a reasoned resolution to suspend or dismiss one or more governors, with the exception of the executive director and the general manager.

Article 21. Convening

The General Council meets at least twice a year.

The chairperson of the General Council may convene additional meetings, at his/her own initiative, at the written request of at least one-third of its members or at the request of the Board of Governors.

The General Council may also, at the proposal of the chairperson, consult and act in writing, by telephone or by videoconference.

Article 22. Chairperson, vice-chairperson and functioning

The General Council appoints a chairperson and a vice-chairperson from among its members for a term of four years. They may not be a staff member or student of the Institute. The mandate of the chairperson and vice-chairperson of the General Council is renewable.

The chairperson sets out the agenda of the meetings and convenes the meetings. If the chairperson is unable to attend, the vice-chairperson shall assume the powers of the chairperson.

The General Council can only validly meet and adopt resolutions if at least half of the members with voting rights are present or represented.

The General Council decides by simple majority of the votes cast by the members with voting rights that are present or represented, except for the appointment, suspension and dismissal of the governors. No abstentions are taken into account, either in the numerator or the denominator. In the event of an equality of votes, the vote of the chairperson or his/her replacement is decisive.

The General Council may set up special or permanent committees from among its members. It may invite external parties to the meetings.

The General Council drafts internal regulations in which it further describes its functioning. The latest version of the General Council's internal regulations is dated [DATE]. The internal regulations of the General Council take effect after ratification by the Board of Governors.

TITLE IV.
REPRESENTATION OF THE INSTITUTE

Article 23. Representation of the Institute

The Board of Governors represents the Institute, including legal representation. It represents the Institute by the majority of its members.

Without prejudice to the general power of representation of the Board of Governors as a college, the Institute is judicially and extrajudicially also represented by either the chairperson of the Board of Governors, or the executive director, or the general manager, or two governors acting jointly. They are not required to submit a power of attorney when binding the Institute.

The Board of Governors or the governor(s) representing the Institute may designate special powers of attorney. Only special and limited powers of attorney for specific or a series of specific legal acts are permitted. The proxies commit the Institute within the limits of the power of attorney granted to them, the limits of which are enforceable against third parties in accordance with what applies to mandates. They must present this power of attorney when binding the Institute.

For the execution and within the limits of the daily management, the executive director and the general manager may, jointly or separately and on their own responsibility, designate special proxies, including staff members or third parties.

TITLE IV.
AMENDMENT OF THE STATUTES

Article 24. Amendment of the Statutes

Without prejudice to the applicable legal provisions, the Board of Governors may decide to amend the Statutes on the recommendation of the General Council. In such case, the convening of the Board of Governors shall take place at least thirty calendar days before the meeting, and the proposal and the advice of the General Council shall be sent to all governors at least fifteen calendar days before the meeting.

The Board of Governors can only legally deliberate on an amendment to the Statutes and adopt a resolution, if at least two-thirds of the governors are present or represented. If this quorum is not reached, a new meeting must be convened with the same agenda, with due observance of a new notice period for convening the meeting of at least thirty days. At this new meeting, the Board of Governors shall deliberate and adopt resolutions regardless of the number of governors present or represented.

In deviation from Article 11, a resolution to amend the Statutes requires a majority of two-thirds of the votes cast by the governors present or represented. However, a change to the selfless purpose of

the Institute, as described in Article 3, shall require a majority of four-fifths of the votes cast by the governors present or represented. No abstentions are taken into account, either in the numerator or the denominator.

TITLE VI.
FINANCIAL YEAR - ANNUAL ACCOUNTS - BUDGET – AUDIT

Article 25. Financial year, annual accounts and budget

The Institute's financial year starts on the first of January and ends on the thirty-first of December of each year. The accounts and documents are closed at the end of every financial year.

At the latest within six months after the financial year closes, the Board of Governors draws up the inventory and the annual accounts of the past financial year and the budget for the next financial year, i.e. the current financial year. The approved financial statements and budgets must be handed over to the competent authorities and the General Council.

Article 26. Statutory auditors

The Board of Governors charges one or more statutory auditors with the audit of the finances, the financial statements and the regularity of the activities therein. The Board of Governors also determines the remuneration of the statutory auditor(s), as appropriate.

TITLE VII.
DISSOLUTION AND LIQUIDATION

Article 27. Dissolution and liquidation of the foundation

Only the court of the jurisdiction in which the Institute has its registered office can pronounce the dissolution of the Institute, in the cases provided for in the applicable legislation, at the request of the founders, of one or more governors, an interested third party or of the public prosecution service.

The court can decide to immediately close the liquidation, or determine a method of liquidation and appoint one or more liquidators. After conclusion, the liquidators will report to the court.

In the event the Institute is dissolved, the net assets remaining after liquidation will be transferred to the Flemish Community, which will use these assets for purposes and activities similar in nature to those described in Article 3.