



ONE
HEALTH
PLATFORM
it's all connected

*Creating a
healthy future
for humans,
animals and
their environments.*

ONE HEALTH PLATFORM

Articles of Association

1. Name

ONE HEALTH PLATFORM (abbreviated as “OHP”).

2. Legal form

The One Health Platform is a private foundation.

3. Registered office

The private foundation will have its registered office at 9270 LAARNE, Zevensterstraat 1, Belgium.

4. Date of formation and term

The private foundation will be formed for an indefinite period of time. The foundation will cease to exist upon unanimous resolution adopted by the management board.

5. Objective

The Private Foundation is formed with the following altruistic objective: to promote a cross-sectoral and collaborative approach to improve the health and well-being of humans, animals and their environments by fostering scientific research into zoonoses and vector-borne infectious diseases and by disseminating the results and insights of such research projects. Creating synergies and facilitating the sharing of data between researchers and ‘translating’ novel scientific findings to anyone who might benefit from them are key objectives. The foundation may develop any appropriate communication tools to achieve its dissemination objectives, including the organization of conferences and other events.

The results of the foundation’s activities will be disclosed in an appropriate manner (either targeted or to a larger audience).

The Foundation also aims at acquiring, organising and spreading all knowledge that may contribute to the realisation of its objectives, either directly or indirectly.

Furthermore, the Private Foundation may perform all acts directly or indirectly relating to its objectives. In particular, it may contribute to and participate in any activity that is in keeping with its objectives.

The Private Foundation is not entitled to provide any material benefits to the founder(s), the managers or any other person except, in the latter case, if it falls within the scope of the realisation of the altruistic objective.

6. Founders

The founders of the Private Foundation are:

- a. John MACKENZIE, living at MALVERN, Victoria 3144, Australia, 20A Silver Street. A copy of his passport is enclosed (ANNEX 1);
- b. Albert OSTERHAUS, living at 2000 ANTWERPEN, Karel Rogierstraat 22. A copy of his passport is enclosed (ANNEX 2);
- c. Chris VANLANGENDONCK, living at 9270 LAARNE, Zevensterstraat 1. A copy of her identity card is enclosed (ANNEX 3).

7. Equity capital

The equity capital of the Private Foundation consists of:

- a. donations, funds acquired by testamentary succession and specific legacies;
- b. interests;
- c. contributions made by third parties;
- d. subsidies;
- e. other income.

8. Management Board

a. Composition of the Management Board

The private foundation is managed by a Management Board consisting of at least three managers, who may be either natural persons or legal entities. Unless otherwise decided by the Management Board, the managers receive no financial compensation from the organization. If the decision is taken to grant a remuneration to the managers, the Management Board will determine the amount of such remuneration.

The Management Board elects a chairman, a secretary and a treasurer from among its members.

b. Appointment, resignation and removal from office of managers

The managers are appointed for a definite or an indefinite period of time by the Founders of the Private Foundation. They can be reappointed.

The office of a manager ends:

- by resignation;
- upon expiry of the term of office;
- by death, dissolution or liquidation, bankruptcy, suspension of payment, declaration of incapacity, administration order, declaration of absence or any other reason or circumstance preventing the manager from exercising the duties of his or her office;
- by dismissal by the Management Board;
- by a decision for removal from the office issued by the Court of First Instance of the district where the Private Foundation has its registered office, in the cases determined by the Act on Associations and Foundations.

If as a result of the termination of office of a manager, the number of managers is less than three, the remaining managers temporarily fill the vacancy until a decision is taken by the founders to appoint a new manager. If all Founders have died, are dissolved or liquidated, have been declared bankrupt, have ceased payments, have been declared incapable, are the subject of an administration order, are declared absent or are unable to exercise the duties of their office for any other reason or circumstance, the Management Board will decide on the appointment of a new manager.

c. Meetings of the Management Board

The Management Board meets whenever a meeting is deemed necessary by a manager.

Each member of the Management Board is entitled to convene a meeting.

The convening notices are sent to the managers at the latest 8 days before the meeting, except in cases of urgency, which must be justified in the meeting minutes.

The convening notices contain the agenda as well as the date, place and time of the meeting and are sent validly by post, fax, e-mail or by any other written means. If all managers are present or validly represented, no proof has to be provided of the fact that the managers were invited or summoned to attend the meeting.

The convening notices are deemed to have been served upon dissemination.

The meetings of the Management Board take place in the registered office of the Private Foundation or at any place indicated in the convening notice. They are chaired by the chairman of the Management Board or, if the chairman is unable to attend or if no chairman was appointed, by the oldest manager present.

Meetings of the Management Board can be held in a legally valid manner via telephone or video conferencing.

d. Quorum – representation of absent managers – decision-making process

Except in case of force majeure, the Management Board can only deliberate and decide validly if at least the majority of its members is present or represented.

If this condition is not met, a second meeting of the Management Board can be convened, which can deliberate and decide validly on the items of the agenda of the previous meeting, regardless of the number of managers present or represented.

Each manager can grant another member of the Management Board a proxy by post, fax, e-mail or by any other written means, in order to represent him/her at a meeting of the Management Board, take part in the deliberations and vote in his/her stead.

One manager may represent several colleagues and cast as many votes as the number of proxies granted to him/her, in addition to his/her own vote.

Except in the cases listed below, the resolutions of the Management Board are adopted by a simple majority of the votes present or represented. Each board member has one vote.

Abstentions are deemed to equal negative votes. In the event of an equality of votes, the chairman of the Management Board has a casting vote.

The following resolutions of the Management Board are only valid if they are adopted unanimously by the members who are present or represented:

- The remuneration and the amount of the remuneration of the managers;
- The appropriation of the equity capital upon dissolution.

In exceptional cases, if required by urgent necessity or in the interest of the Private Foundation, resolutions of the Management Board can be adopted by unanimous written agreement of the managers. The date of these resolutions is deemed to be the date on which the last manager signed the relevant document.

e. Conflicting interests

If a manager has a proprietary interest that is, either directly or indirectly, in conflict with a decision or a transaction of the Management Board, he/she must inform the other managers before the Management Board adopts a resolution. The manager concerned is entitled to participate in the deliberations, but not in the vote. His statement and grounds for justification are included in the minutes of the board meeting, in which the nature of the decision or transaction is described, the resolution is justified and its proprietary effects are mentioned. This procedure is not applicable to habitual transactions performed under market conditions.

f. Internal management

In general

The Management Board is entitled to perform all acts that are necessary or useful for the realisation of the objectives of the Private Foundation within the limits of the law, the foundation's objectives and the articles of association.

The managers can agree to divide the managerial tasks among themselves. This assignment of tasks cannot be invoked against third parties, not even if it was made public.

Daily management

The Management Board is entitled to entrust one or several persons, who may or may not be members of the Management Board, with the daily management of the Private Foundation; these persons will act either individually, jointly or as a council, as determined by the Management Board.

The Management Board is entitled to restrict their representative authority if necessary.

These restrictions cannot be invoked against third parties, not even if they were made public.

The person entrusted with this authority will have the title of “general manager” or, if he/she is a member of the Management Board, “delegated manager”. He/she will deal with current business and with correspondence, and will sign all receipts relating to the postal services, banks, savings banks, deposit banks, transport and other companies and services on behalf of the foundation.

Delegation of powers

The Management Board as well as the persons entrusted with the foundation’s daily management are entitled to delegate specific and well-defined powers to one or several persons of their choice within the context of this daily management.

The delegates can bind the private foundation within the limits of the powers granted, without prejudice to the liability of the principal in case of excessive powers.

g. External representative authority

The Management Board, in its capacity as a board, represents the private foundation for all acts in and out of court.

Without prejudice to the general representative authority of the Management Board in its capacity as a board, the Private Foundation is validly represented in court and vis-à-vis third parties, including public officials, by two managers acting together or by one delegated manager acting alone.

Within the context of the daily management the Private Foundation is also validly represented by an authorized representative for this daily management.

They need not provide proof of a previous resolution of the Management Board.

In addition, the Private Foundation is validly represented by specifically authorised representatives within the limits of their authorisation.

h. Minutes

The resolutions of the Management Board are included in meeting minutes, prepared by the secretary and signed by the secretary and by the chairman of the Management Board. These minutes are inserted in a special register. The chairman or the secretary is authorised to issue (authenticated) copies of and extracts from these minutes. The managers will receive a copy of the meeting minutes at the latest one month after the meeting.

i. The first managers

The Management Board will consist of the following persons:

- John MACKENZIE, mentioned above, is appointed for an indefinite period of time;
- Albert OSTERHAUS, mentioned above, is appointed for an indefinite period of time;
- Chris VANLANGENDONCK, mentioned above, is appointed for an indefinite period of time.

j. Delegated manager and chairman

Albert OSTERHAUS, mentioned above, will be appointed chairman of the Management Board. John MACKENZIE, mentioned above, will be appointed vice-chairman of the Management Board. Chris VANLANGENDONCK, mentioned above, will be appointed delegated manager.

9. Supervisory Board

The Supervisory Board consists of minimally ten and maximally twelve natural persons. It is a group of renowned experts who operate in research fields that relate to the objectives of the foundation. The members of the Supervisory Board cannot be members of the Management Board.

The members of the Supervisory Board are appointed for a renewable period of three years. The members of the Supervisory Board cannot be re-appointed more than three times.

The Management Board can at all times decide to terminate the office of Supervisory Board members, provided that a two-thirds majority supports this decision. The office of a Supervisory Board member also ends:

- a. by resignation;
- b. by death, declaration of incapacity, administration order or declaration of absence.

The Supervisory Board may elect a chairman from among its members. If no chairman has been elected, Supervisory Board meetings will be chaired by the oldest member.

If one or more positions in the Supervisory Board become vacant, the remaining members can temporarily fill the vacancies. The Management Board will officially appoint the new members at its next meeting.

The Supervisory Board gathers at least two times a year and every time at least one third of the members request such gathering.

The members of the Management Board must be invited to attend the Supervisory Board meetings, in order to be able to elaborate on the Foundation's policy and to answer questions. A majority of Management Board members must be present or represented at the Supervisory Board meetings. If this condition is not met, a second meeting of the Supervisory Board can be convened, which can deliberate and decide validly, regardless of the number of managers present or represented. If an insufficient number of managers is present or represented at more than two consecutive Supervisory Board meetings, the Supervisory Board will be dissolved automatically.

The convening notices are sent to the members at least one month before the meeting. The convening notices contain the agenda as well as the date, place and time of the meeting and are sent validly by any written means. The meetings take place in the registered office of the Private Foundation or at any place indicated in the convening notice. Meetings of the Supervisory Board require no physical gathering and can be held in a legally valid manner via telephone or video conferencing. The meeting is chaired by the chairman of the Supervisory Board.

The Supervisory Board supervises the acts performed by the Management Board and provides non-binding advice. As such, the Supervisory Board can evaluate the policy of the Foundation, provide new ideas and insights and act as a discussion partner for the members of the Management Board.

The Management Board provides the Supervisory Board in due time with all data and information required for the performance of its duties. If a Supervisory Board member requests to receive additional information about the management of the Foundation, the Management Board will provide the information requested. The Supervisor Board members can inspect all books, documents and correspondence of the Foundation, upon written request.

The members of the Supervisory Board can only be represented validly at a meeting of the Supervisory Board by another member of the Supervisory Board. However, each member present is entitled to represent only one other member.

The Supervisory Board adopts its advisory notices by ordinary majority of the votes present and validly represented. Each member has one vote. If one or more members refrain from voting, advisory notices and resolutions will be validly adopted if supported by a simple majority of the remaining members present or represented.

In the event of an equality of votes, the chairman has a casting vote.

The advisory notices and resolutions of the Supervisory Board are included in meeting minutes. A copy of these minutes will be made available to the Management Board. The members of the Supervisory Board always hold their office without receiving any remuneration.

10. Financial year

The financial year coincides with the calendar year; it will therefore start on 1 January and end on 31 December of each year.

However, the first financial year will start on the date on which the deed of formation is filed at the court registry and will end on 31.12.2015.

11. Amendment to the articles of association

The articles of association can be amended by resolution adopted unanimously by the Founders. If all Founders have died, are dissolved or liquidated, have been declared bankrupt, have ceased payments, have been declared incapable, are the subject of an administration order, are declared absent or are unable to further exercise the duties of their office for any other reason or circumstance, the Court of First Instance will decide on the amendment to the articles of association.

Any change of the data referred to in article 28, 3° and 5° through 8° of the Act on Associations and Foundations is to be recorded by authentic deed.

12. Dissolution

The Private Foundation can only be dissolved and liquidated in accordance with the provisions of the Act on Associations and Foundations.

13. Distribution

The net assets of the dissolved and liquidated Private Foundation are destined for the international operations of the King Baudouin Foundation or, should this legal entity of private or public law no longer exist, for the legal entities of private or public law having a similar altruistic object.

14. Bylaws

Without prejudice to the applicable legal provisions and the articles of association, the Management Board can adopt bylaws.

15. Specific power of attorney

We request you to include the following specific power of attorney in the final provisions of the deed of formation: "A specific proxy is hereby granted for the accomplishment of all formalities with respect to the register of legal entities and vis-à-vis the business one-stop shops and the Value Added Tax (VAT) authorities by Jan VERHOEYE and/or Sven DE WIT, both having their office at 9920 LOVENDEGEM, Kort Eindeken 25".