

Statutes of the European Pharmaceutical Market Research Association

Association Européenne des Etudes du Marché Pharmaceutique
Europäische Vereinigung für Pharmazeutische Marktforschung
Associazione Europea per lo Studio del Mercato Farmaceutico

with its registered office in Basel

I. Name, registered office, duration and purpose of the Association

Art. 1

Name and registered office

An association entitled the European Pharmaceutical Market Research Association (Association Européenne des Etudes du Marché Pharmaceutique, Europäische Vereinigung für Pharmazeutische Marktforschung, Associazione Europea per lo Studio del Mercato Farmaceutico) exists within the meaning of Art. 60 ff. of the Swiss Civil Code. The Association is established without limit of time. The registered office of the Association is in Basel.

Art. 2

Purpose

1. The purpose of the Association is to develop and improve standards and techniques in Europe for market research in the field of health and healthcare, and to strengthen the role of the Association in the relevant decision-making processes in order to support its members in their international activities and to create transparency to the general benefit.
2. The efforts made and activities engaged in by the Association in order to achieve this purpose include, but are not limited to, the following:
 - a) Promoting the exchange of experience and innovative methodological fundamentals among individual members in the field of pharmaceutical market research. This exchange must be based on the principle of reciprocity. In addition to meetings of the Association, special working sessions can be arranged if required;
 - b) Maintaining contact with related market-research organisations in order to facilitate improvements in existing studies and to ensure that they can participate in decision-making in special studies as well as regular scheduled studies;
 - c) The development of internationally valid standards in the field of anatomical classification;

d) The establishment and maintenance of cooperative arrangements and partnerships with other relevant associations in other countries and fields of activity, especially (but not solely) with the World Health Organisation (WHO);

e) Cooperation with the not-for-profit sister organisation "PBIRG - Pharmaceutical Business Intelligence Research Group" in the United States of America;

f) Taking focused measures to promote the training of the next generation of senior managers of individual members.

3. It is the Association's objective to be as market-neutral as possible.

a) The Association does not engage in profit-making activity. Measures to promote the training of the next generation of senior managers can either be organised by a special legal entity or entrusted to third parties.

b) The Association does not act as a service provider in the market except as an umbrella organisation. However, this does not prevent the Association from declaring its patronage of activities designed to further its objectives, issuing guarantees or openly assuming the role of sponsor.

II. Membership

Art. 3

Full Members

1. Full membership is open to companies, universities and technical colleges that are active in the fields of pharmaceuticals or healthcare, provided that they meet the following preconditions:

a) The company must regularly conduct multinational market research and / or business monitoring, and exercise an international market-research function;

b) The company must furthermore conduct medical research and development on a regular basis in the pharmaceutical, medical-technology or diagnostic fields, or be involved in the international marketing of products in these fields.

c) The university or technical-college institution must be active (and have a professorship) in the pharmaceuticals field or in the development of medical equipment and diagnostic procedures or in market research in the healthcare field.

Provided that the aforementioned conditions are met, the ownership of the said companies need not necessarily affect membership. It is thus possible for more than one full member to have the same owner.

2. The Board of the Association (see Article 7 *infra*) considers all applications for membership as soon as the applicant has submitted all the requisite application / documentation demonstrating that it fulfils the aforementioned admission criteria. The application will be processed at the next meeting of the Board of the Association or by email as appropriate. Provided that all the aforementioned preconditions have been met, the application may then be approved by the Board. The Board can approve, decline, withdraw or suspend membership. Membership is confirmed once accepted by the Board and full members notified. Confirmation of membership can be revoked with the consent of at least one third of existing full members within four weeks of the date of election to membership.

3. Full members pay an annual membership contribution. The amount of the membership contribution is fixed at the annual meeting of the Association (see Article 6 *infra*). Membership commences when the annual membership contribution is paid. Membership is automatically renewed after one year unless there is an exceptional case within the meaning of Article 3 nos. 6 and 7.

4. Membership entails the responsibility to cooperate in matters related to market research and business monitoring. Furthermore individual members are expected to play an active part in at least one working group, committee or national group, or on the Board.

5. Art. 75a of the Civil Code provides that only the assets of the Association are liable for its debts. Personal liability on the part of individual members is limited solely to their membership contributions.

6. Repeated non-observance of the statutes, conduct contrary to the objectives of the Association or the loss of any of the membership qualifications as set out in Art. 3 no. 1 *supra* may lead to exclusion from the Association and to loss of membership. Such exclusion must be approved by at least two thirds of the full members at a meeting of the Association.

7. Individual members wishing to resign from the Association must give six months' notice in writing of their intention to do so. Notice must be submitted to the President of the Association. Resignation takes effect at the end of the relevant fiscal year.

Art. 4 Associate Members

1. Associate membership is open:

a) to any juridical person with an international orientation engaged in market research and/or business monitoring relating to health and healthcare;

b) colleges and universities;

c) companies pursuing additional business activities such as staff recruitment, though it is a precondition that the main focus of their activity must lie in the field of health, healthcare or business monitoring.

2. Associate members are subject to the same provisions regarding approval/admission, resignation, exclusion and liability for the debts of the Association as full members in accordance with Art. 3 *supra*.

3. Associate membership confers the right to attend meetings and general meetings of members, but not to vote or take part in elections.

4. Insofar as a company or juridical person is admitted to associate membership, it is admitted under its own name and address. Branch offices of the company must accordingly submit separate applications for membership.

Art. 5 The Bodies of the Association

The bodies of the Association are:

- a) the General Meeting
- b) the Board
- c) individual committees, working groups, national groups
- d) the auditors.

Art. 6 General Meeting

1. The General Meeting is held at least once a year. The venue and date are determined by the Board. A General Meeting must also be convened if at least one fifth of the full members call for it.

The General Meeting is the annual assembly for all full and associate members. In addition so-called "business sessions" can be held in individual committees, as well as other meetings that are required for the activity of the Association.

Secret votes are held at the suggestion of the President or at least three full members.

The Board is entitled to hold a closed meeting of full members if it deems this necessary.

2. The General Meeting holds elections and passes resolutions by a simple majority of votes present unless the law or the Statutes of the Association prescribe a qualified majority. Where elections and votes are conducted in writing, a simple majority of the votes received is sufficient.

3. Resolutions can also be proposed in writing. A substantiated matter proposed by a member can be put to full members for resolution on the suggestion of the President or at least three full members.

4. The President has a casting vote in elections and ballots unless the relevant matter concerns him personally.

5. The General Meeting is entitled to elect the President and the Vice-President for the coming term of office (1 October of the year in which the election is held to 30 September of the following year). Neither the President nor the Vice-President may be elected for more than four successive terms of office. Confirmation in office for the following term requires a simple majority of the votes present. Nominations for the office of President and Vice-President must be circulated to members at least four weeks before the relevant General Meeting.

If no nominations for the office of President or Vice-President are received, the Board may by a two-thirds majority of the votes cast appoint an interim President and Vice-President for a period of one year.

6. The General Meeting also elects up to five other Board members (in addition to the President, Vice-President and Treasurer) for a term of office of one year (1 October of the year in which the election is held to 30 September of the following year). Nominations for the office of President and Vice-President must be circulated to full members at least four weeks before the relevant General Meeting. They should include candidates from European states in which full members are based.

7. The General Meeting also elects the Treasurer for a two-year term of office (1 October of the year in which the election is held to 30 September two years later). The Treasurer need not be associated with an active member. The Treasurer may propose an auditor or a bookkeeper to assist him.

The nomination must be circulated to full members at least four weeks before the General Meeting.

8. With the exception of the Treasurer, all persons elected must be employed by an full member. Office-holders are eligible for re-election, subject to the restrictions set out in no. 5 para. 1 *supra*, and except for the interim President and Vice-President as per no. 5 para. 2 *supra*.

9. The General Meeting is entitled to determine the budget and the amount of the membership contribution for the coming fiscal year. The membership contribution is the same for all full members. The amount of the membership contribution for associate members may be different. However, the conditions of Article 4 no. 2 must be respected when the contribution for associate members is set.

The budget depends largely on the measures that are necessary for the achievement of the Association's objective. Annual financial statements must

be submitted to the General Meeting for approval. The approval of the annual financial statements also constitutes ratification of the actions of the Board.

10. The General Meeting may if necessary call on the Board to engage external consultants to help it to resolve specialist problems. In the event that external consultants are engaged to provide support or advice on matters of general interest, the consultancy fee is agreed directly by the Board with the consultants and recorded in the annual budget.

11. The General Meeting also decides on the composition, duties, procedures etc. of individual committees, working and national groups.

Art. 7

The Board

1. It is the responsibility of the Board to manage the Association and to conduct all activities serving to achieve its objectives. It also possesses all authorities that are not reserved to the General Meeting. The Board must take account of resolutions of the full members and of any recommendations made by them. The Board is obliged to notify all members in writing twice a year of developments and progress in the Association's principal concerns.

2. The Board is composed of:

- a) the current President;
- b) the previous year's President;
- c) the Vice-President;
- d) five other members elected by the General Meeting;
- e) the Treasurer.

The board is quorate if four voting members are present. It passes resolutions by a simple majority of the votes present.

3. All Board members except the Treasurer must be employed by full members. Any full member may propose nominations.

4. Board members represent the Association vis-à-vis the outside world, an individual member acting jointly with the President or the Vice-President. The President also represents the Association vis-à-vis the outside world. The official seal of the Association may be used by the President for official documents.

5. The Board must meet no more than 18 weeks after the Ordinary General Meeting. Subsequent meetings are convened by the Board itself.

6. Members of the Board act on an honorary basis. In the event that major projects involve disproportionate time, the full member to which the board member belongs is entitled to claim compensation for time spent.

7. Board members and their employers if appropriate are reimbursed in respect of outgoings and expenses.

8. Allocations of Association resources to committees and working or national groups are agreed twice a year by a simple majority of the Board.

9. All Board members except the Treasurer must be employed by full members. In the event that any such employment relationship is terminated, the member concerned leaves the Board immediately. The Treasurer is not affected by this provision.

In the event that a member of the Board leaves office prematurely or is for some other reason unable to exercise it until the end of his term of office, the following provisions apply:

a) The office of President is assumed by the Vice-President;

b) if the Vice-President is not available, one of the remaining Board members is appointed President.

c) the functions of any other member are transferred to a remaining member regarded by the Board as being qualified to discharge them. Full members can appoint new members to the Board at any time by the procedure set out in Art. 6 nos. 2 and 3.

Art. 8 Committees, working groups, national groups

1. Committees, working groups and national groups may be formed by the Board at any time, with the prior agreement of the General Meeting, in order to further the aims of the Association. Committees are permanent, while working groups relate to specific tasks and national groups are restricted to particular regions.

2. The chairmen of committees, working groups and national groups are required to attend the General Meeting.

Art. 9**Amendments to the Statutes / Dissolution**

1. Proposals to amend the Statutes or to dissolve the Association must be sent in writing to all full members four weeks before the General Meeting. Such proposals must be made either by the Board or by at least two full members. Resolutions to amend the Statutes or dissolve the Association require a two-thirds majority of full members. Votes may be cast by fax, e-mail and post.

2. Following the dissolution of the Association the Board shall transfer its residual assets to a charitable organisation based in Switzerland (e.g. the International Committee of the Red Cross, Geneva). The distribution of the Association's assets to members is excluded.

Art. 10

Any disputes arising in connection with the present Association shall be referred to the courts at the location of its registered office.

Statute Changes via Full Member Vote

1. July 2008 - Statutes Article 3 point 2 – change of wording