



Statutes of ScanBalt™ fmba

(Revised 15 November 2011)

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Preamble

ScanBalt BioRegion is a macro-region within health and life sciences¹ that encompasses Denmark, Estonia, Finland, Iceland, Latvia, Lithuania, Norway, Poland, Sweden, northern part of Germany and north-western part of Russia. This region can also be referred to as the Nordic-Baltic or Baltic Sea Region.

In addition ScanBalt BioRegion closely collaborates and interacts with neighbouring regions of particular interest for example the Region of Northern Netherlands.

ScanBalt BioRegion includes regional networks of universities, companies, hospitals, public institutions and other important actors within health and life sciences and relevant social sciences. These are triple helix networks due to the coordinated involvement of public institutions, public authorities and private companies.

The aims of the regions and the regional networks constitute the basis for the not for profit association ScanBalt fmba². ScanBalt is a mediating, coordinating and communicating umbrella and/or platform. ScanBalt acts as a service provider for the ScanBalt BioRegion Community and is a registered trademark ScanBalt™.

ScanBalt will promote regional and macro-regional economic development through knowledge development, education, research, technology transfer and innovation.

Health and Life sciences have a major potential to contribute to health, welfare and prosperity. However, the application of health and life sciences also presents dilemmas to society. Exploitation of health and life sciences and promotion of growth must be avant-garded through dialogue between science and society.

ScanBalt will promote such a dialogue.

Sustainable development means goals for economic, social and environmental policy that are sustainable and mutually consistent with enhanced economic growth. Sustainable development is an overarching objective for ScanBalt.

Thus the development and application of health and life sciences must take place in harmony with health of citizens and the environment and must be consistent with common fundamental values and ethical principles. All members of ScanBalt are requested to respect the national bioethical guidelines as well as using the Helsinki declaration as the fundamental guideline.

Equality, respect and trust are core values for fruitful interactions. The development of ScanBalt BioRegion requires that these values are respected and that all involved parties will benefit while working together towards the same goals.

Based upon these common understandings the members of ScanBalt agree upon the following statutes:

¹ Life sciences in the context of ScanBalt BioRegion are understood to focus on biotechnology and connected disciplines and technologies.

² Fmba abbreviation in Danish for "Forening med begrænset ansvar". In English "Association with limited responsibility"

Article 1: Name, purpose, status, independence and values

§ 1.1 Name

The name of the association is ScanBalt (fmba) (hereinafter mentioned as ScanBalt).

§ 1.2 Purpose

ScanBalt promotes the development of ScanBalt BioRegion as a globally competitive macro-region and innovation market.

ScanBalt will promote knowledge formation, education, research and technology transfer within health and life sciences in order to create a world-class macro-region in accordance with ScanBalt values.

§ 1.3 Non-profit status

- ScanBalt is a non-profit organization.
- ScanBalt funds can only be used for purposes based on these statutes
- The activities of the delegates at the General Assembly and the Executive Committee are honorary except for the Chairmanship as described in § 5.4
- No member shall make profit on behalf of ScanBalt.
- Members have no rights to any part of ScanBalt funds or assets

§1.4 Cost-covered activities

ScanBalt can develop services, activities and events on a cost-covered basis.

§ 1.5 Declaration of Independence

The activities of ScanBalt are independent of national, local and political interests other than those referred to in the statutes.

§ 1.6 Principle of respect for values

The members are committed to respect these Statutes, including the values of ScanBalt as they are described in the preamble.

Article 2: Organisation and Domicile

§ 2.1 Organisation

ScanBalt is a membership-based non-profit network association.

§ 2.2 Domicile

ScanBalt is located within ScanBalt BioRegion.

ScanBalt is resident and shall be registered in Greater Copenhagen Area, Denmark.

Article 3: Membership

§ 3.1 Members

Any public or private organisation or individual involved in health and life sciences and located in ScanBalt BioRegion can apply for membership.

Any public or private organisation involved in health and life sciences and located outside ScanBalt BioRegion can apply for affiliated membership.

§ 3.2 Types of membership

ScanBalt offers four types of membership:

(1). Founding Membership (FOU): A Founding member pay founding membership fee, has 5 votes in the General Assembly and one vote in the Executive Committee. Founding membership and fee is defined in the Standing Orders and Procedures for ScanBalt.

(2). Institutional Membership (INS): An Institutional member pay institutional membership fee and has 1 vote in the General Assembly. An institutional member elected to the Executive Committee by the General Assembly has 1 vote in the Executive Committee. Institutional membership and fee is defined in the Standing Orders and Procedures for ScanBalt.

(3). Individual Membership (IND): An Individual member does not pay membership fee and has no voting right in the General Assembly. An individual member cannot be represented in the Executive Committee.

(4). Affiliated Membership (AFF): An Affiliated member pays fee and has rights to vote similar to those of Institutional members (INS). Institutional membership and fee is defined in the Standing Orders and Procedures for ScanBalt. Affiliated Members may apply for Founding Membership upon invitation from ExCo.”

§ 3.3 Application and Confirmation of membership

The Executive Committee decides upon applications for Founding Membership according to procedures described in the Standing Orders for Procedures.

The Chairmanship decides upon Institutional, Individual and Affiliated Membership applications of ScanBalt according to procedures described in the Standing Orders for Procedures.

§ 3.4 Termination of membership

Termination of a ScanBalt membership is described in the Standing Orders for Procedures

Termination of a ScanBalt membership does not free the member in question for any financial responsibility to ScanBalt, which arises from the time before termination of the membership including membership fee due for payment.

§ 3.5 Exclusion of members

The Executive Committee can decide to exclude any member, who disregards the statutes, purpose or values of ScanBalt, who acts in a harmful way to ScanBalt or who does not any longer fulfil the requirements for membership. The procedures for exclusion are described in the Standing Orders for the Executive Committee.

Exclusion does not free a member from the obligation to pay fee for the rest of the financial year. Surplus membership fee will not be refunded.

Article 4: General financing and fees

§ 4.1 General financing

ScanBalt activities and projects are financed through membership fees and - if available - through support from regional, national and supra-national public and private authorities and entities, foundations or sponsors. Cost-covered activities can be developed in accordance with § 1.4.

§ 4.2 Fees

Principles for membership fees and their actual amount are decided upon and approved by the General Assembly.

Article 5: The Organisation

§ 5.1 Organisational parts

ScanBalt has the following organisational parts:

- General Assembly (GA)
- Executive Committee (ExCo)
- Chairmanship (CS)
- ScanBalt Secretariat (SBS)
- General Secretary (GS)

§ 5.2 General Assembly

All members have the right to one delegate at the General Assembly with the voting rights described in § 3.2.

The General Assembly is the forum for dialogue and information sharing for all members of ScanBalt.

The General Assembly will convene once per year, first time in 2005.

Decisions on principles for membership fees and their actual amount and any other matters shall be approved by simple majority of the votes cast.

On proposal from The Executive Committee, organisations funding major ScanBalt projects or activities may attend the General Assembly with right to speak.

Decisions on change of statutes of ScanBalt shall be approved by 2/3 majority of votes cast.

Decisions on liquidation of ScanBalt shall be supported by 2/3 of votes cast at the ordinary General Assembly. If supported, an Extraordinary General Assembly shall confirm the decision by 2/3 of the votes present within 45 days from the ordinary General Assembly.

Further procedures for meetings of the General Assembly are described in the Standing Orders for Procedures.

§ 5.3 Executive Committee

The Executive Committee is the forum for decision-making in Scanbalt except in the cases mentioned specifically in statutes or standing orders for the other organs.

The Executive Committee has the authority to decide on and execute all matters that are relevant to ScanBalt, except those that explicitly require approval by the General Assembly.

The Executive Committee is responsible for outlining the strategies for the development of ScanBalt.

All details regarding the organisation and tasks of the Executive Committee are described in the Standing Orders for Procedures including:

- Representation/Election of Members to the Executive Committee
- Tasks of the Executive Committee
- Election of the Chairmanship
- Executive Committee meetings
- Agenda for Executive Committee meetings
- Rules of decision making at Executive Committee meetings
- Minutes from Executive Committee meetings
- Daily operations
- Procedures regarding membership

The “Standing orders for Procedures” must be approved by 2/3 majority of votes cast in the Executive Committee.

§ 5.4 Chairmanship of the Executive Committee

The Chairmanship of the Executive Committee is responsible for representing ScanBalt and for the management of ScanBalt.

Election of the chairmanship is described in Standing Orders for Procedures.

The Chairmanship shall approve and sign the annual account, which shall be approved by at least one independent chartered accountant. Before signing the chairman shall forward the report by e-mail, mail or letter to all members of the Executive Committee to hear their comments with at least 14 days notice.

The Executive Committee can by simple majority decide to pay the work of the Chairman.

The Executive Committee can by simple majority decide to pay the work of one or more of the Vice Chairmen.

Further details regarding the Chairmanship are described in the Standing Orders for procedures.

§ 5.5 ScanBalt Secretariat

For the purpose of carrying out the daily operations ScanBalt will establish a Secretariat. The location of the ScanBalt Secretariat shall be within ScanBalt BioRegion.

The ScanBalt Secretariat is a tool for the Executive Committee and the Chairmanship to carry out decisions and actions.

Further details regarding the ScanBalt Secretariat are described in the Standing Orders (also see § 5.6 of these Statutes).

§ 5.6 General Secretary

The General Secretary is responsible that the daily operations of the ScanBalt Secretariat are carried out on instructions from the Chairmanship and following Standing Orders for Procedures.

The General Secretary is responsible for that bookkeeping and annual accounts are in agreement with the laws. The General Secretary is responsible for that administration of financial assets happens in a reassuring way.

§ 5.7: ScanBalt Campus

The Chairman of ScanBalt Campus (SBC) is appointed by ExCo. ExCo approves the standing orders of SBC.

The Chairman of SBC is voting member of ExCo. In case the chairman is also voting member in another capacity, he/she has only one vote.

Article 6: ScanBalt projects

§ 6.1 Denomination of projects

Any member of ScanBalt can propose a project to be denominated “ScanBalt project” according to guidelines approved by the Executive Committee.

§ 6.2 Approval of projects

The Chairmanship accepts or rejects proposals for ScanBalt projects to ensure they are in line with the ScanBalt Statutes and values according to guidelines approved by the Executive Committee

§ 6.3 Obligations, coordination, financing, liability, publication

Obligations of projects, coordination with ScanBalt, financing, liability and publication of results follow guidelines for ScanBalt projects approved by the Executive Committee.

§ 6.4 Exclusion of projects

The Chairmanship has the right to exclude a project accepted as a ScanBalt project according to guidelines approved by the Executive Committee

Article 7: Authority and liability, financial report , audition and liquidation

§ 7.1 Authority and liability

The Chairman and General Secretary in combination or the General Secretary in combination with at least half of the Vice Chairmen have the power to bind ScanBalt.

Members of ScanBalt have no economic liability for ScanBalt.

§ 7.2 Financial year

The financial year is from the 1st of January to the 31st of December. Fees follow the financial year.

The first financial year goes from the founding to the 31st of December 2005. Fees are collected first time for the financial years 2004/2005.

§ 7.3 Annual Account

The annual account follows national law in the country where ScanBalt is registered.

The annual account shall be made public for the members on the web and/or by mail or letter.

The Chairmanship and a chartered accountant shall approve the annual account.

§ 7.4 Audition

A chartered accountant elected by the Executive Committee audits the annual account. The chartered accountant can be re-elected.

§ 7.5 Liquidation

Liquidation of ScanBalt or transfer of major parts of the ScanBalt activities to others must be approved by the General Assembly.

At the liquidation the assets of ScanBalt - after all creditors have been paid and termination of all disputes - are used for support of research, education

and technology transfer in ScanBalt BioRegion upon decision of the closing General Assembly.

The members have no claim to any part of the ScanBalt assets.

Approval

As decided 25 August 2004 in Turku, Finland:

Members Signature:

BioCon Valley

Bioforum Oulu/Technopolis

Hedmark Innovation Center/BioInn

BioMedico Forum

BioTeam South

Biotop Berlin

BioTurku

Center for Intellectual Property Rights

Center for Technology Transfer, Gdansk

Estonian Biotechnology Association

Innovation Norway

Institute of Experimental Medicine

Norgenta

Novo Nordisk

MedCoast Scandinavia

Medicon Valley Academy

Sahlgrenska University Hospital

Steinbeis Transfer Center

University of Gdansk

University of Göteborg

University of Helsinki

University of Kalmar

(Revised 21 September 2011 by the General Assembly, held in Heringsdorf, Germany).