

“Instituut voor Tropische Geneeskunde”, in English “Institute of Tropical Medicine”

Public Utility Foundation

Registered in the Flemish Region

At 2000 Antwerp, Nationalestraat 155

Antwerp Register of Legal Entities, division of Antwerp, enterprise number 0410.057.701

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The foundation was established as a public utility foundation by means of an authenticated instrument drawn up in the presence of Civil-law Notary COLS, practicing in Antwerp, on eleven February nineteen thirty-one, published in the Official Gazette dated fourth and fifth of May nineteen thirty-one on page 2643 et seq.

The establishment was approved under the Royal Decree of thirty-one March nineteen thirty-one, published in the Official Gazette dated fourth and fifth of May nineteen thirty-one on page 2643.

The articles of association were amended by the board of directors during the meetings held on 16 December 1997, 29 June 1998, 01 December 1998 and 17 March 1999. An extract of the minutes of the meeting was published in the Schedules to the Belgian Official Gazette on Not-for-profit Organisations dated 03 August two thousand, under number 17685.

These amendments to the articles of association were approved under the Royal Decree of seventeen June nineteen ninety-nine, published in the Belgian Official Gazette dated 28 September 2000, no. 022853.

The articles of association were amended by a resolution of the board of directors on 20 October 2004. An extract of the minutes of this meeting was published in the Schedules to the Belgian Official Gazette dated 17 November 2005, under number 05165250.

These amendments to the articles of association were approved under the Royal Decree of 20 July 2005, published in the Belgian Official Gazette dated 17 November 2005.

The articles of association were amended by means of an extrajudicial resolution of the board of directors on 28 June 2013. These amendments were authenticated, pursuant to article 30.2 *in fine* of the Law on Not-for-profit Organisations, Institutions and European Political Parties and Institutions, on 10 September 2013 by means of an instrument executed before *Meester* Johan KIEBOOMS, associate civil-law notary, with offices at 2000 Antwerp, Amerikalei 163.

The extract of this instrument was published in the Schedules to the Belgian Official Gazette dated 23 September 2013, under number 13144834.

The articles of association were amended by means of an extrajudicial resolution of the board of directors on 14 December 2016. These amendments were authenticated, pursuant to article 30.2 *in fine* of the Law on Not-for-profit Organisations, Institutions and European Political Parties and Institutions, on 18 December 2017 by means of an instrument executed before *Meester* Johan KIEBOOMS, associate civil-law notary, with offices at 2000 Antwerp, Amerikalei 163.

The extract of this instrument was published in the Schedules to the Belgian Official Gazette dated 04 January 2018, under number 18003157.

The instrument “Amendment of the articles of association – Amendment of the bylaws”, drawn up by *Meester* Johan Kiebooms, associate civil-law notary practicing in Antwerp, on 03 July 2023, as yet not published in the Schedules to the Belgian Official Gazette.

“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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S T A T U T E S

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<p style="text-align: center;">TITLE I. LEGAL FORM - NAME - REGISTERED OFFICE – DISINTERESTED PURPOSE - OBJECT</p>
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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. Disinterested purpose and object

The disinterested purpose of the Institute is to conduct and promote scientific research, professional and academic education as well as scientific and community services in the field of tropical diseases and global healthcare, with special attention to low and middle-income countries. It is authorised to take all initiatives and to carry out all activities to achieve its intended disinterested 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 disinterested purpose.

<p style="text-align: center;">TITLE II. MANAGEMENT BODIES BY LAW: BOARD OF GOVERNORS AND BODY OF DAILY MANAGEMENT</p>
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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 twelve governors. With the exception of the director, they are appointed by the General Council in accordance with the provisions of Title III of these Statutes. The director is an ex officio member 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 director, 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 director. No abstentions are taken into account, either in the numerator or the denominator.

The appointment, suspension or dismissal of the director 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 July 3th 2023.

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 director, is four years and is renewable.

The mandate of a governor, except that of the director, 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 for a term of four years. The mandates of the chairperson and vice-chairperson of the Board of Governors are 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 director. 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 present or represented state that they are in agreement with this.

The convening shall take place in writing, at least fifteen calendar days before the meeting. The proposals and any explanatory notes shall be delivered in writing to all members at least five working days before the meeting. 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. The presence of external parties must be justified, announced by the chairperson no later than the start of the meeting and approved by the Board of Governors. The presence of such parties shall be recorded in the minutes.

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 must 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.

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 director, or two members of the Board of Governors.

Article 14. Committees

The Board of Governors shall form an audit committee and a nomination and remuneration committee whose powers, duties and functioning are set out in charters that are part of the charter of good governance. The Board of Governors may form other committees to provide assistance at a strategic, scientific or managerial level.

Article 15. Body of daily management - Director

The Board of Governors shall appoint the director to whom it delegates the day-to-day administration, as well as the representation of the Institute with respect to this day-to-day administration. In addition to implementing the resolutions adopted by the Board of Governors, day-to-day administration 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 the minor importance that they show, or for reasons of their urgency, do not justify intervention by the Board of Governors.

The director is accountable to the Board of Governors. The Board of Governors shall draw up management regulations which set out the powers, duties and functioning of the director, including a list of acts that are regarded as acts of day-to-day administration. These management regulations are part of the charter of good governance.

The Board of Governors appoints, suspends and dismisses the director. The Board of Governors determines the duration of the director's mandate.

The director is an ex officio member of the Board of Governors, but he/she cannot be a chairperson or vice-chairperson of the Board of Governors.

In respect to day-to-day administration, the director is assisted by a management committee, the composition, operation and powers of which are set out in the management regulations. The Board

of Governors shall monitor the participation, transparency and academic values of day-to-day administration.

The director may, on his/her own responsibility, delegate acts and representations of day-to-day administration 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.

<p style="text-align: center;">TITLE III. STATUTORY BODY: GENERAL COUNCIL</p>
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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 manner of designation by staff, students and alumni of the ITM is regulated in internal regulations of the General Council, which are part of the charter of good governance.

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 members, to no more than one-third of the total number of members of the General Council, and shall thereby ensure the representation of middle and low-income countries.

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.

No more than two-thirds of the voting members shall be of the same gender. If the designation of a new member disrupts this ratio, the designating body or group shall be requested to appoint another representative of the other gender.

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

The term of the mandate of a 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, voting or composition according to gender.

Article 20. Powers

The General Council appoints and dismisses the members of the Board of Governors, with the exception of the director, 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 substantial 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.

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 3 July 2023. The internal regulations of the General Council are part of the charter of good governance and, consequently, only takes effect after ratification by the Board of Governors.

<p style="text-align: center;">TITLE IV. REPRESENTATION OF THE INSTITUTE</p>
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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 director 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 day-to-day administration, the director can, on his/her own responsibility, designate special proxies, including staff members or third parties.

<p style="text-align: center;">TITLE V. AMENDMENT OF THE STATUTES</p>

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 disinterested 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.

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<p style="text-align: center;">TITLE VI. FINANCIAL YEAR - ANNUAL ACCOUNTS - BUDGET – AUDIT</p>
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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.

<p style="text-align: center;">TITLE VII. DISSOLUTION AND LIQUIDATION</p>

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.

For sworn translation from Dutch to English, the sworn translator, Anne-Marie Dewachter. Done in Antwerp on 09 August 2023.

Voor eensluidende vertaling naar het Engels van het Nederlands. Gedaan te Antwerpen, op 09/08/2023.

VTI 2281217

Dewachter Anne-Marie
Beëdigd vertaler

