

*This translation is for information purposes only. It is not a legal review.*

---

**INTERNAL RULES OF THE ASSOCIATION**

**Ethics - International Society of Healthcare Ethics and  
Compliance Professionals**

---

## CONTENTS

Article	Page
<b>RECITALS</b> .....	2
<b>CHAPTER I - MEMBERS</b> .....	2
<b>Article 1: Purpose and drawing up of the Internal rules</b> .....	2
<b>Article 2: Categories of members and terms of admission</b> .....	2
<b>Article 3: Subscription</b> .....	3
<b>Article 4: Admission of new members</b> .....	3
<b>Article 5: Expulsion</b> .....	3
<b>Article 6: Resignation</b> .....	4
<b>CHAPTER II – MANAGEMENT OF THE ASSOCIATION</b> .....	4
<b>Article 7: The board of directors</b> .....	4
<b>Article 8: The strategic committee</b> .....	4
<b>Article 9: The working groups</b> .....	4
<b>Article 10: The ethics board</b> .....	5
<b>CHAPTER III - MISCELLANEOUS</b> .....	5
<b>Article 11: Amendment of the Internal rules</b> .....	5

## RECITALS

The purpose of the Internal rules (the "**Internal rules**") is to clarify the articles of association of Ethics - International Society of Healthcare Ethics and Compliance Professionals (the "**Articles of Association**"), the registered office of which is located at 9, place Vendôme, 75001 Paris and whose corporate purpose is set forth in Article 3 of the Articles of Association (the "**Association**").

The Internal rules are sent to all the members and to any new member on joining.

## CHAPTER I - MEMBERS

### **Article 1: Purpose and drawing up of the Internal rules**

The purpose of the Internal rules is to supplement and/or explain certain provisions of the Articles of Association. The Internal rules are binding upon the members of the Association.

### **Article 2: Categories of members and terms of admission**

2.1 Pursuant to Article 6 of the Articles of Association, the Association is made up of the following categories of members:

- Founding members;
- Benefactor members;
- Active members; and
- Honorary members.

2.2 The founding members are Dominique Laymand and Roeland Van Aelst.

2.3 The benefactor members are corporate or individual entrepreneurs whose actions contribute to achieving the purpose and aims of the Association, through payment of a special annual subscription, the amount of which is determined each year by the board of directors or who support the Association by means of donations, subsidies or exceptional contributions to its works. The benefactor members are passive members. The benefactor members have no voting right and do not participate to the general assemblies of the Association nor to its executive bodies. Companies which employ one of the founding members automatically become benefactor members.

2.4 The active members are individuals who are prepared to demonstrate and implement a positive contribution to the Association's purpose and to take part in its works and activities, and, in exchange, to enjoy the Association's services and benefits. The active members shall pay an annual subscription, the amount of which is set each year by the board of directors.

2.5 The honorary members are nominated by the board of directors or the general meeting, as a result of services rendered to the Association or their particular skill or expertise in the domain of compliance or ethical standards. The honorary members are not obliged to pay an annual subscription.

### **Article 3: Subscription**

3.1 The amount of the annual subscription owed by each member varies in accordance with the category to which such member belongs.

3.2 The amount of the subscription is determined every year by the board of directors for each of the categories set forth in Article 2.1.

3.3 The subscription is payable at the periods determined by the board of directors.

3.4 Failure to pay the subscription may result in the expulsion of the relevant member.

3.5 Any subscription paid to the Association is non-refundable. No claim may be made for a refund of the subscription during the course of the year, in the event of a member's resignation or exclusion.

### **Article 4: Admission of new members**

4.1 The Association aims to welcome new members. Candidates for membership must be professionals or experts in compliance or ethical issues in the health sector, whether from industrial companies, schools, universities or training centres or even government or quasi-government bodies. The board may on a case by case basis accept other members in consideration of the goals of the Association.

4.2 The decision whether to admit or reject a candidate is made by the board of directors by majority vote, within a period of 60 days from receipt of the application for candidature. The interested party is then notified of the decision by any means.

4.3 Decisions made by the board of directors cannot be appealed.

4.4 If the board of directors accepts a request for membership, actual admission to the Association is then conditional upon payment of the first annual subscription, as mentioned to the relevant person by the board of directors.

### **Article 5: Expulsion**

5.1 Pursuant to the procedure set forth in Article 7.3 of the Articles of Association, the expulsion of a member of the Association may be pronounced for good cause, a breach of the Articles of Association or the Internal rules of the Association or for any other reason which may harm the Association's interests.

5.2 The expulsion shall be pronounced by majority vote of the board of directors, after first hearing from the member against whom the expulsion procedure has been commenced.

5.3 Subscriptions for the current financial year remain due, notwithstanding the expulsion.

#### **Article 6: Resignation**

6.1 Pursuant to Article 7.2 of the Articles of Association, the resigning member shall notify the board of directors by any written means (letter, email ...).

6.2 A resigning member shall not be entitled to any refund of the subscription.

### **CHAPTER II – MANAGEMENT OF THE ASSOCIATION**

#### **Article 7: The board of directors**

7.1 The board of directors shall meet whenever necessary and on at least two (2) occasions per year, by any means, including telephone conference calls, when convened by its chairman or at the request of one-half of its members, who shall draw up the agenda for the meeting.

7.2 Notices for board meetings shall be sent to each of its members, by any means, including email.

7.3 The notice shall necessarily refer to the agenda for the meeting. The board of directors shall only validly deliberate on matters contained in the agenda.

#### **Article 8: The strategic committee**

8.1 A strategic committee shall be formed in order to determine the broad guidelines, the key areas for action and the main priorities of the Association for each financial year (the "**Strategic Committee**"). It shall in particular supervise the work of the working groups which it shall be responsible for forming.

8.2 The members of the Strategic Committee shall be appointed by the board of directors which may replace or appoint a new member, at any time.

#### **Article 9: The working groups**

The Strategic Committee may decide to form working groups / task-forces for various topics linked to compliance in the health sector ("**Working Groups**" or "**Task-Forces**"). The creation and management of each Working Group shall be placed under the responsibility of

a member of the Association who shall report regularly to the Strategic Committee on the work and composition of the said Working Group.

#### **Article 10: The ethics board**

10.1 The board of directors may decide to form an ethics board, made up of experts, and intended to enrich, develop and help promote the Association's action programmes (the "**Ethics board**").

10.2 The members of the Ethics board shall be appointed by the board of directors. The Association's secretary general shall automatically be a member and shall coordinate the work of the Ethics board.

### **CHAPTER III - MISCELLANEOUS**

#### **Article 11: Amendment of the Internal rules**

11.1 The Internal rules are drawn up by the founding members, which then arrange for them to be approved by the constitutive general meeting, pursuant to Article 27 of the Articles of Association.

11.2 The Internal rules may be amended by the board of directors, in particular at the suggestion of the general meeting or the majority of its members. It shall then be approved by the general meeting.

11.3 The new Internal rules shall be sent to all the Association's members by any means, including email.

Executed in Paris

On January 27<sup>th</sup>, 2012