



Today, October twenty four two-thousand and six, appeared before me, Franciscus Josephus Gerardus Guillaume Prick, civil-law notary at Nijmegen:

- a. Mr Petrus Johannes Maria Guelen, born at Meijel on the seventh of September, nineteen-hundred and forty-nine, identifying himself with a passport with number ND1415654, valid until the eighteenth of September, two-thousand and seven, living at 5371 KE Dieden, Voorstraat 11, married, acting in this matter;
in his capacity of chairman of **Associatie van Clinical Research Organisations in Nederland**, an Association registered at Zeist, having its place of business at Rendementsweg 24 E-1 at 3641 SL Mijdrecht, registered in the trade register at the Chamber of Commerce and Factories for Utrecht under number 40483018;
- b. Mrs Ilja Arnoldina Henriette Theunissen, born at Oss on the ninth of September, nineteen-hundred and seventy-six, office address: Van Schaeck Mathonsingel 4, 6512 AN Nijmegen, in her capacity of written authorised representative of : Mr Cornelis Franciscus Ketelaars, born at 's Gravenhage on the fifteenth of November, nineteen-hundred and fifty-two, identifying himself with a passport with number NJ0497644, valid until the eighteenth of April, two-thousand and ten, living at 2661 PE Bergschenhoek,
who by giving this power of attorney acted in his capacity of treasurer of **Associatie van Clinical Research Organisations in Nederland** aforementioned.

The persons appearing in his capacity stated under a) and the principal under b) are authorised to represent aforementioned **Associatie van Clinical Research Organisations in Nederland**.

- c. Mr Petrus Johannes Maria Guelen aforementioned, in his capacity of written authorised representative of:
1. Mr Dominique Jacques Gerbet, born at Paris (France) on the fourteenth of June, nineteen-hundred and fifty-five, holder of a French passport with number 02YC16200, valid until the first of July, two-thousand and Twelf, living at 94430 Chennevieres (France), Rue de Sucy 80;



2. Mr Michel Jacques Luc Abiteboul, born at Paris (France) on the seventh of November, nineteen-hundred and fifty-three, holder of a French passport with number 04KI5337, valid until the twenty-first of October, two-thousand and Fourteen, living at 75116 Paris (France), Avenue Victor Hugo 57;

who by giving their power of attorney acted in their capacity of boardmember and vice-chairman of the association according to French law **Associacion Francaise des CRO, AFCRO's**, registered at Boulogne-Billancourt (France), having its place of business at 92100 Boulogne-Billancourt (France) Place Paul Verlaine 1, registered at the Bureau des Affaires Generales et de l'urbanisme te Boulogne (France) under number 12014150, and as such together are authorised to represent this association.

Powers of attorney.

The aforementioned powers of attorney were given in writing. Said documents are attached to this deed.

The person appearing, acting as aforementioned, herewith declares to found a Federation, for which the following Articles of Federation will apply

ARTICLES OF FEDERATION

Definitions

In these Articles of the Federation the following definitions will be used:

"federation": the Federation to be founded by this deed;

"CRO": Clinical Research Organisation;

"National Members Association": a body associated with the federation.

Name and domicile

Article 1

1. The federation will be called: European CRO Federation (abbreviated to: EUCROF).
2. It is registered in the municipality of De Ronde Venen.

Objective/Mean

Article 2

1. The objective of the federation is promoting Clinical Research by improving the knowledge, competence/expertise and skills of clinical researchers in the EU;
2. It will endeavour to achieve this purpose for instance by:
 - a. forming a legal entity to represent the interest of CRO's in the EU against regulatory bodies, the pharmaceutical and biotech industry as well as the medical and affiliated research community, and where needed, providing support;
 - b. exchange of information between members;



- c. promoting the quality of clinical research;
 - d. developing training and educational programmes for clinical research. Aiding the National Members Associations in setting up these educational programmes and safeguarding the quality of these programmes;
 - e. promoting a close relationship and mutual understanding between the National Members Associations and the medical and affiliated professional groups, regulatory authorities, pharmaceutical and biotech industry and international organisations;
 - f. global distribution of information on developments in clinical research to Health professionals ;
 - g. organising international congresses and meetings if this is considered necessary.
3. The federation is a non-profit organisation.

Membership

Article 3

1. Members of the federation can only be legal entities of National Associations of CROs in the European Union who have registered in writing as a member with the Executive board and:
 - a. their Articles of Association, objectives and conditions for the membership of their Association, if requested translated into English, were provided to the secretary of the federation;
 - b. with regard to which the Executive Board will determine whether they meet the membership criteria and whether their objectives correspond with those of the federation.
2. The general meeting decides, based on the recommendations of the Executive Board, with regard to the admittance of members.
3. The members are represented by one or more representatives.
4. National Associations of CROs will also mean Federations in which several countries are united.
5. The board will keep a register in which the names and addresses of all members are listed. In this register it will also be stated which director or representative of a National Member Association represents the member in the bodies of the federation.

End of membership/suspension

Article 4

1. Membership will end:
 - a. if the member – legal entity ceases to exist;
 - b. by termination by the member



- c. by termination by the federation;
 - d. by expulsion.
2. Termination of the membership by the member can only take place at the end of a financial year. It must take place in writing to the chairman of the Executive Board and by observing a period of notice of at least three months.
If a termination does not take place on time, the membership will continue until the end of the next financial year. Membership will end immediately:
 - a. if it cannot be reasonably expected from the member that the membership continue;
 - b. within a month after a decision in which the rights of the members are restricted, or their obligations are increased has been made known, or reported to a member, unless it concerns a change to the valid rights and obligations;
 - c. within a month of a member being informed of a decision to convert the federation into another legal form or merger of the federation.
3. Membership can be terminated by the federation by the executive board at the end of the current financial year:
 - if after repeated written warnings at October 1 of the year concerned, a member has not met its monetary obligations for the current financial year towards the federation;
 - if the member no longer fulfils the requirements which are made by the Articles of Federation for membership at the time of termination;

The term of notice is at least four weeks.

If a termination does not take place on time, the membership will continue until the end of the next financial year. The termination can also result in immediate termination of membership if it cannot be reasonably expected that the federation allow the membership to continue. The termination will take place in writing, stating the reasons.

4. Expulsion from membership can only be declared if a member acts in violation of the Articles of Federation, regulations or decisions of the federation or if the member harms the federation in an unreasonable manner. It will be carried out by the Executive Board, who will inform the member as soon as possible of the decision, stating the reasons. The member concerned is authorised to appeal to the general meeting within one month after receiving notification .
During the appeal term and pending the appeal, the member is suspended. A suspended member does not have any voting rights.
5. If the membership ends during the financial year, the annual contribution is still owed in full by the member, unless the Executive Board decides otherwise.



6. The Executive Board can suspend a member if the member acts in violation of, or fails to fulfil the Articles of Federation, regulations or decisions of the federation or harms the federation in an unreasonable manner. The suspension lapses, if within three months after the date of effect of the suspension the Executive Board decides on expulsion from membership, or decides to lift or prolong the suspension. A suspension can be prolonged once for a period of no more than three months, commencing on the date on which the decision to uphold the suspension was taken. The provisions in section 4 with regard to appeal apply *mutatis mutandis*.

Contributions

Article 5

1. Each member owes an annual contribution, which is determined each year anew by the Executive Board.
2. A new member is obliged to pay an entrance fee as determined by the general meeting. The Executive board can decide on a prorated contribution for the first year, dependent on the month the National Members Association will apply for membership.

Executive Board, composition and appointment

Article 6

1. Only natural persons will be eligible for appointment as a Member of the Executive Board. These persons need to be on the board and/or the management board of the members and in this capacity bear executive final responsibility, or if these persons do not bear executive final responsibility within their own organisation, persons who as such have been nominated by a National Members Association. Executive Board members must be appointed from amongst the members
2. The Executive board consists of:
 - a. a maximum of five (5) natural persons who hold the following positions under the Articles of Federation:
 - president;
 - vice-president;
 - secretary;
 - treasurer;
 - member
3. The persons referred to under section 1 under a will form the Executive Board together.



4. Executive Board members are appointed for a period of two years. A year here will mean the period between two subsequent annual meetings. The Executive Board Members will resign according to a rotation schedule drawn up by the Executive Board. An Executive Board Member resigning according to the schedule can be reappointed immediately for just one term, unless the general meeting decides in specific cases differently by unanimous votes.

A person appointed for an interim vacancy takes the place on the schedule of the person whose vacancy he filled.

5. For each function of the executive board it applies that candidates must be nominated in writing to the secretary by the associated National Member Associations at least four weeks before the election.

Board, suspension, dismissal, vacancies and absence

Article 7

1. The Members of the Executive Board may be suspended and dismissed by the general meeting at any time. With regard to suspension, prolonging or lifting the suspension, or dismissal, the general meeting will decide with a majority of at least two-thirds of the votes cast. The Executive Board Member concerned will be given the opportunity to give account for his actions in a general meeting. He may be assisted by an advisor.
2. The suspension lapses if within three months after the date of effect of the suspension the Executive Board does not decide on expulsion from membership, or to lift or prolong the suspension. A suspension can be prolonged once for no more than three months, commencing on the date on which the decision to uphold the suspension was taken.
3. An Executive Board Member resigns:
 - (a) due to his decease;
 - (b) because he is declared bankrupt or granted moratorium of payments or the debt rescheduling system for natural persons is declared applicable to him, temporarily or not;
 - (c) he is placed under guardianship;
 - (d) because one or more of his assets are put under administration, as referred to in title 19 of Book 1 of the Netherlands Civil Code;
 - (e) due to his regular retirement;
 - (f) due to his voluntary retirement (retirement);
 - (g) due to his dismissal by the court.
 - (h) due to dismissal granted by the general meeting
 - (i) loss of qualifications as mentioned in section 6 article 1..



4. Vacancies will be filled as soon as possible. An incomplete board retains its authorities.
5. In the event of absence or vacancy of one or more members of the executive board, not being all Executive Board Members or the only (remaining) Board Member, the remaining members, or the remaining member of the entire board will act on their behalf.

In the event of absence or vacancy of all Executive Board Members or of the only (remaining) Member of the Board, the board is represented by a person who is appointed to do so by the general meeting. If the general meeting does not make such an appointment within two weeks then the executive board will be represented by the person appointed to do so by the President of the Court in the District where the federation is registered, at the request of one or more interested parties.

Board authority

Article 8

1. Without prejudice to the limitations laid down in the articles of Federation, the Executive Board is charged with running the federation according to these Articles of Federation.
2. The executive board is authorised to have certain parts of its duties carried out by committees which are appointed by the board under its responsibility.
3. Subject to approval from the general meeting, the Executive Board is authorised to decide to enter into agreements for acquisition, disposal and encumbrance of registered property and to enter into agreements in which the federation binds itself as surety or main debtor, warrants performance by a third party or binds itself as security for a debt of a third party.

In the absence of approval, the federation can make an appeal towards third parties.

Board, working manner

Article 9

1. The executive board will meet at least twice per year. Further the executive board will meet as often as the chairman or one of the other members of the Executive Board considers this desirable..
2. Any non-suspended appointed Executive Board Member is authorised to attend the board meetings. Any appointed Board Member is entitled to cast one vote in the board meetings.
3. Insofar as no larger majority is prescribed in these Articles of Federation, all executive board resolutions shall be adopted by absolute majority of the votes cast. Lawful board resolutions can only be adopted if at least three (3) members of the executive board are present during the meeting. If the votes tie, the president, or in the event of his absence, the vice president, will have the decisive vote.



4. The matters discussed in each executive board meeting will be included in the minutes drawn up by the secretary, who will be appointed by the board at that meeting or in its next meeting and signed for approval by the president and the secretary.
5. In deviation to what the law determines on this matter, the opinion of the president on the materialisation and the content of a decision is not decisive.
6. The executive board can determine regulations in which it further lays down its working manner. The regulations must be approved by the general meeting.

Representation

Article 10

1. The Executive Board represents the federation judicially and extra-judicially.
2. The representational authorities accrue to two members of the Executive Board together, of whom at least one (1) must hold the position of president or vice president.

General meetings, convening

Article 11

1. Each year at least one general meeting, the annual meeting is held, and no later than six months after the end of the financial year of the federation, unless this term is extended by the general meeting. Further general meetings are held as often as the Executive Board considers this desirable, or if it is required by law or the Articles of Federation.
2. At the written request of at least such a number of members as is authorised to cast one/tenth of the votes in a complete general meeting, the board is obliged to convene a general meeting within a term of no more than three months. If the request is not met within one month the requestors can convene the meeting themselves, in accordance with the provisions of section 3 of this article.
3. The convening of the general meeting takes place in writing to the addresses of the members according to the members register referred to in section 3. The term for convening consists of at least thirty days, the day of convening and that of the meeting not included.

Access to and leading of the general meeting

Article 12

1. Persons (representatives) have access to the general meeting who pursuant to the Articles of Association of the member concerned or the law or pursuant to a written power of attorney are authorised to represent the member concerned, the replacement representatives, as well as members of the executive board and those who are admitted to the general meeting by the president.



2. Each member will appoint a representative and a replacement representative. The name of the representative must be reported to the secretary of the executive board in writing at least four weeks before the general meeting.
The replacement representative can be replaced at any time as long as the secretary of the executive board is informed thereof beforehand in writing.
3. The general meetings will be chaired by the president or, in his absence, by the vice president. Should none of the Members of the executive Board be present, the meeting itself will provide its chairman.
4. Minutes will be kept by the secretary or by a person appointed by the president of the matters dealt with at the meeting. These minutes will be confirmed in the same or in the next general meeting and signed for approval by the president and the minutes secretary.

Right to vote Decision-forming

Article 13

1. All members who are not suspended have one vote per National Association in a general meeting. The votes are cast by the representatives and if they are not present at the meeting by their replacement.
2. Insofar as the Articles of Federation or the law do not determine otherwise, all decisions of the general meeting are taken with full majority of the votes cast.
3. Blank votes are considered as not being cast.
4. The opinion of the president or in his absence the vice president at the general meeting that a decision has been taken by the meeting is decisive. The same applies to the contents of an adopted resolution insofar as votes were cast on a proposal not laid down in writing.
5. However, if immediately after the statement of the opinion referred to in the previous section, the correctness thereof is disputed, then a new vote will be cast if the majority of voters requests such, or if the original vote did not take place by call or in writing and one person present and entitled to vote requests such. The legal effects of the original vote will be cancelled by this new vote.
6. If at an election of persons no one wins the full majority, a second vote will take place. In the case that again no one wins the full majority, a revote will take place until either one person has the full majority or votes tie when voting on two persons.

For said revotes (not including the second vote) the votes will always be cast on the persons on who the previous vote was taken, excluding the person who gained the lowest amount of votes at the last ballot.



If at the last ballot the lowest number of votes was cast on more than one person then the lot will decide which person will no longer be eligible for election.

7. In the event of the votes tying in a vote between two persons the lot will decide who has won.

If the votes tie on a proposal other than electing persons, then it is rejected.

8. All votes take place orally, unless the chairman of a meeting considers a written vote desirable or one of the members entitled to vote requests such. Written votes take place by unsigned, closed ballots. Decision-forming by acclamation is possible, unless a person entitled to vote requests vote by roll-call.
9. As long as all members entitled to vote are represented in a general meeting, valid decisions can be taken provided it is with full majority, concerning all matters which come up, therefore including proposals for amendment to the Articles of Federation or for dissolution, even if no call-up took place or if it did not take place in the prescribed manner or if any other condition concerning convening and holding meetings or a related formality was not considered.
10. An unanimous decision by all those who are entitled to vote in the general meeting, even if they are not in a meeting, as long as it is taken with knowledge of the board carries the same power as a decision of the general meeting.

Financial year, annual report, account and justification

Article 14

1. The financial year of the federation is the same as the calendar year, except that the first financial year will end at the end of December of the year in which the federation was founded.
2. The executive board will present its annual report at the annual meeting and will provide accounts and justification of the policy carried out during the last financial year by submitting a balance sheet and a statement of income and expenses. The annual account shall be signed by all Members of the Executive Board; should the signature of one or more Members of the Executive Board be lacking, this shall be mentioned stating the reasons.
3. If no statement is given by an accountant concerning the faithfulness of the documents referred to in the previous section to the general meeting, as referred to in Section 2:393 clause 1 of the Netherlands Civil Code, then the general meeting will annually appoint a committee from amongst the members – the funds committee, of at least two persons who may not be part of the executive board. The committee will examine the account and justification of the executive board and present a report of its findings to the general meeting.



4. If the examination of the account and justification requires special bookkeeping knowledge, then the funds committee can be assisted by an expert. The executive board is required to provide all desired information to the committee, to show it the funds and values if desired, and allow it to inspect the books, documents and other data carriers of the federation
5. The committee's assignment can be recalled at any time by the general meeting, yet only by appointing another committee.

Amendment to the Articles of Federation

Article 15

1. Amendment to the Articles of Federation can only take place by resolution by the General Meeting, for which the meeting was convened in writing at least one (1) months beforehand, stating that amendment to the Articles of Federation will be proposed.
2. Whoever makes the call up to the meeting of the general meeting to deal with a proposal for amendment to the Articles of Federation, must provide a copy of the proposal, in which the proposed amendment is included, at a place suitable for the representatives and replacement representatives for inspection at least one (1) month before the day of the meeting until after the end of the day on which the meeting will be held.
3. Amendment to the Articles of Federation can only be decided on by the general meeting with a majority of at least two-thirds of the number of votes cast.
4. The amendment to the Articles of Federation only takes effect after a notarial deed has been drawn up.
Each of the members of the Executive Board is authorised to have the deed of amendment to the Articles of Federation executed.
5. The provisions in sections 1 and 2 do not apply, if all persons entitled to vote are represented at the general meeting and the resolution to amend the Articles of Federation is adopted unanimously.
6. The members of the executive board are required to deposit an authentic copy of the deed of the amendment to the Articles of Federation and a complete continuous text of the Articles of Federation, as these read after the amendment, at the office of the register kept at the Chamber of Commerce and Industry.

Dissolution and settlement

Article 16

1. The provisions of article 15 sections 1, 2, 3 and 5 apply *mutatis mutandis* to a decision to dissolve the federation.



2. The decision referred to in the previous section also includes the destination of the credit balance, which must be used in accordance with the objective of the federation insofar as possible.
3. The settlement is carried out by the Executive Board.
4. After the dissolution the federation will continue to exist insofar as this is required for the liquidation of its assets. During the liquidation the provisions of these Articles of Federation remain in force insofar as possible. In documents and notifications originating from the federation, the words 'in liquidation' should be added to its name.
5. The liquidation will terminate when there is no longer any credit balance present and known to the liquidators.
6. The books and documents of the dissolved federation must be kept for seven years after the liquidation is completed. The custodian will be the person appointed by the liquidators.

Regulations

Article 17

1. The general meeting can adopt one or more regulations and changes, in which matters are regulated which are not provided for by these Articles of Federation.
2. A regulation may not contain provisions, which are in violation of the law or these Articles of Federation.
3. The provisions of article 15, sections 1,2 and 5 apply mutatis mutandis to decisions for determining and amending regulations.

Transitional provisions

Article 18

1. In deviation of the provisions of article 6, until approximately three years after the foundation of the federation, the executive board will consist of the persons, who will be appointed by this deed.
2. During the first general meeting, following the year that the Federation exists 3 years, appointment of the members of the Executive Board will take place according to section 6.

Unforeseen cases

Article 19

In all cases in which both law as well as the Articles of Federation do not provide, the board will decide.



Final statements

1. Subsequently the person appearing stated, acting as aforementioned, that for the first time the Executive Board Members of the federation are appointed:
 - (a) The appearing person under sub a, Mr Petrus Johannes maria Guelen, in the position of president;
 - (b) Mrs Dagmar Margarete Chase, living at 81739 Munchen (Germany) Schneewittchenstrasse 32 A, in the position of vice president/secretary
 - (c) Mr Dominique Jacques Gerbet, appearing as represented under c 1, in the position of treasurer;
 - (d) Mr Jose Javier Garcia Gomez, living at 28023 Madrid (Spain), Calle Gobelas 19, in the position of Board Member;
2. The first financial year of the federation ends on the thirty-first of December two-thousand 2007.

CONCLUSION

The persons appearing are known to me, the civil law notary.

IN WITNESS WHEREOF THIS
DEED

was executed in Nijmegen on the date stated at the beginning of this deed.

A summary and explanation of the contents of this deed has been given to the person appearing. The persons appearing were made aware of the consequences of this deed.

The persons appearing subsequently stated to have taken cognisance of the contents of the deed and to approve of the content and limited reading of this deed.

Immediately after limited reading, this deed was signed by the persons appearing and myself, civil law notary.