

MZ/GL/1018064

In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.

INCORPORATION ASSOCIATION
European Organ-on-Chip Society

This day, the fifth of November two thousand eighteen, appeared before me, *mr.* Maarten Willem van der Zanden, a civil-law notary in Amsterdam, the Netherlands:

Nadia Perin, born in Eindhoven (the Netherlands) on the eighteenth of April nineteen hundred seventy-six, employed at and electing domicile in this matter at my, civil-law notary's office (1082 LZ Amsterdam, Parnassusweg 823), for the purpose of performing the legal acts stated below, in this matter acting as the authorised representative of:

1. **ADRIANA JACOBA MARIA VAN RAAIJ**, born in Woensdrecht (the Netherlands) on the sixteenth of August nineteen hundred fifty-seven, having Dutch nationality (passport number NWKK04R39), residing at 5629 GZ Eindhoven (the Netherlands), Aanscot 85, married;
2. **CHRISTINE LINDSAY MUMMERY**, born in Southwark (Great Britain) on the twenty-ninth of March nineteen hundred fifty-three, having British nationality (passport number 512703831), residing at 3723 DJ Bilthoven, gemeente De Bilt (the Netherlands), Hasebroeklaan 43, married, and
3. **ALBERT VAN DEN BERG**, born in Zaandam (the Netherlands) on the twentieth of September nineteen hundred fifty-seven, having Dutch nationality (passport number BF91278J4), residing at 7443 PC Nijverdal, gemeente Hellendoorn (the Netherlands), Eversbergweg 3, married.

The power of attorney appears from three (3) private instruments which are attached to this deed (Annex).

The person appearing, acting as stated, declared to hereby incorporate an association and to adopt the following articles of association for this purpose:

ARTICLES OF ASSOCIATION

ARTICLE I

NAME AND REGISTERED OFFICE

1. The name of the association shall be **European Organ-on-Chip Society** (hereinafter referred to as: the "**Society**").
2. The Society has its registered office in Eindhoven, the Netherlands.

ARTICLE II

PURPOSE

The purpose of the Society is to encourage and develop Organ-on-Chip research, and to provide opportunities to share and advance the knowledge and expertise in this field towards a better health for everyone.

ARTICLE III

MEMBERSHIP AND VOTING

There shall be five categories of membership: active, student, emeritus/emerita and honorary and affiliated members.

Active membership shall be open to researchers in the Organ-on-Chip field. To qualify for membership, a researcher in the Organ-on-Chip field must have a professional degree, i.e. Ph.D., M.D., M.S. or its equivalent in experience.

Student membership shall be open to students enrolled in a graduate program leading to an advanced degree (Ph.D. or M.D.). Upon receipt of an advanced degree a student member shall be eligible for active membership.

Emeritus/emerita membership shall be open to those members who have retired from professional duties and have been active members for at least ten years.

The Board of Directors with the approval of the membership may from time to time designate honorary members/officers of the Society. These designated honorary members will be chosen from exceptionally distinguished scientists from the field of Organ-on-Chip.

Honorary members shall not be entitled to vote unless they are active or emeritus/a members.

Each active, student and emeritus/a member in good standing shall be entitled to one vote.

There shall be no cumulative voting.

There shall be no voting by proxy.

Affiliate membership is open to individual representatives of industry and others with an interest in Organ-on-Chip who do not qualify under active, student or emeritus/a member requirements. Affiliated members shall not be entitled to vote.

ARTICLE IV

OFFICERS

Section 1. Officers. The Officers of the Society shall be a President, Vice-President/President-Elect, Past President and Secretary-Treasurer.

The Officers shall be voting members of the Board of Directors.

Section 2. Term of Office. The Officers shall hold office for a period of six years which starts on the first day after the close of the members' business meeting in the year they were elected and ends on the last day of the members' business meeting in the sixth year subsequent to their election. The Vice-President/President-Elect shall serve two years in that office, two years as President and two years as Past President.

Section 3. Vacancies and Removal from Office. When any corporate office shall become vacant by reason of the death, resignation, incapacity or removal of the incumbent or for any other cause, the Board of Directors shall appoint a successor who shall hold office for the unexpired portion of the term of his/her predecessor.

In the event that an officer fails to perform his/her designated duties, or is absent from three consecutive meetings of the Board of Directors without providing an excuse, s/he may be removed by a two-thirds (2/3) vote of the Board of Directors, after an opportunity for a hearing has been afforded the affected member. A vote for removal of any officer may not be taken unless the Board of Directors has been given notice in the agenda mailed at least one week prior to the Board of Directors' meeting.

Section 4. The President. The President shall preside at all meetings of the Society and of the Board of Directors unless the President shall designate another person to preside. The President, may, in the absence or disability of the Treasurer, sign or endorse checks, drafts or notes. The President shall be, ex officio, a member of all committees and shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as may be designated by the Board.

Section 5. The Vice-President/President-Elect. The Vice-President shall be the President-Elect. The Vice-President shall serve in the place and stead of the President in the event of the death, disability, incapacity or removal of the President.

Section 6. The Past President. The Past President shall serve for two years after his/her term of office as President ends.

Section 7. The Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of the meetings of the Board of Directors. S/he shall notify all officers and directors of their election and shall sign with the President all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office.

The Secretary-Treasurer with the assistance of the administrative officer shall collect and receive all monies due, and be the custodian of these monies as delineated in Article X. S/he shall present periodic statements to the Board at its regular meetings and a report at the meetings of the members. The books of the Secretary-Treasurer shall be audited annually and reported to each business meeting of the members.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Society shall be managed by its Board of Directors.

Each member of the Board of Directors shall have one vote.

Section 2. Number, Tenure, Qualification. The Board of Directors shall consist of not less than four nor more than twelve directors, including the Officers, who must be active or emeritus/a members in good standing of the Society.

The term of all directors shall be for a period of six years which starts on the first day after the close of the members' meeting at which they were elected and ends on the last day of the members' meeting in the sixth year subsequent to their election.

To ensure overlap and continuity within the Board of Directors, their election shall be staggered so that one third of the positions is filled at each consecutive members' meeting. Directors shall serve until their respective successors are elected and have qualified in accordance with these Articles of Association.

Section 3. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee as specified in Article VIII, Section 2. The Nominating Committee shall present a slate of nominations for Officers and Directors to the members either at the meeting of the members or in accordance with the email/internet ballot procedure provided by the Board of Directors or both as applicable. The Nominating Committee shall make as many nominations for election to the Officers and Board of Directors as it shall in its discretion determine but not less than the number of vacancies that are to be filled. Nominees must be active or emeritus/a members of the Society. Nominations may also be made from the floor at the members' meeting.

Section 4. Election. The members of the Board are appointed by the meeting of the members from the members of the Society or from outside. Election to the Board shall be by ballot. The ballot shall contain the names of members nominated by the Nominating

Committee for each vacant directorship and office. Provision shall be made on the ballot to permit write-in nominations by the members. Each member may cast one vote in respect to each vacancy. The person receiving the largest number of votes in each vacancy shall be elected. Cumulative voting is not permitted. At least ten-percent (10%) of the total voting membership must vote either in person or by email/internet or a combination thereof in order to constitute a quorum for the election of directors and officers.

The Board of Directors may establish a procedure for the casting of ballots by e-mail/internet in lieu of an election at the members' meeting.

Section 5. Removal from Office. The meeting of the members suspends and dismisses members of the Board.

Section 6. Resignations. Any Director may resign at any time by giving written notice to the Board of Directors of the Society.

Section 7. Vacancies. Any vacancy occurring in the

Board of Directors may be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 8. Powers and Duties. Subject to the limitations contained in the provisions of law, and except as otherwise expressly provided in these Articles of Association, all of the lawful powers of the Society shall be vested in and exercised by and under the authority of the Board.

The Board of Directors shall delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of the Society to any standing or special committee of the Society or to any officer or agent thereof.

Notwithstanding any delegation of authority that the Board may make hereunder, it shall exercise general supervision over the officers and agents of the Society and shall be responsible to the members for the proper performance of their respective duties.

Section 9. Representation. The Society will be represented by the Board of Directors, as well as by two Directors acting jointly.

ARTICLE VI

MEETINGS OF THE MEMBERS

Section 1. Meetings. The Society shall hold scientific conferences at intervals of no more than two (2) years at a time and place to be determined by the Board of Directors. A business meeting of the members shall be held in connection with the scientific conference of the Society.

Special meetings of the members may be called by the President upon the request of the Board of Directors or upon the request of thirty or more members. Notice of each meeting, whether the business meeting or a special meeting, shall be e-mailed to each member at his/her address as it appears in the record of the Society not less than five (5) nor more than sixty (60) days prior to the date of the meeting. The notice shall state the purpose of the meeting.

Section 2. Informal Action by Members. Any action required by law to be taken at a meeting of members or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof.

Section 3. Voting by e-mail/internet. In any action required either by law or under these Articles of Associations to be subject to a vote by the membership, such vote may be conducted by e-mail/internet in such manner as the Board of Directors shall determine. Such a vote shall have all the effects of a vote taken at a meeting of members.

Prior notice of such e-mail/internet vote shall not be required.

Section 4. Quorum. The presence of ten percent (10%) of the total voting membership of the Society shall constitute a quorum.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings. The Board of Directors shall meet during the scientific conference. Special meetings of the Board of Directors may be called by the President and shall be called by the President at the request of any three members of the Board. Notice of all meetings shall be given at least five (5) but not more than sixty (60) days previously thereto.

Section 2. Quorum. One-fourth of the Board of Directors, with a minimum of two members, shall constitute a quorum for the transaction of business at any meeting of the Board. Any action taken by the Board in the absence of a quorum must subsequently be ratified by the Board at a meeting or by e-mail/internet in which a quorum participates.

Section 3. Written Action. Any action, other than an action requiring membership approval under these Articles of Association may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Directors at which all Directors were present; provided that all Directors are notified of the text of the written action prior to any signing by any of the Directors. Such action taken by email shall be considered written action.

The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action.

All Directors shall be immediately notified of the effective date of the written action.

Section 4. Meeting by Telephone or Electronically. A Director may participate in a meeting of the Board, a conference among Directors, or a conference among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference. Such a conference constitutes a meeting of the Board, or the committee, if the same notice is given of the conference as would be required for the meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

Section 5. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless a greater number is required by law or by these Articles of Association.

ARTICLE VIII

COMMITTEES

The Society shall maintain standing committees which shall include but not be limited to the following:

Section 1. The Executive Committee. The Executive Committee shall be appointed by the President and approved by the Board of Directors and shall be composed of the Officers of the Board of Directors and up to two additional members of the Board of Directors. The Executive Committee shall conduct the affairs of the Society in accordance with the policies determined by the Board of Directors and shall report periodically to the Board.

The Committee shall act by majority of the members thereof, and any action duly taken by the Executive Committee within the course and scope of its authority shall be binding on the Society.

Section 2. Nominating Committee. The Nominating Committee shall consist of a Chair, who shall be a member or past member of the Board of Directors, and two or more members of the Society. The Nominating Committee shall be appointed by the President and approved by the Board of Directors prior to the close of each meeting of the members to serve from the close of such meeting until the close of the next meeting of the members and such appointment shall be announced at each such meeting.

Section 3. Finance Committee. The finance Committee is chaired by the Treasurer and is composed of members appointed by the President with approval by the Board of Directors. The Finance Committee maintains a continuing review of financial affairs and makes appropriate recommendations to the Board of Directors or Executive Committee.

Section 4. Membership Committee. The Membership Committee consists of a Chair, being a member of the Board of Directors, and two or more members of the Society. This Committee recommends the election of members. The Board of Directors decides about the membership.

Section 5. Conference Organizing Committee. The Conference Organizing Committee shall be comprised of a chair, called the Conference Organizer, a vice-chair and three or more other members all appointed by the President and approved by the Board of Directors. The Conference Organizer is not a member of the Board. The Vice-President shall become the conference organizer of the next scientific conference of the Society. The Conference Organizing Committee, with input from the Executive Committee, solicits funds and organizes the scientific conference, the physical arrangements, the opening ceremony, symposia, workshops, special interest dinners and other scientific events. It solicits and reviews abstracts of scientific work, with input from the Executive Committee, and issues invitations for presentation. No abstracts or other scientific works may be presented at the scientific conference without review and invitation by the Conference Organizing Committee.

The Committee solicits proposals for future Society conferences and recommends future conference organizers and sites for approval by the Board of Directors.

Section 6. The Publications Committee.

The Committee consists of a Chairperson, two members appointed by the President and approved by the Board of Directors, and the Journal Editor-in-chief ex officio. The Society Administrative Officer staffs the committee. The Chairperson shall be a member of the Board of Directors.

The Committee oversees Society involvement in the journal of the Society and recommends the Journal Editor-in-Chief for Executive Committee approval. It selects editors and topics for all other publications that serve the interest of the Society.

Section 7. Strategic Oversight Committee. The Strategic Oversight Committee will be chaired by a member of the Board of Directors. The Committee consists of members of the Board of Directors and Committee Chairs. The process and criteria for member identification and rotation will be determined by the Board of Directors. The tasks and responsibilities of the Committee include (1) the recommendation of the formation of new special (ad hoc) Committees,/Task Forces/Working groups with defined goals (such as Committees for Audit, Awards, Website, Ethics and Public Policy, International Affairs, Scientific matters etc.), (2) the review of the progress of the Committees, (3) the stimulation of cross communication between the Committees, (4) the communication of strategic priorities to the Committees, (5) annual reports of the results of the Committees to the Board of Directors.

The Committee policies and procedures will be developed by the Strategic Oversight Committee and approved and formalized by the Board of Directors.

ARTICLE IX

THE JOURNAL

Section 1. Ownership. The Journal is owned and operated under the auspices of the Society. A contract to this effect exists between the Society and the Publishing Inc.

Section 2. Editorial Policy. The editorial policy shall be consistent with and representative of the aims and concepts of the Society in its Articles of Incorporation.

Section 3. Journal Editor-in-Chief. The Journal Editor-in-Chief shall be appointed by the Executive Committee for a period of six years. The Journal Editor-in-Chief shall serve on the Board of Directors and ex officio on the Executive and Publications Committees. The Journal Editor-in-Chief shall be responsible for selecting papers of high quality, for soliciting and carrying out suggestions for improving the services provided by the Journal and for promoting the general welfare of the Journal.

Section 4. Subscription Rate. The subscription rate for the Journal shall be determined annually by the publishers in consultation with and with the approval of the Publications Committee.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND REFUNDS

Section 1. Contracts. The Board of Directors may authorize any officer, agent, or agents of the Society in addition to the Officers so authorized by the articles of association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officers, agent or agents of the Society and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer or the President of the Society.

Section 3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Secretary-Treasurer or agent may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Society any contributions, gifts, bequests, or devises for any purpose of the Society.

ARTICLE XI

BOOKS AND RECORDS

The Society shall keep correct and complete books and records of amount and shall also keep minutes of the proceedings of its Board of Directors and Executive Committee and shall keep in the principle office a record of the names and addresses of the members of the Board of Directors and the Executive Committee entitled to vote. All books and records of the Society may be inspected by any Director, any member of the Executive Committee or any member or his/her attorney for any proper purpose at any reasonable time.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Society shall commence on the first day of January and end on the last day of December of each year.

ARTICLE XIII

DUES AND TERMINATION

Annual dues for active members shall be determined by the Board of Directors. Annual dues shall include the Newsletter, an electronic subscription to the Organ-on-Chip Digital Platform, a reduced fee for the Annual Conference and an electronic subscription to the Journal of the Society.

Dues shall be payable in advance, on the first day of January.

Annual dues for student members may be on a reduced basis in an amount to be determined by the Board of Directors.

Emeritus/a members shall be exempt from the payment of dues.

Honorary members shall be exempt from the payment of dues unless they are active members.

Membership shall terminate for any member whose dues are in arrears for a period of three years. Notification shall be sent to the member at least two weeks prior to termination. In all other cases termination of membership is a decision of the Board of Directors.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Association of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENT

Section 1. These Article of Association may be altered, amended, or repealed and new articles of association may be adopted by a majority vote of the members at any regular or special meeting, if at least thirty (30) days' notice is given of intention to alter, amend, or repeal or to adopt new articles of association at such meeting or by a majority of those members voting in an e-mail/internet vote held in accordance with Article VI, Section 3 of these Articles of Association.

Section 2. The invalidity of any part of these Articles of Association shall not impair or affect in any manner the validity enforceability or effect of the balance of the Articles of Association.

ARTICLE XVI

DISSOLUTION

The Society may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Society, other than incident to a merger or consolidation, the assets of the Society shall be assigned to any nonprofit corporation, trust or other organization to be devoted to such similar purposes.

Concluding statements

The person appearing furthermore declared:

1. As per the date of incorporation of the Society the Board of Directors will consist of the following persons:
 - C.L. Mummery, aforementioned, as President;
 - Peter Moritz Loskill, born in Saarbrücken (Germany) on the eighteenth of February nineteen hundred eighty-four, having German nationality (passport number C34PG61C8), residing at 70199 Stuttgart (Germany), Hahnstrasse 16, as Vicepresident;
 - A.J.M. van Raaij, aforementioned, as Secretary-Treasurer; and
 - A. van den Berg, aforementioned, as member.

2. The first financial year of the Society will end on the thirty-first of December two thousand eighteen.

The person appearing is known to me, civil-law notary.

WHEREOF THIS DEED

was executed in Eindhoven, the Netherlands, on the date stated in the preamble hereof. I, notary, stated and explained the gist of the deed to the person appearing.

The person appearing declared not to appreciate a full reading of the deed and to have taken note of the contents of the deed and agree to it. After being read out in part, this deed was subsequently signed by the person appearing and by me, notary.