

PROGRAM COUNCIL REGULATIONS



Smart BioMaterials Center

P.O. Box 80 • 5600 AB Eindhoven • The Netherlands
BANK NL91 TRIO 0320388042 • VAT NL863150548B01 • KVK 84260173

1. Peter Struik, Chairperson
2. Joep Brouwers, Secretary
3. Menno Lammers, Treasurer,

acting as the Executive Committee of the Stichting Smart BioMaterials Consortium, established in Eindhoven at De Lismortel 31, registered in the Trade Register of the Chamber of Commerce under file number 84260173, hereinafter referred to as the "Foundation";

taking into consideration:

- that according to a notary deed executed on 20 October 2021 before Ronald Theodorus Jozef Theunissen, the Foundation has been established;
- Article 12 of the Statutes of the Foundation provides for the possibility of establishing a Program Council. The Executive Committee of the Foundation decided on 15 December 2021 to define the tasks and powers of the Program Council and to adopt them in a set of regulations;

hereby declare:

to adopt the aforementioned regulations and to establish the tasks and powers of the Program Council with effect from the day of signature of this deed as follows:

1. Definitions

- a. *Executive Committee*: the management of the Foundation
- b. *Community*: the set of parties working in the field of biomaterials, including parties that are part of the production cluster for hydrogels and biomaterials for regenerative medicine.
- c. *Director*: the Director of the Foundation appointed by the Executive Committee
- d. *Program Council*: the advisory council established by the Executive Committee

- e. *Foundation*: the legal entity Stichting Smart Biomaterials Consortium, registered with the Chamber of Commerce under number 84260173

2. Appointment

- a. The Program Council will consist of at least five (5) members and a maximum of twelve (12) members, including the Chairperson of the Program Council.
- b. The members of the Program Council will be appointed by the Executive Committee from parties that are part of the Community and end-users of the Foundation.
- c. The Statutes of the Foundation describe the criteria set for the members of the Program Council (Article 12)
- d. Dismissal and suspension of a member of the Program Council will be effected according to the decision-making process, to be carried out by the Executive Committee, if there is evidence of neglect of duty, if there are other serious reasons, or if there are substantial changes in circumstances which mean that remaining a member of the Program Council cannot reasonably be required.
- e. The members of the Program Council are appointed for a term of (maximum) four years. After retiring, members are eligible for reappointment for two consecutive terms of (maximum) four years.

3. Duty

- a. The Executive Committee will always submit the program policy to the Program Council, which will then advise on it.
- b. The Executive Committee will always submit project applications that may be eligible for funding to the Program Council, which will then advise on them.
- c. The Program Council has a duty to advise the Foundation's Executive Committee on the progress and development of awarded projects.
- d. The Executive Committee also consults the Program Council for advice on investments worth more than one hundred thousand euros (€100,000) in the SBMC facilities.
- e. Furthermore, the Program Council can advise the Executive Committee on all other matters if so desired by the Executive Committee.

4. Program Council procedure

- a. The Program Council elects a Chairperson and a Secretary from among its members. The Executive Committee will be notified thereof. The Chairperson leads the meetings, and the Secretary provides a factual report of the meetings. The administrative organisation will support the Program Council in this task.
- b. The Program Council meets as often as the Chairperson or one or more of the members of the Program Council deems this necessary. The meeting is convened, stating the items to be discussed by the member who has taken the initiative to convene the meeting, subject to a notice period of at least eight days. Each member of the Program Council is entitled to cast

one vote during a meeting. Members of the Program Council may be represented by another member holding a written proxy.

Program Council meetings may be held via telephone or video conferencing or by any other means of communication, provided that each participating member can be heard by all others simultaneously and provided that such meetings are chaired from within the Netherlands.

- c. A member of the Program Council does not participate in the deliberation and formation of a recommendation and abstains from voting if that member has a direct or indirect personal interest. The Program Council member concerned will, in that case, also not be entitled to attend the relevant part of the Program Council meeting. A member with a personal interest must inform the Chairperson of this prior to the meeting. The recommendation is then prepared by the other members of the Program Council. If all members of the Program Council have a personal interest, the Executive Committee may seek advice by other means.
- d. The Program Council can give the Foundation's Executive Committee solicited and unsolicited recommendations on the content of the Foundation's program and the related facilities.
- e. Prior to formulating an unsolicited recommendation, the Program Council informs the Director and the Executive Committee of the Foundation.
- f. The Foundation's Executive Committee will ask the Program Council for a recommendation if it deems this necessary, whereby a recommendation period of no more than six weeks will be observed.
- g. The Program Council itself decides whether and when third parties should be involved in preparing a recommendation. These may be external experts, representatives of end-users of the Foundation or other competent persons.
- h. The recommendation of the Program Council is presented in writing to the Executive Committee for decision-making.
- i. If the Program Council or the Executive Committee deems it necessary, a recommendation may be explained verbally during the Executive Committee meeting.
- j. The Chairperson of the Program Council has regular meetings with the Director of the Foundation, during which they discuss the implementation of recommendations given and the development of the Foundation.

5. Amendments

The Executive Committee is authorised at all times to amend or terminate these regulations. Before proceeding with an amendment, the Executive Committee will give the Program Council the opportunity to express its views on the proposed amendments.

6. Closing provision

These regulations shall enter into force on fifteen December two thousand and twenty-one. In all cases where these regulations do not so provide or in case of doubt regarding the intention of the provisions they contain, the Executive Committee reserves the right to decide.