

## Annex 2 to the DTL Partner Agreement

### **Regulations of the DTL Partner Advisory Committee (PAC Regulations)**

Regulations on the work and procedures of the DTL Partner Advisory Committee as established by the Executive Board of Stichting DTL on 20 December 2013, and adhering to articles 12 and 13 of the articles of association of Stichting DTL. This annex is an integral part of the DTL Partner Agreement.

#### **Article 1 DEFINITIONS**

- a) **Articles of Association:** the articles of association of Stichting DTL, formally establishing Stichting DTL as legal entity, with a governance and advisory structure as described therein, the most recent version of which are attached as annex 1 to this DTL Partner Agreement
- b) **DTL:** Stichting Dutch Techcentre for Lifesciences.
- c) **DTL Alliance:** formalised collaborative network of organisations (DTL Partners) that all have signed the DTL Partner Agreement.
- d) **DTL Partner** or **Partner:** public or private organisation that is an independent legal entity with an active scientific and/or commercial interest in Life Science Technology expertise and/or infrastructures, that supports the DTL mission and aims, that wants to actively participate in the DTL network, and that has signed the DTL Partner Agreement.
- e) **DTL Partner Agreement:** the bilateral agreement between Stichting DTL and an organisation that is an independent legal entity that wants to enter the DTL Alliance and become a DTL Partner.
- f) **Executive Board:** the governing body of Stichting DTL.
- g) **PAC Regulations:** these regulations, the Regulations of the DTL Partner Advisory Committee
- h) **Partner Advisory Committee (PAC):** Advisory committee to the Executive Board of DTL consisting of DTL Partner delegates, as outlined in Article 2 of the DTL Partner Agreement.

#### **Article 2 ROLE OF THE PARTNER ADVISORY COMMITTEE**

- 2.1 Adhering to article 12 of the Articles of Association of DTL, an advisory council (raad van advies) is established as advisory body to DTL. In the context of the DTL Alliance, this body is termed the Partner Advisory Committee (PAC).
- 2.2 The PAC advises the DTL Executive Board, per request or proactively, on the strategy and policy of DTL, and on any other major issue that may be of relevance to the DTL Alliance.
- 2.3 The DTL Executive Board will inform the PAC and ask for its advice before important decisions are made by DTL (ex article 12.4 of the Articles of Association). These include at least a request for advice prior to:
  - a) appointing new members of the DTL Executive Board;
  - b) changes in the Articles of Association of Stichting DTL;
  - c) changes in these PAC Regulations
  - d) changes in the DTL organisation that affect the DTL Partner Agreement, including fee structure and fee levels associated with the DTL partnership.

#### **Article 3 PAC MEMBERSHIP**

- 3.1 Membership to the PAC is restricted to mandated representatives from DTL Partners.

- 3.2 Each DTL Partner is entitled to propose one mandated representative at senior management level as member of the PAC, whose name and contact details shall be made known to DTL.
- 3.3 The DTL Executive Board evaluates the candidacy of proposed Partner representatives, and appoints the members of the Partner Advisory Committee, as determined in article 12.3 of the DTL Articles of Association.
- 3.4 The PAC membership terminates as of the date of termination of the DTL Partner Agreement.
- 3.5 The PAC membership is not open to members of the DTL Executive Board, the director of Stichting DTL, nor to anyone who is also an employee of Stichting DTL or effectively operating under the governance of the DTL Executive Board.

#### **Article 4 PAC ASSEMBLY**

- 4.1 The PAC will assemble at least once a year to meet with the Executive Board of DTL. In this annual meeting the DTL Executive Board will report on the preceding period and present DTL's strategy and policy for the future.
- 4.2 The agenda and related documents of the yearly PAC assembly will be made available to all DTL Partners in writing, and at least 30 (thirty) days prior to the PAC assembly.
- 4.3 The DTL Executive Board will announce requests for advice (ex article 2.3 of these PAC Regulations) in writing (by e-mail or letter) to the chairman of the PAC. The DTL Executive Board will allow for a fair and reasonable period of time, but at least thirty (30) days, for the PAC to assemble, or otherwise formulate their advice to DTL.
- 4.4 The PAC may decide to assemble more frequently than once per year.
- 4.5 All PAC members are equally entitled to present proposals concerning new activities, policies and other means to optimize or improve the ability of the DTL Alliance to realise the DTL mission as described in the considerations.
- 4.6 In case PAC advice requires voting, the PAC Assembly decides by majority voting. Valid votes require the presence of more than one third of the PAC members. In case of equal votes the PAC Chairman casts a deciding vote.
- 4.7 PAC decisions and advice are not legally binding.
- 4.8 PAC decisions and advice are made available to the DTL Executive Board in writing (by e-mail or letter).
- 4.9 PAC assembly meetings are not open to the public, but the PAC may decide to invite external persons to the PAC Assembly.

#### **Article 5 PAC ORGANISATION**

- 5.1 PAC members select out of their midst two (2) representative who they will appoint chairman and vice-chairman for the PAC. The chairman and vice-chairman are appointed for a maximum of 2 years, with the option for elongation of this term for another 2 year.
- 5.2 The PAC may decide to appoint a secretary to the PAC, who will work with the chairman and/or vice-chairman in preparing and executing PAC meetings.
- 5.3 The annual PAC meeting with the DTL Executive Board is supported by the DTL director. The DTL director will at least take care of the timely distribution of the announcement of the PAC meeting and its agenda, taking minutes and distribution of the minutes of the meeting. The DTL director will also assist in the practical arrangements needed to prepare and execute the PAC meeting and make financial arrangement when needed to host the PAC meeting.

5.4 The DTL director will communicate about the PAC assembly with the PAC secretary, if appointed, and/or directly with the chairman and vice-chairman.

5.5 None of the positions in the PAC will be remunerated by DTL.

**Article 6 CONFIDENTIALITY**

All information shared within the PAC that is or should be regarded confidential will be treated as such by the PAC members.

**Article 7 CHANGES TO THESE PAC REGULATIONS**

The Executive Board of DTL is entitled to make changes to these PAC Regulations, but only after consultation of the PAC.