

Update to the Statutes: overview of proposed changes

Karsten Trautmann, EphMRA President, Merck KGaA

Charles Tissier, Treasurer

Why review the Statutes?

Current Statutes from 2011

- Long and Repetitive
- Structure does not support the way the Association needs to work

New proposed Statutes

- Adapt so fit for the future
- Support the future Association's direction and objectives
- Updated statutes will enable us to move forward within a flexible structure
- Statutes structure needs to allow 'movement' and be flexible: major changes have to be submitted to the Basel Commercial Register for review (so we can maintain our registration status)

Statutes Structure



- **2011 Statutes**

- Name and Registered Office
- Purpose
- Membership: Full members
- Membership: Associate members
- The Bodies of the Association
- General Meeting
- The Board
- Committees, working groups, national groups
- Amendments to the Statutes/Dissolution
- Disputes

- **2020 Statutes**

- Name and Registered Office
- Purpose
- Membership:
 - Industry membership
 - Agency membership
 - Academic membership
 - Affiliate membership
- Notice to Leave the Association
- Membership fees
- Liability
- General Meeting
- Executive Board
- General Manager
- Treasurer
- Auditors
- Amendments to the Statutes/Dissolution
- Governing law and jurisdiction

What are the Key Changes



Article 2 – Purpose

- Essence of our focus remains the same but it has been updated
- Streamlined and made adaptable
- EphMRA's overall aim is to create an environment that encourages excellence for international healthcare market researchers to provide insights based on state-of-the-art market research activities combined with business knowledge.

Membership Categories

– major change here (Arts 3-6)



- Currently:

- Full members (industry)
- Associate (Suppliers)

- Statutes membership sections are long, repetitive and rather rigid

- Need to ensure the Association can adapt the membership categories to meet future change

- Proposed in more streamlined categories:

- Industry
- Agency
- Academic
- Affiliate

- Industry and Agency – streamlined membership requirements: - engaged in healthcare MR, corporate membership

- Voting – Industry members vote on all matters. Agency members when invited to

Non voting:

- Academic members – can participate in the Association
- Affiliate – for related activities eg recruitment, PR

- Also looking to introduce a new membership category under Agency: Individual/Consultant – for October 2020

The Governing Bodies of the Associations:

Previous (Article 5)	Now (Article 10)
General Meeting Board Individual committees, working groups, national groups Auditors	General Meeting Executive Board General Manager Treasurer Auditors

Article 7 – Notice to Leave

(now all in one Article - was previously in different membership articles)

- Previously had to give 6 months notice (unworkable)
- Now just one month's notice in September (more business practice)

Article 8 – Membership Fees

- Board who sets the fee level
- previously the AGM

Article 10 – Organisation of the Association essentially the same as previous but written more clearly

- outlines role of the AGM
- role of the Board

Article 11

- Better separates out the responsibilities of the General Meeting from the Board
- Removed restrictions around max length of President's term and the 'ad interim' President appointment
- Removed detail around the AGM/Board:
 - directing the committees
 - need to have a Past President on the Board (desirable)
- Board industry members still need to be contracted with industry member companies

Articles 12 – 14

- Separate out the appointments of the General Manager, Treasurer and Auditor (Commercial Register requirement)
 - Appointments with contracts
 - AGM no longer appoints the Treasurer
 - Board can delegate responsibilities

Next Steps

Receive by email:

- 2020 and 2011 Statutes in a comparative document
- Voting link
- One vote per Industry company

Happy to answer any questions now