

RULES OF PROCEDURE FOR THE BOARD

Date: 2026-06-22

1 Purpose

- 1.1 These Rules of Procedure govern the work and internal organisation of the Board of Directors (the “Board”) of the European Genomic Medicine Consortium (“EGMEDC” or the “Association”).
- 1.2 These Rules of Procedure supplement the Articles of Association and shall be interpreted consistently therewith.

2 Responsibilities of the Board

- 2.1 As set out in the Articles of Association, the Board is responsible for the strategic direction of the Association, supervision of its activities, approval of budgets and annual plans, admission and termination of Members, and appointment of the Secretariat and the Advisory Board.
- 2.2 The Board shall oversee the financial affairs of the Association and ensure that appropriate systems for financial management, budgeting, internal controls and reporting are established and maintained. Material expenditures in the level of EUR 2500 outside the approved budget require prior Board approval.
- 2.3 The Board shall act in the best interests of the Association and support the fulfilment of its purposes.
- 2.4 The Board shall report to the general assembly.

3 Financial Oversight

- 3.1 The Board shall approve the annual budget and monitor the financial position of the Association on a regular basis. Any Board Member may always request documentation for financial transactions or the like.
- 3.2 The Board shall ensure that appropriate controls are in place regarding the receipt, custody and use of the Association's funds. Any financial transaction by the Association must always be approved by two Board Members appointed by the Board for a 12-month period. Re-appointment may occur.
- 3.3 The Board shall receive regular financial reports as determined by the Board.
- 3.4 At every board meeting a financial report of transactions made and income and expense overview must be presented to the Board.

4 Delegation and Secretariat

- 4.1 The Board may delegate operational and administrative tasks to the secretariat.

4.2 The Secretariat shall operate within the authority and budget approved by the Board and shall report to the Board in accordance with arrangements determined by the Board.

4.3 The Board shall approve the establishment of any remunerated positions within the Association and determine the applicable reporting lines and responsibilities.

5 Board meetings and minutes

5.1 The Board shall meet not less than four times a year and, further, when (i) the chairman deems it necessary, (ii) a meeting is requested by a member of the Board. The chairman shall ensure that all Board Members are invited.

5.2 If possible, meetings shall be convened by not less than seven days' notice by e-mail or other electronic mail specifying the agenda for the meeting to all the Board Members.

5.3 The meetings of the Board shall be held in a location determined by the chairman. As per decision of the chairman in each specific case, the meetings of the Board may be held electronically.

5.4 The Board may invite observers and other non-members to attend the meetings.

5.5 Minutes shall be prepared for each Board meeting.

5.6 The minutes shall record: the date of the meeting, the participants and the matters discussed and will be disclosed online on the Association's website.

5.7 Draft minutes shall be circulated to the Board after the meeting. All Board Members present at a meeting must sign the minute or state why they have not signed. The statement will be disclosed within minutes.

6 Resolutions and sponsor independence

6.1 The Board shall constitute a quorum when more than half of the Board Members participate in the meeting. Each Board Member shall have one vote.

6.2 The business transacted by the Board shall be resolved by a simple majority of votes. In case of an equality of votes, the chairman shall have the casting vote.

6.3 Resolutions may be adopted in writing where the chairman considers this appropriate and all Board Members are given an opportunity to participate.

6.4 The Association shall be bound by the joint signatures of the Chairman and one Board Member, or by two Board Members designated by the Chairman.

- 6.5 Financial contributions from sponsors shall not provide any influence over scientific positions, recommendations, governance decisions, Board resolutions or policy positions of EGMEDC.

7 Conflicts of Interest

- 7.1 A Board Member shall promptly disclose any actual, potential, or perceived conflict of interest relating to a matter considered by the Board and shall refrain from participating in any decision on a matter in which the Board Member has a direct or indirect interest.
- 7.2 The Board shall determine how any conflict of interest shall be managed.
- 7.3 Any proposed agreement between EGMEDC and a Board Member, Secretariat Member, Advisory Board Member, Founder, or any entity controlled by or affiliated with such persons, shall be approved by the disinterested Board Members only and shall be documented as being on arm's length and market-based terms.
- 7.4 Any conflict of interest and the way it was addressed shall be recorded in the minutes. All Board Members shall annually submit a written declaration of interests and update it whenever material changes occur.

8 Confidentiality

- 8.1 Board Members shall treat all non-public information received in connection with their Board duties as confidential.
- 8.2 The duty of confidentiality shall continue after a Board Member has ceased to hold office.

9 External Communication

- 9.1 The Board shall seek to ensure open, timely and appropriate communication with the members and partners of the Association as well as the public.
- 9.2 The Chairman shall ordinarily act as spokesperson for the Board and may communicate with public authorities, members, sponsors, donors, foundations, suppliers, media representatives and other external stakeholders on behalf of the Board. The Board may authorise other Board Members or representatives of the Association to act as spokespersons for specific matters.
- 9.3 Board Members shall clearly distinguish between personal opinions and statements made on behalf of the Association or the Board.

- 9.4 Board Members shall contribute to safeguarding the reputation and interests of the Association in their public communications, including on social media, in the press and when participating in meetings with public authorities, members or other.

10 Reimbursement and Expenses

- 10.1 Board Members shall serve without remuneration unless otherwise decided by the General Assembly.
- 10.2 Reasonable expenses incurred in connection with Board duties may be reimbursed, provided that the expenses are supported by appropriate documentation and approved in accordance with procedures determined by the Board.

11 Review and Amendment

- 11.1 These Rules of Procedure may be amended by resolution of the Board.
- 11.2 The Board shall review these Rules of Procedure whenever considered appropriate and at least once a year.