



ARTICLES OF ASSOCIATION

i3S - Instituto de Investigação e Inovação em Saúde da Universidade do Porto - Associação

ARTICLE 1

(Name, Nature and Head Office)

1. The association adopts the name "i3S - Instituto de Investigação e Inovação em Saúde da Universidade do Porto - Associação" (hereinafter referred to as "i3S").
2. i3S is a non-profit scientific and technological association governed by private law.
3. i3S has its head office at Rua Alfredo Allen, n° 208, 4200-135 Porto, in the parish of Paranhos, in the municipality of Porto.
4. By resolution of the General Assembly on a proposal from the Board of Director, i3S may set up delegations or any other form of institutional representation in Portugal or abroad.

ARTICLE 2

(Purpose)

The purpose of i3S is to carry out and promote scientific research, advanced training, technological development, the transfer of knowledge and technology, the promotion of entrepreneurship and literacy in the area of health, specifically in the fields of Bioengineering, Molecular and Cellular Biology, Immunology and Infection, Neurobiology and Oncobiology, namely through the management of a research and training centre of excellence.

ARTICLE 3

(Objectives)

In order to achieve its objective, i3S proposes to:

- a) Manage and develop a research and advanced training centre of reference in the currently existing fields of Bioengineering, Molecular and Cellular Biology, Immunology and Infection, Neurobiology and Oncobiology and others related to the Health Sciences, with a particular focus on research with clinical applications;
- b) Make i3S a leading research and advanced training centre at European level in terms of scientific production and the creation of intellectual property in the field of health sciences and technologies;
- c) Promote and coordinate national and international research, development and innovation projects;
- d) Promote the transfer of knowledge and the exploitation of research results through interaction and collaboration with organisations in the various health sectors and with the business sector;
- e) Encourage the emergence of new scientific areas, particularly through the promotion of



- advanced training programmes, innovation and entrepreneurship;
- f) Provide services to the community within the scope of its scientific and technological activity;
 - g) Attract national and international researchers of high talent and capability;
 - h) Collaborate with other entities, namely i3S Associates and their research centres, other scientific research institutions, hospitals, companies and national and international associations.

ARTICLE 4

(Cooperation with other organisations)

1. i3S can enter into partnerships or cooperation agreements with any public or private, national or foreign entities, as well as join or be affiliated with any national or international bodies, and hold shares or associate in any way with any other legal entities, namely associations, companies, civil or commercial, complementary groupings of companies, European groupings of economic interest, consortia, associations in participation and any other type of organization or entity, in any jurisdiction, always without prejudice to its non-profit purposes.
2. i3S may enter into contracts for the delegation of public tasks with higher education institutions, for the purposes indicated in article 15 no. 3 of Law no. 62/2007 of 10 September or the legal regime for higher education institutions (RJIES) that succeeds it.

ARTICLE 5

(Internal Regulations)

Rules relating to the organisation and operation of i3S that are not included in these articles of association shall be the subject of internal regulations approved by the Board of Directors or, in cases where this is legally mandatory, by the General Assembly on a proposal from the Board of Directors.

ARTICLE 6

(Associates)

1. i3S Associates can be Founding Associates, Adhering Associates or Honorary Associates.
2. Founding Associates:
 - a) Universidade do Porto;
 - b) IPATIMUP - Instituto de Patologia e Imunologia Molecular da Universidade do Porto;
 - c) INEB - Instituto Nacional de Engenharia Biomédica;
 - d) Instituto de Biologia Molecular e Celular - IBMC;
 - e) Instituto Politécnico do Porto;



- f) Instituto Português de Oncologia do Porto Francisco Gentil;
 - g) Centro Hospitalar e Universitário de Santo António;
 - h) Centro Hospitalar Universitário de São João;
 - i) BIAL - Portela & Companhia, S.A.;
 - j) Health Cluster Portugal - Associação do Pólo de Competitividade da Saúde.
3. Adhering Associates are legal persons who request this in a reasoned written form, demonstrating their relevance to the activities of i3S, or who have been nominated at the proposal of at least two Founding Associates, and who, in both cases, have their request accepted by a resolution of the General Assembly approved by a majority of 75 per cent (seventy-five per cent) of the votes of all Associates, taking into account the respective participation units.
4. Honorary Associates are legal persons to whom i3S grants such a title in recognition of services rendered or donations made or any other contribution especially relevant to the achievement of i3S's purposes, in accordance with the proposal made by the Board of Directors and approved at the General Assembly by a majority of 75% (seventy-five percent) of the votes of all Associates, taking into account their respective participation units.
5. Founding and Adhering Associates will be allocated participation units ("UP") in accordance with the rules set out in the following paragraphs.
6. The allocation of each participation unit presupposes the payment of a fee of €1.00 (one euro) and entitles the respective Associate to 1 (one vote) at the i3S General Assembly.
7. Founding Associates will be allocated the following participation units:
- a) Universidade do Porto: 35
 - b) IPATIMUP - Instituto de Patologia e Imunologia Molecular da Universidade do Porto: 10
 - c) INEB - Instituto Nacional de Engenharia Biomédica: 10
 - d) Instituto de Biologia Molecular e Celular - IBMC: 10
 - e) Instituto Politécnico do Porto: 1
 - f) Instituto Português de Oncologia do Porto Francisco Gentil: 1
 - g) Centro Hospitalar Universitário de Santo António: 1
 - h) Centro Hospitalar Universitário de São João: 1
 - i) BIAL - Portela & Companhia, S.A: 5
 - j) Health Cluster Portugal - Associação do Pólo de Competitividade da Saúde: 5
8. Adhering Associates shall be allocated the participation units that are decided by a majority of 75 per cent (seventy-five per cent) of the votes of all Associates, taking into account the respective participation units, at the same General Assembly that approves their admission.

ARTICLE 7

(Rights and Duties of Associates)



1. Founding and Adhering Associates have the following rights:
 - a) To attend and vote at General Assemblies;
 - b) To request the convening of Extraordinary General Assemblies under the terms of the articles of association;
 - c) To obtain information from the associative bodies on the conduct of i3S activities, provided they request it in writing, in a reasoned manner and with reasonable notice, always safeguarding the confidentiality of the information.
2. Honorary Associates have the right to attend General Assemblies, without the right to vote, and are exempt from paying membership fees.
3. Founding and Adhering Associates have the following duties:
 - a) To comply with the articles of association and internal regulations, as well as to respect the resolutions of the associative bodies;
 - b) To make the contributions to the social assets to which they are obliged on time;
 - c) To pay on time the fees and dues set by these articles of association or by resolution of the General Assembly;
 - d) To participate in i3S activities;
 - e) To contribute to the prestige and pursuit of i3S objectives.

ARTICLE 8

(Exoneration and Exclusion of Associates)

1. Without prejudice to the provisions of the following paragraph, Associates may resign from i3S at any time by giving notice to the Board of Directors by registered letter with acknowledgement of receipt three (3) months in advance stating the reasons for the resignation.
2. Founding Associates IPATIMUP - Instituto de Patologia e Imunologia Molecular da Universidade do Porto, INEB - Instituto Nacional de Engenharia Biomédica and Instituto de Biologia Molecular e Celular - IBMC may only resign after they have made all the contributions to i3S's assets to which they are obliged by agreement between i3S, IBMC, INEB, IPATIMUP and Universidade do Porto.
3. Associates may be excluded from i3S in the following cases, and provided that the exclusion is decided by resolution of the General Assembly, approved with the favourable votes of all Founding Associates, with the Associate in question being prevented from voting:
 - a) Failure to make the contributions to i3S assets to which it is obliged by agreement between i3S, IBMC, INEB, IPATIMUP and Universidade do Porto;
 - b) Serious or repeated failure to fulfil any duty inherent to membership;
 - c) Declaration of insolvency or commencement of winding-up proceedings, liquidation or cessation of activity.



4. An Associate who, for whatever reason, ceases to belong to i3S is not entitled to recover any contribution it has made and forfeits the right to the association's assets, without prejudice to its liability for all benefits relating to the time it was an Associate.

ARTICLE 9

(Contributions and Income)

1. The Founding Associates IPATIMUP - Instituto de Patologia e Imunologia Molecular da Universidade do Porto, INEB - Instituto Nacional de Engenharia Biomédica and Instituto de Biologia Molecular e Celular - IBMC, undertake to contribute to i3S's assets with the contributions established by agreement between i3S, the aforementioned Founding Associates and Universidade do Porto.
2. The following are i3S revenues:
 - a) Associate contributions;
 - b) Membership fees and dues set by the General Assembly;
 - c) Income from any assets owned by i3S;
 - d) Income from the transfer, assignment, exploitation and licensing of intellectual property rights;
 - e) Income from activities organised and services provided by i3S as part of its scientific and technological activity;
 - f) Funding obtained for research projects;
 - g) Grants, incentives, inheritances, legacies and assets donated to i3S.

ARTICLE 10

(i3S Bodies)

i3S has the following bodies:

- a) The General Assembly;
- b) The Selection Committee;
- c) The Board of Directors;
- d) The Advisory Committee;
- e) The Scientific Council, which contains the Coordinating Committee of the Scientific Council;
- f) The Supervisory Board;
- g) The External Advisory Board;
- h) The Ethics and Responsible Conduct Committee.

ARTICLE 11

(General Assembly)



1. The General Assembly is made up of Founding and Adhering Associates.
2. Associates shall have as many votes at the General Assembly as the number of participation units they hold.
3. Honorary Associates have the right to attend General Assemblies, without the right to vote.
4. The General Assembly is run by its Board, made up of the Rector of Universidade do Porto (or whoever legally represents him), who is responsible for guiding and regulating the Assembly meetings, and one (1) Secretary, appointed by the Rector from among the representatives of the Associates present at the Assembly meeting.
5. If the Rector (or whoever legally represents him) is absent or cannot attend, two Associate representatives, appointed at the beginning of the meeting by a majority of the Associates present, shall act as Chairman and Secretary of the General Assembly Board.

ARTICLE 12

(Powers of the General Assembly)

The General Assembly is responsible for:

- a) Deciding on the admission and exclusion of Associates;
- b) Approving the amendment of the articles of association, the demerger, merger and extinction of i3S after consulting the Coordinating Committee of the Scientific Council;
- c) Appointing the Chairman of the Board of Directors, on the proposal of the Selection Committee;
- d) Appointing the members of the Board of Directors, on the proposal of the Chairman of the Board;
- e) Appointing the members of the Audit Board and the Ethics and Responsible Conduct Committee;
- f) Deciding on the dismissal of members of i3S bodies;
- g) Approving the i3S global strategic guidelines presented by the Board of Directors;
- h) Approving the Annual Budget and the Annual Activity Plan presented by the Board;
- i) Deciding on the annual financial statements presented by the Board of Directors and the opinion drawn up on them by the Supervisory Board;
- j) Approving the Annual Activity Report presented by the Board of Directors;
- k) Deciding on the acquisition, sale and encumbrance of rights in rem over immovable property;
- l) Deciding, on a proposal from the Board, on participation in other organisations;
- m) Approving the internal regulations for the Ethics and Responsible Conduct Committee;
- n) Demanding the members of the associative bodies for acts carried out in the exercise of their functions;
- o) Resolving upon all matters submitted to it by the Board of Directors or Associates.



ARTICLE 13

(Meetings of the General Assembly)

1. Meetings of the General Assembly shall be ordinary and extraordinary.
2. The General Assembly shall meet ordinarily, when convened by the Board of Directors, to resolve upon the Annual Budget, the annual financial statements and the opinion of the Supervisory Board.
3. The General Assembly shall meet extraordinarily when convened by the Chairman of the Board of the General Assembly, the Chairman of the Board of Directors, the Chairman of the Supervisory Board or by at least a quarter of the Associates with voting rights, taking into account their respective participation units.
4. The General Assembly must be convened by registered letter or, in the case of Associates who have previously given their consent, by e-mail with acknowledgement of receipt, sent at least eight (8) days in advance.
5. A second date or time for the meeting may be set in the notice convening the meeting, in the event that the Assembly is unable to meet on the first date or time set due to a lack of attendance by the minimum number of Associates provided for in these articles of association.
6. The General Assembly may meet regardless of whether it has been convened, provided that all Associates entitled to vote are present and all of them express their wish for the meeting to be constituted and resolve upon a particular matter.
7. Unless otherwise stipulated in these articles of association, the General Assembly must be attended by at least half of the Associates with voting rights in order to take a resolution on first call; on second call, the General Assembly may take a resolution regardless of the number of Associates present.
8. Associates may be represented at meetings of the General Assembly by any person designated by a written and signed document addressed to the Chairman of the General Assembly.
9. Unless otherwise provided for in this articles of association, decisions of the General Assembly shall be taken by an absolute majority of the votes of the Associates present.
10. Approval of resolutions upon the amendment of the articles of association, the split or merger of i3S requires the favourable vote of 75% (seventy-five percent) of the Associates present, representing at least 75% (seventy-five percent) of the votes of all Associates, taking into account their respective participation units.
11. The approval of resolutions upon the dissolution and extinction of i3S requires the favourable vote of 75% (seventy-five percent) of all Associates, representing at least 75% (seventy-five percent) of the votes of all Associates, taking into account their respective participation units.
12. Minutes of each meeting will be drawn up and signed by the Chairman and the Secretary of the General Assembly, once they have been approved by all those present.



ARTICLE 14

(Selection Committee)

1. The Selection Committee is a body set up exclusively to select and propose the person who should occupy the position of Chairman of the Board of Directors, who must be a person of recognised scientific and managerial competence.
2. The Selection Committee is made up of:
 - a) The Rector of Universidade do Porto (or whoever legally represents him), who will preside;
 - b) One member of the External Advisory Board, appointed by a majority of the members of that Board;
 - c) 5 (five) members of the Coordinating Committee of the Scientific Council, appointed by a 2/3 (two-thirds) majority of the members present at a meeting of the Coordinating Committee of the Scientific Council specifically convened for this purpose and at which the Chairman of the Board of Directors is prevented from voting;
 - d) 3 (three) members appointed by the majority of the other members of the Committee, with the favourable vote of the Rector of Universidade do Porto or whoever legally represents him, with said members being personalities of recognised scientific merit, external to i3S.
3. No member of the Selection Committee may be proposed for the position of Chairman of the Board of Directors, nor may anyone who has served on the outgoing Board of Directors be a member of the Selection Committee.
4. The Selection Committee will meet when convened by the Rector of Universidade do Porto or whoever legally represents him/her, by registered letter or email with acknowledgement of receipt, at least 8 (eight) days in advance.
5. The Selection Committee cannot deliberate unless all its members are present.
6. The Selection Committee's proposal as to the person who should occupy the position of Chairman of the Board of Directors must be approved by 2/3 (two thirds) of its members.

ARTICLE 15

(Board of Directors)

1. i3S is managed by the Board of Directors:
 - a) Chairman of the Board of Directors, appointed by the General Assembly, on a proposal from the Selection Committee;
 - b) Between 6 (six) and 8 (eight) members appointed by the General Assembly at the proposal of the President of the Board, 3 (three) of whom are the coordinators of the i3S Scientific Programmes.
2. The coordinators and vice-coordinators of the i3S Scientific Programmes are appointed by the Chairman of the Board, on a proposal from the Directors of the Research Groups of the



- respective Scientific Programme.
3. The members of the Board of Directors are appointed for periods of 4 (four) calendar years, with the calendar year in which they are appointed counting as a whole year.
 4. Although appointed for a fixed term, Board members remain in office until a new appointment is made, except in the case of dismissal.
 5. Without prejudice to the application of the procedures set out in Article 14, members of the Board may be reappointed one or more times, with the exception of the Chairman of the Board, who may only be reappointed once.
 6. If one of the members of the Board of Directors leaves office before completing the period for which he or she was appointed, he shall be replaced by a new member appointed by the Chairman of the Board of Directors, whose appointment must be submitted for ratification at the first following General Assembly, and who shall hold office until the end of the current term.
 7. The members of the Board of Directors may or not be remunerated, as decided by the General Assembly.
 8. The Chairman of the Board may not be a member of the Board of Directors, or any other executive body, of any i3S associate or other Research Institution/Unit.
 9. In the event of the Chairman of the Board of Directors being temporarily prevented from attending to his duties, he shall be replaced by a member chosen by a majority of the other members of the Board, without prejudice to the fact that the General Assembly may appoint another member of the Board of Directors to fulfil this role for the duration of the impediment.
 10. If the impediment becomes definitive, a new selection process will be initiated in accordance with article 14.

ARTICLE 16

(Powers of the Board of Directors)

1. The Board of Directors is responsible for managing i3S in accordance with the articles of association, internal regulations and resolutions of the General Assembly, as well as representing i3S, namely being responsible for:
 - a) Carrying out all acts and enter into all business transactions necessary to achieve the purpose and objectives of i3S;
 - b) Guiding and monitoring the activities carried out by i3S;
 - c) Drawing up a proposal for the global strategic guidelines of i3S to be presented to the General Assembly, having heard the Coordinating Committee of the Scientific Council;
 - d) Drawing up and approving i3S internal regulations;
 - e) Drawing up the Annual Budget and the Annual Activities Plan and submitting these



- documents to the General Assembly for approval, after having heard the Scientific Council;
- f) Executing the Annual Budget and the Annual Activity Plan;
 - g) Drawing up i3S's annual financial statements and submitting them for the opinion of the Supervisory Board and the approval of the General Assembly;
 - h) Drawing up the Annual Activity Report and submitting it to the General Assembly for approval, after having heard the Scientific Council;
 - i) Drawing up and submitting applications for any type of funding or incentive for i3S activities and concluding the respective contracts;
 - j) Drawing up a member's proposal for the Ethics and Responsible Conduct Committee and submitting it to the General Assembly for approval;
 - k) Deciding on the creation of new research groups or scientific platforms and on the extinction of existing groups or platforms, after consulting the Coordinating Committee of the Scientific Council and the External Advisory Board;
 - l) Drawing up, approving and implementing the i3S hiring and human resources management policy;
 - m) Drawing up and approving the hiring plan for i3S researchers after consulting the Coordinating Committee of the Scientific Council and the External Advisory Board;
 - n) Hiring researchers and other i3S employees, as well as renewing and terminating their contracts;
 - o) Exercising disciplinary powers over i3S employees;
 - p) Proposing to the General Assembly the admission and exclusion of associates;
 - q) Approving the conclusion and termination of any form of cooperation with other entities, under the terms of this articles of association;
2. The Board of Directors may delegate powers of day-to-day management and representation of i3S to one or more members or to an executive committee; the Board's resolution must set the limits of the delegation and, if an executive committee is set up, it must designate the members of the Board of Directors who make up the committee and establish how it will operate.
 3. The Board of Directors may appoint agents or proxies to carry out certain acts or categories of acts on behalf of i3S.

ARTICLE 17

(Meetings of the Board of Directors)

1. The Board of Directors meets whenever convened by its Chairman or by a majority of its members.
2. The Board of Directors must meet in ordinary session at least once a month.
3. Notices of meeting shall be given in writing and sent by registered letter or email with



- acknowledgement of receipt, at least five (5) days in advance.
4. The Board of Directors cannot deliberate unless a majority of its members are present.
 5. Unless otherwise provided for in this articles of association, decisions of the Board of Directors shall be taken by a majority vote of those present.
 6. In the event of a tied vote, the Chairman of the Board shall have the casting vote.
 7. Board meetings can be held in person at the head office of i3S, at another location agreed upon by the Board members, by videoconference or using other communication technologies.
 8. Minutes will be taken of each meeting and signed by all those present.

ARTICLE 18

(Power to bind i3S)

i3S is bound before third parties by the signature of:

- a) The Chairman of the Board of Directors together with any other member of the Board;
- b) A majority of the members of the Board of Directors;
- c) One or more members of the Board of Directors to whom powers have been delegated by the Board, in accordance with the respective instrument of delegation;
- d) A member of the Board of Directors and an agent or proxy appointed by the Board of Directors to carry out certain acts or categories of acts, in accordance with the respective instrument; or
- e) One or more agents or proxies appointed by the Board of Directors to carry out certain acts or categories of acts, in accordance with the respective instrument.

ARTICLE 19

(Advisory Committee)

1. The Board of Directors must set up an Advisory Committee, chaired by the Chairman of the Board of Directors and comprising, in addition to the members of the Board of Directors, a representative of doctoral students, a representative of postdoctoral fellows and junior researchers whose host organisation is i3S, a representative of the scientific platforms and a representative of employees from transversal units or other services.
2. The Advisory Committee is responsible for assisting the Board of Directors in the administration of i3S in accordance with the articles of association, internal regulations and the resolutions of the General Assembly, pronouncing itself on all matters submitted to it by the Board of Directors.
3. The term of office of the Advisory Committee shall coincide with the term of office of the Board that creates it.

ARTICLE 20



(Scientific Council)

1. The Scientific Council is made up of:
 - a) The Chairman of the Board, who will chair the Council;
 - b) All those who, under the terms of the legislation applicable to i3S, as an institution dedicated to scientific research, must be part of the Scientific Council.
2. In accordance with the law, and given the large number of members that make up the Scientific Council, it will have a Coordinating Committee.

ARTICLE 21

(Coordinating Committee of the Scientific Council)

1. The Coordinating Committee of the Scientific Council is made up of:
 - a) The Directors of the i3S Research Groups;
 - b) The Chairman of the Board of Directors, who will chair the Coordinating Committee of the Scientific Council.
2. The Coordinating Committee of the Scientific Council meets ordinarily twice a year, when convened by its Chairman, and extraordinarily whenever convened by the Chairman or the Restricted Coordinating Committee.
3. It is the responsibility of the Coordinating Committee of the Scientific Council, without prejudice to other attributions provided for in these articles of association:
 - a) To approve its internal regulations;
 - b) To appoint 5 (five) of its members to sit on the Selection Committee for the purposes set out in these articles of association;
 - c) To issue an opinion on the amendment of the articles of association, the split, merger and extinction of i3S;
 - d) To issue an opinion on the proposal for the global strategic guidelines of i3S to be presented to the General Assembly by the Board of Directors;
 - e) To issue an opinion on the hiring plan for i3S researchers defined by the Board of Directors;
 - f) To issue an opinion on the creation of new research groups or scientific platforms and on the extinction of existing groups or platforms;
 - g) To issue an opinion on the members to be appointed to the External Advisory Board;
 - h) To issue any other opinion requested by the Board.
4. The Coordinating Committee of the Scientific Council will have a Restricted Coordinating Committee made up of the Chairman of the Board and the coordinators and vice-coordinators of the i3S Scientific Programmes, which will organise and direct the work of this body.

ARTICLE 22

(Meetings of the Coordinating Committee of the Scientific Council)



1. Meetings of the Coordinating Committee of the Scientific Council shall be convened in writing and sent by e-mail with acknowledgement of receipt, at least 8 (eight) days in advance.
2. The Coordinating Committee of the Scientific Council cannot deliberate on first call unless a majority of its members are present; on second call, the Council can deliberate regardless of the number of members present.
3. Unless otherwise provided for in these articles of association, the decisions of the Coordinating Committee of the Scientific Council shall be taken by a majority vote of the members present.
4. Minutes will be taken of each meeting of these bodies and signed by all those present.

ARTICLE 23

(Supervisory Board)

1. The Supervisory Board is made up of three (3) members appointed by the General Assembly, one of whom shall be a Statutory Auditor or a firm of statutory auditors appointed by Universidade do Porto.
2. The General Assembly that appoints the members of the Supervisory Board shall appoint its Chairman.
3. The members of the Supervisory Board are appointed for periods of 4 (four) calendar years, with the calendar year in which they are appointed counting as a whole year, and may be reappointed.
4. Although appointed for a fixed term, the members of the Supervisory Board remain in office until a reappointment is made, except in the case of dismissal.

ARTICLE 24

(Powers of the Supervisory Board)

1. The Supervisory Board is responsible for:
 - a) Supervising the administration of i3S;
 - b) Ensuring compliance with the law and the articles of association;
 - c) Checking the regularity of the books, procedures and accounting records and supporting documents, as well as the internal control system;
 - d) Checking the accuracy of the accounting documents;
 - e) Drawing up an annual report on its supervisory activities;
 - f) Issuing an opinion on the i3S annual financial statements presented by the Board of Directors, expressly stating its agreement or disagreement with said documents;
 - g) Requesting external audits of i3S accounts whenever deemed necessary.
2. The members of the Supervisory Board may carry out, jointly or separately and at any time, all acts of verification and inspection that they deem necessary for the fulfilment of their supervisory duties.



ARTICLE 25

(Supervisory Board meetings)

1. The Supervisory Board meets whenever convened by its Chairman.
2. The Supervisory Board meets at least once a year to issue an annual report on its supervisory activities and an opinion on i3S's annual financial statements.
3. Notices of meeting shall be given in writing and sent by registered letter or email with acknowledgement of receipt, at least 8 (eight) days in advance.
4. The Supervisory Board may not deliberate unless a majority of its members are present.
5. Decisions of the Supervisory Board shall be taken by a majority vote of the members present.
6. Minutes will be taken of each meeting and signed by all those present.

ARTICLE 26

(External Advisory Board)

1. The External Advisory Board is made up of an odd number of members, with a minimum of 5 (five) and a maximum of 9 (nine), appointed by invitation, under the terms defined below, to researchers, scientists and technicians of recognised merit, competence and international reputation, independent of i3S and working in relevant or similar areas to those developed by i3S.
2. The invitation will be made by the Rector of Universidade do Porto, at the proposal of the Board, after hearing the Coordinating Committee of the Scientific Council.
3. The Chairman will be chosen by the External Advisory Board from among its members.
4. The members of the External Advisory Board will be appointed for periods of 5 (five) calendar years, with the calendar year in which they are appointed counting as a whole year, and may be reappointed.

ARTICLE 27

(Powers of the External Advisory Board)

The powers of the External Advisory Board are:

- a) To give its opinion on the scientific vision, strategy and general lines of research of i3S, being able to give opinions, recommendations or proposals, which will address to the Board of Directors;
- b) To monitor i3S scientific activities, being able to request information about them from the Board of Directors;
- c) To issue an opinion on the creation of new research groups or scientific platforms and on the extinction of existing groups or platforms;
- d) To issue an opinion on the hiring plan for i3S researchers;



- e) To approve the evaluation procedures and evaluate the activities of the i3S research groups;
- f) To pronounce itself on any matters submitted to it by the Board of Directors.

ARTICLE 28

(Meetings of the External Advisory Board)

1. The External Advisory Board meets whenever convened by its Chairman or by a majority of its members.
2. The External Advisory Board meets at least once a year with the i3S Board of Directors.
3. Notices of meeting shall be given in writing and sent by registered letter or email with acknowledgement of receipt, at least 15 (fifteen) days in advance.
4. The External Advisory Board cannot take a decision on first call unless a majority of its members are present; on second call the Board can take a decision regardless of the number of members present.
5. The decisions of the External Advisory Board will be taken by a majority vote of the members present.
6. Minutes will be drawn up for each meeting and signed by all those present.
7. The members of the External Advisory Board may, by decision of the Board of Directors, be reimbursed for the expenses arising from their attendance at the respective meetings.

ARTICLE 29

(Ethics and Responsible Conduct Committee)

1. The Ethics and Responsible Conduct Committee is a body with technical and scientific independence, of an advisory nature, whose mission is to contribute to the observance of ethical and bioethical principles in i3S's activity in the area of health and clinical sciences.
2. The Ethics and Responsible Conduct Committee is made up of an odd number of members, which may not be less than 5 (five) nor more than 11 (eleven), appointed by the General Assembly, on a proposal from the Board of Directors, and shall have a Chairman and a Vice-Chairman, appointed by the Ethics and Responsible Conduct Committee from among its members.
3. The members of the Ethics and Responsible Conduct Committee will be:
 - a) Professionals of recognised merit, in the areas appropriate to the performance of their duties, from i3S;
 - b) At least two (2) members from outside i3S, one of whom is selected from the community, in order to guarantee the community's cultural and moral values.
4. The members of the Ethics and Responsible Conduct Committee are appointed for periods of 4 (four) calendar years, with the calendar year in which they are appointed counting as a whole year, and may be reappointed once for an equal period of time.



5. Although appointed for a fixed term, the members of the Ethics and Responsible Conduct Committee remain in office until a reappointment is made, except in the case of dismissal.

ARTICLE 30

(Powers of the Ethics and Responsible Conduct Committee)

1. The general powers of the Ethics and Responsible Conduct Committee are, without prejudice to those arising from applicable legislation:
 - a) To ensure that ethical standards are observed, safeguarding the principle of human dignity and integrity;
 - b) To issue opinions, reports and recommendations, on its own initiative or upon request, on ethical issues related to i3S activities, and publicise those it considers particularly relevant on the i3S website;
 - c) To prepare reflection documents on bioethical issues, particularly those of interest to i3S activities, and publishing them on the i3S website, promoting a culture of training and pedagogy in its sphere of activity;
 - d) To collaborate at regional, national and international level with other relevant organisations in the field of ethics and bioethics, with a view to sharing best practices;
 - e) To promote training activities on issues related to ethics and bioethics at i3S;
 - f) To give its opinion on the drafting of institutional documents that have implications in the field of ethics and bioethics;
 - g) To draw up and approve the respective internal operating regulations, submitting them for approval by the General Assembly, and publicising them on the i3S website;
 - h) To draw up a report on its activities at the end of each calendar year, which must be sent to the i3S General Assembly by 15 February of the following year.
2. The Chairman of the Ethics and Responsible Conduct Committee is responsible for:
 - a) Representing the Committee;
 - b) Coordinating the Committee's activities, convening and chairing meetings and enforcing the agenda;
 - c) Exercising a casting vote in the event of a tied vote.
3. When the nature of the matter justifies it, and taking into account the specific nature of the subject in question, specialised committees may be set up to prepare an opinion or report on matters expressly submitted to them.
4. The specialised Committee set up under the terms of the previous paragraph shall be wound up when the opinion or report whose preparation was the reason for its creation is issued.

ARTICLE 31

(Meetings of the Ethics and Responsible Conduct Committee)



1. The Ethics and Responsible Conduct Committee meets at least once a month, convened by its Chairman or, if he is unable to attend, by its Vice-Chairman.
2. Notices of meeting shall be given in writing and sent by registered letter or email with acknowledgement of receipt, at least 15 (fifteen) days in advance.
3. The Ethics and Responsible Conduct Committee cannot deliberate unless a majority of its members, including the Chairman or Vice-Chairman, are present.
4. Any person whose presence is deemed necessary to clarify the matters under consideration may attend meetings of the Committee, without the right to vote, at the call of the Chairman.
5. The Ethics and Responsible Conduct Committee decides by a majority vote of the members present, with the Chairman, or in his absence, the Vice-Chairman, having the casting vote.
6. Minutes will be taken of each meeting and signed by all those present.

ARTICLE 32

(Extinction)

1. In addition to other cases provided for by law, i3S is extinguished by a resolution of the General Assembly approved with the favourable vote of 75% (seventy-five percent) of all Associates, representing at least 75% (seventy-five percent) of the votes of all Associates, taking into account the respective participation units.
2. In the event of extinction, and unless otherwise decided by the General Assembly, the members of the i3S Board of Directors shall become the liquidators of i3S, and shall be responsible for carrying out the acts necessary to finalise pending business, fulfil obligations and collect i3S's debts, as well as other acts of liquidation of its assets.
3. Without prejudice to a decision by the General Assembly to the contrary, the liquidators shall have equal and independent powers for the acts of liquidation, except for the acts of disposal of i3S assets, for which the intervention of two liquidators shall be necessary.
4. At any time and without fair cause, the Associates may decide to dismiss the liquidators and appoint new liquidators in addition to or in place of the existing ones.

ARTICLE 33

(Final and Transitional Provisions)

Cases not provided for in these articles of association shall be governed by the applicable provisions of the Civil Code.