



# TISSUE CURE ALLIANCE FINLAND



## CHARTER OF FOUNDATION AND HOUSE RULES

### BACKGROUND

The Alliance was founded by Askel Healthcare Oy, CutoSense Oy, Finnish Red Cross Blood Service, UPM Biochemicals and Åbo Akademi University on January 11, 2018. The research group CardioReg at University of Helsinki has later joined the Alliance

### VISION 2020

The Alliance has succeeded in creating **awareness** for a brand **and the cooperational** platform for novel Finnish Wound Care and Tissue Regeneration products and solutions.

### MISSION

To assist members to gain commercial success via joint efforts within the Alliance.

### LETTER OF INTENT AND FUTURE LEGAL STATUS

This document constitutes a Letter of Intent of the members of the Alliance. The intent of the members of the Alliance is to form a registered association by the end of June 2019. The association will continue the work of the Alliance and become the owner of the brand of the Alliance.

### BRAND AND WEBSITE

The Alliance shall create a brand similar to "Joutsenmerkki" or "Intel inside", an umbrella brand which is inclusive, not exclusive and visible in all communication of the members. The brand shall be a brand for the concept (not products), generic enough to allow for the members' individual brands but still descriptive in order to avoid unnecessary costs for creating brand awareness. An alternative to a joint brand is the creation of a label/stamp if deemed more beneficial.

The members shall authorize the coordinator of the Alliance to handle all practicalities related to the brand, but the ownership of the brand shall remain with the members collectively. If and when the above-mentioned association will be formed, the association shall become the legal owner of the brand.

The Alliance logo/brand planning shall take into consideration a potential future use on clients' websites as a label for quality. This could be Alliance logo/name.

The Alliance shall have a website, which is divided into a public part and a members only part. The members only part shall be the main communication forum for the Alliance members in conjunction with the Slack group of the Alliance (<https://tissuecurealliance.slack.com/>)

## FUNCTIONS OF THE ALLIANCE

The main function of the Alliance is to promote and market the products and solutions provided by its members. The Alliance shall arrange seminars, lectures and marketing events on behalf of or together with its members. The Alliance members may jointly participate in events, fairs and conferences arranged by other entities under the brand of the Alliance.

Additionally, the Alliance shall be active in information sharing and sharing best practices – learning from each other. This may include, but shall not be limited to:

- Identification of relevant potential partners (e.g. logistics, R&D, marketing, design, prototyping, distribution and packaging)
- Best practices workshops
- International standardization; regulatory issues
- International guests to speak about a certain topic
- Potential cooperation in production
- Potential cooperation in marketing
- Potential cooperation in distribution and packaging
- Exchange of scientific views

## LEGAL FORMAT

Initially the Alliance will initially not establish an own legal entity. The Alliance members will authorize the coordinator to organize the practical activities and make the commitments needed. The coordinator shall formulate a joint agreement with all members.

When the registered association is established at a later stage, this association shall enter into an agreement with the coordinator, which replaces the joint agreement.

## MEMBERSHIP AND MEMBERSHIP CRITERIA

Members of the Alliance may be:

- A Finnish start-up company
- A Finnish growth company (or Finland-based growth unit in a larger organization)
- A Finnish research entity active in the sector of wound care or tissue regeneration.

Essential membership criteria are:

- Research groups must be close to or at product phase.
- New members may not **directly** compete with founding or earlier members.

The decision to accept new members will be made at a general meeting if the number of members is less than 10. After that point decision-making is delegated to the steering group, which is required to seek advice from relevant members in unclear situations.

Members commit to membership for one calendar year at a time. Secessions shall be communicated yearly by the end of September. Outgoing members commit to pay their yearly fees until the end of the calendar year.

The following types of entities are not accepted as members:

- Distributors, agents and clients of members
  - Client may be partners, but not members.
- Members creating a solution or product competing with that of an existing member, may be required by the steering group to resign from their membership.

## SUBSCRIPTION FEE

The Alliance has a 3-tier subscription fee model (Table 1):

- Tier A: Companies without turnover / startups and university research groups (\*)
- Tier B: Companies with turnover / growth companies

Tier C: Universities and not-for-profit organizations:

Table 1. Joining fees for founding members and new members, and monthly subscription fee (May 2018)

	Joining fee for founding members	Joining fee for new members	Monthly subscription fee
Start-ups and research groups (*)	1000€ + VAT	1500€ + VAT	150 € + VAT
Growth companies	3000€ + VAT	4500€ + VAT	450 € + VAT
Universities and not-for-profit organizations	2000€ + VAT	3000€ + VAT	300 € + VAT

\*) Research group is paying the fee from external funding.

Universities pay one joining fee as per the Table 1, and additionally 1000€ + VAT for each research group, up to three groups. Any additional groups from the same university may join for free.

Annual subscription fee is decided upon on an annual basis by the General Members' meeting.

## ORGANISATION

The superior decision-making body in the Alliance is the General Members' Meeting. The meeting gathers yearly latest in March with the following agenda:

- Financial report for the previous year. If and when an association will be formed, the report shall be a proper financial statement with balance sheet
- Budget for the new year
- Project plan for the new year
- Decision on the subscription fee for the next year
- Election of the steering group.

The General Members' Meeting shall be arranged latest in the month of March. Invitations to the meeting shall be sent by the steering group to members latest two weeks prior to the meeting. Extraordinary Members' Meeting may be arranged at any time by decision of the steering group or whenever a minimum of half of the members so demand. Invitations to extraordinary meetings shall also be sent latest two weeks prior to the meeting.

Every member shall have one vote at the Members' Meetings. Decisions shall be made based on a majority of the members participating in the meeting. Any changes to this Charter of Foundation shall, however, require a qualified majority of the members.

The practical work of the Alliance is headed by a steering group consisting of a chairman and three members. Each membership category shall have at least 1 representative in the steering group. The first steering group shall consist of the founding members, who have

elected Virpi Muhonen of Askel Healthcare as their chairperson. As from 2019 onwards, the steering group will be elected as described above.

The steering group has a quorum when at least the chairman and two members attend the meeting. With the exception of the chairman, members may be represented in the steering group meeting by another person.

Steering group membership rotates every second year so that two of the first members will be elected for one year and two for two years.

The steering group appoints a coordinator company or person, who shall be in charge of the day-to-day work of the Alliance. The steering group shall together with the co-ordinator be in charge of:

- communication to members
- creation and management of the website of the Alliance
- organizing Alliance events and coordinating members' joint presence at external events
- preparing yearly budgets and follow-up of use of collected funds
- invoicing of subscription and participation fees and controlling the financial matters
- preparing a financial report for the General Members' meeting
- identification of relevant potential partners and arranging meetings with them
- other operational matters
- at a later stage possible joint representation at different regulatory fora.

The steering group may at its own discretion delegate any matters to the Alliance coordinator or to dedicated working groups.

Working groups are elected on project basis for website creation, trade fairs, seminars, events and other projects.

## HOUSE RULES

The Alliance operates according to the following guidelines and house rules:

1. Cross-selling principles and rules
  - Initially members may hand out each other's marketing materials at different events
  - Members are not allowed to conduct sales work or make commitments on behalf of each other. Members may quote previously agreed elevator pitches and convey messages to other members
  - Members are requested to communicate their elevator pitches to the Alliance
  - Members shall through the webpage of the Alliance communicate their contact persons and distributable marketing materials.
2. Business secrets and confidentiality
  - Communication within the alliance shall be on a non-confidential basis. The members shall not disclose business secrets to each other. Communication at different events shall be based on non-confidential material that can be shared with any prospective client.
  - In the case of an explicit need to disclose confidential information, the members involved in such a case shall consider to and be solely responsible for protecting

their own confidential information through bilateral non-disclosure agreements. The Alliance shall not be a party in any such agreement.

- The Alliance and all members shall in all their communication within the Alliance comply with the Chatham House rule (<https://www.chathamhouse.org/about/chatham-house-rule>)
3. Misconduct
    - Members that do not comply with the principles of this Charter of Foundation shall be excluded from membership by decision of the steering group.
  4. Resigning or excluded members
    - Members that have resigned or have been excluded by the steering group for any reason shall immediately refrain from participating in the activities of the Alliance. All subscription fees due for the year will remain payable despite this.
    - In the case of one member acquiring the majority of another member, shall the combined entity use only one vote at the Members' Meeting as from the merger entering into force.
  5. Finances
    - The Alliance shall work on a non-profit basis so that subscription fees and other income shall balance the costs on a yearly basis
    - Members do not have any other financial liabilities in relation to the Alliance than paying their agreed subscription fees and any other agreed costs
    - In the case the Alliance will be dissolved, shall the remaining funds be donated to the Finnish Red Cross. When an association is formed, the association shall inherit the funds and the trade mark of the Alliance. If the association is dissolved, shall the trademark and funds of the Association be distributed as later stated in the by-laws of the association.

Helsinki, January 2018

Askel Healthcare Oy

Cutosense Oy

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Virpi Muhonen

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Mikko Vesa

Finnish Red Cross Blood Service

CardiReg (University of Helsinki)

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Esko Kankuri

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