



## CANCER DRUG DEVELOPMENT FORUM

THE ENGLISH VERSION OF THE ARTICLES OF ASSOCIATION IS AS FOLLOWS:

### **I NAME – LEGAL FORM – REGISTERED OFFICE - DURATION**

#### **1 NAME – LEGAL FORM**

##### **1.1 Name**

- 1.1.1 The name of the association is Cancer Drug Development Forum (the “Association”).
- 1.1.2 The Association may also use the abbreviation “CDDF”.
- 1.1.3 All deeds, invoices, announcements, publications, websites, and other documents, whether or not in electronic form, originating from the Association, shall contain the Association’s name, immediately preceded or followed by the words “not-for-profit association” (“*association sans but lucratif*”) or the abbreviation “NPA” (“asbl”), the address of the Association’s registered office, the enterprise number, the word “register of legal entities” or the abbreviation “RLE”, followed by a mention of the court of the registered office of the Association, the email address and website of the Association, if applicable, and, the fact that the Association is in liquidation, if applicable.

##### **1.2 Legal Form**

- 1.2.1 The Association is a not-for-profit association (“*association sans but lucratif*”) governed by the provisions of Book 9 and other applicable provisions of the Code of Companies and Associations dated 23 March 2019 (published in the Belgian State Gazette on 4 April 2019), as amended from time to time.

#### **2 LEGAL SEAT**

- 2.1 The legal seat of the Association is located in the Region of Brussels-Capital.
- 2.2 The address of the legal seat may be transferred by a decision of the Board of Directors provided such transfer does not result in the obligation to

change the language of the articles of association by virtue of applicable legislation. If the transfer requires a change of the language of the articles of association, only the General Assembly will have the power to take such decision thereby complying with the provisions applicable to a modification of the articles of association. Any change to the location of the legal seat of the Association shall be filed with the clerk's office of the enterprise court competent for the judicial district in which the legal seat is located and shall be published in the Annexes to the Belgian State Gazette.

- 2.3 The Association may also set up administrative and operational offices, branches, subsidiaries and affiliates, both in Belgium and abroad, by a resolution of the General Assembly.

### **3 DURATION**

- 3.1 The Association is formed for an indefinite duration.

## **II PURPOSE - ACTIVITIES**

### **4 PURPOSE**

- 4.1 The not-for-profit purposes of the Association shall be as follows:

- a) To provide a neutral and independent platform and a network for open and productive communication with all stakeholders (esp. regulatory agencies, patient advocacy groups, health technology assessment institutions, health-care third party payers, medical researchers, and the pharmaceutical industry) involved in the development of anti-cancer therapeutics and the promotion of human health;
- b) To promote the development of new treatments for cancer;
- c) To promote, expand and improve as well as innovate scientific and regulatory methods, research projects, knowledge and publications in the treatment of cancer with a focus on the development of new therapies.

### **5 ACTIVITIES**

- 5.1 In furtherance of these purposes, the Association may undertake the following activities:

- a) Organizing and holding lectures, meetings, multi-stakeholder workshops and conferences that bring different stakeholders, involved in cancer drug development, into a productive dialogue in a neutral space that is not dominated by conflicts of interest;
- b) Publishing scientific contributions and joint statements in journals and electronic data carriers;

c) Taking steps to improve public knowledge of science and research.

5.2 Besides, the Association may enter into any other activities and undertake any other actions that are necessary or useful for the realization of the aforementioned purposes. Among other things, the Association can collaborate with, grant loans to, provide guarantees for the obligations of, invest in the capital of, or, in any manner, directly or indirectly, take participations in other legal entities, associations, bodies and companies of private or public nature, governed by Belgian or foreign laws.

### **III MEMBERSHIP**

#### **6 NUMBER OF MEMBERS**

6.1 The number of Members is not limited. There is a minimum of seven Full Members.

#### **7 CATEGORIES OF MEMBERSHIP**

7.1 There shall be three categories of Members: Full Members, Honorary Members and Industry Members. Full Members and Honorary Members shall be individuals only.

7.2 Full Members, Honorary Members and delegates of Industry Members have the right to attend the meetings of the General Assembly, to participate in the events, workshops, programme committees, scientific meetings and activities of the Association, to make suggestions towards the scientific programme of the Association, and to receive Association publications. The Industry Members, are entitled to be named as an Industry Member on the website of the Association.

7.3 Each Full Member has one vote. Honorary Members and Industry Members do not have voting rights but have a right of voice at meetings of the General Assembly. Honorary Members and Industry Members cannot be elected as Board members.

#### **8 ADMISSION – CONDITIONS FOR MEMBERSHIP**

8.1 The Board of Directors will invite individuals to apply for Full or Honorary membership who shall then apply in writing to the Board of Directors of the Association. The decision to approve or refuse a candidate belongs to the discretionary powers of the Board of Directors. Candidates for Full or

Honorary membership should be already engaged in activities of the Association and should be willing to continue to do so.

- 8.2 Candidates for Honorary Membership must be nominated by at least two Full Members or two Board members and shall be approved based on their special merits for the Association.
- 8.3 A decision to approve the candidacy for Honorary Membership should be approved unanimously by the Board of Directors.
- 8.4 Candidates for Industry Membership should be organizations (i.e. companies, associations, etc.) active in the field of cancer drug development that support the purposes of the Association.
- 8.5 Candidates wishing to apply for Industry Membership shall apply in writing to the Board of Directors of the Association. The decision to approve or refuse a candidate belongs to the discretionary powers of the Board of Directors.
- 8.6 Any candidate for Full or Honorary membership should be free from any conflict of interest that would prevent such candidate from providing independent support to the Association. Any candidate for Industry Membership should agree to support the Association in a manner that is at all times consistent with the non-competitive, neutral and non-commercial platform that the Association offers to all stakeholders and shall be in compliance with all relevant regulations. In the categories of Full Membership and Honorary Membership, the number of Members who are employees of the pharmaceutical industry should be restricted to a maximum of one quarter in each of these categories.

## **9 MEMBERSHIP FEES**

- 9.1 Full Members and Honorary Members are not required to pay a membership fee.
- 9.2 Industry Members shall pay an annual membership fee of maximum 60.000 euro. The amount of the annual membership fees shall be determined by the Board of Directors after consultation with the Industry Members' Platform.
- 9.3 The annual membership fee is payable in advance in the first thirty (30) days following the receipt of the invoice.
- 9.4 Any Industry Member failing to pay the annual membership fee will be issued with a registered notice of default that may become a matter for possible suspension or expulsion in accordance with the provisions of article 10.

## **10 TERMINATION OF MEMBERSHIP**

### **10.1 Resignation**

- 10.1.1 Any Full or Honorary Member wishing to resign must give notice in writing (letter, email, etc.) to the Board of Directors. A notice period of at least three (3) months should be respected. The duration of the notice period can be altered if so agreed by the resigning Member and the Board of Directors.
- 10.1.2 Any Industry Member wishing to resign must give notice in writing (letter, email, etc.) to the Board of Directors. The resignation of an Industry Member enters into force on the 1st day of the following calendar year. A notice period of at least three months should be respected. The duration of the notice period can be altered if so agreed by the resigning Industry Member and the Board of Directors.

### **10.2 Suspension of membership**

- 10.2.1 In case of urgency, the Board of Directors may temporarily suspend any Member in case of:
- a) a conflict of interest or non-compliance with the undertaking to support the Association in a manner that is consistent with its non-competitive, neutral and non-commercial nature as set out in Article 8.6;
  - b) failure to pay the annual membership fee for more than six months after receipt of the invoice provided a registered letter with a notice of default has been sent;
  - c) acts or behaviour likely to harm the interests of the Association;
  - d) serious breaches of the articles of association, internal rules, any codes of practice or codes of conduct, or any decisions of the governing bodies of the Association.
- 10.2.2 Prior to any such vote, the Member concerned will have the right to be heard by the Board of Directors either in person, via telephone or video conference or in writing.
- 10.2.3 Suspension of membership shall be notified by registered letter to the Member concerned. The Board of Directors shall mention in said letter the reasons for its decision.
- 10.2.4 Suspension will last until the earlier of (i) the revocation of the suspension by the Board of Directors based upon corrective action of the Member, (ii) in case of suspension of an Honorary Member or an Industry Member, the decision of the Board of Directors to exclude the Member, (iii) in case of suspension of a Full Member, the decision of the General Assembly on the exclusion of the Member.

- 10.2.5 In case of suspension of a Full Member, the decision on the exclusion of such Member shall be listed on the agenda of the next meeting of the General Assembly after the suspension that has not yet been convened on the date of the suspension. In case the General Assembly decides not to exclude the Full Member, the suspension shall automatically come to an end.
- 10.2.6 A Member that is suspended loses the right to participate in the activities and events of the Association

### **10.3 Expulsion**

- 10.3.1 The General Assembly may exclude a Full Member for the same reasons as set out under Article 10.2.1. The Board of Directors may exclude an Honorary Member or an Industry Member for the same reasons as set out under Article 10.2.1.
- 10.3.2 Prior to any such vote, the Member concerned will have the right to be heard by the competent body either in person, via telephone or video conference or in writing.
- 10.3.3 A decision to exclude a Full Member shall be adopted in accordance with the quorum and majority requirements applicable to a modification of the articles of association.
- 10.3.4 Termination of membership shall be notified by registered letter to the Member concerned. The reasons for the exclusion shall be mentioned in the said registered letter.

### **10.4 Termination in mutual agreement**

- 10.4.1 Membership can be terminated at any time in mutual agreement between the Member concerned and the Board of Directors. The whole membership fee for the year in which the termination becomes effective remains due.

### **10.5 Consequences of resignation, expulsion and termination**

- 10.5.1 A Member that is excluded loses all rights defined in the present articles of association, upon notification of exclusion as described above.
- 10.5.2 A Member that resigns or whose membership has been terminated otherwise loses all rights defined in the present articles of association with effect from the day on which the resignation or termination becomes effective.
- 10.5.3 No Member who has resigned, has been excluded or whose mandate has been terminated (nor his successors or beneficiaries) will have any right to the assets including the documentation of the Association, nor to any reimbursement of

the membership fees or donations. Nor can such Member claim or demand financial statements or accounts, affixing of seals, or an inventory.

10.5.4 If such Member has any debt towards the Association, such debts shall immediately become due and payable.

10.5.5 For Industry Members, the whole membership fee for the year in which the exclusion or termination becomes effective remains due. In case of resignation in accordance with what is stated in article 10.1.2, the whole membership fee for the year in which the notice is given remains due.

## **IV GENERAL ASSEMBLY**

### **11 POWERS OF THE GENERAL ASSEMBLY**

11.1 The General Assembly is the sovereign authority of the Association. The following powers are reserved for the General Assembly:

- a) The appointment and dismissal of Board members and the determination of their remuneration, if applicable;
- b) The appointment and dismissal of the auditor(s) and the determination of his/her/their remuneration;
- c) Granting of discharge from liability to the Board members and the auditor(s);
- d) The approval of the annual accounts and the budget;
- e) The approval of the annual report and the approval of the annual program adopted by the Board of Directors;
- f) The appointment and termination of the appointment of the Chairperson, Deputy Chairperson and Treasurer from among the Board members;
- g) The exclusion of Full Members;
- h) The modification of the articles of association;
- i) The dissolution of the Association, appointment of one or more liquidators and the allocation of the net assets after liquidation;
- j) The decision on the transfer of the legal seat if this mandatorily implies a change of the language of the articles of association;
- k) The ratification of the transactions between the Association and the members of the Board of Directors;
- l) The conversion of the Association in an international not-for-profit association or in a (recognized) cooperative company (recognized as) social enterprise;

Any other powers attributed to the General Assembly by virtue of applicable law or these articles of association from time to time.

## **12 POSITION OF THE GENERAL ASSEMBLY – VOTING RIGHTS**

- 12.1 The General Assembly consists of the Full Members. It is presided over by the Chairperson, or in his or her absence, by the Deputy Chairperson. In case of absence of the Deputy Chairperson, he or she will be replaced by the Treasurer
- 12.2 The bureau of the General Assembly consists of the Chairperson, or in his or her absence, the person replacing him or her.
- 12.3 Each Full Member has one vote.
- 12.4 Honorary Members as well as Industry Members are invited to the meetings of the General Assembly, but only in a consultative capacity.
- 12.5 The Director of Operations and Managing Director attend the meetings of the General Assembly, without voting right. The foregoing does not apply to the Managing Director in case the Managing Director is a Board member and therefore a Full Member.

## **13 MEETINGS OF THE GENERAL ASSEMBLY**

- 13.1 At least once a year, in the first half of the year, an ordinary General Assembly meeting shall be convened by the Chairperson, by way of letter, fax, email or any other equivalent means of communication, at least fifteen (15) calendar days before the meeting. The notice of convocation shall indicate the proposed agenda, date and time decided by the Board of Directors and shall contain a request for proxies.
- 13.2 Convening notices are sent to all Members, Board members and to the auditor of the Association (the latter if applicable).
- 13.3 At this annual meeting, the General Assembly shall at least resolve upon the budget, the annual accounts of the previous financial year, and the release of liability to be granted to the Board of Directors members, and, if applicable, to the auditor(s).
- 13.4 An item shall be added to the agenda of a General Assembly meeting if so requested by a Full Member. This item shall be added to the agenda of the next meeting of the General Assembly for which the convening notice has not yet been sent out on the date the Board of Directors receives the request.



- 13.5 Additional General Assembly meetings shall be convened whenever the Board of Directors considers that the interests of the Association so require or upon the request of two members of the Board of Directors or upon the request of at least ten (10) percent of the Full Members. In the latter case, a registered letter bearing the signatures of the Full Members concerned and indicating the agenda items shall be sent to the Chairperson and a General Assembly meeting shall be convened within a period of maximum 28 days following receipt by the Chairperson of the registered letter and the General Assembly meeting shall be held within a period of maximum 60 days following receipt by the Chairperson of the registered letter.
- 13.6 For these additional General Assembly meetings the same notice and convening formalities as set out for the annual meeting apply.
- 13.7 Upon a decision of the Board of Directors, Full Members can be offered the possibility to participate in the General Assembly meeting remotely via an electronic means of communication provided by the Association in accordance with the applicable legal provisions. Without prejudice to the foregoing, an effort should be made to hold at least one physical General Assembly meeting per year.
- 13.8 If so provided in the convening notice, the Full Members can be given the possibility to cast their vote on all or a limited number of the agenda items electronically or in writing in advance of the General Assembly meeting. These votes shall be taken into account for the purpose of the calculation of the quorum and majority requirements applicable to the General Assembly meeting. The Board of Directors will take the necessary measures to ascertain that the capacity and identity of the Full Members can be verified.
- 13.9 Resolutions of the General Assembly may be approved by unanimous written (including electronic) consent of all Full Members in all matters that belong to the powers of the General Assembly, except for modifications to the articles of association.
- 13.10 A Full Member is deemed to have been properly notified of a meeting if he or she attends the meeting or is represented at such meeting. A Full Member may also waive his or her right to complain about lack or irregularity of notice before or after a meeting which he or she does not attend. In the event that all Full Members are present or represented at a meeting there is no need to provide evidence of a prior convening notice.
- 13.11 Full Members who are unable to attend a General Assembly meeting may designate another Full Member to exercise their vote upon the delivery of a written proxy to the Chairperson. Any Full Member may carry up to three proxies.

## **14 QUORUM AND MAJORITY REQUIREMENTS**

- 14.1 Except if otherwise provided in these articles of association or applicable law, the General Assembly can validly deliberate irrespective of the number of Full Members present or represented at a meeting.
- 14.2 Except if otherwise provided in these articles of association or applicable law, the decisions of the General Assembly are adopted by simple majority of the votes cast by present and represented Full Members. Abstentions and blank votes are considered not to have taken part in the voting. In case of a tie, the Chairperson, or, in his absence, the person replacing the Chairperson, shall have a casting vote.
- 14.3 Votes on persons (e.g. the appointment of Board members) shall in principle be conducted by secret ballot.

## **15 RESOLUTIONS**

- 15.1 Resolutions of the General Assembly are recorded in minutes and shall be signed by the Chairperson. Draft minutes shall in principle be circulated via mail, CD-ROM, electronic storage devices such as USB sticks or any other means of written or electronic communication within one week after the meeting. The minutes shall be formally approved at the next General Assembly meeting. In case of urgency, minutes of a General Assembly meeting can be approved at the end of the same General Assembly meeting. The minutes shall be at the disposal of the Full and Honorary Members of the Association at its registered office.

## **V BOARD OF DIRECTORS**

### **16 COMPOSITION OF THE BOARD OF DIRECTORS**

- 16.1 The Association shall be managed by a Board of Directors consisting of at least five (5) Board members.
- 16.2 Without prejudice to what is set out in Art. 18.3, the General Assembly shall appoint the Board members. Board members should be Full Members. Full Members who are employed by an entity that is an Industry Member or that has a similar influence on the budget of the Association cannot become a member of the Board of Directors.
- 16.3 The General Assembly shall also appoint a Chairperson, Deputy Chairperson and Treasurer from among the Board members.
- 16.4 The Board of Directors shall appoint a Managing Director who can but is not required to be a Board member.

- 16.5 The Chairperson of the Association shall chair the meetings of the Board of Directors and of the General Assembly and shall act as spokesperson of the Association.
- 16.6 The Deputy Chairperson shall act for the Chairperson in his or her absence.
- 16.7 The Treasurer will supervise the financial situation of the Association and will be responsible for the preparation of the annual accounts and the budget.
- 16.8 The annual report and the annual program are prepared by the Managing Director in collaboration with the Board.
- 16.9 The Director of Operations and the Managing Director of the Association shall attend Board meetings, unless decided otherwise by the Board of Directors. The Director of Operations and the Managing Director do not have voting rights. The foregoing does not apply to the Managing Director in case the Managing Director is also a Board member.
- 16.10 The Board of Directors can decide to invite third parties to a Board meeting in a consultative capacity, without voting rights.

## **17 POWERS OF THE BOARD OF DIRECTORS**

- 17.1 The Board of Directors is vested with the powers of management and administration of the Association. The Board of Directors disposes of the residual powers and shall operate as a collegiate body.
- 17.2 The Board of Directors will ensure that all activities of the Association are conducted independently from the financial or other influence of any individual pharmaceutical company or any other influence that could introduce bias and challenge the neutrality of the deliberations and activities of the Association.

## **18 APPOINTMENT – TERM OF OFFICE – END OF OFFICE**

- 18.1 The term of office of the members of the Board of Directors shall be three (3) years. The mandate of a member of the Board of Directors is renewable.
- 18.2 Every member of the Board of Directors can voluntarily resign by giving three months written notice (letter, email, etc.) to the Chairperson. In case of voluntary resignation by the Chairperson, he or she shall give three months written notice hereof to the Deputy Chairperson. The duration of the notice period can be altered if so agreed by the resigning Board member and the Board of Directors. A Board member is obliged to continue the exercise of

his or her mandate if due to the resignation the number of Board members would fall below five (5).

- 18.3 In case a mandate of a Board member becomes prematurely vacant, the Board of Directors can temporarily replace such Board member. In case the mandate of the Chairperson, the Deputy Chairperson or the Treasurer becomes prematurely vacant, the Board of Directors can also temporarily appoint a replacement Board officer from among the Board members. This co-optation will need to be ratified by the next meeting of the General Assembly. In case of ratification by the General Assembly, the mandate of the co-opted Board member will last for the remaining period of the mandate of the Board member that he or she replaces, unless the General Assembly decides otherwise.
- 18.4 As soon as the Full Membership of a Board member ends, the mandate of the Board member shall automatically come to an end.
- 18.5 A Board member can be dismissed, at any time, by the General Assembly without the latter having to justify itself.

## **19 MEETINGS OF THE BOARD OF DIRECTORS**

### **19.1 Meetings**

- 19.1.1 The Board of Directors shall meet at least four (4) times a year and whenever the interests of the Association so require.
- 19.1.2 Meetings of the Board of Directors are convened at the request of the Chairperson, the Deputy Chairperson, or any other Board member. Notice must be given at least fifteen (15) calendar days prior to the meeting, except in case of urgency. In case of a meeting held via any means of telecommunication, the notice period is at least seven (7) calendar days, except in case of urgency. In case of urgency, the nature of and reasons for the urgency should be specified in the convening notice.
- 19.1.3 Convening notices are valid if delivered by letter, fax, email or any other equivalent means of communication. A convening notice shall contain the agenda, the place, date and time.
- 19.1.4 Meetings of the Board of Directors are presided by the Chairperson or in his absence by the Deputy Chairperson. In case of absence of the Deputy Chairperson, he or she will be replaced by the Treasurer and in the latter's absence by the Managing Director.
- 19.1.5 Items that are not on the agenda may only be discussed and decided in situations of urgency provided that this has been accepted by all the members of the Board of Directors present at the meeting. The foregoing only applies to

matters that require a decision. It does not apply to the communication of information, updates, etc.

- 19.1.6 A member of the Board of Directors is deemed to have been properly notified of a meeting if he or she attends the meeting or is represented at such meeting. A member of the Board of Directors may also waive his or her right to complain about lack or irregularity of notice before or after a meeting which he or she does not attend. In the event that all members of the Board of Directors are present or represented at a meeting there is no need to provide evidence of a prior convening notice.
- 19.1.7 Any member of the Board of Directors may grant a proxy to another member of the Board of Directors in order to be represented at a specific meeting of the Board of Directors. A member of the Board of Directors can only hold three (3) proxies.

## 19.2 **Deliberation and Decisions**

- 19.2.1 A meeting of the Board of Directors shall be able to validly deliberate and resolve when at least the majority of its members are present or represented, it being understood that at least two of the following officers should be present at the meeting: the Chairperson, the Deputy Chairperson, the Treasurer. Unless determined otherwise in these articles of association, every decision of the Board of Directors shall be adopted by a simple majority of the votes cast by the members present or represented at the meeting of the Board of Directors. Abstentions and blank votes are considered not to have taken part in the voting. Each member of the Board of Directors is entitled to one vote. In case of a tie, the Chairperson, or, in his absence, the person replacing the Chairperson, shall have a casting vote.
- 19.2.2 Meetings of the Board of Directors can also be held via any means of telecommunication allowing an effective and simultaneous deliberation between all Board members, such as a telephone or video conference.
- 19.2.3 Resolutions of the Board of Directors may be approved by unanimous written (including electronic) consent of all members of the Board of Directors.
- 19.2.4 The resolutions of the Board of Directors are recorded in minutes and signed by the Chairperson. Draft minutes shall in principle be circulated via mail, CD-ROM, electronic storage devices such as USB sticks or any other means of written or electronic communication within one week after the meeting. The minutes shall be formally approved at the next Board meeting. In case of urgency, minutes of a Board meeting can be approved at the end of the same Board meeting. These minutes are kept at the registered office of the Association. These minutes shall be at the disposal of the Full Members of the Association at the registered office.

## 19.3 **Conflicts of Interest**

- 19.3.1 In the event that a member of the Board has a direct or indirect interest of a financial, functional or any other nature contrary to a decision to be taken by the Board or to a transaction to be decided upon by the Board, such Board member shall immediately notify the Chairperson and the other Board members of the agenda item the conflict relates to and provide an explanation of the nature of the conflicting interest.
- A conflicting interest of a financial nature arises when the Association takes a decision or enters into a transaction that provides a financial benefit to a Board member, either directly or indirectly.
  - A conflicting interest of a functional nature arises when the Association takes a decision on or enters into a transaction with another organization with whom a Board member is connected as a member of its board, as an employee or through any other function in this organization.
  - A conflicting interest of any other nature comprises any set of circumstances and/or relationship that could reasonably influence the ability of a Board member to act independently or objectively in the best interests of the Association.
  - A conflict of interest includes all actual, potential, and perceived conflicts of interest.
- 19.3.2 The minutes of the Board shall reflect such Board member's declaration as well as a clarification in relation to the nature of the conflict of interest. The Board shall not be allowed to delegate this decision.
- 19.3.3 A Board member faced with a conflict of interest shall not be entitled to take part in the relevant deliberation of the Board and shall not be entitled to vote on the decision giving rise to the conflict of interest.
- 19.3.4 When the majority of the Board members present or represented at a Board meeting is faced with a conflict of interest, the decision or the transaction shall be submitted to the General Assembly. If the General Assembly approves the decision or the transaction, the Board of Directors may further implement it.
- 19.3.5 The Board of Directors shall set out in the minutes of the meeting the nature of the decision or transaction concerned and the financial and other consequences thereof for the Association and shall justify the decision taken. This part of the minutes shall be included as a whole in a document, or, as the case may be, the annual report, that is filed together with the annual accounts.
- 19.3.6 The Board of Directors shall comply with all other applicable legal reporting obligations in relation to conflicts of interest provided for by the Code of Companies and Associations.

- 19.3.7 A list of current industry affiliations of each of the Board members that could cause potential conflicts of interest shall be maintained by the Director of Operations and reported to the Chairperson. It is the duty of each Board member to update this list regularly, at least every six months.
- 19.3.8 In the event that there is any discussion as to whether or not there is a conflict of interest within the meaning of the Conflict of Interest Policy of the Association in relation to a Board member, the Board of Directors will make a decision on the matter at its next meeting. The Board member concerned by the conflict of interest under discussion shall not participate in the deliberations and decision-making on this question.
- 19.3.9 What is set out in this article 19 is without prejudice to the requirement that any transaction between the Association and a member of the Board of Directors will need to be ratified by the General Assembly.

## **20 REMUNERATION – COSTS AND EXPENSES**

- 20.1 The General Assembly can decide to grant a reasonable remuneration to all or some of the members of the Board of Directors for the exercise of their mandate.
- 20.2 Genuine and reasonable out of pocket and travel expenses of the Board members can be covered by the Association if and as far as the costs have been properly incurred by the Board members in carrying out the Association's business.

## **VI DAY TO DAY MANAGEMENT**

### **21 DAY TO DAY MANAGEMENT**

- 21.1 The day-to-day management of the Association is attributed to the Managing Director and the Director of Operations. The Managing Director and the Director of Operations shall be entitled to act individually.
- 21.2 Day-to-day management in any event includes the actions and decisions that fall within the scope of the day-to-day needs of the Association, as well as the actions and decisions that, for reasons of their lesser importance or their urgent character, do not justify a decision of the Board of Directors. The day-to-day management of the Association shall also include the continuous execution of the decisions of the General Assembly and the Board of Directors.
- 21.3 The exact scope of the day-to-day management, and in particular the quantitative and qualitative limitations thereof, shall be determined by the Board of Directors.

- 21.4 In the execution of the day-to-day management, the Managing Director and the Director of Operations shall be assisted by the staff of the Association.
- 21.5 The Managing Director and the Director of Operations will report to the Board of Directors.

## **VII REPRESENTATION OF THE ASSOCIATION**

### **22 REPRESENTATION**

- 22.1 The Board of Directors is the competent body to represent the Association, towards third parties and in legal proceedings. Besides, the Association shall also be validly represented by two Board members acting jointly, it being understood that one of these Board members should be the Chairperson, Deputy Chairperson or Treasurer.
- 22.2 For acts within the scope of the day-to-day management, the Association is also validly represented by the Managing Director and the Director of Operations, each with the power to act individually.
- 22.3 For acts within the scope of their specific powers, the Association is also validly represented by special proxy holders.

## **VIII INDUSTRY MEMBERS' PLATFORM**

### **23 PURPOSE OF THE INDUSTRY MEMBERS' PLATFORM**

- 23.1 The Industry Members will be organized in the Industry Members' Platform.
- 23.2 The Industry Members support the Association and its mission to establish a neutral, non-competitive space to further develop and innovate drug development in oncology in collaboration with all stakeholders. The Industry Members' Platform has the purpose to gather and formulate the Industry Members' input towards the mission of the Association.
- 23.3 Industry Members support the Association in a manner that is at all times consistent with the non-competitive, neutral and non-commercial platform that the Association offers to all stakeholders and shall be in compliance with all relevant regulations.

### **24 COMPOSITION OF THE INDUSTRY MEMBERS' PLATFORM**

- 24.1 The Industry Members' Platform shall be composed of representatives of the Industry Members. Each Industry Members can name several



representatives (e.g. from several departments) to participate in the platform and in other activities.

- 24.2 The Industry Members' Platform shall elect a speaker and a deputy speaker. They will be elected for a period of three (3) years. Re-election is possible. This period can be changed by the Industry Members' Platform with a minimum of one (1) year and a maximum of four (4) years. The Board of Directors must be informed on the election results and the period of election.

## **25 POWERS OF THE INDUSTRY MEMBERS' PLATFORM**

- 25.1 The Industry Members' Platform is an advisory body within the Association.
- 25.2 The Industry Members' Platform has the right to make recommendations to the Board. The Industry Members' Platform also has the right to request the presence of a delegation of the Board of Directors at a meeting of the Industry Members' Platform.
- 25.3 The speaker and deputy speaker of the Industry Members' Platform have the right to request to be heard at the next Board meeting. In case of urgency, a special Board meeting will be convened for this purpose.

## **26 FUNCTIONING OF THE INDUSTRY MEMBERS' PLATFORM**

- 26.1 The Industry Members' Platform shall meet regularly and at least four (4) times per year.
- 26.2 The Industry Members' Platform shall autonomously decide on its order of business, it being understood that its activities should at all times be compliant with the articles of association, internal rules, any codes of practice or codes of conduct, or any decisions of the governing bodies of the Association.
- 26.3 The Industry Members' Platform shall establish its own rules in relation to its functioning.
- 26.4 At least twice a year the Industry Members' Platform speaker and deputy speaker shall have a joint meeting with the Board of Directors. These joint meetings will be convened by the Chairperson of the Association in accordance with the convening formalities set out in the rules of the Industry Members' Platform.
- 26.5 The rules of the Industry Members' Platform and the minutes of the meetings of the Industry Members' Platform shall be submitted to the Board of Directors.

## **IX AMENDMENT OF THE ARTICLES OF ASSOCIATION - DISSOLUTION**

### **27 AMENDMENT OF THE ARTICLES OF ASSOCIATION - DISSOLUTION**

- 27.1 The General Assembly may only deliberate on an amendment of the articles of association or the dissolution of the Association if at least two thirds of the Full Members are present or represented. If this quorum is not reached, a new General Assembly shall be convened which shall validly deliberate, irrespective of how many Full Members are present or represented at the General Assembly meeting. This second General Assembly meeting shall not be held within fifteen (15) days following the first meeting.
- 27.2 The decision to amend the articles of association and the decision to dissolve the Association shall be adopted by a two thirds majority of the votes cast by present and represented Full Members.
- 27.3 The decision to modify the purpose or the activities of the Association and the decision to dissolve the Association shall be adopted by a four fifths (4/5) majority of the votes cast by present and represented Full Members.

## **X FINANCIAL YEAR – ANNUAL ACCOUNTS – AUDITOR(S)**

### **28 FINANCIAL YEAR**

- 28.1 The financial year of the Association shall coincide with the calendar year and shall commence on 1 January of each year and shall end on 31 December of the same calendar year.

### **29 BUDGET**

- 29.1 Upon submission from the Treasurer the Board of Directors shall prepare the budget for a financial year which shall be approved by the General Assembly within six months of the closing of the previous financial year.

### **30 ACCOUNTING DOCUMENTS – ANNUAL ACCOUNTS**

- 30.1 The accounting documents and the annual accounts of the Association shall be prepared by the Board of Directors in accordance with applicable legislation. The annual accounts shall be approved by the General Assembly within six months of the closing of the financial year and shall be filed, as the case may be, with the clerk's office of the competent Enterprise Court or with the National Bank of Belgium.

## **31 AUDITOR - RIGHT OF ACCESS OF THE FULL MEMBERS**

- 31.1 In the event that the Association meets the thresholds set out in the Code of Companies and Associations, the General Assembly shall appoint one or more statutory auditors among the members of the Institute of Company Auditors in charge of auditing the financial situation, the annual accounts and the regularity of the transactions to be reflected in the annual accounts of the Association in light of the law and these articles of association. Also in case the abovementioned thresholds are not met, the General Assembly shall still appoint a statutory auditor, a company auditor or an external accountant to audit the financial situation and annual accounts of the Association.

## **XI DISSOLUTION –LIQUIDATION**

### **32 DISSOLUTION**

- 32.1 In case of dissolution of the Association, the General Assembly will appoint one or more liquidators.

### **33 LIQUIDATION**

- 33.1 Upon the liquidation of the Association, the net assets of the Association shall be allocated to a Belgian or foreign not-for-profit organization pursuing an altruistic purpose that is the same as or that is similar to the altruistic purposes pursued by the Association. The General Assembly shall decide on the beneficiary or beneficiaries of the net assets.
- 33.2 In case of dissolution and liquidation, the applicable reporting obligations set out in the Code of Companies and Associations shall be complied with. Besides, in those cases where this is required in accordance with the Code of Companies and Associations, confirmation (e.g. of the appointment of the liquidator(s) and the distribution plan) will be requested from the court.

## **XII OTHER MATTERS**

### **34 WORKING LANGUAGE**

- 34.1 The official language of the Association shall be French. The working language of the Association shall be English.

34.2 The articles of association, every decision that needs to be filed or published in the Annexes to the Belgian State Gazette as well as the annual accounts and the annual report will in any event be drawn up into French.

### **35 INTERNAL RULES**

35.1 The Board of Directors can approve, modify and cancel internal rules.

### **36 CODE OF COMPANIES AND ASSOCIATIONS**

36.1 All matters that are not covered by these articles of association shall be governed by the applicable provisions of the Code of Companies and Associations.

Transitional provision: By derogation from what is set out in article 8.5 of the articles of association, all organizations that were Industry Partners of the Association on 31 December 2022 [except for those Industry Partners that have resigned as Industry Partners effective 1 January 2023], shall automatically be considered as Industry Members of the Association.