

"European Cancer Patient Coalition"
International non-profit association
Registered Office: Rue Montoyer, 40 - 1000 Brussels
Registration: 0818.999.605 Brussels

The Association was established in the Netherlands by deed drawn up by Mr E.P. Jager, Notary in Aerdenhout (Netherlands), on twenty first December two thousand and five.

The statute of the Association has been amended several times, the last time in the Netherlands by deed drawn up by Mr R.J. Holtman, Notary in Utrecht, on fourteenth January two thousand and thirteen when it was still an association under Dutch law and listed in the Dutch commercial register under number 30211815.

The Association transferred its registered office from the Netherlands (at 3527 GV Utrecht, Churchillaan 11, 4th floor) to Belgium (at 1000 Brussels, Rue Montoyer, 40), following a decision drawn up by Mr Martijn GERERDUS PETRUS van ANSEM, acting for Mr Robert-Juan Eduard ZWAAN, notary in the Hague (Netherlands), on twentieth February two thousand and fifteen, confirmed by the deed drawn up by Notary Catherine GILLARDIN, partner in Brussels, on twenty-seventh November two thousand and fifteen, which included the adoption of the statute of an international non-profit association in French, these decisions being published in the annexes of the Belgian Gazette (Moniteur) on 27 January 2016 under number 0014866.

The Association amended its statute following the extraordinary general assembly held in Brussels by private agreement on 10 June 2018, confirmed by deed drawn up by Notary Eric JACOBS, partner in Brussels, on 1st February 2019; the decision is due to be published in the annexes of the Belgian Gazette.

UPDATED STATUTE

Article 1 - Name and registered office

- I. The international non-profit association, with full legal capacity, is called: "European Cancer Patient Coalition", shortened to "ECPC", and will be identified in the statute of association and regulations as the "Association".
2. The Association's registered office is at 40 Rue Montoyer, 1000 Brussels, Belgium.

Article 2 - Purpose

- I. The purpose of the Association is to promote cooperation between cancer patients' organisations in the European Union, to develop a common policy, including all matters directly or indirectly associated, as widely interpreted.
2. The Association will attempt to achieve this purpose by means such as:
 - a. Promoting the interests of cancer patients' associations in the European Union;
 - b. Promoting the interests of all cancer patients and their caregivers in the European Union;
 - c. Acting as intermediary between the European Union and other European institutions for all matters pertaining to cancer patients' associations, cancer patients and care policy;
 - d. Acting as intermediary for and on behalf of cancer patients' organisations and scientific organisations, political parties, (commercial) organisations, national health services, health insurers, the pharmaceutical industry and other institutions that affect or may affect the interests of cancer patients and their caregivers;
 - e. Enabling cancer patients' organisations to develop common positions on political issues associated with health in Europe and to influence decisions that have an impact on treatment conditions for cancer and inequalities in health provision throughout the European Union;
 - f. Exchanging information and opinions on European health policy in general and cancer in particular, as widely interpreted.

Article 3 - Organisation

1. The Association has a General Assembly comprising all members of the Association.
2. The Association is managed by the Board, which presents accounts to the General Assembly and is tasked with managing every-day business and overseeing the office(s). The governing bodies of the Association are the Board and the General Assembly, as well as the individuals who and committees which, pursuant to the statute of the Association, have been charged with a specifically defined task and granted a power of decision by the General Assembly.
3. All functions within the Association have a three-year mandate. The individual concerned may then be re-selected for two consecutive three-year mandates. During the third consecutive mandate on the Board or on a committee, the person concerned may not be appointed to another role on the Board or on that committee until the end of the three-year mandate.

Article 4 - Members

1. The Association comprises the following types of member:
 - a. "Full members", which are cancer patients' organisations that are active in the European Union, in former Member States of the European Union, or in States that are members of the European Free Trade Association and which meet the membership conditions;
 - b. "Associate members", which are cancer patients' organisations that are based in the European Union but do not meet the membership conditions, or cancer patients' organisations based in countries outside the European Union.
2. The Board approves admission of members, on the condition that all membership criteria are met by the applicant. If the Board rejects a membership request, the General Assembly may subsequently accept it, at the request of the applicant.
3. Organisations or individuals wishing to become ECPC members must make an application to the Board, following the instructions and using the form available to the public on the ECPC website. The application must be submitted for approval to the Board. Having checked that membership criteria are met; the Board votes and the new member is admitted by majority vote.
4. To be admitted as a "full member", a cancer patients' organisation must meet the following conditions:
 - a. The organisation must be registered in a Member State of the European Union as a legal non-profit entity;
 - b. The organisation's main statutory purpose must be to promote the interests of cancer patients and/or their caregivers, or of a group of cancer patients' organisations in the European Union.
 - c. The majority of the organisation's managers must be cancer patients.
 - i. The conditions of article 4.4.c do not apply to organisations representing neoplastic diseases for which survival rates are low or patients with rare cancers.
 - ii. The majority of managers of organisations representing patients with rare cancers or neoplastic diseases for which survival rates are low must be patients, relatives or caregivers directly involved in aiding cancer patients and managing their problems.
 - d. The organisation must be able to show that it is independent of the authorities, political parties, the pharmaceutical industry and commercial organisations.
5. All members may attend the General Assembly, but only "full members" have the right to vote. Unless otherwise stipulated, associate members are subject to the same obligations as full members. Both "full members" and "associate members" have the right to contribute to ECPC projects and to claim ECPC support of their events.

Article 5 - General rights and obligations

Association members have the following obligations:

- a. To abide by the statute of the Association, the regulations, and resolutions adopted by the Association's governing bodies.
- b. Not to behave in a way that could damage the interests, good reputation, and image of the Association, as can be specified in a code of conduct.
- c. To accept and fulfil all other obligations adopted by the Association in their name or on their behalf or deriving from membership of the Association.
- d. The Board is authorised each year to propose the membership fee, as applicable, to the General Assembly. The General Assembly may approve the Board's proposal with a majority vote.

Article 6 - End of membership

1. Membership of the Association ends on notification of termination or expulsion.
2. Members may terminate their membership at the end of the financial year. Members may also terminate their membership with immediate effect one month after:
 - a. Being informed of a decision aiming to convert the Association into a different legal form, to merge or divide the Association.
 - b. Becoming aware or being informed of a resolution whereby their rights have been restricted or obligations extended, in which case the termination resolution does not apply to them.

Membership cannot be terminated with immediate effect if the reason stated is an amendment of rights and obligations that have been accurately described or if a financial obligation is amended.

In other cases, members may also terminate their membership with immediate effect by giving notice if they cannot reasonably be expected to remain members.

3. Termination by the Association will be notified following a resolution adopted by the General Assembly, with the member informed in writing by the Board. The Association has the right to terminate membership at the end of the financial year. Notification of termination must be provided, together with the reason(s) for it. The Association gives notice of termination in the following cases:

a. A member fails or is late in meeting its obligations to the Association, including but not limited to the obligation stated in article 5;

b. A member behaves in a way counter to the aims and mission of the ECPC;

c. A member does not meet the conditions for membership. At the member's request, the Board may, if applicable, decide to accept the legal entity in question as an associate member.

The Association may also terminate a membership with immediate effect if the Association cannot reasonably be expected to enable the membership to continue.

4. Termination by the member or by the Association is communicated by registered letter at the end of the financial year, with a notice period of four weeks. If the termination is not communicated in time, it will take effect at the end of the following financial year.

If the membership is unduly terminated with immediate effect, it will end as soon as possible after the date on which it was communicated. Until their membership is terminated, members retain their rights and must fulfil their obligations.

5. Members committing serious infringements of the Association's statute, regulations, or resolutions, or that cause wrongful damage to the Association are suspended by the Board. The Board informs the member of its decision in writing as soon as possible, giving the reason(s). The member may appeal this decision to the General Assembly in the month following notification of suspension. After the appeal is lodged and until it is heard, the member is required to meet its obligations, but its rights are suspended, except for the right to defend itself when its appeal is heard by the General Assembly. The Board may call an Extraordinary General Assembly to debate the suspension of the member, in the 60 days following the suspension. The member will only be admitted to the General Assembly while the appeal is being heard.

Article 7 - Board of Directors

1. The Board of Directors comprises a minimum of five and maximum of nine **members**. The General Assembly decides on the number of Board members, one year before the election of the new Board.
2. Management comprises at least a president, vice-president, secretary, and treasurer.
3. The Board elects a president, vice-president, secretary, and treasurer from its members. The members of the Board share out the tasks between them. The Board informs its members of the allocation of the Board's tasks with an official memo.
4. At least half of the members of the Board must have cancer or have had cancer. The Board checks that all candidates meet this condition before being elected.
5. Candidates for Board member must be nominated up to 45 days before the date of the General Assembly.
 - a. Each "full member" of the Association may nominate a candidate for election. The nomination must be communicated to the Board in writing.
 - b. Thirty days before the elections, the Board provides a list of all candidates to the full members of the Association.
6. To elect the members of the Board, the full members of the Association must submit their vote in writing (letter or email, clearly identifying the sender as the legal representative of a full member) to the **ECPC** registered office, no later than 10 days before the Annual General Assembly.
 - a. The Board is responsible for collecting the votes.
 - b. The Board, in compliance with the statute of the Association, establishes the final ranking.
 - c. The Board informs the elected candidates of their appointment in writing.
 - d. During the Annual General Assembly, the newly elected members of the Board introduce themselves to the General Assembly.
 - e. The results of the vote are attached to the minutes of the Annual General Assembly.
7. Candidates may not be appointed to the Board without providing:
 - a. A certificate of good conduct specifying that they have no criminal record and that they have fulfilled their fiscal obligations in their country of origin;
 - b. A declaration of interests stating that they have not pursued and are not pursuing personal interests with institutions or the authorities, as stated in article 4, paragraph 5, point d, nor any other conflict of interests with the Association;
 - c. A list of associated and complementary activities pursued in the three years preceding their appointment. If the individual in question has worked for or in the pharmaceutical industry, the list of associated and complementary activities must cover the five years before the appointment.
 - d. If, following the appointment, it transpires that a member of the Board provided incorrect or incomplete information in the documents listed in points 7a to 7c, they may be suspended in

consequence. This suspension can be cancelled within thirty calendar days if the association that nominated the suspended Board member reacts by stating that it does not approve the suspension. In this case the suspension is put to a majority vote of the General Assembly.

8. Board members are appointed for three years. Board members may then be re-appointed for two consecutive three-year mandates. During the third consecutive mandate on the Board, the member concerned may not be appointed to another role on the Board until the end of the three-year mandate. Board member mandates end on the day of the General Assembly, at the end of the Assembly.
9. Board member mandates end in case of death, dismissal, termination, at the end of the period for which the member was appointed or re-appointed, or if the association to which the Board member belongs ceases to be a member of the Association. Board member mandates also end if the member is appointed to the audit committee or fails to attend two successive Board meetings without a good reason and adequate notice. In case of dispute or confusion, the final decision is taken by the other members of the Board. When a Board member surrenders his mandate, or his association's membership ends, his role passes to the non-elected candidate for the Board who received most votes at the last General Assembly. If no candidate is available, the post is assigned at the next General Assembly. If the number of Board members falls below five, the Board can no longer act, and must call a General Assembly within two months to fill the vacant post(s).
- I 0. The past president ensures continuity of knowledge and procedures during the transition period between two Boards. The past president is automatically authorised to attend Board meetings, in a consultative role, with no right to vote. The past president is not a member of the Board. The Board is obliged to notify and invite the past president to Board meetings. The past president's comments are recorded, as are those of all other members of the Board.
11. The Board is called to a meeting by the president or a majority of Board members.

Article 8 - Tasks and responsibilities of the Board

1. Unless otherwise stipulated in the statute of the Association, the Board is charged with managing the Association.
2. The Board ensures compliance with the statute and regulations of the Association, as well as the resolutions it adopts.
3. Following approval by the General Assembly, the Board is authorized to adopt resolutions with a view to acquiring, selling or encumbering a registered property and to make agreements whereby the Association becomes surety or co-debtor, or guarantor for a third party, or joint surety for a third party debt.
4. In cases not covered by the statute of the Association, the Board may delegate every-day management of the Association and its representation in relation to third parties for this management to one or more persons, members or not, acting solely or together and identified as "office manager(s)" (chef de bureau).
5. In case of delegation, the Board grants special powers and associated remuneration for this mandate.

Article 9 - Representation outside every-day management

1. The Board represents the Association.
2. The Association is also represented in relation to third parties and legal proceedings, in all actions, including those involving a public or ministerial official, by two members of the Board acting jointly, one of those members being one of the following: the president, vice-president, secretary or treasurer. They cannot under any circumstances be held responsible for a prior decision of the Board or its members.
3. The Board or two of its members, acting jointly, pursuant to the provisions of paragraph 2, may authorise in writing another Board member or third party to represent the Association in such situations and under conditions as are set out in the written authorisation provided.
4. The Board's authority and the authority of Board members acting jointly to represent the Association may not be limited or made conditional. The authority of persons authorised to represent the Association may be limited and/or made conditional with respect to the type and extent of the authorisation.
5. Persons granted an authority to represent the Association under this statute or a written authorisation will not exercise this authority until the Board has adopted a resolution to execute the relevant legal document.

Article 10 - Committees and experts

I. During the process for electing the ECPC Board, full and associate members may each propose to the Board a candidate who could join the list of ECPC experts. Following these nominations, the ECPC Board may create a list of ECPC experts, who are persons meeting one or more of the following criteria:

- a) A proven understanding of the needs of cancer patients;
- b) A knowledge of the scientific, economic and social fields linked to the needs of cancer patients;
- c) A proven established commitment on behalf of cancer patients, in compliance with ECPC objectives.

The list of ECPC experts is renewed each time the ECPC Board is elected. The number of ECPC experts on the list cannot exceed the total number of full and associate members of the ECPC.

2. The "audit committee" comprises three members, elected by and from the General Assembly. "Full" and "Associate" members of the Association may be appointed as members of the audit committee. A majority of the members of the audit committee will be full members. The audit committee is tasked with the activities described in article 12. A

member of the audit committee may not simultaneously sit on the Board. The ECPC audit committee elects a president from its members.

3. The "scientific committee" comprises a minimum of three and a maximum of five ECPC experts. Only ECPC experts may be designated members of the scientific committee. The outgoing ECPC president is a de facto member of the scientific committee and its president. Should the outgoing president surrender his position, the scientific committee is chaired by a person designated by the ECPC Board. The president of the scientific committee must be a member of the Board or an ECPC expert. The scientific committee is a consultative body to the Board. The Board consults the scientific committee on research activities and the association's scientific concerns, pursuant to the standards set by the general regulations.

- a. The members of the scientific committee are appointed by the Board for the same period as the audit committee. Each ECPC member may propose candidates for the scientific committee, from the ECPC experts;
- b. Resolutions adopted by the scientific committee are not binding on the Board.

Article 11 - Accounts and finance

1. The Association's financial year is the calendar year.
2. The Association is funded by membership fees paid by full and associate members and by ECPC experts, together with other contributions from sponsorship, donations, bequests, grants and other revenue. Bequests can only be accepted subject to inventory.
3. Members must pay their membership fees and other contributions set by the General Assembly.
4. If a membership ends in the course of the financial year, the member still owes the membership fee and contributions for the full year, unless otherwise decided by the Board.
5. Board and committee members, and all other officials designated, are reimbursed for justified, pre-agreed expenses incurred for the Association by these members, on presentation of suitable evidence.

Article 12 - Justification

1. The Board is required to keep accounts concerning the Association's financial situation and all matters linked to the activities of the Association, in compliance with the conditions attaching to these activities, and to keep books, documents and other associated data media, so that the Association's rights and obligations may be deduced at any time.
2. Each year, in the six months following the end of the financial year, the Board draws up the ECPC's Association report and balance sheet.
3. At the General Assembly held in the six months following the end of the financial (calendar) year, the Board publishes an annual report on the Association's situation and the policy applied.
4. The Board presents the ECPC report and balance sheet, with explanatory notes, to the General Assembly for approval. These documents are signed by the Board members. If an administrator does not sign the documents, this must be noted and justified.
5. The General Assembly can extend the period stated in paragraph 3 by no more than five months.
6. After the initial or extended period, any member may petition the courts that the Board members fulfil their obligations.
7. The annual accounts prepared by the Board are checked annually by the audit committee. The Board must provide the audit committee with all the information required for this audit, present cash reserves and assets on request and make the books, documents and other data media available for consultation. After consulting the Board concerning the associated costs, the audit committee may request the help of an expert.
8. The General Assembly approves the ECPC report and balance sheet after considering the audit committee's report. This approval discharges the Board members of all responsibility for all acts reported in these documents.
9. The ECPC report and balance sheet and other financial reports, as approved by the General Assembly, will be published.
10. The ECPC report and balance sheet with explanatory notes are presented in a hard copy and kept. If the accounts are kept in an IT system, the data stored on data media, except for the paper copy of the ECPC report and balance sheet, may be copied and stored on another data storage device. These data must be copied so as to be presented accurately and in full, the data remaining accessible for the entire period for which they are kept, and able to be made legible within a reasonable time frame.
11. The Board is required to keep the books, documents and other data media mentioned in this article for seven years.

Article 13 - General Assembly

1. The General Assembly comprises all members of the Association, duly represented by their legal representatives.
2. Only full members have a vote in the General Assembly.
3. Each member may be represented by another member. Each member is limited to one representative at the General Assembly, said representative must be a member of the same category.
4. Board members have no voting rights at the General Assembly.
5. The General Assembly is chaired by the Board president, or in their absence, by the vice-president. If there is no vice-president present, the Assembly is chaired by another member of the Board.

6. The General Assembly is called and held in a major city in a European Union Member State, in a location determined by the Board.

Article 14 - Agenda

1. The Association's General Assembly is called by its president and meets at least once a year.
2. An Extraordinary General Assembly can be called when Management judges it necessary or when a third of all full members notify the president of their wish to call an Extraordinary General Assembly.
3. A public notification of the General Assembly meeting, with a provisional agenda, must be sent to full and associate members and experts. The definitive agenda must be published or sent out at least four weeks before the day of the meeting.
 4. The agenda for the Annual General Assembly must in all cases include the following items:
 - a. Approval of the minutes of the previous General Assembly.
 - b. The Board's annual report;
 - c. The Board's financial report;
 - d. The Association audit committee's report;
 - e. The Association scientific committee's report;
 - f. Approval of the ECPC's annual accounts for the past financial year;
 - g. Setting the membership fee for full members;
 - h. Setting contributions for associate members and all other contributions;
 - i. Approval of the budget for the next financial year;
 - j. Discharging the Board members;
 - k. Allocating vacant posts on the Board;
 - l. Approval of the list of ECPC experts.
 5. No later than three weeks before the day of the General Assembly, a minimum of nine members can submit a written proposal or amendment to the Board for inclusion on the agenda. The proposal or amendment must be made with explanatory notes. If the General Assembly judges the proposal or amendment to be too complex to be dealt with by the General Assembly, it can decide to discuss the proposal or amendment at the next General Assembly.
 6. The General Assembly cannot approve resolutions for proposals that are not on the agenda, unless a majority of the General Assembly decides otherwise.

Article 15 - Resolutions

1. The provisions of this article apply to all resolutions approved within the Association by the Board, General Assembly or a committee. Paragraph 9 applies exclusively to resolutions approved by the General Assembly.
2. The president of a body or committee chairs the meeting. The president determines the order for the assembly, subject to the assembly's right to make changes. The president determines the voting method pursuant to the provisions of this article.
3. Unless the statute of the Association or the regulations provide otherwise, the resolutions are approved at assemblies by a simple majority of the votes cast. A "majority" is more than half of the votes cast by the members with a right to vote, rounded if necessary. If the votes are evenly divided, no majority is achieved.
4. Votes cast by a suspended voting member are not valid. Abstentions and votes stipulating anything other than what is required for the vote are not valid. To calculate a majority, the non-valid votes are subtracted from the total of votes cast, after which the required majority is calculated on the basis of the remaining votes.
5. Unless the statute of the Association provides otherwise, each member with a right to vote casts their vote at the assembly in question. Each member with voting rights may be represented by another member at the General Assembly, providing them with a proxy (written or electronic) to vote on their behalf.
6. Votes concerning individuals are carried out by secret ballot. Votes relating to business are carried out with a show of hands or by acclamation. In all cases, the assembly may decide to vote in a manner other than the one prescribed. The vote must in all cases be carried out by ballot if a member with voting rights requests it.
7. If, in a vote, concerning individuals, none of the candidates obtain a majority in the first round, a second round takes place between the candidates that obtained the highest number or the highest and second highest number of votes. If the votes are divided equally in the second round, a third round must be held. The candidate obtaining a majority on the second or third round, or who is drawn by lots after the third round, is appointed.
8. If votes on business are equally divided, a second round is held. If the votes remain equally divided, the item is placed on the agenda for the next assembly.
9. Where there is a vote by ballot at the General Assembly, the president institutes an "electoral committee" comprising the representatives of three Association members who cannot be members of the Management. The electoral committee verifies the validity of the vote, calculates the result and reports it to the president of the assembly.

- IO. The president's judgement on the result of the vote is final. This also applies for the content of a resolution approved, if the vote was on a non-written proposal. If the soundness of the president's judgement is contested immediately after it is made, the resolution to be voted is written down and a new vote is held if the majority of the assembly require it, or if the vote was not by a show of hands or a ballot, if a member with voting rights requires it. This new vote cancels the legal effects of the initial vote.
11. Board resolutions are communicated to all administrators.
12. The General Assembly minutes are drawn up by the president of the Association under the authority of the General Assembly and distributed to all members in the two weeks following the General Assembly.
13. Board resolutions and the General Assembly minutes must be stored and remain accessible to all members at the Association's office.

Article 16 - Regulations

1. The organisation of the Association as well as the tasks and responsibilities of its governing bodies and committees are set out in the regulations.
2. The regulations cannot contradict the statute of the Association.
3. The Association must have at least one set of "General Regulations".
4. The regulations are approved and amended by majority of the General Assembly.
5. New regulations and amendments made to the regulations take effect on the fourteenth day following the decision of the General Assembly to approve or amend the regulations. The statute of the Association, a regulation or a General Assembly resolution may stipulate different dates for coming into force, but only after publication in an official memo. Members are informed of a new regulation or amendment by an official memo or other means, stating the date it comes into force
6. In cases not provided for in the statute or general regulations, the decision is made by the Board.

Article 17 - Amending the statute of the Association

1. Following a proposal by the Board, the General Assembly may modify the statute of the Association.
2. The Board must inform the members of the Association of any proposed change to the statute at least four weeks before the General Assembly that will debate it.
3. Changes to the statute and the dissolution of the Association are decided by a two-third's majority of members present or represented at the General Assembly called to deliberate.
4. Any change to or extension of the aims and activities stated in article 2 requires formal approval from the King.
5. Any change to the statute pursuant to article 48, items 5 and 7 of Belgian Law will be performed by deed notarised in Belgium.
6. Any change to the statute will be published in the Annexes of the Belgian Gazette (Moniteur).

Article 18 - Dissolution and liquidation

1. A resolution to dissolve the Association can only be made at a General Assembly specially called to that end. Paragraphs 1 to 3 of article 17 then apply.
2. If the General Assembly decides to dissolve the Association, the Board members act as liquidators, unless the General Assembly delegates liquidation to a third party.
3. After dissolution of the Association, any credit balance is transferred to an association with a similar purpose, to be selected by the General Assembly. The credit balance cannot be transferred to former or current members.
4. Following the decision to dissolve the Association, it will continue to exist for as long as necessary to liquidate its assets. During liquidation of the Association, the provisions of the statute of the Association remain in force where possible.
5. The liquidation is complete when no credit remains to the knowledge of the liquidator.

Article 19 - Applicable law

The Board distributes an English translation of the statute.

If the French and English texts do not agree, the French text takes precedence.

All matters not covered by this statute or the regulations enacted for their application will be governed by Belgian law.

STATUTE UPDATED ON 1 February 2019

Pour traduction conforme et ne varietur de la langue francaise vers la langue anglaise. Fait
à Bruxelles, le 15 octobre 2020.

For true and ne varietur translation from the French language to the English language.

Made in Brussels on 15th October 2020.

VTI6905588



Jean-Francois MAGHE
Traducteur jure
Sworn translator

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TRADUCTEUR JUREPRES
LE TPI DE BRUXELLES



Certified translation
Angola **TTA** Sworn
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