

## ARTICLES OF ASSOCIATION

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## TITLE I. LEGAL FORM AND NAME – REGISTERED OFFICE – PURPOSE, OBJECTIVE AND ACTIVITIES - DURATION

### Article 1. Legal form and Name

- 1.1 The association takes the form of a not-for-profit association under Belgian law.
- 1.2 The association is named “Cancer Patients Europe” abbreviated: “CPE”.

### Article 2. Registered Office

The registered office of the association is located in the Region of Brussels-Capital. The board of directors has the power to move the registered office to any other place in Belgium, provided that such a transfer does not require a change of the language of the articles of association in accordance with the applicable law governing the use of languages.

### Article 3. Purpose, objective and activities

- 3.1 The purpose of the association is to reduce the burden of cancer on patients and survivors, their carers, the health systems and the society as a whole. The mission is to represent and empower the voices of cancer patients and cancer survivors towards policymakers and other stakeholders, with the ultimate objective of co-creating policies that drive prevention, high-quality cancer care, treatment and survivorship in Europe..
- 3.2 The objective of the association is to promote the cooperation among cancer patient organisations, to develop a common policy that includes all directly or indirectly related matters, in the broadest sense, and to promote the interests of cancer patients, carers and survivors wherever and whenever relevant.
- 3.3 The association is authorized to have commercial activities if those activities are secondary activities and in accordance with the object described in the first paragraph and on condition that the profit is used to achieve its object.
- 3.4 In general, the association has full legal capacity to undertake all acts and transactions directly or indirectly related to its purpose or of such a nature as to facilitate, directly or indirectly, the achievement of that purpose, in whole or in part.

### Article 4. Duration

The association is created for an indefinite period of time.

## TITLE II. MEMBERS

### Article 5. Members

The association has full members and associate members. The association has at least three full members.

Any organisations, individuals, or groups wishing to become a member of the association must address their request for admission in writing to the board of directors. This written request can be made by letter or by e-mail.

Having checked that the membership criteria are met, the board of directors decides on the application and, if a majority of votes favour the application, membership is approved. The board of director’s decision shall be final and does not require explanation.

The benefits, rights and obligations of membership are set forth in the articles of association.

## 5.1 Full members

To become a full member, the applicant must be:

- (i) a national cancer patient umbrella organisation based in geographical Europe or
- (ii) a cancer patient organisation that is not a member of or affiliated with any national cancer patient umbrella organisation which is already a member of the association and:
  - that is based in geographical Europe;
  - whose main purpose is (a) the promotion of the interests of cancer patients or (b) the provision of support or other services to cancer patients and/or their caregivers; and
  - that is a not-for-profit organisation and has no commercial interest in companies active in the diagnostic or treatment of cancer (such as, but not limited to pharmaceutical companies, diagnostics or nutrition companies).

The founders are the first full members of the association.

Full members have voting rights at the general assembly.

## 5.2 Associate members

To become an associate member, an applicant must meet one of the following criteria:

- (i) be a national cancer patient organisation which is a member of or is affiliated to a national cancer patient umbrella organisation, which is based in geographical Europe, whose main purpose is to promote the interests of cancer patients, or to provide support or other services to cancer patients and/or their caregivers and which has no commercial interest in companies active in the diagnostic or treatment of cancer (such as, but not limited to pharmaceutical companies, diagnostics or nutrition companies);
- (ii) (be a group (wherever based) whose main purpose is to promote the interests of cancer patients, or to provide support or other services to cancer patients and/or their caregivers; or
- (iii) be an individual who fulfils the following criteria:
- (iv)
  - a. The individual's main purpose in joining the association is to promote the interests of cancer patients, or
  - b. The individual's main purpose in joining the association is to provide support or other services to cancer patients and/or their caregivers, or
  - c. The individual has a philanthropic, academic or clinical interest in cancer and the care of cancer patients, but excluding any individual who works for, or has a commercial interest in, companies active in the diagnostics or treatment of cancer (such as, but not limited to pharmaceutical companies, diagnostics or nutrition companies).

Associate members do not have voting rights at the general assembly.

## 5.3 Definitions

For the purposes of this Article 5, the following terms have the following meanings:

- "Cancer patient organisation" means an organisation providing services or promoting the interests of cancer patients, carers and cancer survivors;

- “National cancer patient umbrella organisation” means an organisation based in one specific country and having as members Cancer Patient Associations of that country;
- “Group” means a network or other entity which is not an individual and is not a legal entity.

#### **Article 6. Contribution**

Full members and associate members are not required to pay annual dues unless the general assembly decides otherwise. If the general assembly decides to introduce a membership fee, the general assembly also decides on the amount of the membership fee.

The annual dues payable by the full and associate members may not exceed EUR 500.

#### **Article 7. Exit - Resignation - Exclusion**

Any member may resign from the association at any time, by notifying the board of directors in writing one month in advance. This notification can be made by letter or by e- mail.

A resigning member is not entitled to any refund of the membership fee.

A member can be expelled for serious cause and after due process. Examples of serious cause include the following:

- Failure to comply with the association's articles of associations;
- Non-compliance with the valid resolutions of the general assembly or one of the bodies
- Bringing the association into disrepute;
- Conflict of interest.

A member may also be expelled if its membership is deemed to be no longer beneficial to the association.

The expulsion of a full member can only be decided by a general assembly with a two-thirds majority of the votes present and represented. A member must be provided with at least two weeks' notice of the proposal to remove it from membership and be provided with a reasonable opportunity, as determined by the chair of the board of directors, to respond to the proposal.

If the board of directors is of the opinion that there are grounds for the expulsion of a full member, the board of directors may decide to suspend the membership rights of a full Member until the first forthcoming general assembly, which must then decide on the expulsion.

The expulsion of an associate member can be decided by the board of directors and after the member has been heard, or at least after he have been invited to be heard.

Membership ends by operation of law if the member dies, is declared insolvent, of unsound mind, or is placed under provisional administration.

## **TITLE III. GOVERNANCE**

### **THE GENERAL ASSEMBLY**

#### **Article 8. Composition**

The general assembly is comprised of all full members.

Associate members may participate without voting rights.

#### **Article 9. Competence**

The following powers are expressly reserved to the general assembly:

1. the amendment of the articles of association;

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2. the appointment and dismissal of the directors;
3. the appointment and dismissal of the statutory auditors and the fixing of their remuneration;
4. the granting of discharge to the directors and statutory auditors;
5. the approval of the financial statements and the budget;
6. the approval of the strategic plan and the annual action plan;
7. the dissolution of the association;
8. the expulsion of full members;
9. the conversion of the association
10. any other power provided for in the articles of association.

#### **Article 10. Convocation**

10.1 Subject to the following provisions, the convening and functioning of the general assembly are governed by articles 9:13 to 9:21 of the Code on Companies and associations.

10.2 The ordinary general assembly must be convened at least once a year.

A ordinary general assembly may be convened if all members are provided with a notification at least 60 days before the proposed date of the general assembly. This written convocation shall be made by e-mail and must contain the agenda.

The agenda is set by the board of directors. Any agenda item proposed to the board of directors by at least 20% of the full members at least 40 days before the date of the general assembly must be put on the agenda.

10.3 An extraordinary general assembly [EGA] may be called for a special purpose by the board of directors. It must be called if at least 20% of the full members or the statutory auditor request so.

The agenda shall be set by the board of directors or by the 20% of full members requesting the calling for the EGA or by the statutory auditor requesting the calling of the meeting and no other matter may be considered by the EGA.

The notice for the EGA shall be 30 days.

The quorum shall be the same as for the annual general assembly.

#### **Article 11. Assembly**

The general assembly shall be chaired by the chair of the board of directors or, in his absence, by the vice-chair of the board of directors or, in his absence by the secretary or, in his absence, by the most senior in terms of board membership.

The chair of the general assembly shall appoint a secretary in the event that the secretary of the board of directors is absent.

Any full member may authorise in writing another full member to exercise the voting rights attached thereto, provided, however, that no one member may have more than one proxy.

#### **Article 12. Quorum**

At least a majority of the full members must be present or validly represented to ensure a quorum. If the quorum is not reached, a second meeting shall be convened in accordance with Article 10 with the same agenda, which may conduct and decide regardless of the number of full members present or represented.

#### **Article 13. Voting right**

Each full member has one vote.

Each full member may exercise a maximum of two votes in case they carry a proxy from another full member.

**Article 14. Decision Making**

Unless a special majority is prescribed by law, the articles of association or the internal regulations, resolutions shall be adopted by a simple majority of the votes present and represented. In the event of a tie, the chair of the meeting shall have a casting vote.

**Article 15. Minutes**

The minutes of the general assembly shall be recorded in a special register kept at the seat of the association and signed by 2 full members which were present at the general assembly other than the chair and the secretary of the general assembly. Copies and extracts of the minutes and the register shall be signed by the chair and the secretary of the board of directors.

The decisions of the general assembly shall be communicated to all members by e-mail, or published on the association's website, without prejudice to the notices required by law.

**Article 16. Remote meetings**

Subject to the conditions set out in the Code of Companies and Associations, the association can hold a general assembly remotely by any means of telecommunication allowing an effective and simultaneous deliberation, such as a telephone conference or a videoconference.

With regard to the conditions on quorum and majority, the members who participate remotely in the general assembly are deemed to be present at the place where the general assembly is held.

**Article 17. Written decisions**

The full members may unanimously and in writing, take all decisions that fall within the competence of the general assembly, except for amendments to the articles of association.

In that case, the formalities of convening the assembly do not have to be fulfilled. The directors and, if applicable, the statutory auditor, may take note of these resolutions at their request.

**THE BOARD OF DIRECTORS****Article 18. Composition of the board of directors**

Upon incorporation, the association shall be governed by a board of directors consisting of at least three members.

From the second year after its incorporation, the association shall be governed by a board of directors consisting of at least five members but with a maximum of nine members.

Only full members or representatives of full members of the association may be appointed to the board of directors.

The majority of the directors shall be present or past cancer patients.

**Article 19. Nomination**

The directors are appointed by the general assembly. Unless otherwise decided by the general assembly, the directors are appointed for two (2) years.

In order to ensure a continuity within the board of directors, the elections shall be conducted in such a way that each year approximately half of the mandates of board will be up for election.

The board of directors shall elect from among its members a chair, a vice-chair, a secretary and a treasurer.

Their term of office ends by operation of law on the expiry of their mandate and also by death, resignation or dismissal and loss of membership.

Any director may resign voluntarily by giving written notice to the board of directors.

Directors may be reappointed twice for consecutive terms. A board member who has served three consecutive terms may not be re-elected to the board until a period of two mandates have elapsed.

The term of office of members of the board of directors who have not been reappointed shall expire immediately after the general assembly which decided on their replacement.

If the office of a member of the board of directors becomes vacant before the expiry of their mandate, the post may be filled by a temporary director appointed by the board of directors for a period up to the next general assembly. Such period shall not count as a term for the calculation of the maximum consecutive terms that a director can serve.

The members of the board of directors shall not be remunerated. However, the reasonable expenses incurred by them in the exercise of their mandate shall be reimbursed by the association, subject to approval by the board of directors and upon presentation of evidence.

### **Article 20. Authority**

The board of directors is responsible for the management of the association and represents it in and out of court. It is competent for all matters with the exception of those expressly reserved to the general assembly by law, the articles of association or the internal regulations.

The board of directors, can, within the limits fixed as the case may be in the internal regulations, delegate part of its powers, under its own responsibility, to a management committee or to one or more of its directors.

### **Article 21. Daily Management**

The board of directors may delegate the day-to-day management of the association, as well as the representation of the association in relation to such management, to one or more natural persons or legal entities.

The board of directors shall determine the possible assignments and remuneration of the so appointed person.

The board of directors may dismiss them at any time having proper regard to contractual and legal requirements.

### **Article 22. External Representation Power**

For legal acts that fall outside the daily management and special assignments, the association is only bound by the joint signature of the chair and a minimum of two directors.

The board of directors may grant special and specific powers of attorney to one or more natural persons or legal entities of its choice.

### **Article 23. Convocation of the board of directors**

The board of directors shall be convened by the chair or, in his absence, by the vice-chair or the secretary. The board shall also be convened upon initiative of, or, in the absence of the vice-chair and the secretary, by two directors.

The meeting shall be convened in writing no later than eight days prior to the meeting, except in cases of urgency. In the latter case, the nature and the reasons for the urgency shall be stated in the notice of the meeting and recorded in the minutes of the meeting.

### **Article 24. Conduct – Decision Making**

The board of directors shall meet at least twice per year.

Meetings can be convened in person or via telephone or video conference. Directors may participate in a meeting convened in person by telephone or video conference.

The directors can make decisions in writing and without a meeting provided they are unanimous.

The meetings are chaired by the chair of the board of directors or, in his/her absence or inability, by the vice- chair or, in his/her absence by the secretary, or in his/her absence or inability, by the most senior serving director of the directors present.

Unless a special majority is imposed by law, by the articles of association or the internal regulations, the decisions are taken by a simple majority of votes expressed by the members present or represented. In the event of a tie, the vote of the chair or the vote of the person replacing them shall decide.

#### **Article 25. Minutes**

The minutes shall be kept in a register intended for that purpose. They are signed by the chair and the secretary of the relevant meeting.

#### **Article 26. Financial control of the association by a statutory auditor**

##### 26.1 Accounts, record keeping and financial controls

The board of directors will ensure that sufficient and robust financial controls will be implemented to reduce the likelihood of fraud or error, and to protect the assets of the association.

Adequate records will be maintained to allow the financial position of the association to be determined at any given time.

An external, professional firm of accountants will be appointed by the board of directors, and that firm will maintain the financial accounts on a computerised, double- entry bookkeeping system. They will maintain an audit trail of all transactions and provide the board with monthly detailed transaction reports. From those records, they will produce year-end accounts (or more frequent management accounts if required).

##### 26.2 Statutory audit

The control on the financial position, the annual accounts and the financial regularity of transactions reflected in the annual accounts may be entrusted to one or more statutory auditors. The appointment of a statutory auditor is not required if the association does not exceed the thresholds referred to in article 3:47, §6 of the Belgian Code on Companies and Associations. The statutory auditor shall be appointed by the general assembly from among the members of the Institute of Statutory Auditors (Instituut van de Bedrijfsrevisoren/Institut des Reviseurs d'Entreprises) for a period of three years. The General Assembly must fix the remuneration of the auditor.

## **TITLE V. FINANCIAL YEAR - INTERNAL REGULATIONS**

#### **Article 27. Financial Year**

27.1 The financial year of the association shall begin on January 1 and end on December 31.

27.2 On this date, the accounts of the association are closed and the board of directors prepares the annual accounts in accordance with the applicable legal provisions. The board of directors also prepares a budget proposal for the following fiscal year.

27.3 The board of directors shall submit the annual accounts for the previous financial year and the budget proposal for the following financial year to the ordinary general assembly for approval.

27.4 The annual financial statements shall be filed with the office of the Enterprise Court for the records of the association in accordance with the relevant legal provisions. To the extent required, the annual accounts shall also be deposited with the National Bank of Belgium.



**Article 28. Internal regulations**

Internal regulations may be drawn up by the board of directors in accordance with the limitations provided for in the Code on Companies and Associations. Amendments to these internal regulations may be made by the board of directors deciding by a simple majority of votes cast.

The Internal Regulations and any amendments thereto shall be communicated to the members in accordance with Article 2:32 of the Code on Companies and Associations or made available on the website of the association. The articles of association shall contain a reference to the last approved version of the internal regulations. The board of directors may amend and publish this reference in the articles of association.

## TITLE VI. DISSOLUTION - LIQUIDATION

**Article 29. Dissolution**

The association may be dissolved at any time by a resolution of the general assembly, adopted under the same conditions as for the change of purpose or altruistic purpose of the association.

The reporting requirements applicable under the law, if any, will be taken into account.

**Article 30. Liquidators**

In the event of the dissolution of the association, for whatever reason and at whatever time, the directors shall appoint liquidators without prejudice to the right of the general assembly to appoint one or more liquidators, to determine their powers and to fix their remuneration.

**Article 31. Allocation of the net assets**

In the event of dissolution and liquidation, the extraordinary general assembly shall decide on the use of the association's assets, which must in any case be allocated to a disinterested purpose which corresponds as much as possible to the purpose of the association.

This use will be made after payment of all debts, duties and costs of liquidation or after transfer of the amounts necessary for their payment.

**Article 32. Digital signature**

The signing of agreements, powers of attorney, waiver letters, minutes and all other documents may, within the limits of book 8 of the Civil Code, also be done electronically.

**Article 33. Official language of the articles**

The Dutch text of the present articles of association is exclusively to be considered as official.

Translations are possible for the internal use of the association.

**Article 34. General conditions**

For everything that is not expressly provided here, the Code on Companies and Associations and the customs concerning the associations remain applicable.