

BIG
International Non - Profit Association

ARTICLES OF INCORPORATION

I. ASSOCIATION

Article 1 ó Legal form

The association is founded under the legal form of an international non-profit organisation in accordance with the Belgian Law of 27 June 1921, published in the *Moniteur belge* (Belgian Official Gazette) of 1 July 1921, as modified by the Belgian Law of 2 May 2002, the Belgian Law of 16 January 2003 and the Belgian Law of 22 December 2003, concerning non-profit organizations, international non-profit organizations and foundations.

Article 2 - Name

The association is named "Breast International Group-aisblö in short, öBIG-aisblö (hereinafter referred to as "the Association").

Article 3 - Seat

3.1 The Association shall have its seat in 1000 Brussels, 121, Boulevard de Waterloo.

3.2 The seat of the Association can be transferred at any time to any other location in Belgium by simple decision of the Executive Board of the Association. Such transfer of the seat shall be published in the Annexes to the *Moniteur Belge* within a period of one month as from such effective transfer.

Article 4 - Purpose

4.1 The purpose of the Association, which is an international non-profit organisation, is to reduce the unnecessary duplication of research efforts and facilitate breast cancer research internationally. To this end, the Association offers a neutral scientific forum in which its Members develop and conduct clinical and other research in the field of breast cancer.

This forum shall thus allow its Members to:

- combine resources and expertise to conduct research to advance knowledge of the disease and to optimally serve patients
- establish clinical and translational research priorities
- reduce the unnecessary duplication of efforts
- obtain study results quickly
- collaborate with other scientific networks, and
- develop models of collaboration with the pharmaceutical and biotechnology industry that preserve scientific independence.

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

The purpose of the Association is also to raise funds to support activities developed under the BIG umbrella in connection with its research.

4.2 The activities carried out by the Association shall be managed at the Headquarters, as defined in Section VI, on behalf of the Executive Board and the General Assembly.

Article 5 - Duration

The Association is established for an unlimited duration.

II. MEMBERS

Article 6 ó Composition of the Association

The Founders of the Association are listed in Annex II hereto. The Founders have no voting rights, except to the extent that they may be selected to serve as a voting representative for an Effective Member.

Article 7 ó Effective Members

7.1 Effective Members

Effective Members are organisations that are legal entities, established in accordance with the regulations and laws of their country of origin and which carry out clinical or other research in the field of breast cancer.

7.2 Rights and obligations

7.2.1 In this capacity, the Effective Members have all the rights and obligations set forth in Belgian Law concerning non-profit organizations, international non-profit organizations and foundations.

7.2.2 In addition, the Effective Members:

1. must select one person to be its voting representative;
2. must attend General Assembly and scientific meetings as defined in the BIG-aisbl Charter;
3. must pay a membership fee, unless exempted from this requirement by the General Assembly;
4. shall comply with the requirements defined in the BIG-aisbl Charter.

Article 8 ó Admission of new members and Adherent Members

8.1 The admission of new members is subject to the following conditions:

- adherence to the Mission Statement and principles of research conduct (article 4 supra);
- compliance with the requirements of article 7, and,
- approval of the applicant by the General Assembly, as proposed by the Executive Board.

8.2 Following recommendation by the Executive Board, some applicants may be accepted on a provisional basis by the General Assembly, and are considered Adherent Members. Adherent Members are legal entities

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

or de facto associations.

8.3 Adherent Members shall have the same rights as Effective Members except the right to vote and the right to nominate members of the Executive Board. Adherent Members shall, however, be entitled to participate in all discussions and to express their opinions (õconsultative voiceö).

8.4 Adherent Members wishing to become Effective Members shall send a written request to the Executive Board explaining the reasons for the request and providing documentation supporting the fact that they meet the conditions linked to Effective Membership. The General Assembly must issue its decision (approval or rejection or postponement) at its following meeting.

Article 9 ö Resignation and termination

9.1 The Members have the right to resign. Such resignation shall only enter into effect for the future in order not to affect ongoing research. Resigning Members shall remain obliged to participate and contribute to the research to which they have bound themselves previously.

9.2 There are no term limits to membership but membership is subject to regular review. Membership can be terminated by a decision of the General Assembly, on the proposition of the Executive Board, based on performance measures that are not met. Members to be excluded shall have the right to present their defensive arguments prior to the vote on the termination of their membership.

III. GENERAL ASSEMBLY

Article 10 - Composition

10.1 The General Assembly is composed of the Members of the Association as defined under articles 7 and 8. All the Effective Members have a voting right at the General Assembly. Adherent Members shall have no voting right at the General Assembly. They shall however have a consultative voice as defined under article 8.3.

10.2 When deemed necessary, external consultants may be invited to attend the meetings. They shall have a consultative voice as defined under article 8.3.

Article 11 - Competencies

11.1 The General Assembly is the sovereign authority of the Association and has all the powers to achieve its Purpose, as defined under article 4.

11.2 The reserved powers of the General Assembly are:

- a. the approval of the annual budget and accounts;
- b. the election and dismissal of the members of the Executive Board;
- c.
- d. the modification of the articles of incorporation;
- e. the dissolution of the Association;
- f. the admission of new members and the termination of membership;

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

g. the approval of main orientations and future strategies.

Article 12 - Meetings

12.1 Ordinary General Assembly meetings

12.1.1 Ordinary General Assembly meetings shall be held at least once per calendar year on a date proposed by the Executive Board under the presidency of the Chairperson of the Executive Board or any other member of the Executive Board designated by the Chairperson to this end, at the seat of the Association or at any other location fixed in the written notice.

12.1.2 The Headquarters, on behalf of the Executive Board, shall send a written notice by ordinary mail, by electronic mail or by telefax to the Members containing the meeting location and time. The agenda shall also be provided to the Members prior to any such meeting.

12.2 Extraordinary General Assembly meetings

12.2.1 Extraordinary General Assembly meetings, in person or by any other means, may be convened by the Executive Board whenever necessary and whenever the interests of the Association so require, either on the initiative of the Executive Board, or on request of at least half of the Effective Members.

12.2.2 Virtual extraordinary General Assembly (by electronic mail correspondence) shall be convened by the Executive Board when impossible for the Effective Members to meet in person.

12.2.3 For each extraordinary General Assembly meeting, including virtual ones, the Headquarters, on behalf of the Executive Board, shall send a written notice by ordinary mail, by electronic mail or by telefax to the Members containing the meeting location and time. The agenda shall also be provided to the Members prior to such meetings. In case of a virtual extraordinary General Assembly meeting, the Effective Members shall vote by electronic ballot according to a formal procedure adopted by the Executive Board and disclosed by the Headquarters to the Effective Members.

Article 13 ó Decision-making process

13.1 Quorum of presence

13.1.1 At General Assemblies, each Effective Member may be represented by the voting representative or a substitute, provided this person holds a special power of attorney to such effect.

13.1.2 Decisions of the General Assembly shall be validly taken when at least one half of all Effective Members are (virtually) present or represented. If such condition is not met, a new meeting shall be convened within thirty calendar (30) days after. Such General Assembly then deliberates regardless of the number of Effective Members are (virtually) present or represented, and its decisions are considered as valid.

13.1.3 In case of modification(s) of the articles of incorporation, should the condition related to the quorum of presence not be met during the first General Assembly, a second meeting shall be convened. This second meeting shall take place at a time and date that suits the largest number of Effective Members available and may not take place in a period less than fifteen calendar (15) days after the first. Decision of the General

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

Assembly on the modification(s) of the articles of incorporation during this second meeting shall be validly taken, no matter whether the condition related to the quorum of presence is met or not, provided that such decision is taken according to the rule of Majority defined in article 13.2.

13.2 Majority

13.2.1 Simple majority

13.2.1.1 Each Effective Member has one vote at the General Assembly. The Adherent Members, Headquarters and external consultants have no voting right. They however have a consultative voice as defined under article 8.3.

13.2.1.2 Except when otherwise provided in the present articles of incorporation, resolutions are approved by simple majority of the Effective Members present or represented, and such resolutions are addressed to all Members. The Chairperson shall have a casting vote in the event of tied votes.

13.2.1.3 No resolution may be passed on issues that are not fixed in the agenda.

13.2.2 Super majority

13.2.2.1 Without prejudice to the Belgian law concerning non-profit organizations, international non-profit organizations and foundations, all proposals for modification of the articles of incorporation or for dissolution of the Association must be made by the Executive Board or by at least two thirds of the Effective Members of the Association. The Chairperson shall have a casting vote in the event of tied votes.

13.2.2.2 The General Assembly shall vote on these issues. If the presence quorum is met at such General Assembly, all decisions must be taken by at least two thirds majority of the votes. If the presence quorum is not met, the procedure shall be the same as in article 13.1.2, except for modification(s) to the articles of incorporation, which are ruled by article 13.1.3.

13.2.2.3 All modifications of the articles of incorporation shall become effective after notification by the Ministry of Justice and publication in the Annexes of the *Moniteur belge*.

13.2.2.4 The General Assembly shall fix the mode and procedures of the dissolution and liquidation of the Association.

13.3 Vote

13.3.1 Voting can take various forms (e.g. by raising hand, paper ballot, electronic survey or other means) depending on the issue at hand.

13.3.2 In case of virtual extraordinary General Assembly meetings (by electronic mail correspondence), Effective Members shall vote by electronic ballot as defined under article 12.2.3.

13.4 Minutes

The resolutions of the General Assembly are recorded in a register signed by the Chairperson and the Vice-Chairperson or the Treasurer and are kept at the seat of the Association with the Headquarters, which holds it

at the Members' disposal.

IV. EXECUTIVE BOARD

Article 14 - Composition

14.1 The Association is administrated by the Executive Board composed of a minimum of 3 individuals and a maximum of 21 individuals, all with voting rights. The composition of the Executive Board shall always be an odd number.

14.2 The members on the Executive Board are appointed by the General Assembly for a mandate of four years starting on the first day of the month following the vote of the General Assembly. They may be re-elected once for a consecutive mandate of 4 years. The number of vacancies on the Executive Board shall be defined by the General Assembly in advance of any election of the Executive Board members.

14.3 Any individual on the Executive Board can be removed from the Executive Board by the General Assembly by a two thirds majority of the Members present or represented.

14.4 The Executive Board elects amongst its members one Chairperson, one Vice-Chairperson and one Treasurer. The Executive Board may decide to propose to the General Assembly a Chair-Elect, for General Assembly approval.

Article 15 - Meetings

15.1 The Executive Board shall meet in person or by other means approximately every six (6) weeks or at the special request of the Chairperson or Vice-Chairperson. Prior to each meeting, a written notice shall be sent by the Headquarters to the Executive Board by ordinary mail, by electronic mail or by telefax containing the meeting location and time. The agenda shall also be provided to the Executive Board members prior to any such meeting.

15.2 Each Executive Board member may be represented by another Executive Board member who may only hold no more than one power of attorney.

15.3 The Executive Board may only validly vote when two thirds of the Executive Board is present or represented by another Executive Board member.

Article 16 - Competencies

The Executive Board has all the powers of administration and management, except those powers reserved to the General Assembly. The Executive Board may delegate its powers of daily management to its Chairperson or another Executive Board member or another person appointed. The Executive Board may also, under its liability, delegate special powers of attorney to one or more persons, members or not members of the Executive Board.

Article 17 ó Decision-making process

17.1. The resolutions of the Executive Board are taken by a two thirds majority of the votes of the Executive

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

Board members present or represented. The Chairperson shall have a casting vote in the event of tied votes.

17.2 Voting can take various forms (e.g. by raising hand, paper ballot, electronic survey or other means), depending on the nature of the issue at hand.

17.3 The voting form shall be defined prior to any meeting of the Executive Board and shall be communicated with the agenda for such meetings.

17.4 The resolutions of the Executive Board are recorded in a register signed by the Chairperson and by the Vice-Chairperson or the Treasurer and shall be kept at the seat of the Association. The Headquarters shall keep such register at the disposal of the Members of the Association.

Article 18 - Responsibilities

18.1 All acts engaging the Association are, except special powers of attorney, signed by the Chairperson and the Vice-Chairperson or the Treasurer, who shall not have to justify their powers towards third parties.

18.2 All legal proceedings, whether as plaintiff or as defendant, shall be followed by the Executive Board in the person of either the Chairperson or any member of the Executive Board appointed by the Chairperson for such purpose.

18.3 The Executive Board reports on its administration to the General Assembly. To this end, the Executive Board publishes an annual report concerning the Association's activities, which is made available to the General Assembly before its annual meeting. Such annual report is to be approved by the General Assembly.

Article 19 - Liability

The Executive Board members shall not be personally liable for any fault they commit, as long as the fault remains within the scope of the Executive Board's mandate and engages the liability of the Association. Executive Board members shall, however, be personally liable for any fault causing damage or loss when it occurs in breach of the mandate of the Executive Board or of the Purpose of the Association as defined under article 4.

V. ADVISORS

Article 20 - Composition and Competencies

20.1 The Association may be supported by advisors in the form of working groups, task forces, or specially designated functions allocated to individuals (Advisors). Advisors shall be appointed at the discretion of the Executive Board.

20.2 The specific responsibilities and duration of the mandate of Advisors shall be determined by the Executive Board.

20.3 Advisors may resign at any time and their replacement shall be decided upon by the Executive Board.

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

20.4 The Executive Board shall decide whether Advisors should participate in meetings of the Executive Board.

20.5 Advisors who do participate in the Executive Board shall do so in an *ex officio* manner and shall not have a vote.

20.6 Advisors provide recommendations to the Executive Board for consideration, but do not have decision-making authority by their own right

Article 21 - Liability

Advisors do not have the capacity to engage the Association.

Advisors shall not be personally liable for the advice provided within the framework of their mandate.

VI. DELEGATED ORGAN FOR THE DAILY MANAGEMENT

Article 22 ó Composition

The Executive Board delegates the daily management to the Managing Director of the Headquarters who is appointed and dismissed by the Executive Board.

The Managing Director may resign at any time and his/her replacement shall be decided upon by the Executive Board.

Article 23 ó Competencies

The Managing Director is entitled to execute acts of daily management, those being defined as covering the execution of guidelines determined by the Executive Board and being performed regularly to ensure the smooth running of the Association, including but not limited to:

- h. the opening and management of the bank accounts;
- i. the hiring and dismissal of the employees;
- j. the signing of accounting documents;
- k. the signing of all administrative and social documents ;
- l. the representation of the Association towards the administrative authorities and any other individual, including vendors or suppliers.
- m. the signing of confidentiality agreements and general correspondence.

For the avoidance of doubt, all major contracts engaging the Association as well as all resolutions (minutes) of the General Assembly and the Executive Board shall remain the competence of the Executive Board and shall require the signatures of two Executive Board members.

Article 24 ó Liability

The Managing Director, as the delegated organ for the daily management of the Association appointed by the

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

Executive Board, shall not be personally liable for any fault she/he commits, as long as the fault remains within the scope of his/her mandate as the delegated organ for the daily management and engages the liability of the Association. The Managing Director shall, however, be personally liable for any fault causing damage or loss when it occurs in breach of the mandate granted by the Executive Board or of the Purpose of the Association as defined under article 4.

Article 25 ó Power of attorney

The Managing Director may, within his/ her mandate and under his/her responsibility, delegate the signing of document(s) in relation to executing acts of daily management to one or more heads of departments and this to the extent of the responsibility of the said departments.

VII. HEADQUARTERS

Article 26 ó Association management

26.1 The Headquarters is the management body of the Association directed by the Executive Board.

26.2 The Headquarters ensures the liaison among the Members of the Association, and supports the Members, the Executive Board and Advisors. The Headquarters is also in charge of the management and general conduct of research programs, clinical trials and other Association activities.

256.3 One or more representatives from the Headquarters shall attend the General Assemblies without participating in the votes. The Headquarters shall also be represented in the meetings of the Executive Board and Advisors but shall not participate in the votes.

Article 27 ó Financial management

The Headquarters ensures the financial administration of the Association under the supervision and direction of the Executive Board.

VIII. ACCOUNTABILITY

Article 28 ó Budgets and accounts

28.1 The fiscal year shall end on 31 December of each civil year.

28.2 The Executive Board must submit for approval to the General Assembly the accounts of the past year and the budget of the forthcoming year.

28.3 The General Assembly may decide to create a reserve capital, fix the amount and the contribution to such capital by each effective member.

28.4 The Association shall be funded by the following sources:

- fees for services provided in connection with research programs and clinical trials

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

- educational grants by pharmaceutical companies;
- private and public gifts and grants;
- other resources (including Members' contributions).

28.5 Except in case of dissolution, all Members whose membership is terminated for any reason whatsoever shall be immediately deprived of their rights to such funds, capital and other assets of the Association.

Article 29 - Audit

29.1 Headquarters, in consultation and with the approval of Executive Board, shall appoint a firm of certified public auditors who shall verify the accounts of the Association.

29.2 Every year, the firm of certified public auditors shall address to the General Assembly a written report, which shall be available to Members upon request.

IX. GENERAL PROVISIONS

Article 30 - Publication

Everything that has not been stipulated in the present articles of incorporation and the publication in the Annexes of the *Moniteur Belge* shall be governed by Belgian law.

Article 31 ó Internal rules

Internal rules may be adopted, modified and repealed by the General Assembly on proposal by the Executive Board.

Article 32 ó Dissolution and liquidation

In the event of dissolution of the Association, the Executive Board, after having settled all debts and liabilities of the Association, or constituted provisions for settling such debts and liabilities, shall allocate any surplus assets to aims in accordance with the Association's purpose as defined under article 4, or shall allocate such surplus assets to one or more comparable organisations or associations established and administered for similar objectives and purposes as those of the Association.

Article 33 - Language

In accordance with the law, the official language of the Association is French. Other working languages may be used.

ANNEX I: MISSION STATEMENT

The Breast International Group (BIG) is an international non-profit umbrella organization and legal entity for academic breast cancer research groups from around the world, dedicated to facilitating breast cancer research internationally.

BIG provides a forum for its Member groups to:

- combine resources and expertise to conduct research to advance knowledge of the disease and to optimally serve patients;
- establish clinical and translational research priorities;
- reduce the unnecessary duplication of efforts;
- obtain study results quickly;
- collaborate with other scientific networks;
- develop models of collaboration with the pharmaceutical and biotechnology industry that preserve scientific independence.

When conducting or participating in clinical trials or research programs under the BIG umbrella, BIG Members agree to adhere to the following Principles of Research Conduct:

1. Research conducted under the umbrella of BIG serves to advance knowledge about breast cancer in order to improve treatments and outcomes for patients.
2. All BIG trials shall remain independent from the pharmaceutical / biotechnology industry, even if they are sponsored wholly or in part by industry.
3. "Independent from industry" means that a BIG Member group or affiliated trials unit shall control the database, and that industry partners may access the full trial data only after its release by the Steering Committee (SC) for the trial, and the Independent Data Monitoring Committee (IDMC). In addition, all statistical analyses and study reports related to a BIG trial shall be executed or supervised by one or more statisticians who are members of BIG groups or trials units or are otherwise academic collaborators of BIG, but who are independent from the major funding body for the trial.
4. Each trial shall have a SC that is representative of the groups and centers participating in the trial. Industry collaborators may be represented on the SC, but shall neither hold the majority of seats, nor have the power of veto.
5. The SC of large trials, registration trials and those using treatments with potential safety concerns shall be advised by an IDMC, the members of which may neither participate in the trial, nor represent the sponsor(s).
6. Trial monitoring may be conducted in part or exclusively by industry partners, but must involve supervision by the BIG group or trials unit coordinating the trial.
7. The trial SC shall be responsible for publications & presentations, which shall follow accepted scientific practice, academic standards, the study protocol, and any specific guidelines established by the SC for the trial.

VERSION APPROVED AT 2014 GENERAL ASSEMBLY

8. All BIG trials shall follow Good Clinical Practice guidelines and any applicable laws.
9. Access to and use of biological samples collected in the context of research conducted under BIG shall be governed by policies approved by the trial SC and any applicable laws.
10. In consideration of the importance of long-term efficacy and safety evaluations, BIG strongly endorses the long-term follow-up of patients participating in randomized clinical trials.

ANNEX II: LIST OF THE MEMBERS AT THE INCORPORATION

1. Martine PICCART-GEBHART
Born 18 June 1953
Residing in 1180 Uccle, avenue A. Lancaster 66;
2. Aron GOLDBIRSCHE
Born 25 April 1946
Residing in 6850 Mendriso (Switzerland), viale Villa Foresta 5;
3. Monica Maria Margherita CASTIGLIONE-GERTSCH
Born 8 May 1949
Residing in 3063 Ittigen (Switzerland), im Holenacker 10;
4. Henri TAGNON
Born 10 August 1911
Residing in Uccle, avenue Bosveldweg 80A
5. Patrick, Austin, Jean-Pol THERASSE
Born 7 August 1963
Residing in 1325 Dion Valmont, Clos de la Culturelle 3

ANNEX III. COMPOSITION OF THE EXECUTIVE BOARD OF BIG-aisbl

Chairperson: Mrs Martine PICCART-GEBHART, MD, of Belgian nationality, born 18 June 1953, residing in 1180 Uccle, avenue A. Lancaster, 66

Vice Chairperson: Mr Aron GOLDBIRSCH, MD, of Swiss nationality, born 25 April 1946, residing in 6850 Mendrisio (Switzerland), Viale Villa Foresta 5;

Treasurer: Mr Michael GNANT, MD, of Austrian nationality, born 7 June 1964, residing in 1010 Vienna (Austria), Landesgerichtsstrasse 16/13;

Members

Mr Fabrice ANDRE, MD, of French nationality, born 10 May 1972, residing in 92330 Sceaux (France), 14 rue de Bagneux;

Mr Jose BASELGA, MD, of Spanish nationality, born 3 July 1959, residing in 02482 Wellesley, Massachusetts (United States of America), Dewing Path 3;

Mr David CAMERON, MD, of British nationality, born 14 November 1956, residing in EH42 1NU Scotland (United Kingdom), The Old House, North Street 1, Belhaven, Dunbar;

Mr Angelo DI LEO, MD, of Italian nationality, born 16 December 1963, residing in 59015 Carmignano (Italy), Via Loggette 1;

Mrs Karen GELMON, MD, of Canadian nationality, born 18 August 1953, residing in V6M1P4 Vancouver, British Columbia (Canada), West 37th Avenue 2351;

Mrs Sibylle LOIBL, MD, of German nationality, born 11 August 1968, residing in 63263 Neu-Isenburg (Germany), Herzogstr. 12.