

**EORTC –COORDINATED VERSION OF THE ARTICLES OF ASSOCIATION
FOLLOWING THE GENERAL ASSEMBLY OF THE MEMBERS
HELD ON 18 JUNE 2021**

**CHAPTER I
GENERAL PROVISIONS**

1. Legal form

The association is an international non-profit organisation (“*association internationale sans but lucratif*”, in short “AISBL”) under Belgian law, established pursuant to the Belgian Code of Companies and Associations.

2. Name

The name of the association is "*Organisation Européenne pour la Recherche et le Traitement du Cancer*", or "*European Organisation for Research and Treatment of Cancer*", in short "EORTC".

3. Registered office

The registered office of the association is at Avenue Emmanuel Mounier 83, 1200 Woluwé- Saint-Lambert (Brussels Region). The Board may transfer the registered office to any other location within Belgium and may consequently amend this clause of the statutes; the Board will ensure that the amendment is published in the *Annexes du Moniteur belge*.

4. Duration

The association is created for an unlimited duration.

5. Purpose

The purpose of the association is to improve the management of cancer and related problems, to increase survival and patients' quality of life, and to improve the standard of cancer treatment.

6. Activities

The association will achieve its purpose by, among other activities, conducting, developing, coordinating and stimulating laboratory and clinical research, by developing and testing drugs and therapeutic strategies, and by conducting translational research projects and clinical trials.

The association may also conduct any activity which directly or indirectly contributes to the achievement of the above non-profit purposes, including incidental profitable activities the profits of which are allocated to the pursuit of these purposes or the nature of which contributes to these purposes.

7. Three-year cycle

The organs of the association are renewed on a three-year cycle, in accordance with the provisions of these statutes. Each three-year period commences and ends on the date of the ordinary general assembly to be held in or about June 2021, 2024, 2027, etc.

CHAPTER II MEMBERS

8. Effective Members

§1 Capacity

The Effective Members are:

- a) the members of the Board;
- b) the last three Presidents;
- c) the President elect;
- d) the Chairs of each Group;
- e) the Chairs of each Task Force; and;
- f) fifteen representatives of top recruiting academic or hospital institutions.

The Effective Members must be natural persons. The Effective Members mentioned under paragraphs (a) and (c) to (e) above are and remain Effective Members as long as they hold their function. The Effective Members mentioned under paragraph (f) are appointed for a three-year period as described hereunder.

§2 Appointment process of academic or hospital institutions' representatives

- a) The academic or hospital institutions entitled to representation are selected as follows.

Entitlement to representation for a three-year period is based on the number of patients contributed by the institution to the association's clinical trials in the three calendar years preceding that three-year period. Each of the fifteen institutions having contributed the largest number of patients is entitled to representation, provided that it has contributed in the last three calendar years preceding that three year period at least 15 patients per year and at least 75 patients in aggregate. Institutions which have entered into a formal cooperation agreement between themselves may submit a joint candidature. They will then be regarded as a single institution for the drawing up of the ranking of the fifteen institutions having contributed the largest number of patients.

The Board draws up the entitlement rank before 15 March preceding the beginning of every three-year period. In case of equal ranking for the last available seats, the President will draw lots to determine the entitlement.

- b) From each institution entitled to representation, the individual representative member is selected as follows.

The Board notifies each institution entitled to representation by the 15th of March preceding the beginning of every three-year period, through an individual determined by the Board within this institution.

The institution chooses its representative among the Active Members who belong to that institution and notifies the Board of the name of its chosen representative by the 1st of May preceding the beginning of the three-year period. If the institution fails to do so, the Board shall select the institution's representative from the Active Members who belong to that institution.

The appointment of the representative may be renewed.

- c) The effective membership will terminate if the representative ceases to belong to the institution he or she represented. The relevant institution, failing which the Board, may in that case appoint another representative for the remaining duration of the mandate.

§3 Rights

Effective Members may attend and vote at the General Assembly. They receive a copy of the minutes of the General Assembly meetings.

9. Active Members

§1 Capacity

The Active Members are the natural persons admitted in that capacity by the Board or the General Assembly.

§2 Rights

Active Members may attend the General Assembly when invited pursuant to clause 18. In that case, they may intervene on the points on the agenda and give their opinion on the draft resolutions submitted to the General Assembly. They may not take part to the vote. They receive upon request a copy of the minutes of those General Assembly meetings to which they have been invited.

§3 Admission process and duration

Investigators recruiting patients for the association's clinical studies, or contributing to laboratory research conducted for these clinical studies or to other EORTC activities approved by the Board, may be admitted as Active Members, subject to the conditions foreseen by the association policy 023 ("*The EORTC Membership – POL023*"), as amended from time to time, being fulfilled.

Applications of candidate Active Members are submitted to the Board. Applications may be submitted by the candidate directly, or by a Group Chair. The Board, at its discretion, grants or refuses membership to the candidates. A group Chair may appeal to the General Assembly against the refusal of an application he or she had submitted.

The Board may withdraw the membership from Active Members who do not any more meet the admissibility criteria applied by the Board. The Active Member from whom this capacity has been withdrawn and the Chair of the Group to which he or she belonged may each appeal to the General Assembly against the Board decision. The appeal must be filed within 30 days of the notification of the decision of the Board to the member concerned. The General Assembly will rule on the appeal during the next ordinary General Assembly meeting.

§4 No cumul

When an Active Member becomes an Effective Member, it will be regarded as an Effective Member. It will further keep all the rights granted to Active Members. At the end of the effective membership, it will automatically become an Active Member again.

10. Membership fees

There is no membership fee.

11. Resignation

Members may resign at any time from the association, by written notice. Effective members must send their resignation letter to the President. Active members must send their resignation letter to the Membership Committee.

12. Expulsion

Effective Members can be expelled by resolution of the General Assembly, deciding with a two-thirds majority, if the member fails to participate adequately to the activities of the association or in case of serious misconduct. The expulsion process may be initiated by the President, by the Board or by 10% of the Effective Members. The Member must be informed of the grounds of expulsion at least 15 days before the General Assembly. He or she may be heard by, and present his or her defence to, the General Assembly.

Active Members can be expelled by decision of the Board pursuant to clause 9 §3, par. 3.

CHAPTER III GROUPS AND TASKFORCES

13. Legal nature

Groups and Task Forces are internal divisions of the association, without separate legal personality.

14. Purpose

The purpose of each Group or Task Force is the pursuit of the purposes and the exercise of the activities of the association in a specific field.

15. Creation

Groups and Task Forces are created and dissolved by decision of the Board. The chair of a Group or Task Force may appeal to the General Assembly against a Board decision to dissolve his or her group.

16. Standards of conduct and governance

Each Group and Task Force draws up its standards of conduct. These standards of conduct may not be inconsistent with the statutes of the association, must comply with the mandatory rules that the Board may impose, and should preferably comply with the indicative rules that the Board may recommend.

The standards of conduct of each Group and task Force are submitted for approval to the Board, and enter into force as from the date of this approval.

Each Group and Task Force organises its governance in accordance with its standards of conduct and the policies determined by the Board.

17. Chairmanship

Each Group and Task Force has a Chair, elected by the Group/Task Force subject to Board approval. The Groups/Task Forces endeavour to notify to the Board the identity, *curriculum vitae* and objectives of the candidates with a view to an approval prior to their election.

The chairs of a Group or Task Force may not be appointed to the Board.

CHAPTER IV

THE GENERAL ASSEMBLY

18. Attendance

All Effective Members, as well as the Chief Executive Officer (CEO), the Chief Financial Officer (CFO) and the Chair of the Protocol Review Committee (PRC), may attend the meetings of the General Assembly. Only the Effective Members have voting rights.

An Effective Member may be represented by another Effective Member. A member may not represent more than one other member.

Active Members may, upon invitation, attend the meetings of the General Assembly. The decision to invite the Active Members is made by the President, the Board or 10% of the Effective Members.

19. Frequency of meetings

The ordinary General Assembly meets twice a year, in or about January, preferably using virtual solutions and, in or about June, at the registered office of the association or at the place mentioned in the convening notice. The audited accounts of the association of the previous calendar year are submitted to the June General Assembly. The January General Assembly is held to approve the budget of the current year.

The President, the President elect, the Board or 10% of the Effective Members may convene an extraordinary General Assembly.

20. Convening notice and agenda

A convening notice is sent at least fifteen days before the meeting of the General Assembly to each Effective Member, the CEO, the CFO, the PRC Chair and each invited Active Members, by fax, by e-mail, or by ordinary or registered mail, at the number or address that the member most recently notified to the General Secretary. The agenda is enclosed with the convening notice.

The agenda is established by the President. The Board, the President elect or 10% of the Effective Members may require that items be put on the agenda. The General Assembly may, with a two-thirds majority, add items to its agenda or amend the agenda.

21. Chairmanship

The General Assembly meetings are chaired by the President, failing whom, in subsequent order, the President elect or the Past-president.

22. Majority and quorum

Resolutions of the General Assembly are adopted with a simple majority, unless provided otherwise by these statutes. Each Effective Member has one vote. The President has a casting vote in case of tie.

Unless the chair of the meeting notes that there is a consensus of opinion, the vote takes place by show of hands, or by secret ballot in the case of appointments or if required by a third of the Effective Members present or represented.

For resolutions to be made with a simple majority, the General Assembly may validly deliberate

irrespective of the number of members who are present or represented. For resolutions to be made with a special majority, the General Assembly may validly deliberate only if half of the Effective Members are present or represented, failing which a second meeting will be convened, which may then validly deliberate irrespective of the number of Effective Members who are present or represented.

23. Powers

The General Assembly has the following powers, in addition to those expressly conferred to it by other clauses of these statutes:

- a) it approves the annual accounts for the passed financial year and the budget for the current financial year, upon proposal by the Board;
- b) it grants discharge to Board members and to the auditor;
- c) it may amend the statutes with a two-thirds majority; and
- d) rule on the appeals against resolutions of the Board when these statutes provide for such a right of appeal.

When these statutes provide for a right of appeal to the General Assembly against a resolution of the Board, the appeal is to be filed by way of a reasoned petition addressed to the President.

24. Minutes

Minutes of the General Assembly meetings are made available to all Effective Members, the CEO, the CFO, the PRC Chair and, upon their request and to the extent they have been invited to the meeting concerned, to Active Members.

CHAPTER V THE BOARD

25. Membership and duration of mandate

§1 Capacity

The board members are:

- a) The President in charge
- b) the most recent Past-president;
- c) the President elect;
- d) the chairs of the following committees:
 - Nominating Committee (NC),
 - Scientific Audit Committee (SAC),
 - Audit and Finance Committee (AFC), and
 - Fundraising Committee (FRC);
- e) The Chair and the Vice-chair of the Scientific Chairs Council (SCC); and
- f) up to three members appointed by the General Assembly.

Board members must be natural persons. Members referred to in paragraph (d) and (e) above are co-opted and remain members as long as they hold their function. Members referred to in paragraph (f) are re-eligible. The members referred to in paragraph (f) are appointed for a three-year period, as described below. The President elect becomes member of the Board, if not yet a member, as from his or her appointment in accordance with clause 37. Any Board member loses his/her capacity as Board member if he/she does not attend two consecutive meetings of the Board in a row, unless his absence is approved by the President.

§2 Appointment process of the members appointed by the General Assembly

Any natural person who is an Active Member may apply for board membership. A Nominating Committee comprised of the President, the President elect and the last three Past-presidents evaluate candidacies, taking into account the professional experience of the candidates, their past contribution to the activities of EORTC and the future contribution that can be expected from them if they are elected.

Candidates must submit to the Nominating Committee a note setting out their motivation and programme at least 30 days before the meeting of the June General Assembly. This note is communicated to all Effective Members fifteen days before the General Assembly.

There is only one round of voting. Each Effective Member may cast as many votes as there are seats to be filled but may not issue multiple votes for the same candidate. If several candidates receive the same number of votes, the youngest is elected.

The General Assembly may at any time dismiss a Board member elected by it by a resolution made with a two-thirds majority. The General Assembly may at any time appoint a new member to replace a member elected by it.

The appointment of board members may be renewed.

§3 Guest attendants

The Chief Executive Officer (CEO), the Chief Financial Officer (CFO) and the Headquarters Director may attend the Board meetings as guests.

The Board may decide to invite any other persons as guest attendants.

Guest attendants may participate to the discussion and give their opinion. Guest attendants do not take part to the deliberations.

26. Officers

The Board appoints among its members:

- a President (already elected as "President elect" at the ordinary general assembly of the previous year – cf. Art. 37) ; and
- a Secretary General,

for a three-year period. These appointments may be renewed once.

27. Frequency of meetings

The Board meets at least four times a year.

28. Convening notices

Board meetings are convened by the President, the President elect or upon request of at least five Board members. Invitations are sent to the members of the Board by e-mail, fax, or ordinary or registered mail.

29. Chairmanship

Board meetings are chaired by the President, failing whom, in subsequent order, the President elect or the Past-president.

30. Majority and quorum

Board resolutions are, if possible, adopted by consensus of opinion, failing which they are made with a simple majority of the members present or represented.

The Board may validly deliberate only if half of the members are present or represented.

31. Powers of attorney

Board members may be represented by another Board member. A member, however, may not hold more than one power of attorney.

32. Teleconferencing

The Board may allow its members to attend a meeting by audio or video conference.

33. Written resolutions

In case of urgency noted by the Board, resolutions may be made in writing, subject to the ordinary requirements as to majority and quorum.

34. Powers

The Board is the "*organe d'administration*" for the purposes of article 10.9 of the Belgian Code of Companies and Associations.

The Board has full powers, save for the powers attributed to the General Assembly. In addition to the powers expressly conferred to it by other clauses of these statutes, the Board has in particular the following powers:

- a) it determines policies and strategies in those areas where the General Assembly has not done so;
- b) it establishes the annual accounts for the passed financial year and the budget for the current financial year, for approval by the General Assembly.

35. Minutes

Minutes of the Board meetings are made available to all its members and to management.

36. Representation

The association is validly represented:

- a) by the Board;
- b) for all matters, by two Board members, of which at least one is the President, the Past-president, the president elect or the Secretary General; and
- c) for matters of daily management, by the Chief Executive Officer (CEO) or by the Headquarters Director.

CHAPTER VI THE PRESIDENT

37. Appointment

Eighteen months before the end of a three-year period, the Board will launch an application process to identify potential candidates among the EORTC community. The President shall inform the identified potential candidates that they are eligible. Interested potential candidates shall submit to the President, no later than sixteen months before the end of the three-year period,

a manifesto describing their vision and high-level program for the EORTC. The President shall submit the received applications to the Nominating Committee. The Nominating Committee shall then review the applications, issue a motivated advice on each candidate, and provide the Effective Members, no later than fourteen months before the end of the three-year period, with a copy of the candidates' manifesto's together with the advice of the Nominating Committee on each candidate. The Board shall then propose to the ordinary General Assembly to be held in or about June of the year preceding the end of the three-year period the candidates to the position of President elect. The President elect is elected with a simple majority (the President has a casting vote in case of tie) by that ordinary General Assembly, and will become President without further voting at the commencement of the next ordinary General Assembly held in or about June.

38. Duration of mandate

The mandate of the President lasts for a three-year period. The appointment may be renewed once. In the event of resignation of the President or if he/she becomes unable to assume his/her function, he/she will be replaced by the President elect or the Past-president after consultation of the Nominating Committee, and depending on the willingness of the President elect or the Past-president to take on this role and responsibilities.

39. Role

The President is in charge of the general leadership of the association and of its public representation.

CHAPTER VII MANAGEMENT

40. Executive Committee

An Executive Committee may be established by the Board. It is in charge of management under the Board's supervision. The Board determines the composition and the powers of the Executive Committee.

41. Chief Executive Officer (CEO)

The Chief Executive Officer is appointed and dismissed by the Board. He or she is in charge of daily management of the association.

He or she can make financial commitments on behalf of the association.

42. Headquarters Director

The Headquarters Director is appointed and dismissed by the board. He or she is in charge of daily management of the Headquarters.

CHAPTER VIII COMMITTEES

43. Role

The committees supervise the research programmes and activities of the association.

44. Creation

Committees are created and dissolved by the Board. The board ensures that the committees listed in clause 25 §1 are maintained in existence.

45. Membership

The committee chairs and members are appointed and revoked by the Board. The members and chairs are appointed for a three-year period. Their appointment may be renewed.

CHAPTER IX ACCOUNTS AND AUDIT

46. Accounts

The financial year starts on 1st January and ends on 31 December.

The accounts are kept in accordance with accounting laws and standards applicable to the association.

The accounts are prepared both in broken down form per group and distinct centre of operation, and in combined form for the association as a whole.

47. Audit

The accounts are audited by an auditor appointed among the members of the *Institut des réviseurs d'entreprises* by the Board, for successive terms of three years.

CHAPTER X LIQUIDATION

48. Decision

The General Assembly may, upon proposal by the Board, decide to liquidate the association, and to appoint and define the powers of one or more liquidators. These decisions are made with a two-thirds majority.

49. Allocation of assets

If the liquidation leaves net assets, these assets will be allocated to one or more organisations pursuing similar goals, as chosen by the General Assembly.

CHAPTER XI DEFINITIONS

50. Definitions

General Assembly: The General Assembly in principle meets twice a year in or about January and in or about June, unless an extraordinary general assembly is convened. It is comprised of all Effective Members, the Chief Executive Officer, the Chief Financial Officer and the PRC Chair. Only Effective Members have voting powers.

Board: The Board is the "*organe d'administration*" for the purposes of article 10.9 of the Belgian

Code of Companies and Associations.

President: The President is in charge of the general leadership of the association and of its public representation.

Chief Executive Officer: The Chief Executive Officer is an employee. He or she is appointed and dismissed by the Board. He or she is in charge of daily management of the association.

Effective Members: Effective Members must be natural persons. They may vote at the General Assembly.

Active Members: Active Members must be natural persons. They must meet the requirements and conditions provided for by Police 23 (“*EORTC Membership POL023*”) of the association, as amended from time to time. They attend the meetings of the General Assembly, upon invitation only, and do not have a voting right.

Committees: There are two subcategories of Committees: the Board Committees and the Operational Committees.

The Board Committees are the Nominating Committee (NC), the Audit and Finance Committee (AC/FC), the Scientific Audit Committee (SAC) and the Fundraising Committee (FRC). The Chairs of the Board Committees are members of the Board.

The Operational Committees are the Protocol Review Committee (PRC), the Translational Research Advisory Committee (TRAC) and the Independent Data Monitoring Committee (IDMC). The Chair of the PRC attends the meetings of the Board as a guest, without voting right.

The roles and responsibilities of the Committees are defined and described in policies adopted by the Board.

The Board can create new Committees and define their role and responsibilities.

CHAPTER XII FINAL PROVISION

51. Applicable law

The provisions of Book 10 of the Belgian Code of Companies and Associations shall apply to the extent not provided otherwise in these statutes.