

ARTICLES OF INCORPORATION

Article 1: Incorporation

- 1.1. On the initiative and willingness of the Founders, an Association named **EUropean Breast Cancer REsearch Association of Surgical Trialists (EUBREAST)** ETS (the “**Association**”) is incorporated.
- 1.2. The Association has its seat in Milan Via Monte Napoleone 29 and performs its activities mainly but not only in Europe.
- 1.3. The Association is established for an unlimited duration.
- 1.4. The Founders are fully listed in article 20.

Article 2: Purpose

- 2.1. The purpose of the Association is to promote international non-profit cooperation of independent academic breast cancer research.
- 2.2. The Association represents a neutral scientific forum in which its members can develop and carry out research projects combining expertise, optimizing resources, and joining efforts. The final objective of this international cooperation is to achieve solid scientific data in the shortest possible period of time in order to immediately implement the results in patients’ care.
- 2.3. Surgical treatment of patients with breast cancer is the main field of the Association, especially with the objective of finding the best treatment with minor side effects. Due to the multidisciplinary approach of the field of breast cancer, however, other diagnostic or therapeutic strategies might be included, always with the aim of improving patients’ quality of life while maintaining or improving a given oncological outcome.
- 2.4. The purpose of the Association is also to broaden collaboration with other scientific networks or entities with the aim of spreading new scientific information and thus improve knowledge and quality of treatment.
- 2.5. Fundraising to actively support research or disclosure of the activities falling within its purpose is also an objective of the Association.

Article 3: Capital

- 3.1. The capital of the Association is initially constituted of a cash fund equal to 4,000 Euros (four thousand).
- 3.2. The capital may be integrated by part of non-used incomes which, with resolution of the Executive Board, may be destined to increase the capital. The capital can also be increased by other contributions made by individuals, organisations, companies or entities willing to provide further means such as movable or immovable assets or other resources aimed at achieving the purpose of the Association.

Article 4: Management Fund

4.1. The management fund constitutes the direct means for the realisation of the purposes of the Association and for its management needs, although not specifically intended for a capital increase such as:

- (i) incomes and revenues obtained from the management of the capital and from the activities of the Association itself;
- (ii) surpluses deriving from the previous fiscal years;
- (iii) other donations, made also as contributions or bequests, deriving from natural persons or legal entities, public institutions and organisations;
- (iv) any other revenues obtained in relations to the activities as in Articles 2 and 3 of the present by-laws.

4.2. The management fund of the Association shall be used for the functioning of the Association itself and for the realisation of its purposes and of ancillary and related activities.

4.3. The distribution, also indirect, to founders, associates, workers and co-workers, members of the association bodies, even in case of withdrawal or any other case of individual termination of the association relationship, of surplus, capital or other funds and reserves during the duration of the Association is expressly prohibited, except when its destinations or distributions are imposed by law.

Article 5: Financial year

5.1. The financial year starts on January 1st and ends on December 31st of every year. The financial statements shall be approved within April 30 of every year.

5.2. In case of special needs, the financial statements shall be approved not later than June 30 of every year.

5.3. The financial statements, drafted and filed in compliance with the applicable law, shall be accompanied by a report which shows the overall activities and performance in the different sectors in which the Association operates, including the investment and provisioning policy. The report must be prepared by the Chairman on behalf of the Executive Board, and The Board of Statutory Auditors' report shall be attached to the financial statements.

Article 6: Bodies and offices of the Association

Bodies of the Association are:

- (i) the General Assembly;
- (ii) the Effective Members;
- (iii) the Honorary Members;
- (iv) the Supporting Members;
- (v) the Scientific Board;
- (vi) the Executive Board;
- (vii) the Chairman;
- (viii) the Vice-Chairman;
- (ix) the Treasurer;
- (x) the Controlling Body, if required by the law;

(xi) the Founders.

Article 7: The General Assembly

7.1. The General Assembly is constituted by all the Effective Members, Honorary Members and Supporting Members. All members have the right to attend assemblies regardless of the category they belong to.

7.2. The right to vote in the General Assembly depends on the type of membership as defined in articles 8.2, 9.3, and 10.2.

7.3. Every member may represent, with written proxy, a maximum of three (3) members.

7.4. The ordinary General Assembly shall be held once per calendar year within six months from the closure of the financial year for the approval of the financial statements.

7.5. The General Assembly:

Article 1: appoints and revokes the members of the association bodies;

Article 2: appoints and revokes, when required, the subject in charge of legal audit of the accounts;

Article 3: approves the financial statements;

Article 4: resolves on the responsibility of the members of association bodies and promotes actions of responsibility against them;

Article 5: resolves on the exclusion of the associates, in case the deed of incorporation or the by-laws do not confer this competence to another body elected by the same;

Article 6: resolves on amendments to the deed of incorporation or by-laws;

Article 7: approves the regulation of assembly works, if any;

Article 8: resolves on the termination, transformation, merger or demerger of the association;

Article 9: resolves on other purposes conferred by law, deed of incorporation or by-laws to its competence.

7.6. The assemblies are validly constituted on first call when at least more than half of the members are present. On second call, the meeting is validly constituted whatever the number of members present.

7.7. The General Assembly resolves by absolute majority of the present members, with the exception of the following matters, which require a favourable vote of at least three quarters of the members:

(i) every resolution related to the changing of the present by-laws;

(ii) every resolution or decision in relation to the termination or liquidation of the Association.

7.8. The meeting of the General Assembly shall be convened by the Chairman on behalf of the Executive Board by means of a written notice containing the meeting day, time and location, and a list of matters to be discussed. The notice of the meeting shall be sent by E-mail and published on the Association's website at least 60 days before the relevant date.

7.9. The meeting of the General Assembly is chaired by the Chairman or, in case of his/her absence or hindrance, by the Vice-Chairman.

7.10. The General Assembly appoints a Secretary, who may be a non-member, who shall draft the minutes of the meeting. The minutes shall be signed by the Chairman and by the Secretary.

Article 8: Effective Members

8.1. The Effective Members are either natural persons or legal entities, established in accordance with the regulations and laws of their countries of origin, that carry out clinical or other research in the field of breast cancer.

8.2. All the Effecting Members have full right to vote in the General Assembly.

8.3. Effective Members have the right and are encouraged to identify scientific questions and propose tests, studies or projects to be conducted within the Association after a formal proposal sent to the Executive Board.

8.4. Any scientific proposal presented to the Executive Board and/or the Scientific Board by an Effective Member of the Association remains property of the proponent and is to be treated with confidentiality until decided otherwise by the proponent.

8.5. To become an Effective Member, the candidate shall make an application to the Executive Board presenting a curriculum vitae showing the commitment of the applicant in breast cancer treatment and/or research.

The Executive Board resolves on the admission of the applicant in compliance with the law.

8.6. All Effective Members must be able to prove the absence of any conflict of interest for the purposes of the Association.

8.7. To ensure what is stated in Article 8.6, Effective Members cannot be legal entities making economic or industrial profit from breast cancer treatment.

8.8. Effective Members must pay a membership fee.

8.9. Should an Effective Member be a legal entity, a voting representative must be selected to have voting right in the General Assembly.

Article 9: Honorary Members

9.1. Honorary Members are natural persons, legal entities, associations, public or private institutions presently or formerly involved in the treatment of breast cancer and appointed by the General Assembly on the basis of a proposal by the Executive Board thanks to their extraordinary scientific merits.

9.2. Honorary Members do not pay an annual fee.

9.3. Honorary Members can attend assemblies but do not own the right to vote unless they are appointed by an Effective Member to be his/her voting representative.

Article 10: Supporting Members

10.1. Supporting Members are natural persons, legal entities, associations, public or private institutions interested in the treatment of breast cancer who support the Association by financial assets or other supportive means compliant to the purposes of the Association.

10.2. Supporting Members can attend the assembly but do not have the right to vote.

10.3. Supporting members are appointed after evaluation by the Executive Board and will be acknowledged on the website of the Association, after giving their permission.

Article 11: Scientific Board

11.1. The Scientific Board is appointed by the Executive Board and has the task to promote the sharing of ideas, purposes, scientific proposals and projects of the Association. Members are identified on the basis of scientific competence and experience in the field of breast cancer research.

11.2. The Scientific Board operates in an open and independent manner, providing that the purposes of the Association are fulfilled. It shall report to the Executive Board.

11.3. Involvement in the Scientific Board of young researchers and researchers from low income countries is highly encouraged.

11.4. The Scientific Board remains active for the entire duration of the mandate of the Executive Board and may be renewed thereafter.

11.5. National coordinators for every represented country and specific task-forces can be appointed by the Executive Board to facilitate the activities of the Association.

Article 12: Executive Board

12.1. The Executive Board of the Association is composed by a minimum of 3 [three] and a maximum of 9 [nine] Effective Members elected by the General Assembly, and must always be constituted by an odd number of Members.

12.2. Executive Board members will be elected every 3 (three) years; their mandate expires with each approval of the balance sheet related to the previous fiscal year.

12.3. In case of early termination of the office of a member of the Executive Board for any reason, the replacing member shall be appointed by the General Assembly and shall be in office for the same period of time as the remaining members of the Executive Board.

12.4. For the office of the members of the Executive Board of the Association, no remuneration is provided as the office is intended for free.

12.5. In the event that the General Assembly has not provided yet, the Executive Board shall appoint, from among its own members, the Chairman and, eventually, a Vice-Chairman. The Executive Board may also appoint a Secretary, who may or may not be a member of the Executive Board.

12.6. The Chairman of the Executive Board, as well as each member of the Executive Board to whom the Executive Board has granted such power, can represent the Association. The Executive Board can appoint general proxy holders or attorneys for single or particular acts, or categories of acts.

12.7. The Executive Board shall have all powers of ordinary and extraordinary management of the Association.

12.8. The Executive Board can delegate all or part of its own powers to one or more members of the Executive Board.

Article 13: Responsibilities, rules and duties of the Executive Board

13.1. The Executive Board shall exercise all powers of ordinary and extraordinary management of the Association that have not been entrusted by this by-laws to any other body of the Association.

13.2. Particularly, the responsibilities of the Executive Board include but are not limited to:

- (i) draft and approve the annual report on the general trend of operations;
- (ii) draft the budget and the final balance sheet;
- (iii) evaluate possible changes to the by-laws to be submitted for approval by the Assembly;
- (iv) propose and develop new scientific projects to be carried out within the Association;
- (v) define the scientific priorities of the Association evaluating the proposals made by Effective Members and/or Scientific Board and define clear authorship policies concerning publications of studies carried out under its work.
- (vi) increase the network of the Association;
- (vii) propose and conduct strategies for fundraising to sustain the activities of the Association;
- (viii) resolve, to submit to the General Assembly the resolution to wind up the Association and the consequent transfer of the capital;
- (ix) perform all duties assigned to it by the law or by the present by-laws;
- (x) determine the refunds of expenses for Members of the Executive board and Scientific Board.

13.3. The Executive Board can appoint a Scientific Board, identify a national coordinator for each represented country and appoint task forces for specific projects.

13.4. The Executive Board proposes to the General Assembly the candidates who may become Honorary Members.

13.5. The Executive Board defines the criteria to qualify a subject as Supporting Member.

13.6. The Executive Board meets at least 4 (four) times a year. Meetings will be organized either as face-to-face or audio/video conference, provided that technologic solutions allow the correct identification of the members, their real-time participation in the meeting discussion, the sending and receiving of documents and the valid expression of each member's votes. At least one meeting per year shall be a face-to-face meeting.

13.7. The Executive Board is convened by the Chairman who shall send to every member a written notice containing the list of the topics, the date, the time and the location of the meeting by registered mail, telefax or e-mail at least 10 (ten) days before the date of the meeting.

13.8. The Executive Board appoints a Secretary who shall provide the minutes of the meeting. The minutes shall be signed by the Chairman and by the Secretary.

13.9. The Executive Board may validly vote only if at least half of the Executive Board Members have expressed a vote.

13.10. The Executive Board decides by simple majority of those present.

13.11. Members of the Executive Board shall demonstrate active participation to at least 3 (three) out of 4 (four) meetings per year, and active participation to the annual General Assembly.

Article 14: The Chairman

14.1. The Chairman of the Association is elected by the Executive Board by majority and remains in charge for a period of 3 (three) years.

14.2. The Chairman of the Executive Board is the Chairman of the Association and in this role, he/she shall supervise the general development of the Association, perform tasks of orientation, supervision and decision making in respect of the structures and purposes of the Association itself. In particular, the Chairman:

(i) legally represents the Association before third parties, acts and stands before any administrative and judicial authority, with faculty of conferring power of attorney and to appoint attorneys.

(ii) 14.3. No remuneration is provided for the activities of the Chairman.

Article 15: Vice-Chairman

15.1. The Vice–Chairman is elected by the Executive Board by majority and remains in charge for a period of 3 (three) years.

15.2. The Vice-Chairman of the Association obtains the full rights and authorities of the Chairman in case of his/her absence or non-availability.

15.3. No remuneration is provided for the activities of the Vice-Chairman.

Article 16: Treasurer

16.1. The Treasurer is elected by the Executive Board by majority and remains in charge for a period of 3 (three) years.

16.2. In his/her role, he/she has to manage the funds of the Association and the collection of the amounts.

16.3. No remuneration is provided for the activities of the Treasurer.

Article 17: Members' exclusion or resignation

17.1. Membership may be lost in case of resignation or exclusion.

17.2. A member's intent to resign shall be communicated in writing to the Executive Board. The resigning member shall be exonerated from the payment of the annual fee for the year following the effective date of the resignation.

17.3. The exclusion of a member of the Association is decided by the General Assembly on the basis of a proposal by the Executive Board, pursuant to Article 24 of the Italian Civil Code. For this, “serious reasons” shall be considered the following:

- (i) a behavior clearly in conflict with the purposes of the by-laws;
- (ii) the violation of the obligations set out in the by-laws;
- (iii) the persisting absence of the member from the meetings called by the bodies he/she belongs to;
- (iv) the failure to pay the annual membership fee.

17.4. Before proposing to the General Assembly the exclusion of a member, the Executive Board shall proceed with a written communication of the violations, by means and with a time frame which give the member the possibility to reply.

Article 18: Board of Statutory Auditors

18.1. The Board of Statutory Auditors is composed of one to three members appointed by the General Assembly among persons of adequate professionalism.

The Board of Statutory Auditors supervises the observance of the law and the by-laws, the compliance with the principles of proper administration and in particular the adequacy of the administrative and accounting structure adopted by the Association and its correct functioning.

The Board also verifies the regularity of the accounting records and performs the counts of cash.

18.2. The members of the Board of Statutory Auditors shall be appointed by the General Assembly on the proposal of the Executive Board and are chosen amongst individuals enrolled in the Italian Register of Auditors. The members of the Board of Statutory Auditors shall be present at any meeting if called by the Chairman.

18.3. The Board of Statutory Auditors shall remain in office for three years subject to resignation or revocation by the General Assembly.

Article 19: Controlling Body

The Controlling Body is appointed in compliance with the by-laws

Article 20: The Founders

The Founders of the Association are:

Jean-Marc Classe
Jana de Boniface
Oreste Davide Gentilini
Thorsten Kühn
Florentia Peintinger
Toralf Reimer
Roland Reitsamer
Marjolein Smidt

Article 21: Logotype

21.1. The logotype of the Association is property of the Association.

21.2. The logotype of the Association can be used by Effective Members to show their affiliation to the Association.

21.3. The logotype of the Association cannot be used by excluded or resigned members.

Article 22: Modification of the by-laws and dissolution

22.1. All proposals for modification of the by-laws or for dissolution of the Association must be made by at least two thirds of the members of the Association or Executive Board.

22.2. In case of termination or dissolution of the Association for any reason (including the case when the purpose of the Association is met or exhausted, impossible or of limited use), the residual equity shall be transferred with resolution by the General Assembly in compliance with regulations and law procedures.

22.3. The goods given under concession, free loans or any other kind of concession to the Association, are made available again to the granting entities after its dissolution.

Article 23: Reference

All matters not specifically covered in the articles of this by-law shall be settled in accordance with the rules of the Civil Code and with the applicable regulations.

Article 24: Competent Court

Any arising controversies related to the present by-law or related to its effectiveness or interpretation shall be assigned only to the Competent Court, with expressed exclusion of any other court.