

**DIGESTIVE CANCERS EUROPE
NON-PROFIT ASSOCIATION
TERRESTLAAN 30
3090 OVERIJSE**

CONSTITUTION

Undersigned,

- 1 Mrs. **Jolanta GORE-BOOTH**, domiciled at 9 Throgmorton Hall, Old Sarum, Salisbury SP4 6BQ, United Kingdom. Born in Salisbury, UK on 10th April 1948. (National Identification number YS296183C)
- 2 Mr. **Stefan GIJSSELS**, domiciled at Terrestlaan 30, 3090 Overijse, born at Etterbeek on 12 March 1959 (National Identification number 59.03.12-513.96)
- 3 Dr. **Eric VAN CUTSEM**, domiciled at Ijzerenberglaan 19, 3020 HERENT, born on 06 august 1958 (National Identification number 58.08.06-067.57)

Have agreed on 22 October 2018, in accordance with the Law of 27 June 1921 regarding the non-profit associations, the international non-profit associations and the foundations, to establish a non-profit association having as name "DIGESTIVE CANCERS EUROPE" of which the articles of association are as follows:

ARTICLES OF ASSOCIATION

1. NAME

The association is named "**DIGESTIVE CANCERS EUROPE**" abbreviated : "**DICE**" and shall also be using the name "**Europacolon**".

2. REGISTERED OFFICE

The registered office of the association is located at Flanders or the Brussels Capital Region. The registered office may be transferred to any other place in Flanders or the Brussels Capital Region by simple decision of the board of directors. At present, it is established at 3090 Overijse Terrestlaan 30, in the judicial district Brussels.

3. OBJECT

The object of the association is:

1. to make the detection, treatment and prevention of digestive cancer a priority in Europe, both amongst its citizens and amongst politicians and professionals;
2. to increase awareness of digestive cancer including symptoms, treatment prevention and risks;
3. To campaign for screening and equitable access to best treatment and care;
4. To work in partnership with healthcare professionals and others to provide digestive cancer education and training for the clinical community and broader communities;
5. To help create patient advocacy groups that can act at all levels;
6. To assist in the elimination of digestive cancer as a fatal disease by increasing public awareness with a view to increasing early detection, prevention and treatment;
7. To promote research into the detection, prevention and treatment of digestive cancer;
8. To disseminate research findings amongst health care professionals and amongst professions allied to health and in particular with recommendations for the detection, prevention and treatment of digestive cancer;
9. To provide authoritative information services for people diagnosed with digestive cancer and their families, friends and other interested persons by providing reliable and up to date information on all treatment and therapies to digestive cancer;
10. To contribute to and improve public education and awareness of digestive cancer.

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. It may own or acquire all movable and immovable property, which are useful or necessary for the realization of its object, and exercise all property rights and other rights in rem.

The association can carry out all legal acts and actions which are useful or necessary for the realization of its object, including concluding agreements, recruiting staff, signing contracts, taking out insurance policies, hiring or purchasing goods, both in Belgium and abroad.

The association can collect subsidies, both from the government and from private institutions and can act as sponsor.

4. DURATION

The association is created for an indefinite period of time.

Members

5. MEMBERS

The association has full members and associate members.

The association shall have at least three full members.

Anyone wishing to become a member must address his request for admission in writing to the board of directors. This written request can be made by letter or by e-mail.

The board of directors decides about any request for membership, without having to justify its decision.

The advantages, rights and obligations of membership are defined in the by-laws and the internal rules of procedure.

5.1. Full members

The founders are the first full members of the association.

To become a full member, the applicant must:

- Be a national patient-led non-profit association having a identical or similar object;
- satisfy the conditions laid down in the internal rules of procedure; and
- be accepted by the board of directors.

5.2. Associate members

To become an associate member, the applicant must:

- be an NGO, a non-profit organisation or a charity.
- satisfy the conditions laid down in the internal rules of procedure; and
- be accepted by the board of directors.

The associate members only have the rights and obligations that are explicitly granted to them by the articles of association or the internal rules of procedure.

Associate members do not have voting rights in the general Assembly.

6. CONTRIBUTION

There is no annual contribution due by the full and associate members unless the general assembly decides otherwise. The general assembly also decides on the amount of the membership contribution.

The annual contribution payable by the full and associate members may not exceed EUR 150.

7. EXIT-RESIGNATION-EXCLUSION

Each member can withdraw from the association at any time, provided he notifies his decision one month in advance. The resignation must be notified to the board of directors in

writing. This written request can be made by letter or by e-mail. A resigning member is not entitled to a (partial) refund of the membership fee.

A member can be excluded upon serious reason. The following are, among others, examples of serious reasons:

- not respecting the articles of association;
- not respecting the internal rules of procedure;
- not respecting the decisions validly taken by the general assembly or by any of the organs;

A member may also be excluded if his membership is no longer beneficial to the association.

The exclusion of a full member can only be decided by a general assembly, with a two-thirds majority of the votes present and represented and after the member has been heard, at least summoned. In case the board is of the opinion that there are reasons to exclude a full member, then the board can decide to suspend the membership rights of a full member until the first coming general assembly which must then decide on the exclusion.

The exclusion of an associate member can only be decided by the board and after the member has been heard, at least summoned.

The membership ends by virtue of law if the member dies, is declared bankrupt, incompetent or in a state of extended minority, or is placed under provisional administration.

General Assembly

8. COMPOSITION

The general assembly is composed of all the full members.

Associate members are allowed to participate without voting right.

9. COMPETENCE

The following powers are expressly reserved to the general assembly:

1. The modifications of the articles of association;
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 grant of discharge to directors and statutory auditors;
5. The approval of the accounts;
6. The approval of the strategic plan and the annual action plan;
7. The dissolution of the association;
8. The exclusion of full members;
9. The conversion of the association;
10. The fixing the remuneration and compensation of the directors;
11. The approval, upon proposal by the board of directors, of the Internal Rules of Procedure;
12. Any other power granted by the articles of association.

10. CONVOCAATION

The general assembly must be convened at least once a year. Subject to what is stipulated below, the convocation and the functioning of the general Assembly is regulated by articles 5 to 8, 12, 20 and following of the law of 27 June 1921.

All full members must be called in writing at least eight days before the general assembly. This written notice is sent by letter, registered letter or by e-mail, which must include the agenda.

11. ASSEMBLY

The general assembly is chaired by the chairman of the board of directors or, in his absence, by the secretary or, in his absence, by the eldest of the directors present.

The chairman appoints a secretary in case the secretary of the board of directors is absent.

The agenda is determined by the board of directors.

Each full member may give written power of attorney to another full member, who may exercise the associated voting right, but without a member being allowed to hold more than one power of attorney.

12. QUORUM

At least the majority of the full members must be present or validly represented. If the quorum is not reached, a second meeting with the same agenda shall be held, which can decide whatever the number of full members present.

13. VOTING RIGHT

Each member has one vote.

14. DECISION MAKING

Unless a special majority is imposed by law, by the articles of association or the internal rules of procedure, the decisions are taken by a simple majority of the votes present and represented, regardless of the number of people present. In the event of a tie, the vote of the chairman of the assembly is decisive.

15. MINUTES

The minutes of the general assembly are recorded in a special register kept at the seat of the association and signed by the chairman of the meeting, the secretary and the members who desire so. Copies and excerpts of the minutes and the register are signed by the chairman and by the secretary of the board of directors.

The decisions of the general assembly are communicated to the full members by letter, registered letter or by e-mail or published on the website of the association, without prejudice to the announcements prescribed by law.

Board of directors

16. COMPOSITION

The association is managed by a board of directors appointed by the general assembly composed as follows:

- 3 directors chosen out of a list of candidates proposed by the founding members;
- 3 directors elected among the full members;
- 1 director chosen out of a list of candidates proposed by the Patient Advisory Committee;
- 1 director chosen out of a list of candidates proposed the Medical Advisory Board;
- 1 directors chosen out of a list of candidates proposed by the Research Advisory Board;
- Optional: 2 independent directors representing civil society chosen out of a list of candidates proposed by the board of directors.

The number of directors must in any event at all times be lower than the number of full members. As long as there are only 3 full members the board shall only be composed of 2 directors.

17. NOMINATION

The directors are appointed for three (3) years except for the directors appointed upon proposal of the Patient Advisory Committee, the Medical Advisory Board and the Research Advisory Board, who are elected for two (2) years.

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

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

Each director can also be dismissed by the general assembly at any time.

The board of directors elects from among its members a chairman , a secretary and a treasurer.

The directors are not remunerated unless if the general assembly decides otherwise.

Subject to approval by the board, the association will reimburse, upon presentation of evidence, all travel and representation expenses reasonably borne.

18. AUTHORITY

The board of directors is responsible for the management 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 rules of procedure.

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

19. **DAILY MANAGEMENT**

The board can nominate one or more delegated director(s) who is/are charged with the daily management. The delegated director(s) take(s) care of the current affairs and the daily correspondence and sign(s) on behalf of the association all receipts and receipts regarding transport, mail, bank, savings bank and all other such companies or services. For such matters of daily management, the signature of one general director is sufficient.

20. **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 two directors.

21. **CONVOCATION**

The board of directors is convened by the chairman or by two directors by letter or by e-mail, stating the agenda.

22. **CONDUCT – DECISION MAKING**

The board of directors shall meet at least two (2) times per year. Meetings can be held by telephone conference.

The meetings are chaired by the chairman and, in his/her absence or inability, by the secretary, and in his absence or inability, by the oldest of the directors present.

Unless a special majority is imposed by law, by the articles of association or the internal rules of procedure, the decisions are taken by a simple majority of votes. In the event of a tie, the vote of the chairman or the vote of the person replacing him/her shall decide.

23. **QUORUM**

At least the majority of the directors must be present or validly represented. If the quorum is not reached, a second meeting with the same agenda shall be held, which can decide whatever the number of directors present.

24. **POWER OF ATTORNEY**

Each director can give a written proxy to another director, who may exercise the associated voting right, but without a director being allowed to hold more than 1 power of attorney.

25. **MINUTES**

The minutes are kept in a register intended for that purpose. They are signed by the chairman and the secretary of the relevant meeting. Extracts and copies of the minutes and the register are signed by the chairman and the secretary of the board.

Advisory boards

The general assembly has the power to create advisory boards that will give advice to the board of directors. Such advisory boards could for example be:

- A Patient Advisory Committee;
- A Medical Advisory Board;

- A Research Advisory Board;
- An Industry Advisory Board.

The composition, the powers, the convocation formalities, the voting powers, the working rules and the representation powers shall be fixed in the internal rules of procedure.

Budgets, annual accounts

26. FINANCIAL YEAR

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

27. ANNUAL ACCOUNTS

At the end of each financial year, the board of directors prepares the annual accounts and draws up the budget for the following year. These are submitted to the annual meeting for approval. The positive balance increases the assets of the association and can not be distributed to the members as dividend or otherwise.

Dissolution, liquidation

28. LIQUIDATOR

In the event of voluntary dissolution, the general assembly or, if the general assembly fails to do so, the court appoints one or more liquidators. The general assembly, or the court as the case may be, determines their power as well as the manner of liquidation.

29. MANNER OF LIQUIDATION

In the event of dissolution, the assets, after having discharged the debts, will be transferred to an association, foundation or institution which pursues a similar purpose as this association. If there are several such associations, the general assembly will decide or distribute the assets according to their approval. If there are none, the goods are transferred to the association, foundation or institution of which the purpose is the closest to the purpose described above.

General conditions

For everything that is not expressly provided here, the law of 27 June 1921 and the customs concerning the associations remain applicable.

TRANSITIONAL PROVISIONS

The first financial year will start as from the date of constitution, until 31st December 2018.

Are nominated as first directors:

- Jolanta Gore-Booth
- Stefan Gijssels

Approved by the founders at Munchen on 22 October 2018, in 2 (two) copies of which one is kept at the registered office of the association and one will be deposited at the Registry of the Dutch language Commercial Court of Brussels.

Signed:

Mrs. Jolanta GORE-BOOTH

Mr. Stefan GIJSSELS

Mr. Eric VAN CUTSEM