

ARTICLES OF ASSOCIATION

CHAPTER I

Name, Registered Office, Object and Scope of Action

ARTICLE 1

Name

The private law Association, which is governed by these Articles of Association, adopts the name “Association Advanced Breast Cancer Global Alliance” and it is incorporated as a non-profit association with undefined duration (the “Association”).

ARTICLE 2

Registered Office

ONE. The Association has an international scope and has its registered office at the Champalimaud Foundation, at Avenida de Brasília, 1400-038, parish of Belém, municipality and district of Lisbon.

TWO. The Board of Directors may open delegations or other forms of representation anywhere in Portugal or abroad to pursue its purposes.

ARTICLE 3

Object

ONE. The Association, which intends to establish itself as an ally and a voice of advanced breast cancer patients around the world, has as its object to:

- a) Defend the rights and interests of patients with advanced breast cancer worldwide through influence with governments, authorities, domestic and international organisations and public or private decision makers;
- b) Increase public awareness of the prevention and treatment of advanced breast cancer and the consciousness of the effects of the disease on patients and societies themselves;
- c) Disseminate the latest and most accurate information on the prevention, treatment and effects of the disease and, in doing so, promote greater pressure for higher standards in the quality of treatment and in medical advances;

- d) Keep advanced breast cancer on the main political, social and media agendas;
- e) Stimulate and reward the production and sharing of scientific knowledge that contributes to the discovery of an advanced breast cancer cure and to the improvement of the quality of life of these patients;
- f) Contribute with humanitarian aid and solidarity actions with the world's most needy populations;
- g) Encourage the participation of patients, communities and civil society in the fight against advanced breast cancer.

ARTICLE 4

Organisation and Functioning of the Activities

The organisation and functioning of the various activities will be defined, at any given time, by the Board of Directors.

ARTICLE 5

Scope of Action

ONE. The Association may enter into conventions, protocols or other agreements with public or private, domestic or foreign entities, including Associates, in order, among others, to carry out joint actions in the context of its purposes under these Articles, in the terms decided by the Board of Directors.

TWO. The Association may also affiliate with, associate with or join related Portuguese or international bodies, under the terms decided by the Board of Directors.

CHAPTER II

Associates

ARTICLE 6

Associate Status

ONE. Associates may be classified as:

- a) Associates Members: Legal entities that intend to contribute to the achievement of the Association's aims and that apply for membership and are approved by the Board of Directors.
- b) Associates Observers: individuals or legal entities that, wishing to collaborate with the purposes of the Association, submit an application for membership of this category of Associates to the approval of the Board of Directors.
- c) Associates Founders: the individuals or legal entities identified in the act of incorporation as such that propose to contribute to achieving the purposes of the Association.
- d) Associates Ambassadors: individuals with recognised status of prestige, good-standing or relevant merit

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for the Association, who are proposed and approved by the Board of Directors and whose rules will be set out in internal regulations.

e) The Board of Directors may propose the creation of new categories of Associates.

TWO. The status of Associate cannot be transferred, either by acts between living persons or by succession.

ARTICLE 7

Admission of Associates

ONE. Any individual or legal entity that expresses an intention to join the Association, by subscribing to a membership request, and who is admitted by the Association under the terms of these Articles of Association and in accordance with the other admission conditions established by the Board of Directors, may acquire the status of Associate.

TWO. It is for the Board of Directors to decide, on a case-by-case basis, on the admission of any Associate.

ARTICLE 8

Rights of Associates

ONE. The Associates Founders and the Associates Members of the Association have the right to:

- a) Participate and vote in the General Assembly meetings;
- b) Exercise the right to vote, and each Associate Member and each Associate Founder has 1 (one) vote in the resolutions to be adopted in General Assembly meetings;
- c) Be elected to the corporate bodies;
- d) Examine the books, reports and accounts and other documents of the Association;
- e) Request from the Board of Directors the information and clarifications that they see fit on the management of the activities of the Association;
- f) Request from the General Assembly meetings the information and clarifications that they see fit on the management of the activities of the Association;
- g) Request the convocation of extraordinary meetings of the General Assembly meetings;
- h) Be heard by the Board of Directors on matters of relevance to the on-going of the Association;
- i) Participate in the activities and projects organised by the Association;
- j) Have their status recognised on the Association's website.

TWO. The Associate Observers have the right to:

- a) Participate in the meetings of the General Assembly meetings, upon invitation of the Board of Directors. Participation does not confer the right to vote;
- b) Intervene in the Meeting upon prior invitation of the Board of Directors;
- c) Participate in the initiatives and projects of the Association;

- d) Be heard by the Board of Directors, when justified and on matters of relevance and mutual interest;
- e) Have the status of Associate Observer recognised on the website of the Association.

THREE. The rights of the Associates, regardless of their status, shall be exercised by themselves or through their representatives, in accordance with the applicable legal and statutory provisions.

ARTICLE 9

Duties of the Associates

The Associates have the duties to:

- a) Diligently comply with the applicable legal and statutory obligations under these Articles, and to respect the resolutions of the bodies of the Association;
- b) Associates that are legal persons must appoint a representative to the General Assembly meeting of the Association, whenever they have the right to participate and/or vote;
- c) Associates that are legal persons and have been appointed to the governing bodies must appoint an Effective Representative and an Alternate Representative, appointing persons suitable for this purpose, with appropriate professional or academic qualifications and who meet the high ethical standards defended by the Association;
- d) Participate in the Association's activities and initiatives;
- e) Participate, with zeal and dedication, in the defence of the principles and objectives of the Association;
- f) Contribute, in general, with all the means and in all ways necessary to ensure the prestige and success of the Association.

ARTICLE 10

Penalties for breach of duty by Associates

ONE. Associates that breach their duties as established in Article 9 are subject to the following sanctions:

- a) Reprimand;
- b) Suspension of rights;
- c) Expulsion.

TWO. The Board of Directors has the power to decide on and impose the penalties provided for in the preceding paragraph.

ARTICLE 11

Termination of the Status of Associate

ONE. The status of Associate ceases for:

- a) Any Associate that asks for it to cease;
- b) Any Associate excluded under the terms of these Articles of Association.

TWO. The loss of the status of Associate will be decided by the Board of Directors. Nevertheless, a Board of Directors decision will not be required in case of voluntary exit declared by any Associate that has always complied with its legal and statutory duties.

THREE. Any Associate that, in any way, loses this status does not hold any rights over the Association's assets, and may not recover, for any reason whatsoever, contributions made by them, without prejudice to their responsibility for all the benefits related to the time they were a member of the Association.

CHAPTER III

THE CORPORATE BODIES

SECTION I

GENERAL PROVISIONS

ARTICLE 12

Corporate Bodies

ONE. The corporate bodies of the Association are:

- a) The General Assembly;
- b) The Board of Directors;
- c) The President or Chair of the Board of Directors;
- d) Sole Auditor and Alternate;

TWO. The holding of any position in the governing bodies is not remunerated, with the exception of the Statutory Auditor and Alternate, who will be remunerated under the terms decided by the Board of Directors.

THREE. The members of the bodies of the Association will be elected by the General Assembly, for a term of office of 2 (two) years, and they may be re-elected consecutively on one occasion or, alternately, for further occasions under the legally established terms and limitations.

FOUR. The President/Chair of the Board of Directors will be elected for a term of six (6) years, which may be renewed once or more than once.

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FIVE. Although elected for a fixed term, at the end of their term, the Associates in office will remain in office until new members are appointed.

SIX. In the event of termination by any member of an association body due to dismissal or resignation, the Board of Directors proposes to the General Assembly that the member be replaced, within a maximum period of 60 (sixty) days. In the event of termination of office due to the expiry of their terms of office, the election of new members must take place up to the approval by the General Assembly of the financial statements for the previous financial year.

ARTICLE 13

Chair of the Board of Directors

The President/Chair of the Board of Directors is elected by the General Assembly, and anyone who meets all of the following requirements can stand for election:

- a) To be a person of indisputable merit in the area of Advanced Breast Cancer. Advanced breast cancer corresponds, in this context, to the internationally agreed and respected scientific definition;
- b) To have carried out relevant work in the area of breast cancer, preferably advanced breast cancer, in the last 10 (ten) years;
- c) To have been involved in the activity of the Association for at least 2 (two) years.

ARTICLE 14

Dismissal

ONE. The members of the Association's bodies may be removed from their functions, individually or jointly, when acts or facts that also constitute a cause for exclusion from membership or other serious facts that reflect limitations on the holding the underlying position are performed or verified.

TWO. The dismissal shall be decided by the General Assembly and the interested parties must be heard prior to the decision affecting them.

THREE. At the General Assembly where a decision is taken on the dismissal of a member of a body of the Association, elections for its replacement must be included on the agenda of the meeting and in its notice, whenever the number of members of the body in question becomes inferior to the minimum required for in these Articles of Association.

ARTICLE 15

Meetings

Minutes must always be drawn up of the meetings of the bodies of the Association, which, once distributed by electronic mail, may be approved by means of an express declaration made by electronic mail by the members

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present, which must include, even if only in summary form, the content of the debates, the conclusions or recommendations made, and the resolutions passed.

SECTION II GENERAL MEETING

ARTICLE 16

Composition of the General Assembly

ONE. The General Assembly is constituted by all the Associates who have the right to participate in a General Assembly under the terms of these Articles of Association.

TWO. Associates that are legal entities must be represented at the General Assembly, in accordance with the general rules of legal and voluntary representation, or, if they are individuals, by any other Associate who also has the right to participate in the General Assembly. Each Associate may represent more than one Associate.

THREE. The powers of representation referred to in the preceding paragraph must be contained in a letter addressed, up to the day of the General Assembly, to the President of the General Assembly, and it must identify the appointed representative and specify the matter on the agenda for which the powers are conferred.

FOUR. The General Assembly is directed by the its Board, composed of a President and a Secretary, elected under the terms of the following Article, and the Secretary is responsible for replacing the President in their absence or incapacity. If it is impossible for the President and/or the Secretary of the Board of the General Assembly to attend, their powers will be assumed by one of the Associates Founders present at the General Assembly. In the absence of the latter, these powers will be exercised by the Associate who, during the course of the General Assembly, is elected for this purpose, by the majority of Associates present.

FIVE. The minutes of the General Assembly must be signed by the President and/or Secretary of the Board of the General Assembly. If it is impossible for them to attend, this duty must be assumed by one of the Associates Founders present at the General Assembly. In the absence of the latter, this duty must be performed by the Associate who, during the course of the General Assembly, is elected for this purpose by the majority of Associates present.

SIX. The Board of the General Assembly is responsible for directing, guiding and disciplining the work of the General Assembly and for drawing up its minutes.

ARTICLE 17

Powers of the General Assembly

ONE. The General Assembly is responsible for deciding on all the matters entrusted to it by law or by these Articles of Association, and on all matters not legally or under these Articles in the power of the other bodies of the Association and, in particular, the:

- a) Election and destitution from office the members of the Board of the General Assembly, the members of the Board of Directors and of the Sole Auditor;
- b) Extinction of the Association;
- c) Amendment of the Association's Articles of Association, and its demerger or merger;
- d) Annual examination and approval of the annual activity plan and of the budget of the Association presented by the Board of Directors for the following financial year, accompanied by the opinion of the Sole Auditor;
- e) Appraisal of the management report and financial, accompanied by the opinion of the Sole Auditor;
- f) To propose lawsuits against the members of the corporate bodies for acts committed in the performance of their duties, as well as settling or withdrawal of the lawsuit; and
- g) To resolve on any other matters submitted to it by the Board of Directors.

ARTICLE 18

Sessions and Convocation of the General Assembly

ONE. The General Assembly will meet in ordinary and extraordinary meetings.

TWO. The ordinary General Assembly will take place once a year to decide on the annual approval of the accounts and it must be called by the President or Secretary of the Board of the General Assembly, at the request of the Board of Directors.

THREE. The General Assembly will also be convoked to meet in an extraordinary session by the President or Secretary of the Board of the General Assembly, at the request of the Board of Directors or whenever a call is requested by an Associate Founder or by one fifth of the total number of Associates Members, by a request sent to the Board of Directors, which must pass this request on to the President or Secretary of the General Assembly within 8 (eight) days of receiving the request in question

FOUR. The notice of the General Assembly must be sent to each of the Associates with the right to participate and/or vote in the General Assembly, at least 30 (thirty) days in advance by (i) postal notice; or (ii) by fax or email, provided that the Associate in question has previously communicated to the Association in writing the authorisation to use one of these means of communication for such purpose; or (iii) by publishing the notice under the terms legally established for the acts of commercial companies. In any case, the convening notice must include the date, time, place of the meeting, the agenda and the time scheduled for the General Assembly to be held on second call,

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provided that there must be at least one hour between the time for the meeting on first call and the time scheduled for the meeting on second call, and, where applicable, the notice must be given to the members of the audit committee who must be present at the meeting in question and must indicate the items on the agenda on which they must give their opinion.

ARTICLE 19

Functioning of the General Assembly

ONE. The General Assembly will meet, on first call, if at least half of the Associates with voting rights are present or, on second call, with any number of Associates present, without prejudice to the provisions of the following number and/or number four of the previous Article.

TWO. The General Assembly cannot validly deliberate, on first call, without the presence of the majority of the Members.

THREE. General Assembly meetings may be held by telematic means, namely in the form of teleconferencing or videoconferencing.

ARTICLE 20

Resolutions of the General Assembly

ONE. Unless the law or the Articles of Association provide otherwise, decisions of the General Assembly are taken with the votes of the Associates (with voting rights): (a) as a rule, by an absolute majority of the Associates that are present or represented; (b) by a majority of three quarters of the Associates that are present or represented, in case of resolutions on the amendment of these Articles of Association and (c) by a majority of three quarters of all Associates, in case of resolutions on dissolution or extension of the term of the Association.

TWO. All resolutions taken on matters that are not on the agenda established in the notice of meeting may be annulled, unless all Associates with the right to participate and/or vote are present or duly represented, and all agree to the addition and/or amendment.

SECTION III

BOARD OF DIRECTORS

ARTICLE 21

Composition of the Board of Directors

ONE. The Board of Directors is composed of three (3), five (5), seven (7), nine (9) or eleven (11) members, elected by the General Assembly, one being the President/Chair and the others being members.

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TWO. Only the Associates Members and the Associates Founders may be elected to the Board of Directors.

ARTICLE 22

Powers of the Board of Directors

ONE. The Board of Directors is responsible for managing and representing the Association, in particular:

- a) To guarantee the effectiveness of the rights of the beneficiaries;
- b) Admission or exclusion of Associates, as well as application of penalties for violation of Associates' duties, under the terms of these Articles of Association;
- c) Acquisition, sale, lease or encumbrance of immovable property;
- d) Acquisition, disposal, rental, leasing or encumbrance of movable assets;
- e) Subscription, acquisition, disposal or encumbrance of any interest in other entities, including, namely, in commercial companies;
- f) Provision of guarantees by the Association;
- g) Contracting of financing or loans;
- h) Manage, organise and coordinate the activity of the Association in accordance with the purposes defined in these Articles of Association and in compliance with the resolutions of the other bodies of the Association;
- i) Prepare annually, and submit for the opinion of the supervision, the Association's management report and accounts, as well as the annual activity plans and budget for the following year;
- j) To ensure the organisation and functioning of the services, as well as the Association's books and records, under the terms of the law;
- k) Organising, managing and training the Association's staff, as well as hiring any worker or collaborator of the Association, signing their contracts, with the power to dismiss staff and to pay the monthly salaries of the Association's workers and everything necessary for this purpose, including dealing with the registration or de-registration of workers with the Social Security Institute, and give the necessary information to the Authority for Working Conditions, and take out occupational accident insurance policies, with the power to pay all the fees, taxes or fines;
- l) Manage the Association's communication, lobbying and advocacy policies;
- m) Enter into or terminate contracts for the supply of water, electricity, telephone and telecommunications or mail;
- n) Open, operate and cancel bank accounts in the name of the Association;
- o) Respect the binding opinions of the Board of Directors and of mandatory compliance by the latter, which have been issued justifiably by the General Assembly, particularly with regard to resolutions or acts already adopted or to be adopted by the Board;
- p) Represent the Association in or out of court;
- q) The appointment of attorneys-in-fact;

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r) Represent the Association before any public or private, Portuguese or international entities.

ARTICLE 23

Binding of the Association

The Association is legally bound by:

- i) The signature of the President of the Board of Directors; or
- ii) The joint signatures of 2 (two) members of the Board, previously appointed by the President of the Board of Directors, or to whom the Board of Directors has delegated powers for that act; or
- iii) The signature of an attorney within the limits of the powers conferred on him or her.

ARTICLE 24

Meetings of the Board of Directors

ONE. The Board of Directors will meet regularly when convened by its Chairperson, which shall have a casting vote in case of a voting tie.

TWO. Unless otherwise provided by law, the Board of Directors cannot take a valid resolution unless the majority of the Board members are present at the relevant meeting. Decisions of the Board of Directors must be taken by a majority of the members participating in the meeting, including those who participate and vote electronically.

THREE. Each representative of a member of the Board may not represent any other member(s).

SECTION IV

SOLE AUDITOR

ARTICLE 25

Function, Appointment and Term of Office

ONE. The sole auditor is responsible for ensuring the legality, regularity and efficiency of the Association's financial and asset management and for exercising advisory powers in this area.

TWO. The effective sole auditor and the alternate are appointed by the General Assembly and must be either a certified public accountant or a certified public accountant company.

THREE. The term of office of the sole auditor is 2 (two) years and it may (or may not) be renewed.

FOUR. The effective sole auditor and the substitute must be remunerated in accordance with the terms defined by the Board of Directors.

ARTICLE 26

Powers of the single auditor

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The role of the sole auditor is to:

- a) Supervise the asset/financial management of the Association;
- b) Verify the regularity of the books, accounting records and supporting documents;
- c) Verify the accuracy of the financial statements;
- d) Verify whether the accounting policies and valuation criteria adopted by the Association lead to a correct valuation of assets and results;
- e) Prepare an annual report on its supervisory action and give an opinion on the report, account and proposals presented by the Board of Directors.

CHAPTER IV FINANCIAL REGIME

ARTICLE 27 Association Revenues

ONE. The Association's revenues are the following:

- a) Contributions or renderings of the Associates;
- b) The product resulting from services or goods sold by the Association;
- c) Revenue from miscellaneous publishing projects or events;
- d) Grants, subsidies and other incentives granted to the Association;
- e) Interest and income on goods, the reserve fund or money deposited;
- f) Financing obtained under domestic and/or international programmes;
- g) Any other revenue permitted by law, such as contributions, regular or otherwise, donations, inheritances and bequests;
- h) Revenues arising from any activity that it engages in or sponsors.

TWO. The expenses of the Association are those resulting from carrying on of its activities, in compliance with the Articles of Association, and those imposed on it by law.

THREE. All income of the Association will be used to meet the running costs of the Association and for its purposes under these Articles of Association.

CHAPTER V
MISCELLANEOUS PROVISIONS

ARTICLE 28

Extinction of the Association

ONE. In the event of extinction, the patrimony of the Association will be handed over to the Associate Founder European School of Oncology. If this is not possible, the patrimony will revert to an entity whose purposes are similar to those of this Association.

TWO. It will be incumbent upon the General Assembly to hand over its assets and to choose the beneficiary, under the terms of the Number ONE and in accordance with the limits of the applicable law, as well as to elect a liquidation commission.

THREE. The powers of the liquidating commission will be limited to doing acts merely of preservation and acts necessary to liquidate assets of the Association, and to conclude any pending activities and/or transactions.

ARTICLE 29

Matters not Covered by these Articles of Association

Matters not covered by these Articles of Association must be resolved by the General Assembly in accordance with the applicable law.