MINUTES

-- On February 13, 2025, at 1:00 p.m., the Extraordinary General Meeting of the ADVANCED BREAST CANCER GLOBAL ALLIANCE ASSOCIATION, headquartered at the Champalimaud Foundation, on Avenida de Brasília, in the parish of Belém, was held, following a second call. the Extraordinary General Meeting of **the ADVANCED BREAST CANCER GLOBAL ALLIANCE ASSOCIATION**, headquartered at the Champalimaud Foundation, on Avenida de Brasília, in the parish of Belém, municipality of Lisbon, legal entity number 515 732 230 (the "Association"). ---

-- The meeting of the General Assembly was chaired by the President of the respective Board, Ms. Vicki Durston, with Ms. Amanda Drury acting as secretary. ------------------

-- The Chairwoman of the General Assembly opened the meeting and confirmed that the necessary quorum was present for the Assembly to validly meet and deliberate on the following agenda: ---

-- **Sole Item** Amendment to Article 2(1) of the Association's Bylaws, regarding the change of the association's headquarters. ---------------------------------

-- Moving on to the **Single Item** on the Agenda, the Chair of the Association's Board of Directors, Dr. Fátima Cardoso, presented the purpose of the meeting, explaining the reasons for changing the registered office to VAT Company, at Avenida
D. João II, no. 20, 1st floor, Parque das Nações, 1990-095 Lisbon, parish of Santa Maria dos Olivais, municipality of Lisbon, and the consequent amendment to the association's statutes. --------

-- The proposal to change the headquarters was put to a vote and was unanimously approved by the members present or represented. amending Article 2, paragraph 1, of the Association's Bylaws. To this end, any member of the Association's Board of Directors may execute a public deed of amendment to the bylaws or grant a power of attorney for this purpose, with the second article now reading as follows:-----------***"Article Two***

Headquarters

One. *The Association is international in scope and has its headquarters* at *VAT Company,* Avenida D. João II, nº 20, 1st floor, Parque das Nações, 1990-095 Lisbon, parish of Santa Maria dos Olivais, municipality of Lisbon.

-- With no further business to discuss, the session was closed at 1:17 p.m., and these minutes were drawn up, which, after being read and approved, will be signed by the Chair and the Secretary of the General Assembly: --

The Chair of the General Meeting,

DocuSigned by: 2/15/2026

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Vicki Durston

The Secretary of the General Meeting,

Signed by: 2/12/2026

Amanda Drury

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Amanda Drury

SEPARATE MINUTES

-- On November 8, 2025, at 4:00 p.m., the Extraordinary General Meeting of the ADVANCED BREAST CANCER GLOBAL ALLIANCE ASSOCIATION, headquartered at the Champalimaud Foundation, on Avenida de Brasília, in the parish of Belém, the Extraordinary General Meeting of **the ADVANCED BREAST CANCER GLOBAL ALLIANCE ASSOCIATION**, headquartered at the Champalimaud Foundation, on Avenida de Brasília, in the parish of Belém, municipality of Lisbon, legal entity number 515 732 230 (the "Association"). ---

-- The meeting of the General Assembly was chaired by the President of the respective Board, Ms. Vicki Durston, with Ms. Amanda Drury acting as secretary. ------------------

-- The Chairwoman of the General Assembly opened the meeting and confirmed that the necessary quorum was present for the Assembly to validly meet and deliberate on the following agenda: --

-- **First Item** Approval of the management report and preliminary budget for 2025. -----

-- **Second Item** Approval of the activity plan and provisional budget for 2026.-----

-- **Third Item** Approval of the amendment to the Association's Statutes to include a new body: the President Emeritus. ------------------------------------

-- **Fourth Point** Approve the three goals for the year 2026.

-- Once the meeting was opened, the Chair of the Association's Board of Directors, Dr. Fátima Cardoso, began by updating members on the Association's management and initiatives:---Management of AB~~C Global Alliance~~:---------------------------------------

- Vision/Mission: ---
  - Improve and prolong the lives of women and men living with ABC in all countries around the world and fight for a cure; --
  - Raise awareness of advanced breast cancer and exert pressure worldwide to improve the lives of patients with ABC. -------------------------------------
- Explanation regarding the type of members: members and observers, and that most members are organizations. ---
- Also updated the number of members in October 2025: 300 from 122 countries (also increasing in Africa). --
- Explanation of the Association's governance structure: General Assembly + Board of Directors + President. ---
- Explanation of the Board of Directors: 7 members, including the president (2 appointed seats + 2 elected seats). ---
- Explanation of partners. ABC ---

Global Alliance initiatives: ---

- ABC GLOBAL DECADE 2025-2035 will be discussed again on Sunday, December 9.
- International consensus conference and guidelines.
- Quick recap of the Best of ABC – Latin America 2024. -----------------------------
- Accessible and inclusive website (www.abcglobalalliance.org), through the use of a tool for: ---

- translate content into more than 100 languages;
- use the text-to-speech option (more than 60 languages);
- use reading aids;
- change the color and style options to use;
- integrated dictionary for unknown terms.

• Awareness campaigns: series of awareness campaigns "*Be The Change*" 2019–2021–2023. Currently on hold, other projects in progress.

• Educational projects:
  - Communication: Workshops at SABCS 2024, How to communicate end of life and prognosis;
  - HUBs: Resource center on biomarkers-physical activity – to be launched in 2026;
  - Scholarship and knowledge exchange program - to be launched in 2026.

• Scientific collaborations scientific /Collaborations on brain metastases/Research/Educational activities/Awareness raising, lobbying, and educational activities (two interesting publications: Ecancermedicalscience - Wiley).

• Accessibility project in partnership with The Max Foundation:
  - 738 patients helped in 14 countries/18 institutions by November 1, 2025.
  - 594 patients undergoing ongoing treatment: 330 Ribociclib + Letrozole (in 10 countries); 230 Abemaciclib + Letrozole (in Kenya);
    34 Letrozole (2 countries).

• Project by accessibility at partnership with the Foundation Max: Cambodia, Kenya Malawi, and Sierra Leone.

• Direct support to members:
  - Donations of items to countries in 2025: Botswana, Kenya, Mozambique, Nepal, Niger, Sierra Leone, Tunisia;
  - Financial support for registrations and travel grants.

• Collaborations:
  - GCCN: The GCCN collectively represents around 750 cancer advocacy and support organizations working on behalf of more than 14 million patients worldwide.
  - TBCT: An initiative launched in 2017 that brings together policymakers, patient organizations, professional organizations, and companies committed to raising awareness of the realities of daily life of living with breast cancer in Europe. AORTIC: Transforming cancer control in Africa through collaboration in education, research, and the delivery of equitable and timely interventions to minimize the impact of cancer.

– GBCI: GBCI employs three main strategies to achieve its goals: health promotion and early detection; timely diagnosis; and comprehensive breast cancer management. Through GBCI, WHO provides guidance to governments worldwide on ways to strengthen breast cancer detection, diagnosis, and treatment systems in order to increase their capacity to manage other types of cancer.

– UICC and ATOM.--

- Distribution of informational and promotional material at major international conferences and events: SGBCC, ESMO Breast, Make 2nds Count, ASCO, MASCC, ECO Summit, San Antonio SABCS.---

-- Next, the agenda items were discussed and voted on. -----------

-- Moving on to **the first item** on the agenda, the management report and preliminary budget for 2025 were unanimously approved by the members present or represented.

Moving on to **the second item** on the agenda, the activity plan and provisional budget for 2026 were unanimously approved by the members present or represented.

-- Under the **Third Item** on the Agenda, it was approved by a majority of 3/4 of the members present or represented to amend the Association's Bylaws to include a new body: the President Emeritus, amending Article 12, paragraphs1 and 5 of the Statutes were amended and Article 13-A was added, in the following terms and in accordance with the full draft of the Statutes attached hereto: ---

Article Twelve Bodies

of the Association

One. *The bodies of the Association are:*

a) [Unchanged];

b) [Unchanged];

c) [Unchanged];

d) [Unchanged]; and

e) The President Emeritus.

Two. *[Unchanged].*

Three. *[Unchanged].*

Four. *[Unchanged].*

Five. *The President Emeritus is appointed by the Board of Directors.*

Six. *[Previously Five].*

Seven. *[Former Six].*

Article Thirteen-A President Emeritus

One. *The President Emeritus is an honorary position that may be conferred by the Board of Directors upon a former Chairman of the Board of Directors in recognition of outstanding service and leadership to the Association, with the aim of maintaining a continuing link between the Association and its former Chairman.* ***Two.*** *The President Emeritus performs honorary and advisory functions, without executive authority or voting rights on the Board of Directors, unless otherwise decided by the Board.*

Three. *His or her duties include:*

- *a) Advisory: Providing strategic guidance and advice to current leadership and offering a historical perspective on the Association's past policies, culture, and decisions.*
- *b) Representation: Acting as a representative at official events, ceremonies, or public engagements, as well as representing the Association in external relations, networking, or fundraising.*
- *c) Mentoring: Mentoring current Board members or staff, sharing knowledge and experience to help develop future leaders.*
- *d) Institutional Memory: Preserve the Association's history and traditions and assist in the transition when new leadership takes office.*
- *e) Limited Participation: Join advisory boards or special committees (without full voting rights, unless otherwise decided by the Board of Directors) and occasionally participate in strategic planning or long-term projects.*

-- To this end, any member of the Association's Board of Directors may grant a public deed of amendment to the bylaws or grant a power of attorney for this purpose.

-- Fina~~lly, under the **Fourth Item** on the Agenda, the following three goals for 2026 were~~ approved by a simple majority of the members present or represented: *i.* further improve SURVIVAL in people with ABC, doubling the median overall survival; *ii.* improve the QUALITY OF LIFE of people with ABC; *iii.* improve ACCESS to comprehensive CARE for people with ABC, regardless of their ability to pay.

-- With no further business ~~to discuss, the session was adjourned at 4:55 p.m., and these~~ minutes were drawn up, which, after being read and approved, will be signed by the President and the Secretary of the General Assembly.

The Chair of the General Assembly,

DocuSigned by:

2/15/2026

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Vicki Durston

The Secretary of the General Assembly,

Signed by:

2/12/2026

Amanda Drury

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Amanda Drury

STATUTES OF THE ADVANCED BREAST CANCER GLOBAL ALLIANCE ASSOCIATION

CHAPTER I

NAME, HEADQUARTERS, PURPOSE AND SCOPE OF ACTION

ARTICLE ONE

Name

The private law association governed by these Statutes shall be named "Advanced Breast Cancer Global Alliance Association" and shall be a non-profit organization with an indefinite duration (hereinafter, the "Association").

ARTICLE TWO

Headquarters

ONE. — The Association is international in scope and has its headquarters ~~at~~ VAT Company, Avenida D. João II, nº 20, 1º andar, Parque das Nações, 1990-095 Lisbon, parish of Santa Maria dos Olivais, municipality of Lisbon. ~~Champalimaud Foundation, 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 the national territory or abroad to fulfill its purposes.

ARTICLE THREE

Purpose

ONE. The Association, which aims to establish itself as an ally and voice for advanced breast cancer patients worldwide, has the following purpose:

a) To defend the rights and interests of patients with advanced breast cancer worldwide by influencing governments, authorities, national and international organizations, and public or private decision-makers;
b) To increase public knowledge about the prevention and treatment of advanced breast cancer and awareness of the effects of the disease on patients and societies themselves;
c) Disseminate the latest and most accurate information on prevention, treatment, and the effects of the disease, thereby promoting higher standards for treatment quality and medical advances;
d) Keep advanced breast cancer on the main political, social, and media agendas;
e) Encourage and reward the production and sharing of scientific knowledge that contributes to the discovery of a cure for advanced breast cancer and to improving the quality of life of these

patients;

f) Contribute humanitarian aid and solidarity actions to the world's most disadvantaged populations;

g) Encourage the participation of patients, communities, and civil society in the fight against advanced breast cancer.

ARTICLE FOUR

Organization and Operation of Activities

The organization and operation of the various activities shall be defined at any given time by the Board of Directors.

ARTICLE FIVE

Scope of action

ONE. The Association may enter into agreements, protocols, or other arrangements with public or private entities, whether national or foreign, including Members, with a view, in particular, to carrying out joint actions within the scope of its statutory purposes, under the terms decided by the Board of Directors.

The Association may also affiliate itself with, associate itself with, or join similar national or international organizations, under the terms decided by the Board of Directors.

CHAPTER II

MEMBERS

ARTICLE SIX

Membership Status

ONE. Members may have the following status:

a) Full Members: Legal entities that wish to contribute to the achievement of the Association's purposes and that submit an application for membership, approved by the Board of Directors.

b) Observer Members: Individuals or legal entities who wish to collaborate with the Association's purposes and submit an application for membership in this category to the Board of Directors for approval.

c) Founding Members: Individuals or legal entities identified as such in the articles of association and who propose to contribute to the achievement of the Association's purposes.

d) Ambassador Members: individuals with recognized status of prestige, integrity, or merit relevant to the Association, who are proposed and approved by the Board of Directors and whose status shall be provided for in internal regulations.

e) The Board of Directors may propose the creation of new categories of Members. TWO. Membership is not transferable, either by acts between living persons or by succession.

ARTICLE SEVEN

Admission of Members

ONE. Any natural or legal persons who express their intention to join the Association may become Members by submitting a membership application and being admitted by the Association under the terms of these Bylaws and in accordance with the other conditions of admission established by the Board of Directors.

TWO. The Board of Directors is responsible for deciding, on a case-by-case basis, on the admission of any Member.

ARTICLE EIGHT

Rights of Members

ONE. The rights of Founding Members and Members are:

a) To participate and vote in General Assembly meetings;
b) Exercise the right to vote, with each Member Associate and each Founding Associate having one (1) vote in the resolutions to be adopted at the General Meeting;
c) Be elected to the governing bodies;
d) Examine the books, reports, accounts, and other documents of the Association;
e) Request from the Board of Directors any information and clarifications they deem appropriate regarding the conduct of the Association's activities;
f) Request from the General Meeting any information and clarifications they deem appropriate regarding the conduct of the Association's activities;
g) Request the convening of extraordinary meetings of the General Assembly;
h) Be heard by the Board of Directors on matters relevant to the life of the Association;
i) Participate in activities and projects promoted by the Association;
j) Have their status recognized on the Association's website.

TWO. Observer Members have the following rights:

a) To participate in General Assembly meetings, upon invitation by the Board of Directors. Participation does not confer the right to vote;
b) To speak at the meeting upon prior invitation by the Board of Directors;
c) Participate in the Association's initiatives and projects;
d) To be heard by the Board of Directors, when justified and on matters of mutual relevance and interest;
e) Have their status as an Observer Member mentioned on the Association's website.

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

ARTICLE NINE

Duties of Members

The duties of Members are as follows:

a) To diligently comply with applicable legal and statutory obligations, as well as to respect the decisions of the association's bodies;
b) Members who are legal entities must appoint a representative to the Association's General Assembly whenever they have the right to participate and/or vote;
c) Members who are legal entities and who have been appointed to the governing bodies must appoint an Effective Representative and an Alternate Representative, designating suitable persons with appropriate professional or academic qualifications who meet the high ethical standards upheld by the Association;
d) Participate in the Association's activities;
e) Participate, with zeal and dedication, in defending the principles and objectives of the Association;
f) Contribute, in general, with all means and in all ways to the prestige and success of the Association.

ARTICLE TEN

Penalties for violation of Members' duties

ONE. Members who violate the duties established in Article Nine of these Statutes are subject to the following sanctions:

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

TWO. The Board of Directors shall have the authority to decide on and apply the sanctions provided for in the previous paragraph.

ARTICLE ELEVEN

Loss of Membership ONE.

The following shall lose their membership:

a) Those who request their resignation;
b) Those who are excluded under the terms of these Statutes.

TWO. The loss of membership shall be decided by the Board of Directors. Without prejudice, the voluntary termination of membership by any Member who has always fulfilled their legal and statutory duties shall not be subject to prior decision by the Board of Directors. THREE. Members who, in any way, lose their membership shall have no rights to the Association's assets

Association and shall not be entitled to recover, for any reason whatsoever, any contributions made by them, without prejudice to their liability for all payments relating to the period during which they were a member of the Association.

CHAPTER III
ASSOCIATIVE BODIES SECTION I
GENERAL PROVISIONS

ARTICLE TWELVE
Bodies of the Association

ONE. The bodies of the Association are:

a) The General Assembly;

b) The Board of Directors;

c) The Chairman of the Board of Directors; ~~and~~

d) The Sole Effective Auditor and Alternate Auditor; and.

~~d)~~e) The President Emeritus.

TWO. The exercise of any position in the governing bodies is unpaid, with the exception of the Sole Effective Auditor and Alternate Auditor, who shall be remunerated in accordance with the terms decided by the Board of Directors.

THREE. The members of the Association's bodies shall be elected by the General Assembly for a term of two (2) years, with consecutive reelection permitted once or, alternatively, more than once under the terms and in accordance with the limitations provided for by law.

FOUR. The Chairman of the Board of Directors is elected for a term of six (6) years, which may be renewed one or more times.

FIVE. The President Emeritus is appointed by the Board of Directors.

SIX. Although elected for a fixed term, at the end of their respective terms of office, the members of the Association's bodies shall remain in office until the appointment of new members.

SEVENTEEN. In the event of termination of office by any member of an associative body due to dismissal or resignation, the Board of Directors shall propose their replacement to the General Assembly within a maximum period of 60 (sixty) days. In the event of termination of duties due to the end of the respective terms of office, the election of new members shall take place until the approval by the General Assembly of the financial statements for the previous fiscal year.

ARTICLE THIRTEEN
(Chairman of the Board of Directors)

The Chairman of the Board of Directors shall be elected at the General Meeting, and any person who cumulatively meets the following requirements may stand for election:

a) Be a person of undisputed merit in the field of Advanced Breast Cancer. Breast cancer should correspond, in this context, to the internationally recognized and agreed scientific definition;

b) Have carried out relevant work in the field of breast cancer, preferably advanced breast cancer, over the last ten (10) years;

c) Have been involved in the Association's activities for at least two (2) years.

ARTICLE FOURTEEN

Dismissal

ONE. Members of the Association's bodies may be dismissed from their positions, individually or collectively, when acts are committed or facts are verified that also constitute grounds for exclusion from membership, or other serious facts that limit the exercise of the underlying position. TWO. Dismissal shall be decided by the General Assembly, and the interested parties shall be heard before the decision affecting them is made.

THREE. At the General Assembly meeting at which the dismissal of a member of a body of the Association is decided, the agenda of the meeting and the notice of the meeting shall include elections to replace the dismissed members whenever the body in question has fewer than the minimum number of members provided for in these Statutes.

ARTICLE THIRTEEN-A

President Emeritus

One. The President Emeritus is an honorary position that may be conferred by the Board of Directors on a former President of the Board of Directors in recognition of exceptional service and leadership to the Association, with the aim of maintaining a continuing link between the Association and its former President.

Two. The President Emeritus performs honorary and advisory functions, without executive authority or voting rights on the Board of Directors, unless otherwise decided by the Board.

Three. His duties include:

a) Advising: Providing guidance and strategic advice to current leadership and offering a historical perspective on the Association's past policies, culture, and decisions.

b) Representation: Acting as a representative at official events, ceremonies, or public engagements, as well as representing the Association in external relations, networking, or fundraising.

c) Mentoring: Mentoring current Board members or staff, sharing knowledge and experience to help develop future leaders.

d) Institutional Memory: Preserve the history and traditions of the Association and assist in the transition when new leadership takes office.

e) Limited Participation: Join advisory boards or special committees (without full voting rights, unless otherwise decided by the Board of Directors) and occasionally participate in strategic planning or long-term projects.

ARTICLE FIFTEEN

Meetings

Minutes shall always be taken of the meetings of the association's bodies and, once distributed by email, may be approved by means of an express statement sent by email by the members present, which shall include, albeit briefly, the content of the debates, the conclusions or recommendations made, and the decisions taken.

SECTION II

GENERAL ASSEMBLY

ARTICLE SIXTEEN

Composition of the General Assembly

ONE. The General Assembly is made up of Members who have the right to participate in the General Assembly under the terms of these Statutes.

TWO. Members who are legal entities must be represented at General Meetings in accordance with the general rules of legal and voluntary representation, or, if they are natural persons, by any other Member who also has the right to participate in General Meetings. Each Member may represent more than one Member.

THREE. The powers of representation referred to in the previous paragraph must be stated in a letter addressed to the Chairman of the General Meeting, sent no later than the day of the Meeting, identifying the appointed representative and specifying the items on the agenda for which the powers are conferred.

FOUR. The General Meeting is chaired by its Board, composed of a Chair and a Secretary, elected in accordance with the following Article, with the Secretary replacing the Chair in the event of absence or impediment. If the President and/or Secretary of the Board of the General Assembly are unable to attend, these functions shall be assumed by one of the Founding Members present at the General Assembly meeting. In the absence of the latter, these functions shall be exercised by the Member who, during the General Assembly meeting, is elected for this purpose by a majority of the Members present.

FIVE. The minutes of the General Assembly meetings shall be signed by the President and/or Secretary of the General Assembly Board. If the President and/or Secretary of the General Assembly Board are unable to attend, these functions shall be assumed by one of the Founding Members present at the General Assembly meeting. In the absence of the latter, these functions shall be performed by the Member who, during the General Assembly meeting, is elected for this purpose by a majority of the Members present. SIX. The General Assembly Board is responsible for directing, guiding, and disciplining the work of the General Assembly and for drawing up the respective minutes.

ARTICLE SEVENTEEN

Powers of the General Assembly

UM. The General Assembly is responsible for deciding on all matters conferred upon it by law or by these Statutes, as well as on any matters that do not fall within the competence of the other associative bodies, namely:

a) Election and dismissal of members of the governing bodies;
b) Dissolution of the Association;
c) Amendment of the Association's Statutes, division or merger of the Association;
d) Annual review and approval of the Association's annual activity plans and budget presented by the Board of Directors for the following financial year and accompanied by the opinion of the Sole Auditor;
e) Review of the management report and financial statements, accompanied by the opinion of the Sole Auditor;
f) Proposal of legal actions by the Association against members of the Board of Directors, as well as withdrawal and settlement in such actions; and
g) Deliberation on any other matters submitted to it by the Board of Directors.

ARTICLE EIGHTEEN

Sessions and Convening of the General Assembly

ONE. The General Assembly shall meet in ordinary and extraordinary sessions.

TWO. The Ordinary General Meeting shall be held once a year to deliberate on the annual approval of accounts and shall be convened by the Chairman or Secretary of the General Meeting, at the request of the Board of Directors. THREE. The General Meeting shall also be convened to meet in extraordinary session by the President or Secretary of the General Assembly Board, at the request of the Administration or whenever the respective convocation is requested by a Founding Member or by one-fifth of the total number of Member Associates, by means of a request addressed to the Board of Directors, which shall forward said request to the President or Secretary of the General Assembly Board within eight (8) days after receipt of the requests in question.

FOUR. The notice of General Assembly meetings shall be sent to each Member entitled to participate and/or vote at the General Assembly at least thirty (30) days in advance by (i) postal notice; or (ii) fax or email, provided that the respective Member has previously given the Association written authorization to use one of these means of communication for this purpose; or (iii) by publication of the respective notice in accordance with the legal provisions for commercial companies. In any case, the notice of meeting must include the date, time, and place of the meeting, the agenda, and the time scheduled for the General Meeting to convene in second call, provided that there is at least one hour between the time of the first call and the time scheduled for the second call, as well as, where applicable, the call for the members of the supervisory body who must be present at the meeting in question and an indication of the items on the agenda on which they must give their opinion.

ARTICLE NINETEEN

Functioning of the General Assembly

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

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

THREE. General Meetings may be held by telematic means, namely in the form of teleconferences or videoconferences.

ARTICLE TWENTY

Resolutions of the General Assembly

ONE. Unless otherwise provided by law or the Statutes, the decisions of the General Assembly shall be taken by the votes of the Members (with voting rights): (a) as a rule, by an absolute majority of the Members present or represented; (b) by a three-quarters majority of the Members present or represented, in resolutions concerning amendments to these Statutes; and (c) by a three-quarters majority of all Members, in resolutions concerning the dissolution or extension of the duration of the Association.

TWO. All decisions taken on matters not included in the agenda set out in the notice of meeting shall be void, unless all Members with the right to participate and/or vote are present or duly represented, and all agree to the addition and/or amendment.

SECTION III

THE BOARD OF DIRECTORS

ARTICLE TWENTY-ONE

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 of whom is the Chair and the others are members.

TWO. Only Member Associates and Founding Associates may be elected to the Board of Directors.

ARTICLE TWENTY-TWO

Powers of the Board of Directors

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

a) Ensuring the enforcement of beneficiaries' rights;
b) Admission or exclusion of Members, as well as the application of sanctions for violation of Members' duties, under the terms of these Bylaws;
c) Acquisition, disposal, leasing, or encumbrance of real estate;
d) Acquisition, disposal, rental, leasing, or encumbrance of movable property;
e) Subscription, acquisition, disposal, or encumbrance of any holdings in other entities, including, in particular, commercial companies;
f) Provision of guarantees by the Association;
g) Contracting financing or loans;
h) Managing, organizing, and coordinating the Association's activities in accordance with the purposes defined in these Bylaws and in compliance with the decisions of the other associative bodies;
i) Preparing annually, and submitting for review, the Association's management report and accounts, as well as the annual activity plans and budget for the following year;
j) Ensuring the organization and functioning of the services, as well as the bookkeeping, books, and records of the Association, in accordance with the law;
k) Organize, manage, and train the Association's staff, as well as hire any employee or collaborator of the Association, signing the respective contracts, with the power to dismiss staff, as well as pay the monthly salaries of the Association's employees and do whatever else is necessary for this purpose, namely promoting the registration or cancellation of employees with the Social Security Institute, providing the necessary information to the Authority for Working Conditions, taking out work accident insurance policies, and paying all fees, taxes, or fines;
l) Manage the Association's communication, *lobbying,* and *advocacy* policies;
m) Enter into or terminate contracts relating to the supply of water, electricity, telephone and telecommunications or mail;
n) Open, operate, and close bank accounts on behalf of the Association;
o) Respect opinions that are binding on the Board of Directors and must be complied with by the latter, which have been issued with justification by the General Assembly, namely regarding decisions or acts already adopted or to be adopted by the Management;
p) Represent the Association in and out of court;
q) Appointing attorneys;
r) Represent the Association before any public or private entities, national or international.

ARTICLE TWENTY-THREE

How to bind the Association To

bind the Association, the following are required:

i) the signature of the Chairman of the Board of Directors; or

ii) the joint signatures of two (2) members of the Board, previously appointed by the Chairman 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 upon him.

ARTICLE TWENTY-FOUR

Board of Directors Meetings

ONE. The Board of Directors shall meet regularly, upon call by the Chairman, who shall have the casting vote in the event of a tie.

TWO. Unless otherwise provided by law, the Board of Directors may only validly deliberate if the majority of the appointed members are present. The decisions of the Board of Directors shall be taken by a majority of the members participating in the meeting, including those participating and voting electronically.

THREE. Each representative of a member of the Board may not represent another member or members.

SECTION IV

THE SOLE AUDITOR

ARTICLE TWENTY-FIVE

Function, Appointment, and Term of Office

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

TWO. The Sole Auditor and Alternate Auditor are appointed at the General Meeting and must be Statutory Auditors or Statutory Audit Firms.

THREE. The term of office of the Sole Auditor is two (2) years and may (or may not) be renewable.

FOUR. The Sole Auditor and Alternate Auditor shall be remunerated in accordance with the terms defined by the Board of Directors.

ARTICLE TWENTY-SIX

Powers of the Sole Auditor

The Sole Auditor shall be responsible for:

a) Oversee the Association's asset management;

b) Verify the regularity of the books, accounting records, and supporting documents;

c) Verify the accuracy of the financial statements;

d) Verify that the accounting policies and valuation criteria adopted by the Association lead to a correct assessment of assets and results;

e) Prepare an annual report on its supervisory activities and give its opinion on the report, accounts, and proposals presented by the Board of Directors.

CHAPTER IV

FINANCIAL REGIME

ARTICLE TWENTY-SEVEN

Revenues of the Association

ONE. The Association's revenues consist of:

a) Contributions or payments from Members;

b) The proceeds from services provided or goods sold by the Association;

c) Revenue from various publishing projects or events;

d) Grants, subsidies, and other incentives awarded to the Association;

e) Interest and income from assets, reserve funds, or deposited cash;

f) Funding obtained under national and/or international programs;

g) Any other income permitted by law, such as regular or irregular contributions, donations, inheritances, and bequests;

h) Revenue from any activity that it may carry out or sponsor.

TWO. The Association's expenses are those resulting from the exercise of its activities, in compliance with the Statutes, and those imposed on it by law.

THREE. All the Association's revenues shall be used to pay for the Association's operating expenses and to pursue its statutory purposes.

CHAPTER V

MISCELLANEOUS PROVISIONS

ARTICLE TWENTY-EIGHT

Extinction of the Association

ONE. In the event of the Association's dissolution, the Association's assets shall be transferred to the Founding Member, the European School of Oncology. If this is not possible, the assets shall revert to an entity whose purposes are similar to those of the Association.

TWO. The General Assembly shall be responsible for delivering its assets and choosing the beneficiary, under the terms of Number ONE and in accordance with the limits of applicable law, as well as electing a liquidation committee.

THREE. The powers of the liquidation committee shall be limited to performing acts that are purely protective and necessary for the liquidation of the Association's assets and the completion of pending activities and/or business.

ARTICLE TWENTY-NINE

Omissions

Cases not covered herein shall be resolved by the General Assembly, in accordance with applicable law.