

BIG
International Non - Profit Association

ARTICLES OF INCORPORATION

I. ASSOCIATION

Article 1 – Legal form

The association is founded under the legal form of an international non-profit organisation in accordance with the Belgian Law of 27 June 1921, published in the *Moniteur belge* (Belgian Official Gazette) of 1 July 1921, as modified by the Belgian Law of 2 May 2002, the Belgian Law of 16 January 2003, the Belgian Law of 22 December 2003, and the Belgian Law of 23 March 2019 concerning non-profit organizations, international non-profit organizations and foundations.

Article 2 - Name

The association is named "Breast International Group-aisbl" in short, "BIG-aisbl" (hereinafter referred to as "the Association").

Article 3 - Seat

3.1 The Association shall have its seat (registered office) in 1200 Brussels, 20 Rue de Bretagne, located in the judicial district of Brussels.

3.2 The seat of the Association can be transferred at any time to any other location in Belgium by simple decision of the Executive Board of the Association. If as a result of the relocation of the seat the language of the statutes must be changed, only the General Assembly has the authority to take this decision, subject to the rules prescribed for the amendment of the statutes. Such transfer of the seat shall be submitted for publication in the Annexes to the *Moniteur Belge* within a period of one month as from such effective transfer as decided by the Executive Board.

Article 4 - Purpose

4.1 The purpose of the Association, which is an international non-profit organisation, is to reduce the unnecessary duplication of research efforts and facilitate breast cancer research internationally. To this end, the Association offers a neutral scientific forum in which its Members develop and conduct clinical and other research in the field of breast cancer.

This forum shall thus allow its Members to:

- combine resources and expertise to conduct research to advance knowledge of the disease and to optimally serve patients
- establish clinical and translational research priorities
- reduce the unnecessary duplication of efforts

- obtain study results quickly
- collaborate with other scientific networks, and
- develop models of collaboration with the pharmaceutical and biotechnology industry that preserve scientific independence.

The purpose of the Association is also to raise funds to support activities developed under the BIG umbrella in connection with its research against breast cancer. The entity within the Association which raises funds for activities developed within the BIG network in relation to its scientific breast cancer research is called *BIG against breast cancer* for better visibility and understanding by third parties. However, it is not a separate legal entity from the Association.

The Association may also carry out profit-making activities, such as the creation of an online shop for the sale of objects for the benefit of scientific breast cancer research and the activities of the Association. However, the proceeds of the Association shall only be used for its disinterested purpose. The Association may not distribute or procure any patrimonial benefit, either directly or indirectly to its founders, members, administrators or any other person. Any activity of the Association violating this prohibition is null and void and may lead to the dissolution of the Association.

4.2 The activities carried out by the Association shall be managed at the Headquarters, as defined in Section VI, on behalf of the Executive Board and the General Assembly.

Article 5 - Duration

The Association is established for an unlimited duration.

II. MEMBERS

Article 6 – Composition of the Association

The Founders of the Association are listed in Annex II hereto. The Founders have no voting rights, except to the extent that they may be selected to serve as a voting representative for an Effective Member.

Article 7 – Effective Members

7.1 Effective Members

Effective Members are organisations that are legal entities, established in accordance with the regulations and laws of their country of origin and which carry out clinical or other research in the field of breast cancer. The Association requires its Members to have the legal form of non-profit associations. If, however, this is not possible under the laws and regulations of a Member's country of origin or for other reasons, the Member must be able to demonstrate that no activity carried out under the auspices of the Association is intended to generate any profit and that, should such profit be generated, the Member concerned must be able to demonstrate that such profit will be reinvested in clinical trials or other research in the field of breast cancer carried out by that Member.

7.2 Rights and obligations

7.2.1 In this capacity, the Effective Members have all the rights and obligations set forth in Belgian Law concerning non-profit organizations, international non-profit organizations and foundations.

7.2.2 In addition, the Effective Members:

1. must select one person to be its voting representative;
2. must attend General Assembly and scientific meetings as defined in any charters, codes of conduct or policies and procedures developed and approved by the Association that specify the rights and obligations of Effective Members expressed in the present statutes;
3. must pay a membership fee, unless exempted from this requirement by the General Assembly; the membership fee is based on a proportional system approved by the General Assembly and having a maximum of 4000 EUR;
4. shall comply with the requirements defined in any charters, codes of conduct or policies and procedures approved by the General Assembly;
5. may not by their actions or omissions expose the assets of the Association to any risk.

It should be noted that an Effective Member may decide to be represented by two representatives (co-representatives) instead of one, it being understood that in this case the Effective Member still has only one vote.

Article 8 – Admission of new members and Adherent Members

8.1 The admission of new members is subject to the following conditions:

- adherence to the Mission Statement (Annex I) and principles of research conduct (article 4 supra);
- compliance with the requirements of article 7, and,
- approval of the applicant by the General Assembly, as proposed by the Executive Board.

8.2 Following recommendation by the Executive Board, some applicants may be accepted on a provisional basis by the General Assembly, and are considered Adherent Members. Adherent Members are legal entities or de facto associations.

8.3 Adherent Members shall have the same rights as Effective Members except the right to vote and the right to nominate members of the Executive Board. Adherent Members shall, however, be entitled to participate in all discussions and to express their opinions (“consultative voice”).

8.4 Adherent Members wishing to become Effective Members shall send a written request to the Executive Board explaining the reasons for the request and providing documentation supporting the fact that they meet the conditions linked to Effective Membership. The General Assembly must issue its decision (approval or rejection or postponement) at its following meeting.

Article 9 – Resignation and termination

9.1 The Members have the right to resign. Such resignation shall only enter into effect for the future in order not to affect ongoing research. Resigning Members shall remain obliged to participate and contribute to the research to which they have bound themselves previously until the termination of such research as defined in the respective research contracts.

9.2 There are no term limits to membership but membership is subject to regular review. Membership can be terminated by a decision of the General Assembly, on the proposition of the Executive Board, in case of non-compliance with the obligations of the Effective Members, as defined in article 7.2 of the present statutes. Members to be excluded shall have the right to present their defensive arguments prior to the vote on the termination of their membership.

III. GENERAL ASSEMBLY

Article 10 - Composition

10.1 The General Assembly is composed of the Members of the Association as defined under articles 7 and 8. All the Effective Members have a voting right at the General Assembly. Adherent Members shall have no voting right at the General Assembly. They shall however have a consultative voice as defined under article 8.3.

10.2 When deemed necessary, external consultants may be invited to attend the meetings. They shall have a consultative voice as defined under article 8.3.

Article 11 - Competencies

11.1 The General Assembly is the sovereign authority of the Association and has all the powers to achieve its Purpose, as defined under article 4.

11.2 The reserved powers of the General Assembly are:

- a. the approval of the annual budget and accounts;
- b. the election and dismissal of half of the members of the Executive Board, such as detailed in article 14;
- c. the modification of the articles of incorporation;
- d. the voluntary dissolution of the Association;
- e. the admission of new members and the termination of membership;
- f. the approval of main orientations and future strategies.

Article 12 - Meetings

12.1 Ordinary General Assembly meetings

12.1.1 Ordinary General Assembly meetings shall be held at least once per calendar year on a date proposed by the Executive Board under the presidency of the Chairperson of the Executive Board or any other member of the Executive Board designated by the Chairperson to this end, at the seat of the Association or at any other location fixed in the written notice. If the Ordinary General Assembly meetings cannot be held in person for compelling reasons, they may be held virtually through any appropriate form of transmission.

12.1.2 The Headquarters, on behalf of the Executive Board, shall send a notice by electronic mail or by any other appropriate form of transmission to the Members containing the meeting location, date and

time. The agenda shall also be provided to the Members prior to any such meeting.

12.2 Extraordinary General Assembly meetings

12.2.1 Extraordinary General Assembly meetings, in person, virtual or by any other means, may be convened by the Executive Board whenever necessary and whenever the interests of the Association so require, either on the initiative of the Executive Board, or on request of at least half of the Effective Members.

12.2.2 Virtual extraordinary General Assembly shall be convened (by electronic mail or by any other appropriate form of transmission) by the Executive Board when impossible for the Effective Members to meet in person.

12.2.3 For each extraordinary General Assembly meeting, including virtual ones, the Headquarters, on behalf of the Executive Board, shall send a written notice by electronic mail or by any other appropriate form of transmission to the Members containing the meeting location and time. The agenda or the reason for the convocation shall also be provided to the Members prior to such meetings. In case of a virtual extraordinary General Assembly meeting, the Effective Members shall vote or otherwise take decisions according to Annex IV - Guideline for General Assembly (GA) decision-making as disclosed by the Headquarters to the Effective Members.

Article 13 – Decision-making process

13.1 Quorum of presence

13.1.1 At General Assemblies, each Effective Member may be represented by its voting representative, or by a substitute, provided that the Effective Member informs BIG Headquarters about the substitute in writing by email before the meeting, receipt of which shall be confirmed by BIG Headquarters. The choice of substitute, in descending order, shall be as follows:

- 1° a representative from within the same Effective Member;
- 2° a representative from another Effective Member;
- 3° a representation by proxy to the Chief Executive Officer;

13.1.2 Decisions of the General Assembly shall be validly taken when at least one half of all Effective Members are (virtually) present or represented (quorum). If such condition is not met, a new meeting shall be convened within thirty calendar (30) days after. Such General Assembly then deliberates regardless of the number of Effective Members are (virtually) present or represented, and its decisions are considered as valid.

13.1.3 In case of modification(s) of the articles of incorporation, should the condition related to the quorum of presence not be met during the first General Assembly, a second meeting shall be convened. This second meeting shall take place at a time and date that suits the largest number of Effective Members available and may not take place in a period less than fifteen calendar (15) days after the first. Decision of the General Assembly on the modification(s) of the articles of incorporation during this second meeting shall be validly taken, no matter whether the condition related to the quorum of presence is met or not, provided that such decision is taken according to the rule of Majority defined in article 13.2.

13.2 Majority

13.2.1 Simple majority

13.2.1.1 Each Effective Member has one vote at the General Assembly. The Adherent Members, Headquarters and external consultants have no voting right. They however have a consultative voice as defined under article 8.3.

13.2.1.2 Except when otherwise provided in the present articles of incorporation, resolutions are approved by simple majority of the Effective Members present or represented, and such resolutions are addressed to all Members. The Chairperson shall have a casting vote in the event of tied votes. Any non-objection by an Effective Member shall be considered as an approval by that Member in favour of a proposal made according to the guideline in Annex IV.

13.2.1.3 No resolution may be passed on issues that are not fixed in the agenda or not communicated to the General Assembly at the time of the convocation of a virtual meeting and vote.

13.2.2 Super majority

13.2.2.1 Without prejudice to the Belgian law concerning non-profit organizations, international non-profit organizations and foundations, all proposals for modification of the articles of incorporation or for dissolution of the Association must be made by the Executive Board or by at least two thirds of the Effective Members of the Association. The Chairperson shall have a casting vote in the event of tied votes.

13.2.2.2 The General Assembly shall vote on these issues. If the presence quorum is met at such General Assembly, all decisions must be taken by at least two thirds majority of the votes. If the presence quorum is not met, the procedure shall be the same as in article 13.1.2, except for modification(s) to the articles of incorporation, which are ruled by article 13.1.3. In particular, any amendment relating to the object of the Association may only be adopted by a four-fifths majority of the votes of the members present or represented, without taking account of abstentions in any calculation whatsoever.

13.2.2.3 All modifications of the articles of incorporation shall become effective after notification by the Ministry of Justice and publication in the Annexes of the *Moniteur belge*.

13.2.2.4 The General Assembly shall fix the mode and procedures of the dissolution and liquidation of the Association.

13.3 Vote

13.3.1 Voting can take various forms (e.g. by raising hand, paper ballot, electronic survey or other means) depending on the issue at hand.

13.3.2 In case of virtual extraordinary General Assembly meetings (by any appropriate form of transmission), Effective Members shall vote or otherwise take decisions according to Annex IV - Guideline for General Assembly (GA) decision-making as disclosed by the Headquarters to the Effective Members.

13.4 Minutes

The resolutions of the General Assembly are recorded in a register signed by the Chairperson and (the Vice-Chairperson, if applicable) or the Treasurer and are kept at the seat of the Association with the Headquarters, which holds it at the Members' disposal.

IV. EXECUTIVE BOARD

Article 14 - Composition

14.1 The Association is administrated by the Executive Board, the members of which are listed in Annex III, composed of a minimum of 3 individuals and a maximum of 21 individuals, all with voting rights. The composition of the Executive Board shall always be an odd number, except during years in which there are both incoming and outgoing officers.

14.2 Half of any available seats on the Executive Board are elected by the General Assembly, and half of any available seats on the Executive Board are appointed, for a mandate of four years starting on the first day of the month following the vote of the General Assembly. They may be re-elected once for a consecutive mandate of four (4) years. Executive Board members may be eligible for a third mandate of four (4) years, provided that at least two (2) years have passed since the end of the second mandate. The number of vacancies on the Executive Board shall be defined by the General Assembly in advance of any election of the Executive Board members. If the number of vacant seats in the Executive Board is uneven, the majority of the seats will be filled by the General Assembly by election. Elections for Executive Board membership shall take place every two (2) years. Exceptionally, the General Assembly may authorize one or more members of the Executive Board to extend his/her/their mandate, provided that this decision is supported by a two-thirds majority of those voting (provided the quorum has been achieved per article 13.1.2) and is intended to ensure continuity and stability in the Association.

14.3 Any individual on the Executive Board can be dismissed from the Executive Board if that individual does not comply with the charters, codes of conduct or policies and procedures developed and approved by the Association. Such decisions will be taken by the General Assembly about Executive Board members who have been elected by the General Assembly, and by the Executive Board members about Executive Board members who have been selected by the Executive Board. The decision must be supported by a two-thirds majority of those voting (provided the quorum has been achieved, as per articles 13.1.2 and 15.3, respectively).

14.4 Any Executive Board member may resign at any moment in writing and without specific notice period. The replacement of a resigning Executive Board member shall be decided by Executive Board.

14.5 The Executive Board elects amongst its members a minimum of two (2) officers, one (1) Chairperson and one (1) Treasurer. Officers are appointed for a term of four (4) years. They may however serve up to two (2) additional terms of four (4) years for the same or a different officer position, with the maximum number of years served by any Executive Board member in any officer position being twelve (12) years. These may be consecutive terms or not. Their terms of office as officers shall be independent from their terms on the Executive Board and may exceed the latter. All officers may stay on the Executive Board up to 1 year longer than the end of their time in an office, if needed to ensure proper handover. Decisions about officers requires the presence or representation of two-thirds of the members of the Executive Board and must be supported by a two-thirds majority of the votes, in conformity with

articles 15.3 (quorum of presence) and 17.1 (decision-making) of the present statutes.

Article 15 - Meetings

15.1 The Executive Board shall meet in person or by other means approximately every six (6) weeks or at the special request of the Chairperson (or Vice-Chairperson, if applicable). Prior to each meeting, a written notice shall be sent by the Headquarters to the Executive Board by electronic mail or by any other appropriate form of transmission containing the meeting location and time. The agenda or the reason for the convocation shall also be provided to the Executive Board members prior to any such meeting.

15.2 Each Executive Board member may be represented by another Executive Board member who may only hold no more than one power of attorney.

15.3 The Executive Board may only validly vote when two thirds of the Executive Board is present or represented by another Executive Board member.

Article 16 - Competencies

The Executive Board has all the powers of administration and management, except those powers reserved to the General Assembly. The Executive Board may delegate its powers of daily management to its Chairperson or another Executive Board member or another person appointed. The Executive Board may also, under its liability, delegate special powers of attorney to one or more persons, members or not members of the Executive Board.

Article 17 – Decision-making process

17.1. The resolutions of the Executive Board are taken by general agreement (consensus) or by vote. All members of the Executive Board as well as BIG HQ, per article 26.3, have the right to one vote. A vote may be required when no consensus can be achieved or when requested by the Chair of the Executive Board or requested by the majority of the members of the Executive Board. For decisions to be taken by vote, a two-thirds majority of the votes of the voters present or represented is required. The Chairperson shall have a casting vote in the event of tied votes.

17.2 Voting can take various forms (e.g. by raising hand, paper ballot, electronic survey or other means), depending on the nature of the issue at hand.

17.3 The voting form shall be defined prior to any meeting of the Executive Board and shall be communicated with the agenda for such meetings or with the reason for the convocation for vote.

17.4 The resolutions of the Executive Board are recorded in a register signed by the Chairperson and by (the Vice-Chairperson, if applicable) or the Treasurer and shall be kept at the seat of the Association. The Headquarters shall keep such register at the disposal of the Members of the Association.

Article 18 - Responsibilities

18.1 All acts engaging the Association are, except special powers of attorney, signed by the Chairperson and (the Vice-Chairperson, if applicable) the Treasurer, who shall not have to justify their powers towards third parties. In case of absence of two of the three officers authorized to sign on behalf of the Association, another member of the Executive Board may be authorized to sign such an act, provided that

the Executive Board has approved the document in advance.

18.2 All legal proceedings, whether as plaintiff or as defendant, shall be followed by the Executive Board in the person of either the Chairperson or any member of the Executive Board appointed by the Chairperson for such purpose.

18.3 The Executive Board reports on its administration to the General Assembly. To this end, the Executive Board publishes an annual report concerning the Association's activities, which is made available to the General Assembly before its annual meeting. Such annual report is to be approved by the General Assembly.

Article 19 - Liability

Executive Board members shall be personally liable for any fault causing damage or loss to the Association when it occurs in breach of the mandate of the Executive Board or of the Purpose of the Association as defined under article 4. The Executive Board members shall be personally liable for any fault they commit outside the scope of the Executive Board's mandate and that engages the liability of the Association.

The members of the Board of Directors are jointly and severally liable for infringements of the Association's statutes.

V. ADVISORS

Article 20 – Composition and Competencies

20.1 The Association may be supported by advisors in the form of working groups, task forces, or specially designated functions allocated to individuals ("Advisors"). Advisors shall be appointed at the discretion of the Executive Board.

20.2 The specific responsibilities and duration of the mandate of Advisors shall be determined by the Executive Board.

20.3 Advisors may resign at any time in writing and without a specific notice period and their replacement shall be decided upon by the Executive Board.

20.4 The Executive Board shall decide whether Advisors should participate in meetings of the Executive Board.

20.5 Advisors who do participate in the Executive Board shall do so in an *ex officio* manner and shall not have a vote.

20.6 Advisors provide recommendations to the Executive Board for consideration, but do not have decision-making authority by their own right

Article 21 - Liability

Advisors do not have the capacity to engage the Association.

Advisors shall not be personally liable for the advice provided within the framework of their mandate.

VI. DELEGATED ORGAN FOR THE DAILY MANAGEMENT

Article 22 – Composition

The Executive Board delegates the daily management to the Chief Executive Officer of the Headquarters, as identified in Annex IIIbis, who is appointed and dismissed by the Executive Board.

The Chief Executive Officer may resign at any time and his/her replacement shall be decided upon by the Executive Board.

Article 23 – Competencies

The Chief Executive Officer is entitled to execute acts of daily management, those being defined as covering the execution of guidelines determined by the Executive Board including but not limited to:

- Administrative acts to ensure the smooth daily running of the association, such as
 - a. the opening and management of the bank accounts;
 - b. the hiring and dismissal of the employees;
 - c. the signing of accounting documents;
 - d. the signing of all administrative and social documents ;
 - e. the representation of the Association towards the administrative authorities and any other individual, including vendors or suppliers.
 - f. the signing of confidentiality agreements and general correspondence.
- Acts related to the execution of activities related to fundraising
Acts related to the daily management of clinical trials or research programs of the Association provided that the Executive Board has already approved such clinical trials or research programs and that the main agreements related to them are already signed by the competent members of the Executive Board. ,

For the avoidance of doubt, all major contracts engaging the Association as well as all resolutions (minutes) of the General Assembly and the Executive Board shall remain the competence of the Executive Board and shall require the signatures of two Executive Board members. Amendments to major contracts, although considered to be acts relating to the daily management of the Association's clinical trials or research programmes, shall be signed by the Chief Executive Officer and one of the officers.

Article 24 – Liability

The Chief Executive Officer, as the delegated organ for the daily management of the Association appointed by the Executive Board, shall not be personally liable for any fault she/he commits, as long as the fault remains within the scope of his/her mandate as the delegated organ for the daily management

and engages the liability of the Association. The Chief Executive Officer shall, however, be personally liable for any fault causing damage or loss when it occurs in breach of the mandate granted by the Executive Board or of the Purpose of the Association as defined under article 4.

Article 25 – Power of attorney

The Chief Executive Officer may, within his/ her mandate and under his/her responsibility, delegate the signing of document(s) in relation to executing acts of daily management described in article 23 to one or more heads of departments and this to the extent of the responsibility of the said departments.

VII. HEADQUARTERS

Article 26 – Association management

26.1 The Headquarters is the management body of the Association directed by the Executive Board.

26.2 The Headquarters ensures the liaison among the Members of the Association, and supports the Members, the Executive Board and Advisors. The Headquarters is also in charge of the management and general conduct of research programs, clinical trials and other Association activities.

26.3 One or more representatives from the Headquarters shall attend the General Assemblies without participating in the votes. The Headquarters shall also be represented in the meetings of the Executive Board and Advisors and has the right to one vote. This right to one vote shall be exercised by the Headquarters Chief Executive Officer.

Article 27 – Financial management

The Headquarters ensures the financial administration of the Association under the supervision and direction of the Executive Board.

VIII. ACCOUNTABILITY

Article 28 – Budgets and accounts

28.1 The fiscal year shall end on 31 December of each civil year.

28.2 The Executive Board must submit for approval to the General Assembly the accounts of the past year and the budget of the forthcoming year. The accounts must be approved within six months of the end of the financial year and must be filed with the clerk's office of the Commercial Court.

28.3 The General Assembly may decide to create a reserve capital, fix the amount and the contribution to such capital by each effective member.

28.4 The Association shall be funded by the following sources:

- fees for services provided in connection with research programs and clinical trials
- educational grants by pharmaceutical companies;
- private and public gifts and grants;
- other resources (including Members' contributions).

28.5 Except in case of dissolution, all Members whose membership is terminated for any reason whatsoever shall be immediately deprived of their rights to such funds, capital and other assets of the Association.

Article 29 - Audit

29.1 Headquarters, in consultation and with the approval of Executive Board, shall appoint a firm of certified public auditors who shall verify the accounts of the Association.

29.2 Every year, the firm of certified public auditors shall address to the General Assembly a written report, which shall be available to Members upon request.

IX. GENERAL PROVISIONS

Article 30 - Publication

Everything that has not been stipulated in the present articles of incorporation and the publication in the Annexes of the *Moniteur Belge* shall be governed by Belgian law.

Article 31 – Internal rules

Internal rules may be adopted, modified and repealed by the General Assembly on proposal by the Executive Board.

Article 32 – Dissolution and liquidation

Dissolution:

The Association may be dissolved in the following ways:

- Voluntarily, following a decision of the General Assembly;
- ipso jure: following an event defined by the law or the Association's statutes;
- By decision of the Commercial Court when the Association :
 1. no longer fulfils its commitments;
 2. allocates its assets or income to a purpose other than its disinterested purpose;
 3. violates the prohibition to distribute or procure any direct or indirect patrimonial advantage or contravenes more generally this code or public order, or seriously contravenes its statutes;
 4. fails to comply with the obligation to file the annual accounts, unless the missing annual accounts are filed before the closure of the deliberations;
 5. has fewer than two members;
 6. has failed to comply with the obligation to keep a register of donations exceeding EUR 5,000 and originating from or intended for abroad.

Liquidation:

In the event of the liquidation of the Association, the Executive Board, after having settled all debts and liabilities of the Association, or constituted provisions for settling such debts and liabilities, shall allocate any surplus assets to aims in accordance with the Association's purpose as defined under article 4, or shall allocate such surplus assets to one or more comparable organisations or associations established and administered for similar objectives and purposes as those of the Association.

Article 33 - Language

In accordance with the law, the official language of the Association is French. Other working languages may be used.

**ANNEX I – BIG VISION AND MISSION STATEMENT AND
PRINCIPLES OF RESEARCH CONDUCT**

The Breast International Group (BIG) is an independent, international non-profit umbrella organization for academic breast cancer research groups from around the world. We expect our members to share the principle of conducting breast cancer research that is scientifically independent and not motivated by personal profit, meaning that any surplus from BIG's or its member groups' research must be reinvested into breast cancer research. BIG's vision is to cure breast cancer through global research and collaboration; its mission is to facilitate breast cancer research internationally.

BIG provides a forum for its Member groups to:

- combine resources and expertise to conduct research to advance knowledge of the disease and to optimally serve patients;
- establish clinical and translational research priorities;
- reduce the unnecessary duplication of efforts;
- obtain study results quickly;
- collaborate with other scientific networks;
- develop models of collaboration with the pharmaceutical and biotechnology industry that preserve scientific independence.

When conducting or participating in clinical studies or research programs under the BIG umbrella, BIG Members agree to adhere to the following Principles of Research Conduct:

1. Research conducted under the umbrella of BIG serves to advance knowledge about breast cancer in order to improve treatments and outcomes for patients.
2. BIG studies may be sponsored by a BIG member group, sponsored by BIG for specific research programmes, or sponsored by a pharmaceutical/biotechnology industry partner. Irrespective of sponsorship and funding model BIG's scientific independence from industry is maintained. BIG does not function as a contract research organization, nor does it carry out studies solely conceived by industry. All studies are developed and conducted with substantial input from BIG investigators and leadership and aim to answer potentially practice-changing clinical questions essential for improving and saving lives of breast cancer patients.
3. "Independent from industry" means that a BIG Member group, affiliated trials units, or BIG HQ for specific research programmes shall control the main study (clinical) database. Industry partners may access the study data at the earliest after a database lock and under specific conditions ensuring that no influence may be exerted on the analysis process or in the presentation of the data to the study Steering Committee (SC). In addition, including for studies sponsored by industry, all statistical analyses and study reports related to a BIG study shall be executed or supervised by one or more statisticians who are members of BIG groups or affiliated trials units or are otherwise academic collaborators of BIG, but who are independent from the major funding body for the study.

4. Each study shall have a SC that is representative of the groups and centres participating in the study. Industry collaborators may be represented on the SC but shall neither hold a majority of seats, nor have the power of veto.
5. The SC of large studies, registration studies and those using treatments with potential safety concerns shall be advised by an IDMC, the members of which may neither participate in the study, nor represent the sponsor(s).
6. Study monitoring may be conducted in part or exclusively by industry partners but must involve supervision by the BIG group or trials unit coordinating the study. Other study activities may also be delegated to other collaborators of BIG, including commercial partners as appropriate, but this will always be done under the supervision of one or more of the academic study partners.
7. The study SC shall be responsible for publications & presentations, which shall follow accepted scientific practice, academic standards, the study protocol, and any specific guidelines established by the SC for the study.
8. All BIG studies shall follow Good Clinical Practice guidelines and any applicable laws.
9. Access to and use of biological samples collected in the context of research conducted under BIG shall be governed by policies approved by the study SC and any applicable laws.
10. In consideration of the importance of long-term efficacy and safety evaluations, BIG strongly endorses the long-term follow-up of patients participating in clinical studies.

In the interest of maintaining healthy partnerships between academia and industry, preserving BIG's scientific independence, and developing research in the best interest of patients with breast cancer, BIG members and their representatives, Executive Board members, Advisors, and BIG Headquarters staff agree to abide by BIG's statutes, Code of Conduct, and Conflict of Interest or any other policies approved by the General Assembly.

ANNEX II: LIST OF THE MEMBERS AT THE INCORPORATION

1. Martine PICCART-GEBHART
Born 18 June 1953
Residing in 1180 Uccle, avenue A. Lancaster 66;
2. Aron GOLDBIRSCHE
Born 25 April 1946
Died 26 February 2020
3. Monica Maria Margherita CASTIGLIONE-GERTSCH
Born 8 May 1949
Residing in 3063 Ittigen (Switzerland), im Holenacker 10;
4. Henri TAGNON
Born 10 August 1911
Died 2 December 2000
5. Patrick, Austin, Jean-Pol THERASSE
Born 7 August 1963
Residing in 1325 Dion Valmont, Clos de la Culturelle 3

ANNEX III. COMPOSITION OF THE EXECUTIVE BOARD OF BIG-aisbl

- Chair: Mr David CAMERON, medical doctor, of British nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of his mandate;
- Treasurer: Mr Ander URRUTICOECHEA, medical doctor, of Spanish nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of his mandate;
- Members
- Mr Carlos BARRIOS Escosteguy, medical doctor, of Brazilian nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of his mandate;
- Mr Philippe BEDARD, medical doctor, of Canadian nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of his mandate;
- Ms Judith BLISS, professor in statistics, of British nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;
- Mr Etienne BRAIN, medical doctor, of French nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of his mandate;
- Ms Eva CARRASCO Carrascal, medical doctor, of Spanish nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;
- Ms Boon CHUA , medical doctor, of Australian nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;
- Ms Barbro LINDERHOLM, medical doctor, of Swedish nationality, , having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;
- Ms Sherene Loi, medical doctor, of Australian nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;
- Mr Seamus O'Reilly, medical doctor, of Irish nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her

mandate;

Ms Evangelia Razis, medical doctor, of Greek nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;

Mr Shigehira Saji, medical doctor, of Japanese nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;

Ms Ines Vaz Luis, medical doctor, of Portuguese nationality, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;

English translation of French statutes

ANNEXE IIIbis. CHIEF EXECUTIVE OFFICER

Ms Theodora Goulioti, medical doctor, of Greek nationality, born 4 October 1972, having selected the seat of the Association as domicile for all matters concerning the accomplishment of her mandate;

English translation of French statutes

ANNEX IV. Guideline for General Assembly (GA) decision-making

Type of Issue	Electronic vote (during or in advance of a face-to-face or virtual GA meeting)	Vote or non-objection in a face-to-face or virtual GA meeting
Approval of number of seats to be filled in an upcoming EB election	x	x
Election of EB members	x	
Dismissal of EB members	x	
Extension of the mandate of 1 or more EB members in the interest of the association's stability	x	x
Modification of the statutes	x	x
Approval of new group members	x	x
Dismissal of group members	x	x
Voluntary dissolution of the association	x	
Approval of audited financial figures of previous year	x	x
Approval of annual report	x	x
Approval of upcoming year's budget	x	x
Approval of BIG's strategy	x	x
Approval of policies & procedures applying to BIG as an association (e.g., members, EB, officers, trial models, code of conduct, governance manual)	x	x
NB. If any such document implies a change in the statutes, it must be approved either by electronic vote or vote / non-objection during a F2F meeting; non-objection by email consultation does not apply in such cases.		
Approval of petitions or positions supported by BIG	x	x
Approval of memberships for BIG in which case EB representation is needed	x	x