

ALLIANCE FOR BIOMEDICAL RESEARCH IN EUROPE

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ASSOCIATION SANS BUT LUCRATIF

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AT AVENUE E. MOUNIER 83, 1200 BRUSSELS, BELGIUM

On this date, the following four legal persons:

- European Society of Cardiology (ESC), an association managed under the French law 1901 registered at the Sous Prefecture of Grasse on 30 March 1992, registration number 10006X92, with registered office 2035 route des Colles BP179 -Biot 06903 Sophia Antipolis France, represented here by Prof. Karin Sipido, residing at xxxxx
- European Respiratory Society (ERS), a not-for-profit, international organisation of individual persons registered in Lausanne, Switzerland, with its registered office located at 4, Ave Sainte-Luce, CH-1003, Lausanne Switzerland, represented here by Prof. Laurent Nicod, residing xxxxx
- European Association for the Study of Diabetes (EASD, Europäische Gesellschaft für Diabetologie Amtsgericht Düsseldorf), a non profit Association (Gemeinnütziger Verein) VR 7031 registered in Germany, with its registered office located at Rheindorfer Weg 3 - 40591 Düsseldorf Germany, represented here by Prof. Ulf Smith, xxx and
- The European CanCer Organisation (ECCO), an international not-for-profit association (aisbl) registered in Belgium, with its registered office located at Avenue E. Mounier 83, 1200 Brussels, Belgium, represented here by Prof. Caroline Dive, residing xxxxx

have established a not-for-profit association governed by Title I of the Belgian law of 27 June 1921 on not-for-profit associations, foundations and international not-for-profit associations, as well as by these Articles of Association:

A. ARTICLES OF ASSOCIATION

I. NAME, REGISTERED OFFICE, PURPOSE

Article 1 Name

An Association has been established pursuant to Title I of the Belgian law of 27 June 1921, as amended, for a not-for-profit purpose under the name of the “**Alliance for Biomedical Research in Europe**”, abbreviated as “**Biomed Alliance**” (hereafter the “Association”). The full or abbreviated names of the Association may be used separately and the Association shall be commonly referred to as “**Biomed Alliance**”. English shall be the working language of the Association.

Article 2 Registered Office

The registered office of the Association is currently located at Avenue E. Mounier 83, 1200 Brussels, in the Brussels Capital Region and in the Brussels judicial district. The Board of Directors may decide to transfer the registered office to anywhere in Belgium. The Board of Directors may set up administrative offices both in Belgium and abroad.

Article 3 Goals and Objectives

The Association's goals and objectives are exclusively devoid of any for-profit motives. The Association's principal goals and objectives are to promote the best interests and values of researchers across all medical disciplines in Europe, in those general areas where common interest is identified.

The Association shall also aim to speak as the common voice of all its members in seeking to:

- facilitate and improve biomedical research in Europe
- develop a framework for better training and mobility of young researchers in Europe, and
- improve public understanding of medical science in Europe

The Association intends through its actions to:

- promote excellence in European biomedical research,
- advocate for increased funding in favour of biomedical research
- thereby improve the health and well-being of all citizens of Europe.

The Association may use all means that contribute directly or indirectly to the realisation of these goals and objectives, as they may be interpreted in the broadest sense. The Association may exercise the right of ownership or possession of office premises, property, and assets, both liquid and immovable, and shall use them for the exclusive purpose of advancing the Association's goals and objectives, as established in these Articles of Association. The Association may also hire personnel, conclude legal agreements, collect funds, in short, exercise all powers or have them exercised, provided that they are in furtherance of its goals and objectives.

In pursuit of these goals and objectives, the Association may conduct, operate, coordinate, participate in, and support charitable and other publicly beneficial programs and activities, whether they are programs and activities of the Association or of other physical persons and/or legal entities, that the Board of Directors may, in its sole discretion, deem constructive and appropriate.

The Association may carry on such business or other activities as are incidental to the foregoing purposes and further the goals and objectives of the Association;

The Association may conduct any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of these goals and objectives, provided that those activities would not endanger the Association's income tax exempt status.

The activities of the Association will be carried on without purpose of seeking a material gain for its members and any income, profits or other accretions to the Association will be used in promoting the goals and objectives of the Association.

The Association's activities are expected to complement and supplement the activities of its members. Each member reserves the right to carry on its own activities in its own areas of medical interest and expertise.

Article 4 Duration

The Association is established for an indefinite period of time.

II. MEMBERS

Article 5 Number; Criteria; Categories

5.1. The founding members of the Association are the European Association for the Study of Diabetes (EASD), the European Cancer Organisation (ECCO), the European Respiratory Society (ERS) and the European Society of Cardiology (ESC) (hereafter collectively referred to as the “Founding Members”).

5.2. The Association’s voting membership shall consist of at least four (4) legal entities, which shall be established as not-for-profit organizations in accordance with the laws and customs of their country of origin.

5.3. Each Member of the Association shall designate one person as its representative and may designate an alternate representative, who will act in the representative’s absence, to act on its behalf in connection with the Association’s matters, including but not limited to participating and voting at meetings of the General Assembly, and if applicable, of the Board of Directors. Both the representative and the alternative representative must meet the criteria specified in the Internal Rules to ensure that each Member is represented by a person who has the authority to be the voice of the Member and to act on its behalf for matters concerning the Association.

5.4. There shall be one (1) category of membership that is eligible for voting rights: Full Members (hereafter collectively referred to as the “Voting Members”).

5.5. Full Membership may be open to any legal not-for-profit entity, Belgian or foreign, that fulfills the conditions stated here below:

- has its registered office in a country in Europe;
- represents physicians and researchers in the biomedical field on the European level;
- supports the goals and objectives of the Association; and
- has been approved by the Board of Directors in accordance with the rules stated below in Article 6.1.

5.6. There shall be one (1) category of membership that is eligible for non-voting rights: Supporting Members. Supporting Members shall be defined as any legal entity or unincorporated body of physical persons, Belgian or foreign, that fulfills the following conditions:

- (a) Supports the goals and objectives of the Association, and
- (b) Wishes to help, and where relevant, contribute in some capacity (financially and/or in-kind) to the Association’s pursuit of its goals and objectives.

5.7. The General Assembly may at any time decide to create additional categories of non-voting membership of the Association in accordance with the Internal Rules of the Association by a simple majority vote. The Board of Directors may decide to allow legal entities to be eligible for admission as non-voting members in accordance with the Internal Rules of the Association. In the event such categories are created, the General Assembly shall specify in the minutes of the meeting the privileges and duties of such membership and the admission criteria.

5.8. If established pursuant to Article 5.7. of these Articles of Association, the Association’s non-voting membership shall be open to any legal entity or unincorporated body of physical persons that fulfils the following conditions:

- (a) meets the admission criteria established by the Board of Directors,
- (b) supports the goals and objectives of the Association, and

(c) wishes to help the Association pursue its goals and objectives.

5.9. The term “Voting Member” shall be used in these Articles of Association to refer to all Full Members. The term “Non-Voting Member” shall be used in these Articles of Association to refer to all legal entities or unincorporated bodies of physical persons admitted to a category of non-voting membership created in accordance with Articles 5.6. through 5.8. of these Articles of Association. Where “Member” is used in these Articles of Association without reference to the Member’s voting or non-voting status, such term shall refer to both voting and non-voting Members.

Article 6 Admission of New Members; Dues; Termination

6.1. The admission of new Members shall be approved by the Board of Directors in accordance with the Internal Rules of the Association. The Board of Directors may waive either of the first two conditions laid down in Article 5.5 by two-thirds (2/3) majority vote.

6.2. Members shall pay annual membership dues to the Association, the amount of which shall be determined by the Board of Directors, in accordance with the Internal Rules of the Association, and shall take into account all information that it deems relevant including the size of the member organisation. Notwithstanding, the amount of the annual membership dues will never exceed the sum of one million (1,000,000) Euros, said sum being a level that the Association does not expect to reach for an individual legal entity enjoying the rights of membership. The Board of Directors may decide to waive part or all of a Member’s annual membership dues.

6.3. Any Member who fails to pay the annual membership dues after she, he, or it receives due notice from the Association shall be deemed to have resigned as a member pursuant to Article 6.4. of these Articles of Association.

6.4. Membership shall be terminated:

- upon a Member’s resignation, provided that the Member in question gives at least four (4) months’ written notice before the end of a calendar year, otherwise the resignation shall become effective at the beginning of the following calendar year;
- immediately upon a Member’s failure to meet any of the first three conditions laid down in Article 5.5 of these Articles of Association; and
- after a decision taken by the General Assembly by a two-thirds (2/3) majority vote on the basis of:
 - a Member’s conduct that is deemed by the General Assembly, in its sole discretion, to be capable of causing prejudice to the Association’s reputation and good standing, or
 - a Member’s failure to comply with these Articles of Association or a decision of the Board of Directors or of the General Assembly.

The General Assembly shall be convened either on the initiative of the Board of Directors or upon request by at least one-fifth (1/5) of the Voting Members. The Member in question shall have the opportunity to present her, his or its defense before the General Assembly takes its vote on the termination of her, his or its membership.

6.5. Any Member who ceases to belong to the Association shall forfeit all rights enjoyed by the Members, yet shall be responsible for the entire annual membership dues for the whole calendar year during which he or she ceases to be a Member, and possibly for the following calendar year if the Member ceases to be a member less than four (4) calendar months before the end of the calendar year.

III. GENERAL ASSEMBLY

Article 7 Composition; Powers

7.1. The General Assembly shall be composed of all Voting Members.

7.2. Only Voting Members that have paid, before the opening of a given meeting of the General Assembly, all amounts owing to the Association, including membership dues, may vote at such meeting of the General Assembly. Each Voting Member shall have one vote.

7.3. The General Assembly shall have the broadest powers enabling the Association to achieve its purpose. In particular, the General Assembly shall have exclusive authority to:

- amend these Articles of Association;
- create new membership categories
- approve the budget, accounts and the membership dues;
- dismiss Members;
- appoint and remove members of the Board of Directors, except as otherwise provided in Article 11 of these Articles of Association;
- appoint and remove auditors, if any;
- determine the amount of remuneration, if any, to be paid to members of the Board of Directors or the auditors;
- discharge the members of the Board of Directors or the auditors of liability stemming from their service in their respective positions; and
- dissolve and liquidate the Association.

Article 8 Meetings and Notices

8.1. The General Assembly shall meet at least once a year, at any place, in Belgium or abroad, indicated in the notice of the meeting signed by the President, or in his or her name, and sent together with the agenda at least four (4) weeks prior to the date set for the meeting. Notice may be sent by any written means of communication, including but not limited to electronic mail, facsimile, and postal mail, and shall be considered sent on the day it is transmitted by the sender.

8.2. An extraordinary meeting of the General Assembly may also be convened:

- a. by the President of the Association whenever the interests of the Association so require,
- b. following a resolution of the Board of Directors, or
- c. upon written request of one-fifth (1/5) of the Voting Members, and
- d. after notice has been sent in accordance with the same rules stated above in article 8.1.

8.3. Members who do not attend an ordinary or extraordinary meeting in person may not participate or vote by proxy.

8.4. All meetings of the General Assembly shall be presided over by the President, or in his or her absence, by a person chosen by the members of the Board of Directors present at such meeting.

Article 9 Quorum; Required Majority

9.1. The General Assembly may validly deliberate only if at least one-third (1/3) of the Members are present at the meeting of the General Assembly. Notwithstanding the preceding

sentence, if the number of Voting Members is greater than fifty (50), the quorum shall be seventeen (17) plus one (1) additional Voting Member for every five (5) Voting Members (or fraction thereof) in excess of fifty (50).

9.2. If, however, the above-mentioned quorum requirement is not reached, a new meeting of the General Assembly may be convened under the same conditions as mentioned above in Articles 8.1. and 8.2., at which the General Assembly shall decide validly and definitively on the items found on the agenda sent with the notice of the first meeting, by the majority required pursuant to Article 9.3. of the total votes cast by the Members present, irrespective of the number of such Members present. The second meeting must be held at least four (4) weeks after the first meeting. This Article does not apply to meetings convened pursuant to Article 21 below.

9.3. Except as otherwise provided in these Articles of Association, all resolutions shall be adopted by a simple majority of the total votes cast by the General Assembly. Abstentions shall be counted as a vote not given. In case of a tie vote, the person presiding over the meeting shall have the deciding vote. All resolutions shall be made known to all Members in accordance with the Internal Rules of the Association.

9.4. Unless otherwise unanimously agreed upon, the General Assembly may only take action on matters mentioned in the agenda for such meeting.

Article 10 Records

Resolutions adopted by the General Assembly shall be recorded by the Executive Director in a register signed by the President and kept by the Executive Director or another person designated by the Board at the disposal of the Members. In the absence of the Executive Director, the President or person presiding over the meeting shall appoint someone else to serve as the secretary of the meeting.

IV. BOARD OF DIRECTORS

Article 11 Number; Authority

11.1. The Association shall be governed by a Board of Directors composed of one representative from each Founding Member wishing to be represented on the Board of Directors as well as a number of additional individuals elected by the General Assembly, in accordance with the Internal Rules of the Association. At least a majority of the members of the Board of Directors must be individuals elected by the General Assembly. A Founding Member's representative on the Board of Directors may but need not be the same person as its representative to the General Assembly, designated in accordance with Article 5.3 of these Articles of Association.

Before each election the General Assembly shall decide on the number of additional individuals to appoint to the Board of Directors. To be eligible to serve on the Board of Directors, an individual must be a member of and have the support of a Voting Member organisation. If the number of Board members falls below the prescribed minimum, the Board shall continue to be competent to act. However, the General Assembly will be under the obligation to fill the vacant place(s) as soon as possible, in accordance with the provisions of these Articles of Association.

Each candidate for a position on the Board shall indicate the name of another individual from the same member organization who shall serve, if the candidate is elected, as an alternate delegate on the Board of Directors. The alternate delegate must meet the same eligibility

requirements for Board membership stated in the preceding paragraph. Although either or both of the persons representing the same member organization may attend all meetings of the Board of Directors, no more than one (1) vote may be cast by persons representing the same member organisation. In the event that there is a conflict between the two persons representing the same member organisation on how to vote on an issue at a meeting, the vote of the person elected as the main Board member shall prevail.

11.2. The General Assembly shall decide on the size of the Board of Directors before holding an election. The General Assembly may not decrease the size of the Board of Directors if such decrease would shorten the term of a Board member already serving on the Board.

11.3. Members of the Board of Directors elected by the General Assembly shall remain in office as long as the General Assembly has not filled the vacancy, unless the General Assembly decides to decrease the size of the Board and not fill the vacancy. Likewise, members of the Board of Directors appointed by the Board of Directors shall remain in office as long as the Board of Directors has not filled the vacancy, unless the Board of Directors decides not to fill such a vacancy.

11.4. If the seat of a member of the Board of Directors elected by the General Assembly becomes vacant before the expiration of its term, the remaining members of the Board of Directors may, in accordance with the rules specified in the Internal Rules of the Association, temporarily fill such vacancy until a new member of the Board of Directors is appointed by the General Assembly. The appointment of a new member of the Board of Directors shall be put on the agenda of the next meeting of the General Assembly.

11.5. Any member of the Board of Directors so appointed by the General Assembly shall hold office for the unexpired term of the member that he or she replaces.

11.6. Members of the Board of Directors may be dismissed by a two-thirds (2/3) majority vote of the General Assembly present or represented at a meeting in which such a decision is taken.

11.7. Members of the Board of Directors shall not receive any compensation for their services rendered in their capacity as members of the Board of Directors. Notwithstanding, members of the Board of Directors may be reimbursed for actual and reasonable expenses incurred in connection with the performance of their functions as members of the Board and may receive reasonable compensation for services rendered in another capacity to the Association, provided that conditions for such compensation are determined in accordance with any rules governing conflicts of interest set out in the Internal Rules of the Association.

Article 12 Officers

12.1. The Board of Directors shall have the following Officers: a President, a Treasurer, as well as two Vice-Presidents, one of whom shall be the Past President and the other shall be the President-Elect. The Board of Director may also appoint an Executive Director in accordance with Article 19 of these Articles of Association. These Officers shall serve both for the Board of Directors and for the General Assembly and shall be considered the Officers of the Association. The Board of Directors may create such other positions, as it deems necessary and appropriate, and fill such positions from among its members or otherwise. Unless otherwise expressly provided at the time of selection or election or in Article 12.2 of these Articles of Association, each officer shall serve a term of two (2) years, coinciding with her or his term on the Board of Directors.

12.2. In accordance with the procedures set out in the Internal Rules of the Association, the General Assembly shall elect the President-Elect, who shall serve in such capacity for a term of one (1) year before automatically becoming the President of the Board and serving in such

capacity for a subsequent term of two (2) years before automatically becoming the Past-President and serving in such capacity for a term of one (1) year. When a person is elected by the General Assembly to serve as the President-Elect, she or he is automatically deemed to be elected as a member of the Board of Directors for two terms of two (2) years, notwithstanding the limits stated in Article 13 of these Articles of Association.

Except as otherwise provided in this Article, the other officers of the Board of Directors shall be elected by and among the members of the Board of Directors for a term of two (2) years. Notwithstanding the preceding, the Executive Director may be selected by the Board of Directors among persons who need not be members of the Board of Director and may be asked to serve for a term longer than the limits mentioned in this Article.

Except as otherwise stated in these Articles of Association, the Officers shall have such duties as those assigned to them in the Internal Rules or as described from time to time by the Board.

Article 13 Term of Office on Board of Directors

Except as otherwise stated in Article 12.2 of these Articles of Association, members of the Board of Directors shall be elected or appointed for a term of two (2) years, renewable for only two (2) consecutive terms of two (2) years. A member of the Board of Directors having served three (3) terms, or a total of six (6) years, must therefore leave the Board of Directors for at least one (1) year before being eligible again for election as a member of the Board of Directors. Any person having served one year of a term of office shall be considered as having served the entire term.

Article 14 Meetings; Quorum; Required Majority

14.1. The Board of Directors shall meet at least once a year, either at the Association's registered office, or at any other place indicated in the notice of the meeting signed by the President, or in his or her name, and sent at least four (4) weeks prior to the date set for the meeting. Notice may be sent by any written means of communication, including but not limited to electronic mail, facsimile, and postal mail, and shall be considered sent on the day it is transmitted by the sender.

14.2. An extraordinary meeting of the Board of Directors may also be convened whenever the interests of the Association so require or upon written request of at least a majority of the members of the Board of Directors. Except in the case of urgency, notice shall be provided for extraordinary meetings in the same way as for annual meetings of the Board of Directors. Notwithstanding, in case of urgency, extraordinary meetings of the Board of Directors need not be in person and may be held in a manner stated in the notice of the meeting, including by telephone, video conference, postal mail, electronic mail, facsimile, internet, and any other means that allow for written or oral communications among participants in the meeting, provided that at least one (1) week's notice is provided to all members of the Board of Directors, together with an agenda and sufficient information to make a decision on the points listed on the agenda. If an extraordinary meeting is to be held through written communication without an opportunity for oral debates, the notice of the meeting shall contain the reasons for holding the meeting in such manner. All resolutions adopted at an extraordinary meeting held in such a manner without the physical presence of the members will be subject to the ratification of the Board of Directors at its next meeting held in the Board of Directors members' physical presence.

14.3. The Board of Directors may validly deliberate only if at least one-half (1/2) of its members are present. Notwithstanding the preceding sentence, in the event that the Board of Directors is composed of two members, both members of the Board of Directors must be present in order for the Board to validly deliberate and take decisions.

14.4. All meetings of the Board of Directors shall be presided over by the President, or in her or his absence, by the Past President, or in her or his absence, by the President-Elect. The Executive Director shall act as the secretary of each meeting of the Board of Directors. In the absence of the Executive Director, the President or the person presiding over the meeting shall appoint someone else to serve as the secretary of the meeting.

14.5. The resolutions of the Board of Directors shall be adopted by a simple majority of the votes cast by the members present or represented.

14.6. In case of a tie vote, the President of the meeting shall have the deciding vote.

Article 15 Minutes and Resolutions

The Board of Directors' resolutions shall be recorded in a register signed by the President and kept by the Executive Director at the disposal of the Members of the Association.

Article 16 Powers

16.1. The Board of Directors shall have the broadest powers of administration and management over the Association, subject to the powers reserved to the General Assembly. The Board of Directors may delegate certain powers for limited specified purposes to one or several persons, who need not be a member of the Board of Directors.

16.2. Persons who are delegated powers by the Board of Directors shall carry out the functions assigned to them until their resignation or dismissal by the Board of Directors.

16.3. The Board of Directors may assign any duties that it deems appropriate to assign to members of such persons, including the power to manage the daily affairs and business of the Association as well as to represent the Association as needed in order to implement such daily management powers. Unless otherwise specified upon appointment, all such persons shall report to the Board of Directors, at such times as the Board of Directors may designate, on the activities, programmes, and expenses of the Association.

16.4. The General Assembly and the Board of Directors may invite any person to attend their meetings, as they deem appropriate, and are free to decide to hold meetings for attendance exclusively by Members of the Association or members of the Board of Directors without the presence of any third parties.

Article 17 Required Signatures

In accordance with Article 19 of these Articles of Association, the Executive Director shall have the power to manage the daily affairs and business of the Association as well as to represent the Association as needed in order to implement such daily management powers.

Any transaction outside the scope of daily management that binds the Association shall, subject to any monetary limits set by the Board of Directors in the Internal Rules of the Association, be signed by the President, Treasurer, or the Executive Director, acting alone below limits defined in the Internal Rules and jointly above the said limits, or by any other person or persons receiving a delegation of powers in accordance with Article 16.1 of these Statutes, as confirmed in a resolution of the Board of Directors signed in accordance with Article 15 above. The preceding persons need not offer proof of their authority to third parties.

Article 18 Legal Actions

Legal action involving the Association, both as plaintiff and as defendant, shall be taken by the Board of Directors, represented:

- by its President, or
- by a member of the Board of Directors appointed for such purpose by the Board.

V. THE EXECUTIVE DIRECTOR

Article 19 Appointment and Powers

19.1. The Board of Directors may appoint a Executive Director, who may be either a physical person or a legal entity. The Board of Directors may at any time change the title of the person serving in this function. If one is appointed, the Executive Director shall carry out her, his or its functions until her, his or its dismissal by the Board of Directors or her, his or its resignation. Removal or resignation of the Executive Director shall terminate that individual's or legal entity's capacity to participate in governance, committees, programs, operations, or other operations of the Association, unless otherwise provided by the Board of Directors in writing.

19.2. If a Executive Director is appointed in accordance with Article 19.1 above, the duties of the Executive Director shall be established by the Board of Directors and may include the power to manage the daily affairs and business of the Association as well as to represent the Association as needed in order to implement such daily management powers. The Executive Director shall report to the Board of Directors, at such times as the Board of Directors, in its sole discretion, may designate, on the activities, programs, and expenses of the Association.

19.3. If appointed, the Executive Director shall be authorized to act in the interests of the Association with the aim of carrying out the effective activities of the Association within the limits of those rights and obligations entrusted to her, him or it by the Board of Directors. The Executive Director may, in her, his or its discretion, appoint and remove persons in all non-managerial staff positions, provided that all budgetary or other limits established by Board of Directors are respected. The Executive Director may, in her, his or its discretion, appoint and remove persons in managerial staff positions, subject to the Board of Directors's approval.

19.4. If appointed, the Executive Director may attend all General Assembly and Board of Directors meetings, in her, his or its capacity as Executive Director, in an *ex-officio* non-voting capacity, unless otherwise desired by the Board of Directors. The Executive Director shall serve as the Executive Director for all meetings of the General Assembly and the Board of Directors. The Board of Directors is free to decide to hold meetings for attendance exclusively by Members of the Association or members of the Board of Directors. Removal or resignation of a Executive Director terminates that individual's capacity to attend any General Assembly or Board of Directors meeting without the express written permission of the Board of Directors.

19.5. No provision in these Articles of Association prohibits a physical person or a legal entity that is also a member of the Board of Directors from being appointed and serving as the Executive Director. In the event that a member of the Board of Directors is also appointed to serve as Executive Director, procedures described in the Internal Rules shall be followed to avoid conflicts of interests and the minutes of meetings shall record, where possible, the capacity in which the person is acting at meetings.

19.6. In the event that a legal entity is appointed as the Executive Director, the legal entity shall be responsible for ensuring that the services to be rendered as Executive Director are

performed in a professional manner that meets the satisfaction of the Board of Directors. The legal entity may call on the expertise and skills of one or more persons on or outside its staff to help perform the services required of the Executive Director, and if permitted under an agreement between the legal entity and the Board of Directors, may call on the expertise and skills of one or more persons on or outside its staff to help perform the services required of other staff positions of the Association. The legal entity may likewise designate one or more persons as the primary persons responsible for performing the tasks required and for sharing the responsibilities inherent in the position of Executive Director, including the daily management responsibilities. In the event that two or more persons share such responsibilities, the Board of Directors of the Association may provide guidance to the legal entity on how the tasks should be shared between such persons as well as the title that these persons should bear when acting in their functions for the Association.

19.7. All references to “Executive Director” in these Articles shall refer to the physical person or legal entity appointed to perform the responsibilities described in Articles 10, 14.4, 15, and 19 of these Articles of Association. In the event that a legal entity is appointed as Executive Director, the legal entity shall decide who shall act on its behalf in the performance of these functions and shall ensure all notices regarding such appointment are filed with the court and published in the Moniteur belge, to the extent legally required.

VI. BUDGET, ACCOUNTS AND PROPERTY

Article 20 Financial Year; Ownership of Properties

20.1. The funds of the Association shall through the care of the Board be brought together from one-time or periodical contributions, subsidies, donations, or bequests and from all further benefits.

20.2. The financial year shall run from January 1 through December 31.

20.3. Within six months after the end of each financial year the Board of Directors shall submit the accounts for that financial year and the budget for the forthcoming year to the General Assembly for its approval.

20.4. Approval of the accounts by the General Assembly shall discharge the Board members from liability for all acts set out in the annual financial documents.

VII. AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION

Article 21 Amendment

21.1. Without prejudice to the law of 27 June 1921, as amended, any proposal to amend these Articles of Association or to dissolve the Association must emanate from the Board of Directors or from two-thirds (2/3) of the Members.

In the event of such a proposal, the Board of Directors shall inform the Members thereof, at least four (4) weeks before the date on which the General Assembly shall meet to discuss said proposal. The proposed amendments must be expressly mentioned in the notice of the meeting.

21.2. The General Assembly may only validly deliberate on such a proposal if two-thirds (2/3) of the Members are present. Except as otherwise provided in this Article, a resolution shall be adopted if approved by a two-thirds (2/3) majority of the total votes cast by the General

Assembly. If the proposal relates to an amendment of the purpose of the Association, a resolution shall be adopted if approved by a four-fifths (4/5) majority of the total votes cast by the General Assembly.

If, however, the above-mentioned quorum of two-thirds (2/3) of the Members is not reached, a new meeting of the General Assembly may be convened under the same conditions as mentioned above, at which the General Assembly shall decide validly and definitively on the proposal, by the majority required (pursuant to the preceding paragraph) of the total votes cast by the Members present, irrespective of the number of such Members present. The second meeting must be held at least fifteen (15) days after the first meeting.

21.3. The General Assembly shall determine the conditions and procedure for dissolving and winding up the Association.

All funds of the Association shall be dedicated to its purposes, as described in Article 3 of these Articles of Association. In the event of dissolution, the Association's assets remaining after dissolution shall be disposed of exclusively to or for the benefit of an organization, designated by the General Assembly, which is established and operated exclusively for purposes similar to those of the Association.

21.4. No part of such assets, income, profits or net earnings of the Association shall inure to the benefit of any officer, employee, agent, trustee, director or other person except as reasonable compensation for services rendered to the Association in relation to its purpose.

VIII. INTERNAL RULES

Article 22 Internal Rules

Subject to the approval of the General Assembly, the Board of Directors may decide by a simple majority vote, taken in accordance with Article 14 of these Articles of Association, to establish, amend or abolish all or part of the Internal Rules of the Association. The Internal Rules shall not be in violation of these Articles of Association.

IX. GENERAL PROVISIONS

Article 23 Operation in Accordance with Law and Internal Rules

Any item not provided in these Articles of Association and in particular in the publications to be made in the Annexes to the Official Belgian Gazette, shall be resolved in accordance with the Internal Rules of the Association and the law.

B. EXTRAORDINARY MEETING OF THE GENERAL ASSEMBLY

The following legal persons, as Members of the General Assembly of the Association participate, after receiving due notice, in the extraordinary meeting of the General Assembly on this date of July 20, 2010:

- European Society of Cardiology (ESC), an association managed under the French law 1901 registered at the Sous Prefecture of Grasse on 30 March 1992, registration number 10006X92, with registered office 2035 route des Colles BP179 -Biot 06903 Sophia Antipolis France, represented here by Prof. Karin Sipido, residing xxx
- European Respiratory Society (ERS), a not-for-profit, international organisation of individual persons registered in Lausanne, Switzerland, with its registered office located at 4, Ave Sainte-Luce, CH-1003, Lausanne Switzerland, represented here by Prof. Laurent Nicod, xxx
- European Association for the Study of Diabetes (EASD, Europäische Gesellschaft für Diabetologie Amtsgericht Düsseldorf), a non profit Association (Gemeinnütziger Verein) VR 7031 registered in Germany, with its registered office located at Rheindorfer Weg 3 - 40591 Düsseldorf Germany, represented here by Prof. Ulf Smith, xxx and
- The European CanCer Organisation (ECCO), an international not-for-profit association (aisbl) registered in Belgium, with its registered office located at Avenue E. Mounier 83, 1200 Brussels, Belgium, represented here by Prof. Caroline Dive, residing xxx

The Members of the Association met for the first time and by separate vote, unanimously decide as follows:

1. Closing of the first financial year

As a transitory measure, the first financial year shall close on 31 December 2011.

2. The number of members of the Board of Directors shall initially be set at four (4).

3. The General Assembly appoints the following physical persons to serve as members of the Board of Directors and in the functions specified here below for a term of office to expire at the annual meeting of the General Assembly in 2011, notwithstanding the term limits mentioned in Article 13 of these Articles of Association:

- President – Prof. Ulf Smith, representing EASD, residing xxx
- Treasurer – Prof. Laurent Nicod, representing ERS, xxx
- Vice President – Prof. Karin Sipido, representing ESC, residing at xxx and
- Vice President – Prof. Caroline Dive, representing ECCO, xxx

4. Notwithstanding the requirements relating to the appointment of Officers mentioned in 12.1 of these Articles of Association as well as the term limits for Officers mentioned in Article 12.2 of these Articles of Association, the first members of the Board of Directors shall serve in a collegial manner without any Officers being appointed. The first Officers shall be appointed

following the election of the Board of Directors at the annual meeting of the General Assembly in 2011.

5. The General Assembly hereby resolves to give a power of attorney to Bradley Gallop, lawyer registered at the Brussels Bar on the list of foreign lawyers, whose office is located at Rue Dupré 15, 1090 Brussels, acting alone, with power of substitution, to sign the ASBL forms, the membership list, and any other documents needed to register this Association with the Commercial Court of Brussels, Belgium, and to submit the same documents to the register at the Commercial Court of Brussels.