

STATUTES OF SOLTI

SECTION I.

NAME, AIMS, REGISTERED OFFICE AND SCOPE.

Article 1

The ASSOCIATION, with legal capacity and full capacity to act, a non-profit organisation, is called SOLTI and is governed by Organic Law 1/2002 of 22 March, and by Royal Decree 949/2015 of 23 October.

Article 2

This Association is established for an indefinite period of

time. Article 3

The aims of the Association are scientific in nature: to promote the development of specific study and research programmes in the field of Oncology.

To achieve these aims, this Association will be focusing in particular on encouraging:

1. Protocol design and study development on solid tumours, particularly breast cancer.
2. The promotion and organisation of regular or one-off scientific meetings, courses and other means of circulating medical and scientific knowledge and of establishing and maintaining contact between the members of the association and with other scientists.
3. Relations with associations or working groups dedicated to similar activities or related sciences, in Spain or abroad, provided they make an effective contribution to the achievement of the Association's aims and the scientific work of its members. Such relations may lead to the formation of national or international Federations or Unions, if considered appropriate to these aims.
4. The promotion of scientific publications, for the purposes of which the Board of Directors may constitute a specific Editorial Committee.
5. Participation in clinical trials of medicinal or health products sponsored by pharmaceutical companies and national or international scientific or academic organisations. To this end, it shall ensure the availability of the necessary resources to guarantee the proper conduct of the trial and compliance with current legislation and Good Clinical Practice.
6. Relations with patient associations, encouraging the formation of such and their active involvement in the design of clinical trials and other research studies.

Article 4

The Association's registered office will be at Calle Balmes, 89 3^o7^a 08008 Barcelona. However, scientific meetings and General Assemblies may be held anywhere at the discretion of the Association's Board of Directors.

Article 5

The scope of activity will be both national and international.

Article 6

This is a non-profit Association. Funding shall be obtained from:

- Contributions, donations, bequests, grants and subsidies of any kind made by any type of Official Body, Entity or Individual.
- Payments for services and work, within the Association's scope of activity, provided to third parties.

Article 7

The Association has no founding equity. Article 8

The associative and financial year shall close on 31st December each year.

SECTION II.

MEMBERS

Article 9

SOLTI is composed of the Members and healthcare facilities that form its network. The Association will be made up of an unlimited number of Members and healthcare facilities.

The Members may be: Honorary, Founding, Full, Affiliate or Sponsoring Members, in accordance with the below:

a) **Honorary Members** are significant national or international figures in the field of Oncology, proposed by the Board of Directors, and

approved by simple majority of the General Assembly.

b) The **Founding Members** are the members listed in SOLTI's deed of constitution.

c) **Full Members** are individuals from Spain or abroad who have applied in writing and meet the following criteria:

1. A medical oncologist, surgeon, or other medical professional who performs his or her main professional activity in the field of Oncology and related activities,
2. Located in an Oncology Service, Department or Unit at a public or private hospital, national or foreign, that has the structural resources, human resources, appropriate expertise and volume of patients necessary for the proper development of clinical trials in oncology with a translational component. These attributes will be assessed on a case-by-case basis by the relevant staff at SOLTI's offices
3. Demonstrates previous experience in clinical research on solid tumours or is part of an experienced team.
4. Agrees to comply with the provisions of these Statutes and SOLTI's procedures.

Proposals for the acceptance of new Full Members shall be accompanied by copies of their academic qualifications, current Curriculum Vitae and the signed Confidentiality Agreement, and shall be submitted to SOLTI's central office. Proposals considered to be in order and accepted by the Board of Directors shall be communicated to all Members at the next General Assembly for endorsement.

e) Scientists whose work or professional interest is related to the development of the Association's aims, but who do not pursue the latter as part of their primary activity, may be **Affiliate Members**. Affiliate Membership is also open to medical oncologists, surgeons or other medical professionals who demonstrate an interest in the development of clinical research projects aligned with the Association's aims but who cannot become Full Members because they do not belong to a centre with the necessary resources. If the centre they belong to is reassessed and considered suitable for the development of clinical trials in oncology, or if they join a centre that is already part of the SOLTI network, they shall automatically be considered Full Members. The admissions system for Affiliate Members shall be the same as for Full Members.

f) **Sponsoring Members** shall be individuals or entities, not able to be Full or Affiliate Members, who make a substantial contribution to the funding and development of the Association and who are accepted as such by the General Assembly at the proposal of the Board of the Directors.

Article 10

Membership is not transferable and will be lost in any of the following circumstances:

- a) By withdrawal, in writing, addressed to the Chair of the Association.
- b) Due to death or civil intervention
- c) By decision of the General Assembly, at the proposal of the Board of Directors, if the Member's private or professional conduct jeopardises the Association's reputation or the achievement of its aims.
- d) For failure to comply with the obligations incumbent upon them

Loss of membership shall not give rise to any claims over works provided to the Association, from which the latter will continue to benefit.

Article 11

All Members, from the moment they join the Association, shall be bound by the provisions of these Statutes and by other rules established by the Association, and they shall have the same rights and duties depending on membership category to which they belong.

Article 12

Members have the right to:

- a) Take part in activities organised by the Association in compliance with its aims
- b) Enjoy all advantages and benefits that the Association may obtain and exercise all rights granted to Members by these Statutes and by other rules established by the General Assembly or recognised by law.
- c) Receive information on the resolutions adopted by the Association's bodies
- d) Make suggestions to the members of the Board of Directors on how best to achieve the aims of the Association.
- e) Call meetings of the General Assembly in accordance with the procedure set out herein, making sure that the purpose for which the meeting is called is clearly and precisely expressed.
- f) Submit to the Association's Governing Bodies any suggestions deemed of interest; these shall be made in writing and are entitled to a written response.
- g) Criticise the work of the Association's Governing Bodies and their members.
- h) Challenge before the General Assembly the resolutions and actions of the Association, in accordance with the deadline and procedures for such set out in the Law on Associations.
- i) Honorary, Founding, Full and Affiliate Members are entitled to attend, speak and vote at meetings of the General Assembly

Full Members are entitled to:

- j) Stand for elected membership of the Association's Governing Bodies.

Members are obliged to:

- a) Comply with these Statutes and the valid resolutions of the Assemblies and Board of Directors.
- b) Attend General Assemblies and other Association events
- c) Fulfil, where applicable, obligations inherent in positions held
- d) Diligently serve in and accept the positions to which they are appointed and participate effectively in organised events.
- e) Behave in a way that enhances the Association's good name and reputation

Article 13

The following honorary titles are created, to be awarded by the Board of Director to any Honorary Member or other figure considered of interest to the Association's aims:

- Honorary Chair of SOLTI.
- Honorary Member of SOLTI's Board of Directors.

The rights and obligations of this status are the same as those of Full Membership, with the addition of the right to attend meetings of the Board of Directors. Nominations shall be approved by simple majority of the General Assembly.

SECTION III. GOVERNING BODIES

Article 14

The Association will be governed by the following bodies:

- a) The General Assembly of Members
- b) The Board of Directors

Article 15

The General Assembly shall be formed of all Members.

Article 16

- The purpose of the General Assembly is to implement all resolutions made by the Board of Directors, to endorse the eleven members of the Board of Directors, and to approve the incorporation of the Honorary Members, Honorary Chair and Honorary Members of the Board of Directors, at the proposal of the Board of Directors.

Article 17

The General Assembly may meet on an ordinary or extraordinary basis. Ordinary meetings of the General Assembly shall take place at least once a year to approve, where necessary, the administrative accounts for the previous year and the current budget. Resolutions may be passed concerning the accounts and budgets, which must appear on the agenda. An extraordinary meeting of the General Assembly shall take place when circumstances dictate, particularly when matters mentioned in Article 27 of these Statutes need to be discussed, at the discretion of the Chair, when approved by the Board of Directors, or when proposed in writing by at least ten per cent of Members.

Article 18

Calls for Ordinary General Assemblies must be issued in writing, giving the place, date and time of the meeting as well as the agenda, clearly stating the matters to be discussed. There must be at least 15 days between the call and the scheduled date of the Assembly and, likewise, a date and time may be stated for the Assembly to meet at second call, which may be no sooner than one hour later than the previous one.

Article 19

Calls for Extraordinary General Assemblies must be issued in writing, giving the place, date and time of the meeting as well as the agenda, clearly stating the matters to be discussed. There must be at least 15 days between the call for the meeting and the scheduled date of the Assembly at first call, and, likewise, a date and time may be stated for the Assembly to meet at second call, which may be no sooner than one hour later than the previous one.

Article 20

Both ordinary and extraordinary meetings of the General Assembly will be validly formed at first call when attended by one third of members with voting rights, and at second call irrespective of the number of members with voting rights in attendance.

Resolutions are made by simple majority of the members present when affirmative votes exceed the negative, not including any null votes, blank votes or abstentions. One member's vote may be delegated to another member subject to presentation of the relevant written authorisation, signed by both parties. The qualified majority of the members present or represented shall be required, reached when affirmative votes exceed half of the total, for:

- a) Appointment of the Board of Directors
- b) Agreement to form a Federation of associations or to join one
- c) Disposal or transfer of fixed assets.
- d) Amendment of the Statutes.
- e) Dissolution of the entity.

Article 21

The Ordinary General Assembly has the following powers:

- a) To approve, where relevant, the management of the Board of Directors.
- b) To review and approve the Annual Accounts.
- c) To approve or reject proposals made by the Board of Directors regarding the Association's activities.
- d) Establish ordinary or extraordinary fees.
- e) Approve the eleven members of the Board of Directors that have been elected by a vote of members with voting rights
- f) Approve appointments to positions within the Board of Directors
- g) Anything that does not fall within the exclusive competence of the Extraordinary Assembly.
- h) Endorse SOLTI membership applications that have been approved by the Board of Directors.
- i) Approve amendments to the Statutes

Article 22

The Extraordinary General Assembly has the authority to:

- a) Approve amendments to the Statutes.
- b) Dissolve the Association.
- c) Remove Members, at the proposal of the Board of Directors.

- d) Approve the Formation of Federations or membership of such.

Article 23

The Association is governed and managed by a Board of Directors composed of:

- 1.- A Chair
- 2.- A Vice-Chair
- 3.- A Treasurer
- 4.- A Secretary
- 5 to 11.- Up to 7 other members

Article 24

Members of the Board of Directors who have reached the end of the term for which they were elected shall remain in position until their successors have been approved.

Article 25

Positions on the Board of Directors are not remunerated. Members of the Board of Directors shall be elected by Members with voting rights and approved by the General Assembly.

The election process shall take place as described below. Members who meet the requirements indicated in SECTION II are eligible to stand for election to the Board of Directors, with a maximum of 3 per cent. A list of candidates will be given to all members of the General Assembly with voting rights. The members elected will be the candidates with the highest number of votes. In the event of a tie between two or more candidates, the vote will be repeated as necessary, but limited to these candidates. Voting may be done remotely, electronically, during the days before the Ordinary General Assembly at which the results of the election of members of the Board of Directors are to be ratified.

The candidates elected shall be the future members of the Board of Directors, which will meet subsequently to elect the positions within it. The election process for the various positions on the Board of Directors will be determined by mutual agreement of the elected members.

The term of office for the Board of Directors shall be 4 years and all members may be re-elected. In exceptional circumstances, and subject to the prior approval of the General Assembly, the outgoing Board of Directors may be kept on for the period proposed for the vote.

Article 26

Membership of the Board of Directors is not transferable and will be lost in any of the following circumstances:

- a) By withdrawal, made in writing, addressed to the remaining members of the Board.
- b) Due to death or civil intervention
- c) By decision of the General Assembly, if the Member's private or professional

- conduct jeopardises the Association's reputation or the achievement of its aims.
- d) For failure to comply with the obligations incumbent upon them
 - e) Upon expiry of the

mandate. Article 27

The Board of Directors shall meet at least twice a year. Meetings shall be called by the Chair.

At least half the Board members plus one must be present in order make decisions. Resolutions are validated by consensus and, where necessary, by simple majority vote of the Board of Directors, with the Chair having the casting vote in the event of a tie.

About the Missions of the Board of Directors

- a) The Board of Directors will manage the Association except in relation to matters which, in accordance with the Statutes or the law, require the approval of the General Assembly. The Board of Directors is competent to decide on all matters relating to the aims listed in Article 3 of these Statutes, with no restrictions other than matters affecting the rights inherent in Membership status and the disposal of the Association's fixed assets.
- b) Consequently, the Board of Directors shall have the broadest powers to organise works, meetings, relations and other activities referred to in Article 3 and to create any Groups, Commissions and Committees referred to in said article, as well as any others that, in its opinion, facilitate the achievement of the Association's aims. As such, it may incur any obligations it deems necessary or appropriate in pursuit of these concrete aims, with no restrictions other than those resulting from the Association's budget or the means at its disposal and that do not affect the ownership of its property.
- c) The Board of Directors is competent to:
 - Appoint members to positions within it
 - Approve new Full and Affiliate Members
 - Assign the various categories of Membership.
 - Appoint members of the Technical Committees and other bodies external to the Board of Directors or that the latter agrees to form.
 - Approve new scientific projects considered to be of interest to SOLTI in accordance with the aims set out in Article 3 of these Statutes. It shall be supported by the Scientific Committee, formed as an advisory committee to the Board of Directors and intended to supervise the scientific quality of the group. It shall be coordinated by SOLTI's Scientific Director and its operation is governed by the applicable procedures.

Article 28

The Chair's responsibilities are:

- a) To represent the Association in all types of judicial and extrajudicial acts and contracts, and before Public and Private Bodies and in dealings with individuals.
- b) To call and chair the Board of Directors and General Assembly.
- c) To implement the resolutions of the Board of Directors and General Assembly.

- d) To make the appropriate provisional decisions in matters of clear urgency pending the approval of the General Assembly, which must be on the agenda for the next meeting of the Board of Directors.
- e) To sign his/her approval of minutes and other documents and correspondence of the Association.
- f) To order payments and sign payment orders.
- g) To rule on resolutions of the Board of Directors in the event of a tied vote.
- h) To appoint, hire and dismiss the Chief Executive Officer (CEO) of SOLTI.

The Vice-Chair's responsibilities are:

- a) To identify new investigators and centres that may be of interest to the group, conduct the corresponding assessment and present them to the Board of Directors and General Assembly for their approval and endorsement respectively.
- b) To promote activities that foster members' sense of belonging to the group, and that increase the visibility of the group among the medical and scientific community and society in general.
- c) To represent the group in dealings with the public and private bodies with which SOLTI may interact.
- d) To perform all tasks delegated by the Chair, with the aim of performing them properly and within the scheduled time frame

The Treasurer's responsibilities are:

- a) To make payments and receive amounts on behalf of the Company and to keep these funds, in accordance with the Chair's orders.
- b) To keep the Association's Accounts and administrative files, especially the Members register and files.
- c) To draft the income and expenditure budget.
- d) To present an Annual Financial Report before the General Assembly, outlining the Association's performance and the resources available for its projects.

The Secretary's responsibilities are:

- a) To keep the Company's administrative files, especially the Members register and files.
- b) To provide the members with the necessary communications to keep them updated on the resolutions of the Board of Directors and General Assembly.
- c) To draft and communicate notices and calls to Meetings and Assemblies, in accordance with the Chair's instructions.
- d) To draft and sign, with the Chair's approval, the minutes of meetings of the Board of Directors and General Assemblies, and, again with the Chair's approval, to issue the certified versions of such.
- e) To draft an annual Report on the Company's activities, to be presented at the Ordinary General Assembly, after a copy has been sent to all members of the Company

The Association shall have a CEO who will operate under an employment contract with the Association and will receive a salary.

The responsibilities of the Association's CEO are:

- To analyse the situation of the research facilities at the various hospitals within the SOLTI network.
- To establish procedural operating and standardisation protocols for Members of the group.
- To draft and implement a strategic plan for SOLTI following the strategic directions established by the Board of Directors, and that must be approved by the latter. It is anticipated that the most important part is the creation of a portfolio of Phase 0-III/IV clinical trials, trials within the biomarkers programme or window of opportunity studies in various therapeutic indications.
- To confirm the organisational structure and human resources structure at SOLTI's central office.
- To accredit new centres within the SOLTI network.

Other tasks assigned to the Association's CEO are:

a) Those delegated by the Chair or Vice-Chair in terms of:

- Conducting all bank transactions in line with standard banking practice, such as opening, closing and disposing of accounts, signing cheques and ordering transfers.
- Legally representing SOLTI with respect to all types of public and private bodies, including by signing all types of contracts and agreements.
- Representing SOLTI at institutional level with respect to all types of public and private bodies.
- Implementing the resolutions of the Board of Directors and General Assembly
- Signing correspondence from the Association
- Ordering payments and signing payment orders
- Recruiting SOLTI personnel
- Taking any urgent steps advisable to ensure the smooth operation of the Association or that are necessary or appropriate to the development of its activities.

b) Those delegated by the Treasurer relating to SOLTI's accounts:

- Making payments and receiving amounts on behalf of the Association and keeping the latter's funds
- Collecting funds belonging to the Association, maintaining the accounting records and files and keeping the entity's documentation
- Preparing the annual budget of income and expenditure
- Preparing an annual financial report

c) Those delegated by the Secretary:

- Keeping the Company's administrative files, especially the Members register and files.
- Providing the members with the necessary communications
- Drafting and circulating notices and calls for Meetings and Assemblies
- Drafting, with the Chair's approval, the minutes of Board of Directors and General Assembly meetings
- Drafting an annual report on the Association's activities

d) To issue communications concerning the appointment of the members of the Board of Directors and their positions, and other decisions of the Association that need to be entered into the corresponding Registers.

e) To attend meetings of the Board of Directors and General Assembly

Article 30

The ordinary board members will have standard obligations as members of the Board of Directors, as well as those arising from any delegated work or responsibilities entrusted to them by the Board.

Article 31

Any vacancies that may arise during the term of any member of the Board of Directors shall be provisionally filled from among the members until final election by the General Assembly. In the event of resignation from office, the Chair may propose his/her replacement to the Board.

SECTION IV

DISSOLUTION

Article 32

The Company may be voluntarily dissolved if so decided by the Extraordinary General Assembly, convened for this purpose, in accordance with Article 27 of these Statutes.

Article 33

In the event of the dissolution of the Company, its funds would be made available to Entities dedicated to non-profit activities, as decided upon by the same Extraordinary General Assembly.

SECTION V

AMENDMENTS TO THE STATUTES

Article 34

To introduce any amendment to these Statutes, it must be proposed by the Board of Directors and ratified by the General Assembly or with the signature of at least 10% of Members with voting rights and sent to the Chair of the Association, who will call an Extraordinary General Meeting. To approve amendments, the qualified majority of the Members present shall be required, reached when affirmative votes exceed half the votes.

ADDITIONAL PROVISION

For anything not provided for in these Statutes, the current Organic Law 1/2002 of 22

March on Right of Association and the supplementary provisions shall apply.

MS EVA CIRUELOS GIL with ID number 52104794L, in her capacity as CHAIR of SOLTI and MR ALEIX PRAT APARICIO, with ID number 47713204A, in his capacity as SECRETARY of SOLTI, CERTIFY: That the above Statutes have been amended to adapt to the new realities of the Association, by decision of the Extraordinary General Assembly of Members, on 17 May 2019, being approved by majority.

Barcelona, 17 May 2019

Signed:_
The Chair

Signed:_
The Secretary