

UNOFFICIAL TRANSLATION

In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text shall by law govern.

STICHTING INTERNATIONAL KIDNEY CANCER COALITION / IKCC

ARTICLES

Definition of terms

Article 1

1. In these Articles, the terms below are defined as follows:
 - a. Affiliates: organisations that are admitted by the Board as such in accordance with Article 11;
 - b. Associated Individuals: persons that are admitted by the Board as such in accordance with Article 12;
 - c. Board: the body charged with managing the foundation;
 - d. Board Member: a member of the Board of the foundation;
 - e. Council of Affiliates: the council consisting of the Affiliates and the Associated Individuals;
 - f. Foundation: the foundation **Stichting International Kidney Cancer Coalition**, with abbreviated name **Stichting IKCC**;
 - g. Governance Committee: the committee responsible for making recommendations to the Board as set out in Article 14;
 - h. Medical Advisory Board: the board responsible for providing high level expertise to the Board as set out in Article 15;
 - i. Written (message): any message transmitted via customary channels of communication, including readable and reproducible messages sent electronically, addressed to or sent from the address that has been notified to the foundation for this purpose.
2. Unless otherwise evident or clearly intended otherwise, a reference to a term or word in the singular form will comprise a reference to the plural form of this term and vice versa.
3. Unless otherwise evident or clearly intended otherwise, a reference to the male gender comprises a reference to the female gender and vice versa.

Name and registered office

Article 2

1. The Foundation has the name: **Stichting International Kidney Cancer Coalition**, with the abbreviated name: **Stichting IKCC**.
2. It has its registered office in the municipality of Ouder-Amstel.

Objects

Article 3

1. The objects of the Foundation are to improve the lives of those affected by kidney cancer

globally, and all that is related or conducive thereto.

2. The Foundation attempts to realise its objects by:
 - a. raising awareness of kidney cancer as a significant and increasing global health issue;
 - b. encouraging early detection and access to quality treatment and care of kidney cancer;
 - c. enhancing the exchange of information and best practice about management of kidney cancer and side effects of treatments;
 - d. promoting global collaboration and patient involvement in clinical trials;
 - e. supporting existing patient organisations and encouraging the creation of new patient organisations;
 - f. acting as a global umbrella for national and/or regional registered not-for profit organisations or charities with a focus on kidney cancer,and all other acts that are related to the above or that may be conducive thereto, all of this in the broadest sense of the word.
3. The Foundation will act:
 - a. patient centred and democratic;
 - b. collaborative but independent;
 - c. professional;
 - d. innovative;
 - e. culturally sensitive (respectful).
4. The income and property of the Foundation will solely be used for the promotion of the objects of the Foundation

Structure

Article 4

1. The bodies of the Foundation are:
 - a. the Board; and
 - b. the Council of Affiliates.
2. The Board may form one or more other advisory or other councils and/or advisory or other committees and adopt regulations for that council and/or committee.
3. The Foundation has a secretariat and Associated Individuals.

Board: composition and appointment

Article 5

1. The Board of the Foundation consists of at least five and at most ten natural persons. The number of Board Members will be determined by the Board with due observance of the provisions of the previous sentence. The Board will appoint a chairperson, a vice-chairperson and a secretary/treasurer from its midst. In accordance with article 13 paragraph 5 of these Articles, the Council of Affiliates may recommend two representatives from within the Affiliates to be appointed as Board Member.
2. Board Members are appointed by the Board and proposed for endorsement by the Council of Affiliates, a negative endorsement does not affect the appointment. In accordance with article 13 paragraph 5 of these Articles, the Council of Affiliates may recommend two representatives from within the Affiliates to be appointed as Board

Member for a period of one year.

3. Prior to the appointment of new Board Members, the Board shall request the Governance Committee to draw up a list of recommendations of candidates, which list shall be taken into consideration by the Board when resolving the appointment of new Board Members.
4. Board Members will be appointed on the basis of a profile describing required qualifications, skills and experience. The profile will form part of a regulation adopted by the Board. Only persons who are employed by or are a representative of an Affiliate can be appointed as a Board Member unless those persons fall into the category of Associated Individuals on the basis of the Board profile.
5. Board Members are appointed for a period of at most three years. They retire according to a schedule to be drawn up by the Board. A Board Member who has retired according to the schedule can be reappointed once by the Board without endorsement of the Council of Affiliates. Each further reappointment requires the endorsement of the Council of Affiliates. Board Members recommended by the Council of Affiliates, as set out in article 13 paragraph 5 of these of these Articles, are appointed for a one-year period.
6. Vacancies will be filled as soon as possible or at the next scheduled board meeting in accordance with paragraph 2 of this article. The Board will retain all of its powers if Board vacancies exist.

In the absence or inability to act of all Board Members, the Council of Affiliates will immediately appoint at least five (5) new Board Members. Should the Council of Affiliates fail to appoint, then the District Court may, at the request of any of the interested parties, appoint the Board Members.

If a vacancy arises, this will be deemed to be an absence. An absence is deemed to apply if a Board Member has been unable to fulfil his management role for a period of at least ten consecutive working days, other than by way of a period of leave, or it can be reasonably anticipated that a Board Member cannot or may not fulfil his management role during this period, other than by way of a period of leave. The Council of Affiliates may decide that this absence is in fact an inability to act if a compelling reason on the part of the Foundation gives the Council of Affiliates reason to do so. The previous two sentences are solely applicable in the case there is an absence or inability to act of all Board Members.

7. The Board Members do not receive remuneration, neither directly nor indirectly. Remuneration does not include a reasonable compensation of costs incurred on behalf of the Foundation and for the activities performed by them on behalf of the Foundation.
8. The Board has a Medical Advisory Board, which Medical Advisory Board provides high level expertise to the Board. The activities of the Medical Advisory Board are further described in Article 15 of these Articles.

Board: suspension, dismissal and absence

Article 6

1. Board Members are suspended and dismissed by the Board. A resolution of the Board to suspend and dismiss a Board Member is adopted with a two-third majority of the

votes at a meeting at which all Board Members are present or represented, on the understanding that the officer whose suspension or dismissal is at issue, is not involved in the decision-making.

If not all Board Members are present or represented at this meeting, a second meeting will be convened within fourteen days after the original meeting was held during which second meeting resolutions concerning such a motion can be adopted by a two-third majority of the votes cast, provided more than half of the Board Members are present.

2. The Board may, after having heard the relevant Board Member, resolve to dismiss a Board Member on the grounds of:
 - a. neglecting his duties or inadequate performance;
 - b. incompatibility of positions or interests;
 - c. a change in circumstances or other reasons concerning that Board Member on the basis of which the Board considers that the Foundation cannot be expected within reason to maintain said person as a Board Member;
 - d. loss of his employment with an Affiliate or ceasing to be a representative of an Affiliate;
 - e. breaching a code of conduct adopted by the Board ("IKCC-Code").
3. A Board Member will furthermore retire:
 - a. as a result of his voluntary resignation;
 - b. as a result of the loss of his power to dispose of his assets;
 - c. as a result of the expiry of the term for which he was appointed, with the exception of his possible reappointment;
 - d. as a result of his dismissal by the District Court as referred to in Section 2:298 of the Dutch Civil Code;
 - e. as a result of his death.
4. If one or more Board Members are absent or unable to act, the remaining Board Members or the remaining Board Member will be temporarily charged with the management of the Foundation. In such cases, the remaining Board Members or the remaining Board Member will remain competent to adopt resolutions in a legally valid manner.

If all Board Members are absent or unable to act, the management will be temporarily entrusted to the person to be designated for this purpose by the Council of Affiliates, or failing that the President of the District Court of the jurisdiction in which the Foundation has its registered office at the request of one or more interested parties.

Board; duties and powers

Article 7

1. The Board is charged with the management of the Foundation.
2. The Board determines policy, adopts the financial guidelines and is ultimately responsible for day-to-day management.
3. In exercising their duties and powers, the Board must be guided by the objects and interests of the Foundation.
4. The Board will be competent to resolve to conclude agreements to acquire, sell and encumber property subject to public registration and to conclude agreements whereby

the Foundation binds itself as surety or as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party, provided the resolution is adopted unanimously by all Board Members in office.

Board; meeting and adopting resolutions

Article 8

1. The Board meets at least twice a year and furthermore as often as the chairperson or two or more Board Members consider desirable.
2. Board meetings are convened in writing by means of convening notices to each Board Member that are sent on behalf of the Board or the person(s) who desired that a meeting be held. A convening notice will include the subjects to be dealt with and the time and place of the meeting.
3. The term for convening a meeting will be at least five days not including the day of convening and that of the meeting. The term for convening a meeting can be reduced to one day in cases of emergencies, such to be decided by the chairperson.
4. A Board Member is authorised, in person or by written proxy granted to a fellow Board Member or by telephone conference, videoconference or any other electronic means of communication, to attend a meeting of the Board. A meeting of the Board requires a quorum of at least one third of the Board members in office being present in person. Meetings of the Board can also be held by telephone conference, videoconference or any other electronic means of communication, provided that all Board Members can communicate with each other and provided that at least the majority of the Board Members in office participate.
5. The minutes of a meeting are adopted and in evidence thereof signed by the chairperson and the secretary/minutes taker of the relevant meeting or adopted by a subsequent meeting and at that meeting signed by the chairperson and the secretary/minutes taker of that subsequent meeting in evidence of their adoption.
6. Each Board Member has the right to cast one vote at Board meetings. To the extent the Articles do not prescribe a larger majority, all Board resolutions will be adopted by an absolute majority of the votes cast in a legally valid manner.
7. Valid resolutions can only be adopted provided all Board Members have been called to the meeting with due observance of the provisions above. If the regulations concerning the convening of a meeting have not been observed, it is nevertheless possible to adopt resolutions unanimously at a Board meeting in which meeting all Board Members are present or represented.
8. Resolutions of the Board can also be adopted in writing, provided all Board Members declare themselves, in writing, in favour of the relevant motion. Such resolutions are added to the minutes.
9. The other aspects of the regulation of the procedures and the manner in which the Board adopts resolutions and the division of duties among the Board Members, can take place by means of Board regulations that are adopted by the Board at such times.

Board: representation

Article 9

1. The Foundation is represented by the Board, by the chairperson or by two Board

Members acting jointly.

2. The Board may authorise one or more Board Members and/or persons to represent the Foundation continuously. The authorised representative represents the Foundation with due observance of the limitations of his authorisation.

Board: conflict of interest and other positions

Article 10

1. The Board must avoid any conflicts of interest between the Foundation, the Board Members and, if applicable, the Foundation's employees.
2. If an conflict of interest exists in respect of a Board Member, he or she must inform the Board accordingly. The person in question must furthermore refrain from consultation and decision-making on the subject in respect of which the conflict of interest exists. The presence of the person in question is not counted in determining whether the quorum for required for decision-making exists.
The Board remains authorised to make decisions if there is a conflict of interest with regard to all Board Members. The Board shall then record the considerations on which the decision is based in writing.
3. Board Members and their relations by blood or marriage up to and including the third degree may not receive any direct or indirect personal benefit from deliveries to or agreements with the Foundation.
4. Board Members must report any other functions and the existence of a possible entanglement of interests and/or conflict of interest to the Board.

Affiliates

Article 11

1. Affiliates can be organisations with a focus on:
 - a. being a kidney cancer organisation;
 - b. raising awareness, promoting research and empowering organisations that are focused on supporting those affected by kidney cancer;
 - c. supporting of and/or rendering services to patients with kidney cancer.
2. On the basis of a written application, the Board decides on the admittance of an organisation as an Affiliate. The Board decides on the termination of an organisation as an Affiliate.
3. In a regulation, the Board can determine criteria for the admission of Affiliates.

Associated Individuals

Article 12

1. Associated Individuals can be individuals that are:
 - a. clinician or allied health care professionals working in or with an interest in the field of kidney cancer, kidney disease, Onco-Nephrology or urology;
 - b. with proven experience and passionate about raising global awareness of kidney cancer; or
 - c. with proven experience in international partnership, collaboration, and sponsorship.
2. On the basis of a written application, the Board decides on the admittance of an individual as an Associated Individual. The Board decides on the termination of an individual as an Associated Individual.

3. In a regulation, the Board can determine criteria for the admittance of Associated Individuals and can determine their rights and obligations.

Council of Affiliates

Article 13

1. The Affiliates and the Associated Individuals form the Council of Affiliates.
2. Meetings of the Council of Affiliates are held when called by the Board, at least once a year. Further, meetings of the Council of Affiliates may be held as required from time to time.
3. Each Affiliate and each Associated Individual has one vote in the meetings of the Council of Affiliates. Its resolutions are adopted with a simple majority of votes cast. The other aspects of the regulation of the procedures and the manner in which the Council of Affiliates adopts resolutions, can take place by means of a regulation that is adopted by the Council of Affiliates, after advice of the Board.
4. The Board will periodically inform the Council of Affiliates of relevant developments regarding the Foundation. The Board will be represented at each meeting of the Council of Affiliates to answer questions and report on the activities of the Foundation, including the long-term policy plan and the budget.
5. The Council of Affiliates may recommend two representatives from within the Affiliates to join the Board for a period of one year. Each representative must be:
 - a. a patient or survivor directly affected by kidney cancer; or
 - b. a care-giver who is or has been directly involved in the care of a kidney cancer patient.
6. In a regulation, the Board can determine criteria (such as job profiles) for the appointment of Board Members recommended by the Council of Affiliates.

Governance Committee

Article 14

1. The Governance Committee consists of at least three individuals who are current members of the Board.
2. The members of the Governance Committee are appointed by the Board of the Foundation.
3. The Governance Committee is responsible for making recommendations to the Board of the Foundation on the composition and the performance of the Board and for assessing the skills required to discharge competently the duties of the Board.
4. In making the recommendations as set out in the previous paragraph 3, the Governance Committee shall have regard to the performance of the Foundation, the financial position, strategic direction and objects including specific qualities or skills that the Governance Committee considers necessary for one or more Board Members to possess.
5. In a regulation, the Board can determine criteria for the appointment of members of the Governance Committee.

Medical Advisory Board

Article 15

1. The Medical Advisory Board consists of at least six members, of which six members,

one member will be appointed as chairperson.

2. The members of the Medical Advisory Board are appointed by the Board of the Foundation.
3. Members of the Medical Advisory Board are appointed for a term of two years, which term will be renewable for up to two further terms, being six years in total.
4. The Board of the Foundation appoints a chairperson of the Medical Advisory Board for a two year term which will be renewable for up to two further terms.
5. In consultation with the Medical Advisory Board, the Board of the Foundation has the option of appointing further experts as members of the Medical Advisory Board as needed with geographic representation for a two year term which will be renewable for up to two further terms.
6. In a regulation, the Board can determine the vision, governance and duties of the Medical Advisory Board and the criteria for the appointment of members.

Executive director and Secretariat

Article 16

1. The Foundation will have an executive director and a secretariat. The executive director and the secretariat will support the Board and will attend to the administration of the Foundation.
2. The Board appoints and dismisses the executive director and the members of the secretariat.
3. The executive director and the secretariat report and follow the instructions of the Board. The executive director and the secretariat act under the responsibility of the Board. The Board can regulate the other aspects of the executive director and the secretariat in a regulation.

Regulations

Article 17

1. The Board will have the right to adopt (all other) regulations (than the regulation referred to in Article 11) in which those subjects are regulated that are not included in these Articles.
2. These regulations may not be contrary to the law or these Articles.
3. The Board will have the right at all times to amend or cancel (all other) regulations (than the regulation referred to in Article 11).

Financial year and annual report and accounts

Article 18

1. The Foundation's financial year will coincide with the calendar year.
2. The Board is required to keep such a record of the financial position of the Foundation so that the rights and obligations of the Foundation can be learned from them at any time.
3. The books of the Foundation are closed at the end of each financial year. On the basis thereof, the Board will draw up a balance sheet and a statement of income and expenditure for the past year. The balance sheet and the statement of income and expenditure will be audited by an accountant to be designated by the Board. This accountant will report to the Board concerning his audit.

4. The annual report and accounts are adopted by the Board within six months after the end of the financial year and in evidence thereof signed by all Board Members. If a Board Member does not sign, the reason thereof will be stated.
5. The Board will be obliged to keep the books, documents and other data carriers referred to in the previous paragraphs for a period of seven years.

Long-term policy plan and budget

Article 19

1. The Board will draw up a long-term policy plan and related budget.
2. The long-term policy plan is in accordance with the objects in the Articles.
3. The long-term plan will provide insight into, inter alia, the activities to be performed by the Foundation.
4. The Board is charged with the performance and realisation of the programmes and activities included in the long-term policy plan.

Amendment to the Articles of Association

Article 20

1. The Board will be authorised to amend these Articles, with the endorsement of the Council of Affiliates. A negative endorsement does not affect a resolution of the Board to amend the Articles.
A resolution to amend the Articles requires a majority of two thirds of the votes at a meeting at which all Board Members are present or represented. If not all Board Members are present or represented at this meeting, a second meeting will be convened within fourteen days after the original meeting was held, during which second meeting resolutions concerning such a motion can be adopted by a majority of two thirds of the votes cast if at least half of the Board Members are present or represented at the meeting.
2. The amendment must be realised by notarial deed subject to being declared void. Each Board Member is independently authorised to have the relevant deed executed.
3. The Board Members are required to file an authentic copy of the amendment and the amended Articles with the offices of the Commercial Register of the Chamber of Commerce in whose jurisdiction the Foundation has its registered office.
4. The provisions of this Article apply mutatis mutandis to a resolution to perform a legal merger and/or legal split-off.

Dissolution and liquidation

Article 21

1. The Board is authorised to dissolve the Foundation. The provisions of Article 20(1) will apply accordingly to a Board resolution to dissolve the Foundation.
2. Following dissolution, the Foundation will be liquidated by the Board Members or by a legal entity or entities to be designated by the Board.
3. Any remaining positive balance will be distributed to a kidney cancer initiative to be resolved upon by the Board.
4. Following liquidation, the books and documents of the dissolved Foundation will be kept by the person designated by the liquidators for the period prescribed by law.
5. The provisions of Title 1, Book 2 of the Dutch Civil Code will otherwise apply to the

liquidation.

Final provision

Article 22

The Board will decide in all cases not provided for in law or in these articles.