



ARTICLES OF ASSOCIATION

7 September 2015



Article 1

- (1) The name of the Association shall be iwCLL.
- (2) It shall be entered in the Register of Associations and then bear the “e.V.” addendum.
- (3) Its registered office shall be in 50937 Cologne, Kerpener Str. 62.
- (4) The business year shall be equivalent to the calendar year.

Article 2

iwCLL e.V. with registered office in Cologne exclusively and directly pursues charitable purposes as defined in the “Tax-Advantaged Purposes” Section of the German Fiscal Code (*Abgabenordnung*).

The Corporation’s purpose shall be supporting science and research in the field of CLL.

The purpose of the Bylaws shall particularly be achieved by organising scientific events and research projects as well as awarding research contracts.

iwCLL e.V. shall confer awards upon scientists who significantly contributed to advancements in this field.

Article 3

The Association is a charitable non-profit organisation; it shall not primarily pursue its own financial purposes.

Article 4

The funds of the Association may only be used for the purposes as stipulated in the Bylaws. The members shall not receive any payments from the funds of the Association.

Article 5

No person must be favoured by expenditures that are not related to the Association’s purposes or through inappropriately high allowances.

Article 6

In the event of dissolution or liquidation of the Association or obsolescence of tax-advantaged purposes, the assets of the Association shall be transferred to “*Exzellenz initiieren – Stiftung Kölner Krebsforschung*”, Magnusstraße 13, 50672 Cologne, which shall use such assets directly and exclusively for charitable purposes (support of science and research). The Foundation is tax-exempt on the basis of the Certificate of Exemption of the tax office *Finanzamt Köln-Mitte*, Tax Number 215/5864/0542.

Article 7 Definition

iwCLL was founded in 1976 and represents an international organisation dedicated to improving the medical treatment and results of patients suffering from Chronic Lymphocytic Leukaemia (CLL) and related diseases. iwCLL shall be an independent association with scientific, non-profit oriented goals and activities.



Article 8 Objectives

iwCLL is organised for the following purposes:

1. development and support of clinical, translational and fundamental research activities on CLL and related diseases;
2. support of the interaction and cooperation between clinical experts (physicians, study groups) and scientific/research groups on CLL and related areas on an international level;
3. establishment of general standards regarding
 - diagnostics and therapies for CLL patients
 - implementation and harmonisation of clinical studies on CLL and related diseases;
4. support of international communication and publications of clinical and scientific know-how on CLL and related diseases;
5. regular organisation of congresses, symposia and conferences in order to support the activities as described under No. 1-3.

Article 9 Membership

Any physician, researcher and health-care professional working in the field of Chronic Lymphocytic Leukaemia or related diseases or having a professional interest in the objectives as described in Article 8 shall be considered for an active and equitable membership. The Association shall consist of full members, a management body (Executive Board) and subcommittees. Membership shall be free of charge and costs.

Article 10 Joining – Withdrawal – Exclusion

Joining

The Executive Board suggests that admission into iwCLL e.V. shall be possible after appointment by the Nomination subcommittee and the majority vote of the Executive Board. The criteria shall be based upon a great scientific achievements and long-standing international presence and dedication to research on CLL. Applications shall not be accepted. The proposed candidates have to be acknowledged by the general assembly of iwCLL e.V.

Withdrawal

Full members can inform the Executive Board of the Association in writing or orally about their withdrawal at any time.

Exclusion

In the event of serious misconduct or a violation of the Bylaws damaging the good reputation of the Association, the Executive Board may resolve the exclusion of a member with a majority of four fifths of the members present at an iwCLL meeting.

Article 11 Executive Board of iwCLL

The Executive Board shall be the main decision-making body of the Association. It shall consist of one chairperson, one deputy chairperson, one secretary, one treasurer and, if elected by the general assembly, of one or several administrative members. The term of office of the Executive Board members shall be two years, the voting procedure is described



in Article 14. Re-election for additional terms of office shall be permitted. The Executive Board members shall remain in office until election of the new Executive Board members, even if their official duties have been completed. Assumption of duties in the management body shall include full membership in the Association. Executive Board members may be dismissed during an assembly with a majority of three quarters of the present members at any time. The general representation regulation shall be as follows: The chairperson, the deputy chairperson as well as, if applicable, the administrative member, shall be entitled to sole representation of the Association; they shall be an Executive Board as defined in § 26 German Civil Code (*BGB*).

Chairperson and Deputy Chairperson

The chairperson and the deputy chairperson shall manage the Executive Board and the Association in developing the strategic goals of the organisation and shall provide advisory services, guidance and leadership. The chairperson and/or the deputy chairperson shall preside over the assemblies of the Executive Board and general assemblies.

Administrative Members

The Executive Board may appoint one or several administrative members of the Executive Board. The administrative members shall be entitled to legally represent the Executive Board and sign on behalf of the Executive Board of iwCLL within a country. They shall be elected by the Executive Board. Administrative members shall represent the Association and the Executive Board in Germany in and out of court. In accordance with Article 9, administrative members with the same authorisation can be appointed for different countries participating in iwCLL upon request of at least one member of the respective country. Only one administrative member may be appointed per country.

Treasurer

The treasurer shall be responsible for all monies of the Association as well as investment thereof. They shall prepare an annual report on the financial status of the Association and provide the Executive Board and the subcommittees with sufficient monetary funds in order to achieve the new duties and projects approved by the Executive Board and the Association in the course of general assemblies.

Article 12 Subcommittee

Establishment

The Executive Board may establish various subcommittees which support the goals of the Association. The members of the subcommittees shall be determined by the Executive Board. The project term shall end after five years; however, it can be extended. Typical examples of subcommittees are: guidelines, nominations, programme commission of a meeting, education and disparity. A subcommittee shall have between 3 and 15 members to be appointed by the Executive Board. Members of subcommittees do not have to be members of the Association.

Head

Each subcommittee shall have a head who should be a member of the Association. The head, who can be member of the Executive Board of the Association at the same time, shall be proposed by the chairperson and acknowledged by the general assembly. The term of



office of the head shall be limited to 5 years. Re-election for further terms of office shall be permitted.

Article 13 Appointment/Election

The election of the Executive Board members (chairperson/deputy chairperson, secretary, treasurer, administrative member) and the appointment of the members of the subcommittees shall take place in the course of annual general assemblies. Each full member shall have one vote. The chairperson/deputy chairperson, secretary, treasurer and administrative members shall be elected by simple majority of the votes cast by the members of the Association. Before the election, each full member of the Association may propose to the Executive Board candidates for each position to be filled. The Executive Board shall propose the candidates for offices within the Executive Board for election. The assembly of the members shall also confirm the election of new members, with at least 75% of the votes.

Article 14 General Assembly and other meetings

The general assembly of iwCLL e.V. shall take place once a year in the course of the annual assembly of the members at a place and point in time as stipulated by the Executive Board. All iwCLL members shall be entitled to speak at the general assembly or to propose initiatives or projects to be implemented by iwCLL as a whole. The general assembly shall include inauguration of the Executive Board members. If deemed appropriate, the Executive Board may propose the promotion, organisation or support of general or special meetings. The general assembly as well as general or special meetings are convened by electronic mail (e-mail) and by announcement on the iwCLL-specific website at <http://www.iwCLL.org>. Resolutions taken in the general assembly shall be certified by the secretary by means of a written record.

Article 15 Quality Standards

The Association and each full member shall perform and implement clinical and fundamental research only in compliance with the international standards such as “Good clinical Practice (ICHGCP)”³, “Good Medical Practice (GMP)” and in accordance with the Declaration of Helsinki for physicians.

Article 16 Publications

All publications of the Association as a whole have to include “iwCLL” in the title. They shall be approved by the chairperson and deputy chairperson of the Association. All co-authors have to receive a draft of the manuscript in order to comment it before publication. After approval, the main author shall send to the co-authors and the secretary of the Associations copies of all publications.

Article 17 Finances/Property

At the point in time of establishment, “iwCLL” shall be supported by financial funds from surpluses of prior events. All financial matters shall be decided upon by the Executive Board and/or the treasurer.

Article 18 Founding Members

The following individuals established the Association as founding members:



- Professor Dr. Michael Hallek, Cologne Germany
- Professor Dr. Kanti Rai, North Shore, Long Island Jewish Health System, USA
- Professor Dr. Thomas Kipps, UCSD, USA
- Professor Dr. Nicholas Chiorazzi, North Shore - Long Island Jewish Health System, USA
- Professor Dr. Carlo Croce, Ohio State University
- Professor Dr. Federico-Caligaris-Cappio, Milano, Italy
- Professor Dr. Michael Keating, MD Anderson Cancer Center, USA
- Professor Dr. Daniel Catovsky, London, UK
- Professor Dr. Peter Hillmen, Leeds, UK

Article 19 Subsequent Changes

Subsequent changes to these Bylaws can be proposed by the Executive Board or by a written request filed by at least 8 active full members. Any modifications to clauses of the Bylaws may be implemented during any appropriate meeting, exclusively subject to the approval of two thirds of the full members of the Association.

The above bylaws have been approved in the founding assembly of 7 September 2015 in Sydney/Australia.

Signatures

The above bylaws have been approved in the founding assembly of 7 September 2015 in Sydney/Australia.

Sydney, 07.09.2015, at the founding event:



Signatures (at least 7)

Name	<u>Hallek, Michael</u>	Name	<u>Daniel Catovsky</u>
Signature	<u></u>	Signature	<u></u>
Date	<u>7 September 2015</u>	Date	<u>7 September 2015</u>
Name	<u>Kanti Rai</u>	Name	<u>Michael Keating</u>
Signature	<u></u>	Signature	<u></u>
Date	<u>7 September 2015</u>	Date	<u>7 September 2015</u>
Name	<u>Thomas Kipps</u>	Name	<u>Federico-Caligaris-Cappio</u>
Signature	<u></u>	Signature	<u></u>
Date	<u>7 September 2015</u>	Date	<u>7 September 2015</u>
Name	<u>Nicholas Chiorazzi</u>	Name	<u>Peter Hillmen</u>
Signature	<u></u>	Signature	<u></u>
Date	<u>7 September 2015</u>	Date	<u>7 September 2015</u>
Name	<u>Carlo M. Croce</u>	Name	<u></u>
Signature	<u></u>	Signature	<u></u>
Date	<u>7 September 2015</u>	Date	<u></u>



Attendance sheet
iwCLL core group meeting
Sydney. 7 September 2015, 6.00 – 8.00 pm

Name	Institution and Place	Signature
Michael Hallek		
Stephan Stilgenbauer		
Daniel Catovsky	Institute of Cancer Research	
Thomas J. Kipps	UC San Diego Moores Cancer Center	
Hartmut Döhner		
Carlo Croce	Ohio State University Medical School	
Jacques-Louis Binet		
Federico Caligaris-Cappio	San Raffaele Scientific University Research Ins. Via Olgettina Milano 60, 20132 Milano, ITALY	
Guillermo Dighiero		
Kanti Rai	Kanti Rai, North Shore – LIJ Med Ctr. New Hyde Park, NY, USA	
Prof. Emili Montserrat		
Peter Hillmen	University of Leeds, Leeds United Kingdom	
Nicholas Chiorazzi	Feinstein Institute for Medical Research	
Michael Keating	University of Texas, M.D. Anderson Cancer Center, Houston, Texas	