



## **European Federation of Cytology Societies**

### **EFCS**

**Onderbergen 63  
9000 Ghent**

## **ARTICLES OF ASSOCIATION**

The undersigned :

Cochand-Priollet Beatrix, 2 square du Croisic, 75015 Paris (Frankrijk)

Da Cunha E Sousa De Oliveira Maria Helena, Rua Pintora Menez 108, 2750-572, Cascais (Portugal)

Schenck Ulrich Prinz Regent Platz 14, 81675 München (Duitsland)

Schmitt De Landér Fernando Carlos, Rua Manuel Moreira de Barros 618-B R-305, 4400-346 Vila Nova de Gaia (Portugal)

Thienpont Louis, Onderbergen 63, 9000 Ghent

Tötsch Martin, Hufelandstrasse 55, 45147 Essen (Duitsland),

Vielh Philippe, 49 boulevard Desmoulins, 92330 Sceaux (Frankrijk)

Verhest Alain, Dieweg 71A, 1180 Ukkel

declare to establish a non-profit organisation in accordance with the Act of 27 June 1921, amended by the Act of 2 May 2002 granting corporate personality to non-profit organisations, international non-profit organisations and foundations, the articles of association which they lay down as follows :

### **TITLE I: NAME – HEAD OFFICE - OBJECTS - DURATION**

#### **ARTICLE 1**

The organisation shall be called : European Federation of Cytology Societies, abbreviated : EFCS

The organisation was founded in 1969 as a factual association. It is non-sectarian and non-political.

#### **ARTICLE 2**

The organisation's head office is established at 9000 Gent, Onderbergen 63, and comes under the legal district of Ghent.

It can only be transferred by the general meeting, provided that the rules are observed that are required for an amendment to the articles of association and that are stated in the present articles of association.

### **ARTICLE 3**

The organisation's objects are the following :

- To offer and promote professional training of both medical and non-medical (scientific and technical) cytologists
- To make recommendations with regard to minimum requirements for the training, qualification and practice of cytology
- To encourage exchange of knowledge and experience with regard to cytology
- To promote scientific and organisational projects with regard to cytology
- Help in matters of problem solving both on scientific and organisational level
- To support cytological applications in order to obtain subsidies
- To offer advice to official health institutions about the role of cytology in disease prevention and diagnostics
- To encourage friendly relations between its members and affiliated members.

The federation will organize congresses, symposia, workshops or training sessions on a regular basis, which will be announced in written or by electronic means.

The organisation can also perform all activities that may be conducive to the realisation of these objects. In that respect, it can also, but only in an ancillary manner, perform commercial activities, but only if the proceeds of these activities are used for the purpose for which the organisation was established.

### **ARTICLE 4**

The organisation is established for an unlimited period of time, but can be dissolved at any moment.

## **TITLE II: M E M B E R S**

### **ARTICLE 5**

The number of members is unlimited, but must be at least six. The undersigned founders are the first active members. The organisation can have active and affiliated members.

Only the active members have full membership, including the right to vote at the general meeting. The legal stipulations are only applicable to the active members.

Affiliated members only benefit from the activities of the non-profit organisation. They have no right to vote at the general meeting. The rights and obligations of the affiliated members are described in the terms of reference.

The term 'member' in the present articles of association explicitly refers to the active members.

### **ARTICLE 6**

Prospective members can only be accepted if they are nominated by the board of an organisation recognised by the general meeting as a national cytological organisation and organised within Europe as a factual association or a legal entity.

The organisations can address a written request for recognition to the board of directors. The request shall contain a detailed description of the organisation, including a list of the members and the articles of association. The board of directors submits the application to the general meeting, which then decides on the recognition.

If the board of directors finds that the organisation does not dispose of the required representativity and qualities, it can decide not to submit the application to the general meeting. The board of directors can then accept the organisation as an affiliated member, who is not entitled to nominate members. Also non-European organisations can be accepted as affiliated members.

For each European country, one or more organisations can be recognised by the general meeting. Every organisation is to pay an annual membership fee to the organisation as determined at the annual general meeting.

For each European country with at least one recognized cytological organisation, two persons are to be members of the general meeting for the latter to be validly composed. If in a country more than one organisation is

recognized by the board of directors, the number of members for that country nevertheless remains limited to two.

The cytological organisations decide on the persons who will be delegated as members of the general meeting:

- if in a country there is only one recognized cytological organisation, this organisation puts forward two members
- if in a country two cytological organisations are recognized by the board, each organisation has the right to delegate one member
- If three or more organizations are recognized in the same country, the boards of those organisations are to convene and decide in common agreement on the names of the two members that are to represent them in the general meeting of the EFCS

The organisations communicate the names of members to the secretary general in writing, who confirms on behalf of the board of directors. Each cytological organisation can at any time decide to replace its members. The Secretary General of the society is to be informed in writing of any replacements. The member is only entitled to vote if the board of directors was informed of his/her mandate at least six weeks before the general meeting.

The Secretary-General, the Treasurer and the President are members of the general meeting by the simple fact of their appointment.

#### **ARTICLE 7**

The board of directors can, under the conditions to be determined by the board, also accept honorary members, supporting members or advisory members. These members are regarded as affiliated members. Their rights and obligations are described in the terms of reference.

#### **ARTICLE 8**

The maximum membership fee to be paid by the cytological organisations, amounts to 3000 euro. The annual membership fee is determined by the general meeting. Affiliated members failing two years to pay the membership fee lose their recognition.

Effective members are not obliged to pay any fee.

#### **ARTICLE 9**

Any member can leave the organisation at any time. All resignations must be notified to the board of directors in writing.

Any member can be excluded from the organisation by a decision of the general meeting taken with a 2/3<sup>d</sup> majority of the votes.

A member automatically resigns if

- the recognition of the organisation by which the member was delegated is revoked by the general meeting with a simple majority of votes or
- if the organisation by which the member was delegated revokes its affiliation with the organisation.

Also if in a country the number of recognized national cytologic organisations changes, a member may lose his/her mandate because then the conditions under which membership mandates are assigned as stated in art. 6 par 6 must be taken into account.

In case of resignation or exclusion of a member for whatever reason, the cytologic organisation(s) that has put forward the member has (have) to nominate a new member.

For the Ex officio members of the General Meeting, the following goes::

- deliberate resignation of a member can only be accepted if simultaneous resignation as a member of the board is submitted
- exclusion as a member of the board automatically includes loss of membership
- exclusion as a member of the general meeting implies exclusion from the board of directors

#### **ARTICLE 10**

Resigning or excluded members and their legal successors are not entitled to any part of the organisation's capital and can therefore never claim a refund of or compensation for membership fees paid or contributions made.

## **TITLE III: BOARD OF DIRECTORS**

### **ARTICLE 11**

The organisation is managed by a board of directors that consists of three members whose functions are President, Secretary-General and Treasurer

### **ARTICLE 12: Term of office of the directors**

The directors are appointed for the terms determined in article 20 of the statutes .

### **ARTICLE 13: Manner of appointment and remuneration of the directors**

The directors are appointed by the general meeting by a simple majority of votes. The directors are unpaid. (An extract of) All documents relating to the appointment of the directors must be deposited at the registry of the court of commerce and must be published in the annexes of the Belgian Official Gazette within thirty days after having been deposited.

### **ARTICLE 14: Expiration of term of office and removal of the directors**

The term of office of the directors is terminated by removal of a director by the general meeting, by voluntary resignation, by simple expiration of the term of office or by death.

A removal by the general meeting is decided by a simple majority of votes. However, it must be explicitly mentioned on the agenda of the general meeting.

A director who resigns voluntarily must notify the board of directors of his/her resignation in writing. In this case, the board of directors must convene the general meeting within two months, and the general meeting will have to provide for the replacement of the director concerned and notify the director concerned in writing. The director who resigns remains in function until the replacement is arranged.

All documents relating to the termination of office and the appointment of the directors must be deposited at the registry of the court of commerce and an extract of these documents must be published in the annexes of the Belgian Official Gazette within thirty days after having been deposited.

### **ARTICLE 15: Powers of the directors.**

The board of directors manages the affairs of the organisation and represents the organisation in and out of court. It is competent for all matters, with the exception of the matters explicitly reserved for the general meeting by law. It acts as plaintiff and defendant in all legal proceedings and decides whether or not certain legal remedies will be taken recourse to.

The board of directors appoints and dismisses the staff members and determines their salaries.

The board can set up different study groups and advisory committees and entrust them with a specific task, study or investigation that falls within the scope of the organisation's objects.

The board of directors exercises its powers as a board.

The board of directors can only decide validly if the majority of the directors is present. Decisions are taken by simple majority of votes. In the event of an equality of votes, the chairman or the person replacing the chairman has a casting vote.

### **ARTICLE 16**

The board of directors is convened by the secretary general by letter or by e-mail (with acknowledgement of receipt).

The meetings of the board of directors are chaired by the secretary general. If the secretary general is unable to attend or is absent, the meeting is chaired by the oldest of the directors present.

Deliberations of the board of directors can take place by means of modern means of communication, such as telephone conference or video conference.

The board of directors can invite advisors at its meetings.

## **ARTICLE 17**

Minutes are drawn up of every meeting and signed by the secretary general and a director. They are entered in a special register. Minutes are also communicated in written to the members. The extracts that have to be submitted and all other documents are validly signed by the secretary general and a director.

## **ARTICLE 18**

The board of directors issues all terms of reference which it deems necessary and useful.

## **ARTICLE 19**

Directors acting on behalf of the organisation do not need to provide proof of any decision or of any authorisation.

## **ARTICLE 20** : distribution of tasks

The general meeting elects among the directors a President, a Secretary-General and a Treasurer.

The President is elected by the General Meeting on recommendation of the national organisation that is appointed by the General Meeting as organizer of the next European Congress of Cytology

The President is responsible for the organisation of the European congress. His mandate starts in the year that precedes the year in which the next European Cytology Congress is to be organized and stays in function until his replacement in the year preceding a new European congress

During the year following the congress, the resigning President has the title of Past-President.

The secretary general is elected for a period of three years and can be re-elected once for the same period of time.

The treasurer is elected for a period of six years and can be re-elected.

**ARTICLE 21**: Persons authorised to represent the organisation pursuant to article 13, 4th paragraph of the law on non-profit organisations.

The board of directors can delegate its powers for certain actions and tasks to one of the directors or any other person, who may or may not be a member of the organisation, on its own responsibility.

The decisions to appoint the authorised representatives are taken by the board of directors and are valid if the majority of the directors is present at the board meeting.

Termination of office of these authorised representatives takes place

- a) voluntarily, by the authorised person him/herself, by means of a written resignation to be submitted to the board of directors
- b) by means of removal from office by the board of directors, which decides validly by a simple majority of votes if the majority of the directors is present. The decision in this respect by the board of directors must be notified to the person concerned by registered letter within seven calendar days.

All documents relating to the termination of office and the appointment of the persons authorised to represent the organisation must be deposited at the registry of the court of commerce and (an extract of) these documents must be published in the annexes of the Belgian Official Gazette within thirty days after having been deposited.

The general rule is that the organisation is always validly represented in and out of court by the secretary general and a director. The authorised representatives appointed pursuant to this article exercise their powers either separately or together.

**ARTICLE 22:** Persons entrusted with the daily management of the organisation, pursuant to art. 13bis, 1st paragraph, of the law on non-profit organisations.

The board of directors can appoint a management committee.

The decisions to appoint a management committee are taken by the board of directors by a simple majority of votes and are valid if the majority of the directors is present at the board meeting.

Termination of office of a member of the management committee takes place

- a) voluntarily, by the member of the management committee him/herself, by means of a written resignation to be submitted to the board of directors
- b) by means of removal from office by the board of directors, which decides validly if the majority of the directors is present. The decision in this respect by the board of directors must be notified to the person concerned by registered letter within seven calendar days.

All documents relating to the termination of office and the appointment of the members of the management committee must be deposited at the registry of the court of commerce and (an extract of) these documents must be published in the annexes of the Belgian Official Gazette within thirty days after having been deposited.

The decisions taken by the management committee, which meets as a board, are always taken after consultation with all members of the management committee, except if the daily management is entrusted to one person.

## **TITLE IV: GENERAL MEETING**

### **ARTICLE 23**

The general meeting consists of all active members and is chaired by the secretary general of the board of directors or by the oldest of the directors present.

Each member has one vote at the general meeting.

However, a member can be represented at the general meeting by a natural person, who may or may not be a member. An authorised agent can represent only one member.

### **ARTICLE 24**

The general meeting has exclusive powers for :

- amendments to the articles of association,
- appointment and removal of directors,
- appointment and removal of the internal auditors and determining their remuneration, if a remuneration is granted,
- discharge to the directors and the internal auditors,
- approval of the budget and of the account,
- voluntary dissolution of the organisation,
- exclusion of a member of the organisation,
- conversion of the organisation into a company with social purposes,
- the distribution of the positions among the directors,
- the determination of the annual membership fees of the affiliated members,
- the determination of dates and places of the European congresses,
- the approval of the minutes of the last general meeting,
- the approval of the annual report of the chairman
- all matters for which the present articles of association require a decision of the general meeting.

### **ARTICLE 25**

The general meeting is validly convened by the board of directors or by the secretary general whenever a meeting is required in the interest of the organisation.

A general meeting must be convened at least once a year for the approval of the accounts of the past year and of the budget for the next year.

## **ARTICLE 26**

The general meeting is held within six months after the closing of the financial year.

## **ARTICLE 27**

Moreover, the board of directors has the obligation to convene the general meeting whenever 1/5th of the active members addresses a request in this respect to the board of directors by means of a registered letter which indicates the items on the agenda.

## **ARTICLE 28**

In order to be valid, the notices convening a general meeting must be signed by the secretary general or by two directors. All active members must be convened by ordinary or by registered letter or by e-mail (with acknowledgement of receipt) at least three months before the meeting.

In circumstances described in art. 30 of the articles of association the term of convening is minimum eight days.

## **ARTICLE 29**

The convening notice, which indicates the venue, date and time of the meeting, contains the agenda, which is established by the board of directors. Any item that is put forward in writing by 1/20th of the active members must be included in the agenda. Obviously, this item must be signed by 1/20th of the members and must have been submitted to the chairman of the board of directors at least two weeks before the meeting. Items that are not on the agenda can in no case be dealt with.

## **ARTICLE 30**

In order for the general meeting to deliberate validly, at least half of the members must be present or represented. Decisions are taken by simple majority of the votes. In the event of an equality of votes, the secretary general or the person chairing the meeting at that moment has a casting vote.

If an insufficient number of members are present or represented at the first general meeting, a second general meeting can be convened, which can take place regardless of the number of members present or represented.

This second general meeting (with the same agenda) cannot be held eight days following the first meeting. The same interval of eight days must also be taken in consideration if a second meeting has to reconvene and decide on amendments to the articles of the association or on dissolution of the organisation.

Votes are given in public, unless one of the members requests a secret ballot. Votes are always given by secret ballot in case of appointment and removal of directors and officers and in case of votes concerning members and organizations.

Deliberations of the general meeting can take place by means of modern means of communication, such as telephone conference or video conference.

## **ARTICLE 31: amendment to the articles of association**

The decision to amend the articles of association can only be taken if the amendment is mentioned in detail on the agenda and if 2/3rds of the active members are present or represented. If this quorum is not reached, a second meeting can be convened, as stipulated in the present articles of association, at which the meeting will be able to take a valid decision regardless of the number of members present. The second meeting cannot be held within 15 calendar days following the first meeting. A majority of 2/3rds of the votes present or represented is required for any amendment to the articles of association, even at the second general meeting. A change in the objects of the organisation requires a 4/5th majority.

In case of an amendment to the articles of association, the changes and the entirely co-ordinated articles of association after the change will be deposited at the registry of the court of commerce. (An extract of) the changes must be published in the annexes of the Belgian Official Gazette within 30 days after having been deposited.

## **ARTICLE 32**

A voluntary dissolution of the organisation is subject to the same rules as those described for a change in the objects of the organisation.

### **ARTICLE 33**

A 2/3rd majority of the votes is required for the exclusion of a member. In case of an exclusion of a member, this item must also be included in the agenda and the member concerned must be invited to put forward his defence.

### **ARTICLE 34**

Minutes are drawn up of each meeting, are signed by the secretary general and a director and entered in a special register. A copy of the minutes is also sent to the members and communicated on the EFCS website. The minutes are to be approved at the next general meeting. The minutes can be consulted by members and any interested third parties at the head office of the organisation. Extracts are validly signed by the secretary general and a director or, in the absence of the secretary general, by two directors or, in the absence of directors, by two members of the general meeting.

## **TITLE V: ACCOUNTS AND BUDGETS**

### **ARTICLE 35**

The organisation's financial year starts on April 1<sup>st</sup> and ends on March 31<sup>st</sup>.  
The board of directors closes the accounts for the past financial year and prepares the budget for the next financial year. Both are submitted to the approval of the general meeting, which is held within six months after the closing of the financial year.  
The board of directors nominates two advisors that revise the accounts in advance of the General Meeting. They testify the authenticity of the accounts at the annual General Meeting.

## **TITLE VI: DISSOLUTION AND LIQUIDATION**

### **ARTICLE 36**

Except in case of a court-ordered dissolution or a dissolution by operation of law, only the general meeting can decide to dissolve the organisation, if 2/3rds of the members are present or represented at the general meeting and, moreover, a 4/5th majority agrees to voluntarily dissolve the organisation. The proposal for voluntary dissolution of the organisation must be mentioned explicitly on the agenda of the general meeting.

If no 2/3rds of the members are present or represented at this general meeting, a second general meeting must be convened, which deliberates validly regardless of the members present or represented. A 4/5th majority is required for a voluntary dissolution of the organisation.

In case of voluntary dissolution, the general meeting or the court appoints one or several liquidators and determines their powers and the conditions for liquidation.

After settlement of the debts, the organisation's assets will be distributed among the affiliated recognised cytological organisations.

The decision to dissolve the organisation, the appointment and the termination of office of the liquidators will be deposited at the registry of the court of commerce. An extract of this decision to dissolve the organisation, this appointment and this termination of office of the liquidators must be published in the annexes of the Belgian Official Gazette within 30 days after having been deposited.

### **ARTICLE 37**

The law of 27 June 1921, amended by the law of 2 May 2002, is applicable to anything that is not covered by the present articles of association.

Thus drawn up and accepted at the founding meeting of August 29, 2009 in Paris.

Cochand-Priollet Beatrix

Da Cunha E Sousa De Oliveira Maria Helena



Schenck Ulrich

Schmitt De Landér Fernando Carlos

Thienpont Louis

Toetsch Martin

Vielh Philippe

Verhest Alain



## **European Federation of Cytology Societies EFCS**

**Onderbergen 63  
9000 Ghent**

### **DEED CONCERNING THE BOARD OF DIRECTORS AT FOUNDATION**

The General Assemblée has elected as Directors :

Schmitt De Landér Fernando Carlos, Rua Manuel Moreira de Barros 618-B R-305, 4400-346 Vila Nova de Gaia (Portugal), born 16/08/1959, at Santa Maria (Brazil)

Tötsch Martin, Hufelandstrasse 55, 45147 Essen (Germany), born 16/11/1958, at Innsbruck (Austria)

Vielh Philippe, 49 boulevard Desmoulins, 92330 Sceaux (France), born 14/02/1954, te Aix-en-Provence (France)

The board of Directors exercises its powers as a board, but can -under its own responsibility- delegate certain powers to one or more mandated persons.

The board of directors manages the affairs of the society and represents the society in and out of court. It is competent for all matters, with the exception of those matters reserved explicitly by law to the general meeting. It exercises all authority that is not reserved to the general meeting by law or by these articles of association, on condition that its decisions are taken within the limits of the budget that was approved by the general meeting.

The board of directors appoints all staff and functions needed for adequate functioning of the organisation .

Paris, August 29, 2009

Thienpont Louis  
Endorsee



**European Federation of Cytology Societies**  
**E F C S**  
**Onderbergen 63**  
**9000 Ghent**

**DEED CONCERNING PERSONS AUTHORIZED TO  
REPRESENT THE SOCIETY**

**The General Meeting elected among the Directors and appointed in function of :**

President: Schmitt De Landér Fernando Carlos, Rua Manuel Moreira de Barros 618-B R-305, 4400-346 Vila Nova de Gaia (Portugal), born 16/08/1959, at Santa Maria (Brazil)

Treasurer: Tötsch Martin, Hufelandstrasse 55, 45147 Essen (Germany), born 16/11/1958, at Innsbruck (Austria)

Secretary-General : Vielh Philippe, 49 boulevard Desmoulins, 92330 Sceaux (France), born 14/02/1954, at Aix-en-Provence (France)

According to the Statutes the society is legally represented for all administrative and financial obligations, in and out of court, by the Secretary-General together with either the Treasurer or the President

**The Board of Directors also appointed as additional representative of the Society :**

Thienpont Louis, Onderbergen 63, 9000 Ghent, born Ghent 05.06.1943

The board of directors appointed the additional representative with unlimited and separate powers to fulfil all administrative obligations for the Society. This includes a.o. the right to sign documents towards the registry of the court of commerce, post and messenger services, to sign the tax declaration,...

Paris, August 29, 2009

Thienpont Louis  
Endorsee



## **European Federation of Cytology Societies**

**E F C S**

**Onderbergen 63**

**9000 Ghent**

### **DEED REGARDING PERSONS ENTRUSTED WITH THE DAILY MANAGEMENT**

The board of Directors appointed as daily manager :

Vielh Philippe, 49 boulevard Desmoulins, 92330 Sceaux (France), born 14/02/1954, at Aix-en-Provence (France)

The manager is responsible for day-to-day functioning and practical management of the society. At any time the manager is accountable to the Board of Directors. The Board of Directors can pass on personal responsibility to a member of the daily management committee that exceeds his/her competence.

Paris, August 29, 2009

Thienpont Louis  
Endorsee