

European Federation of Cytology Societies vzw
EFCS vzw
Onderbergen 63
9000 Gent
RPR Gent (afdeling Gent)
Ondernemingsnummer: 0821.599.502

ARTICLES OF ASSOCIATION

The General Assembly held September 9th, 2021, gathered in a valid way and with a sufficient number to guarantee legal attendees and majority, has decided to change the statutes in order to comply with the Belgian code of law (Wetboek van vennootschappen en verenigingen (WVV)).

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 Company Head Office is located in 2650, Edegem, Ingenieur David Hansenstraat 7 and comes under the jurisdiction of the Flemish Region. It can be moved by decision of the board of directors in so far this does not imply a change of language of the statutes. The Board of directors has the powers to include the address change of the Head Office into the statutes.

ARTICLE 3

Mission

The organization pursues a non-profit aim. It shall, under pain of being declared null and void not provide any direct or indirect capital or financial advantage to the founders, the members, the directors or any other person except to serve the non-profit aim described in the statutes

The organization has as non-profit mission: to promote cytology as a discipline

Objects

The organization pursues the non-profit aim by the object of several activities. These activities concern

- 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 grants
 - 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 perform all activities that may be conducive to the realisation of these objects in so far that the benefits of these activities are used for the purpose for which the organisation was established.

The organization does not run any business or does not carry out any profitable activity according to the Belgian code law art2, 5° WI92. The organization carries out activities, only ancillary related to industry, commerce or agriculture or activities, not carried out by Industrial or commercial methods, according to the Belgian code law art2, 5° WI92

ARTICLE 4

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

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 effective members.

The organisation can have effective and affiliated members.

Only the effective members have full membership, including the right to vote at the general meeting. Effective members are those members listed in the member register, kept at the Organisation Head Office. The legal stipulations are only applicable to the effective members. Non-effective members are affiliated and 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 effective 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 representation 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 nominated 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 will communicate the names of members to the secretary general in writing, who confirms them 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

Members are not obliged to pay a membership fee.

The cytological organisations however, have to pay a membership fee, amounting to maximum 3000 euro.

The annual membership fee is determined by the general meeting. Affiliated members failing to pay the membership fee for two years lose their recognition by January 1st in the third year.

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 2/3rd 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.

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.

ARTICLE 12:

The president's mandate starts in the year that precedes the year in which the next European Cytology Congress is to be organized and stays in post until his replacement in the year preceding a new European congress.

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 13:

The directors are appointed by the general meeting by a simple majority of votes.

ARTICLE 14:

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.

ARTICLE 15:

A director who resigns voluntarily must notify the board of directors of his/her resignation in writing (e-mail, regular or registered letter). In this case, the board of directors must convene the general meeting within a reasonable term, and the general meeting will have to provide for the replacement of the director concerned. The director who resigns remains in post until the replacement is arranged by the general meeting.

Coopting of directors by the Board of directors is not allowed.

ARTICLE 16

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 votes being tied , the chairman or the person replacing the chairman has a casting vote.

ARTICLE 17

In case the Board has to make any decision or take action for matters within its competence in which a Board Director has a direct or indirect conflict of interest of a property law nature with possible prejudice to the interests of the EFCS association, this Director should notify the Board before the decision is taken by the Board.

For those decisions and actions subject to a conflict of interest, the concerned Director cannot participate in the debate of the Board nor participate in the vote. In case the majority of Board Directors has a conflict of interest, the decisions or actions will be submitted to the General Assembly for approval, in which case the Board may proceed.

The regulation for conflict of interest is not applicable to the decisions of the Board for usual transactions carried out under conditions and certainties commonly applicable on the market for similar transactions.

ARTICLE 18

Deliberations of the board of directors can take place by means of telephone-, video- or mail conference. In this case, all principles valid for a physical meeting are applicable. One individual director can participate at a meeting by telephone-, video- or mail and deliberate by those means about the agenda points.

ARTICLE 19

In exceptional circumstances, the decisions of the Board can be taken by unanimous written decision of all Board Directors, except for those decisions that are excluded by the Statutes. The decisions should be minuted and included in the report of the next assembly. Hereby, all reasons leading to the choice of written decision making should be included.

ARTICLE 20

The board of directors is convened by the secretary general or by two Board directors acting together.

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 in age of the directors present.

ARTICLE 21

Minutes are drawn up of every meeting and signed by the secretary general and any director who requests to do so.

ARTICLE 22

The board of directors issues all terms of reference which it deems necessary and useful. If applicable, the most recent approved version is kept at the Head office of the organization.

ARTICLE 23

Without prejudice to the general power of representation of the board of directors as a body, the organisation is validly represented in and out of court by the Secretary-general and one director.

ARTICLE 24

Directors acting as described in article 23 do not have to show any decisions or mandates to third parties.

ARTICLE 25

For certain special actions and tasks, the board of directors can mandate one or more directors or any other person, who can act individually or together. The mandate holder(s) act within the limits of the special mandate, as described by the Board of directors.

ARTICLE 26

The Board of Directors can appoint a Daily Management. The daily management consist of the actions and activities needed for daily continuity of the organization or actions or decisions that

do not justify an intervention of the Board of Directors both by their relative unimportance or necessity of rapid decision.

The daily management is appointed by the Board of Directors

Termination of office of these authorised representatives takes place

a) voluntarily, by the authorised person him/herself, by means of a written resignation (mail, letter or registered letter) to be submitted to the board of directors

b)-by means of removal from office by the board of directors

The decision in this respect by the board of directors must be notified to the person concerned.

ARTICLE 27

The daily management acts as a Board. The daily management can only deliberate and decide validly if the majority of daily managers are present. Decisions are taken by simple majority of votes of the managers present. Daily management can be carried out individually in case one single person is appointed as daily manager.

For external representation of the daily management, the organisation is legally represented by one Board director, acting alone.

The daily management can hold meetings by means of as telephone-, video- or mail and deliberate by those means about the agenda points. In this case, all principles valid for a physical meeting are applicable. One individual manager can participate in a meeting by means of as telephone-, video- or mail and deliberate by those means about the agenda points.

TITLE IV: GENERAL MEETING

ARTICLE 28

The general meeting consists of all effective members and is chaired by the secretary general of the board of directors or, in the absence of the Secretary-General, by the oldest in age 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 nominated person, who may or may not be a member. An authorised agent can represent only one member.

The Board of Directors can give permission that effective members participate remote to the discussions of the General Assembly by means of electronic communication means. In case the Board of directors foresee this option, the procedures for remote participation are described in the convening notice.

In derogation to contrary provisions in Article 4 of the statutes and except in case of a change of the statutes, the decisions of the General Assembly can be taken in writing without convening and without discussion, providing there is unanimous agreement of all effective members.

ARTICLE 29

The general meeting has exclusive powers for

- amendments to the articles of association, except for those matters resorting under the competence of the Board, as described in the Belgian law code (WVV)
- appointment and removal of directors and determining their remuneration, if a remuneration is granted.
- appointment and removal of the internal auditors and determining their remuneration-
- discharge to the directors and the internal auditors, as well to install association claims against the directors and internal auditors.
- approval of the budget and of the yearly account,
- voluntary dissolution of the organisation,
- exclusion of a member of the organisation,
- conversion of the vzw non-profit organisation into a company with social purposes, (ivzw, cooperative association recognized as social company, or cooperative association social company)
- to do or to accept an 'input for not' of an entirety
- all matters for which the present articles of association require a decision of the general meeting

ARTICLE 30

The general meeting is validly convened by the board of directors or by the secretary general whenever a meeting is required by law or by the mission and/or objects of the organization. The Board of directors has the exclusive power of decision.

ARTICLE 31

The board of directors has the obligation to convene the general meeting whenever 1/5th of the effective members addresses a request in this respect to the board of directors by means of a regular or registered letter which indicates the items on the agenda. In this case, the Board of Directors convenes the general meeting within twenty-one days after the meeting request. The general meeting is held no later than on day forty following the request.

ARTICLE 32

In order to be valid, the notices convening a general meeting must be signed by the secretary general or, in case he is prevented, by one of the directors. All effective members must be convened by ordinary or by registered letter or by e-mail at least ninety days before the meeting.

ARTICLE 33

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 five days before the meeting. Items that are not on the agenda cannot be dealt with.

ARTICLE 34

Subject to the law or compelling matters described in the statutes, decisions are taken as follows:

- Decisions are taken by simple majority of the votes of the present and/or represented members, providing at least half of the members must be present or represented.
- If an insufficient number of members are present or represented at the first general meeting, a second general meeting can be convened, as described in the statutes, which can take place regardless of the number of members present or represented.

In the event of an votes being tied, the secretary general or the person chairing the meeting at that moment has a casting vote. Abstentions and illegal votes are not taken into consideration.

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.

ARTICLE 35

The decision to amend the articles of association can only be taken by the general meeting, except for those matters resorting under the competence of the Board, as described in the Belgian code law (WVV)

The general meeting can only decide 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 mission and objects of the organisation requires a 4/5th majority. Abstentions and illegal votes are not taken into consideration.

ARTICLE 36

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

ARTICLE 37

Exclusion of a member is subject to the same rules as those described for a change in the mission or objects of the organisation.

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 their defence.

ARTICLE 38

Minutes are drawn up of each meeting, and are signed by members who wish to do so.

The minutes can be consulted by members and any interested third parties at the head office of the organization-

TITLE V: ACCOUNTS AND BUDGETS

ARTICLE 39

The organisation's financial year starts on April 1st and ends on March 31st.

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 review 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 40

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 2/3rds of the members are not present or represented at this general meeting, a second general meeting must be convened, which deliberates and is quorate regardless of the members present or represented. A 4/5th majority is required for a voluntary dissolution of the organisation. Abstentions and illegal votes are not taken into consideration.

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 within the limits and providing compliance to the legal provisions.

In case more than one liquidator is appointed, each liquidator is entitled individually to take all mandatory or desirable actions for liquidation of the organization. Each liquidator individually can represent the organization against third parties within the appointment of liquidation.

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

ARTICLE 41

The law entitled Wetboek van Vennootschappen en Verenigen (WVV) is applicable to anything that is not covered by the present articles of association.

Thus drawn up and accepted at the General meeting of September 9th, 2021, Edegem

Jerzy Klijanienko, President

Danijela Vrdoljak Mozetic, Secretary General

