

# Constitution

## 1. Name and domicile

### Article 1

A Non-Profit Organization was established under the name '**European Cell Death Organization**'. This name can be abbreviated as **ECDO**. All acts, invoices, announcements, publications and all other documents from the non-profit organization must state the name of the association, preceded or followed by the words: 'Vereniging zonder Winstoogmerk', or the abbreviation 'V.Z.W.' and the registered office, which should be written legibly.

### Article 2

The registered office is located in 9052 Ghent (Zwijnaarde), Technologiepark 927, in the judicial district Ghent-Eeklo. It can be transferred to any other place within the Dutch-speaking or bilingual part of Belgium by decision of the general assembly. Any change in the registered office must be announced within a period of one month in an Annex to the Belgian Bulletin of Acts, Orders and Decrees.

## 2. Duration

### Article 3

The association has been founded for an indefinite period of time and can be dissolved at any time.

## 3. Aims and objectives

### Article 4

The aims of the association, in Belgium and abroad, are:

- to exchange and share information on current developments in the field of cell death research;
- to collect and disseminate information, materials and tools from laboratories and research groups engaged in cell death research in various European countries;
- to encourage scientific links between and among the participating laboratories;
- to assist the mobility of students and researchers between institutions (within and across national borders);
- to alert members to new grant application possibilities related to cell death;
- to facilitate collaborative projects, grant applications and formation of networks related to cell death research;
- to promote and assist the development of new initiatives in European science policy;
- to form interest groups in relation to various topics of cell death research;
- to provide an organization to cell death researchers through which to interact with other international societies;
- to stimulate research and development interactions between academia and industry.

In connection with these aims, the association can hold, even indirectly, movable and immovable property, either in freehold or in usufruct, and take all sums and values in receipt, manage and assign them.

## 4. Membership

### 4.1 Admission

#### Article 5

The association is composed of members. The number of members is not limited. The minimal number of members is fixed to three. The founders of the V.Z.W., among others, are members.

#### Article 6

To apply for membership to ECDO, the applicant is required to present a written request to the board of directors.

Anyone wishing to become a member of ECDO must:

- be a scientist with an interest in cell death research;
- provide a brief description of his/her interests and scientific background in the written request to the board of directors;
- support the aims and activities of the organization.

The board of directors will evaluate and decide upon each new candidature. Its decision is final and not subject to appeal.

### 4.2 Resignation, exclusion, suspension

#### Article 7

Resignation, exclusion and suspension of members will occur as stated in the appropriate law and in this Constitution.

#### Article 8

On the motion of the board of directors, the general assembly can exclude from the association a member who

- behaves in a way that is incompatible with the realization of the aims of the association;
- fails in fulfilling his/her obligations to the association as set out in this Constitution;
- fails to maintain the conditions that allowed his/her initial admission, as set out in this Constitution, and/or does not promote the aims of the organization.

#### Article 9

The board of directors will notify the member of the proposal of exclusion by registered letter.

The member who is subject to exclusion has the right to defend himself/herself before the general assembly. This can be done in writing before the general assembly convenes to decide on the matter, or orally at the general assembly.

The general assembly decides upon the exclusion of a member as stated by law.

The member who is subject to exclusion has to abstain from voting on the matter of his exclusion and his presence does not contribute to the quorum.

The decision of the general assembly concerning the exclusion of a member is final and doesn't need substantiation.

The decision will be announced to the member by registered letter containing a certified copy of the decision.

The exclusion is effective on the date stated on the notification.

Neither the excluded member nor his/her rightful claimants or heirs have any rights on the assets of the association and can under no circumstances demand the refunding of his/her memberships fees or other sums paid to the association.

#### Article 10

The board of directors can suspend a member for all the reasons stated in Article 8 or for any other reason.

The suspension is decided by a two-thirds majority of the present or represented directors.

The decision of the board of directors on the suspension of a member is announced to the member by registered mail containing a certified copy of the decision.

The suspension is effective on the date stated in the notification.

From the moment the board of directors has suspended a member, the general assembly is convened to state the maintenance of the suspension.

The suspended member has the right to defend himself/herself before the general assembly. This can be done in writing before the general assembly convenes to decide on the matter, or orally at the general assembly.

The decision of the general assembly concerning the suspension of a member is final and doesn't need substantiation.

The decision will be announced to the member by registered letter containing a certified copy of the decision.

When opportune, the board of directors can lift the suspension the general assembly decided the maintenance of. In that case, the general assembly is convened to confirm the lifting of the suspension.

#### Article 11

Every member of the association is free to hand in his/her resignation at any moment by registered mail to the board of directors.

The registered letter has to be received at least one month before the end of the financial year of the association. The resignation becomes effective at the end of the running financial year.

Neither the member who resigned nor his/her rightful claimants or heirs have any rights on the assets of the association and can under no circumstances demand the refunding of his/her memberships fees or other sums paid to the association. When a member refuses to pay his/her membership fee, the board of directors has the right to consider this refusal as a resignation.

### 4.3. Contribution

#### Article 12

The annual contribution which has to be paid by the members is decided upon every year by the general assembly. The maximal amount of the annual contribution is set to three hundred euros.

### 4.4 Register of members

#### Article 13

The board of directors keeps at the registered office a register of members. This register contains the names, first names and addresses of the members, or in case of a legal entity, the name, legal form and address of the registered office.

All decisions concerning the admission, resignation or exclusion of members are entered into this register by the board of directors within eight days of its notification of the decision.

## 5. General Assembly

### Article 14

The general assembly is composed of all the members

The general assembly has the rights that have been assigned to it by law or by this Constitution.

More particularly, the general assembly has the authority:

- to change the Constitution;
- to appoint and dismiss the members of the board of directors;
- to appoint and dismiss the commissioners and to determine their remuneration in case one is granted;
- to discharge the directors and commissioners;
- to approve the budget and the accounts;
- to voluntarily dissolve the association;
- to exclude members;
- to convert the association into a Partnership for Social Action;
- in all cases the Constitution calls for

### Article 16

The general assembly should be convened at least once a year. An extraordinary general assembly can be convened at any time by a decision of the board of directors or on demand by at least one fifth of the members. Every assembly is held on the day, hour and place stated in the call.

All members should be invited to the assembly.

### Article 17

The general assembly is called to convene by the board of directors by a letter signed by the secretary on behalf of the board of directors, and sent by mail to each member at least eight days before the assembly. The agenda is stated in the call. Except for cases stipulated by law, the assembly can legitimately deliberate on items not stated in the agenda.

### Article 18

Every member has the right to attend the assembly. He/she can be represented by another member of the association. Every member can represent only one other member.

### Article 19

The general assembly is chaired by the president of the board of directors, or in his absence by the vice-president. In the absence of the latter, the assembly is chaired by the most senior of the directors present.

### Article 20

In the general assembly, all members have equal rights to vote and every member has one vote.

The decisions are adopted by simple majority of the present or represented votes, except for various provisions stipulated by law or by this Constitution.

The general assembly can discuss and decide on changes to the Constitution in a legal manner only if they are explicitly stated in the call, and when at least two thirds of the members are present or represented at the assembly.

An amendment can only be accepted if a majority of two thirds of the votes of the present or represented members is reached.

However, if the amendment concerns the aims for which the association is founded, it can only be accepted if a majority of four fifths of the votes of the present or represented members is reached.

In case less than two thirds of the members are present or represented at the first assembly, a second assembly can be convened, which can legitimately discuss and decide , as well as accept amendments by the majorities of votes stated in the second or the third paragraph, regardless of the number of present or represented members. The second assembly cannot be held within fifteen days of the first assembly.

In case of equality of votes, the vote of the president or the senior director replacing him is final.

#### Article 21

The general assembly can only decide upon the dissolution of the association or on changing the Constitution if the legal provisions concerned are observed.

#### Article 22

The decisions of the general assembly are written down in the register of minutes and signed by the president and one director. This register is kept at the registered office, where all members can inspect it.

The decisions of the general assembly are obligatory for all members, even for the absentees or those who voted against.

Every member or third party who expresses his/her interest can request certificates, which will be signed by the president of the board of directors and by one director.

Every change in the Constitution must be announced within one month of its date in the Annex to the Belgian Bulletin of Acts, Orders and Decrees. This also applies for every appointment, resignation or dismissal of a director.

## **6. Board of directors**

#### Article 23

The organization is managed by a board composed of at least three directors, natural or legal persons, whether or not members of the association. However, if only three persons are members of the association, the board of directors is composed of only two persons. The number of directors must in all cases be lower than the number of members of the association. The members are elected by the general assembly, for a term stated by the general assembly, and can be dismissed at any time. If no term is stated, the members are deemed to be elected for an indefinite period of time.

#### Article 24

In case a vacancy arises during a mandate, an interim director is appointed by the board of directors until the next annual meeting. He/she will finish the mandate of the director he/she replaces.

The resigning directors are eligible for re-election.

#### Article 25

The board chooses from among its members a president, a vice-president, a treasurer and a secretary. A member of the board can fulfil one or more of these functions. In case the president is unable to attend, his task will be fulfilled by the senior director present.

#### Article 26

The board is convened by the president and/or secretary as often as needed for the interests of the association and at least once a year. The meetings are held at the

place stated in the calls. The board can make decisions only if the majority of the members is present or represented. Every director who is absent can grant written power of attorney to another director to represent him/her at the meeting and to vote on his/her behalf in a legal manner. This legal representative should be present at the meeting.

A 'decision' made by the board of directors is defined as a dated document, signed by all directors and reported in the register of minutes.

The decisions are made by plain majority of votes. In case of equality of votes, the vote of the president or the senior director replacing him is final. The decisions are recorded in minutes signed by the president and the secretary and are written down in a special register. The minutes are sent to all directors. Certificates that have to be deposited must be signed by the president and the secretary. In case the president is absent, two members of the board of directors can sign.

#### Article 27

The board of directors has full power to manage the association. Within six months of the end of a designated financial year, the board of directors must submit the accounts of the past financial year and the estimate for the coming financial year for approval to the general assembly. Only deeds belonging to the exclusive authority of the general assembly by law or by this Constitution will be excluded from the authority of the board of directors.

#### Article 28

The board of directors can assign the day-to-day management of the association, as well as the representation of the board, to one (or several) delegate director(s) or authorized person(s). The power and the possible salary is determined by the board. The board can at any time dismiss and/or replace the delegate director(s).

#### Article 29

The board of directors represents the association in legal matters as claimer and as defendant, on demand of the president or the delegate director.

The acts by which the association is committed, other than those concerning the day-to-day management, are signed by two directors, who act without substantiating their authority, except in cases the board of directors appoints a special delegation.

#### Article 30

The directors cannot make personal commitments because of their function; their liability is restricted to the fulfillment of their duty.

#### Article 31

The secretary, and in his absence the president, has the authority, by provisional or definite title, to accept the generousities made to the association and to go through the necessary formalities to acquire them.

## **7. Control**

#### Article 32

According to article 17 paragraph 5 from the law on non-profit organizations, and as long as the association meets the criteria of "small organization" as stated in the abovementioned article, no commissioner has to be appointed.

If the association does not meet the abovementioned criteria anymore, control has to be assigned to one or several commissioners appointed by the general assembly.

## **8. Regulations of internal order**

### Article 33

The board of directors can present to the general assembly a code of internal order. These regulations can be changed by the general assembly by plain majority of present or represented members.

## **9. General statements**

### Article 34

The financial year runs from January 1 to December 31 of each year.

### Article 35

The accounts of the expired year and the estimates of the following year will be subjected to approval by the general assembly every year.

### Article 36

In case of dissolution of the association, one or several liquidators are appointed by the general assembly; the general assembly will determine their authority and the destination of the active properties.

This destination needs to be consonant with the aim of the foundation of the organization.

These decisions and the name, profession and address of the liquidators need to be announced in the Annex to the Belgian Bulletin of Acts, Orders and Decrees.

### Article 37

Any matter not explicitly stated in this Constitution will be dealt with according to the appropriate law.

### Temporary provisions

Exceptionally, the first financial year starts on September 12 two thousand three and ends on December 31 two thousand four.

The general assembly held at present has appointed as director;

-Hans-Uwe SIMON, born in Eisenach (Germany) on August 3 nineteen hundred and fifty-eight, domiciled at CH-3005 Bern (Switzerland), Weststrasse 11

-Mauro Piacentini, born in Rome (Italy) on June 29 nineteen hundred and fifty-three, domiciled at Rome (Italy), Via Di Villa Fonseca 1

The above mentioned directors will execute their mandate for free.

This Constitution has been registered at Ghent (Belgium) on September 12, 2003 at 19.00 hrs.

During an extraordinary general assembly, held in Maynooth (Ireland) on June 26, 2004, the following persons were officially appointed as ECDO directors:

- Peter KRAMMER, born at Rheydt (Germany), on April 2 nineteen hundred forty-six, domiciled at Heidelberg (Germany)
- Boris ZHIVOTOVSKY, born at Baku (Sovjet-Union), on June 25 nineteen hundred forty-seven, domiciled at Solna (Sweden)
- Laszlo FESUS, born at Hernadnemeti (Hungary), on November 13 nineteen hundred forty-seven, domiciled at Debrecen ( Hungary)
- Marie-Lise GOUGEON, born at Parijs (France), on July 15 nineteen hundred fifty, domiciled at Clamart (France)
- Klaus Michael DEBATIN, born at Karlsruhe (Germany), on december 6 nineteen hundred fifty-two, domiciled at Ulm (Germany)
- Peter VANDENABEELE, born at Gent (Belgium), on April 3 nineteen hundred sixty-one, domiciled at Gent (Belgium)
- Gerry MELINO, born at Napels (Italy) on September 14 nineteen hundred fifty-three, domiciled at Rome (Italy)
- Wilfried BURSCH, born at Troisdorf (Germany), on October 7 nineteen hundred forty-nine, domiciled at Vienna (Austria).

The directors will exert their mandate without remuneration.

This change to the constitution was submitted to the Chambre of Commerce in Ghent on September 13, 2004.