

" European Cancer and Environment Research Institute "

« ECERI »

International Non-Profit Organization
Avenue Blücher 184
Uccle (1180 Bruxelles)

STATUTES OF ECERI

I. Name and headquarters

In compliance with the Belgian Act of 27 June 1921, amended by the act providing the framework of 27 December 2004, an International Non-Profit Organization is created and called **European Cancer and Environment Research Institute (ECERI)**.

Its headquarters are located at avenue Blücher 184, in Uccle, 1180, Brussels, Belgium.

II. Purpose, aims and composition of the organization

Article 1

ECERI is a European research organisation on cancer and the environment created by the Association for Research and Treatment against Cancer (ARTAC), as declared by a publication in the *French Journal Officiel* on 23 March 1984, whose headquarters are located at 57-59 rue de la convention, 75015 Paris, France. ECERI aims at promoting the development of scientific research in the fields of carcinogenesis, environment, cancer treatments and environmental prevention in the continuation of the scientific work of Lorenzo Tomatis, who was the former Director of the International Agency for Research on Cancer (IARC) from 1982 to 1993, and is today represented by his son Paolo Tomatis, as a founder member of ECERI.

The purpose of ECERI is to study the environmental causes of cancer and the genetic and epigenetic mechanisms which contribute to initiate, promote and develop cancer, and to propose and set up preventive measures and innovative treatments resulting from this research. Given that cancer can be considered as a scientific model that may be applied under certain conditions to other diseases, ECERI might as well consider the study of other diseases or affections resulting from environmental causes. Therefore, ECERI contributes to the promotion and coordination of a European network of multidisciplinary researchers specialized in environmental health and/or environmental medicine.

The objectives of ECERI are:

- 1- To facilitate scientific relations and collaboration between different cancer and environment research teams from the E.U. Member States.
- 2- To serve as an interface in contacts and negotiations with European institutions, particularly in order to set up and carry out multistate research related to European programs devoted to cancer prevention and treatment and public health.
- 3- To boost fundamental and applied research in the field of health and more particularly, in oncology, in

compliance with research and public health priorities as established by European research programs.

- 4- To lead innovative European-wide research in the fields of carcinogenesis and cancer treatments and within the framework of environmental prevention, to develop new primary prevention and screening methods, with the aim of having a direct impact on society , such as the declining incidence and mortality of diseases, particularly of cancer.
- 5- To circulate the results of ECERI's research to all E.U. Member States and beyond, internationally.
- 6- To develop a database registering all scientific work carried out worldwide, in particular in Europe, in the field of carcinogenesis and environmental prevention of cancers.
- 7- To contribute to inform E.U. Member States and European institutions of the different options regarding public health policies in accordance with scientific breakthroughs in the field of environmental health, environmental medicine and environmental prevention, through offering the European Institutions highly competent experts, documents and reports testifying the present state of research in the field of public health, and more particularly of oncology.
- 8- To set up and carry out close collaboration with national and international health organisations and cancer research centres.
- 9- To contribute to the training of scientists and medical doctors in the field of environmental health and environmental medicine by organizing international colloquiums and specific training.

In order to fulfil these objectives, ECERI implements adapted resources and activities.

Resources :

ECERI assembles a federative set of research centres or units specialized in the field of oncology and of other diseases caused by environmental degradation, whether it is physical, chemical or biological. The different research centres or units are located in all the EU member states. The research coordinating centre is located in Paris, at ARTAC headquarters.

Moreover, the association has a network of international scientific experts and researchers, working in the whole world, in North America, in the United States and in Canada, in South America, particularly in Argentina, in Asia, particularly in Japan, but also in Eastern Europe, in Africa and in Australia.

ECERI is composed of a 12-member Scientific Council.

Activities :

The activities of ECERI fit the following targets :

- launching of research in member states, coordination and implementation of studies.
- constitution of pan-Europe data bases
- organisation of scientific workshops, colloquiums and training
- participation of experts in workshops organised by European institutions
- drafting of reports and expertise documents
- communicating public health recommendations for the general public.

At the end of each year, the Executive Director of the Institute writes up a scientific report and submits it to the Scientific Council for approval. The report is then submitted to the Executive Board for final approval.

Any change in the purpose or aims of the organization will be subject to approval by an order of the King and forwarded to the Clerk's Office of the Brussels Commercial Court.

Article 2 : Composition and resignation

Composition

The association is composed of individual persons and representatives of organizations, institutions and societies that are involved in the field of scientific research, health and environment.

Each member is liable for the payment of a yearly subscription set by the General Assembly according to provisions specified in ECERI's internal regulations.

The association comprises two types of members :

- *adherent members* : category accessible to all members, physical members as well as moral entities
- *members of honor* : the title of member of honor can be awarded by the Executive Board to individuals or moral entities who render or have rendered services brought to the association's attention. This title confers to individuals or moral entities the right to attend the General Assembly without having to pay a fee.

All the candidatures for membership have to fulfill the statutes' rules, as well as the procedures and the decisions of the General Assembly and of the Executive Board.

The candidate sends a written request to the President of the Executive Board.

The President, in agreement with the Executive Board, decides on the following of the membership request. This decision is final, does not offer any possibility of appeal and does not have to be motivated by the Executive Board.

Withdrawal :

Any member wishing to withdraw from the association has to inform the President by letter. However, the withdrawal only takes formally effect :

- at the end of the budgetary year if the notice was given during the first half-year
- at the end of the following financial year if the notice was given during the second half-year.

Up to this date, the member has to respect all the statutory and financial obligations linked to one's membership. The resigning members and their eligible party cannot call for any rights to the corporate funds of the association. It is the same for members leaving the association for any other reason.

Any member who, in spite of a reminder from the Executive Board has not fulfilled his/her financial obligations towards the association is considered as a resigning member. The notice becomes effective at the end of the period fixed by the Executive Board in its reminder and the association has the choice to require by all juridical means the respect of the obligations to itself until the notice is brought into effect.

The membership stops as well :

- when the moral entity-member loses his/her legal existence
- when the member is declared bankrupt or asks for a suspension of payments.

If the membership stops during the financial year, the subscription due for this year is fully due nevertheless.

Article 3 : Exclusion

The exclusion of a member can be pronounced by the General Assembly only on serious grounds. This exclusion by the General Assembly can only result from an Executive Board initiative and requires a registered letter sent to the concerned member, at least two weeks before the General Assembly meeting. The letter should mention the fact that the concerned member has the opportunity to defend himself/herself in front of the General Assembly against the proposal of exclusion.

The General Assembly can decide the exclusion only with a majority of 2/3 of the voices expressed during an assembly where at least half of the members having a right to vote are present or are represented. The exclusion becomes effective at the date of the General Assembly decision. The excluded member is considered as a resigning member as regards all financial obligations towards the association.

III. Administration and Operations

Article 4

The Association is managed by an Executive Board of at least 12 (twelve) members, half of which are ex officio members, founders of the Association, and half are elected. Eligible members for the Board are elected by secret ballot for a period of 3 (three) years by the General Assembly and selected in the categories of members of which this Assembly is composed, in compliance with conditions set out in the association's internal regulations.

The association's Executive Board includes lay persons representing civil society, medical doctors and researchers.

Members can be either people or organisations.

In the event of vacancy of a founding member, the replacing member is named by the other founding members of the Board.

In the event of vacancy of an elected member, the Board provides temporarily for the replacement of its members. The final replacement is carried out by the following General Assembly.

The renewal of eligible members of the Board takes place by thirds. The outgoing members are re-eligible. One administrator cannot hold more than one proxy.

The Board appoints, among its members and by secret ballot, a Bureau composed of a President, one or more Vice-Presidents, a General Secretary, and a Treasurer. The Bureau is elected for a period of 3 (three) years.

Article 5

The Board meets twice a year and each time it is convened by its President or upon request of a quarter of its members.

At least one-third of the Executive Board members are required to be present in order to validate deliberations.

In the event of division of votes, the President has the casting vote.

Minutes of the meetings are taken.

Reports are signed by the President and the Secretary-General and include no blank spaces, no deletions and pages are numbered. Reports are kept at the association's headquarters.

Article 6

Members of the Executive Board cannot receive any remuneration for the duties entrusted to them.

Only reimbursements of external expenses associated with the association's activities are possible. They need to be covered by a formal decision of the Executive Board, without the presence of the interested parties. Receipts must be provided and checked.

Article 7

The General Assembly of the association comprises adherent members and members of honour. Legal entities who are members of the association are represented by their legal or statutory directors or by any person appointed by them.

The General Assembly meets at least once a year and each time it is convened by the Executive Board or upon request of at least a quarter of the members of the association.

The Agenda of the General Assembly is drawn up by the Executive Board. Following each meeting of the General Assembly, a report regarding the management of the Executive Board and the financial and ethical position of the association is written.

The General Assembly approves the accounts of the previous financial year within 6 months following closure. It votes the budget of the following year, confers on the issues on the agenda and proceeds, if required, to the renewal of Executive Board members. Minutes are taken during meetings.

Minutes are signed by the President and the Secretary-General and include no blank spaces, no deletions and pages are numbered. Reports are kept at the association's headquarters.

The yearly report and accounts may be consulted by any member of the association at the association's headquarters.

Employees of the association may be invited by the President to attend meetings of the General Assembly and the Executive Board in an informal consultation.

Article 8

The President represents the association in all acts of civil life. He/she authorizes expenses. He/she may delegate under conditions set in the association's regulations.

In the event of legal representation, the President can be replaced only by a representative acting by special proxy.

Representatives of the association must be in full possession of their civil rights.

Article 9

Deliberations of the Executive Board relating to acquisitions, exchanges and transmissions of buildings required for the association's goal, mortgages on the aforementioned buildings, lease over 9 years, alienations of the goods part of the allocation and loans must be approved by the General Assembly.

Article 10

Deliberations of the Executive Board relating to the acceptance of donations and legacies are valid only after administrative approval.

Deliberations of the General Assembly relating to alienations of personal property and real estate property depending on the allocation, on mortgages and loans, are valid only after administrative approval.

Article 11

The association's scientific orientation and research topics are examined and subject to the approval of a Scientific Board that includes scientific experts including clinicians, biologists and other specialists recognized for their research capacities and whose members are appointed and may be revoked by the Executive Board. Each year a scientific report on the nature of ECERI's research is submitted to the Scientific Board. This report is then presented to the Executive Board for approval.

IV. Financial resources

Article 12

Revenue of the association includes:

- 1) contributions and subscriptions of its members ;
- 2) subsidies from European institutions, international private or public organizations, subsidies from E.U. member states, local authorities and public institutions ;
- 3) subsidies from ARTAC
- 4) resources created in exceptional cases ;
- 5) donations from private persons and/or from foundations
- 6) income of operations carried out in the framework of applicable legal provisions and income received for services rendered.

Article 13

Each year, the Executive Board establishes the yearly accounts of the previous financial year as well as the budget of the following year. After approval by the General Assembly, yearly accounts are forwarded to the Federal Justice Department.

Accountancy is held showing annual cash flows and available assets in accounts in compliance with a model established by the King.

Each year, the use of funds coming from subsidies granted during the previous year must be justified.

The Executive Board may appoint an auditor, if required by legal provisions, for the legal period of time required.

V. Change of statutes and dissolution

Article 14

The statutes can be modified by the General Assembly upon proposal of the Executive Board or upon request of one-tenth of the members making up the General Assembly.

In either case, a draft of amendments is placed on the agenda of the following General Assembly meeting and is sent to all members of the Assembly at least two weeks prior to the day it will meet.

The General Assembly must be composed of at least a quarter of attending or represented members who have paid their membership fee. Otherwise, the assembly must be convened at a later date, with at least an interval of 2 weeks, and it can then validly deliberate whatever the number of members attending or represented.

In any case, the statutes may be amended only with a majority of two-thirds of the attending or represented members.

The amendments of statutes will be officialised in an authenticated act and forwarded to the Clerk's Office of the Commercial Court.

Article 15

In case the General Assembly is called to decide upon the dissolution of the Association and is specially convened for this purpose, it must include at least half of the active members plus one.

Otherwise, the Assembly must be convened at a later date, with at least an interval of two weeks, then it can validly deliberate whatever the number of members attending or represented.

In any case, the statutes can be amended only with a majority of two-thirds of the attending or represented members.

The amendments of statutes will be officialised in an authenticated act and forwarded to the Clerk's Office of the Commercial Court.

Article 16

In the event of dissolution, the General Assembly appoints one or several representatives in charge of the settlement of the association's possessions. It allots its current assets to one or several similar public or state-approved institutions.