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du 23/06/2009  
Constitution

« **European Society for Pigment Cell Research** »  
Abbreviated « **ESPCR** »  
Association Internationale Sans But Lucratif  
Siège social : 1000 Bruxelles, rue Héger-Bordet , 7

## CHARTER

### CHAPTER 1 – NAME, SEAT, PURPOSE AND DURATION

#### Article 1: Name

Hereby incorporated under the article III of the Belgian law of 27 June 1921 on non-profit organizations and foundations, a not-for-profit international Association, the European Society for Pigment Cell Research, for short “ESPCR”.

#### Article 2: Seat

The Association shall have its seat at 1000 Brussels, rue Héger-Bordet, 7. The seat of the Association can be transferred upon a decision of the General Assembly or the Board of Directors (BD, see CHAPTER 4) to any other location in Belgium, provided that the law on the administrative use of languages is observed. Any modification of the seat should be published in the Belgian official journal.

#### Article 3: Purpose and activities

The aim of the Association is scientific and not-for-profit. It consists in the promotion of research, in a wide sense, in the pigment cell field.

In order to reach the above cited goal, the Association will pursue the following activities:

- Promotion of collaborative research activities
- Organization of seminars, teleconferences, scientific meetings or other among the members and also among institutions, laboratories or any other invited person;
- Issuing of study grants or any other grant;
- Allocation of prizes;
- Congress organization;
- Representation of the Association at local, national or international public or private organizations or institutions;
- Publication of books and brochures and development of internet sites
- Any other similar or appropriate activity to achieve the above-mentioned goal.

In order to reach its goals of a non-profit association:

- it can receive any help from other associations, foundations, institutions, any sponsorship from any society or company, any funds of any authority regions, states or communities or other; or any other donation or legacy from anybody.

- It can also possess, either as a user of the facilities or as a property, any furniture, building and any equipment, exploit and manage any service with a scientific goal, to establish agreements with public authorities, universities, institutions, laboratories, research centers, other associations or with private persons.
- In general, the Association can perform all acts directly or indirectly related to its aims or favoring its development.

#### Article 4: Duration

The Association is established for an unlimited duration.

### CHAPTER II – MEMBERS

#### Article 5: Admission

5.1. The members of the Association are natural persons and/or legal entities, Belgians or foreigners, having an expressed interest in pigment cell research.

There are four categories of members:

- effective members ;
- associate members ;
- honorary members who do not pay any membership ;
- *supporting members* who do not pay any membership ;

5.2. The admission of members is decided by the General Assembly by a majority of 2/3 of votes present or represented.

5.3. Scientists interested in pigment cell research may become members of the Association and shall be called associate members. The admission of an associate member to become an effective member is considered on payment of membership dues.

5.4. An associate member may become an effective member,

- either by a written application to the Chairperson
- or following a proposal by the BD.

5.5. A scientist who has contributed, during his/her career, to the advancement of knowledge in relation to the objectives of the Association can, upon a proposal by the board, be recognized as an honorary member.

5.6. The GA can confer the title of supporting member to individuals who can help to develop the Association.

#### Article 6: Resignation

Members are free to withdraw at any time from the Association by sending their resignation to the Chairperson by registered written mail. The resignation will be effective from the date of receipt of this letter.

Members who resign have to pay their membership and contribution until the date when the resignation will be effective. Beginning at their resignation, they cease to benefit from any right or privilege due to members and do not have any right to the possessions of the Association. The membership fee cannot be reimbursed.

## Article 7: Interruption of membership

7.1 The status of member can be automatically lost (unless the BD decides otherwise) by the non-payment of a membership, contribution, or any other amount of money due to the Association, during the 3<sup>rd</sup> month following a reminder sent to the member by the Board.

7.2. A member can be suspended or excluded upon a decision by the General Assembly on a recommendation of the Chairperson.

In this case, the board will send to the member a copy of the recommendation and an invitation to attend the next General Assembly to present his/her defence.

The decision to suspend or to exclude a member will be taken by a majority of two thirds of the members present or represented at the General Assembly.

7.3. The Chairperson can suspend, until the decision of the General Assembly, any member suspected of misconduct as to his or her obligations as a member of the Association or lack of honor or honesty in science or business.

7.4. Excluded members must pay their annual memberships and contributions due at the date of the exclusion. Excluded members have no right to reimbursement of any membership or contribution already paid. Beginning at their exclusion, they no longer benefit from any rights or privileges of members.

## Article 8: rights and duties of members

Each member will be invited to the GA and will have the right to participate in it.

Only effective and honorary members have the right to vote at these GA but not the supporting members. Associate members have a consulting vote.

Each Effective or Associate member has to pay an annual membership and any other contribution decided by the GA.

Annual membership payments have to be made by the date fixed by the BD. Contribution payments will be made according to the decision of the GA.

No member can be held personally responsible for any debt or obligation of the Association even if this debt or obligation was created by the member himself on behalf of the Association according to a valid authorisation.

Financial engagements of the Association are covered by its own belongings.

Reimbursement of costs to members of the Association or any other mandated persons who carried out a mission related to the aims pursued by the association

## CHAPTER III – GENERAL ASSEMBLY (GA)

### Article 9: Composition

The General Assembly is composed of all the members of the Association. It possesses all rights to pursue the aims and execute the activities of the Association. Accordingly, the reserved powers of the GA are:

- a) the approval of the budget and annual accounts;
- b) the nomination, by a simple majority, of board members and officer(s) when the Association is due to nominate them;
- c) the issue of power of attorney to the members of the Board of Directors or to the officers, if they exist;
- d) the modification of the articles of the Association;
- e) The setting and modification of internal rules;
- f) The setting of the annual membership fees;
- g) The exclusion or the admission of members by a majority of 2/3 of members present or represented.
- h) the approval of the main orientations and future strategies of the Association.
- i) The dissolution of the Association and its modalities;
- j) In all other situations where required by the law.

#### Article 10: Call for General Assemblies and Meetings

A GA shall be held at least once per calendar year on a date proposed by the BD. This GA shall be designated as the “Ordinary GA”.

The Chairperson shall call for an extraordinary GA upon a request by the BD or upon a written notice from 1/3 of the members. This request shall be sent to the Chairperson by registered mail. The agenda of such an extraordinary GA will be outlined in the request of the BD, and within the written notice to the members.

Calls for ordinary and extraordinary GAs are made to the members by written notice as a letter, fax or e-mail in such a way that they are received at least thirty (30) days prior to the date of the meeting.

#### Article 11: Deliberations and minutes

The GA can validly deliberate only items included in the agenda distributed with the call for the meeting. However, when all members are present the GA can deliberate on items not included in the agenda.

Each effective member has one vote. The right to vote of members who did not pay their membership, or any other due payment, can be suspended by the BD.

The GA will be presided over by the chairperson, or in his/her absence, by the member of the BD who served the longest time within the latter.

The GA can deliberate and validly take decisions by a simple majority of the effective members present or represented by a proxy.

All the decisions taken at the GA will be by a simple majority of members present or represented, except decisions related to Articles 5 and 7 concerning charter modification and decisions related to the dissolution of the association.

Minutes of each GA are signed by the Chairperson and the Secretary. The original of the minutes is kept in a special registry held at the address of the association (and which can be freely accessed by any member). A copy of the minutes will be published in the information bulletin sent to all members.

#### Article 12 : Representation

Effective members can be represented by any other effective member at each GA, by a written notice/proxy, e-mail or fax to the BD. One effective member can represent a maximum of 3 others.

## CHAPTER IV – BOARD OF DIRECTORS (BD)

### Article 13: Composition, powers, meetings and minutes

13.1. The Association is administered by a BD whose members are appointed by the GA. The BD shall contain a minimum of 3 and a maximum of 12 members.

The Editor of the official newsletter and the webmaster of the Association are automatically non-voting members of the BD.

The mandate of BD members is valid for a period of 4 years and can be renewed, on re-election, for an additional term of 4 years. The same member can then be re-elected as a board member only after a minimum period of 4 years. The mandate also ends upon the resignation of the member or his/her exclusion or any other reason causing the end of his/her membership.

If a member of the BD is unable to complete the term of his/her mandate, the BD can proceed to his/her replacement by another member whose membership will run until the end of the mandate of the replaced member. The application to become a member of the BD is done by writing to the Chairperson on a voluntary basis by the candidate himself and the support of at least 3 effective members.

All GA decisions concerning the election and resignation of members of the BD should be published according to the law.

13.2. The BD has all the powers of management, administration and arrangements except those of the GA.

13.3. The BD may delegate its powers of daily management to its chairperson, or to an administrator who will hold the title of “Delegated Administrator”. The BD may also, under its responsibility, delegate special powers to one or more persons, members or non-members of the BD.

13.4. The BD shall meet as often as is necessary but at least once a year. A meeting shall be called on request of any of its members. The call for a meetings is done by the Chairperson by letter, fax or e-mail and should reach the members at least 5 working days prior to the meeting.

13.5. The BD can validly deliberate and take decisions if at least half of its members are present or represented. All resolutions are adopted by simple majority of the members present. In the case of a tied votes within the BD, the Chairperson has a casting vote.

13.6. Each Board member can be represented by another Board member who can only bear one written proxy presented at the BD.

13.7. The minutes of each Board meeting are signed by at least 2 members and the original kept in a registry held at the seat of the Association. A copy of the minutes shall be published in the official newsletter of the Association.

### Article 14: CHAIRPERSON, SECRETARY, TREASURER

The Chairperson, Secretary and Treasurer (called Officers) are elected by the members of the Association, for a period of 4 years. Their candidature is proposed by at least 5 members of the Association and accepted by the BD.

The Chairperson ensures the proper functioning of the Association in pursuit of its aim, and the accomplishment of its activities. His/her 4 year mandate can be renewed no more than once. However, the past Chairperson automatically remains member of the BD for a period of 4 years.

## CHAPTER V – REPRESENTATION OF THE ASSOCIATION, BUDGET, ANNUAL ACCOUNTS.

### Article 15: Representation

The Association can be represented externally and for any legal action by:

- either its Chairperson acting alone, having the right to delegate specific powers,
- or by 2 members of the BD acting together.

### Article 16: Fiscal year, budget, Annual accounts

The fiscal year begins on 1 January and ends on 31 December each year, except for the transitional provision outlined below.

The BD prepares each year the following year's budget and the annual accounts of the past year; these documents are submitted to the ordinary GA for approval.

The annual accounts must be deposited according to the law.

## CHAPTER VI – MODIFICATION OF THE CHARTER, DISSOLUTION

### Article 17: Modification of the charter

The present charter may be modified at any time by a GA.

Any modification to the present charter can be debated by the GA only if it has been explicitly announced in the agenda included in the call. The latter should have been sent at least eight calendar days prior to the GA.

The GA can validly debate a charter modification only if a majority of the members are present or represented. It can approve such a change only by a majority of two thirds of the votes.

### Article 18: Dissolution

Upon a proposal of the BD, the GA can decide the dissolution of the Association.

The GA defines the mode of liquidation, with the understanding that the resulting net balance, if any, will be assigned to a society with a social goal that is similar to the association or, if such an entity does not exist, to a non-profit association (international or not) whose goal is determined by the GA.

### Article 19: General provisions

All that has not been explicitly foreseen by an article of incorporation will be settled according to the law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations.

Any article of incorporation that proves incompatible with any new law that is in application and mandatory, will be considered as not written.

## **TRANSITIONAL PROVISIONS**

Founding members (Bennett Dorothy, Garcia-Borron José-Carlos, Ghanem Ghanem, Lambert Jo, Larue Lionel, Montoliu Lluís, Napolitano Alessandra, Pavel Stan, Picardo Mauro, Riley Patrick, Taïeb, Alain) are taking the following decisions that will not be effective before the publication date of the Royal Decree recognizing the Association.

**A/ First fiscal year:** with the exception of article 16, the first fiscal year of the Association's existence will begin on the date of publication of the royal decree and will end on 31 December 2009. Thereafter, each fiscal year will begin on 1 January and end on 31 December of the same year.

### **B/ Members of the board of directors (BD):**

Are nominated administrators, each for a 4 year period:

- Mrs LAMBERT, Jo, here present who accepts.
- Mr LARUE, Lionel, here present who accepts.
- Mr MONTOLIU JOSE, Lluís, here present who accepts.
- Mrs NAPOLITANO, Alessandra, here present who accepts.
- Mr PICARDO, Mauro, here present who accepts.
- Mr TAÏEB, Alain, here present who accepts.
- Mr GHANEM, Ghanem here present who accepts.

The founding members estimate in good faith that the Association will not meet the broad criteria enunciated in the law that require nomination of a "commissioner", and consequently decide not to nominate one.

### **C/ Resumption of engagements taken in the name of the Association:**

All engagements as well as related obligations and all activities undertaken since January 2009 by any of the appealers (attendees) in the name or on behalf of the Association in the making, are resumed by the Association presently formed.

However, this resumption will not be effective until the Association becomes a legal entity. Any engagements taken during the intermediate period must be ratified once the Association is a legal entity.

### **BOARD OF DIRECTORS (BD)**

Immediately, the newly nominated administrators are holding the present BD meeting and decide unanimously to nominate:

- Mr Lionel Larue as the chairperson of the Board, who accepts
- Mr Alain Taïeb as the secretary, who accepts
- Mr Lluís Montoliu as the treasurer, who accepts
- Mr Ghanem Ghanem as Delegated Administrator who accepts

## **NOTARIAL CERTIFICATION**

The notary certifies compliance with the provisions foreseen by title III of 27 June 1921 regarding non-profit associations, non-profit international associations and foundations.

### **DULY NOTED**

Done and held in Brussels, at the seat.

Date 23 June 2009

The parties declare that they have been aware of the project of the present charter, at least five days before the present signature.

And after a commented reading, full reading concerning the parts of the charter that are referred to by law, and partial reading of other provisions, the parties have signed with Us, Notary.

Founding Members:

present in Brussels on June 23, 2009

BENNETT, Dorothy Catherine

GHANEM, Ghanem

LAMBERT, Jo Lydie Wilfried

LARUE, Lionel Robert

MONTOLIU JOSÉ, Lluís

NAPOLITANO, Alessandra

PAVEL, Stanislav

PICARDO, Mauro Michele Maria

RILEY, Patrick Antony

TAÏEB, Alain

GARCÍA-BORRÓN MARTÍNEZ, José Carlos

NOTARY: GILLARDIN, Catherine