EORTC – COORDINATED VERSION OF THE ARTICLES OF ASSOCIATION
FOLLOWING THE GENERAL ASSEMBLY OF THE MEMBERS HELD ON 23 JUNE
2017

CHAPTER I
GENERAL PROVISIONS

1. Legal form

The association is an international non-profit organisation under Belgian law, established pursuant to the law of 27 June 1921 on non-profit organisations, international non-profit organisations and foundations.

2. Name

The name of the association is "Organisation Européenne pour la Recherche et le Traitement du Cancer", or "European Organisation for Research and Treatment of Cancer", in short "EORTC".

3. Registered office

The registered office of the association is at Avenue Emmanuel Mounier 83, 1200 Woluwé-Saint-Lambert (Brussels). The board may transfer the registered office to any other location within Belgium, and may consequently amend this clause of the statutes; the board will ensure that the amendment is published in the Annexes du Moniteur belge.

4. Duration

The association is created for an unlimited duration.

5. Purpose

The purpose of the association is to improve the management of cancer and related problems, to increase survival and patients' quality of life, and to improve the standard of cancer treatment.

6. Activities

The association will achieve its purpose by, among other activities, conducting, developing, coordinating and stimulating laboratory and clinical research, by developing and testing drugs and therapeutic strategies, and by conducting translational research projects and clinical trials.

The association may also conduct any activity which directly or indirectly contributes to the achievement of the above non-profit purposes, including incidental profitable activities the profits of which are allocated to the pursuit of these purposes or the nature of which contributes to these purposes.

7. Three year cycle

The organs of the association are renewed on a three year cycle, in accordance with the provisions of these statutes. Each three year period commences and ends on the date of the ordinary general assembly to be held in 2012, 2015, 2018, etc.
CHAPTER II
MEMBERS

8. Effective voting members

§1 Capacity
The effective voting members are:
(a) the serving president;
(b) the last three presidents;
(c) the president elect;
(d) the chairs of each group;
(e) the chairs of each task force;
(f) the chairs of each committee; and
(g) fifteen representatives of academic or hospital institutions.

The effective voting members must be natural persons. The effective voting members mentioned under paragraphs (a) and (c) to (f) above are and remain members as long as they hold their function. The effective voting members mentioned under paragraph (g) are appointed for a three year period as described hereunder.

§2 Appointment process of academic or hospital institutions' representatives
(a) The academic or hospital institutions entitled to representation are selected as follows.

Entitlement to representation for a three year period is based on the number of patients contributed by the institution to the association's clinical trials in the three calendar years preceding that three year period. Each of the fifteen institutions having contributed the largest number of patients is entitled to representation, provided that it has contributed in the last three calendar years preceding that three year period at least 15 patients per year and at least 75 patients in aggregate. Institutions which have entered into a formal cooperation agreement between themselves may submit a joint candidature. They will then be regarded as a single institution for the drawing up of the ranking of the fifteen institutions having contributed the largest number of patients.

The board draws up the entitlement rank before 15 March preceding the beginning of every three year period. In case equal ranking for the last available seats, the president will draw lots to determine the entitlement.

(b) From each institution entitled to representation, the individual representative member is selected as follows.

The board notifies each institution entitled to representation by the 15th of March preceding the beginning of every three year period, through an individual determined by the board within this institution.

The institution chooses its representative among the associated members who belong to that institution and notifies the board of the name of its chosen representative by the 1st of May preceding the beginning of the three year period. If the institution fails to do so, the board shall select the institution's representative from the associated members who belong to that institution.
The appointment of the representative may be renewed.

(c) The effective voting membership will terminate if the representative ceases to belong to the institution he or she represented. The relevant institution, failing which the board, may in that case appoint another representative for the remaining duration of the mandate.

§3 Rights
Effective voting members may attend and vote at the general assembly. They receive a copy of the minutes of the general assembly meetings.

9. Effective non-voting members

§1 Capacity
The effective non-voting members are:
(a) the director general;
(b) the Headquarters director;
(c) the EORTC Cancer Research Fund (ECRF) chair;
(d) the EORTC Cancer Research Fund (ECRF) director;
(e) the European Journal of Cancer editor;
(f) all members of the board who are not already effective voting members; and
(g) all past-presidents other than the last three of them.

The effective non-voting members must be natural persons. They are and remain members as long as they hold their function.

§2 Rights
Effective non-voting members may attend the general assembly, intervene on the points on the agenda and give their opinion on the draft resolutions submitted to the general assembly. They may not take part to the vote. They receive a copy of the minutes of the general assembly meetings.

10. Associated members

§1 Capacity
Investigators recruiting patients for the association's clinical studies, or contributing to laboratory research conducted for these clinical studies or to other EORTC activities approved by the board, may be admitted as associated members. They must be natural persons.

§2 Admission process
Applications of candidate associated members are submitted for assessment to the Membership Committee. They may be submitted by the candidate directly, or by a group chair. The Membership Committee delivers its recommendation to the board. The board then grants or refuses membership to the candidates. A group chair may appeal to the general assembly against the refusal of an application he or she had submitted.

§3 Duration

The board, with advice from the Membership Committee, may withdraw the associated membership from members who do not any more meet the admissibility criteria applied by the
board. The associated member from whom this capacity has been withdrawn and the chair of
the group to which he or she belonged may each appeal to the general assembly against the
board decision. The appeal must be filed within 30 days of the notification of the board
decision.

§4 No cumul
When an associated member becomes an effective member, it will be regarded as an effective
member of the general assembly. It will further keep all the rights granted to associated
members. At the end of the effective membership, it will automatically become an associated
member again.

§5 Rights
Associated members may attend the general assembly when invited pursuant to clause 22, par.
2. In that case, they may intervene on the points on the agenda and give their opinion on the
draft resolutions submitted to the general assembly. They may not take part to the vote. They
receive upon request a copy of the minutes of those general assembly meetings to which they
have been invited.

11. Membership fees
There is no membership fee.

12. Resignation
Members may resign at any time from the association, by written notice to the president.

13. Expulsion
Effective members can be expelled by resolution of the general assembly, deciding with a two-
thirds majority, if the member fails to participate adequately to the activities of the association
or in case of serious misconduct. The expulsion process may be initiated by the president, by
the board or by 10% of the effective voting members. The relevant effective member must be
informed of the grounds of expulsion at least 15 days before the general assembly. He or she
may be heard by, and present his or her defence to, the general assembly.

Associated members can be expelled by decision of the board pursuant to clause 10 §3, par. 2.

CHAPTER III
GROUPS

14. Legal nature
Groups are internal divisions of the association, without separate legal personality.

15. Purpose
The purpose of each group is the pursuit of the purposes and the exercise of the activities of the
association in a specific field.

16. Creation
Groups are created and dissolved by decision of the board. The chair of a group may appeal to
the general assembly against a board decision to dissolve his or her group.
17. Task forces
The board may set up task forces, which may possibly be converted into groups after a probatory period and after a positive evaluation by the Scientific Audit Committee (SAC).

18. Standards of conduct and governance
Each group draws up its standards of conduct. These standards of conduct may not be inconsistent with the statutes of the association, must comply with the mandatory rules that the board may impose, and should preferably comply with the indicative rules that the board may recommend.

The standards of conduct of each group are submitted for approval to the board, and enter into force as from the date of this approval.

Each group organises its governance in accordance with its standards of conduct and the policies determined by the board.

19. Membership
The board, when granting associated membership, will indicate the group to which the new member is to belong. Group membership automatically derives from that decision. Group membership is maintained whilst the member has become an effective member, but terminates if and when the group member ceases to be a member of the association.

20. Chairmanship
Each group or task force has a chair, elected by the group/task force subject to board approval. The groups/task forces endeavour to notify to the board the identity, curriculum vitae and objectives of the candidates with a view to an approval prior to their election.

The chairs of a group or task force may not be appointed to the board.

21. Accounting
Each group provides management of the association with all information and supporting documents required for management to maintain proper accounting, in accordance with accounting laws and standards applicable to the association, and properly to report to the board. Each group provides the necessary co-operation to the supervision and audit of its accounts.

CHAPTER IV
THE GENERAL ASSEMBLY

22. Attendance
All effective members (voting and non voting) may attend the meetings of the general assembly. An effective voting member may be represented by another effective voting member. A member may not represent more than one other member.

Associated members may, upon invitation, attend the meetings of the general assembly. The decision to invite the associated members is made by the president, the board or 10% of the effective voting members.
23. Frequency of meetings

The ordinary general assembly meets once a year, in or about June, at the registered office of the association or at the place mentioned in the convening notice.

The president, the president elect, the board or 10% of the effective voting members may convene an extraordinary general assembly.

24. Convening notice and agenda

A convening notice is sent at least fifteen days before the meeting of the general assembly to each effective member and to the associated members if they are invited, by fax, by e-mail, or by ordinary or registered mail, at the number or address that the member most recently notified to the general secretary. The agenda is enclosed with the convening notice.

The agenda is established by the president. The board, the president elect or 10% of the effective voting members may require that items be put on the agenda. The general assembly may, with a two-thirds majority, add items to its agenda or amend the agenda.

25. Chairmanship

The general assembly meetings are chaired by the president, failing whom, in subsequent order, the president elect or the vice-president.

26. Majority and quorum

Resolutions of the general assembly are adopted with a simple majority, unless provided otherwise by these statutes. Each effective voting member has one vote. The president has a casting vote in case of tie.

Unless the chair of the meeting notes that there is a consensus of opinion, the vote takes place by show of hands, or by secret ballot in the case of appointments or if required by a third of the members present or represented.

For resolutions to be made with a simple majority, the general assembly may validly deliberate irrespective of the number of members who are present or represented. For resolutions to be made with a special majority, the general assembly may validly deliberate only if half of the members are present or represented, failing which a second meeting will be convened, which may then validly deliberate irrespective of the number of members who are present or represented.

27. Written resolutions

Resolutions of the general assembly may be made in writing if approved by two thirds of the effective voting members.

28. Powers

The general assembly is the "organe général de direction" for the purposes of article 48, 5° of the law of 27 June 1921.

The general assembly has the following powers, in addition to those expressly conferred to it by other clauses of these statutes:
(a) it determines policies and strategies of the association;
(b) it approves the annual accounts for the passed financial year and the budget for the following financial year, upon proposal by the board;
(c) it grants discharge to board members and to the auditor; and
(d) it may amend the statutes with a two-thirds majority.

When these statutes provide for a right of appeal to the general assembly against a resolution of the board, the appeal is to be filed by way of a reasoned petition addressed to the president. The appeal has no suspensive effect, save when it relates to a decision to dissolve a group.

29. Minutes

Minutes of the general assembly meetings are made available to all effective members (voting and non voting), to board members, to management and, upon their request and to the extent they have been invited to the meeting concerned, to associated members.

CHAPTER V
THE BOARD

30. Membership and duration of mandate

§1 Capacity

The board members are:
(a) The president in charge
(b) the most recent past-president;
(c) the president elect;
(d) the chairs of the following committees:
   • New Drug Advisory Committee (NDAC),
   • Translational Research Advisory Committee (TRAC),
   • Protocol Review Committee (PRC),
   • Scientific Audit Committee (SAC),
   • Quality Assurance Committee (QAC),
   • Clinical Research Division, and
   • Translational Research Division; and
(e) up to eleven members appointed by the general assembly.

Board members must be natural persons. Members referred to in paragraph (d) above are co-opted and remain members as long as they hold their function. Members referred to in paragraph (d) are re-eligible. The members referred to in paragraph (e) are appointed for a three year period, as described below. The president elect becomes member of the board, if not yet a member, as from his or her appointment in accordance with clause 43. Any board member loses his/her capacity as board member if he/she does not attend two consecutive meetings of the board in a row, unless his absence is approved by the President and the Vice-President.

§2 Appointment process of the members appointed by the general assembly

Any natural person who is an Associated member may apply for board membership. A nomination committee comprised of the president, the president elect and the last three past-
presidents evaluate candidacies, taking into account the professional experience of the candidates, their past contribution to the activities of EORTC and the future contribution that can be expected from them if they are elected.

Candidates must submit to the nomination committee a note setting out their motivation and programme at least 30 days before the meeting of the annual general assembly. This note is communicated to all effective members fifteen days before the general assembly.

There is only one round of voting. Each effective voting member may cast as many votes as there are seats to be filled but may not issue multiple votes for the same candidate. If several candidates receive the same number of votes, the youngest is elected.

The general assembly may at any time dismiss a board member elected by it by a resolution made with a two-thirds majority. The general assembly may at any time appoint a new member to replace a member elected by it.

The appointment of board members may be renewed.

§3 Guest attendants
The following persons may be invited to the board meetings as guest attendants:

- the director general;
- the Headquarters director;
- the directors (Director Special Projects, Medical Director, Methodology Director and Chief Financial Officer);
- the EORTC Cancer Research Fund (ECRF) chair;
- the EORTC Cancer Research Fund (ECCR) director;
- the European Journal of Cancer editor; and
- any other persons as decided by the Board.

31. Officers
The board appoints among its members:

- a president (already elected as "president elect" at the ordinary general assembly of the previous year – cf. Art. 43);
- a vice-president;
- a secretary general; and
- a treasurer,

for a three year period. These appointments may be renewed once, save for the treasurer who may be renewed several times.

32. Frequency of meetings
The board meets at least two times a year.

33. Convening notices
Board meetings are convened by the president, the vice-president, the president elect or upon request of at least five board members. Invitations are sent to the members of the board by e-mail, fax, or ordinary or registered mail.
34. Chairmanship
Board meetings are chaired by the president, failing whom, in subsequent order, the president elect or the vice-president.

35. Majority and quorum
Board resolutions are, if possible, adopted by consensus of opinion, failing which they are made with a simple majority of the members present or represented.

The board may validly deliberate only if half of the members are present or represented.

36. Powers of attorney
Board members may be represented by another board member. A member, however, may not hold more than one power of attorney.

37. Teleconferencing
The board may allow its members to attend a meeting by audio or video conference.

38. Written resolutions
In case of urgency noted by the board, resolutions may be made in writing, subject to the ordinary requirements as to majority and quorum.

39. Powers
The board is the "organe d'administration" for the purposes of article 48, 6° of the law of 27 June 1921.

The board has full powers, save for the powers attributed to the general assembly. In addition to the powers expressly conferred to it by other clauses of these statutes, the board has in particular the following powers:
(a) it determines policies and strategies in those areas where the general assembly has not done so;
(b) it establishes the annual accounts for the passed financial year and the budget for the following financial year, for approval by the general assembly.

40. Minutes
Minutes of the board meetings are made available to all its members and to management.

41. Representation
The association is validly represented:
(a) by the board;
(b) for all matters, by two board members, of which at least one is the president, the vice-president, the secretary general or the treasurer;
(c) for matters of daily management, by the director general or by the Headquarters director;
(d) for matters relating to the affairs of a group, by one or more officers of that group pursuant to powers of attorney granted to them by the board; or
(e) by special attorneys pursuant to powers of attorney granted by the board.
42. Remuneration

The mandate of the board members is not remunerated. Travel expenses and other expenses are reimbursed in accordance with the rules established by the board and communicated to the general assembly.

CHAPTER VI
THE PRESIDENT

43. Appointment

The board, upon advice of a committee comprised of the president and the last three past-presidents, proposes to the ordinary general assembly to be held in the year preceding the end of each three year period one or more candidates to the position of president elect. The president elect is elected by that ordinary general assembly, and will become president without further voting at the commencement of the next ordinary general assembly.

44. Duration of mandate

The mandate of the president lasts for a three year period. The appointment may be renewed once. In the event of resignation of the President or if he/she becomes unable to assume his function, he/she will be replaced by the President-elect or the Vice-President after consultation of the Nomination Committee, and depending on the willingness of the President-elect or the Vice-President to take on this role and responsibilities.

45. Role

The president is in charge of the general leadership of the association and of its public representation.

CHAPTER VII
MANAGEMENT

46. Executive committee

An executive committee is established by the board. It is in charge of management under the board's supervision.

The members of the executive committee are the president, the most recent past-president, the vice-president, the president elect, the director general, the Headquarters director, the treasurer, the secretary general and up to two other persons appointed by the board.

Minutes of the meetings of the executive committee are made available to its members, to the members of the board and to management.

47. Director general

The director general is appointed and dismissed by the board. He or she is in charge of daily management of the association.
48. Headquarters director

The Headquarters director is appointed and dismissed by the board. He or she is in charge of daily management of the Headquarters.

CHAPTER VIII
COMMITTEES

49. Role

The committees supervise the research programmes and activities of the association.

50. Creation

Committees are created and dissolved by the board. The board ensures that the committees listed in clause 30 §1 are maintained in existence.

51. Membership

The committee chairs are appointed and revoked by the general assembly upon proposal by management. The committee members are appointed and revoked by the board. The members and chairs are appointed for a three year period. Their appointment may be renewed.

CHAPTER IX
ACCOUNTS AND AUDIT

52. Accounts

The financial year starts on 1st January and ends on 31 December.

The accounts are kept in accordance with accounting laws and standards applicable to the association.

The accounts are prepared both in broken down form per group and distinct centre of operation, and in combined form for the association as a whole.

53. Audit

The accounts are audited by an auditor appointed among the members of the Institut des réviseurs d'entreprises by the board, for successive terms of three years.

CHAPTER X
LIQUIDATION

54. Decision

The general assembly may, upon proposal by the board, decide to liquidate the association, and to appoint and define the powers of one or more liquidators. These decisions are made with a two-thirds majority.

55. Allocation of assets

If the liquidation leaves net assets, these assets will be allocated to one or more organisations pursuing similar goals, as chosen by the general assembly.
CHAPTER XI
TRANSITIONAL PROVISIONS

56. First three year period

The first three year period starts on the date of the ordinary general assembly held in 2006.

57. Groups

The groups and task forces that exist at the date of adoption of these statutes remain in existence, without a new board decision being necessary for their creation.

The standards of conduct of the groups that were adopted before the adoption of these statutes remain in force. However, the board may impose certain modifications determined by it.

Any appointment or renewal of a group chair made after the adoption of these statutes is subject to board approval.
CHAPTER XII

DEFINITIONS

58. Definitions

General assembly: The general assembly is the "organe général de direction" for the purpose of article 48,5° of the law of 27 June 1921. The general assembly in principle meets once a year, unless an extraordinary general assembly is convened. It is comprised of all effective members, those with voting powers as well as those without voting powers. Associated members may also attend the meetings of the general assembly, upon invitation in accordance with article 22.

Board: The board is the "organe d'administration" for the purposes of article 48,6° of the law of 27 June 1921.

President: The president is in charge of the general leadership of the association and of its public representation.

Executive Committee: The executive committee is in charge of the management of the association under the board's supervision.

Director general: The director general is appointed and dismissed by the board. He or she is in charge of daily management of the association.

Effective member: Effective members must be natural persons. The members referred to in article 8 of these statutes may vote at the general assembly. The members referred to in article 9 of these statutes may not vote at the general assembly but they may attend the meetings of the general assembly and give their opinion on the points on the agenda and on the draft resolutions.

Associated member: Associated members must be natural persons. They are granted the quality of associated members by decision of the board, upon recommendation of the Membership Committee. They attend the meetings of the general assembly, upon invitation only, and do not have a voting right.

CHAPTER XIII

FINAL PROVISION

59. Applicable law

The provisions of Title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations shall apply to the extent not provided otherwise in these statutes.