

**EUROPEAN CALCIFIED TISSUE SOCIETY**  
**in abbreviation : ECTS**  
**Non-Profit-Making International Association by Belgian law**

**Articles of Association**  
**FINAL 19 September 2018**

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**Article 1 – Name**

An international non-profit-making association is hereby set up, under the name « European Calcified Tissue Society », in abbreviation “ECTS” or “the Association”.

This Association is governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit-making associations, international non-profit-making associations and foundations (articles 46 to 58).

**Article 2 – Registered office**

The registered office of the Association is established at Rue Washington 40 in 1050 Brussels, Belgium.

The registered office may be transferred to any other location in Belgium by decision of the Board of Directors, which change must be published in the Annexes of the Belgian Official Journal and be communicated to the Public Federal Juridical Service in accordance with the applicable legislation.

**Article 3 – Purpose**

ECTS was initially founded in 1963 in the UK.

The purpose of ECTS, a non-profit organisation, is to promote excellence in research into the field of calcified tissues and to ensure the findings are disseminated to enable benefit to patients with metabolic bone disease. To fulfil its purposes ECTS will:

- advance scientific knowledge of the structure and function of calcified tissues and related subjects.
- promote basic and clinical research in this field and to publish and disseminate the results of such research.
- foster a multidisciplinary approach and to stimulate, through meetings, symposia, study groups, lectures, seminars and other means, exchange off information and collaboration.
- act as an authoritative body for the purpose of consultation in matters of public and professional interest concerning research in calcified tissues and related subjects in Europe.

ECTS geographical focus shall be Europe but may be extended to include any country or region of the world.

**Article 4 - Members**

The association has two types of membership:

1. Full members with voting rights

- anyone working in the field at whatever stage in their career and from anywhere in the world.
- Student members – PhD students / Undergraduates / Residents / Fellows / Junior Post docs (within 3 years of PhD)

- Allied Health Professionals (nurses, physiotherapists, technologists, nutritionists and dieticians) working in the field;
2. Associated members without voting rights:
- Corporate Supporters – any company working in the field of calcified tissues;
  - Affiliated Societies– organizations with similar aims.

### **Article 5 – Admission, resignation, exclusion**

1. The admission of new members shall be made in such form as the Board of Directors may prescribe and is subjected to the conditions mentioned in article 4 of the statutes. Associate Membership shall be approved by the Board of Directors as deemed appropriate. The Board of Directors shall act on applications for membership at its next meeting.
2. Members may voluntarily terminate their membership, which termination will require a minimum of seven working days prior written notice and will be effective from the last day of the month in which the notice period ends. Notice must be given in writing sent by registered mail or courier to the Association.
3. The Association may terminate the membership of a member. Such exclusion termination shall require the approval of the Board of Directors, after having heard the defence of the member whose membership the Association wishes to terminate.
4. Any member failing to complete payment within 90 days of the due date for payment as foreseen in article 6 of the articles of association, shall be deemed to have resigned as a member of the Association if he has not paid the membership fees within 10 days after the e-mail reminder sent in the first week of January.

In general a member whose membership is terminated, regardless of the cause or manner of termination, shall not be entitled to any of the association's assets and shall have no claim concerning financial matters. Membership fees will remain due and no refund shall be given.

### **Article 6 - Membership fees**

The members shall pay an annual membership fee fixed by the Board of Directors, pursuant to a proposal of the Board of Directors. Annual subscriptions shall be payable in advance, the first subscription being due on admission and subsequent subscriptions being due annually on or before 31<sup>st</sup> January or such other date as set by the Directors.

### **Article 7 – General Assembly**

#### **7.1. Powers**

The following matters are reserved to the competence of the General Assembly:

- a) election, dismissal of individual Directors;
- b) approval of the budget and annual accounts;
- c) discharge of Directors at the closing of the fiscal year;
- d) amendments to these articles of association;
- e) dissolution of the Association;

#### **7.2. Composition**

All full members have the right to attend and vote at all General Assemblies. Associated members do not have the right to vote.

### **7.3. Meetings and convocation**

The General Assembly shall meet at least once a year under the chairmanship of the President or in his absence of the Vice-President. The Board of Directors shall decide if the meeting will be held physically, electronic or in writing.

The convocation containing the time, place and draft agenda is made by the Board of Directors and is sent by electronic mail or courier at least 21 days before the meeting of the General Assembly. The Executive Director keeps minutes of the meeting, which must be signed by the (acting) President and the Executive Director. In the absence of the Executive Director, these duties will be performed by the Secretary.

### **7.4. Decision taking at General Assembly**

The General Assembly may deliberate validly only if the quorum of 15 full members are present or represented is achieved.

If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned at the earliest 3 days following the meeting at the same time and place or to such other time as the directors may determine.

The vote is carried out by show of hands, ballots, electronic means, or calling off names, unless the Board of Directors decides otherwise.

Any resolution which gains the majority shall be binding to all members. Where the votes are undecided, the proposal is considered rejected. If required by law or decided by the General Assembly, the appropriate authorities shall be notified of resolutions passed. This will be done by the Board of Directors, who will also report any abstentions or dissenting votes of such members who should request this.

Members are entitled to be represented at the General Assembly by another member, who may vote on the absent member's behalf, provided the latter holds of a specific written proxy. For the purpose of allotting voting percentages as mentioned above, the absent member having issued a valid proxy shall be considered a present member. A proxy holder may hold no more than three powers of attorney for the same meeting

The meeting shall not decide on matters, which are not mentioned in the agenda.

Decisions by the General Assembly are taken by simple majority of members present or validly represented.

All decisions made are brought to the knowledge of all members in writing as soon as possible, either by means of the meeting minutes prepared by the Board of Directors or otherwise by electronic mail or courier to the address last communicated by the member to the Board of Directors.

The resolutions taken by the General Assembly are written down in a register signed by the President (or his substitute) and the Executive Director (or two Directors) present at the meeting and must be kept by the Executive Director who will keep the register at the disposal of the members at the registered office of the Association.

## **Article 8 – Amendments to the Articles of Association and winding-up of the Association**

§1. Without prejudice to articles 50 §3, 51 § 2 et 3, 55 et 56 of the Belgian law of 27 June 1921 on non-profit-making-associations, non-profit-making international associations and foundations, any proposal having as its subject:

- the dismissal of a director,
- amendments to the Articles of Association; or
- the winding-up of the Association,

must be submitted to the General Assembly on behalf of the Board of Directors. These decisions can also be proposed by the members provided that the proposal is sent to the Board of Directors by at least 50 full members and not less than three months before the General Assembly.

§2. The decisions with regards to the topics mentioned in §1 can only be taken validly if at least 15% members are present or represented and if it gains at least 3/4<sup>th</sup> of the votes casted. Abstentions will not be taken into account.

If the required quorum of members cannot be assembled, a new meeting will be convoked which shall decide definitively and validly on the proposal with a 2/3<sup>rd</sup> majority of votes, regardless of the number of members present or duly represented, provided that the meeting takes place at the earliest 7 days following the meeting during which the quorum was not present or, in case of winding up of the Association, at the earliest 3 months following the meeting during which the quorum was not present

§3. A General Assembly will be called, at which the proposal will be discussed and voted on. The convocation and the agenda for the meeting, as well as the proposal including a motivation must be sent to the members at least four weeks in advance on the day on which the meeting shall take place. This will be done by the Executive Director on behalf of the Board of Directors or the members requesting the meeting, as the case may be, in the form required for a General Assembly.

§4. Amendments to the Articles of Association shall only enter into force once they have been approved by the competent authority or authorities in conformity with article 50 § 3 of the law mentioned above and after publication of the Articles of Association in conformity with article 51 § 3 of said law.

§5. The General Assembly shall establish the process and method for the winding-up and the liquidation of the Association, in accordance with the applicable laws.

After dissolution, any resulting net assets will be allocated to a non-profit-making private legal entity pursuing a similar international purpose as the Association prior to its dissolution or, if such entity is not available, the net assets will be allocated to a purpose without profitable interest, as determined by the General Assembly.

## **Article 9 – Internal Rules**

The Internal Rules of Procedure of the Association are drafted and modified, as the case may be, by the Board of Directors and communicated to the General Assembly.

## **Article 10 – Board of Directors**

### **10.1. Assignment**

A Board of Directors is appointed by the General Assembly in accordance with the procedures as the Directors may from time to time prescribe and which may include electronic voting.

The Board of Directors shall have full powers of administration, management and representation, subject to the powers reserved to the General Assembly, the limitations set by or pursuant to these Articles of Association.

The Board of Directors may delegate the daily management or specific management tasks to the President and/or Directors acting solely or jointly, and/or to one or more employee(s) and/or to the Executive Director.

### **10.2. Organisation**

The Association is administered by the Board of Directors, composed of at least four members.

The Directors will be appointed under the following conditions:

- Directors are appointed by the General Assembly in accordance with article 9.1;
- their appointment will be for a period of three years;
- they will be reimbursed for the costs they make within the exercise of their mandates.
- They are full members

The Directors are elected for a period of three years, once renewable, except for the President who will remain a Director until two years after his/her Presidency term expires. In case the President is dismissed by the General Assembly the General Assembly will also decide on the remaining duration of his term as a Director.

Director shall serve until its successor is designated (following a proposal and appointment procedure) and assume its duties.

A Director's appointment will terminate in each of the following situations: his death, resignation, civil incapacity or if he is placed under temporary administration or receivership, if his appointment is terminated by the General Assembly or if his appointment term expires.

In the event of a termination during a mandate, the Board of Directors may designate a temporary substitute. A director so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.

All acts relative to nomination, dismissal or cessation of functions of Directors established in conformity with law will be communicated to the Federal Public Service of Justice in view to be published at the expense of the Association in the annexes of the Belgian Official Journal or as otherwise prescribed by law.

### **10.3 Executive Committee**

The Board of Directors shall elect from its midst a President, a Vice President, Secretary and a Treasurer.

### **10.4. Meetings and convocations**

The Board of Directors meets at least twice a year upon convocation by the President of Association, the Executive Director or upon request of at least 50% of the Board Members.

The convocation is sent by electronic mail or courier or such means of communication as the Board of Directors may decide.

### **10.5. Decision-taking**

In the voting procedure at meetings of the Board of Directors all members have one vote. In the event of a tie, the President or, in his absence, the Vice-President chairing the meeting shall have the casting vote.

All Directors may validly represent another absent Director and vote on his behalf, provided that they have been issued with a proxy by the absent Director, specifying the extent and purpose of the proxy, and, optionally, a voting instruction.

The presence in person or by proxy-holder of at least 50% of the Directors shall constitute a quorum for the transaction of business.

### **10.6. Register of resolutions of the Board of Directors**

The resolutions of the Board of Directors are written down in a register and kept by the Executive Director at the disposal of Board Members at the registered office of the Association.

### **Article 11 - Representation of the Association towards third parties and in court**

All documents intended to bind the Association, with the exception of cases where special authorisation has been granted by the General Assembly, must be signed by two Directors, who will not have to justify towards third parties the powers conferred to this end.

The Association is validly represented in legal proceedings, both as a plaintiff and as a defendant, by two Directors or by its President or by such person as the Board, represented by the President or two Directors may appoint for this purpose as evidenced by a written proxy.

Acts relative to the nomination, dismissal or termination of functions of persons empowered to represent the Association, must be carried out in accordance with the applicable laws and binding regulations and will be communicated to the Federal Public Service of Justice and published at the expense of the Association as prescribed by law.

### **Article 12 - Secretariat**

The Secretariat is an executive body of the Association and as such shall be at the disposal of the members. It shall be managed by an Executive Director, who will be charged with organising the office in cooperation with the Board of Directors. The Secretariat and the Executive Director will operate independent from individual members and will report to the Board of Directors.

### **Article 13 – Budget and accounts**

The fiscal year of the Association starts on 1 January and ends on 31 December.

The resources required for the functioning of the Association are generated through:

- donations;
- grants, received from the industry;
- fees paid by its members. Members are obliged to pay an annual membership fee, the amount of which is established according to the procedure mentioned in article 6 of these Articles.
- income from events

In conformity with article 53 of the Belgian law of 27 June 1921 on non-profit-making associations, the annual accounts of each past fiscal year as well as the budget for each coming fiscal year must be prepared by the Board of Directors and be forwarded for approval to the General Assembly in a timely manner, taking into account the meeting schedule of the General Assembly and ensuring that the General Assembly is enabled to (i) approve the annual accounts within the statutory period after the year end, and (ii) approve the budget before the new fiscal year starts.

The accounts will be transmitted, in accordance with article 51 of the law to the Federal Public Service of Justice, or to such other government body as prescribed by applicable law.

### **Article 14 – Languages**

For interpretation of the present Articles of Association, the French version of the text will be considered the authentic and prevailing version; all versions in other languages are translations.

### **Article 15 – General provisions**

To the extent permitted by law, all meetings mentioned in these Articles of Association may be held by means of video or telephone conferencing.

Any and all matters not provided for in these Articles of Association, in particular publications to be made in the Annexes of the Official Belgian Journal, are governed by the binding provisions of Title III of Belgian law of 27 June 1921 on non-profit-making associations, international non-profit-making associations and foundations.

Any and all matters not provided for in these Articles of Association and concerning the management of the Association may, to the extent permissible by law, be provided for in internal rules and regulations, to be issued by or on behalf of the Board of Directors. Such internal rules will be put at the disposal on motivated request of a member.