

European Cervical Cancer Association (ECCA)
--

Name, head office and judicial district**Article 1. — Name**

The association is called the “European Cervical Cancer Association”, abridged as ECCA.

Article 2. — Head office and judicial district

The head office is located at 121 rue Jourdan, Boite 6, Apartment A13, 1060 Brussels, in the judicial district of Brussels.

Conforming to the Belgian law of June 27th 1921, the location of the head office has been registered at the clerk’s office of the court at Brussels and published in the Annex of the “Moniteur belge”.

Objectives and activities**Article 3. — Aims of the association**

The aim of the ECCA is to support the elimination of cervical cancer across Europe by promoting the implementation, improvement and uptake of organised cervical cancer prevention programmes.

This aim will be pursued without the realisation of financial gain by the directors or members of the association.

This aim will be pursued without consideration of nationality, language, religion, philosophy or political affiliation.

Article 4. — Activities of the association

In order to realise the aims of the ECCA, the association will undertake the following primary activities:

- 1) The ECCA will work to coordinate actions between the various European organisations involved in cervical cancer prevention.
- 2) The ECCA will create, implement and coordinate a European educational programme to raise awareness of cervical cancer

prevention.

- 3) The ECCA will create, implement and coordinate promotional events (such as the European Cervical Cancer Prevention Week, the Pearl of Wisdom® and the STOP Cervical Cancer Petition) as a means to raise awareness of cervical cancer prevention.
- 4) The ECCA will work with politicians at the national and European levels to encourage and support their efforts to reduce cervical cancer rates across Europe.
- 5) The ECCA will support patients with cervical pre-cancer or cancer by providing information, establishing contacts with healthcare professionals, and facilitating communication between the patients.

The ECCA will pursue its aims using all the means at its disposal but always in close cooperation with its members.

The ECCA can, within the limits fixed by these statutes and the law of Belgium, use all means that are required to achieve, facilitate or ensure, in whole or in part, the activities noted above.

The ECCA can, inter alia, purchase, hire or lease any movable or fixed assets, hire human resources and enter into such financial transactions as are required to pursue the activities noted above.

The ECCA can, among other things, work with, support, form alliances or join with other organisations having similar aims, goals or objectives.

The ECCA Board of Directors has the right to interpret the nature and extent of the objectives of the association.

Members

The membership of ECCA is composed of organisations and individuals that agree to abide by the statutes of the association, to pursue its objectives and work to realise its actions.

Article 5. — Types of members

The ECCA has two types of members: institutional members and associate members.

The ECCA must have a minimum of 3 institutional members.

The founding members are the first institutional members.

Only the institutional members will enjoy all the rights guaranteed by the Belgian law of June 27th 1921, pertaining to non-profit associations, non-profit international associations and foundations.

Article 6. — Institutional Members

Institutional membership will be granted to organisations that:

- (1) Have been recommended for membership by two or more institutional members of the ECCA
- (2) Have been accepted for admission by the Board of Directors;
- (3) Agree not to use their membership for commercial purposes;
- (4) Appoint an Official Delegate who will represent the member at all meetings of the ECCA and, inter alia, have the power discuss, decide and vote at general meetings or other gatherings of the ECCA. The appointment or revocation of this delegation must be communicated to the Board of Directors.

The applications for institutional membership must be made in writing and be sent to the Board of Directors. The Board of Directors will consider such applications at the next scheduled board meeting with decisions made on the basis of a simple majority of those presented or represented.

The Board of Directors is not obliged to disclose the reasons for the refusal of any application.

Institutional members agree to pay annual dues to a maximum amount of 1000€. The Board of Directors will decide each year if dues are required or not for the following year and fix the amount within this maximum.

The institutional members of the ECCA are divided into two categories:

- (1) The founding members consisting of those institutional members present at the establishment of the ECCA;
- (2) The active members consisting of those institutional members that are neither founding members nor associate members but that actively participate in the realisation of the aims of the ECCA.

Article 7. — Associate members

Associate membership will be granted to organisations or people that:

- (1) Have been recommended for membership by two or more institutional members of the ECCA
- (2) Have been accepted for admission by the Board of Directors;
- (3) Agree not to use their membership for commercial purposes;

Applications for membership must be made in writing and be sent to the Board of Directors. The Board of Directors will consider such applications at the next scheduled board meeting with decisions made on the basis of a simple majority of those presented or represented.

The Board of Directors is not obliged to disclose the reasons for the refusal of any application.

The associate members agree to pay an annual dues to a maximum amount of 100€. The Board of Directors will decide each year if dues are required or not for the following year and fix the amount within this maximum.

The associate members of the ECCA are divided into two categories:

- (1) The honorary members consisting of those organisations or individuals who have played an important role in the realisation of the aims of the ECCA ;
- (2) Individual members consisting of those individuals who actively participate in the realisation of the goals of the ECCA.

Application, withdrawal, suspension and exclusion

Article 8. — Applications for membership

All requests for institutional or associate membership must be made in writing and be sent to the Board of Directors of the ECCA that will proceed in accordance with articles 6 and 7 of these statutes.

Article 9. — Withdrawal of membership

Any member is free to withdraw from the ECCA at any time. The outgoing member must notify the Board of directors by registered letter and will be removed from the register of members as of the date of receipt of the letter.

The outgoing member remains liable for the full payment of any dues outstanding at the time of their withdrawal.

Article 10. — Automatic withdrawal of membership

Membership will be automatically withdrawn for any member that:

- (1) No longer meets the conditions that justified its admission as a member; and/or
- (2) Fails to pay any annual fees that may be levied within 40 calendar days of receiving notification by registered letter that the fees are due; and/or
- (3) Fails to attend three consecutive general meetings without providing prior notice of justifiable cause.

The member concerned remains liable for the full payment of any dues outstanding at the time their membership is withdrawn.

Article 11. — Suspension of a member

The Board of Directors may suspend any member that fails to meet the obligations imposed by these statutes or fails to actively support the realisation of the aims of the ECCA. The suspension of membership is a provisional measure and remains in force only until the next general meeting.

Article 12. — Exclusion of a member

A member can be excluded from ECCA if he fails to meet the obligations imposed by these statutes or fails to actively support the realisation of the aims of the ECCA.

The withdrawal of a membership will be decided in general assembly by a 2/3 majority of those present or represented.

The member concerned must be invited to address the general assembly prior to the voting.

The withdrawal of membership is effective immediately.

The withdrawal of membership does not need to be justified.

The excluded member remains liable for the full payment of any dues outstanding at the time their membership is withdrawn.

Rights and obligations of the members

Article 13. — Rights of the members

The rights of the different categories of members are:

- (1) Institutional members : the institutional members will enjoy all the rights guaranteed by the Belgian law of June 27th 1921, pertaining to non-profit associations, non-profit international associations and foundations.
- (2) Associate members : the associate members only have the right to participate:
 - (A) In deliberations at general assemblies but without the right to vote;
 - (B) In all other activities organised by the ECCA for its members and to contribute to those activities as required.

Article 14. — Fees

The members should pay the annual fee according to the articles 6 and 7 of these statutes. The fees is to be levied in the subsequent accounting period or at the date of admission as a member.

The amount of the annual fee for institutional and individual membership remains the decision of the Board of Directors.

Article 15. — Obligations of the members

All members of the ECCA are obliged to communicate any useful information to pursue the aims and activities of the association as set out in these statutes.

All members of the ECCA are obliged to respect the decision of the administrative bodies of the ECCA.

Structure of the ECCA and the General Assembly

Article 16. — Structure of the ECCA

The ECCA comprises:

- (1) The General Assembly
- (2) The Board of Directors
- (3) The President
- (4) The Managing Director

Article 17. — General Assembly

The General Assembly will be composed of all institutional and associate members.

The general meeting will be convened by the President or, in his/her absence, the Managing Director or the longest serving Director of the ECCA.

Official notice of a General Assembly will be sent by post, fax or email at least fourteen days before the date of the meeting and will include the date, time, place, agenda and any supporting documents for the meeting.

Institutional members will be represented at the General Assembly exclusively by their appointed Official Delegate.

Institutional members that cannot attend the General Meeting can be represented by another institutional member to whom they have provided their proxy. Institutional Members can hold a maximum of ten proxies.

There must be one General Meeting per accounting period and not later than 30 June of the relevant year.

The General Assembly can deliberate only if one quarter or more of the Institutional Members are present or represented. If this condition is not met, a new General Meeting will be convened and can deliberate validly whatever the number of members present or represented but only on the questions set out in the agenda of the previous meeting.

Article 18. — Powers of the General Assembly

The General Assembly has all the powers accorded to it under the Belgian law of June 27th 1921 and under these statutes.

A general meeting must be called to:

- (1) Modify the statutes
- (2) Nominate or dismiss directors
- (3) Nominate or dismiss the auditors and fix their remuneration
- (4) Approve budgets and annual accounts
- (5) Dissolve the association
- (6) Exclude of a member
- (7) Transform of the association into a company with a social purpose.

Article 19. — Voting rights at the General Assembly

Only the institutional members have the right to vote at General Assembly.

Resolutions will be adopted on the basis of a simple majority of the institutional members present or represented at the general meeting, except as otherwise indicated by the law or these statutes.

Voting will be conducted on the basis of a show of hands or by secret ballot if requested by half or more of the members present or represented. In the event of equality of votes, the President shall have a casting vote.

The General Assembly cannot deliberate or make changes to the statutes of the ECCA unless the changes have been explicitly noted in the official notice of the meeting and two-thirds of the institutional members are present or represented.

Changes to the objects of the ECCA cannot be made unless four-fifths of the institutional members are present or represented.

If two thirds of the members are not present or represented at a general assembly, a second meeting can be convened and can validly deliberate whatever the number of members present or represented. The second meeting cannot be held less than fifteen days after the first meeting.

Article 20. — Minutes of the General Assembly

The decisions of the General Assembly will be recorded in a register of the minutes and the minutes of each meeting will be approved by the President and one of the Directors of the ECCA. This register will be kept at the head office of the ECCA where all members can inspect but not remove it.

Board of Directors

Article 21. — Composition and functions

The ECCA is administered by the Board of Directors

The Board of Directors establishes the policy to be followed for the realisation of the aims and actions of the association.

The Board of Directors can undertake all actions that are not expressly reserved for the General Assembly by the Belgian law of June 27th 1921 or these statutes.

The directors of the ECCA are elected or dismissed by the institutional members of the ECCA at a General Assembly.

The Board of Directors is composed of a minimum of three directors except in the case that the number of members of the ECCA is equal to three. In this case, the Board of Directors will be composed of two directors.

Le Board of Directors is composed of a maximum of 12 members.

People will be eligible for election as directors of the ECCA if they are Institutional members, Associate Members or non-members who do not have any conflicts of interest with the aims and actions of the association.

Voting will be conducted on the basis of a show of hands or by secret ballot if requested by half or more of the members present or represented.

The general assembly can deliberate validly on the nominations and/or revocations of directors only if the interested parties are present and if three fifths of the members are present or represented.

Directors will be elected or dismissed on the basis of a simple majority of the members present or represented.

The mandate of a director is revocable at any time by the members of the General Assembly.

Directors will be appointed for a two-year term ending on the date of the second general assembly after their appointment and may be renewed indefinitely.

Directors will receive no remuneration for serving on the board of directors but expenses incurred in undertaking their duties as directors will be reimbursed.

The Managing Director can be remunerated as decided by the Board of Directors.

In the event of a vacancy, a director can be appointed on a provisional basis by the General Assembly to undertake the mandate of the missing director.

The Board of Directors will elect from among its members a President, a Treasurer and a Secretary.

The Board of Directors can delegate the day-to-day management of the ECCA to one or more people, directors or not, acting alone or jointly.

Article 22. — Functioning of the Board of Directors

The Board of Directors will meet when requested by the President or one quarter or more of the directors at least once per year but more frequently if required by the interests of the ECCA, at the head office of the ECCA or any other location or by telephone conference call or by web-based virtual meeting.

The agenda will be established by the President, the Managing Director or a Director of the ECCA.

Official notice of a Board Meeting will be sent by post, fax or email at least seven days before the date of the meeting and will include the date, time, place, agenda and any supporting documents required for the meeting.

A director may, upon notification to the President, be represented at a Board Meeting by another director to whom they have given their proxy. A director cannot hold more than one proxy.

Decisions will be taken on the basis of a simple majority of the directors present or represented. In the event of equality of votes, the President or the director replacing the President will have a casting vote.

The decisions of the Board of Directors will be recorded in a register of the minutes and the minutes of each meeting will be approved and signed by the President and the Secretary, either together or separately on separate identical copies.

Article 23. — Abilities of the Board of Directors

The Board of Directors have all powers to administer and manage the association, except as expressly given to the General Assembly by law or these statutes.

Article 24. — Representation

All actions acting to bind the ECCA, except if otherwise specified by the Board of Directors, must be signed by the President, or the Managing Director, or a minimum of two directors for decisions that are under the competence of the Board of Directors. The directors are not required to justify their powers.

President

Article 25. — Nomination

The President is elected by the Board of Directors for a term of two years and the President may be elected for no more than three consecutive terms.

Article 26. — Functions

The President chairs and sets the agenda for the General Assemblies and Board Meetings. In the absence of the President, he/she will be replaced by the Managing Director or failing him/her by the longest serving Director of the ECCA.

Managing Director

Article 27. — Functions

The Managing Director is appointed and dismissed by the Board of Directors.

The Managing Director is responsible for the day-to-day management of the association including but not limited to:

- (1) Representing the association to any authority, administration or public service;
- (2) Taking all measures necessary to realise the implementation of the decisions of the Board of Directors or the General Assembly;
- (3) Leasing real estate and concluding any contract relative to this asset.
- (4) Employ or dismiss any employee of the association whatever is her/his function and position, and designate their functions, wages, conditions of employment, or promotion.
- (5) Claim, withdraw and receive any amount of money, documents and assets in any form and give the corresponding receipt.
- (6) Conclude any contract with any independent provider of services or supplier of the association.
- (7) Discuss and conclude any contract of transaction. Represent the association at the court of justice (including the State Council) or arbitration procedures, whether prosecuting or defending; take all the necessary measures to pursue these actions; and to receive judgements and act upon them as required.
- (8) Make and accept invoices and orders, receive orders and conclude contracts regarding the buying or the selling of any assets in the maximal amount of 100.000 EUR per transaction.

The Managing Director can delegate responsibility for the day-to-day management of the association to employees of the association or to other persons of his/her choice.

Internal regulations

Article 28. — Preparation and adoption

An Internal Regulation can be prepared and adopted by the Board of Directors.

Distribution of assets upon dissolution

Article 29. — Assignment of assets

Upon the voluntary or mandatory dissolution of the ECCA, the assets will be assigned to the association or associations which succeed the ECCA or to one or more associations with equivalent goals or to an association or associations designated by the General Assembly.

General provisions

ARTICLE 30. — Absence of personal commitment

The President, the Board of Directors and the Managing Director may only act on behalf of the ECCA within the terms of their mandates as defined by these statutes and the laws of Belgium.

ARTICLE 31. — Representation

The Board of Directors may represent the ECCA to others and to the law, for prosecuting or defending. The Board of Directors can also delegate these powers to the President, the Managing Director or one or more Directors.

Article 32. — Applicable laws

Whatever is not specified by these statutes is regulated by the law of Belgian law of June 27th 1921 pertaining to non-profit associations, international non-profit associations and foundations.

Article 33. — Financial accounting period

The fiscal year starts on January 1st of each year and end on December 31st except for the first year that will start on the date the ECCA is legally established and run until December 31st 2009.