

## ARTICLES OF ASSOCIATION ( BY LAW)

"SOCIETAS ORBIS SENOLOGIAE."

"INTERNATIONAL SOCIETY OF SENOLOGY"

### **SECTION 1: CONSTITUTION AND PURPOSE OF THE ASSOCIATION**

#### **Article 1: Constitution-Denomination**

An association governed by articles 21 to 79 of the local Civil Code in force in the departments of Haut-Rhin, Bas-Rhin and Moselle, and by the French civil law of 1 June 1924, is created between the members of these articles of association, with the name: Société Internationale de SENOLOGIE (hereinafter S.I.S.).

The association has been officially registered with the Tribunal d'Instance, 45, rue du fossé des 13, Boite Postale 444, 67008 STRASBOURG CEDEX (office 305-third floor) file number 23/76-tribunal d'instance V 35 F 58.

#### **Article 2: purpose**

The purpose of the S.I.S. is to

- to bring together all scientific societies, associations or research groups, whatever their country of origin, with the aim of disseminating medical, biological and related knowledge about breast disease, in order to create an International Federation with the objective of promoting the prevention, diagnosis and treatment of breast disease, disseminating knowledge about senology and promoting exchanges with the rest of the community.
- To support and develop research, to encourage scientific publications related to the object of the I.S.S., to organize meetings, to develop public awareness by using all educational, informative and publicity means available.
- To co-operate with the governmental authorities and public services concerned as well as with the International Health Organisations.
- To coordinate the scientific activities of various associations and societies. To achieve these objectives, the S.I.S. is free to collaborate with other persons or legal entities.

These actions will be the result of working meetings and periodical meetings, publications, conferences, scientific symposia and any other type of initiative likely to help achieve the purpose of the S.I.S. In all respects, the S.I.S. has no political or religious aims. It is a non-profit association.

#### **Article 3: address**

The registered office of the S.I.S. is located at: 17 rue Albert Calmette 67200, Strasbourg, France, under the name "SOCIETE INTERNATIONALE DE SENOLOGIE, S.I.S."

The electronic address of the S.I.S. is: [senology.sis.iss@gmail.com](mailto:senology.sis.iss@gmail.com)

#### **Article 4:**

The S.I.S. is made up of non-profit-making companies, institutions and scientific research groups pursuing the same object as that defined by the present Articles of Association.

### **SECTION 2: COMPOSITION**

#### **Article 5: Membership**

The S.I.S. is made up of Active, Associate or Honorary members who have fulfilled the membership conditions stipulated in article 7 of these Articles of Association.

**Active Members:** Active Members are persons who have paid the corresponding annual subscription; they have the right to speak and vote at S.I.S. Assemblies as well as at meetings of the Standing Committee, provided that they are in good standing with regard to the payment of their annual subscription.

**Associate members:** associate members are individuals who do not belong to the member associations that have been approved by the Board of Directors, which shall establish the dues they must pay. Their membership must be ratified by the General Assembly. Associate members have the right to speak at the General Assembly but not the right to vote. They may not attend meetings of the Standing Committee.

**Honorary members:** the Board of Directors may grant the status of honorary member to persons or institutions who have made a contribution to the S.I.S. or rendered an important service to it. They shall be exempt from payment of the annual fee. They may speak at General Meetings but do not have the right to vote.

**International Scientific Council:** it is composed of former presidents and persons recommended because of their prestige in the scientific world. Proposals of candidates for the Board of Directors must be ratified by the General Assembly.

#### **Article 6 : contributions**

The General Assembly will set the amount of the annual subscription for active and associate members on the proposal of the Board of Directors.

The membership fees will be defined according to the World Bank's economic classification, modulated by the representative of the member society:

Very rich countries: between 500 and 1000 US dollars

Rich countries: between 400 and 800 US dollars

Not very rich countries: between 300 and 600 US dollars

Not rich countries: 200 dollars

In principle, becoming an active member again after having left it for three years, means a contribution representing two years following the return of the contribution.

#### **Article 7 : Conditions of contributions**

The General Assembly will determine the conditions of membership:

The membership of new members meeting the criteria of the association will always be subject to the approval of the Board of Directors. Applications for membership will be submitted to the Secretary General. Each member must agree to abide by the Statutes which will be communicated to him/her at the time of admission. The admission of a new member is subject to ratification by the General Assembly on the recommendation of the Board of Directors.

**Article 8: striking off :**

Membership is lost by :

- Resignation which must be addressed in writing to the Board of Directors;
- Cancellation pronounced by the General Meeting in the event of serious moral or material prejudice brought to the knowledge of the S.I.S.
- Unjustified delays in the payment of annual dues.

Before taking a decision, the member shall be required to justify in writing the reasons for his behaviour.

- Death.

**Article 9: liability of members :**

No member of the S.I.S. may be held individually responsible for commitments made by the S.I.S. or its Administrative Council.

Section 3: ADMINISTRATION OF FUNCTIONS

**Article 10 : Board of Directors**

The S.I.S. is managed by a Board of Directors made up as follows:

- A Chairman
- An elected President
- A Former President (immediate predecessor of the President in office)
- Vice-Presidents
- A Secretary General
- An Assistant Secretary\*
- A Treasurer
- A Chairman of the Standing Committee
- The Presidents of the last and next International Congresses
- Five ordinary members

\* the Assistant Secretary will be appointed by the President.

The members of the Board of Directors are elected for a period of two years, from one International Convention to another. Members of the Board of Directors may be re-elected except for the offices of President, President-Elect or immediate predecessor to the President.

The Vice-Presidents must be from different regions of the world. They cannot be President-Elect or Past President. Several additional Vice-Presidents may be appointed when a region or continent is short of representatives.

Continental or regional boundaries will be defined by the General Assembly by a majority of votes.

In case of departure or vacancy, the Governing Board shall have the authority to appoint a provisional replacement until the next General Assembly.

Whatever their position, the members of the Governing Board may only hold it for a period of six consecutive years. Only persons who have already been members of the Board of Directors and then elected President-Elect may retain their position beyond this period and until the expiry of their term of office as President or Former President.

The Board of Directors meets once a year. However, other meetings of the Board of Directors may be convened by the Chairman or at the written request, addressed to the Chairman, of one third of the members of the Board of Directors.

Decisions are taken by majority vote. In the event of a tie, the Chairman shall have the casting vote. All decisions of the Board of Directors shall be recorded in minutes drawn up and signed by the Secretary General and the Chairman of the Board of Directors (or the Chairman of the Meeting).

#### **Article 11 :Board of Directors: composition and duties.**

The Board of Directors has the following responsibilities and duties:

The chairman. The responsibilities or duties of the Chairman are :

- To manage the S.I.S. for a period of two years.
- To convene the General Assembly meeting at least every two years, and to convene an extraordinary General Assembly in the cases provided for in the Articles of Association.
- Convene the meeting of the Board of Directors at least once a year.
- Represent the S.I.S.
- Hold the position of Former President on the Board of Directors for two years.
- To appoint the members of the ad hoc committees.
- Authenticate the minutes, certificates, bulletins and other documents produced by the S.I.S.

The President-Elect: The responsibilities or duties of the President-Elect are :

- To assist the President,
- Represent the President in his absence.
- The President-Elect is elected as follows: Candidates must send their curriculum vitae two years before the next General Assembly during which the election will take place.

- Each of the member national societies may present only one candidate.
- The positions of President of the S.I.S. and President of the Congress may be held by the same person, but his nomination will be the subject of two different elections.
- The election will take place during the General Assembly, which must ratify it.

#### The Former President

The immediate predecessor of the Chairman will remain on the Board of Directors for a period of two years, during which time he will hold the position of Former Chairman.

The Chairman, the President-Elect and the Former Chairman cannot be re-elected to the same position.

#### Vice-Chairmen

One Vice-President will be appointed per continent or geographical area. The number of Vice-Presidents may vary by decision of the General Assembly, depending on the additional geographical areas joining the S.I.S.

The Vice-Presidents are responsible for the regions they represent. In the event of the resignation or absence of the President, the Vice-President of the same region will be designated as interim President until the next General Assembly.

#### The Secretary General

The Secretary General shall be in charge of all matters concerning the correspondence, archives and documents of the S.I.S.

He is responsible for internal communication with member companies to whom he communicates the decisions of the Board of Directors and all matters relating to General Meetings.

He shall draw up the S.I.S. annual activity report.

Together with the President, he signs all official documents of the S.I.S.

He ensures that the secretariat functions smoothly.

#### The Assistant Secretary

Its role is to assist, help and facilitate the work of the President.

#### The Treasurer

It is responsible for collecting membership dues and making payments.

It maintains a record of S.I.S. assets and all financial transactions.

It manages the assets of the S.I.S.

It presents an annual financial statement to the Board of Directors and the General Meeting.

He is responsible for answering questions from the auditors.

He formulates and presents the provisional budget of the S.I.S. to the Board of Directors and the General Meeting.

### The Chairman of the Standing Committee

He chairs the meetings of the Standing Committee.

He acts as liaison between the Board of Directors and the Standing Committee.

He communicates to the Board of Directors any problems or questions raised by member companies as well as all proposals made by the Standing Committee.

### The Presidents of the last and next S.I.S. Congresses.

These persons organise International Congresses of the S.I.S. with the help of the Board of Directors and the Director of the Standing Committee.

### Ordinary Members :

Ordinary Members provide services to the Board of Directors in the following areas:

#### Education:

- They propose and coordinate the organization of courses, seminars, workshops and conferences all over the world, in all fields of research in Senology.

#### Public and Press Relations :

- They are responsible for establishing permanent communication with all member societies.
- They regularly send information to newspapers and societies in order to make the world aware of the activities of the S.I.S.

#### Scientific relations :

They are in charge of searching for scientific institutions likely to join the S.I.S. as active or honorary members

#### International Cooperation :

- They are responsible for proposing and organizing joint research projects with scientific societies or research groups from different countries.

#### Advisors

- They are responsible for finding the appropriate representatives for each of the specialties related to Senology.

### **Article 12: Election of the Board of Directors :**

The Board of Directors is elected by the General Assembly.

### **Article 13: Removal from the Board of Directors:**

Any member of the Board of Directors who would miss two consecutive meetings without reason will be considered as resigning. The members of the Board of Directors will be replaced by following the procedure described in article 10.

### **Article 14: Remuneration :**

The functions of the members of the Board of Directors, the Officers, the Chairmen of the Committees or the Members of the Committees are voluntary. However, S.I.S. executives shall be

entitled to reimbursement of expenses incurred by reason of their duties upon presentation of supporting documents and after approval by the Board of Directors.

The President and/or Treasurer may make reimbursements not provided for in the budget for an amount less than US\$1,000.00. Reimbursement of expenses in excess of US\$1000.00 Standing Committee must be ratified by the President and/or Treasurer.

**Article 15: The Standing Committee :**

The Standing Committee is made up of representatives of the National Societies of Senology. Each society has one vote.

Each member society must elect a single representative. Before the opening of the General Assembly, the members of the Standing Committee must meet in the presence of the Chairman of the Standing Committee and the Secretary General in order to elect the Chairman of the Standing Committee for the following period. The name of the Chairman of the Standing Committee will have to be ratified by the General Assembly.

The Standing Committee shall act as liaison between the member companies and the Board of Directors. It must take into account the remarks of the National Societies; it must manage the problems raised and draft proposals which it will then submit to the Board of Directors. He is responsible for the organisation of International Meetings. The representatives of National Societies shall have the right to speak and vote provided that they are up to date in the payment of their dues.

**Article 16: ad hoc committee :**

The President may, if necessary, decide to set up ad hoc committees. The Chairmen of these ad hoc committees may or may not be chosen from among the members of the Board of Directors.

**Article 17: General Assembly :**

General Meetings are made up of all the representatives of the Member Companies of the S.I.S. The convening of a General Meeting may be decided by the President of the Association or by a quarter of the members with voting rights.

A General Meeting shall be convened at the S.I.S. Congress, at least every two years. Meetings of the Assemblies must follow the agenda drawn up by the Board of Directors on the basis of information provided by the Standing Committee.

The Agenda must be communicated to the Member Societies at least 30 days before the date of the General Meeting. Active members may submit to the Board of Directors the items they wish to include on the Agenda.

The President of the S.I.S., or, in his absence, the President-Elect or one of the Vice-Presidents, is responsible for chairing the meeting of the General Meeting.

The other officers may delegate their duties to another member of the Board of Directors for any report or remarks to be presented to the General Meeting.

All National Societies shall pay dues based on membership fees. The amount of membership fees shall be fixed by the General Assembly on the recommendation of the Governing Board. The amount of membership fees may be changed by the General Assembly by a majority of the votes.

Any National Society which has not paid the full membership fee will be deprived of voting rights at the General Assembly.

National Societies shall be represented according to the number of their members as follows:

- Societies to which an appropriate membership fee has been requested by the General Assembly shall be represented on the recommendation of the Governing Board.

- Each group of the S.I.S., members of the S.I.S. who have paid their membership fee shall be represented as follows:

o Less than 100 members: 1 vote,

o 201 to 200 members: 2 votes,

o From 201 to 300 members: 3 votes

o From 301 to 400 members: 4 votes

More than 400 members :5 votes

Associate Members who are up to date with their subscriptions, Honorary Members and Members of the International Scientific Committee may attend the General Assembly where they will have the right to speak but not to vote.

The validity of the vote is recognised when the quorum, at the first convocation, is half plus one of the representatives of the member companies that have paid their subscription, present or represented. A second convocation to the Assembly will take place 30 minutes later, and the vote will take place regardless of the number of representatives present.

Representatives of member companies may participate either in person or by written proxy. No member may represent more than one absent member.

All individual members of societies are entitled to participate in the General Assembly but do not have the right to vote, as their societies are represented according to the procedure described above.

#### **Article 18: Nature and powers of the General Meetings :**

Legally constituted General Meetings represent all members of the S.I.S.

All members, including those absent for any reason whatsoever, undertake to adhere to the decisions of the General Meeting.

#### **Article 19: Ordinary General Meeting :**

An Ordinary General Meeting is convened at least every two years. The Board of Directors may also convene a General Meeting before the expiry of this period.

During the meeting, the Standing Committee approves the Agenda and the minutes of the previous meeting; it deliberates and votes, if necessary, on the approval of the items on the Agenda.

The General Assembly elects the members of the Board of Directors, with the exception of the Deputy Secretary, the Chairman of the Standing Committee and the Presidents of the International Congresses. It also elects two Auditors for a period of two years; these Auditors are responsible for verifying the management of the financial resources entrusted to the Treasurer.

On the recommendation of the Administrative Council, the Assembly may, if necessary, review and approve the membership fees to be paid during the following two years. It also decides to ratify the

membership of new Member Societies. Voting shall be by show of hands or by acclamation; however, at the request of one quarter of the members entitled to vote, a secret ballot may be held.

#### **Article 20: Extraordinary General Meeting :**

An Extraordinary General Meeting may be convened between two meetings of the General Meeting. The convening of this Extraordinary General Meeting shall comply with the rules stipulated in Article 17 of these Articles of Association. The decisions taken at an Extraordinary General Meeting shall be valid when at least 50 percent of the voting members of the S.I.S. up to date with the payment of their subscriptions are present or vote by proxy. If this proportion is not reached, a new Extraordinary General Meeting shall be convened 30 minutes later. In this case, decisions shall be taken regardless of the number of voting members present.

In accordance with Article 33 of the local Civil Code, which governs these Articles of Association, decisions taken by an Extraordinary General Meeting may be approved by three-quarters of the members, whether they are present or voting by proxy. Voting shall be by show of hands; however, at the request of at least one quarter of the members present, a secret ballot may be held.

Extraordinary General Meetings may be convened by the President, by the Board of Directors or on written request signed by one third of the S.I.S. members who are up to date with their subscription fees. All decisions approved by two-thirds of the members present shall be valid whatever the number of participants.

#### **Article 21: Auditors (head of accounts)**

The General Assembly elects two Auditors.

are elected for two years and are responsible for auditing the finances and financial operations of the S.I.S. prior to the General Assembly.

They work in collaboration with the Treasurer. They must present the accounting report to the Board of Directors and, if necessary, to the General Assembly.

The Auditors must regularly check the accounts sent to them by the Treasurer. They must present the accounting report to the Board of Directors and, if necessary, to the General Assembly.

The Auditors must regularly check the accounts sent to them by the Treasurer. Auditors may not be chosen from among the officers or members of the Board of Directors. They are appointed ad hoc members of the Board of Directors and have, by decision of the President, the right to speak but not to vote.

#### **Article 22: International Congress :**

The International Congress is the main scientific event of the S.I.S. It takes place at least every two years, each time in a different geographical area. The President of the last International Congress and the President of the next one are automatically appointed Members of the Board of Directors.

International Congress can only be hosted by a National Society. Applications from Societies wishing to host the International Congress may be submitted to the General Assembly at least four years in advance.

The General Assembly sets the date and place of the International Congress by a majority of votes.

The Standing Committee assists the President of the Congress in the organisation of the programme, taking into account the suggestions of its Chairman.

Section IV: RESOURCES OF THE ASSOCIATION - ACCOUNTING.

**Article 23: Financial resources of the S.I.S.**

The financial resources of the S.I.S. are as follows :

- Members' subscriptions
- Grants and donations
- Any resource authorized by the laws in force.
- 50% of the income from International Congresses. The remaining 50% of these revenues shall be returned to the society organizing the event.

Crédit Mutuel Personnel de Santé , Espace européen l'Entreprise , 12 rue de La Haye 67300 Schiltigheim France is the Banque de la SIS;

Section V: AMENDMENTS TO THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

**Article 24: Amendment of the Statutes :**

The Articles of Association may only be amended by following the procedures indicated in Article 20 above, i.e. by a three-quarters majority at the Extraordinary General Meeting.

**Article 25: dissolution :**

Dissolution is pronounced by the Extraordinary General Assembly convened for this purpose either by the Board of Directors or by one third of the voting members. The conditions for convening the meeting are described in Article 17 of these Articles of Association.

Decisions shall be valid when they are voted by a majority of 3/4 of the S.I.S. members with voting rights. Voting shall be by show of hands unless a quarter of the members present request a secret ballot.

**Article 26 : Devolution of assets**

In the event of dissolution of the S.I.S., the Extraordinary General Meeting shall appoint one or more liquidators to liquidate the assets of the association. The remaining assets must be paid to one or more associations pursuing the same goal. These associations shall be appointed by the Extraordinary General Meeting.

Under no circumstances may a member of the S.I.S. claim a share of the balance, except in the event of a legal right of recovery on his part. In this case, the provisions of section 1, article 1 shall apply.

Section VI INTERNAL REGULATIONS - ADMINISTRATIVE FORMALITIES :

**Article 27: rules of procedure :**

Internal regulations are drawn up by the Board of Directors, which then submits them to the General Assembly for approval. The purpose of these rules is to manage all situations not provided for in these statutes or to adapt the rules (membership fees, membership, etc.) that may change over time.

Once approved, the rules and regulations must be distributed to all member companies.

**Article 28: the official journal of the S.I.S.**

The S.I.S. undertakes to publish an Official Journal or to become affiliated to an Official Journal. The Board of Directors is responsible for assessing its affiliation. The continuation of such publication or affiliation shall be decided by the Board of Directors, if necessary, by the General Meeting.

**Article 29: Administrative procedure :**

The Governing Board shall declare to the Register of Associations, Tribunal d'Instance, 45, Rue du fossé des 13, B. P. 444,67008, Strasbourg CEDEX, office 305, third floor, file number 23/76, Tribunal d'instance V 35 F 58, societas Orbis Senologia (telephone :00 33 3 88 15 59 29 - fax 00 33 3 88 75 91 29) :

- Any change in the company's name
- Change of head office address
- Amendment of the Statutes
- Changes in the composition of the Board of Directors
- Dissolution of the company

These changes will be reported by the Secretary General

Originals in French signed on May 24<sup>th</sup> ,2020 by

Prf Magalae Costa , President

Pfr Tolga Ozmen , General Secretary

Pr Carole Mathelin Présidente précédente

Gérard Hrodej , Treasurer,