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MELODI Association

Revised articles of the Associations Statutes as unanimously approved at the Extraordinary General Assembly of MELODI, held in Rovinj, Croatia on 4 October 2018

ARTICLE I – Constitution and Name

- (1) A non-profit Association governed by the French law of 1st July 1901, as amended, and texts concerning its application is established by those subscribing to the present articles and those who shall subsequently subscribe to them.
- (2) This Association is named "Multidisciplinary European Low Dose Initiative Association" or "MELODI Association" (hereinafter referred to as the "Association"). Its logo is shown above.

ARTICLE II – Purpose

- (1) The MELODI Association is a European radiation protection research platform with the purpose to coordinate and promote research and long term competence on effects and risks to human health associated with low-dose and low-dose rate exposures to ionizing radiation.
- (2) MELODI defines priority scientific goals, identifies specific resources needed and promotes competence building by education and training. MELODI promotes the joint programming of radiation protection research on the national and European level. MELODI as a research platform may implement and carry out radiation protection research for the benefit of all its Members.
- (3) MELODI engages the broader scientific community in all its scientific activities by promoting an open research policy and by integrating related radiation protection research activities on national and European level.
- (4) The priority goals as well as the needs for specific resources, such as infrastructures and Education & Training capabilities are addressed and recorded in a Strategic Research Agenda, which MELODI develops, maintains, makes publicly available and promotes in Europe and beyond.

ARTICLE III – Headquarters

- (1) The Association's headquarters are established in the head office of the French Institute for Radiological Protection and Nuclear Safety (IRSN), 31 Avenue de la Division Leclerc, BP 17, 92262 Fontenay-aux-Roses Cedex, France.
- (2) It may be transferred to any other location in continental France by decision of the Executive Council, subject to approval by the General Assembly.



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ARTICLE IV – Duration

- (1) The Association is constituted for an indefinite duration.

ARTICLE V – Members

- (1) The Association is composed of:
 - a) Signatory Members (institutional);
 - b) Subscribing Member (institutional);
 - c) Associated Members (individual);
 - d) Honorary Members (individual).
- (2) a), b), c), and d) hereinafter collectively referred to as Members, and a) and b) as Members with voting rights.
- (3) a) Signatory Members are Members of the Association, that are legal entities in Member States of EURATOM, the European Union or European Free Trade Association (EFTA) or other European countries associated to EURATOM that have participated in the constitution of MELODI as Founding Members and have in 2009 signed the Letter of Intent.
- (4) New Signatory Members have signed the Declaration to join the MELODI Association as Signatory Member based on the Letter of Intent.
- (5) The Declaration to join the MELODI Association as Signatory Member is provided in Appendix 1 of the present Articles of the Association.
- (6) b) Subscribing Members are public or private, non-profit, legal entities that have signed a Letter of Support and that participate in the operation of the Association and in the achievement of its objectives.
- (7) The letter of Support is provided in Appendix 2 of the present Articles of the Association.
- (8) c) Associated Members are individuals working and with a proven scientific interest in the field of low dose research and the risks associated with exposure to ionizing radiation, and who are not affiliated to a Signatory Member or Subscribing Member and that participate in the activities of the Association and in the achievement of its objectives.
- (9) d) Honorary Members are individuals having rendered specified services to the Association and are appointed as such by the General Assembly.
- (10) Lists of Signatory Members, Subscribing Members, Associated Members and Honorary Members of the Association are kept confidentially in the document register of MELODI, obeying the relevant European and national data protection requirements.



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ARTICLE VI – Admission – Membership termination

- (1) Admission
- (2) New Signatory Members or Subscribing Members may apply for membership in writing to MELODI.
- (3) The admission of new Signatory Members or Subscribing Members shall be recommended by the Executive Council to the General Assembly which shall approve or reject each admission at its discretion after examining the proposed candidatures and membership requirements.
- (4) Associated Members may apply for membership in writing to MELODI.
- (5) The admission of Associated Members shall be recommended by the Executive Council to the General Assembly, which shall approve or reject each admission at its discretion after examining the proposed candidatures and membership requirements.
- (6) Membership termination
- (7) Membership is terminated in the following cases:
- (8) a) Decision to terminate Signatory membership, Subscribing membership or Honorary membership by the respective Member notified in writing to MELODI, with membership termination effective at the end of the current calendar year.
- (9) Associated membership is granted for a fixed period of 3 years, after which membership ends automatically.
- (10) Associated membership may be renewed after reapplication.
- (11) b) Death, if the Member is an individual, or loss of legal status, if the Member is a legal entity.
- (12) c) Exclusion, decided by the Executive Council for default of payment of the annual membership fee after disregard of a reminder fixing an adequate payment delay, mentioning the likely consequences of non-payment.
- (13) d) Exclusion, decided by the Executive Council for any other serious cause, with the Member concerned having been invited by recorded delivery letter to present its position before the Executive Council.
- (14) In cases b) and c), termination of the Membership is immediate.
- (15) Dispute settlement
- (16) In the event of a dispute on admission or exclusion as a Member, the Member concerned may within one month after being formally advised about the decision taken by the Executive Council, call upon the General Assembly to reconsider the matter and reach a final decision.
- (17) In this case, membership termination takes effect only after the final decision of the General Assembly has been formally notified.



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ARTICLE VII – Membership fees – Resources

- (1) Membership fees
- (2) Signatory Members and Subscribing Members contribute to the working expenses of the Association by paying membership fees, the amount of which is fixed each year by the General Assembly following the approval of the budget, which must be balanced as regards revenues and expenses.
- (3) Associated Members and Honorary Members are exempted from payment of membership fees. In consideration thereof, they have no voting rights in General Assemblies.
- (4) Resources
- (5) The Association's financial resources consist of the following:
 - a) Membership fees, admission fees, and voluntary contributions of its Members;
 - b) Public or private subsidies to be received by the Association;
 - c) Any other resources of revenues allowed by the applicable laws and regulations, and the non-profit character of MELODI.

ARTICLE VIII – Executive Council

- (1) The Executive Council consists of a minimum of six (6) and a maximum of twelve (12) Members elected by the General Assembly.
- (2) The General Assembly elects by secret ballot dedicated individuals, who are mandated by a Signatory Member or a Subscribing Member as its representative in the General Assembly, to become a Member of the Executive Council.
- (3) Elected Executive Council Members cannot be substituted in this function.
- (4) At least fifty (50) percent of the Members in the Executive Council shall be from Signatory Members.
- (5) The Executive Council should be at least composed of a Chair, a Vice Chair, a Secretary, a Treasurer, who are elected directly by the General Assembly for these functions, and two other ordinary Executive Council Members.
- (6) The following persons may participate in the Executive Council meetings without voting rights:
 - a) The Chair and the Vice Chair of the Association's Scientific Advisory Committee;
 - b) Upon invitation by the Chair, any person whose participation in the discussions seems useful.
- (7) The duration of the functions of Members of Executive Council is fixed at three (3) years, directly renewable, with a year being understood as the period extending between two consecutive annual General Assembly meetings.
- (8) For those Members of the Executive Council listed as representatives of the Association in public registers, the function as an officer begins and ends with the listing or de-listing in this register.
- (9) For any other Member, the function begins and ends with the transfer of duties from the predecessor to the successor.
- (10) Procedures for electing and by-electing Executive Council Members are provided in the Internal Rules of the Association.



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- (11) Duties of Executive Council Members end upon resignation, which may result from loss of membership of the Member he/she represents, on removal from office decided by the General Assembly following a specific incident requiring such a decision or if the Executive Council reorganises its operations and therefore alters the assignment of tasks to its Members, and these changes are approved by the General Assembly.
- (12) Executive Council Members do not receive a remuneration qualifying as payment for services rendered for this position.
- (13) Members of the Council must take all due steps to avoid conflict of interest.

ARTICLE IX – Executive Council meetings and deliberations

- (1) The Executive Council meetings are held:
 - a) As convened by the Chair, at least three (3) times a year and whenever he/she deems it necessary, or
 - b) if requested by three Executive Council Members.
- (2) Invitations are sent in writing to Executive Council Members with at least thirty (30) calendar days' notice.
- (3) They indicate the meeting agenda proposed by the Chair or by the Executive Council Members who requested the meeting.
- (4) The final agenda and additional documentation if required for decision making is provided at least one week before the meeting.
- (5) Meetings of the Executive Council may be face-to-face or by teleconference.
- (6) The Executive Council may validly deliberate if at least half of the elected Executive Council Members are present.
- (7) The Executive Council's decisions are taken by consensus or, if necessary, by simple majority vote of Executive Council Members present. In the case of equal votes, the vote of the Chair shall prevail.
- (8) The Executive Council's meetings, including its decisions, are recorded in minutes registered in the Association's register of documents, which is administered in electronic form in the document management system of the Association.

ARTICLE X - Authority of the Executive Council

- (1) The Executive Council is invested with full authority to supervise the day to day administration of the Association by the Executive Council's Secretariat within the limits of its objectives and in accordance with the decisions taken by the General Assembly.
- (2) It authorises the Chair to take legal action, if necessary.
- (3) It takes principal decisions regarding the day to day management of the Association's business, particularly with regard to the use of funds, the rental of facilities necessary to achieve the Association's objectives, and the management of personnel.
- (4) The Executive Council formulates the main strategies of the Association, establishes the Association's budget and annual accounts for approval by the General Assembly.



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ARTICLE XI – Executive Council’s Secretariat

- (1) Chair, Vice Chair, Secretary, and Treasurer form the Secretariat of the Executive Council.
- (2) The Secretariat is responsible for the day-to-day management of the Association. It acts in accordance with the decisions taken by the Executive Council as a whole.
- (3) It meets as often as required by the interests of the Association, upon invitation by the Chair with sufficient and adequate notice.
- (4) The Chair solely represents the Association in all civil and legal acts and is invested with full authority for this purpose.
- (5) After prior authorization by the Executive Council, the Chair may partially delegate his/her authority, under his/her responsibility, to one or more Members of his/her choice from among Members of the Executive Council.
- (6) In case of civil and legal acts the Chair may authorise a lawyer to represent the Association after approval by the Executive Council
- (7) The Vice Chair assists the Chair in the execution of his/her duties and replaces him/her as required.
- (8) The Secretary is responsible for issuing invitations and minutes of meetings of the Secretariat and the Executive Council and to make them available to Members of the Association.
- (9) In agreement with the Chair, he/she organises the meetings of the General Assembly and the Executive Council.
- (10) He/she manages the register provided for under Article 5 of the French law of 1st July 1901.
- (11) The treasurer prepares or orders the preparation, under his / her responsibility, of the Association's accounts.
- (12) He/she is responsible for collecting membership fees.
- (13) He/she handles all payments and receipts together with the president.
- (14) He/she prepares a report on the Association's financial situation and presents it during the annual General Assembly meeting.

ARTICLE XII – Common rules of General Assemblies

- (1) Meetings of the General Assembly are attended by all Members of the Association.
- (2) Voting rights require that Members are up-to-date with the payment of membership fees by the date of the meeting.
- (3) Each Member with voting rights has a nominated representative, duly empowered for this purpose, and also a nominated substitute.
- (4) Each representative may be represented by his/her substitute.
- (5) In the absence of the nominated representative or substitute each Member with voting rights may specifically authorise and empower another Member with voting rights (or representative thereof) to act as proxy in the General Assembly.
- (6) Representation by any other person is forbidden.
- (7) Each Member is entitled to manage up to a maximum of three (3) empowerments.
- (8) Each Signatory or Subscribing Member has one vote, as well as the votes of the Members that he/she represents.
- (9) Associated Members and Honorary Members may attend the General Assembly.



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- (10) They have no voting right.
- (11) General Assembly meetings are convened at the initiative of the Chair of the Association.
- (12) Invitations are sent with at least thirty (30) calendar days' notice in writing to the nominated representatives and in copy to the respective substitutes.
- (13) A first draft agenda is sent out with the invitation.
- (14) The final agenda and additional documentation eventually required for decision-making purpose is provided at least one week before the meeting.
- (15) In general invitations in writing and all other documentations may be sent by e-mail.
- (16) The General Assembly elects a Chairperson and a Rapporteur for the respective meeting of the General Assembly with the duties to act as chairman of the meeting and to write the minutes, respectively.
- (17) Procedures for holding the General Assembly meeting are indicated in the Internal Rules of the Association.

ARTICLE XIII – General Assembly

- (1) The General Assembly meets at least once a year.
- (2) The annual General Assembly examines and approves the reports presented by the chair on behalf of the Executive Council regarding the Association's management and activities, and regarding its legal and by the Treasurer regarding the Association's financial situation, respectively.
- (3) It examines and approves the auditor's report.
- (4) The General Assembly approves or adjusts the accounts for the financial year.
- (5) After approval of the reports the General Assembly grants discharge to the Chair, the Treasurer, the Secretariat and the other Executive Council Members.
- (6) It elects the Members of the Executive Council, votes on temporary nominations and appoints the auditors.
- (7) It approves the Members of the Scientific Advisory Committee who are proposed by the Executive Council.
- (8) It authorises the involvement of MELODI in the implementation and execution of research beyond the authority of the Executive Council.
- (9) It authorises the conclusion of acts or operations beyond the authority of the Executive Council.
- (10) It deliberates on all issues listed in the agenda unless the subject falls within the exclusive competence of the Executive Council and / or its Members, the auditors or of the Extraordinary General Assembly.
- (11) The General Assembly may validly deliberate only if at least half of the Members with voting rights are present or represented.
- (12) In the absence of this quorum, the General Assembly is convened again, with the same agenda, within a period of between thirty (30) and sixty (60) calendar days and will validly deliberate as well as vote regardless of the number of Members present or represented.
- (13) The decisions of the General Assembly are made by majority voting of the Members present or represented. In the event of a split vote, the lot to be drawn by the chairperson of the General Assembly will resolve the issue.



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ARTICLE XIV – Extraordinary General Assembly

- (1) The General Assembly may be convened on an extraordinary basis by the Chair of the Association on a proposal by the Executive Council or by a request of least fifty percent of the Members with voting rights.
- (2) Only the Extraordinary General Assembly may modify the Statutes of the Association, dissolve the Association, and decide on the devolution of its assets or its merger with other Associations.
- (3) The Extraordinary General Assembly may validly deliberate only if at least two-thirds (2/3) of the Members with voting rights are present or represented.
- (4) In the absence of this quorum, the Extraordinary General Assembly is convened again, with the same agenda, within a period of between thirty (30) and sixty (60) calendar days after the first Extraordinary General Assembly and will validly deliberate as well as vote regardless of the number of Members present or represented.
- (5) The decisions of the Extraordinary General Assembly are made by majority of two-thirds (2/3) votes of the Members present or represented.

ARTICLE XV – Auditors

- (1) If necessary, the General Assembly may appoint a standing independent auditor and a substitute independent auditor for one accounting year.
- (2) The standing auditor conducts the audit under the conditions provided for by the standards and rules of his/her profession.
- (3) These mandates are renewable.
- (4) In the absence of a standing auditor, the General Assembly appoints two internal auditors for one accounting year, who are directly re-eligible and do not receive a remuneration qualifying as payment for services rendered for this position.

ARTICLE XVI – Internal rules

- (1) Internal Rules are established by the Executive Council, which submits them to the General Assembly for approval.
- (2) These rules supplement the operating rules provided for in the present articles, particularly regarding the internal administration of the Association and may not contradict or alter the provisions in the present Statutes.

ARTICLE XVII - Dissolution

- (1) In the case of the dissolution of the Association for any reason whatsoever, the Extraordinary General Assembly appoints one or more liquidators to take charge of liquidation operations.
- (2) Upon completion of the liquidation, the Extraordinary General Assembly decides on the devolution of assets.



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ARTICLE XVIII- Confidentiality

- (1) All Members of the Association's management entities are required to maintain confidentiality regarding all project-specific information to which they have access within the scope of their duties, and also regarding the content of the discussions in which they participate or of which they have knowledge.
- (2) In addition, any person to be informed of projects handled by the Association is required to sign a non-disclosure agreement if necessary.

ARTICLE XIX – Arbitration

- (1) In the event of disputes that cannot be resolved amicably, final and exclusive arbitration takes place. Each party concerned nominates an arbiter.
- (2) The arbiters will nominate a chairperson within four weeks after initiating the nomination procedure.
- (3) The chairperson must hold the necessary qualifications to be appointed as a full-time judge in a public court of justice.
- (4) Should the arbiters not agree on who will act as chair, each arbiter may call upon the International Chamber of Commerce – Section for Dispute Settlement – to appoint a suitable chairperson.

Article XX Scientific Advisory Committee

- (1) The Executive Council may decide about the establishment of a Scientific Advisory Committee.
- (2) This decision has to be approved by the General Assembly.
- (3) The General Assembly approves the Members of the Scientific Advisory Committee after nomination by the Executive Council.

Article XXI Working Groups

- (1) The Executive Council may decide about the establishment of specific Working Groups for the purpose of implementing MELODI's objectives.
- (2) The Executive Council annually gives a report the General Assembly about the Working Group structure of the Association and asks for approval.

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Appendix 1 of the MELODI Association Status

MELODI Association

***Revised annex 1 of the Associations Statutes as approved
at the Extraordinary General Assembly of MELODI,
held in Rovinj, Croatia on 4 October 2018***

Template

**Declaration to join the MELODI Association as Signatory Member
(To be signed by every new Signatory Member)**

Article I (Declaration to join the MELODI Association as Signatory Member)

I, [name of signatory], [function of signatory], declaring the candidature of [name of organization] to join the MELODI Association as Signatory Member.

As a new Signatory Member of MELODI I declare the commitment to jointly act together with the other Signatory Members of the association towards the goals of MELODI and in the spirit of MELODI as given in the constituting Letter of Intent (as given in Article II of this declaration) signed by the Founding Members in 2009. Beyond the obligation to pay the annual membership fees of the Association this declaration does not include the commitment of any further financial resources.

I recognize the development of the MELODI Association since its foundation and I declare the admission as Signatory Member of the MELODI Association as defined in the prevailing Statutes of the Association, and respect the articles as well as the Internal Rules of the Association.

Article II (Letter of Intent as signed by the MELODI Founding Members in 2009)

Letter of Intent

Towards the implementation of the recommendations of the HLEG Report on low dose risks

The Parties, considering:

- their respective mission at national level in the field of radiation protection research, particularly in the area of low dose health effects,
- their past and current involvement in European R&D projects under the auspices of the successive EURATOM research programmes,
- the conclusions and propositions presented in the HLEG report,

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- Jointly state their intention to bring together, in a step by step approach and with a view to sustainability, their respective R&D programmes in the area of low dose health effects into an integrated trans-national programme capable of addressing the challenges of low dose risks, in accordance with the strategy described in the above mentioned report,
- Decide to act jointly for the purpose of:
 - Reviewing their respective current R&D programmes and related activities (funding processes, training and education, knowledge management, maintenance and development of key infrastructures, ...) with a view to elaborate proposals towards their progressive integration within the scope of a future joint strategic research agenda (SRA),
 - Elaborating proposals for a sustainable trans-national organisation capable of managing such a SRA, leading to the formal setting up, as soon as possible, of such an organisation,
 - Developing appropriate interface with the radiation protection research community, as well as the wider biology research community, in order to maximize the research potential in the area of low dose health effects,
 - Ensuring appropriate exchange of information with responsible organizations at governmental level in the countries of the signatory organisations, as well as at EU institution level, particularly the European Commission services, as well as with all key stakeholders.
- Decide to jointly hold periodic senior management meetings in order to organize task groups dedicated to the above mentioned objectives, to review progress made, and where necessary review objectives and provide guidance,
- Jointly declare that this initiative will be open to other Europe based organisations entrusted with similar missions in the field of low dose radiation research, which could be willing and capable to contribute to the above mentioned goals

For [name of organization]

Name [name of signatory]

Position [function of signatory]

[Name of city, country name], the [date], [signature]

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Appendix 2 of the MELODI Association Status

MELODI Association

***Revised annex 2 of the Association's Statutes as approved
at the Extraordinary General Assembly of MELODI,
held in Rovinj, Croatia on 4 October 2018***

Template

Letter of Support for the Association
(To be signed by every new subscribing member)

I, [name of signatory], [function of signatory], declaring the candidature of [name of organization] as a Subscribing Member of the Association as defined in paragraph b of Article V of the Statutes of the MELODI Association, and agree, if this candidature is accepted, to respect the articles as well as the Internal Rules of the MELODI Association and participate in the operation of the Association and in the achievement of its objectives.

Thus, I agree with this letter to provide the contribution of [name of organization] in promoting European research on the risks associated with low dose exposure to ionizing radiation: definition of priority objectives, identification of research programmes and resources to be implemented in order to achieve these objectives, assessment of results obtained by the Association, and promotion of communication on these issues between the various actors and parties involved.

I understand the commitment to attend meetings of the General Assembly [either myself or a nominated representative of my organization] and for my organisation to contribute to working expenses of the Association by paying an annual membership fees, the amount of which are fixed each year with the approval of the budget (one thousand Euros for 2018).

To enable the MELODI Association's Executive Council to give an opinion on the candidature of [name of organization] for its admission as a Subscribing Member of the Association, I am enclosing with this Letter of Support for the Association the following documents:

- General presentation of [name of organization],
- Overview of mandate, activities and financial and human resources implemented by [name of organization] for research in low dose risk research.

For [name of organization]

Name [name of signatory]

Position [function of signatory]

[Name of city, country name], the [date], [signature]