



MELODI Association

Revised articles of Association as unanimously approved at the Extraordinary General Assembly of MELODI, held in Helsinki on 11 September 2012

ARTICLE I - Constitution and Name

An 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.

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

The purpose of the MELODI Association is to constitute a European Research Platform in the field of low-dose exposure to ionizing radiation and of radiation protection from such exposure (hereinafter referred to as the "Research Area"), aiming for a progressive integration of related national and European activities. Acting in accordance with the orientations set by its members and with the research policy of the EU, MELODI defines priority scientific goals and implements research.

These priority goals, specific resources, infrastructures and training capabilities needed to address them are recorded in a Strategic Research Agenda, which MELODI develops, maintains, makes publicly available and promotes, in interaction with the scientific community in Europe and beyond.

In compliance with its own rules and with third-parties rights, MELODI makes the main results of its activities available to the public.

ARTICLE III - Headquarters

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.

It may be transferred to any other location in continental France by decision of the Board of Directors, subject to ratification by the General Assembly.



ARTICLE IV - Duration

The Association is constituted for an indefinite duration.

ARTICLE V - Members

The Association is composed of:

- a) Founding members
 - b) Subscribing members
 - c) Honorary members
- (hereinafter collectively referred to as "Members")

a) **Founding Members** are Members of the Association that have participated in its constitution, i.e. legal entities of the European Union or European Free Trade Association (EFTA) that have signed the Letter of Intent regarding the constitution of the Association, the template of which is provided in Appendix 1 of the present Articles of Associations, in agreement with their respective governments.

The list of the Founding Members at the date of creation of the Association is given in Appendix 2.

b) **Subscribing Members** are public or private 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.

c) **Honorary Members** are individuals having rendered specified services to the Association and are proposed to be appointed as such by the Board of directors.

ARTICLE VI - Admission - Membership termination

VI.1 Admission

The admission of new Members is recommended by the Board of directors to the General Assembly which shall approve or reject each admission at its discretion after examining the proposed candidatures.

Candidates for admission as subscribing members must previously sign a statement of support for the Association, for which a template is provided in Appendix 3 of the present Articles of Association.

VI.2 Membership termination

Membership is terminated in the following cases:

- (a) decision to terminate Membership by the respective member notified to the president of the Association by recorded delivery letter, with membership termination effective at the end of the current year ;
- (b) death, if the Member is an individual, or loss of legal status, if the Member is a legal entity ;
- (c) exclusion decided by the Board of Directors 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;



- (d) exclusion decided by the Board of directors for any other serious cause, with the Member concerned having been invited by recorded delivery letter to present its position before the Board of directors.

In cases b) and c), termination of the Membership is immediate.

VI.3 Dispute settlement

In the event of a dispute on admission or exclusion as a member, the party concerned may within one month after being formally advised about the decision taken by the Board of Directors, call upon the General Assembly to reconsider the matter and reach a final decision. In this case, membership termination takes effect only after the final decision of the General Assembly has been formally notified.

ARTICLE VII - Membership fees - Resources

VII.1 Membership fees

Founding and Subscribing Members contribute to the working expenses of the Association by paying membership fees, the amount of which are fixed each year with the approval of the budget, which must be balanced as regards income and expenses .

Honorary Members are exempted from payment of membership fees. In consideration thereof, they are not allowed to vote the Association's budget.

VII.2 Resources

The Association's financial resources consist of the following:

- 1) Admission fees, membership fees and voluntary contributions of its Members ;
- 2) Eventual public or private subsidies to be received by the Association ;
- 3) Any other resources allowed by the applicable laws and regulations.

ARTICLE VIII - Board of directors

The Association's Board of directors consists of a minimum of six (6) and a maximum of twenty seven (27) members appointed by the General Assembly, including at least fifty (50) percent of members drawn from the Founding Members and three (3) representatives either from the Subscribing Members or from the Honorary Members.

The following persons may participate in Board of directors meetings without voting rights:

- a representative of the European Commission,
- the president and the vice president of the Association's Scientific council,
- upon invitation by the president, any person whose participation in the discussions seems useful.

The duration of the functions of members of the Board of directors (hereinafter referred to as "Board members") is fixed at three (3) years, directly renewable one time, with each year extending between two annual General Assembly meetings. For those members listed as representatives of the association in public registers, the function as a director begins and ends with the listing or de-listing in this register. For any other member, the function begins and ends with the transfer of duties from the predecessor to the successor.



One third of the first Board members are appointed for a term of one year, a second third of the first Board members are appointed for two years and the remainder for three years. Although the General Assembly may alter the number of directors each year, it may not reduce the number to a lower figure with the effect that a sitting director must resign before his/her term would normally expire, noting that the operation of the association is based on replacing less than half of the directors on any one occasion.

Procedures for appointing and co-opting Board members are provided in the Internal Rules of the Association.

Board member's duties 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 Board reorganises its operations and therefore alters the assignment of tasks to its members.

Board members do not receive a remuneration qualifying as payment for services rendered for this position.

ARTICLE IX - Board of directors' meetings and deliberations

The Board of directors' meetings are held:

- as convened by the president, at least three (3) times per year and whenever he / she deems it necessary, or
- if requested by one-fourth of the Board members.

Invitations are sent with at least thirty (30) calendar days notice via registered letter or e-mail with acknowledgement of receipt to the address given by the Board members to the secretariat of the Association. They indicate the meeting agenda proposed by the president or by the Board members who requested the meeting.

The Board of directors meets at the Association headquarter or any other suitable location indicated in the notification.

The Board of directors may validly deliberate if at least half of the sitting Board members are present or represented. Board members may appoint another Board member as a substitute or a proxy to attend and to vote. Board members may not hold more than one such proxy.

The Board of directors' decisions are taken by consensus or, if necessary, by simple majority vote of Board members present or represented. In the case of equal votes, the chairman's vote shall prevail.

The Board of directors' decisions are recorded in minutes registered in the Association's register of minutes and signed by the president and the secretary, who may jointly or separately issue copies or excerpts.

ARTICLE X - Authority of the Board of Directors

The Board of directors is invested with full authority to administer the Association within the limits of its objectives and in accordance with the decisions taken by the General Assembly.

It authorizes the president to take legal action, if necessary.



It takes all decisions regarding the management of the Association's assets, particularly with regard to the use of funds, the rental of facilities necessary to achieve the Association's objectives, and the management of personnel, apart from decisions falling within the sole competence of the Bureau, the president and/or the treasurer.

The Board of directors defines the main strategies of the Association. It establishes the Association's budget and annual accounts for approval by the General Assembly.

ARTICLE XI - Bureau

The Board of directors chooses among its members, by secret ballot, a bureau composed of:

1. a president;
2. a vice president;
3. a secretary (and an deputy secretary, if necessary);
4. a treasurer (and an deputy treasurer, if necessary).

The president, the vice president and the secretary are also president, vice president and secretary of the General Assembly.

Bureau members are elected for a period of three (3) years and are immediately re-electable.

ARTICLE XII - Responsibilities of the Bureau and its members

The Bureau is responsible for the day-to-day management of the Association. It meets as often as required by the interests of the Association, upon invitation by the president with sufficient and adequate notice.

The president solely represents the Association in all civil acts and is invested with full authority for this purpose.

After prior authorization by the Board of directors, the president may partially delegate his/her authority, under his/her responsibility, to one or more representatives of his/her choice from among Board Members.

The vice president assists the president in the exercise of his/her duties and replaces him/her as required.

The secretary is responsible for issuing invitations and minutes of meetings. He/she prepares or orders the preparation of the minutes for the Board of Directors and the General Assembly meetings. He/she manages the register provided for under Article 5 of the French law of 1st July 1901.

The treasurer prepares or orders the preparation, under his / her responsibility, of the Association's accounts. He/she is responsible for collecting membership fees. He/she handles all payments and receipts together with the president. He/she prepares a report on the Association's financial situation and presents it during the annual General Assembly meeting.

Bureau members do not receive a remuneration qualifying as payment for services rendered for fulfilment of their duties.



ARTICLE XIII - Common rules of General Assemblies

Meetings of the General Assembly are attended by all Association Members. Voting rights require that members are up-to-date with the payment of membership fees by the date of the meeting.

Each legal entity Member is represented by one of its employees, duly empowered for this purpose, and also appoints a substitute representative. Each representative of a legal entity Member may be represented by his/her substitute. Representation by any other person is forbidden.

Each individual Member may be represented by another Member (or representative thereof) specifically empowered for this purpose. Representation by any other person is forbidden. Each Member is entitled to manage up to a maximum of three (3) empowerments.

Each Member has one vote, as well as the votes of the Members that he/she represents.

General assembly meetings are convened at the initiative of the president. Invitations are sent via a simple letter containing the proposed agenda established by the Board to each Member at least six weeks before the date of the meeting. The secretariat sends the invitation and copies of additional documentation such as proposals of motions etc. at the same time as the letter by e-mail to the address of the nominated member representative and the respective substitute.

The Assembly is chaired by the president of the Board or, at his / her request, by the vice president or, failing that, by the person appointed by the Assembly.

Procedures for holding the General Assembly meeting are indicated in the internal rules of the Association.

ARTICLE XIV - Ordinary General Assembly

The Ordinary General Assembly meets every year within six (6) months after the end of the financial year.

The annual Ordinary General Assembly examines and approves the reports presented by the Board regarding the Association's management and activities, and regarding its legal and financial situation.

It examines and approves the auditor's report.

The Ordinary General Assembly approves or adjusts the accounts for the financial year and gives quietus to the treasurer and Board of Directors members.

It elects new Board of Directors members, votes on temporary nominations and appoints the auditors.

It approves members of the Scientific Committee who are proposed by the Board of directors.

It authorizes the conclusion of acts or operations beyond the authority of the Board of directors. It deliberates on all issues listed in the agenda unless the subject does not fall within the exclusive competence of the Board of directors, the Bureau and / or its members, the auditors or of the Extraordinary General Assembly.



The Ordinary General Assembly may validly deliberate only if at least half of the Members are present or represented. In the absence of this quorum, the General Assembly is convened again, with the same agenda, within a maximum delay of thirty (30) calendar days and will validly deliberate as well as vote regardless of the number of Members present or represented.

The decisions of the Ordinary 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 president will resolve the issue.

ARTICLE XV - Extraordinary General Assembly

The General Assembly may be convened on an extraordinary basis by the president on a proposal by the Board of directors.

Only the Extraordinary General Assembly may modify the Articles of Association, dissolve the Association, and decide on the devolution of its assets or its merger with other associations.

The Extraordinary General Assembly may validly deliberate only if at least two-thirds (2/3) of the Members are present or represented. In the absence of this quorum, the General Assembly is convened again, with the same agenda, within a maximum of thirty (30) days and will validly deliberate as well as vote regardless of the number of Members present or represented.

The decisions of the Extraordinary General Assembly are made by majority of two-thirds (2/3) votes of the Members present or represented.

ARTICLE XVI - Auditors

If necessary, the General Assembly may appoint a standing independent auditor and a substitute independent auditor for one accounting year. The standing auditor conducts the audit under the conditions provided for by the standards and rules of his/her profession. These mandates are renewable.

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 XVII - Internal rules

Internal rules are established by the Board of Directors, which submits them for approval by the General Assembly. The first internal rules of the Association are approved by the Constitutive General Assembly.

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 articles.

ARTICLE XVIII- Dissolution

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.



Upon completion of the liquidation, the Extraordinary General Assembly decides on the devolution of assets.

ARTICLE XIX- Confidentiality

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.

In addition, any person to be informed of projects handled by the Association is required to sign a non-disclosure agreement if necessary.

ARTICLE XX - Arbitration

In the event of disputes that cannot be resolved amicably, final and exclusive arbitration takes place. Each party concerned nominates an arbiter. The arbiters will nominate a chairperson within four weeks after initiating the nomination procedure. The chairperson must hold the necessary qualifications to be appointed as a full-time judge in a public court of justice. 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.