



EUROPEAN SOCIETY FOR HYPERTHERMIC ONCOLOGY (ESHO)

Terms of the articles of association.

On April ninth nineteenhundred and ninety-two, Mr. Jacob Haveman, born on April seventeenth, nineteenhundred and forty-four, resident of 2126 K X Lisse, Zwanendreef 13, married, in this matter acting as secretary of the Council of the Society, the European Society for Hyperthermic Oncology (ESHO), established in Amsterdam at the address: Meibergdreef 9, and in this capacity representing the general assembly of this association, appeared before me, Mr. Cornelis Casper Jurphaas van Rietschoten, notary of Amsterdam. The representative declared beforehand: The Society was set up under the Companies Act 1985 as a private limited company, registered at the Companies Registration Office, Cardiff (U.K.) on February sixth, nineteenhundred and eighty-seven, with registered office in England. Thereafter, following the decision of the Council of September sixteenth, nineteenhundred and ninety, to transfer the registered office to The Netherlands, the Society was registered in the Associations Registry of the Kamer van Koophandel, Amsterdam (Chamber of Commerce, Amsterdam) by deposition of the statutes, as following, and registration of all names of the members of the committee.

The aforementioned decision of the shareholders was ratified by the general meeting of the members, held in Bergen, Norway on June twenty-fifth, nineteenhundred and ninety- one by the establishment of the amended statutes in accordance with the aforementioned statute deposition at the Associations Registry in Amsterdam. This proposal for an amendment in the Statutes has been available for public inspection by the members at the office of the Secretary (Meibergdreef 9, Amsterdam) up to and including the date of the meeting. The meeting was convened with the announcement that during the proceedings ratification of the decision to amend the Statutes would be effected within a period of

During the afore mentioned meeting, it was decided to have the Statutes laid down in a legal document and the above-mentioned representative was empowered to do this.

An excerpt of the minutes of this meeting are attached to this deed.

STATUTES

Name.

Article 1.

The association has the name: THE EUROPEAN SOCIETY FOR HYPERTHERMIC ONCOLOGY.

Registered office.

Article 2.

The registered office of the Society is in Amsterdam.

Aims of the Society.

Article 3.

1 .The objects for which the Society is established are :

- A. I. to carry out the following aims (hereinafter called "the primary objects") namely, to promote for the public benefit, fundamental and applied research in physics, engineering, biological and clinical sciences relating to the use of hyperthermia in cancer therapy.
- A. II. to facilitate integration and exchange of information between different disciplines in the study of the biological effects of heat in the treatment of cancer either alone or combined with other cancer treatment modalities.

In furtherance of the above aims but not further or otherwise, the Society shall have the following power:

- a. To promote, organise and participate in meetings, congresses, conferences, symposia, exhibitions, workshops and lectures.
- b. To prepare and publish reports of the research promoted by the Society and any works carried out in furtherance of the Society's primary objects.
- c. To do all and such other things as may in the opinion of the Council of the Society increase the knowledge, study and application of the use of hyperthermia in cancer therapy.
- d. To raise funds and invite and receive contributions from any person, firm or Company by way of donation and otherwise.
- e. To purchase, take on Lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of the primary objects, and to construct, maintain and alter any building or erections necessary or convenient for the work of the Society.
- f. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of the primary objects.
- g. To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to the primary objects.
- h. To borrow or otherwise obtain funds for the objects of the Society with such conditions and guarantees as thought appropriate.

- i. To invest funds not immediately necessary for the execution of the objects of the Society in such funds or properties as thought appropriate, dependent on conditions (if specified) and certain permissions (if specified) such as legally necessary and dependent on the following.
 - j. To establish and support or help in the establishment and support of societies or charitable associations and to promise or guarantee funds for charitable purposes in any way connected to or in the furtherance of the primary objects.
 - k. To carry out all the necessary to attain one or more of the primary objects.
2. The income and properties of the Society will, from whatever origin, only be used to further the objects according to the Statutes, and none will be in any way paid out to the members.
3. Every liability of the members while carrying out the duties of the Society is excluded and also every liability for losses on dissolution.

Members

Article 4.

1. Members of the Society are those who, in the judgement of the council after having examined the prospective member's achievement, have contributed to the knowledge and advancement of hyperthermia in science or medicine.
2. The Council will keep a register containing the names and addresses of all members.
3. Application for membership shall be made in writing and be accompanied by a reference signed by no less than two members.
4. Membership commences on receipt by the applicant of notification of acceptance and on payment of the appropriate subscription.

Admission

Article 5.

1. The council will decide on acceptance of members by majority vote.
2. On non admittance of a member, the general assembly cannot overrule the result.

Article 6.

1. Members who have not been suspended. have the right to attend all scientific meetings of the Society, have the right to receive the International Journal of Hyperthermia and to attend and participate in the other activities organised for the members as may from time to time be agreed by the Council.

2. The Council shall determine the number, time and place of the regular scientific meetings of the Society at which no business relating to the affairs of the Society shall be discussed. The Council shall determine rules relative to the conduct of scientific sessions and presentation of scientific communications at all meetings.

Termination of membership

Article 7.

Membership is terminated:

- a. on the death of the member
- b. on notification by the member to the secretary and is effective on removal of the member's name from the membership register.

Yearly contributions

Article 8.

1. The members are required to pay an annual subscription, set yearly by the Council.
2. Those who are accepted for membership after October 1st, is not required to pay the subscription for the remaining part of the year.
3. Those who are more than 6 months in arrears with payment of their subscription will be suspended from membership for the period of the subscription arrears.

Council

Article 9.

1. The Council consists of nine persons, resident in Europe or in the Mediterranean area. The quorum necessary for the transaction of the business of the Council shall be four.
2. The appointment of Council members takes place through one or more binding written proposals. Both the Council and members are qualified to make such a proposal.
3. The appointment of Council members takes place by secret written ballot from the proposed members by majority vote. In the case of candidates receiving an equal number of votes, the most senior in age is chosen.
4. The Council will meet at least once a year. The President may summon the Council at any moment for a special meeting should the affairs of the Society so demand. Five members of the Council may in writing require the President to call such a special meeting.

Termination of Council membership -periodic retirement

Article 10.

1. The Council will appoint one of their number to be President who shall hold office for one year and thereafter be eligible for re-election. The Council will also appoint one of their number to be Secretary- Treasurer, who will also hold office for one year and thereafter be eligible for re-election. Election will take place by secret written ballot and in the case of equal votes, the most senior in age is chosen.
2. The President shall not have a casting vote either at meetings of the Council or of the Society.
3. The Council may delegate one of more of its functions to the President or the Secretary as it thinks fit.
4. The powers and duties of the Council are as follows:
 1. to administer together with the President and Secretary- Treasurer the funds of the Society and to make appropriations for the necessary expenses of the Society .
 2. to fix annually the membership subscription.
 3. to examine the eligibility of applicants for membership.
 4. to encourage the writing of representative publications as they become desirable.
 5. to set up committees of Councillors or others for the improvement of the affairs of the Society and in particular to set up a Programme Committee for each general scientific meeting and each workshop organised by the Society; if necessary a local organising committee may also be appointed, the President of which shall be a member of the Society.
6. The Society is represented not only by the Council but also by the Secretary- Treasurer according to law.

Article 11.

It shall be a guiding principle of the Society so far as possible to provide equal opportunities to the participating branches of science and technology and the investigators of the different countries from which members are drawn in the conduct of the affairs of the Society by appropriate representation on the Council and Committees.

Annual report -Accounts

Article 12.

1. The Society year will run from January 1st up to and including December 31st.
2. The Council is obliged to keep accounts of the financial situation of the Society so that the rights and obligations of the Society can be recognized.

3. The Council will produce the annual report within 6 months of the end of the Society year, except where the general assembly has ratified an extension of this period, and will present the accounts and balance sheet showing the financial situation of the previous year. At the end of the period, any member may demand through the courts these accounts from the Council.
4. One or more accountants will examine the annual accounts of the Society and will produce a report.
5. The Council is obliged to keep the documents mentioned under 2. and 3. for a period of ten years.

General Assemblies

Article 13.

1. Annually, and at the most 6 months after the end of the Society year, a general assembly will be convened -the annual meeting.
During the annual meeting, the following points will be on the agenda:
 1. Discussion and possible approval of the annual report of the Council and the annual accounts of the Society;
 2. Acceptance or rejection of the Council's proposals for the fixing of the annual subscriptions for the members for the next calendar year;
 3. Decisions to approve or change other proposals of the Council concerning the general affairs of the Society.
4. Other general meetings will be convened by the President of the Council, with approval of the Council, and will also be convened on the request of at least one tenth of the membership and on failure to agree to this request, by a certain number of members themselves.
5. Notice to the members will be given in writing, by registered mail to all members with the observance of a period of 21 days, excluding the day of the notice and of the meeting.
6. The general assembly is empowered to extend the period of six months mentioned under 1.

Admittance and voting rights

Article 14.

1. All members of the Society are admitted to the general assembly.
2. Each member of the Society who has not been suspended, has one vote. A Council member who is not a member of the Society, has one advisory vote.
3. A member may vote in writing by giving his proxy to another member.

Amendment to the Statutes

Article 15.

1. No amendment to the Statutes of the Society can be made without the approval of the general assembly, which has been convened for this purpose.
2. Those who have given notice of a general assembly for the purpose of approval of Statute amendment, are required to provide for public inspection at a suitable location, the written proposed amendments at least five days prior to the meeting up to the end of the day of the meeting. Furthermore, all members will be sent a copy of the proposals.
3. A Statute amendment cannot come into effect until a legal agreement has been made before a notary. Each Council member is authorized to draw up this agreement.

Dissolution

Article 16.

1. The Society can be dissolved by decision of the general assembly. The above provisions under 1 ,2 and 3 of the previous article are also applicable here.
2. Any funds remaining after dissolution will be donated to one or more scientific organisations with similar objectives to the Society or will go towards the establishment of research grants or scholarships to such organisations active in the same field as the Society with the same aims. In the case where funds cannot be placed, then another form of charity organisation will be found as decided by those charged with settlement.

The representatives are known to me, Notary

This deed was recorded in Amsterdam, on the date given above.

The content of this deed has been shown to the representatives who have declared that they have noted its content but do not require complete reading of the document. Thereafter, the deed, after limited reading according to the law, is signed by the representatives and myself, Notary.