

ARTICLES OF ASSOCIATION
IVZW
INTERNATIONAL ASSOCIATION OF
COMPUTED TOMOGRAPHY (IntACT)
Incubatie- en Innovatiecentrum Universiteit Gent
Technologiepark 3
B-9052 GENT, BELGIUM

TITLE I. Juridical form, name, registered seat, duration, goals and objectives.

Article 1. Juridical form - name

§1 The Association takes the juridical form of an international non-profit association.

§2 The name of the Association shall be the «INTERNATIONAL ASSOCIATION OF COMPUTED TOMOGRAPHY», abbreviated as “IntACT”.

§3 The Association is governed by its Articles of Association and by the Belgian Act of 27 June 1921 on non-profit organisations, international non-profit organisations and foundations, as amended by the Belgian Act of 2 May 2012.

§4 All documents issued by the international non-profit association should mention its name, immediately preceded or followed by the wording «Internationale Vereniging zonder Winstoogmerk» [i.e. International Non-Profit Association] or by the relevant abbreviation «IVZW», as well as by the address of the registered seat.

Article 2. Registered seat

§1 The registered seat of the Association is established in Belgium, at the Incubatie- en Innovatiecentrum Universiteit Gent [i.e. Incubation and Innovation Center of Ghent University], Technologiepark 3, B-9052 Gent, Belgium, within the Gent Arrondissement.

§2 Only the Extraordinary General Assembly is authorised to transfer the registered seat of the Association to any other location within Belgium. Every decision of transfer shall be published within one month in the Annexes of the Official Journal (Moniteur Belge) and communicated to the Ministry of Justice.

Article 3. Duration

§1 The Association is formed for an non-determined period of time. The Association can be dissolved at any time.

Article 4. Goals and objectives

The objectives of the Association are to facilitate and promote scientific knowledge and cooperation in the field of computed tomography in the non-medical sector and to encourage its application in the broadest possible international context.

To this end, the Association aims:

- a) to publish, discuss and compare scientific and technological research in computed tomography;
- b) to facilitate the exchange of scientific and technological research results in computed tomography, in particular to involve international cooperation and collaboration among industrial and academic researchers;
- c) to encourage terminology standardization and best practices for reporting and disseminating data;
- d) to promote integration with other scientific disciplines;
- e) to identify research questions that will lead to major improvements in computed tomography and define corresponding challenges;
- f) to interact with funding agencies at national and international levels in setting up strategic research priorities;
- g) to identify sources of funding for collaborative research among partners and to facilitate setting up collaborative research projects.

In order to achieve the above objectives and activities as defined in the Articles of Association, the Association may take any and all initiatives that directly or indirectly relate thereto to help achieve them or would be necessary, useful or desirable for the furtherance or accomplishment of the Association's goals and objectives, as interpreted in the broadest sense.

The Association is authorised, in addition, to carry out profitable activities in so far as they are in line with the objectives and activities defined above, and are ancillary thereto in nature, and provided that any profits generated are fully attributed to the achievement of the altruistic objectives pursued by the Association.

The Association can possess, use, administer or sell movable and immovable goods.

TITLE II. Membership

Article 5. Number

The Association distinguishes between Ordinary Members, Honorary Members, Student Members and Corporate Members.

The number of Ordinary Members is unlimited, but shall be at least three.

The Signing Founders are the first Ordinary Members.

Honorary Members are members who have given proof of outstanding service rendered to the Association or to the accomplishment of its goals.

The Student Membership is open to persons who have enrolled under the student status at a higher education institute. They are required to produce proof of their student status by means of a certificate of enrolment or by means of a statement provided by their supervisor.

Corporate Membership is open to juridical persons such as corporations, institutes, departments, societies, associations and companies.

Where in these Articles of Association reference is made to members, this shall include all members as referred to above, unless explicitly provided otherwise.

Article 6. Admission

Membership of the Association is open to anyone who subscribes to the objectives of the Association and that meets the following criteria, including but not limited to:

- a) help to develop a community spirit by offering the non-medical computed tomography sector a performant platform based on closed cooperation between academia and industry;
- b) promote the use of computed tomography and X-ray imaging in various non-medical domains;
- c) create opportunities for international contact and interdisciplinary exchange of ideas by structuring its outreach activities;
- d) provide continuity for the activities of its members;
- e) assure exchange of information by organising flexible links and channels that can provide adequate and quality-controlled information;
- f) foster standardisation and calibration.

Each application for membership shall be addressed to the Council of the Association and is dealt with by the Treasurer's Office.

The Council shall decide on each application for membership at its own discretion. It is not required to provide grounds for its decision with respect to admission or refusal. In cases where membership is refused, the General Assembly may nevertheless resolve to grant membership.

Upon joining the Association, the members shall subscribe to the Articles of Association and the existing and future rules. In their conduct, the members shall seek guidance in the principles and objectives included in the aforementioned deeds and rules, and undertake to refrain from any action that conflicts with, or may in any manner harm, the objectives of the Association.

Ordinary Members, Student Members and Corporate Members shall pay an annual membership fee.

Honorary Members do not pay an annual membership fee as they are nominated by the Council on the basis of their outstanding services rendered to the Association or to the accomplishment of its goals.

The amount payable shall be fixed by the Council on an annual basis.

The Council may under special circumstances grant full or partial exemption from the obligation to pay an annual contribution.

Article 7. Termination of membership – Resignation - Exclusion

Membership ends:

- a) *ipso jure* upon the death or upon liquidation of the member;
- b) upon notice of termination by the member;
- c) upon notice of termination by the Association: the Association may only terminate membership if the Association cannot reasonably be expected to continue the membership;
- d) upon exclusion: exclusion from membership may only be ordered if a member breaches the Articles of Association or the rules or resolutions of the Association, or acts against the interest of the Association in an unreasonable manner.

Each member may resign from the Association at any time, provided that a registered letter is sent to the IntACT Treasurer's Office and a notice period of four weeks is observed. The Council will decide on the Member's resignation with a simple majority.

Notice of termination of membership by the Association shall be given by the Council. Notice of termination may only take place as per the end of a calendar year and with due observance of a notice period of four weeks.

Until the resignation takes effect, the resigning members are obliged to fulfil all their obligations.

Members can be excluded from the Association at the General Assembly with a two third majority. In case of exclusion, the membership of the member will terminate immediately. The member shall be informed in writing as soon as possible of a resolution of the Association to terminate the membership on the ground that the Association cannot reasonably be expected to continue the membership and of a resolution to exclude, stating the reasons thereof. Within one month after receipt of the notification of the resolution, the member may appeal to the General Assembly. During the period for appeal and pending the appeal, the member shall be suspended. The member shall have the right to account for his actions at the General Assembly at which the appeal is to be discussed.

Members who fail to pay their membership fee, after having been given notice, shall be excluded from the Association as of 1 January of the following year.

Resigning or excluded members and their legal successors cannot claim any part of the assets or net worth of the Association and, consequently, can never claim a refund or compensation for any payments or contributions made.

Resigning or excluded members shall be responsible for any membership dues for the calendar year during which she, he, or it ceases to be a member. If membership ends in the course of a financial year, the annual contribution shall nevertheless remain due in full.

The Council shall maintain a register in which the names and addresses of all members shall be recorded. Each member shall give its address and e-mail address to the Council that will keep the register up to date.

The Council shall be authorised to attach obligations to membership. These obligations shall require the approval of the General Assembly.

TITLE III. General Assembly

Article 8. Composition - representation

An annual General Assembly is organised by the IntACT Council and chaired by the IntACT President, or, if not available, by the Vice-President, or, if not available, by the Council member having the highest seniority in terms of administration.

The annual General Assembly shall be held within six months after the end of the previous financial year.

The General Assembly may be attended by all the Ordinary Members, Honorary Members, Student Members and Corporate Members of the IntACT.

Each of the IntACT members has one vote in the annual General Assembly.

The Ordinary Members, Honorary Members, Student Members and Corporate Members may appoint another member to represent them at the General Assembly, provided they can produce a written proxy.

An IntACT member cannot represent more than one other IntACT member by proxy.

All members, if not suspended, shall be authorized to attend and address the General Assembly and shall be authorized to exercise the voting rights. A suspended member shall be authorized to attend the General Assembly at which the resolution to suspend such member is to be discussed and to address the General Assembly in respect thereof.

The chairman of the meeting shall decide on the admission of other persons to the General Assembly.

Article 9. Powers

The General Assembly shall be empowered and have the ultimate authority to:

- a) elect and dismiss the members of the Council that are to be elected by the General Assembly;
- b) dismiss members;
- c) approve the annual accounts and the annual report presented by the Council and the budgets and accounts;
- d) change and amend the Articles of Association and install By-Laws to regulate the day-to-day management of the Association;
- e) dissolve and liquidate IntACT;
- f) appoint and remove Council members and auditors, if any;
- g) determine the amount of remuneration, if any, to be paid to members of the Council or the auditors, if any;
- h) discharge the members of the Council and/or the auditors from liability, and
- i) approve the vision, mission and definition of values of the Association, as proposed by the Council.

The General Assembly exert the authorities laid down in Acts and in these Articles of Association.

Article 10. Annual meeting

Every year at least one meeting of the General Assembly shall be organized.

The Agenda of the annual General Assembly shall at least include the following items (non-exhaustive list):

- a) an annual report issued by the Council with respect to the activities carried out over the past year;
- b) approval of the accounts relating to the past year and the budget for the coming year;
- c) discharge to the members of the Council;
- d) foresee in the replacement of one third of the acting Council members.

The notification of a General Assembly and an Agenda shall be communicated by the Council to all IntACT members at least two months before the date of the relevant meeting and will be done by letter signed by the President and the General Secretary or through the IntACT Newsletter. The notification shall mention date, hour, place and agenda of the meeting.

Members have the right to put additional items on the agenda, in so far as such requests are made by one-twentieth of the membership within two weeks as from receipt of the Agenda.

The General Assembly may only discuss items that have been set down on the Agenda unless all members present at the General Assembly decide unanimously.

The resolutions of the General Assembly shall be adopted by a simple majority of the votes cast, except for:

- a) an amendment to the Articles of Association;

- b) the voluntary winding-up of the Association;
- c) a change in the objectives of the Association.

Article 11. Meetings of the General Assembly

The General Assembly can only decide to amend the Articles of Association, to voluntarily wind-up the Association or to change the objectives of the Association if two-thirds of the members holding the right to vote are present or represented at the General Assembly.

If the number of members holding the right to vote who are present or represented at the General Assembly does not amount to two-thirds, a second General Assembly meeting shall be called in order to deliberate validly, irrespective of the number of members present or represented. The second General Assembly shall not be called within fifteen days after the first one.

Modifications of the Articles of Association or the voluntary winding-up of the Association can only be adopted by a majority of two-thirds of the votes of members present or represented.

Modifications that however refer to the goals and objectives for which the Association has been established, can only be adopted with a majority of four-fifths of the votes cast by members present or represented.

In principle, the vote is by a show of hands. However, the Council may decide that a postal or electronic vote be organised.

In the event of a tie, the vote of the chairman or his appointed deputy will be the deciding vote.

Blank votes and invalid votes shall be regarded as not having been cast.

Article 12. Minutes

The minutes of the General Assembly shall be entered into a register that is kept at the registered seat of the Association and signed by the Secretary of the meeting and the President of the IntACT.

Each member of the Assembly has the right to inspect the minutes.

The accounts of the Association that are approved by the General Assembly will be published in a periodical of the Association or published on the website of the Association.

Article 13. Extraordinary General Assembly

An Extraordinary General Assembly meeting shall be held whenever required by circumstances, by law, whenever it is in the interest of the Association or whenever the Council considers appropriate and in any case when one-fifth of the members make such a request.

In case the Extraordinary General Assembly is held upon request of one-fifth of the members, the Council shall comply with such a request within one month.

The Extraordinary General Assembly may be attended by all Ordinary Members, all Honorary Members, all Student Members and all Corporate Members of the IntACT.

Each of the IntACT members has one vote in the Extraordinary General Assembly.

The Ordinary Members, Honorary Members, Student Members and Corporate Members may appoint another member to represent them at the Extraordinary General Assembly, provided they can produce a written proxy. An IntACT member cannot represent more than one other IntACT member by proxy.

The same provisions as mentioned in articles 8 and 12 of the Articles of Association are applicable.

TITLE IV. Council

Article 14. Composition - representation

The Association is administered by a Council consisting of at least five administrators. The Council is charged with the management of the Association, calls the General Assembly and is responsible for its organisation.

The Council consists of the President, the Past-President, the Vice-President, the General Secretary, the Treasurer, the Editor(s)-in-chief of the newsletter and the Communication Manager.

Council members must be natural persons or juridical persons, except for the President which is always a private individual. In case the Council member is a juridical person, it shall appoint one private individual as its permanent representative to carry out the mandate of the Council Member.

No more than three Council members may reside in the same country.

The Council may set up committees as it may reasonably deem necessary to the fulfilment of its duties. The Council shall determine the composition, duties, powers and working procedures of the committees.

The number of administrators shall always be less than the number of persons that are members of the Association.

Article 15. Powers

The Council administers the affairs of the Association and represents the Association in each action, whether in or out of court. The power to represent the Association towards third parties shall, in addition to the power of the Council as a whole, also be vested in two Council members acting jointly.

In the event that a Council member has an interest that conflicts with the interest of the Association, the General Assembly may designate one or more persons to represent the Association.

The Council may grant to one or more persons, whether or not employed by the Association or whether or not a Council member, general or restricted power to represent the Association on a continuing basis. The Council may also grant a title to such persons.

The Council acts as the petitioner or respondent in all and any legal proceedings and decides whether or not to resort to legal recourse.

The Council is authorised to perform all and any acts of management that have not been expressly delegated to it by law or by the present Articles of Association.

Individual members of the Council are not required to give evidence of any deliberation or authorisation to third parties.

The Council possesses the broadest powers of administration and management over the Association, except for the powers reserved to the General Assembly. The Council shall primarily be responsible for defining the strategy and policies of IntACT and shall act in governing the Association in all areas where the General Assembly does not have exclusive authority, including but not limited to the following:

- a) proposing the vision and mission for approval to the General Assembly of the Association,
- b) determining the overall strategic direction in line with such vision and mission,
- c) identifying the activities to be performed by the Association,
- d) determining the overall plan and budget.

Where appropriate, the Council has the power to nominate one or more administrative or secretariat functions, whether or not on the Belgian territory.

Article 16. External representation

With respect to third parties, the Association shall only be legally bound by the joint signature of two administrators from within the Council.

As regards the financial transactions, however, the Treasurer is authorised to sign alone in so far as those transactions that do not exceed an amount of € 25,000 (twenty five thousand euro).

These limitations as well as the distribution of functions eventually agreed between administrators, cannot be objected by third parties, even not if they have been made public.

Article 17. Meetings of the Council

The Council meets as necessary, but at least once a year as well as whenever at least three Council Members consider appropriate.

The meetings are called by the General Secretary, after agreement with the President. The written notices shall be sent out at least two weeks before the date of the meeting concerned.

The meetings of the Council can be held by way of a conference call in case certain members of the Council would not be able to physically meet at the registered seat of the Association or at any other locality decided by the Council where the Council meeting will be held.

The Council can only take valid decisions if the majority of the administrators is present. Each Council member shall have one vote.

The decisions shall be taken by a simple majority.

In the event of a tie, the vote of the President or his appointed deputy shall be the deciding vote, unless in the case of a secret vote. In the latter case, in the event of a tie, the Council shall be deemed not to have taken any decision.

The Council may adopt resolutions without holding a meeting. Such written resolutions shall only be adopted by unanimous vote. The votes may only be cast in writing or by electronic means.

A Council member can have himself represented by another Council member at a meeting of the Council, provided they can produce a written proxy. A Council member cannot represent more than one other Council member by proxy.

Each meeting of the Council shall be recorded in minutes, which shall be signed by the President and the General Secretary and which shall be entered into a register assigned for that purpose.

Extracts that have to be produced as well as any other document shall be authenticated by the President and the General Secretary.

In the absence of those administrators, two other administrators from the Council may legally sign such documents.

Article 18. Proposal of candidates for Council

The Council will prepare a list of the proposed members that qualify for election to the positions within the Council for the next three years.

The full list of proposed members of the Council shall be published in the Newsletter of the Association at least three months before the General Assembly will be held.

Ordinary Members of the Association may propose alternative lists to the Council up to one month before the scheduled General Assembly.

Such an alternative list shall be signed by at least fifty members of IntACT and be approved in writing by the nominees mentioned therein.

If there is no other list proposed by the Ordinary Members of IntACT, the list proposed by the Council will be automatically accepted and confirmed by the General Assembly.

If an alternative list has been proposed, a vote will be taken at the General Assembly and the list receiving the majority of the votes will form the next Council.

Article 19. Duration – nomination - resignation

The members of the Council are appointed by the General Assembly for a period of three years. They can be dismissed by the General Assembly with a three quarter majority.

Only Ordinary Members and Corporate Members can be appointed as Council Member.

The General Assembly shall assign the titles as referred to above.

Appointment of a Council Member shall take place on the basis of one or more binding nominations. The Council as well as ten or more members shall be authorised to make a binding nomination. The nominations made by the Council shall be announced to the members no later than two month before the General Assembly.

Nominations made by ten or more members shall be submitted to the General Secretary in writing no later than one month before the General Assembly. Nominations made by the Council and ten or more members shall be included in the notice for the General Assembly at which the appointment is to be discussed.

However, the General Assembly may at all times overrule the binding nature of each nomination by a resolution adopted by at least a two thirds majority of votes cast at a meeting, at which at least two-thirds of the members are present or represented.

If no nomination has been made or the General Assembly resolves to overrule the binding nature of the nominations made, the General Assembly shall appoint a Council member at its discretion.

Members of the Council can resign from the Council by a registered letter to the President of the Association. The Council will decide by simple majority.

A Council member shall resign:

- a) at the next General Assembly;
- b) upon termination of his membership of the Association;
- c) upon voluntary resignation;
- d) upon losing the free disposal of his assets.

The General Assembly may at any time suspend or dismiss a Council member.

If the General Assembly has suspended a Council member, the General Assembly shall within three months after the suspension has taken effect resolve either to dismiss such Council member or to terminate the suspension, failing which the suspension shall lapse.

Except the President, all the members of the Council can be re-elected for a second term.

If, in the course of the term of office, the position of Vice-President, General Secretary, Treasurer, Editor-in-Chief or Communication Manager becomes vacant, in consultation with the Council, an acting Vice-President, General Secretary, Treasurer, Editor-in-Chief or Communication Manager shall be appointed by the President to serve until the next General Assembly.

If, in the course of the term of office, the position of President becomes vacant, the Council shall appoint an acting President until the next General Assembly.

Article 20. Executive Committee – President – General Secretary - Treasurer

The IntACT President, General Secretary and Treasurer will constitute an Executive Committee and represent the Council as required.

The President shall be regarded as the managing director of the Association.

The General Secretary administers the affairs of the Association in accordance with the decisions of the Council. He/she is responsible for the day-to-day management of the Association, for handling the correspondence and for keeping the reports as stated in the Articles of Association of IntACT.

The Treasurer keeps the accounts and is responsible for managing the funds of the Association and for making expenditures in accordance with the decisions of the Council.

TITLE V. Other provisions

Article 21. Financial year – accounts - budget

The financial year of the Association runs from 1 January until 31 December.

Annually, within six months after the end of the financial year, subject to an extension of such period by the General Assembly on the basis of special circumstances, the Council shall prepare the annual accounts

and the annual report and shall make these documents available at the offices of the Association for inspection by the members.

The Council shall prepare the budget for the coming financial year and submits the accounts to the General Assembly for final approval.

Full accounts and budget for the coming year shall be submitted to the General Assembly for approval.

Approval of the annual accounts shall not be deemed to grant a Council member a discharge. The resolution to grant a discharge to Council members shall be adopted separately.

The annual accounts will be verified by an auditor in case this would be required by law.

Article 22. Amendments to the Articles of Association

§1 The General Assembly has the power to amend the Articles of Association in compliance with article 8 of the Act of 27 June 1921 and its later amendments. Amendments to the Articles of Association should explicitly be mentioned in the agenda of the meeting.

§2 Amendments to the Articles of Association should be notified to the Ministry of Justice, be published in the Annexes of the Official Journal (Moniteur Belge) and ratified by the King.

The Council shall issue amendments and / or addenda to the Articles of Association if it deems necessary and expedient.

These amendments and / or addenda shall be approved by the next General Assembly.

Article 23. Winding-up

Subject to any winding-up ordered by the court or occurring *ipso jure*, the General Assembly can only decide to wind up the Association if two-thirds of the members holding the right to vote are present or represented at the General Assembly and, in addition, four-fifths of the members present or represented agree to a voluntary winding-up of the Association.

If the number of members holding the right to vote who are present or represented at the General Assembly does not amount to two-thirds, a second General Assembly meeting shall be called in order to deliberate validly, irrespective of the number of members present or represented, provided that a four-fifth majority agrees to the voluntary winding-up.

In the case of voluntary winding-up, the General Assembly or, in its absence, the competent courts of the jurisdiction ('arrondissement') in which the registered seat of the Association is established, shall appoint one or more liquidators. Fore-mentioned General Assembly or courts shall also determine their powers as well as the terms and conditions of the liquidation.

In the event of dissolution, the Association's assets remaining after dissolution shall be disposed of exclusively to or for the benefit of one or more organisations established and operated exclusively for purposes similar to those of the Association as the beneficiary. Nothing in this provision shall prevent the funds from being distributed to one or more Founding Members if they qualify under the conditions stated in the preceding sentence.

Article 24. Final provisions

All that is not expressly dealt with or provided for in the present Articles of Association shall be governed by the applicable legal provisions of Belgian law with respect to an international non-profit association, the internal rules, if any, and the relevant practices.

Consequently, the provisions of this law, from which no exception has been lawfully made, are deemed to be incorporated into these Articles of Association and any provisions of these Articles of Association which are contrary to mandatory provisions of this law shall be deemed to be non-applicable.

For ratification purposes, the present Articles of Association shall be submitted to the competent Belgian authorities in the form of a Belgian Royal Decree.

§3 This Non-Profit Association has been established under Title III of the Belgian Act of 27 June 1921 on Non-Profit Associations, International Non-Profit Associations and Foundations.

Done in Gent (Belgium), on 28 October 2014 at the Office of Notary Ilse De Brauwere, Charles de Kerchovelaan 14, 9000 Gent, Belgium

The founders (name, address and signature)

Dominique Bernard, born at Daoulas (France) on 18 January 1956 and residing at 43 Les Grands Horizons F-33360 Quinsac, France.

Patric Jacobs, born at Wilrijk (Belgium) on 6 August 1946 and residing at Houtstraat 24, BE9870 Olsene, Belgium.

Wesley De Boever, born at Tielt (Belgium) on 15 June 1988 and residing at Fraterstraat 12, BE9820 Merelbeke, Belgium.