



STATUTES OF COCIR AISBL

I. NAME, DURATION, REGISTERED OFFICE, PURPOSE AND ACTIVITIES

Article 1. Name – Duration

1.1 There is hereby established an international non-profit making association (AISBL) named: "EUROPEAN COORDINATION COMMITTEE OF THE RADIOLOGICAL, ELECTROMEDICAL AND HEALTHCARE INFORMATION TECHNOLOGY (IT) INDUSTRY", COMITÉ EUROPÉEN DE COORDINATION DES INDUSTRIES RADIOLOGIQUES, ÉLECTROMÉDICALES ET D'INFORMATIQUE DE SANTE in French, shortened to "COCIR".

The name must always be preceded or followed by the words "association internationale sans but lucratif" (international non-profit making association) or the abbreviation "AISBL".

1.2 The Association is governed by the Belgian law of 25 October 1919, amended by the laws of 6 December 1954 and 30 June 2000.

1.3 The Association is established for an indefinite period.

Article 2. Registered office

The registered office of the Association is at Boulevard Auguste Reyers 80, Schaerbeek (1030 Brussels).

The registered office may be transferred to any other place in Belgium by decision of the Board Committee published in the annexes of the Belgian Official Gazette within the month that the decision was made.

Article 3. Purpose and Activities

3.1 The purpose of the non-profit making international Association is to:

- conduct studies on the development of radiological, electromedical and healthcare information technology industries and foster their development;
- develop scientific knowledge on the industrial, legal and technical environment of the radiological, electromedical and healthcare information technology industries;
- promote, support and coordinate the economic interests and activities of its members belonging to the radiological, electromedical and healthcare information technology industries in Europe.

and in particular:

- promote the effective development of international, and wherever possible identical European and international standards, consistent with safeguarding quality, safety, effectiveness and the promotion of free world trade of medical devices;

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- promote the harmonisation of worldwide regulatory control on medical devices, consistent with safeguarding patient and user safety;
- encourage the use of technologies enabling the cost-effective delivery of healthcare;
- encourage the European medical device industry to adopt advanced design and manufacturing techniques in order to maintain and strengthen its position on international markets;
- improve the technology transfer process and promote awareness and the use of funds available for research and development;
- ensure that the European authorities are made aware of trade discrimination and other distortions of the market;
- act as the main communication channel between the European authorities, the European Commission and the members of COCIR;
- find common solutions together with the other relevant associations.

In addition, the Association may represent and promote the interests of its members.

To achieve its purpose, the Association may use all appropriate means, in particular:

- creating working committees;
- organising meetings;
- supporting the activities of national committees;
- issuing publications;
- sharing information.

3.3 The Association is composed of the following bodies: the General Assembly, the Board Committee, the Chairman, Secretary General and the Secretaries Committee.

Article 4. Financial means

4.1 The financial means available to the Association are:

- membership fees from active members;
- subsidies from public and private institutions;
- payments receivable for general services and the sale of publications;
- donations and legacies;
- contributions of associate members.

4.2 The scale of membership fees and the methods of payment shall be determined annually by the General Assembly upon the proposal of the Board Committee. It shall not exceed €100,000.00 per member.

If necessary, additional contributions may be earmarked for specific projects of interested members or associate members.

If the payment of membership fees is six months in arrears, the COCIR Secretary General is entitled to issue a debit note at the current legal interest rate.



II. MEMBERS

Article 5. Classes of membership

The Association is composed of Belgian and/or foreign legal persons, duly appointed in accordance with their national law and customs.

Each member must be represented by a representative, appointed by the president of or any other senior person belonging to the legal person.

5.1 Active members may be:

- national trade associations of manufacturers for the radiological, electromedical and healthcare information technology industries and related sectors of a European country.
- as well as companies in the radiological, electromedical and healthcare information technology industries and related sectors
 - a) whose registered office is established in the territory of a European country and/or
 - b) which are members of the national associations of at least half of the countries represented in COCIR by the associations referred to in previous paragraph.

5.2 Associate members may be:

- national trade associations of manufacturers for the radiological, electromedical and healthcare information technology industries and related sectors in a European country or a country outside the European Union.
- as well as a company in the radiological, electromedical and healthcare information technology industries, whose registered office is established in the European Union, which is interested in some of COCIR's sectors, or a company whose registered office is established outside the European Union.

5.3 Honorary members:

The COCIR General Assembly may appoint as an honorary member any person having rendered outstanding services to COCIR. The COCIR General Assembly shall define the rights of such a member.

Article 6. Admission

The admission of new members is subject to the following conditions:

- 1) Active members: shall be admitted if approved by at least two-thirds of the members casting votes at the COCIR General Assembly.



The COCIR General Assembly may admit, by unanimous approval and in exceptional cases only, active members who do not fulfil the conditions

stipulated under the aforementioned Articles. The legal requirements governing membership of the Association must be adhered to in all cases.

Applications for active membership must be submitted in writing to the COCIR Secretary General. The Secretary General shall submit applications to the COCIR Board Committee once applicants have accepted in writing the COCIR Articles of Association and Rules of Procedure.

If the application for active membership is rejected, the applicant may appeal to the COCIR Board Committee. The COCIR Board Committee shall reconsider the application and submit it to the General Assembly for a final decision. The COCIR Board Committee shall decide whether to admit the applicant by a two-thirds majority of votes cast.

2) Associate members:

In exceptional cases, and to the extent that it is in the interests of COCIR, the General Assembly may, by a two-thirds majority of votes cast, admit as associate members bodies that do not fulfil the conditions stipulated under paragraph 5.2.

Applications for associate membership must be submitted in writing to the COCIR Secretary General. The Secretary General shall submit applications to the COCIR Board Committee once applicants have accepted in writing the COCIR Articles of Association and Rules of Procedure.

If the application for membership is rejected, the applicant may appeal to the COCIR Board Committee. The COCIR Board Committee shall reconsider the application and submit it to the COCIR General Assembly for a final decision. The COCIR Board Committee shall decide whether to admit the applicant by a two-thirds majority of votes cast.

Each active member has one vote in the COCIR General Assembly.

Associate members, as defined above, have no voting rights in the COCIR General Assembly.

Article 7. Resignation

Members (all classes) may resign subject to the following conditions: express resignation tendered to the Secretary General. The resignation shall become effective at the end of the current COCIR financial year. In accordance with the financial commitments approved at the previous COCIR General Assembly meeting, the resigning member shall be obliged to pay the annual fee for the financial year in which such resignation is tendered.



Article 8. Withdrawal – Exclusion

8.1 Withdrawal

A member may decide to withdraw from the Association at any time by informing the Board Committee by ordinary mail, fax or electronic mail with one year's notice.

If a written notice to resign for specific reasons, such as the dissolution of the member association, is submitted by the member in question, no notice is required.

8.2 Exclusion

If the COCIR General Assembly decides that the legal or contractual conditions cease to apply or if substantial grounds -- such as a gross violation of duties, action taken against the interests of the Association or the opening of insolvency proceedings in respect of the member's assets – so warrant, the COCIR General Assembly may terminate the membership without legal proceedings.

The Board Committee may suggest excluding a member of the Association, after listening to the member defend himself. The General Assembly shall decide on the exclusion of a member by a two-thirds majority of the members present or represented. The Board Committee may suspend the member concerned until the General Assembly has reached its decision.

If a member fails to pay its membership fee within 30 days after a written reminder has been sent, the COCIR General Assembly may decide to terminate its membership provided that the Board Committee passes a resolution to this effect with a simple majority of members present or represented.

The member involved shall be notified of the exclusion by registered mail.

If a member is excluded from the Association, he may appeal against the decision to the COCIR Board Committee. The COCIR Board Committee shall reconsider the exclusion and reach a decision on the matter by a two-thirds majority of members present.

Members which have resigned, been dissolved or been excluded shall have no right to the financial assets of the Association and cannot claim any reimbursement of membership fees paid to the Association.

Article 9. Duties

Members pay a fee, which is defined annually as per Article 4.2.

Each member undertakes to:

- contribute to the development of COCIR policies and implement the decisions taken by the COCIR General Assembly;
- contribute to the COCIR budget as agreed by the COCIR General Assembly.



III. THE GENERAL ASSEMBLY

Article 10. Composition

The General Assembly is composed of all active and associate members.

Article 11. Powers

The General Assembly has all the powers except those expressly allocated to the COCIR Board Committee by law or by the present Articles of Association. The General Assembly determines the common policy to be pursued to achieve the objectives of COCIR, as well as the means to implement the policy.

In particular, it has the following tasks:

- a) Approve the accounts for the financial year since the previous ordinary General Assembly meeting and give discharge to the members of the Board Committee and to the Secretary General;
- b) determine the income and expenditure budget for the period until the next ordinary General Assembly meeting and determine the annual membership fees;
- c) if necessary, appoint or remove the COCIR Chairman and ratify admissions to or exclusions from the Board Committee, appoint the Secretary General;
- d) establish Permanent Committees and appoint Chairmen and Vice Chairmen of the Committees and approve their programmes;
- e) approve recommendations of the Permanent Committees, or return the recommendations to them for re-examination;
- f) examine the Board Committee's annual report;
- g) amend the Articles of Association;
- h) dissolve the Association;
- i) decide, by unanimous approval, to modify the conditions with the aim of continuing COCIR's activities.

Article 12. Convening notice

12.1 The ordinary General Assembly meeting takes place during the first six months of the year on the date, at the time and in the place fixed by the Board Committee.

12.2 The General Assembly meets, without requiring to be convened, chaired by the COCIR Chairman at the registered office or the place indicated on the notice. The notice is written by the Chairman or the Secretary General on behalf of the Board Committee. It is sent by ordinary mail, fax, electronic mail or any other means of communication to each member at least 60 days before the General Assembly meeting. The agenda is issued at least 30 days in advance.

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12.3 The Board Committee may convene extraordinary General Assembly meetings. It must convene an extraordinary General Assembly meeting within three months if a request has been made by the Chairman or by half of the active paid-up members. A request made in this way must indicate exactly what items are to be included on the agenda. The Board Committee finalises the agenda whilst taking account of items that must be submitted to the General Assembly. The Board Committee includes all items on the agenda raised by an active paid-up member, provided that it receives the item.

12.4 The COCIR General Assembly may only consider items on the agenda, unless there is unanimous agreement of all members present or represented.

Article 13. Representation

Each active member may be represented at the General Assembly by another active member holding a valid proxy.

However, each active member may exercise only one such proxy.

The proceedings of the General Assembly shall be valid only if the majority of members are present or represented.

Article 14. Decision-making

Each active member has only one vote. Associate members have no voting rights; they may attend meetings in an advisory capacity.

Except in the exceptional circumstances stated in the present Articles of Association, resolutions are adopted by a simple majority of active members present or represented.

In the event of a tie, the Chairman has the casting vote.

All the members are informed of the resolutions by ordinary or electronic mail within the month following the General Assembly meeting.

Decisions may not be reached on any item not included on the agenda.

The General Assembly resolutions are entered into a register signed by the Secretary General. They are kept in a special file at the Association's registered office where they may be consulted by the members.

Copies or extracts must be signed by the Secretary General.

Article 15. Amendments to the Articles of Association – Dissolution of the Association

Without prejudice to Articles 50.3, 55 and 56 of the law of 25 October 1919, any proposal made with the intention of amending the Articles of Association or dissolving the Association, must be made by the Board Committee or by at eighty per cent (80%) of the active members of the Association.

The Board Committee must inform the members of the Association of the date of the General Assembly meeting that shall pass a judgment on such a proposal, at least three months before the meeting is to be held.



The General Assembly can only legitimately discuss such a proposal if two-thirds of members of the Association who are entitled to vote are present (or represented).

No decision shall be reached if it is not approved by two-thirds of the votes.

However, if the General Assembly does not obtain the approval of two-thirds of the active members of the Association, a new General Assembly meeting shall be convened under the same conditions stipulated above, which at least 50 percent of the members shall attend and which shall pass a definitive and valid judgment on the proposal in question by a simple majority of the votes, regardless of the number of members present or represented.

In the event of a tie, the Chairman has the casting vote.

Amendments to the Articles of Association shall only become effective after approval by the relevant Belgian authority and shall be published in accordance with Article 50.3 and 51.3 of the law of 25 October 1919.

The General Assembly shall determine the method for dissolving or liquidating the Association.

IV. THE BOARD COMMITTEE

Article 16. Composition

The Association is managed by a Board Committee, which is composed of a Chairman, his immediate predecessor and an odd number – at least three (3) – of members.

The Board Committee elects a Chairman and a secretary (a post usually held by the Secretary General).

16.1 Appointment

The members of the Board Committee are appointed by the General Assembly for a period of four years and may be re-elected once for a further two-year period.

The members of the Board Committee should equally represent the two chapters of COCIR members. The same rules apply to the appointment of members of the Board Committee as apply to the appointment of representatives to the General Assembly. Each chapter of COCIR members will nominate its representatives to the Board Committee individually.

In the event that a vacancy arises on the Board Committee during a member's term, a temporary member may be appointed by the General Assembly (or the Board Committee). In this case, the temporary member serves out the term of the member he is replacing.

16.2 Dismissal

Members of the Board Committee may be dismissed by the General Assembly by a two-thirds majority of active members present or represented.



Article 17. Convening notice

The Board Committee meets as and when necessary, but at least twice a year and is convened by the Chairman, the Secretary General or at least one third of its members.

Except in case of urgency, notices are sent by ordinary mail, fax, electronic mail or any other means of communication at least fifteen (15) days before the date of the Board Committee meeting.

A member of the Board Committee may be represented by another member, who may only exercise one such proxy.

Article 18. Powers

The Board Committee is vested with all the management and administrative powers, apart from those reserved for the General Assembly.

In particular, the Board Committee shall be responsible for organising General Assembly meetings, drawing up the agenda and writing the minutes for each meeting, which shall be sent to all the members following the General Assembly meeting.

The Board Committee may delegate the management of the Association to the Secretary General and the management of daily business to the Chairman, a member of the Board Committee or an official. In addition, it may, under its responsibility, confer special and defined powers to one or several people.

The members of the Board Committee are entitled to attend, ex officio, all COCIR meetings.

19. Remuneration

Members of the Board Committee are not remunerated.

Article 20. Decision-making

The proceedings of the Board Committee shall be valid only if at least half of its members are present or represented.

Each member of the Board Committee may be represented by another member. A member of the Board Committee may only exercise one such proxy.

Resolutions of the Board Committee are passed by a simple majority of the members present or represented. In the event of a tie, the Chairman has the casting vote.

The resolutions are entered into a file, which is signed and kept by the Secretary General, who shall ensure that it can be consulted by the members of the Association.



V. THE COCIR CHAIRMAN

Article 21 Appointment

The COCIR Chairman is elected by the COCIR General Assembly. The Chairman represents COCIR in external relationships with third parties.

The Chairman convenes and chairs the meetings of the COCIR General Assembly and Board Committee. Should the Chairman be unable to perform his duties, he/she shall designate a member of the Board Committee to act as a substitute. If the Chairman is unable to make this decision, the Secretary General shall act on his behalf.

The Chairman is elected for a four-year period and may be re-elected once for a further two-year period. The Chairman shall commence his duties on the date determined by the General Assembly.

One active member shall not provide two successive Chairmen.

VI. THE COCIR SECRETARY GENERAL

Article 22. Appointment

The Secretary General is appointed and dismissed by the General Assembly. The Secretary General is supported by the Secretaries' Group.

The Secretary General remains in office until a new Secretary General has been appointed.

Article 23. Powers

The Secretary General is responsible for the daily management of the Association, the implementation of COCIR General Assembly decisions and the preparation of the COCIR General Assembly meetings. He/she has to report COCIR activities to the COCIR General Assembly and manage financial resources. The Secretary General is entitled to attend, ex officio, all COCIR meetings.

The powers and duties of the Secretary General are determined by the Board Committee.

VII. THE SECRETARIES COMMITTEE

Article 24. Composition – appointment

The Secretaries' Group is composed of one duly mandated representative from each of COCIR's national member associations.



Article 25. Powers

The Secretaries' Group helps the Secretary General to implement and develop the official policy of the COCIR Board Committee and General Assembly.

Its members report about actions taken in order to implement COCIR General Assembly decisions.

VIII. GENERAL PROVISIONS

Article 26. External representation

Legal action, as plaintiff or defendant, are monitored by the Board Committee, which is represented by its Chairman, the Secretary General or a member appointed for that purpose, each of whom act individually.

All acts binding the Association are, except for special proxies, signed by two of the representatives mentioned above, who do not have to justify to third parties the powers conferred for this purpose.

Article 27. Committees

When necessary, the COCIR General Assembly may set up committees and working groups on either a permanent or temporary basis.

- Permanent Committees are appointed by the COCIR General Assembly. Each Committee has a Chairman and a Vice Chairman appointed by the COCIR General Assembly with a simple majority of the votes cast.
- The Chairman of the Committee is responsible for the work of the Committee. He/she is in charge of the preparatory activities, the minutes of the meetings, the final reports and so on. He/she is supported by the Secretary General or a person designated by the Secretary General.
- The Chairman of the Committee reports on the activities of his Committee to the General Assembly and submits its recommendations for approval.

Article 28. Budgets and accounts

The financial year begins on 1 January and ends on 31 December each year.

In accordance with Article 53 of the law of 25 October 1919, the Association's annual accounts and budget for the following year are drawn up by the Board Committee and are then submitted for approval to the first General Assembly meeting following the completion of the accounts and budget.

The annual accounts are presented to the Federal Public Service Justice in accordance with Article 51 of the law of 25 October 1919.

The General Assembly may decide to create a reserve fund. The General Assembly shall determine the amount of the fund and the methods of making contributions due by each member.

Article 29. Assets

The assets of COCIR will, after deduction of debts and charges be distributed to a non-profit association such as UNICEF in accordance with the law on non-profit organisation.



Article 30. Applicable law

Anything not specified by the present Articles of Association and, in particular, the publications to be made in the Riders to the Belgian Official Gazette, shall be settled in accordance with the law.