

## ARTICLES OF ASSOCIATION

### The Santorini Conferences (SCs)

#### ARTICLE ONE – LEGAL FORM OF ASSOCIATION

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The Association is a non-profit organisation governed by French Law of July 1, 1901, its amendments and decrees. It consists of the undersigned founding members and members who agree subsequently to abide by the present Articles of Association.

#### ARTICLE TWO - NAME

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The name of the Association is: **The Santorini Conferences (SCs)**.

#### ARTICLE THREE – OBJECTS

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The objects established for the Association are to:

- Promote education and research in personalised medicine and pharmacogenomics based on potential biomarkers and clinical and environmental phenotypes (in particular in fields related to smoking, nutrition, physical exercise, sport, etc.) in order to produce verified, quality information for both clinical applications and patients; the activities and management of Biological Resource Centres such as “IGE-PCV” (identification number: BB-033-00051) fall within the scope of this objective;
- Facilitate contacts between all those who share the Association’s objectives;
- Incorporate fundamental multidisciplinary approaches in research projects and transform such projects into clinical advances, by training and educating both health professionals and the general public in the fields of human pharmacogenetics, clinical pharmacology, clinical pathology and personalised medicine.

To achieve these objects, the Association organises, co-organises and supports meetings, symposia, conferences and other scientific gatherings and educational programmes, to produce information to be used in clinical practice and provided to patients in the fields of personalised medicine, pharmacogenomics and personalised therapy based on potential biomarkers, environmental factors and clinical metrics.

A major event will be the congress of the Santorini Conferences, held preferably in the spring or autumn every two years. A General Assembly of the Association’s members will convene during this event.

Further initiatives contributing to the goals of the Association may also be undertaken, such as taking part in grant applications, clinical trials, multicentre trials and biomarker assessments, drafting and providing independent expert opinions in the areas of interest of the Association.

The Association will publish the programmes of its congresses and abstracts of communications.

As a general rule, the Association may initiate any course of action that facilitates the fulfilment of its objectives.

#### ARTICLE FOUR – DURATION

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The Association is established for an unlimited period.

#### ARTICLE FIVE – HEADQUARTERS

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The Association's registered office is established at the following address:

**20 Grand Rue  
54470 BERNECOURT, France**

#### ARTICLE SIX – MEMBERS

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There are several membership categories.

*1. Founding and ex-officio member*

Mrs Sofia SIEST is a founding member and *ex-officio* member of the Association.

She is entitled to take part in and vote at General Assemblies. She is an *ex-officio* member of all bodies of the Association.

The founding member shall not pay a subscription fee.

*2. Members of the Board of Directors*

The members of the Board of Directors are elected by the General Assembly according to the procedures laid down in the present Articles of Association.

*3. Active members*

Active members are any natural or legal person who engages in activities related to or is interested in the Association's fields of activity and meets the membership eligibility criteria.

Any legal person who becomes a member of the Association shall designate, on admission, the natural person representing the member, and shall inform the President if another person is designated.

Active members have full voting rights at the General Assembly and pay an annual subscription fee.

## ARTICLE SEVEN – ACCEPTANCE AND TERMINATION OF MEMBERSHIP

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### *1. Acceptance*

The acceptance of new active members is subject to the approval of the members of the Board of Directors. The candidate member shall apply for membership in writing (letter, e-mail, etc.). The Board of Directors has the sole power to accept or reject requests for membership. Reasons do not need to be given for rejecting applications.

### *2. Termination*

Membership is terminated in the event of:

- Written notice of resignation by registered mail to the President of the Association;
- Death of a natural person or dissolution of a legal person, for any reason whatsoever;
- Exclusion decided by the Executive Committee for a serious breach of any code of conduct or rules, including infringement of the Articles and By-laws, after the member has been given an opportunity to submit and present their defence.

## ARTICLE EIGHT – SUBSCRIPTIONS AND RESOURCES

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The resources of the Association include:

### *1. Subscriptions*

All active members shall contribute to the Association by paying an annual subscription. The subscription fee is determined yearly by the Board of Directors.

Failure to pay the annual subscription before a date set by the Executive Committee is considered as resignation and results in the withdrawal of membership, following formal 30-day notice that remains without effect. The subscription still remains due and payable to the Association. A member who fails to pay their annual subscription at the date of the call for the General Assembly shall not be entitled to exercise any rights or vote.

### *2. Resources*

The resources of the Association consist of:

- Annual subscriptions;
- Individual donations and private funds;
- Public grants;
- Any other resources authorised by applicable laws and regulations.

## ARTICLE NINE – THE BOARD OF DIRECTORS

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### 1. Board composition

Only members of the Association with full constitutional rights in their country may be elected to the Board of Directors.

The Association is governed by a Board of Directors consisting of a minimum of 3 members and a maximum of 10 members.

The members of the Board of Directors shall represent different fields covered by the Association's objectives (in the broadest sense).

The Board of Directors consists of elected directors and one *ex-officio* member.

The *ex-officio* member is automatically member of the Board of Directors. The other directors are elected by the Ordinary General Assembly of the Association.

The initial members of the Board of Directors are designated by the constituent General Assembly.

Directors are elected to sit on the Board of Directors for four (4) years, except for the *ex-officio* member who is a lifetime member of the Board of Directors. Every year of office covers the period between two annual General Assemblies. If, for any reason whatsoever, the General Assembly is unable to deliberate to renew the Board of Directors or appoint new directors, the elected directors will remain in office until the next elections to ensure the continuity of the Association's governing bodies.

The members of the Board of Directors may be re-elected.

Should a post on the Board of Directors become vacant, for any reason whatsoever, the Board of Directors may co-opt (appoint) a member to fill the vacancy on an interim basis. Such appointments are mandatory should the number of Board members fall below 3.

Any appointment by co-option shall be ratified at the next General Assembly. A co-opted interim director remains in office only for the remainder of their predecessor's term of office.

Failing ratification by the General Assembly, all decisions and actions undertaken by the Board of Directors following an interim appointment nevertheless remain valid.

The General Assembly may decide at any time to elect additional directors up to the limit of 10 board members.

The term of office of directors terminates:

- by expiry of the term, at the close of the General Assembly meeting called to approve the financial statements of the preceding year, and held during the year of expiry of the period of office;
- by resignation;
- by ceasing to occupy the office under which they were appointed;
- by revocation decided by the General Assembly by a simple majority of the members present or represented; appointments may be revoked following an irregularity during the meeting.

Any member of the Board of Directors, absent without good reason and without being reasonably excused, or who repeatedly fails to take part in the Association's activities, may be revoked by the General Assembly by a simple majority of the members present or represented.

Any director who fails to renew membership is deemed to have resigned from office.

Members of the Board of Directors will not receive financial compensation for the functions they exercise. However, they are entitled to receive repayment of the expenses incurred in the exercise of their duty with supporting receipts.

## *2. Meetings and decisions of the Board of Directors*

The Board of Directors meets as often as necessary, but not less than once a year. Meetings are convened by the President or at the request of the majority of the Board's members. Board meetings are held at the Association's headquarters or in any other place indicated in the notice of the meeting.

The notice of the meeting may be given by any means, even orally, with a reasonable time frame.

Board meetings may be held by attendance in person or via telephone and/or conferencing, or any other means of electronic communication.

The agenda is set by the person who convenes the meeting and additional items may be added to the agenda during the meeting if members consent.

At least half of the members of the Board of Directors must be present for the decisions to be valid.

Decisions are taken on the basis of a simple majority of the members present or represented, each director having one (1) vote. A director may only be represented at a board meeting by another director of the Association, subject to a maximum of one power of proxy per director.

Absentee voting is allowed. Such voting is carried out by completing a form drawn up by the Association and provided on request to the directors. Absentee voting is performed by postal mail or e-mail. The absentee voter shall complete the paper or electronic form by selecting one check box per resolution.

Failure to respond within the deadline specified in the notice of the meeting is considered as complete abstention from voting.

In case of a tie, the President's vote is the casting vote.

The Board of Directors may invite six to ten advisors to take part in the meetings, depending on the importance of the decisions to be taken. Such advisors attend board meetings with voice but no vote.

## *3. Powers of the Board of Directors*

The Board of Directors is vested with the broadest powers to act on behalf of the Association, within the bounds of the Association's object and subject to the powers assigned by the General Assembly.

The Board of Directors:

- Manages the Association's assets and staff;
- Authorises the President to take legal action;
- Approves the annual accounts and votes the budget;
- Determines the annual subscription fee;

- Decides where the next General Assembly and Congress will be held;
- Decides and monitors the organisation of the Congress.

#### 4. *The Executive Committee*

The Board of Directors shall elect among its members an Executive Committee consisting of:

- A President;
- A Treasurer;
- A General Secretary.

Other members may also be elected to the Executive Committee.

Executive Committee members are elected for their term of office as director. They may be re-elected. The *ex-officio* member is automatically member of the Executive Committee.

The functions of a member of the Executive Committee cease automatically if the member ceases, during the term of office, to be a member of the Board of Directors. The members of the Executive Committee may be revoked, at any time, and unconditionally, by the President.

The Executive Committee is responsible for the day-to-day running of the Association and ensures that decisions are implemented.

#### ARTICLE TEN – THE PRESIDENT

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The President is president of the Executive Committee, the Board of Directors and the Association.

The President is responsible for ensuring the smooth running of the Association and that decisions are implemented. The President represents the Association in civil procedures. The President is competent to engage legal action on behalf of the Association, either as claimant or defendant, following approval by the Board of Directors. Under the same conditions, the President may lodge appeals.

The President convenes the Board of Directors and the General Assembly and organises all meetings. At the request of the President, such meetings may be convened and organized by a person designated by the President. If the President cannot attend a meeting, a member is designated by the Board of Directors to chair the meeting. Under exceptional circumstances, the Executive Committee may designate another Executive Committee member to assume the duties of President until elections are organised.

The President has bank signing authority.

The President may delegate in writing part of his/her powers to any member, director of the Association or any other person deemed appropriate.

#### ARTICLE ELEVEN – THE GENERAL SECRETARY

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The General Secretary is responsible for convening the meetings of the Association's bodies, in agreement with the President.

The General Secretary writes the minutes of Assemblies and Board of Directors' meetings, and is, as a general rule, responsible for drafting all written documents required for the Association.

The General Secretary ensures compliance with the requirements laid down by law.

He/she ensures that:

- An up-to-date membership directory is maintained;
- Minutes of General Assemblies and Board of Directors' meetings are made and stored;
- Information on the activities and objectives of the Association are collected and distributed.

## ARTICLE TWELVE – THE TREASURER

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The Treasurer collects the revenues generated by the events organised by the Association, and makes payments, with the prior agreement and under the supervision of the President. The Treasurer keeps regular accounts of all operations and reports the accounts to the General Assembly for approval.

The Treasurer, with the agreement and under the supervision of the President, opens and uses on behalf of the Association, a deposit or current account, with any bank, financial or credit institution.

The Treasurer may be assisted by professional accountants and financial experts.

## ARTICLE THIRTEEN – THE GENERAL ASSEMBLY

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The General Assembly is composed of all the members of the Association up to date with subscription at the date of notification.

All must accept the decisions of the General Assembly. General Assembly meetings may be ordinary or extraordinary.

Each member has one (1) vote for each resolution. Legal persons are represented by their legal representative in office, or by any other person following due notification of the Association. In case of a tie, the President's vote is the casting vote.

A member of the Association may be represented by another member of the Association authorised by written proxy. Proxy voting is allowed, but each member can hold a maximum of one power of proxy. A power of proxy cannot be transferred to another member of the Association.

Signed proxies left blank are assigned to the President of the Association.

Absentee voting is allowed. Such voting is carried out by completing a form drawn up by the Association and provided on request to the members. Absentee voting is performed by postal mail or e-mail. The absentee voter shall complete the paper or electronic form by selecting one check box per resolution.

The General Assembly is convened by the Board of Directors represented by the President. The Board of Directors decides the location of the next General Assemblies.

Notice of the General Assembly is sent to all members of the Association at least 15 days prior to the date set for the assembly, by any means, in particular postal mail or e-mail. The notification letter includes the agenda set by the Board of Directors or by the members of the Association who requested the meeting.

Decisions are taken by a show of hands or any other means decided by the President. Voting by secret ballot may be requested by the Board of Directors or the majority of members present.

An attendance sheet is signed by the members of the Assembly at the beginning of the session and certified by the President and the General Secretary. The General Assembly may only consider matters included in the agenda of the meeting. The decisions of the General Assembly are recorded in the minutes of the meeting, signed by the President and the General Secretary, and kept in the Association's minute book.

The members of the General Assembly have the sole authority to:

- Approve the annual accounts and appropriation of the amounts available;
- Appoint directors;
- Decide a merger process;
- Amend the Articles of Association;
- Decide to dissolve and liquidate the Association.

The Board of Directors is competent to take all other decisions.

The President and the General Secretary are also president and secretary of the General Assembly. In the event of absence or failure to perform their duties, a president and secretary are designated for the session by the General Assembly.

#### ARTICLE FOURTEEN – ORDINARY GENERAL ASSEMBLY

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The Assembly is convened at least once a year and whenever necessary.

The General Assembly hears the reports of the Board of Directors on the financial and moral situation of the Association.

The General Assembly approves the accounts of the preceding financial year, votes the budget for the next financial year and renews, if needed, the members of the Board of Directors.

The agenda of the annual General Assembly may include the following items:

- Report, given by the President or a member of the Executive Board, on the activities of the Association over the past year, and related decisions;
- Report, given by the General Secretary, the Treasurer or a member of the Executive Board, on the accounts and related decisions;
- Objectives for the next few years;

- Any questions put on the agenda by the Board of Directors, in particular general lines of policy.

The decisions of the Ordinary General Assembly are valid, regardless of the number of members present or represented.

The decisions of the Ordinary General Assembly are taken by a simple majority of the members present or represented.

#### ARTICLE FIFTEEN – EXTRAORDINARY GENERAL ASSEMBLY

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The Extraordinary General Assembly has the sole authority to amend any or all of the Articles of Association, decide dissolution of the Association or a merger with any other association with a similar aim, or become a member of a union of associations, as proposed by the President.

The Extraordinary General Assembly must be convened specifically for this purpose.

Decisions of the Extraordinary General Assembly must be approved by at least two thirds of the members present or represented.

#### ARTICLE SIXTEEN – DISSOLUTION - LIQUIDATION

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In the event of dissolution, whether voluntary, by virtue of the Articles of Association or legal decision, the Extraordinary General Assembly shall appoint one or more liquidators and any assets shall be devolved in accordance with Article 9 of French law of July 1, 1901 and decree of August 16, 1901.

After completion of the liquidation, it is decided that any assets held by the Association will be allocated to the International Red Cross or other charities.

#### ARTICLE SEVENTEEN – FISCAL YEAR

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The fiscal year of the Association starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year. Exceptionally, the first fiscal year will start on the date of publication in the French Official Journal and will end on December 31<sup>st</sup> 2019.

#### ARTICLE EIGHTEEN – BY-LAWS

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The President may draw up one or more By-laws in order to clarify and complement the rules that govern the Association. The President has the sole authority to amend or repeal these By-laws. Both the By-laws and Articles of Association apply to all current and future members of the Association.

#### ARTICLE NINETEEN – ADMINISTRATIVE FORMALITIES

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The President, on behalf of the Executive Committee, will fulfil the administrative formalities required for the declaration and publication of the Association, in accordance with Article 9 of French law of July 1, 1901 and decree of August 16, 1901.

Place:

Date:

Articles of Association adopted by the constituent General Assembly on

Mrs Sofia SIEST

Mrs Maria STATHOPOULOU

Mr Etienne JARRY

Represented by Mrs Sofia SIEST

Mrs Brigitte BOISSON

Mr George WERYHA

PROXY

I undersigned,

**Mr Etienne JARRY,**

Date of birth: 21<sup>st</sup> December 1974; place of birth: Marseille, France

Having the address: 63, Avenue de la Pointe Rouge, Bât Antares, 13008 MARSEILLE, France

Hereby designate as true and lawful proxy:

**Mrs Sofia SIEST**

Having the address: 20 Grande rue, 54470 BERNECOURT, France

With full power of substitution to represent me at the constituent General Assembly of the association The Santorini Conferences (SCs), and sign the Minutes of the assembly and the Articles of Association on my behalf. I acknowledge that I have received and read the aforementioned Articles of Association.

I also give her power to sign in my name all documents and perform any tasks required to set up and register the association.

Fulfilment of this proxy will release the proxy of further powers.

I accept to become director and treasurer of the association for a period of four years that will end at the close of the general assembly called to approve the accounts of the financial year ending on December 31st, 2022.

I certify that there are no incompatibilities or legal prohibitions that prevent me from being appointed and carrying out these duties.

Place

Date

Etienne JARRY

Signature preceded by the indication "I give proxy"

Sofia SIEST

Signature preceded by the indication "I accept the proxy"