



Articles of Association

INTERNATIONAL SOURCE SUPPLIERS  
AND PRODUCERS ASSOCIATION

**ARTICLES OF ASSOCIATION**

**for the**

**INTERNATIONAL SOURCE SUPPLIERS AND PRODUCERS ASSOCIATION**

**(ISSPA)**

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**1. Name and registered office of the Association**

The name of the association is

**International Source Suppliers and Producers Association (ISSPA).**

The association has its registered office in Vienna.

**2. Mission Statement and Objectives of the Association**

ISSPA is a non-profit organization according to sections 34 et seq of the Austrian Federal Tax Code (Bundesabgabenordnung – BAO).

The mission of ISSPA is to ensure that the beneficial use of radioactive sources continues to be regarded by the public, the media, legislators, and regulators as a safe, secure, viable technology for medical, industrial, and research applications.

The objectives of ISSPA are:

- To establish, implement, and maintain a Code of Good Practice for source manufacturers and suppliers that will contribute to enhancing safety and security of sources throughout their life cycle.
- To represent and communicate the interests of the Members with the International Atomic Energy Agency, legislative authorities and national regulators, and other key stakeholders.
- To provide industry leadership in the development, implementation, and application of international guidelines and national regulations with respect to the safe and secure design, manufacture, and supply of radioactive sources.
- To build and enhance public, user, and media confidence in safe and secure life cycle management of radioactive sources to promote their beneficial use.
- To educate legislators and other key stakeholders with respect to the safety, security, and beneficial use of radioactive sources.
- To promote good, sustainable practices by Association Members to enhance perception of the industry and the Members with regulators, the public and the media.
- To provide technical expertise to assist and facilitate the management of disused sources.



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**3. Funds**

The Association will finance itself through membership fees, contributions, donations and other sources of income.

**4. Membership**

The founding members of the Association are:

MDS Nordion

REVISS Services

AEA Technology QSA GmbH

Membership of the Association will be limited to those organizations that are engaged in the manufacture, production and supply of sealed radioactive sources and/or equipment that contain sealed radioactive sources as an integral component of the radiation processing or treatment system, device, gauge or camera.

Each organization seeking membership is required to comply with ISSPA's Code of Good Practice. By doing so, Members will contribute to enhance safety and security of radioactive sources throughout their life cycle. The ISSPA members may indicate the compliance with this Code of Good Practice by conferring a "good manufacturer" seal of approval which may be used in relevant documents. It also demonstrates publicly that ISSPA members have a strong interest in self-management and adherence to principles related to safety and security. The approved Code of Good Practice may be amended only by a vote of the Members of the Association resulting in a majority of 2/3 of the votes cast.

All new members must be approved by a majority of the existing membership. Existing Members' opinions regarding new applications will be requested by the Executive Committee. If there are no objections within 30 days the application will be approved. If there are objections the application will be presented to the next Annual General Meeting for a decision.

Members that have paid the appropriate membership fees will be eligible to vote and participate in any activity of the Association.

An individual who has contributed significantly to the advancement of the radioactive sources industry, can be appointed as an Honorary Member at the discretion of the Executive Committee, and may attend meetings as an observer or advisor. Honorary Members are not entitled to vote and are not subject to membership fees.



## **5. Termination of Membership**

Membership of the Association may be terminated:

- By submission of a Member's written resignation to the Executive Committee of the Association.
- By exclusion because of default/refusal of subscription payment. If the Member's dues are unpaid ninety (90) days after the due date the Member shall be notified in writing of impending removal from the Association at least 30 days in advance of the exclusion.
- By exclusion decided by two thirds (2/3) of the Members present or represented at the Annual General Meeting acting on the recommendation by the Executive Committee for reason of infringement of the present Code of Good Practice of the Association or for any other serious reason always provided that the Member concerned has been given at least thirty (30) days prior notice to provide an explanation.

No fees will be returned upon termination of the membership.

## **6. Organizational Structure**

The Association shall have three levels of organization and management;

- The Executive Committee that is appointed by the membership to manage the Association on behalf of its Members.
- The Board of Directors, composed of the Members themselves, each of which shall be represented by a single Director to the Association.
- Representative that are employees of or consultants to Member Companies may participate in Association meetings and may represent the Association in external meetings/conferences with endorsement of the Member Company Director.

The internal working language of the Association shall be English.

### **6.1. Executive Committee**

The Association will be managed by an Executive Committee, which shall undertake the business of the Association and act on behalf of the Association.

Initially, the Executive Committee shall be composed by three individuals, one of whom shall act as Chairman, one as Secretary and one as Treasurer.



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Until 31<sup>st</sup> December 2006, the three members of the Executive Committee shall be appointed by the founding members. Each founding member shall be entitled to appoint one member of the Executive Committee. Thereafter, Members of the Executive Committee will be elected by the members at the Annual General Meeting and will serve for a term of 3 to 5 years, as approved by the membership. Individuals may serve on the Executive Committee for multiple terms, subject to the Membership acceptance through established nomination process.

A Regional Director position has been added to the Executive Committee beginning February 28, 2018.

The Members shall have the option to nominate and vote additional persons from amongst them to the Executive Committee (making a total of five members of the Executive Committee as a maximum).

Members of the Executive Committee shall be limited to representatives of member organizations, either the Director or their proxy.

Each member of the Executive Committee will come forward for re-election on a cyclic basis, with position 1 being re-elected from January 1<sup>st</sup> 2007, position 2 from January 1<sup>st</sup> 2008 and position 3 from January 1<sup>st</sup> 2009. The initial order will be determined by drawing lots, the result to be announced to the Association membership by October 1<sup>st</sup> 2006. If a fourth Executive Committee member has been nominated and elected by the Annual General Meeting, that individual shall come forward for re- election as of January 1<sup>st</sup> following the third anniversary of their election.

The members of the Executive Committee shall be entitled to determine amongst themselves how to allocate the work of the Executive Committee, including which of them shall act as Chairman, Secretary and Treasurer.

The Executive Committee shall strive to operate by unanimous or consensus decisions whenever possible. However, in case of a vote, decisions are made by simple majority. In case of a tie, the vote of the Chairman is decisive.

The Chairman will chair the Executive Committee, the Annual General Meeting and any Extraordinary General Meeting. The Chairman undertakes the routine leadership of the Association and ensures that the decisions taken at the General Meeting or by the Executive Committee are implemented.

In the absence of the Chairman, the duties will normally be delegated to the Secretary.



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The Secretary shall be responsible for notices of meetings and for keeping a record of the business of the meetings.

The Treasurer shall collect membership subscriptions, keep the Association's accounts and have full fiduciary responsibility. An assistant to the Treasurer, approved by the Executive Committee, may be assigned to support the Treasurer in these functions.

In the absence of the Secretary or Treasurer, the Chairman shall delegate their responsibilities to another member of the Executive Committee.

The Regional Director will be represented by a member organization located in either North or South America if the Chairman of the Executive Committee is filled by a European Member or by a member organization located in Europe if the Chairman of the Executive Committee is filled by a North or South American Member.

The Regional Director shall act as the membership liaison to regulatory bodies and trade associates that are based in the region affiliated with the Regional Director.

The Association is represented by the Chairman and a second member of the Executive Committee.

The Executive Committee is mandated by the Membership to affiliate with such other agencies and organizations as they feel necessary in order to best manage the interests of the Association.

The Executive Committee may allocate paid or unpaid resources to support the operation of the Association providing that this shall fall within the limits of the agreed operating budget of the Association. This may extend to the establishment of an advisory committee if considered necessary by the Executive Committee.

The Executive Committee shall prepare an annual business plan and budget and, after the initial period until December 31st 2005, shall submit it to the Annual General Meeting for approval.

If any member of the Executive Committee resigns, becomes deceased, or has their tenure terminated for any other reason, the Executive Committee shall appoint an alternate from the Board of Directors as a voting member until the next Annual General Meeting.

### 6.2. Board of Directors

The Board of Directors, as a group, shall be composed of the individuals nominated by each of their respective Members of the Association. Each Director on the Board shall be



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entitled to represent his organization and to vote at General Meetings, in person or by official proxy. The nominated Director shall coordinate the activities of their organization with the Association.

**6.3. Auditors**

The General Meeting shall appoint two Auditors for every fiscal year. The Auditors shall audit the financial statements for the previous fiscal year and report their findings to the General Meeting

**7. Meetings**

**7.1. Executive Committee**

The Executive Committee shall hold meetings as often as necessary in the interests of the Association. At least four meetings will be held annually.

The Executive Committee may use conference calls, electronic mail and other forms of communication to run the daily routine business or meetings of the Association. A quorum will be formed if at least one-half of the Executive Committee members are part of the meeting.

Meeting dates and places shall be agreed not less than 14 days in advance for telephone meetings and not less than 30 days in advance for face to face meetings unless agreed otherwise by mutual consent of all the members of the Executive Committee.

Minutes of the meetings shall be approved by the Chairman and the Secretary of the Executive Committee.

**7.2. Annual General Meeting**

One Annual General Meeting shall be held during the fiscal year no sooner than 8 months and no later than 16 months from the previous Annual General Meeting. The Secretary will notify each Member of the time and location thirty (30) days in advance. An agenda for the Annual General Meeting will be provided at least fifteen (15) days in advance. The purpose of this meeting is to deal with, but not limited to such issues as:

- Elections to the Executive Committee;
- Review and approval of the financial statements and Treasurer's report of the previous year's accounts after hearing the Auditors' report;
- Review and approval of the business plan and budget for the upcoming year;



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- Acceptance of new Members and the exclusion of current Members;
- Presentation of the fee structure for the coming fiscal year;
- Any other business deemed important to the mission and objectives of the Association.
- Review and approval of the Chairman's report of the year's activity.

To conduct an Annual General Meeting will require a quorum of 51 % of all Members to be present or represented at the meeting by a proxy. In the event that the quorum is not achieved, notice may be given of a second Meeting at least four weeks later. This Meeting shall be valid irrespective of the number of Members present or represented at the Meeting. Each Member is entitled to one vote, in person or by proxy. In case of a tie, the Chairman shall cast the deciding vote. The vote may be done by show of hands or ballot.

Proxies voting on behalf of Members not present at a meeting shall be authorised by the completion of a proxy form signed by the Member and presentation of the form to the Chairman prior to the scheduled date of the meeting.

Annual General Meetings may be held in person or via teleconference. At least one Annual General Meeting shall be conducted in person every three (3) years.

#### 7.3. Extraordinary General Meeting

1/10 of all members of the Association are entitled to call an Extraordinary General Meeting. Notice of the meeting (time, location and agenda) shall be provided to all members thirty (30) days in advance.

#### 7.4. Quorum

Decisions in the General Meeting are taken by simple majority of the members present.

Each Member will be entitled to a single vote, irrespective of the size of the organization or the number of locations from which it operates. Normally the Director will vote on behalf of the member organization although a proxy is acceptable. For clarity in this context, any commercial entity that is wholly owned by another organization shall be regarded as a part of that organization.

The following decisions can only be taken by a majority of at least two-thirds of the voting members present or represented at the Meeting, and if a quorum of at least 51 % of the voting Members is present or represented by proxy at the Meeting:





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- any amendment or alteration to the Articles of Association;
- any amendment or alteration of the Code of Good Practice;
- the dissolution of the Association.

**7.5. Minutes of the General Meetings**

Minutes of the meetings shall be provided to the Executive Committee within thirty (30) days of the General Meetings. The Minutes shall be finalized within sixty (60) days of the General Meetings and signed by the Chairman and by the Secretary of the Association. Copies shall be distributed to each Member of the Association

**8. Fees, Funds and Financial Transactions**

The currency used by the Association will be Euros.

Membership fees will be for a period of one year, renewed automatically, and due within ninety (90) days from request of payment.

For the initial period until December 31<sup>st</sup> 2006, the appointed Executive Committee shall determine the membership fees. Thereafter, the Executive Committee will recommend a membership fee structure to the Annual General Meeting each year for approval, including any recommendation to waive fees.

The Association's funds are managed by the Treasurer.

The Executive Committee shall have the authority to approve financial transactions within the scope of the approved budget and objectives of the Association. The Executive Committee shall also have the authority to approve other sources of income

The fiscal year shall be from January 1st until December 31st. The fiscal year may be changed by a decision of the Board of Directors.

Records of financial transactions will be maintained by the current treasurer for a period of seven (7) years after the end of fiscal year in which the transaction occurred.

**9. Dispute Resolution and Governing Law**

All disputes arising out of these Articles of Association or related to its violation, termination or annulment shall be finally settled, excluding the ordinary jurisdiction, under the Rules of Arbitration and Conciliation of the International Arbitral Centre of the Austrian Federal Economic Chamber in Vienna (Vienna Rules) by arbitrators appointed



in accordance with these rules. If not otherwise stated in these Articles the Rules of Arbitration and Conciliation of the International Arbitral Centre of the Austrian Federal Economic Chamber in Vienna (Vienna Rules) shall be applicable. The place of the Arbitration Tribunal shall be Vienna/Austria, and the German language shall be used in the arbitral proceedings, or the English language, as any party may select. The parties shall give evidence orally to the tribunal. If witnesses are heard, who do not have command of German but have a very good command of English, then, according to the discretion of any party, they shall be heard in English. In this case there is no need for a German translation. The original documents written in English can be submitted to the Arbitration Tribunal, there is no need for a German translation of the documents. Therefore it is necessary that each arbitrator has a very good command of English (orally and in writing). Third party notice (Streitverkündung) and intervention (Nebenintervention), with its legal effects under Austrian civil procedure law, are permitted. Multi-party arbitration is permitted.

The aforementioned disputes shall be governed by Austrian law.

#### **10. Dissolution**

In case of a voluntary dissolution of the Association the assets of the Association shall be dissolved by the Chairman or Treasurer, unless decided otherwise by the General meeting.

Alternatively, the Members shall nominate one or more auditors who shall be responsible for selling off the Association's possessions and who shall have complete discretion to realize assets and settle liabilities.

Any assets of the Association still remaining after liquidation has been completed will be donated to charity, as approved by the Executive Committee.