

EuChemS Constitution (English unofficial version)

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Article 1 – Name and legal form

1.1. The Association has the status of a non--profit--making international association which is governed by the Belgian Companies and Associations' Code (hereinafter “the BCAC”).

1.2. The name of the Association is “EUROPEAN CHEMICAL SOCIETY”, with the abbreviation “EuChemS” (hereinafter “the Association”).

The complete name and the abbreviation can be used together or separately. They always have to follow or be followed by the indication “non-profit-making international association” or the initials “AISBL”.

Article 2 – Seat

2.1. The seat of the Association is established in the Brussels Region. It can be transferred to any other place in Belgium by a decision of the Executive Board, adopted by simple majority, and with regard to provisions relating to the use of language.

2.2. The Association may also establish other administrative and operational offices, set up subsidiaries, affiliated and subsidiary organisations, either in Belgium or abroad, by decision of the Executive Board.

Article 3 – Non-profit purpose and activities

3.1. The Association renounces all spirit of profit-making and has for its particular non-profit purpose to assemble associations, institutions and organisations working in the field of chemical and molecular sciences as well as all organisations attached to them to the end of supporting and promoting the development and implementation of chemical and molecular sciences in Europe and in neighbouring countries.

3.2. The pursuit of this non-profit purpose will be achieved through different activities, in particular:

- the creation of a forum for congresses, discussion on topics of common interest among the community of chemists and chemical and molecular scientists;
- the promotion of all activities connected to relevant topics in the European context;
- sustaining and promoting high-level professional, pedagogic and ethical norms;
- the dissemination of chemical knowledge;
- its function as consultancy and representative organisation in relation to the European institutions;
- promotion of cooperation with other international organisations;
- support of younger chemists.

Article 4 – Membership

4.1. The Association is composed of Members. It shall at all times have at least two (2) members. The General Assembly (GA) can define different categories of members.

4.2. Accession to any category of Members is restricted to national or international scientific and technical Associations and professional institutions and other legal entities that have an interest in chemical and/or Molecular sciences and/or are practicing chemistry.

4.3. The Association is open to Belgian or foreign entities (legal persons), which are legally constituted in accordance with the laws and practices of the State, in which they originate or in the European Union.

4.4. Applications for admission to Membership are addressed to the General Secretary.

4.5. The admission of Members is subject to approval by the General Assembly.

4.6. Each Member is free to resign from the Association by addressing a written resignation addressed to the General Secretary by e-mail and giving three months' notice. The resignation takes effect at the end of the calendar year.

4.7. The expulsion of a Member can be enacted by the General Assembly with a simple majority of votes if

- a) The Member has not paid the membership fee for a period of two years;
- b) The Member has failed to abide with the Statutes and/or the bylaws;
- c) The Member has brought the Association into disrepute

The Member will have the opportunity to present a defence in front of the General Assembly before the decision on expulsion is taken.

4.8. The General Assembly shall determine the requirements rights and responsibilities of the Members as well as of any other category of members that it shall create. The General Assembly shall lay down procedures for admission, resignation and expulsion of Members.

Article 5 – Bodies of the Association

5.1. The bodies of the Association are:

--- The General Direction Body (General Assembly)

--- The Administrative Body (Executive Board)

--- The Presiding Council (Presiding Council)

5.2. General Direction Body (General Assembly)

5.2.1 The general direction body (in this Statute “General Assembly”) defines general policy and annual action programme of the Association. The General Assembly is composed of all Members who have the right to vote. The General Assembly is assisted by the Executive Board. The General Assembly deals in particular with:

--- Admission of new Members;

--- Expulsion of Members

--- Modification of the name or the statutes and the logo;

--- Adoption, amendment and cancellation of bylaws for the purposes of governing the operations and administration of the Association;

--- Election of members of the Executive Board and the Presiding Council;

--- Establishment and dissolution of Divisions and Working Parties;

--- Approval of annual accounts for the past year;

--- Grant discharge to the members of the Executive Board and the statutory auditors;

--- Approval of the annual budget for the following year;

--- Establishment of the levels of membership contributions;

--- Allocation of votes to each Member;

--- Dissolution of the Association.

5.2.2 The General Assembly meets at least once per year at the place specified in the convocation.

5.2.3 The convocation for a meeting of the General Assembly is sent by the General Secretary by e-mail or any other mode of communication. It will be sent at least 30 days before the date of the meeting together with the agenda.

5.2.4 Extraordinary meetings of the General Assembly shall be convened at the request of the Executive Board or of simple majority of Members’ votes, which shall specify the reason for such a request, and be addressed to the General Secretary. An extraordinary General Assembly shall be held within three months of the receipt by the General Secretary of valid request.

- 5.2.5 To be admitted to the General Assembly and to exercise the right to vote, a Member must be registered as such in the register of members.
- 5.2.6 The General Assembly shall be chaired by the President or, in his absence, by the Vice President or by the oldest Member.
- 5.2.7 For the meeting of the General Assembly to be valid, Members holding at least 50% of the votes must be present or represented. If this quorum is not reached, a new General Assembly shall be convened not less than two weeks and not more than one month after the invalid meeting under the same conditions as the first, and this second General Assembly shall definitively and validly decide on the proposals irrespective of the number of Members present or represented.
- 5.2.8 Each Member has one vote, unless otherwise decided in the bylaws.
- 5.2.9 All resolutions are adopted by a simple majority of the votes of the Members taking part in the voting, unless indicated otherwise in the bylaws.
- 5.2.10 A Member can give a signed proxy to another Member to vote in his/her place, by mail or electronic mail addressed to the General Secretary. No member can hold more than two proxies.
- 5.2.11 Every Member is represented in the meeting of the General Assembly by a physical person mandated by the Member.
- 5.2.12 The Executive Board may grant Members the possibility to participate in the General Assembly by any means of communication that enables them to take note of the discussions directly, simultaneously or continuously during the meeting, to take an active part in the debates and to vote in full knowledge of the facts on all the items on which the meeting is to decide, such as teleconferencing or videoconferencing combined with electronic mail for the exchange of written documents, in accordance with the BCAC. The notice convening the General Meeting should include a clear and precise description of the procedure that will be applied in relation to the remote participation.
- 5.2.13 Each Member may also cast its vote electronically before the General Assembly by means of a form drawn up by the Executive Board which includes the following information: (i) the identity of the Member, (ii) the number of votes to which he/she is entitled and (iii) for each decision to be taken by the General Assembly under its agenda, the words "Yes", "No" and "Abstention". The forms must be communicated by e-mail, to the Secretary General. Such vote cannot be revoked.
- 5.2.14 Decisions of the General Assembly are recorded in the minutes, signed by the President and the General Secretary or the Secretary of the meeting. These minutes – except those which must be acknowledged by notarial act – and their annexes are kept, in their original form, in a special register, held by the General Secretary at the registered office of the Association.

5.3. Administrative Body (Executive Board)

- 5.3.1. The administrative body (Executive Board) executes the policy of the Association as defined in Article 3 and advises the General Assembly in relation to the management of the

Association.

- 5.3.2. The Executive Board is composed of minimum of six (6) members elected directly by the General Assembly for the duration determined by this body (with a maximum of four years). In addition, the Executive Board may appoint additional members as set out in the Bylaws.
- 5.3.3. The Executive Board meets at least once per year. The members are convened by e-mail or any other means of communication. The meeting shall be held at the place indicated in the convocation notice or, at the registered office of the Association.
- 5.3.4. For a meeting of the Executive Board to be valid, at least 50% of the members must be present.
- 5.3.5. The decisions of the Executive Board are taken by simple majority of Members present. Any member of the Executive Board may give a proxy to one of the other members of the Executive Board to represent him at a meeting of the Executive Board and to vote on his behalf. This proxy must be given in writing. In this case, the member of the Executive Board who is represented, shall be deemed to be present.
- 5.3.6. Decisions of the Executive Board are recorded in the minutes, signed by the President and the General Secretary or the secretary of the meeting and are kept in a special register at the registered office of the Association.

5.4. Presiding Council

- 5.4.1. The Presiding Council shall consist of the President, the Vice President and the Treasurer. They are ex officio Members of the Executive Board.
- 5.4.2. The President is elected by the General Assembly for a period of three (3) years. The President is elected at least one year before his/her term as President begins. His/her mandate is not renewable. The President of the Association will be President of the General Assembly, but will have no voting rights. The President also chairs the meeting of the Executive Board. If he/she cannot assume these functions, his/her tasks shall temporarily be taken over by the Vice President. If the President resigns or is unable to execute the tasks of the President of the Association, his/her tasks shall be taken over by the Vice President until the next General Assembly.
- 5.4.3. Following the end of his/her mandate as a President, the President of the Past Mandate serves as the Vice President for a period of two (2) years until the President Elect takes office. The President Elect serves as the Vice President for a period of one (1) year until his/her mandate as a President takes effect.
- 5.4.4. The Treasurer is elected by the General Assembly upon nomination by the Executive Board for a period of three (3) years, which mandate shall be renewable once .
If the Treasurer resigns or is unable to execute the tasks of the Treasurer of the Association, his/her tasks shall be taken over by the Vice President until the next General Assembly.

5.4.5. The President, Vice President or Treasurer can be dismissed from office by the General Assembly if he/she has gravely damaged the Association's interest, which decision shall be taken by a qualified majority of two thirds of the votes cast.

5.5. Professional Networks (Divisions and Working Parties)

5.5.1. The Divisions and Working Parties is to implement the activities of the Association in the fields relevant to their competences.

5.5.2. The General Assembly can create, or dissolve Divisions and Working Parties based on a recommendation of the Executive Board.

5.5.3. Rules for the cooperation of the Divisions are laid down in documents (governance procedures) which are decided by the Executive Board.

5.6. General Secretary – Daily management

For the administration and daily management of the Association, the Executive Board shall nominate a salaried General Secretary

Article 6 – Responsibility of Members

The Members of the Association are not responsible for the debts and liabilities of the Association.

Article 7 – Presentation of the Association in relations with third parties and judicial institutions

7.1. The President represents the Association in relations with third parties and judicial institutions. He/she can delegate this power of representation to any third person.

7.2. All decisions/acts concerning the nomination, resignation and dismissal of any person authorised to represent the Association, are communicated to the competent federal authorities in order to be added to the Association's file and will be published in the annexes of the Moniteur belge and the costs will be undertaken by the Association.

Article 8 – Modifications of the Statute

8.1. The Statutes can be modified by the General Assembly convened by the Executive Board either at its own initiative or at a request of at least one Member with the indication of the articles for which a modification is proposed.

8.2. A quorum of at least two thirds of the votes present or represented by Members is required to hold a valid vote. If less than two thirds of the votes are present or represented by Members at this General Assembly, a new General Assembly shall be convened under the same conditions as the first, and this second General Assembly shall definitively and validly decide on the proposals irrespective of the number of votes present or represented by Members.

8.3. No decision shall be adopted unless it is approved by a majority of at least two thirds of the votes of the Members of the Association present or represented.

- 8.4. Each modification of the purpose and activities of the Association requires a royal decree approving (the modification). Modifications of the Statute related to provisions of Article 2:5, §4 of the BCAC need to be recorded in a notarial deed.
- 8.5. Modifications to the Articles of Association will have effect only after they have been approved by the competent authorities and after publication in the Annexes of the Belgian State Gazette.

Article 9 – Budget and annual financial statements

- 9.1. The financial year starts on the 1st of January and ends on the 31st of December each year.
- 9.2. Each year the Executive Board prepares annual financial statements for the current financial year, in accordance with legal provisions, as well as the budget or the coming financial year. These are submitted for approval of the General Assembly at its next regular meeting. The approved annual financial statements are then submitted by the General Secretary to the Association's file in the registry of the competent commercial court.
- 9.3. The accounts are kept in accordance with the relevant legal provisions.

Article 10 – Control – Auditor

In so far as the association is legally held to do so, the control over its financial situation, annual financial statements and regularity regarding the BCAC and the current statutes of the operations that must be noted in the annual financial statements, must be submitted to one or more Auditors, nominated by the General Assembly for a renewable term of three (3) years (renewable once).

Article 11 – Dissolution of the Association – Allocation of assets

- 11.1. Without prejudice to the provisions of the BCAC, each decision of dissolution of the Association must emanate from the General Assembly.
- 11.2. A proposal to dissolve the Association must be submitted in writing to the Executive Board six (6) months before the meeting of the General Assembly during which a decision will be taken. The result of debates in the Executive Board must be notified to all Members of the General Assembly at least one (1) month before the meeting of the General Assembly.
- 11.3. The General Assembly shall determine the procedure for the winding up and liquidation of the Association.
- 11.4. The net assets that may be left over after repayment of all debts and costs will be allocated by a decision of the General Assembly to another purpose connected to the development of the chemical and molecular sciences.

Article 12 – Membership contribution

Members pay an annual membership contribution, for which the General Assembly fixes the amount

Article 13 – General provisions

Any provisions which are unforeseen in the current articles of association, in particular as regards the

publication in the Annexes of Moniteur belge, are regulated by the BCAC.

Article 14 – Language

The two working languages of the Association are French and English. The current Statute is written in the French language and will be translated into the English language. In the case of doubt, divergences or problems of interpretation between the two versions, the French version will prevail.