



# **SETAC EUROPE VZW** **ARTICLES OF ASSOCIATION**

## **I. NAME, REGISTERED OFFICE, PURPOSE**

### **Article 1 Name**

An Association has been established pursuant to the Belgian law of 27 June 1921, as amended to date by the laws of 6 December 1954, 30 June 2000, 2 May 2002, among others, for a not-for-profit purpose under the name of “**Society of Environmental Toxicology and Chemistry Europe**”, abbreviated as “**SETAC Europe**” (hereafter the “Association”). The full or abbreviated names of the Association may be used separately and the Association shall be commonly referred to as the “**SETAC Europe**”. English shall be the working language of the Association.

### **Article 2 Registered Office**

The Association’s registered office shall be located in Belgium. The Association’s registered office is presently located at 67 Avenue de la Toison d’Or, 1060 Brussels, Belgium in the Brussels Capital Region and in the Brussels-Hal-Vilvoorde judicial district.

The Council of the Association (the “Council”) may transfer the Association’s registered office to anywhere in Belgium. The Council may set up administrative offices both in Belgium and abroad.

### **Article 3 Purpose**

3.1. The Association’s primary purpose is to serve as the European regional umbrella organisation for all members of the Society of Environmental Toxicology and Chemistry (SETAC), a global not-for-profit network established as a not-for-profit organization under U.S. tax code 501(c)(6) under the laws of USA, in the District of Columbia, who, in accordance with the rules and conditions set out in an agreement between SETAC and the Association, either:

- a. Reside in a European country, or
- b. Reside in a non-European country assigned by SETAC as belonging to the territory of the Association.

3.2. The Association is an open and democratic organisation dealing with environmental sciences. The Association aims to operate in a broad social context so that it can reflect the needs of the environment and people and their interactions.

3.3. The goals and objectives of the Association are exclusively devoid of any for-profit motives. The Association’s primary purposes are:

- a. To provide a forum for individuals and institutions engaged in the:
  - study, analysis, and solution of environmental problems;
  - management and regulation of natural resources; and
  - education, research and development relating to the aforementioned issues,
- b. To support the development of principles and practices for protection, enhancement and management of sustainable environmental quality and ecosystem integrity, and
- c. To support and facilitate the translation of environmental science into policy making.

3.4. The Association’s specific objectives are:

- a. To promote research, education, communication and training in the environmental sciences,
- b. To promote the application of interdisciplinary environmental sciences in managing chemicals and other stressors,
- c. To participate in scientific interpretation and communication of exposure to and effects of environmental stressors, ecological risk assessment/ management, and solutions for global environmental problems,
- d. To provide forums for communication and interactions among professionals on a multi-sector, interdisciplinary, and multinational basis on environmental issues,
- e. To promote the development of principles and practices for sustainable environments, considering appropriate ecological, economic, and social aspects.

3.5. In furtherance of its goals and objectives, the Association shall foster co-operation at European, international and national levels, and shall co-operate in programmes and projects of similarly oriented affiliates and partner organisations. The Association shall not conduct industrial or commercial operations and shall not seek to obtain a material gain for its members.

## II. MEMBERS

### Article 4 Number; Criteria; Categories

4.1. The Association's membership shall consist of at least three (3) physical persons.

4.2. Membership shall be open to any physical person, Belgian or foreign, that fulfills the following conditions:

- a. Is a member of SETAC, as defined in Article 3.1 of these Articles of Association,
- b. Is a legal resident of a European country or a non-European country assigned by SETAC as belonging to the territory of the Association,
- c. Meets the conditions of one of the categories of membership, as defined in Articles 4.4 to 4.6 of these Articles of Association,
- d. Supports the goals and objectives of the Association, and
- e. Promises to adhere to these Articles of Association and the decisions of the Council.

4.3. There shall be three (3) categories of membership that are eligible for voting rights: Full Members, Associate Members, and Emeritus Members (hereafter collectively referred to as the "Members").

4.4. Full Members shall be defined as any physical person that has applied experience, education, or has conducted research in areas related to the Association's stated purpose; and has a primary degree plus three years experience.

4.5. Associate Members shall be defined as any physical person that is engaged in activities leading towards meeting the education or experience requirements of a Full Member.

4.6. Emeritus Members shall be defined as any physical person that has been a Full Member for at least three (3) years, has been recognized by SETAC for their service to SETAC and to the profession.

4.7. The Association shall encourage all of its Members to participate in the decision-making process of the Association. Notwithstanding, each Member of the Association shall have the responsibility to decide on a yearly basis whether or not she or he wishes to exercise the right to vote and to participate in the annual general assembly as well as other meetings convened for the voting Members during the year. In accordance with the Internal Rules, each Member of the Association shall have the choice each year of being considered as a voting or a non-voting Member, the only difference being that a voting Member has the responsibility of attending, either in person or by proxy, meetings convened for the voting Members during the year. In all other respects, voting and non-voting Members meeting the criteria stated in Articles 4.2. to 4.6. of these Articles of Association shall have the same privileges and duties. Members may change their status as voting or non-voting member from one year to the next.

4.8. The Council may at any time decide to create additional categories of non-voting membership of the Association in accordance with the Internal Rules of the association by a simple majority vote. The Council may decide to allow physical persons and legal entities to be eligible for admission as non-voting members. In the event such categories are created, the Council shall specify in the minutes of the meeting the privileges and duties of such membership and the admission criteria.

4.9. If established pursuant to Article 4.8. of these Articles of Association, the Association's non-voting membership shall be open to any physical person or legal entity that fulfills the following conditions:

- (a) meets the admission criteria established by the Council,
- (b) supports the goals and objectives of the Association, and
- (c) wishes to help the Association pursue its goals and objectives.

4.10. The term "voting Member" shall be used in these Articles of Association to refer to any Member of the Association that chooses, in accordance with Article 4.7. above, to be considered as a voting Member during a given calendar year. The term "non-voting Member" shall be used in these Articles of Associations to refer to all other Members of the Association as well as to all physical persons or legal entities admitted to a category of non-voting membership created in accordance with Articles 4.8. and 4.9. of these Articles of Association.

Where "Member" is used in these Articles of Association without reference to the Member's voting or non-voting status, such term shall refer to both voting and non-voting Members.

#### **Article 5 Admission of New Members; Dues; Voting; Termination**

5.1. The admission of new Members shall be approved by the Council in accordance with the Internal Rules of the Association.

5.2. Members shall pay annual membership dues to the Association, the amount of which shall be determined by the Council in accordance with the Internal Rules of the Association. Notwithstanding, the amount of the annual membership dues will never exceed the sum of 10 000 (ten thousand) Euros.

5.3. Only voting Members can vote, each voting Member having one vote. Non-voting members shall not have the right to vote in any meetings of the General Assembly. Only voting Members who have paid all amounts owing to the Association, including membership dues, may vote at meetings of the General Assembly.

5.4. Any Member who fails to pay the annual membership dues after she or he receives due notice from the Association shall be deemed to have resigned as a member pursuant to Article 5.5. of these Articles of Association.

5.5. Membership shall be terminated:

- upon a Member's resignation;
- after a decision taken by the General Assembly by a two-thirds (2/3) majority vote on the basis of a Member's conduct that is deemed by the General Assembly, in its sole discretion, to be capable of causing prejudice to the Association's reputation and good standing. The Member in question shall have the opportunity to present her or his defense before the General Assembly takes its vote on the termination of her or his membership.

5.6. Any Member who ceases to belong to the Association shall forfeit all rights enjoyed by the Members.

### **III. GENERAL ASSEMBLY**

#### **Article 6 Composition; Powers**

6.1. The General Assembly shall be composed of all voting Members.

6.2. The General Assembly shall have the broadest powers enabling the Association to achieve its purpose. In particular, the General Assembly shall have exclusive authority to:

- amend these Articles of Association;
- approve the budget and accounts;
- dismiss Members;
- appoint and remove members of the Council;
- appoint and remove auditors, if any;
- determine the amount of remuneration, if any, to be paid to members of the Council or the auditors; and
- dissolve and liquidate the Association.

#### **Article 7 Meetings and Notices**

7.1. The General Assembly shall meet at least once a year, either at the Association's registered office, or at any other place indicated in the notice of the meeting signed by the President, or in his or her name, and sent at least three (3) weeks prior to the date set for the meeting.

7.2. An extraordinary meeting of the General Assembly may also be convened:

- a. by the President of the Association whenever the interests of the Association so require,
- b. following a resolution of the Council, or
- c. upon written request of one-fifth (1/5) of the voting Members.

7.3. Voting Members who do not attend an ordinary or extraordinary meeting in person may participate or vote by proxy. A proxy, who must also be a voting Member of the Association, may not represent more than five (5) other voting Members. All proxy instruments shall be presented to the President before the opening of the meeting.

7.4. All meetings of the General Assembly shall be presided over by the President, or in his or her absence, by a person chosen by the voting members of the Council present at such meeting.

#### **Article 8 Quorum; Required Majority**

8.1. The General Assembly may only validly deliberate if one-third (1/3) of the voting Members are present or represented. Notwithstanding the preceding sentence, if the number of voting Members is greater than one hundred (100), the quorum shall be thirty-three (33) plus one (1) additional voting Member for every ten (10) voting Members (or fraction thereof) in excess of one hundred (100).

8.2. Except as otherwise provided in these Articles of Association, all resolutions shall be adopted by a simple majority of the votes cast by the General Assembly. In case of a tie vote, the President of the meeting shall have the determining vote. All resolutions shall be made known to all Members.

8.3. Unless otherwise unanimously agreed upon, the General Assembly may only take action on matters mentioned in the agenda for such meeting.

#### **Article 9 Records**

Resolutions adopted by the General Assembly shall be recorded by the Executive Director in a register signed by the President and kept by the Executive Director at the disposal of the Members. In the absence of the Executive Director, the President of the meeting shall appoint someone else to serve as the secretary of the meeting.

### **IV. COUNCIL**

#### **Article 10 Number; Authority**

10.1. The Association shall be governed by a Council consisting of at least nine (9) members and a maximum of twenty-five (25) members. Council should normally have equal representation from government, business and academia. Only Full Members and Emeritus Members are eligible to hold office as a member of the Council.

10.2. Members of the Council shall be elected by the General Assembly, in accordance with the criteria and procedure set forth in the Internal Rules of the Association, for a period of three (3) years, which may be renewed for only one consecutive term. The terms of the Council shall be staggered so that approximately one-third of the members are elected to the Council at the annual meeting of the General Assembly.

10.3. Outgoing members of the Council shall remain in office as long as the General Assembly has not filled the vacancy.

10.4. If the seat of a member of the Council becomes vacant before the expiration of its term, the remaining members of the Council may temporarily fill such vacancy until a new member of the Council is appointed by the General Assembly. The appointment of a new member of the Council shall be put on the agenda of the next meeting of the General Assembly.

10.5. Any member of the Council so appointed by the General Assembly shall hold office for the unexpired term of the member that he or she replaces.

10.6. Members of the Council may be dismissed by a two-thirds (2/3) majority vote of the General Assembly present or represented at a meeting in which such a decision is taken.

10.7. The Council may, by majority vote, appoint one or several persons, who need not be Members of the Association, to serve as non-voting honorary members of the Council for a specified period of time. Honorary members of the Council shall not be counted when determining the minimum and maximum number of

Council members authorised pursuant to Article 10.1. The Council shall specify the privileges and duties of the honorary members upon their appointment, but under no circumstances shall the Council delegate to said honorary members any of the powers under the Council's complete control and discretion.

#### **Article 11 Officers**

11.1. The Council shall elect a Vice-President and a Treasurer of the Association from among its members. The Vice-President shall serve as Vice-President for one (1) year, at the expiration of which she or he shall become the President and serve in such function for one (1) year, at the expiration of which she or he will become Past President for one (1) year. The Treasurer shall serve for a term of three (3) years.

11.2. The Council may create other positions, as it deems necessary and appropriate, and fill such positions from among its members for a period, unless otherwise expressly provided at the time of such election, of three (3) years.

#### **Article 12 Meetings: Quorum: Required Majority**

12.1. The Council shall meet at least once a year and shall be convened by notice by the President. An extraordinary meeting of the Council may also be convened whenever the interests of the Association so require or upon written request of one-fifth (1/5) of the members of the Council. In case of urgency, extraordinary meetings of the Council need not be in person and may be held in a manner stated in the notice of the meeting, including by telephone, video conference, postal mail, electronic mail or facsimile, provided that at least one (1) week's notice is provided to all members of the Council, together with an agenda and sufficient information to make a decision on the points listed on the agenda. If an extraordinary meeting is to be held through written communication without an opportunity for oral debates, the notice of the meeting shall contain the reasons for holding the meeting in such manner. All resolutions adopted at an extraordinary meeting held in such a manner without the physical presence of the members will be subject to the ratification of the Council at its next meeting held in the Council members' physical presence.

12.2. The Council may validly deliberate only if at least one-half (1/2) of its members are present or represented. A Council member who does not attend an ordinary or extraordinary meeting in person may participate or vote by proxy. A proxy, who must also be a member of the Council, may not represent more than two (2) other Council members. All proxy instruments shall be presented to the President before the opening of the meeting. However, no Council member may vote by proxy for more than two (2) consecutive meetings without the prior approval of the Council.

12.3. All meetings of the Council shall be presided over by the President, or in his or her absence, by a person chosen by the Council members present. The Executive Director shall act as secretary of each meeting of the Council. In the absence of the Executive Director, the President of the meeting shall appoint someone else to serve as the secretary of the meeting.

12.4. The resolutions of the Council shall be adopted by a simple majority of the votes cast by the members present or represented.

12.5. In case of a tie vote, the President of the meeting shall have the deciding vote.

#### **Article 13 Minutes and Resolutions**

The Council's resolutions shall be recorded in a register signed by the President and kept by the Executive Director at the disposal of the Members of the Association.

#### **Article 14 Powers**

The Council shall have the broadest powers of administration and management over the Association, subject to the powers reserved to the General Assembly. The Council may delegate certain powers for limited specified purposes to one or several persons, who need not be a member of the Council.

## **Article 15 Required Signatures**

Any transaction binding the Association shall be signed by two (2) members of the Council, acting jointly, or by one member of the Council and the Executive Director of the Association acting jointly, which persons need not offer proof of their authority to third parties.

## **Article 16 Legal Actions**

Legal action involving the Association, both as plaintiff and as defendant, shall be taken by the Council, represented by its President or by a member of the Council appointed for such purpose.

## **Article 17 Committees**

17.1. The Council may, by resolution adopted by a majority of the entire Council, designate one or more standing or special committees, including, without limitation, an Executive Committee, to have and exercise the power and authority specified by the Council and permitted by law. Standing or special committees will not infringe on the powers of the General Assembly or the Council. The Council may, in its sole discretion, invite any number of staff persons, or members of the General Assembly or the public to participate in any of the standing or special committees established pursuant to this Article.

17.2. The Council may establish an Executive Committee composed of all of the Officers, as defined in Article 11 of these Articles of Association.

17.3. The Council shall delegate to the Executive Committee, if established, the authority to take decisions concerning urgent matters not involving the Association's policy that cannot wait to be handled by the full Council and/or decisions implementing resolutions adopted by the full Council.

17.4. The Executive Committee may validly deliberate only if one-half (1/2) of its members are present or represented. Members of the Executive Committee may be represented by a proxy, who must also be a member of the Executive Committee. No member may represent more than one (1) other member.

17.5. The decisions of the Executive Committee shall be taken by more than one-half (1/2) of its members. All transactions entered into by the Executive Committee shall be effected in accordance with Article 15 herein.

17.6. The Executive Committee's decisions shall be recorded in a register signed by the President and kept by the Executive Director at the disposal of the Members of the Association.

## **V. THE EXECUTIVE DIRECTOR**

### **Article 18 Appointment and Powers**

18.1. The Council may appoint an Executive Director, who shall carry out her or his functions until her or his dismissal by the Council. Removal or resignation of the Executive Director terminates that individual's capacity to participate in governance, committees, programs, operations, or other operations of the Association, unless otherwise provided by the Council in writing.

18.2. The duties of the Executive Director shall be established by the Council and shall include the power to manage the daily affairs and business of the Association as well as to represent the Association as needed in order to implement such daily management powers. The Executive Director shall report to the Council, at such times as the Council, in its sole discretion, may designate, on the activities, programs, and expenses of the Association.

18.3. The Executive Director is authorized to act in the interests of the Association with the aim of carrying out the effective activities of the Association within the limits of those rights and obligations entrusted to her or him by the Council. The Executive Director may, in her or his discretion, appoint and remove persons in staff positions, provided that all budgetary or other limits established by Council are respected.

18.4. The Executive Director may attend all General Assembly and Council meetings in an *ex-officio* non-voting capacity, unless otherwise desired by the Council. The Executive Director, or his or her designee, shall

serve as the secretary for all meetings of the General Assembly, the Council, and the Executive Committee. The Council is free to decide to hold meetings for attendance exclusively by Members of the Association or members of the Council. Removal or resignation of an Executive Director terminates that individual's capacity to attend any General Assembly or Council meeting without the express written permission of the Council.

## **VI. BUDGET, ACCOUNTS AND PROPERTY**

### **Article 19 Financial Year: Ownership of Properties**

19.1. The financial year shall begin on 1st January and end on 31st December of every year. The Council shall every year submit the accounts for the previous financial year, and the budget for the coming financial year to the General Assembly for its approval.

19.2. Property and funds necessary for the existence and operation of the Association shall be provided by funding sources approved by the Council, in accordance with the applicable laws of Belgium. The Association may exercise the right of ownership to office premises, property, and assets, both liquid and immovable, and shall use them for the exclusive purpose of advancing the Association's goals and objectives, as established in these Articles of Association.

19.3. The Association shall have the power to borrow, lend, and grant security interests in its assets, as well as the power to solicit grants and contributions for any of its purposes. The Association shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a not-for-profit association established for the purposes hereinabove set forth or necessary or incidental to the powers so conferred.

## **VII. AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION**

### **Article 20 Amendment**

20.1. Without prejudice to the law of 27 June 1921, as amended to date by the laws of 6 December 1954, 30 June 2000 and 2 May 2002, among others, any proposal to amend these Articles of Association or to dissolve the Association must emanate from the Council or from two-thirds (2/3) of the voting Members.

In the event of such a proposal, the Council shall inform the Members thereof, at least two (2) months before the date on which the General Assembly shall meet to discuss said proposal. The proposed amendments must be expressly mentioned in the notice of the meeting.

20.2. The General Assembly may only validly deliberate on such a proposal if two-thirds (2/3) of the voting Members are present or represented. A resolution shall be adopted if approved by a two-thirds (2/3) majority of the votes cast by the voting Members, unless it relates to an amendment of the purpose of the Association, in which case a four-fifths (4/5) majority shall be required.

If, however, the above-mentioned quorum of two-thirds (2/3) of the voting Members is not reached, a new meeting of the General Assembly may be convened under the same conditions as mentioned above, at which the General Assembly shall decide validly and definitively on the proposal, by a two-thirds (2/3) majority of the voting Members present or represented, irrespective of the number of such voting Members present or represented. The second meeting must be held at least fifteen (15) days after the first meeting.

20.3. The General Assembly shall determine the conditions and procedure for dissolving and winding up the Association.

All funds of the Association shall be dedicated to its purposes, as described in Article 3 of these Articles of Association. In the event of dissolution, the Association's assets shall be disposed of exclusively to or for the benefit of SETAC, a not-for-profit organisation established in the USA, in the District of Columbia, as it is established to pursue substantially similar purposes as the Association. In the event that SETAC is incapable of accepting the remaining assets of the Association, the General Assembly of the Association shall designate another organisation or organisations, legally recognised in their respective countries, established and operated exclusively for similar purposes as beneficiary or beneficiaries of the remaining assets of the Association.

20.4. No part of such assets, income, profits or net earnings of the Association shall inure to the benefit of any officer, employee, agent, trustee, director or other person except as reasonable compensation for services rendered to the Association in relation to its purpose.

20.5. In no event shall the Association accept a donation, which, subject to the law of 27 June 1921, would revert or have a value that would revert to the donor or his designee.

## **VIII. INTERNAL RULES**

### **Article 21 Internal Rules**

Subject to the approval of the General Assembly, the Council may decide by a simple majority vote, taken in accordance with Article 12 of these Articles of Association, to establish, amend or abolish all or part of the Internal Rules of the Association. The Internal Rules shall not be in violation of these Articles of Association.

## **IX. GENERAL PROVISIONS**

### **Article 22 Operation in Accordance with Law and Internal Rules**

Any item not provided in these Articles of Association and in particular in the publications to be made in the Annexes to the Official Belgian Gazette, shall be resolved in accordance with the Internal Rules of the Association and the law.