

# European Federation of Biotechnology

## Statutes – 2004



### I. NAME, REGISTERED OFFICE & OBJECTIVES

#### Article 1

An international Association pursuant to the Belgian Act of 27 June 1921, title III, is hereby incorporated. The International Association bears the name European Federation of Biotechnology, "Europäische Föderation Biotechnologie" or "Fédération Européenne de Biotechnologie", abbreviated to "EFB", hereinafter referred to as 'The Association'.

#### Article 2

The Association has its registered offices at the University of Liège, 7, place du 20 Août, B-4000 Liège, Belgium.

The Association's registered offices may be transferred to any other place in Belgium pursuant to a resolution of the Executive Board, to be activated in the month in which it is published in the Appendices of the Belgian Bulletin of Acts, Orders and Decrees and communicated to the Belgian Federal Public Ministry of Justice.

#### Article 3

The Association is a not-for-profit association.

1. The general objective of the Association is to promote co-operation, on scientific grounds, between national and cross national member societies, their individual members and scientists from Academia and Industry, for the general advancement of biotechnology as an interdisciplinary field of research and as a means of furthering the scientific development and application of manufacturing processes in Europe.
2. The Association works to promote the safe, sustainable and beneficial use of Nature's resources in life sciences and technologies by supporting sound science as well as the application of engineering and technology.
3. The Association strives to improve public perceptions and education, facilitate exchange of people and ideas, prepare specific courses for PhD students and young postgraduates and stimulate innovation and technology transfer with the common goal of advancing biotechnology in Europe and in the rest of the world.
4. The Association seeks to expand the network of European scientists and organisations to enhance mobility and to facilitate exchange of skills and ideas across European borders.
5. The Association puts the above mentioned objectives, the Association undertakes various activities, including the following ones:
  - a) Promoting exchange of knowledge, skills and people between (mainly but not exclusively) European academic and industrial research institutions.
  - b) Complementing and supporting the activities of national learned and cross national (mainly but not exclusively) European societies.
  - c) Initiating and promoting (mainly but not exclusively) European research collaborations.
  - d) Supporting training and mobility of students and post-doctoral researchers in Biotechnology in Europe.
  - e) Initiating activities to increase, in Europe, public awareness and acceptance of the beneficial uses of biotechnology.
  - f) Enhancing and promoting innovation and technology transfer.
  - g) Stimulating sound discussions on bioethical and socio-economic consequences of the application of new knowledge or technology.
  - h) Formulating balanced opinions on biotechnological issues (e.g. by the compilation of position papers or comments on topics that are covered by the working areas of the organisation according to its Statutes).
  - i) Helping to ensure that the public, politicians, non-governmental organisations and the

media obtain a fair and balanced view of the benefits, opportunities and risks associated with the use of biotechnology (e.g. by publishing its own journals or other publications or by supporting other parties which publish journals or other publications).

- j) Organising regular congresses, symposia, workshops, scientific events, exhibitions and seminars.
- k) Organising regularly the European Congress on Biotechnology (ECB).
- l) Awarding prizes and honours.
- m) Accepting conceptual and administrative tasks with respect to research funding, technology transfer and the improvement of international relations in the areas of EFB activities, also on behalf of other non-profit or public institutions, e.g. the European Commission.
- n) Co-operating with other non-profit Societies that support or complement the aims of the Association according to its Statutes.
- o) Co-operating with other relevant international and national organisations.

The Association can avail itself of all legal means and organise all conceivable activities to achieve its objectives.

## II. THE MEMBERS

### Article 4

1. The Association shall be composed of Institutional and Personal members hereinafter referred to as Members.
  - Institutional members are legal entities or parts thereof (e.g. companies, associations, societies, institutes) from Europe and beyond, legally incorporated according to the laws and customs of their countries of origin.
  - Personal members are individuals (e.g. from research, teaching, industry or authorities) from Europe and beyond.

Members should be interested in, and consider themselves to be affiliated with, the objectives of the Association as formulated in the present Statutes. They would have to belong to at least one of the following relevant categories:

#### **A. Institutional members:**

- a) learned societies
  - b) universities, institutes or other science based public institutions
- Members under a) and b) will be referred to as "EFB-Academia" within the present Statutes.
- c) Bio-Industry Associations (BIAs), referring to industry associations whose members are active in any field of biotechnology and life-sciences.
  - d) Companies with a focus/interest in biotechnology and life sciences
- Members under c) and d) will be referred to as "EFB-Industry" within the present Statutes.

#### **B. Personal members:**

Individuals, as members of one or several Sections or Associated Sections.

2. The Association will strive to keep a sound balance between academia and industry. It is of importance to the Association that all its activities are science- and/or technology-based.
3. Applications for all categories of members shall be addressed through the Executive Board (see Article 9). The Executive Board will decide on the first next meeting following the receipt of such applications. Decisions will not have to be explained to the candidates refused.

### Article 5: Rights of Members

1. Institutional Members are entitled to attend the General Assembly where each delegate has a single vote.
2. All members will be regularly informed about the activities of the Association.
3. Individual members of Sections or Associated Sections are entitled to participate in the assemblies of Section members and elect Section Board members.
4. Withdrawal of membership from the Association may be effected at the end of any calendar year, provided a notice communicating such withdrawal has been given by registered letter to the Association's Central Office at least 6 months in advance.

5. The Association does not control the activities of its members.

### **Article 6: Duties of Members**

1. Members shall support and assist the objectives of the Association.
2. Members are obliged to keep the Association's Central Office (see Internal Regulations) updated about their current address/contact details.
3. Learned Societies, BIAs or other member organisations will encourage their members to become Personal or Institutional members of EFB.
4. Institutional members nominating delegates or members to the General Assembly (see Article 8), Executive Board (see Article 9) or Section, Associated Section or Task Group boards (see Internal Regulations) shall defray reasonable travel and accommodation expenses for such representations in the necessary performance of their duties.
5. Institutional members shall pay their annual fees on request of the Association's Central Office (see Internal Regulations) and according to Article 14.
6. Should an institutional member fail to pay its fees after two reminders, it may be excluded from the Association at the discretion of the Executive Board (see Article 9).

## **III. THE ORGANISATION**

### **Article 7**

1. The Association is composed of the following organisational parts:
  - a) The General Assembly
  - b) The Executive Board
  - c) The President acting also as chairman of the Executive Board
  - d) The Vice-Presidents
  - e) The Sections
  - f) The Associated Sections
  - g) The Task Groups
  - h) The Association's Central Office
  - i) The General Secretary
  - j) The Treasurer
  - h) The Regional Branch Offices
2. All persons who work with the Association in the organisational parts (a) to (g) work on an honorary basis. Expenses that stem from this exercise may be refunded.
3. The main part of the Association's activities in science, technology, innovation, international relations, biosafety, education and public perception takes place in the Sections, Associated Sections and Task Groups (see Internal Regulations). This is the lifeblood of the Association and it would have therefore to be supported in all possible ways by all organisational parts of the Association. The precise goals and organisation of the Sections, Associated Sections, Task Groups as well as the Association's Central Office and Regional Branch Offices are defined in the Internal Regulations of EFB.

### **Article 8: The General Assembly**

1. The General Assembly is the highest authority of the Association. All Institutional members have the right to be represented at the General Assembly, each delegate with one vote. All members of the Executive Board have the right to attend the General Assembly, in their capacity of Executive Board members. If representing one (or more) institutional members, they may have two or more votes, accordingly.
2. Resolutions of the General Assembly shall be approved through a majority of the votes of the members present or represented.
3. The General Assembly elects the "elected members" (as defined in Article 9) of the Executive Board.
4. The General Assembly may decide to instruct the Executive Board on present and future strategies, organisation and activities of the Association (see Article 9).
5. The General Assembly elects two internal auditors who will serve until the next General Assembly with the possibility of re-election. The General Assembly approves the financial situation of the Association, approves the accounts of the Association and gives discharge of mandates of the Executive Board members (see Article 9) and the Treasurer for the period between two General

Assemblies.

6. The General Assembly approves the Statutes and may dissolve the Association. The General Assembly may dismiss the President, one or more Vice-Presidents and/or the elected members of the Executive Board (see Article 9) and call for new elections to the Executive Board. Before any decisions are taken, the President or any other elected member of EFB will have the opportunity to comment on the matters under consideration. Such decisions of dismissal require a 2/3 majority of the votes present or a simple majority at two consecutive General Assemblies. Proposal for such decisions are announced to the members three months in advance.
7. The dismissal of all other members may be proposed by the Executive Board, the member concerned having been allowed to answer the allegations made against him/her by the General Assembly. Such decisions of dismissal require a 2/3 majority of the votes present or a simple majority at two consecutive General Assemblies.
8. A deceased or dismissed member of the Association has no right on the EFB fund.
9. Conditions of vote relating to Amendments to the Statutes and termination of the Association activities are laid down in Article 14 below.
10. The ordinary General Assembly takes place every two years. An Extraordinary General Assembly may be demanded by 1/4 of all delegates or 1/3 of the Executive Board. If possible, the General Assembly shall meet in conjunction with a major scientific meeting organised by the Association e.g. the European Congress on Biotechnology. Every delegate has one vote. The President has the casting vote in the event of a tied vote.
11. The General Assembly is chaired by the President of the Association or, in his or her absence, by a Vice-President or in their absence by a delegate nominated by the Executive Board and elected by the General Assembly on the same day.
12. The General Assembly is the forum at which all fundamental matters of relevance to the Association will be discussed.
13. Representatives of the Association's Central Office (see Internal Regulations) must attend the General Assembly and prepare and circulate the draft Minutes of the meeting to the President and Vice-Presidents not later than 2 weeks after the meeting and distribute the final Minutes not later than 1 month after the meeting to the delegates of the General Assembly.
14. The General Assemblies shall transmit their resolutions to the Executive Board (see Article 9) for appropriate action.
15. An ordinary General Assembly shall be announced at least 3 months in advance with a preliminary agenda. The final agenda must be distributed at least 3 weeks before the meeting. An Extraordinary General Assembly shall be announced at least 1 month in advance.
16. Provided that a written proxy has been issued, a delegate of the General Assembly can be represented by another delegate, who may not however hold powers of attorney for more than 5 General Assembly delegates.

## **Article 9: The Executive Board**

1. The Executive Board has the authority to decide on all activities and operations of EFB except those that explicitly require approval by the General Assembly. For carrying out its activities and operations the Executive Board is assisted by the Association's Central Office (see Internal Regulations).
2. The Executive Board shall consist of:

### **Ex officio members**

- President
- Two to four Vice-Presidents:
- Chairs of Sections/Associated Sections\*
- Chairs of Task Groups
- General Secretary
- Treasurer

*\* Chairs of Associated Sections are voting members only if it has been stipulated in the agreement with the Association and approved by the Executive Board.*

The Presidents, Vice-Presidents and General Secretary will have responsibility for the day-to-day management of the Association and will liaise closely with the Treasurer, the Working Groups, Task Groups, Sections, Regional Branch Offices, Central Office, etc..

### **Elected members**

- 3 members from academia
- 3 members from industry
- 3 members from the Regional Branch Office managers

In order to be eligible for election to the Board, candidates shall be nominated by a member institution and belong to a member institution themselves.

**Co-opted members**

- Normally no more than two non-voting members may be proposed by the President and ratified by a simple majority of Executive Board members, for a term of one to three years. Any variation shall only be accepted by agreement at a meeting of the Executive Board.
3. The mandate of Executive Board members shall start at the first meeting following their election/co-option, for a period of two years, apart from the case of the mandate of the co-opted members according to the above mentioned paragraph 2..
  4. The mandate of any member who fails to attend three consecutive Executive Board meetings without due cause shall automatically be terminated. The Executive Board shall have the power to co-opt a temporary replacement for any member who resigns or who is dismissed.
  5. Membership of the Executive Board shall legally terminate upon the death, dismissal or removal of the member in question.
  6. Members of the Executive Board can submit their resignation at an Executive Board meeting or by registered letter addressed to the Chairman of the Executive Board. The date of effect shall be the date of the postmark and the resignation will normally be settled within one month of this date.
  7. The President and Vice-Presidents are elected by the Executive Board. The President cannot at the same time be Chairman, Vice-chairman or Secretary of the Association's Sections, Associated Sections and Task Groups (see Internal Regulations). The President and Vice-Presidents are elected after each Ordinary General Assembly (see below). They may be re-elected to the same office. The period of office starts on the 1st of January of the year following the election.
  8. The Executive Board shall act on behalf of the Association in legal proceedings as well as for every act that engages the Association vis-à-vis third parties and shall be represented in such matters by its President or by a member of the Executive Board appointed for that purpose.
  9. Normally the Executive Board will meet twice a year, but must meet at least once a year. The Executive Board shall be convened by the President or, in the case of an extraordinary meeting, at the request of at least one third of its voting members.
  10. The Executive Board shall be deemed quorate when at least 50% of the voting members are present. Voting members who are absent from the meeting may mandate their vote to a member attending the meeting by sending an E-mail or letter to the General Secretary and to the President to arrive at least 2 weeks before the Executive Board meeting. Individual Executive Board members may not exercise more than one mandated vote. The Executive Board shall operate as a body and all decisions shall be taken by a simple majority of the members present (including any mandates) and eligible to vote. In the case of a tied vote, the Chair shall have a casting vote.
  11. The Executive Board can delegate well-defined parts of its powers to the President, the Vice-Presidents or the General Secretary. However, the Executive Board must define the limits and conditions of this delegation of power.
  12. The Executive Board shall act on behalf of the Association in legal proceedings as well as for every act that engages the Association vis-à-vis third parties and shall be represented in such matters by its President or by a member of the Executive Board appointed for that purpose.
  13. Internal Regulations of the Association are decided and modified by the Executive Board by a majority of two thirds of the voting members. The Executive Board informs the General Assembly of the modifications.

## **IV. FUNDS, NON-PROFIT STATUS, FEES, EFB-FUND AND ACCOUNTS**

### **Article 10: Funds and non-profit status**

1. The Association is a non-profit organisation.
2. The EFB Fund can only be used for purposes described in these Statutes. No person shall profit from the Association's expenses.
3. The activities of the members of the General Assembly (see Article 8), the Executive Board (see Article 9) and the Sections, Associated Sections and Task Groups (see Internal Regulations) are honorary.
4. Members have no right to any part of the Association's funds or assets.

5. The Association serves the benefit of the scientific and technical community in biotechnology and life sciences in general, and not only members.
6. The Association undertakes no major business activities.
7. The Association does not act as a political party.
8. The Association may generate funds from membership fees, levies from events organised by the Association, from donations and gifts, from grants, from activities according to its Statutes and from its assets and its returns.

### **Article 11: Membership Fees**

1. Institutional members of the Association have to pay the annual membership fee on request of the Association's Central Office. The membership fees are decided by the General Assembly
2. In special cases the Executive Board may grant a discount to members to be confirmed at the General Assembly.

### **Article 12: The EFB-Fund**

1. The EFB fund shall include membership fees, levies from events organised by the Association or any other income that is not at the disposal of the Association's Central Office according to the contract between the Association and the Association's Central Office.
2. For all meetings of the Association that require a registration fee, a levy of 10 Euro per full participant must be paid to the EFB fund. If in deficit, the levy to the Association may be negotiated with the Executive Board.
3. The EFB fund is used exclusively for purposes that serve the objectives of the Association and are consistent with the content of the present Statutes, e.g. to:
  - a) help the setting up of new initiatives and to establish new Sections, Associated Sections and Task Groups
  - b) support special meetings/symposia if necessary
  - c) support participation in meetings
  - d) support travel expenses.
4. The EFB fund is used based on an annual budget, including a President's reserve for urgent matters, which has to be approved in advance by the Executive Board.
5. The EFB fund shall be administered by the Association's Central Office. The EFB fund is to be separated from the accounts of the Association's Central Office (see Internal Regulations). EFB funds shall be audited annually by the Association's internal auditors.
6. Financial auditing will be performed annually by external auditors appointed by the Association who shall report to the General Secretary.

### **Article 13: Accounts**

1. The Association's financial year shall commence on January 1 and terminate on December 31 of each calendar year, except for the first year, which will start at the date of founding and terminate on December 31 of the following calendar year.
2. The Treasurer shall present the audited accounts of the financial years since the previous General Assembly and the EFB fund budget for the following two years to the General Assembly for approval. The accounts will be reviewed by the External Auditors.

## **IV. AMENDMENTS TO THE STATUTES AND TERMINATION OF THE SOCIETY ACTIVITIES**

### **Article 14**

1. Proposals for amendments of the Statutes may be made to the General Assembly by at least 1/4 of the voting members of the Executive Board and will be decided at a General Assembly.
2. The Executive Board shall announce the date of the (Extraordinary) General Assembly in which proposals of this nature are to be made at least three months in advance.
3. The (Extraordinary) General Assembly can only take decisions if two thirds of the members of the Association are present or represented. Decisions shall only be deemed valid provided that they are passed with a majority of two thirds of the votes cast.
4. If the (Extraordinary) General Assembly fails to meet the quorum of two thirds of the members, a second (Extraordinary) General Assembly shall be convened following the same procedure as for the first meeting. This second (Extraordinary) General Assembly shall be able to take final

decisions in relation to the agenda, by a 2/3 majority of the members, irrespective of the number of members present or represented.

5. The amendment to the Statutes shall not come into force until it has received approval by Royal Decree and once all publication formalities have been completed as required by the Act of 27 June 1921, title III.
6. Proposals to terminate the Association will be submitted to the same procedure. In case a second (Extraordinary) General Assembly would be necessary, the quorum of votes required would however in this case be of 4/5 of the members irrespective of the number of members present or represented.
7. The (Extraordinary) General Assembly shall stipulate the method to be used to dissolve and liquidate the Association. The residual funds shall be equally distributed between all member organisations of EFB-Academia.
8. Following its dissolution the Association shall be deemed to continue to exist for liquidation purposes. The General Assembly shall be responsible for the liquidation process. The Statutes shall remain in force for the duration of the liquidation process.

### **Article 15**

In cases for which no provision is made by the above Statutes, action shall be taken in accordance with the legal regulations (Belgian act of 27 June 1921, title III) of the registered office of the Association relevant to the matter in hand.

Every publication to the Appendices to the Belgian Bulletin of Acts, Orders and Decrees and communications/submissions for approval to the Belgian Federal Public Ministry of Justice shall be made in accordance with the title III of the 27 June 1921 Act, as integrated by the Belgian Act of 2 May 2002.