

# ERCIM AISBL STATUTES

*(accepted by BoD 2011-05-05 16:00)*

## Article 1 – Designation

By the present Statutes an international non profit association named “European Research Consortium for Informatics and Mathematics” is founded. The acronym of the association is ERCIM. The abbreviated name of the association is “ERCIM AISBL” in all languages.

“ERCIM AISBL” is hereinafter referred to as the “Association”.

The Association is governed by the provisions of Title III of the Belgian law of 27 June 1921 related to non profit associations, international non profit associations and foundations.

The Association is established for an unlimited time.

## Article 2 – Registered Office

The registered office of the Association is located at 4 rue de la Presse, 1000 Bruxelles, in the juridical district of Bruxelles in Belgium.

The registered office may be transferred to any other location in Belgium, by a simple decision of the Board of the Association.

## Article 3 – Objectives and Activities

The Association pursues the following non profit and of international utility objectives:

- Cooperating on research in informatics and mathematics;
- Developing and promoting a strategy for Europe in informatics and mathematics;
- Encouraging professional development and mobility of staff.

The Association will perform the following activities in order to fulfil its objectives:

- Initiate and execute cooperative scientific programs;
- Create scientific working groups covering the spectrum of informatics and mathematics;
- Run various fellowship or secondment programmes for staff mobility;
- Award one or several annual prizes;
- Disseminate scientific information through all means of communication;
- Publicize the activities of the Association through all means of communication;
- Perform any other activity, in accordance with Belgian law, that can support the objectives above

## Article 4 – Membership

### 4.1 – Members

The Association is composed of Members, each of which is a legal entity, either private or public, legally settled according to the laws and customs of its country of origin, such as, but not limited to, a public corporation, association, university, institution, which has an interest in furthering the objectives of the Association.

Members must be head-quartered in Europe, where Europe is defined as the European Union Member countries and the European Free Trade Association (EFTA) Member countries. In exceptional circumstances the General Assembly can admit a member not fulfilling this criterion.

The Association does not admit individual persons as Members.

### 4.2 – Admission

All applicants for admission as a Member shall address a request in written or electronic form to the President. The decision on admission of new Members is made by the General Assembly of the Association, in accordance with the procedure defined in the Bylaws, and notified in writing by the Secretary to the applicant. The General Assembly shall not have to explain its decision to the applicant.

Admission becomes effective upon payment of the appropriate Membership fee in each year of Membership.

### 4.3 – Termination

Any Member's participation in the Association shall cease:

- In case of withdrawal from the Association by sending a registered letter, with acknowledgment of receipt, to the President.
- In case of exclusion decided by the General Assembly with a majority of three quarters of the participating or represented Members, because of a breach of the present Statutes or Bylaws, conflict of interest or lack of compatibility between the Member's objectives and those of the Association, or for any other reason which may be prejudicial to the Association's moral and/or material interests.
- In case of exclusion decided by the General Assembly with a majority of three quarters of the participating or represented Members due to the lack of payment of the Membership fees despite the sending by the Treasurer of a registered letter, with acknowledgment of receipt, to the concerned Member which has remained fruitless during thirty (30) days from the receipt.
- Automatically in case of dissolution of the legal entity.

Prior to any potential decision of exclusion, the concerned Member may provide the President with written explanations, which shall be transmitted to the General Assembly.

The Member concerned in such a decision of exclusion shall not take part in the vote in the General Assembly.

The decision of exclusion shall be notified by registered letter, with acknowledgment of receipt, to the concerned Member, by the Secretary or President, and becomes effective immediately.

Whatever the cause may be, any Member who ceases to participate in the Association loses

immediately any right attached to its Member status.

#### 4.4 – Rights and Obligations of Members

Each Member has the right to participate and to vote in the General Assembly.

The Members of the Association shall pay an annual Membership fee. The effective annual amount of the Membership fee is established by the General Assembly upon proposal of the Board.

### **Article 5 – General Assembly**

The Association is directed by the General Assembly.

#### 5.1 – Composition

The General Assembly is composed of individuals each representing one of the Members of the Association.

Each Member has one vote.

The General Assembly shall be chaired by the President or a Vice-President in case the President is detained for any reason or, in case all Vice-Presidents are also detained, by any other Member of the General Assembly specifically appointed in writing by the President.

#### 5.2 – Attributions

The General Assembly has full power to achieve the Objectives and the Activities of the Association. The following are reserved to its exclusive jurisdiction:

1. Modification of the Statutes;
2. Establishment and amendment of rules of Bylaws
3. Admission, termination and exclusion of a Member;
4. Election and termination of the Board members;
5. Approval of the accredited auditors, if applicable;
6. Granting discharge of the Board;
7. Approval of the annual report and accounts;
8. Approval of the proposed programme of work and budget;
9. Approval of amount of the annual Membership fee;
10. Dissolution of the Association.

#### 5.3 – Meetings

The General Assembly shall meet as often as needed, at least once per year, upon convocation by the Secretary of the Association, by own initiative or by written request emanating from the Board, or from the absolute majority of the Association's Members addressed to the President.

The General Assembly is normally a physical meeting, but may be held in various formats as video or audio conference, or by any other suitable communication means.

#### 5.4 – Convocations

Convocations shall be sent to the Members of the General Assembly by the Secretary under any

appropriate written form, notably by electronic mail at least fifteen (15) days before the date planned for the meeting.

The convocation sets out the date, time, agenda and place of the meeting as well as the possibility of participating to the General Assembly by video or audio conferences or other suitable communication means.

The documents and various reports necessary for the deliberations are enclosed within the convocation.

Any decision requiring a vote at the General Assembly must be identified as such on the Convocation.

No decision shall be taken on any item which has not been so identified, excepted with the unanimous agreement of the participating or represented Members.

The President may invite any personality whose presence appears useful, as an observer or expert, without any right to vote.

### 5.5 – Quorum and Vote

The General Assembly may validly meet if at least two fifths (2/5; 40%) of its Members are present or represented.

Members who are not present physically but participating by video or audio conference call or other suitable communication means shall be considered present.

In case this quorum is not met, the General Assembly shall be convened once again at the earliest ten (10) days later. The deliberations of the General assembly will this time be valid whatever the number of present or represented Members.

Unless otherwise stipulated, decisions of the General Assembly shall be taken upon an absolute majority of the participating or represented Members.

In case of equality, the President, or any other Member presiding over the General Assembly in accordance with Article 5.1, shall have the casting vote.

Decisions pertaining to the Association's Statutes amendments or the dissolution of the Association must however comply with the specific rules established in article 10 below.

### 5.6 – Proxy

The vote by proxy is accepted as a means of representation (but not participation) of a Member in the General Assembly.

The proxy must be in (electronic) written form, signed by the individual representing the member, and must specify the type, place and date of the meeting, and be presented to the Secretary prior the starting of any voting procedure.

### 5.7 – Resolutions

The General Assembly resolutions shall be entered by the Secretary into a register, which shall be signed by the President and one Board member; this register shall be kept at disposal of the Members of the Association.

## **Article 6 – Board of the Association**

The Association is managed by the Board of the Association.

### **6.1 – Composition**

The Board of the Association is composed of at least four (4) individuals representing members of the Association.

The General Assembly elects in accordance with the procedure defined in the Bylaws a President, at least one Vice-President, a Secretary and a Treasurer plus any other board members.

The board members are elected for a renewable term of two (2) years to commence on January 1st following the vote, except for the first term extended by the time between the creation date and the end of the creation year.

The first Board of the Association shall be constituted during the first General Assembly.

The General Assembly may elect a temporary Board member to replace any Board member who resigns, is dismissed or excluded for the remaining duration of the mandate concerned.

### **6.2 – Attributions**

The Board shall have full powers for management and administration acts other than those vested in the General Assembly. The Board acts collectively.

It may take the responsibility for conferring special or specific attributions on one or several persons.

The Board may establish committees, boards, task groups or working groups whose number, composition, competence and mission shall be defined in accordance with a proposal to - and the decisions of - the General Assembly.

### **6.3 – Meetings and Convocations**

The Board shall meet as often as needed, usually at least twice per year, and may be held by any means, upon convocation of the President or upon written request emanating from the majority of the Board members, addressed to the President.

In case of virtual meetings, the votes may be expressed by any appropriate written means, including an electronic mail.

### **6.4 – Quorum and vote**

The Board may validly meet if at least half of the Board members are present or represented.

The decisions of the Board are adopted with an absolute majority vote of the participating or represented Board members. Any decision must be adopted by a minimum of two Board members.

In case of equality of the votes, the President shall have the casting vote.

The conditions of representation expressed in the article 5.6 will be of application.

## 6.5 – Minutes

The minutes are registered by the Secretary in a register signed by the President at disposal of the Members of the Association.

## 6.6 – Termination

The functions exercised by the Board members terminate in case of decease, withdrawal, incapability, expiration of mandate not followed by renewal, or dismissal.

The Board members may be dismissed or laid off, in accordance with the procedures defined in the Bylaws, by decision of the General Assembly with a qualified majority of two thirds of the participating or represented Members:

- in case of serious misconduct in their duties;
- in case of a breach to this present Statutes and/or to the Bylaws;
- for any reason that may be prejudicial to the moral and/or material interests of the Association.

The dismissal of a Board Member shall only be decided by the General Assembly that shall, prior to such decision, hear all appropriate arguments on behalf of the Board member whose dismissal is foreseen.

The Secretary or President shall notify the decision of dismissal to the concerned Board Member by registered letter, with acknowledgment of receipt, within fifteen (15) days from the vote.

## **Article 7 – Representation of the Association towards third parties and to Court**

All documents which are binding on the Association shall be signed by the President of the Association or by two Board Members.

## **Article 8 – Budget and Accounts**

The financial year shall begin on 1 January and close on 31 December. Without prejudice to the above, the first financial year shall begin at the date of entry into force of the royal decree giving legal personality to the Association and end the following 31st December.

The Treasurer shall be required to submit the accounts of the previous year to the General Assembly for approval, and to inform it about the budget for the next year.

## **Article 9 – Liabilities and Reserve Fund**

Members' liabilities shall be limited to the amount of their annual membership fee.

A reserve fund shall be established as defined in the Bylaws.

## **Article 10 – Internal Regulations - Bylaws**

The General Assembly may adopt Bylaws at the majority of two-third of the Members present or represented. Such Bylaws will complete the Statutes, without however, in any way, infringing their stipulations.

## **Article 11 – Amendments of the Statutes – Dissolution**

Without prejudice to the application of articles 50, 55 and 56 of the Belgian law of 27 June 1921 related to non profit associations, international non profit associations and foundations, any proposal to amend these Statutes or to dissolve the Association must be introduced by the Board or by at least half of the Members of the Association.

The Board shall inform the Members of the Association of any proposed amendment to the Statutes one month before the date of the General Assembly convened to vote on said amendments.

The quorum in such a case is constituted by two-thirds of the Members present or represented. A two-third majority of members present or represented shall be required for decision-making.

However, in case the quorum is not met, a further General Assembly shall be convened under the same conditions as above. If this General Assembly does still not reach the two-thirds quorum, a third General Assembly shall adopt a final and valid decision on the proposal considered, irrespective of the number of participating or represented Members. The General Assembly will establish the mode of dissolution and liquidation of the Association.

The General Assembly will decide on the disposition of the possible net assets after liquidation and will determine one or several institutions, organizations or association having an identical or similar purpose or, in the absence of such, following a not-for-profit objective to receive this net assets.

## **Article 12 – Responsibility**

The members of the Board and delegates to the daily management assume no personal liability in relation to the commitments of the Association. Their liability is limited to the execution of their mandate and negligence in their management.

The Members of the Association do not assume any responsibility in that capacity in relation to commitments of the Association.

## **Article 13 – Applicable law – Miscellaneous**

All matters which are not covered by the present Statutes and the Bylaws, and in particular the publication requirements, shall be settled in accordance with the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation.

The working language of the Association is English. All internal documents and information are written in English, except for the statutes and any other document, which, according to the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, must be published in the Belgian Official Journal (Le Moniteur Belge). These documents will be written in French. The English translation of these documents will have no legal validity, however, the certified English translation has validity for disputes between members of the Association.