



EUROPEAN CHEMISTRY THEMATIC NETWORK ASSOCIATION

STATUTES

Chapter 1. Name, legal form and seat

Article 1.1

These Statutes govern the organisation and operation of an international non-profit association having the name **European Chemistry Thematic Network**, and having the acronym **ECTN** (hereinafter cited as Association).

The Association shall have its registered office and headquarters in Belgium. The official address shall be approved by the General Assembly.

The registered office will be located at **39 rue des Deux Eglises, 1000 Brussels, Belgium**. The Administrative Council may decide to move this office to another location within Belgium, subject to the approval of the General Assembly. Any change in the location of the registered office shall be published in the *Moniteur Belge* within one month of the decision being approved.

This constitution shall be made in accordance with the **Belgian Law of 25th October 1919**, modified by the laws of **6th December 1954 and 30th June 2000**.

Chapter 2. Objective – Aims

Article 2.1

The objectives of the Association shall be

- a. to implement, consult or supervise programmes for the assessment of skills and knowledge in science and engineering, with an emphasis on chemistry;
- b. to undertake programmes concerning education and training, especially those concerning innovative approaches;
- c. to pursue programmes for exchange of teachers and students, on the basis of established institutional collaborations;
- d. to operate as a consultant or assessor in programmes concerning education and training, in order to foster internationalisation of education programmes;
- e. to provide certification of achievement at various levels of competences in chemistry by printed and electronic means, as well as providing the chemical community with printed and electronic publications and

dissemination media in higher education;

- f. to set, monitor and renew quality goals in higher education in chemistry, to assess quality standards and provide quality accreditation of higher education courses to individual institutions;
- g. to cooperate with established professional or other associations in the furtherance of its objectives;
- h. to extend the reach of all aspects of education in science and engineering beyond national borders.

Chapter 3. Members

Article 3.1

Members shall be individual or legal entities legally constituted according to the laws and customs of their country of origin.

A legal entity member shall nominate an individual to represent that member.

Each member, normally a Higher Education Institution, a company or an association of any sort, or exceptionally an individual, shall have contributed to or shall contribute to the activities of the Association.

Article 3.2

The status of member shall be accorded for an unlimited period of time, or until such time as the Association is dissolved, subject to the terms of article 3.4.

The form and the procedure of candidature shall be stated in the bylaws.

The Administrative Council, in accordance with the conditions laid down by them, shall accord the status of member. The list of members and representatives will be available yearly to the General Assembly.

All members of the Association have equal rights, may participate in the various Working Groups and Standing Committees, may participate in all activities of the Association, are invited to the General Assemblies, and may be candidates for election as Association's officers, as members of the Administrative Council, as members of the Working Groups and of the Standing Committees. The exercise of these rights is subject to the complete fulfilment of all financial obligations to the Association.

Article 3.3

The conditions to be decided by the Administrative Council regarding the admission of members shall be based on:

- a. the objectives, statutes and activities in the field of assessment, education and training;
- b. the qualifications, functions, responsibilities and activities in the field of assessment, education, consulting and training;
- c. the effect the admission would have on broadening and expanding the existing coverage of the Association and the candidate's willingness to cooperate with the other members.

Article 3.4

Membership status shall be terminated:

- a. at the request of the member; the request has to be submitted to the President of the Association at least two months in advance of the end of the calendar year, when termination becomes effective;
- b. if subscriptions are unpaid for a period of two calendar years;
- c. if the member has failed to abide with the Statutes and/or bylaws, or has brought the Association into disrepute.

The decision on termination will be taken by the General Assembly by simple majority of votes, on recommendation of the Administrative Council.

All members for which exclusion is envisaged have the right to defend themselves at a General Assembly.

Article 3.5

The Association shall not take any responsibility incurred by one of its members nor shall the members bear any personal or company financial liability due to their participation in the Association.

Chapter 4. General Assembly

Article 4.1

The General Assembly shall have full powers in allowing the aims of the Association to be fulfilled. Its particular exclusive competences include:

- a. amendment of the statutes;
- b. approval of bylaws;
- c. termination of membership, according to article 3.4;
- d. election of the President of the Association;
- e. election of the Treasurer of the Association;
- f. election of the members of the Administrative Council;
- g. discharge and dismissal from office of the President, Vice-President, Treasurer or any member of the Administrative Council in case he/she has gravely damaged the Association's interest and/or image;
- h. establish the level of the membership subscription;
- i. approval of the annual accounts of the past year and annual budget of the following year;
- j. creation or dissolution of Working Groups and Standing Committees on recommendation of the

Administrative Council, and election of the Standing Committee members;

- k. approval of the annual report;
- l. dissolution of the Association.

Article 4.2

The General Assembly shall meet once annually at a location, preferentially in Europe, which shall be specified in the notice duly signed by the President of the Association or in his/her name and posted at least six weeks before the date set for the meeting. The Assembly shall also be convened in extraordinary meetings by the President of the Association following a decision of the Administrative Council to that effect, or at the request of at least one fifth of the members and with a specific agenda.

Members, in a number not below three, may submit proposals for the agenda of the General Assembly to the President at least three weeks before the date set for the meeting. The agenda must be posted by the President of the Association at least two weeks before the date set for the meeting by way of letter, electronic mail, fax or any other means of communication. The notice of convocation shall indicate the agenda, date, time, and place of the meeting.

The General Assembly can proceed only if at least fifty per cent (50%) of the members of the Association are present or represented. If this quorum is not reached, a new General Assembly shall be convened the same day under the same conditions and the same agenda as the first, and this second General Assembly shall definitively and validly decide on the points of the agenda, irrespective of the number of members present or represented. The new General Assembly shall be convened already in the same notice of the first.

Members may be represented by proxy. However, members may only represent up to three other members. Representation by proxy shall require the completion and signing by the member to be represented by proxy of a form drawn up by the General Secretary or by the Administrative Council.

Article 4.3

Except in those cases stipulated in the statutes, decisions shall be passed by simple majority of members present or represented at the General Assembly. They shall be made known to all members of the Association and shall be duly recorded.

No resolution may be passed by the General Assembly if it concerns any point which has not been specified in the agenda.

Article 4.4

The General Assembly may decide to establish or dismantle any Working Group or Standing Committee. The General Assembly shall approve the aims and objectives of these Working Groups and Standing Committees.

Chapter 5. Administrative Council

Article 5.1

The body responsible for the general policy, management and administration of the Association shall be the Administrative Council. It shall be composed of the President, the Vice-President, and the Treasurer, the three of them being *ex-officio* members of the Administrative Council, and three (3) elected members, if the Association is

composed of less than twenty (20) members, or five (5) elected members, if the Association is composed of twenty (20) or more members. Officials, with the exception of the Treasurer, and elected members take or demit their office immediately after the General Assembly at which they are elected or superseded.

Officers of the Association and members of the Administrative Council devote their time on a voluntary, unremunerated basis.

The ordinary members of the Administrative Council will be elected for three (3) years and, if re-elected, can only stay in office as ordinary members for a maximum of two (2) full consecutive terms. Nominations for membership of the Administrative Council can be lodged by any member of the Association until ten (10) days before the day of the General Assembly, following procedures prepared ad hoc by the Administrative Council. If an ordinary member of the Administrative Council leaves his/her mandate before the end of term, a new member, having full rights, may be appointed until the next General Assembly by the remaining members of the Administrative Council. If an ordinary member of the Administrative Council takes the charge of President-elect (see paragraph 6.1), Treasurer, Secretary General, or Coordinator or Chair of a Working Party or of a Standing Committee respectively (see paragraph 7.2), a new member having full rights may be appointed until the next General Assembly by the remaining members of the Administrative Council.

The Secretary General and the Chairs of the Standing Committees attend the Administrative Council meetings but have no voting rights. The Coordinators of the Working Groups may be invited, without voting rights, to attend Administrative Council meetings.

At its first meeting after the election of the ordinary members the Administrative Council, may appoint up to three advisory members to take part in the meetings and activity of the Council. The appointment lasts for a maximum of three years until the General Assembly three years later, and can be renewed. Such appointed members may be not representatives of any member of the Association and have no voting rights in the decisions taken by the Administrative Council. In case an appointed member is given a specific task by the Administrative Council, no payment can be claimed.

The Administrative Council shall determine, if needed, the name of the Association in other languages.

Article 5.2

The notice of convocation of meetings of the Administrative Council, duly signed by the President of the Association or in his/her name, is communicated by the usual way of correspondence. The notice of convocation shall indicate the agenda, the date, the time, and the place of the meeting. The Administrative Council shall meet in person at least once per year.

For routine or for urgent questions the Administrative Council can meet electronically by video conference. In this case the same rules for convocation and validity of the meeting hold. Electronic voting is also admitted. A vote taken by electronic means cannot be revoked. The notes relevant to video conference meetings and electronic voting will be formally approved at the following Administrative Council meeting held in person. Irrespective of the total number of members of the Administrative Council with voting, at least four of its members must be present for decisions passed to be valid. Two of these members must be ordinary members.

Decisions shall be passed by the majority of members present provided that at least three votes in favour of a decision are cast. In case of parity, the vote of the President prevails.

All the notes and decisions must be officially recorded in a register that will be maintained by the Association.

Article 5.3

The Administrative Council has all policy and administrative powers, without prejudice to the General Assembly's exclusive powers, including:

- a. general policy and management of the Association, including approval of the policy of the Working Groups and Standing Committees;
- b. supervision of the Association's activities;
- c. nomination of the Coordinators of the Working Groups and of the Chairs of the Standing Committee;
- d. supporting the Working Groups and Standing Committees, and ensuring that their activities match the interest of the Association;
- e. creation and dissolution of *Ad Hoc* Committees;
- f. nomination of the Secretary General;
- g. collection of funds, preparation of the annual report, budget and accounts to be presented to the General Assembly.

Article 5.4

Judicial actions, whether they be in the form of claims or defence, are pursued by the Administrative Council represented by its President or by a Council Member who shall be named in this capacity by the President.

Article 5.5

The Administrative Council has the power to set up a sub-committee among its members and officers, for effecting specific tasks within the general scope of the decisions passed by the Council.

All agreements committing the Association, once they are approved by the Administrative Council, are signed by the President, except in the case of special delegation.

The members of the Administrative Council are only liable for their acts or omissions within their mandate or in the administration of the Association's finance.

Chapter 6. Offices

Article 6.1

Officers of the Association are the President, the Vice President and the Treasurer.

The President of the Association is elected for a period of three (3) years (a year being defined here as the period between two annual General Assemblies) and is not immediately renewable. Nominations for President can be lodged by any member of the Association until three weeks before the day of the General Assembly, following procedures prepared ad hoc by the Administrative Council.

The President is elected one year before his/her term as President begins. During this year, as President-elect he/she will take the office of Vice President of the Association. After his/her term of President terminates, he/she as Past President will take the charge of Vice President of the Association for a period of two years.

The President of the Association will be President of the General Assembly, but will have no voting rights there (nor hold proxy). The President of the Association also chairs the Administrative Council. In case of his/her absence, the chair shall be taken by the Vice President.

If the President leaves or is unable to execute his/her mandate before the end of the term, the President-elect (if already elected) steps in automatically until the already established end of his/her term. If a President-elect is not present, the past-President steps in until the next General Assembly, where the new President will be elected. In such a case his/her term shall start immediately at that General Assembly.

If the Vice President leaves his/her mandate before the end of the term, the remaining members of the Administrative Council elect the Vice President from the Council, without a new member being elected.

The Treasurer of the Association is elected by the General Assembly upon nomination of the Administrative Council for a period of three years. His/her mandate starts on January 1st of the year following the election, and can be renewed. If the treasurer resigns or is unable to execute his/her tasks, these will be taken over by the Vice President until the next General Assembly.

Article 6.2

The President of the Association shall represent the Association.

Article 6.3

The Administrative Council may establish a permanent secretariat to be directed by a Secretary General. The Secretary General shall be appointed by the Administrative Council. The Secretary General and the members of the permanent secretariat may be remunerated. They shall carry out the decisions of the Administrative Council and of the General Assembly, and contribute in formulating the policy of the Association under the supervision of the President and of the Council. The Secretary General shall also be responsible for the daily administration of the Association and for engaging staff, subject to the initiative and approval of the Administrative Council. The Secretary General is responsible for their working conditions of the staff.

The position of Secretary General is generally incompatible with any other official role within the Association and Association's Working Groups and Standing Committees. Exceptions may be examined and approved by the Administrative Council in exceptional, motivated circumstances. No exceptions can be allowed with regard to the role of member of the Administrative Council or officer of the Association.

Chapter 7. Working Groups and Standing Committees

Article 7.1

The mission of the Working Groups and Standing Committees is to implement the activities of the Association and shall correspond to its general goals. The mandates of the Working Groups and Standing Committees are determined by the General Assembly.

The Working Groups are also invested with the objective of implementing courses and programmes concerning education and training in particular areas of chemistry and scientific disciplines in general.

The Standing Committees, in general, focus their activities onto specific targets relevant to assessment of skills/competences and validation of curricula in chemistry and scientific disciplines in general.

Article 7.2

The coordinators of the Working Groups and the chairs of the Standing Committees, who are persons with highly renowned experience in those particular fields, shall be appointed by the Administrative Council. The coordinators of the Working Groups and the chairs of the Standing Committees may not also be representatives of any member of the Association.

Members of the Working Groups are appointed by the Administrative Council. All or part of the members of a Standing Committee are elected by the General Assembly, or appointed by the Administrative Council, according to the rules set up by the Committee itself (and approved by the Administrative Council). The Working Groups and the Standing Committees may appoint an Executive Secretary. Those who are members of the Working Groups and Standing Committees cannot also be members, at any title, of the Administrative Council. In principle, with exceptions due to special motivated situations, the executive secretary should not be also General Secretary of the Association.

Rules for the governance and operation of the Working Groups and Standing Committees are laid down in documents consistent with the Statutes of the Association, and are approved by the Administrative Council. Such rules make no part of these statutes or bylaws.

The Working Groups and the Standing Committees have budget lines within the consolidated budget of the Association, but cannot hold a bank account or make use of money outside the finances of the Association. Officers and members of the Working Groups and Standing Committees devote their time on a voluntary, unremunerated basis.

The Coordinators and Chairpersons, or a member of the Group/Committee nominated by the Coordinator/Chairperson, shall report to the Administrative Council on the Group/Committee activity. The Working Groups and Standing Committees cannot make public statements or publications committing the Association without approval by the Council or of the President.

Chapter 8. Finances

Article 8.1

The financial resources of the Association will be, among others, the following:

- a. the annual subscription fees;
- b. donations, allowances, subsidies and inheritances approved by the Association's Administrative Council;
- c. funding from national or international organisations approved by the Association's Administrative Council;
- d. income from services provided, agreements and contracts, publications, conferences, symposia, etc.;
- e. interest on the Association's capital.

Article 8.2

The annual subscription to be paid by the members of the Association shall be determined yearly in advance by the General Assembly, on the recommendation of the Administrative Council.

Article 8.3

The Administrative Council shall submit annually the accounts for the preceding year and the budget for the following year for the approval of the General Assembly. The financial year shall correspond to the calendar year.

Article 8.4

Two auditors, who cannot be members of the Administrative Council, are appointed annually by the General Assembly among the members of the Association to audit the accounts prepared by the Secretary General and the Treasurer after the end of the financial year. These auditors may be advised by a professional auditor appointed by the Administrative Council. The auditors shall report to the Administrative Council and to the General Assembly.

Chapter 9. Amendment of Statutes and dissolution**Article 9.1**

The Administrative Council shall inform the members of the Association at least three weeks in advance of any proposal for amendment of the statutes or dissolution of the Association and shall, in addition, make known the date of the General Assembly which shall render a decision on the said proposal. No decision shall be valid unless it is supported by at least two thirds of the votes cast.

If this General Assembly does not convene at least 50% of the Association's members, present or represented, a new General Assembly shall be convened under the same conditions as stated above but with no limit of attendance; it shall render a definitive and valid decision on the motion, based on a two thirds majority of the members present or represented.

Amendments to the statutes shall take effect only after approval by Royal Decree and when the conditions stipulated in article 3 of the Belgian Law of the 25th October 1919, modified by the laws of 6th December 1954 and 30th June 2000 have been fulfilled.

The General Assembly shall determine the mode of dissolution and liquidation of the Association.

On dissolution of the Association, any assets of the Association shall be transferred to non-profit associations or to charities to be decided by the General Assembly.

Chapter 10. Transitional and General provisions**Article 10.1**

The present statutes supersede the statutes in force since the foundation of the Association and last amended at the General Assembly of 2013.

Article 10.2

The Administrative Council and the officers currently in charge at the time when these statutes become effective, shall continue in their office with full power until the next General Assembly. In that General Assembly elections of the Council, of the Treasurer and of the President will occur. In the first application of these statutes, the President shall take his/her office immediately. The leaving President, in his/her role as Past President, takes the charge of Vice President for a period of two years.

Article 10.3

All points not specified in the present statutes, and notably concerning notices to be made to the "Moniteur Belge", shall be regulated in accordance with the provisions of the law.

BYLAWS**Section I – Membership**

a) Application for membership shall be made on forms issued by the Secretariat. All applications will be submitted to the President and will be considered for approval either at the earliest meeting of the Administrative Council or discussed by video conference/electronic mailing, and approved by electronic vote eventually. The Council will take account of the information contained in the form and is authorised to seek any other information relevant to the application. Decisions on the applications will be taken on the basis of the criteria set out in Articles 3.1-3.4 of the Statutes.

b) The Association shall have supporting members. Supporting members are legal entities that do not qualify for membership, but support the aims and goals of the Association. The conditions for supporting membership are decided by the Administrative Council. The Supporting Members have no voting rights.

c) The Administrative Council can invite any third party as observer at the General Assembly. Observers have no voting rights.

Section II – *Ad Hoc* Committees

The objectives of the *Ad Hoc* Committees correspond to the general goals of the Association. The *Ad Hoc* Committees are established by the Administrative Council for specific purposes and are restricted to the period of time sufficient to reach the proposed objective. The Coordinator and members of the *Ad Hoc* Committee are appointed by the Administrative Council.

Section III – Amendments to the bylaws

The bylaws can be amended only by the General Assembly, on proposal from the Administrative Council. Any proposal for amendment shall be sent to all members at least three weeks before the date set for the General Assembly. They enter into force immediately after approval by the General Assembly.