

# **ASSOCIATION FOR EUROPEAN LIFE SCIENCE UNIVERSITIES (ICA)**

**Adopted by the General Assembly 21 October 2020**

## **SECTION I – DENOMINATION – REGISTERED OFFICE**

### **Article 1. Legal form - Name**

The organisation is founded as a legal entity, more specifically as a not-for-profit organisation (hereafter "Association") governed by the provisions of Book 9 and other applicable provisions of the Code of Companies and Associations dated 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019 (hereafter "CCA"), as may be amended from time to time.

The Association carries the name "**ASSOCIATION FOR EUROPEAN LIFE SCIENCE UNIVERSITIES**", abbreviated "**ICA**".

The Association is the follow-up of the INTERFACULTY COMMITTEE AGRARIA, created in 1988 at Brussels, and consecutive follow-up of the INTERUNIVERSITY CONFERENCE FOR AGRICULTURAL AND RELATED SCIENCES IN EUROPE, and the INTERUNIVERSITY CONSORTIUM FOR AGRICULTURAL AND RELATED SCIENCES IN EUROPE.

All deeds, invoices, announcements, publications, websites, and other documents, whether or not in electronic form, originating from the Association, shall contain the Association's name, immediately preceded or followed by the words "not-for-profit association" ("*vereniging zonder winstoogmerk*") or the abbreviation "NPA" ("VZW"), the address of the Association's registered office, the enterprise number, the word "register of legal entities" or the abbreviation "RLE", followed by a mention of the court of the registered office of the Association, the email address and website of the Association, if applicable, and, the fact that the Association is in liquidation, if applicable.

### **Article 2. Registered office**

The registered office of the Association is located in the Flemish Region.

The registered office may be transferred within Belgium by a decision of the Board of Directors (hereafter the "Board"), except if this transfer would necessarily imply a change of the language of the Association. In the event that the transfer of the registered office would necessarily imply a change of the language of the Association, a decision of the General Assembly is required according to the quorum and majority requirements applicable to a modification of the articles of association. The decision to transfer the registered office shall be published in the Annexes to the Belgian Official Gazette.

### **Article 3. Language**

The official language of the Association shall be Dutch. The working language is English. Other languages may be used according to the internal rules.

## **SECTION II – PURPOSES – OBJECT – DURATION**

### **Article 4. Purposes**

ICA is a not-for-profit organisation which aims to stimulate and support its member institutions in the development of a European dimension in education, research, and innovation through the development of concerted actions, representing the general interest of its members at the European level and engaging globally. The Association addresses the disciplines relating to the sustainable circular Bioeconomy, the sustainable use of natural resources, the protection of the environment and rural development.

### **Object: activities**

The Association will achieve these purposes by:

1. supporting the development of a European dimension to education, research and innovation through active networking and joint conferences with ICA's stakeholders in government, enterprises, NGOs and civil society
2. represent and promote the general interest of European life science universities in education, research and innovation in Europe and globally. In doing so ICA will collaborate in joint activities, conferences and projects to defend this interest of ICA's members
3. acting as the umbrella organization and supporting the actions and initiatives of different disciplines and networks through its collaboration in the work of ICA's Standing Committees
4. enhancing the engagement of universities with enterprises and NGOs in respect of education, research and innovation
5. supporting global engagement of ICA's Members by working directly with Members and through involvement by ICA in the work of international networks
6. securing resources (human and financial) to reach these objectives

In addition, the Association may enter into any other activities and undertake any other actions that are directly or indirectly related to the above-mentioned purposes of the Association, or that are necessary or useful for the realization of such purposes. Among other things, the Association can collaborate with, grant loans to, invest in the capital of, or, in any manner, directly or indirectly, take participations in other legal entities, associations and companies of private or public nature, governed by Belgian or foreign laws. Besides, the Association can deploy all activities that, directly or indirectly, contribute to the realization of the above-mentioned altruistic non-profit purposes, including subordinate commercial and profit-making activities of which the revenues shall be fully destined to the realization of the altruistic non-profit purposes and objectives of the Association.

#### **Article 5. Duration**

The Association is created for an unlimited duration; it may be terminated any time by decision of the General Assembly (Article 34).

### **SECTION III – MEMBERS**

#### **Article 6. Full Members**

Full membership is open to Life Science Higher Education Institutions from the countries which have signed up to the Bologna Process and, normally, who award the minimum of a Master degree with both taught and research elements.

There are at least eight Full Members having all rights "Members" have according to the CCA.

The candidate Full Members address their request for membership to the Secretary General.

The General Assembly will decide whether or not to accept the candidate as Full Member at the following meeting. At this meeting at least 1/3 of the Full Members eligible to vote of the General Assembly will be present or represented. The decision will be taken by a simple majority of the votes of the Full Members eligible to vote present or represented at the General Assembly meeting.

For sake of clarity, when referred to "eligible to vote", reference is made to Article 17.

The General Assembly has the discretionary power to decide that a certain candidate will not be accepted as a Full Member without any further motivation.

#### **Article 7. Associate Members**

Associate membership is open to Universities from countries outside the area covered by the Bologna Process under the condition that they award at least a MSc. with both taught and research elements (not a taught only Master).

In addition educational organisations which relate to ICA's discipline area but which are not higher educational institutions may apply for Associate Membership. Each application from such organisations for Associate Membership will be assessed by the Board as to its appropriateness in supporting the Association's aims and objectives.

The General Assembly has the discretionary power to decide that a certain candidate will not be accepted as an Associate Member without any further motivation.

Associate Members have no voting rights at the General Assembly.

#### **Article 8. Resignation**

All the Members of the Association are free to withdraw with a six-month notice by sending their resignations by registered letter with acknowledgement of receipt to the Secretary General. However, before the actual withdrawal, resigning Members shall have to fulfil all their obligations towards the Association.

#### **Article 9. Suspension**

Full and Associate Members, after having been given the right to defend themselves, may be suspended by the General Assembly at a meeting where at least 1/3 of the Full Members eligible to vote are present or represented. The decision shall be taken by a majority of two thirds of the votes of the Full Members eligible to vote present or represented at the meeting. Abstentions and invalid votes will not be considered.

The concerned party should be informed in writing 45 days before the General Assembly with a registered letter by the Secretary General of the proposed suspension. The exclusion shall be listed on the agenda of the meeting.

Suspension of membership may be decided by the General Assembly if:

- failure to abide with applicable legislation and regulations;
- acts or behaviour likely to harm the interests of the Association;
- serious breaches of the statutes, internal rules or any codes of practice or codes of conduct which the Association has drawn or may draw up;
- acting contrary to the purpose of the Association;
- failure to pay the annual membership fee during two consecutive years.

On the suspension of membership the Secretary General shall notify the Member concerned by registered letter. The General Assembly shall mention in the said registered letter the reasons for its decision.

A Member who is suspended loses temporarily all rights defined in the present statutes (including the right to vote), upon notification of suspension as described in this article and this for the full duration of the suspension.

#### **Article 10. Exclusion**

Full and Associate Members, after having been given the right to defend themselves, may be excluded by the General Assembly at a meeting where at least 2/3 of the Full Members eligible to vote are present or represented. If this quorum is not reached, a new General Assembly shall be convened which shall validly deliberate, irrespective of the number of Full Members eligible to vote present or represented. For the sake of clarity it is pointed out that the quorum requirement set out in paragraph two of Article 17 does not apply to the second meeting. This second General Assembly meeting shall not be held within fifteen (15) days following the first meeting. In either the first or second meeting, the decision shall be taken by a majority of two thirds of the votes of the Full Members eligible to vote present or represented at the meeting. Abstentions and invalid votes will not be considered.

The concerned party should be informed in writing 45 days before the General Assembly by registered letter by the Secretary General of the proposed exclusion. The exclusion shall be listed on the agenda of the meeting. Prior to any vote, the Member will have the right to be heard by the General Assembly and may, if desired, be assisted by a lawyer.

Exclusion of a Member may be decided by the General Assembly if:

- failure to abide with applicable legislation and regulations;
- acts or behaviour likely to harm the interests of the Association;
- serious breaches of the statutes, internal rules or any codes of practice or codes of conduct which the Association has drawn or may draw up;
- acting contrary to the purpose of the Association;
- failure to pay the annual membership fee during two consecutive years.

On the exclusion of membership the Secretary General shall notify the Member concerned by registered letter. The General Assembly shall mention in the said registered letter the reasons for its decision.

A Member who is excluded shall, upon notification of the exclusion as described in this article, no longer be a Member of the Association. The excluded Member loses therefore all rights defined in the present statutes (including the right to vote), without prejudice to the possibility of regaining membership in accordance with the procedures described in Article 6 or Article 7.

#### **Article 11. Membership fee**

Members shall pay a membership subscription fixed annually by the General Assembly. The annual membership fee shall be maximum fifteen thousand (15,000) euros.

#### **Article 12. Rights**

No Member can utter or execute a claim on the assets of the Association as Member.

The exclusion of rights on the Association's assets is imperative at all times: for the duration of the membership, on the termination of the membership for which reason whatsoever, on dissolving the Association, etc.

### **SECTION IV – GENERAL ASSEMBLY**

#### **Article 13. Powers**

The General Assembly is the sovereign authority of the Association. The following powers are reserved for the General Assembly:

1. Determine the general policy of the Association;
2. Admit, suspend or exclude Members;
3. Elect and dismiss the Board members;
4. Appoint and dismiss a statutory auditor and determination of his fee;
5. Approve the Board's selection of the members of the Executive Committee including the Secretary General;
6. Grant discharge from liability to the Board members and statutory auditor(s);
7. Approve the annual accounts and budgets;
8. Recognise organisations as Standing Committees;
9. Make amendments to the statutes of the Association;
10. Wind up the Association, appoint the liquidator(s) and determine the beneficiary or beneficiaries of the net assets;
11. Convert the Association into an international not-for-profit association, a cooperative company recognized as a social enterprise or a recognized cooperative company social enterprise;
12. Make or accept a contribution without remuneration of a universality; and
13. The powers attributed to the General Assembly by virtue of the articles of association or applicable legislation.

#### **Article 14. Representation of the Members in the General Assembly- chair**

The General Assembly is made up of Rectors and Deans or other duly appointed representatives of all Full Members.

The General Assembly is chaired by the President, or, in his absence, the Vice-President or, failing that, any other Member appointed by the President or Vice-President.

### **Article 15. Meetings**

The ordinary meetings of the General Assembly are held within six months following the end of the financial year.

The General Assembly shall be called by the Secretary General at least 45 days before the ordinary meeting, by letter, fax, email or any other means of communication specified in article 2281 of the Civil Code.

Additional meetings of the General Assembly shall be called by the Secretary General and/or the Board whenever the interests of the Association so require as well as on request of at least 1/5 of all Full Members.

The meetings of the General Assembly can also take place under the form of conference calls or video conferences or any other means of telecommunication allowing an effective and simultaneous deliberation between all participants.

Convening notices shall contain date, time and agenda of the Assembly and shall be sent to the Members, the Board members and, if applicable, to the statutory auditor(s) at least 15 days before the date of the meeting. Any item put forward by at least 1/20 of the Full Members at least twenty (20) days prior to the meeting, will be put on the agenda.

Items which do not appear on the agenda accompanying the invitation may be discussed but not decided upon at the General Assembly. Proposals or amendments to the statutes of the Association which were not mentioned in the convening notice shall not be tabled for deliberation.

### **Article 16. Proxies**

Full Members who cannot attend may be represented at the General Assembly by other Full Members by sending a proxy form. In this case each Full Member attending the General Assembly may have a maximum of three proxies.

The number of proxies that can be given to the chairperson of the General Assembly is not limited.

The proxies will be considered as contributing to the number of Full Members required to achieve a quorum.

### **Article 17. Quorum and voting**

All Full Members of the Association have an equal right to cast one vote. Only Full Members who have paid their membership subscription for the previous financial year are eligible to vote.

The General Assembly is validly constituted when one third of the Full Members eligible to vote are present or represented. Decisions are reached by simple majority of the votes cast of the Full Members eligible to vote present or represented, except if provided otherwise by the CCA or the statutes. Abstentions and invalid votes will not be considered.

The modification of the statutes requires a deliberation by a meeting that holds a quorum of 2/3 of the Full Members eligible to vote present or represented. In the event that the first meeting carries less than 2/3 of the Full Members eligible to vote present or represented, a second meeting shall be called. This second meeting can deliberate, take decisions and make amendments in a valid way when the majorities as stated hereafter are respected. This is the case regardless of the number of Full Members eligible to vote present or represented. For the sake of clarity it is pointed out that the quorum requirement set out in paragraph two of this Article 17 does not apply to the second meeting. The second meeting cannot be held less than fifteen (15) days following the first meeting.

In either the first or second meeting: the decision is taken from the moment that it is accepted by 2/3 of the votes of the Full Members eligible to vote present or represented. The decision to modify the purpose or activities of the Association shall be adopted by 4/5 of the votes of the Full members eligible to vote present or represented. Abstentions and invalid votes will not be considered.

In the event of a tied vote the vote of the person that chairs the meeting will be decisive.

The voting can proceed by way of raise of hands or, when requested by at least 1/3 of the Full Members eligible to vote present or represented, by way of secret ballot.

#### **Article 18. Audit**

The Ordinary General Assembly shall appoint two persons with a financial expertise connected with a Full Member of the Association of nationality different from that of the Treasurer for a renewable three-year term, and give them the responsibility of auditing the Association's accounts.

#### **Article 19. Minutes**

The decisions of the General Assembly shall be recorded in minutes and signed by the chair of the session and countersigned by the Secretary General or, failing that, by one of the members of the Executive Committee. The minutes shall be communicated to the Full Members via written or electronic communication.

All Members or third parties able to prove their legitimate interest may ask for a copy of the minutes signed by the chairperson or the Secretary General. They can exercise their right of access in accordance with the applicable legal provisions.

### **SECTION V – THE BOARD OF DIRECTORS**

#### **Article 20. General**

The President, Vice-President, Secretary and Treasurer are elected by the Board from its elected members. The President is the chairperson of the Board.

The President is elected for a minimum term of three years. When the President is elected during his/her second three-year term as a Board member, the term of his/her Board mandate as President may be extended by maximum two years. For the sake of clarity, it is pointed out that a Board member, whose mandate has been so extended in accordance with this provision, cannot hold the office of President for more than three years.

The Board shall appoint the Secretary General for approval by the General Assembly. The Board defines the duties and tasks of the Secretary General who reports to the Board. The Board has the power to dismiss the Secretary General.

The Board can propose to the General Assembly a candidate as an *ex-officio* member of the Board for the specific skills and/or knowhow of the concerned candidate Board member.

The resignation of a Board member becomes effective when written notice has been delivered to the President or Vice-President, unless the number of Board members would fall below seven (7) as a consequence of such resignation. In such case the Board member shall continue to exercise his or her mandate until a replacement Board member has been appointed.

The Board has the power to adopt, modify and cancel internal working rules within the framework of these statutes. The most recent version of the internal rules dates of 21 October 2020.

The Board is to meet at least once a year.

#### **Article 21. Composition**

The Board shall be composed of at least 7 Board members, each being a physical person: the President, the Vice-President, the Secretary, the Treasurer and at least three other Board members. A balanced distribution of the Board members over the different regions of Europe will be assured.

The Board members are elected by the General Assembly. The election list should be a list of individuals acting in a personal capacity and not as a representative of any organisation.

The members of the Board are elected by the General Assembly for a three-year term that is renewable once. For the sake of clarity, it is pointed out that the three-year term that is renewable once also

applies to the ex officio board members appointed by the General Assembly upon proposal of the Board in accordance with article 20.

Those eligible for election to the Board are Rectors, Vice-rectors, Heads of Schools / Colleges, Deans, or persons exercising comparable responsibilities within the senior management of a higher education institution.

The Full Members will be invited to propose persons for election to the Board in the convening announcement of the General Assembly forty-five (45) days prior to the date of the General Assembly. Nominations must be received by the Secretary General twenty-eight (28) days before the day of the General Assembly. The nominations will be circulated to Members seven (7) days in advance of the meeting.

The Board members can be removed at all times by the General Assembly.

In case a mandate of a Board member becomes prematurely vacant, the Board can temporarily replace such Board member. This co-optation will need to be ratified by the next meeting of the General Assembly. The mandate of the co-opted Board member will last for the remaining period of the mandate of the Board member that he or she replaces, unless the General Assembly decides otherwise.

### **Article 22. Powers**

The Association's strategy and objectives are developed by the Board and proposed to the General Assembly. The Board is responsible for the general administration of the Association.

The widest power to perform any acts of administration and arrangement which concern the Association are vested in the Board.

The Board shall administer the Association according to the general strategy and policy approved by the General Assembly, and shall decide in particular about projects related to education, training and research organised by the Association. The Board of Directors disposes of the residual powers, meaning all powers that are not explicitly reserved for the General Assembly.

### **Article 23. Meetings, deliberations and decisions**

The Board of Directors shall be called by the President at least fifteen (15) days before the meeting delivered by letter, fax, email or any other means of communications specified in Article 2281 of the Civil Code. A convening notice shall contain the agenda, the date and time.

The President calls the meetings for the Board of Directors whenever the interest of the Association requires such, as well as within fourteen (14) days after a request to that end by two (2) Board members, the Secretary General or two (2) members of the ExCo.

The Board is presided by the President, or, in his absence, by the Vice-President or by the eldest in years of the Board members present.

The Board of Directors can only deliberate and decide in a valid way, when at least the majority of its members are present or represented at the meeting. The decisions are taken by simple majority of the Board members present or represented.

In the event of a tied vote the vote of the person that chairs the meeting will be decisive.

Any Board member who is unable to attend may grant a proxy to another Board member in order to be represented at a specific meeting of the Board. A Board member can only hold two proxies.

Meetings of the Board may also be held via any means of telecommunication allowing an effective and simultaneous deliberation between all Board members, such as a telephone or video conference.

Minutes are drawn up and signed by the President or chair of the meeting and any Board member that requests to do so. Members can exercise their right of access to these minutes in accordance with applicable law.

The decisions of the Board of Directors can be taken by unanimous written consent of the Board members.

#### **Article 24. Conflicts of interest**

In the event that a member of the Board has a direct or indirect interest of a financial nature contrary to a decision to be taken by the Board or to a transaction to be decided upon by the Board, such Board member shall immediately notify the other Board members of his or her conflict of interests. The minutes of the Board shall reflect such Board member's declaration as well as a clarification in relation to the nature of the conflict of interest. In case the majority of the Board members has a conflict of interest, the decision or transaction shall be submitted to the General Assembly. If the General Assembly approves the decision of transaction, it can be implemented by the Board of Directors.

A Board member faced with a conflict of interest shall not be entitled to take part in the deliberation of the Board and shall not be entitled to vote on the decision giving rise to the conflict of interest.

If the Association exceeds more than one of the criteria set out in Article 3:47 §2 of the Code of Companies and Associations on the balance sheet date of the last closed financial year, the Board of Directors will describe in the minutes of the meeting the nature and the patrimonial consequences for the Association of the concerned decision as well as the justification of the decision. This part of the minutes is included in the annual report or in the document that is filed together with the annual accounts.

In case the Association has appointed a statutory auditor, the minutes of the meeting are communicated to the statutory auditor. In the statutory auditor's report on the basis of Article 3:74 of the Code of Companies and Associations the auditor will evaluate the patrimonial consequences for the Association of the decisions of the Board for which a conflict of interest exists.

The conflict of interests procedure is not applicable to usual transactions that take place against conditions and guarantees that are commonly applicable for such transactions.

#### **Article 25. Representation**

The Board represents the Association towards third parties, including in judicial actions and proceedings. It represents the Association by the majority of its members.

Notwithstanding the general representation power of the Board of Directors as a whole, the Association shall also be represented towards third parties by the President or Vice-President acting jointly with another Board member.

Legal proceedings as plaintiff or defendant shall be managed by the Board represented by the President, or in his or her absence, by the Vice-President.

To the extent the daily management of the Association is delegated to the Executive Committee by the Board as set out in Article 27, each of the members of the Executive Committee shall be able to represent the Association within the scope of the daily management, acting individually.

#### **Article 26. Liability of the Board - Remuneration**

Board members are not personally liable for the obligations of the Association. Board members are, however, responsible towards the Association for the proper fulfilment of their task and may be held liable for shortcomings in the execution of their mandate.

For the sake of clarity it is pointed out that the foregoing paragraph applies to all Board members (including co-opted Board members).

Members of the Board shall not receive payment for the performance of their duties.



## **SECTION VI – THE EXECUTIVE COMMITTEE**

### **Article 27. Daily Management**

The Board can delegate the daily management of the Association, both internally and externally, as well as the execution of the policy of the Board to the Executive Committee (ExCo). The members of the Executive Committee will be determined by the Board and will include the Secretary General. The ExCo will act as a collegiate body. The Board is required to supervise the ExCo. The Board can decide to dismiss the members of the ExCo.

Daily management in any event includes the actions and decisions that fall within the scope of the day-to-day needs of the Association, as well as the actions and decisions that, for reasons of their minor importance or their urgent character, do not justify a decision of the Board.

### **Article 28. Task Forces**

The Executive Committee can decide to establish temporary Task Forces (TF) in order to address specific tasks. Task Forces report to the ExCo.

### **Article 29. Liability of ExCo**

By their functions, members of the Executive Committee do not assume any personal liability. Their responsibilities are limited to their terms of office.

## **SECTION VII – THE STANDING COMMITTEES**

### **Article 30. Responsibilities – ICA Council - Composition**

The Standing Committees are responsible for the organisation of a certain discipline within the scientific field of the Association or certain horizontal activities within the general aim of the Association. They act within the aims of the Association and come together under the umbrella of the Association.

The ICA Council, comprising the chairpersons/Presidents of the ICA Standing Committees and the ICA Board, will meet formally at least once per year. The ICA Council acts as a forum for dialogue between all parties under the umbrella of the Association to share information about current activities and future plans, to support the development of joint activities and to facilitate representation in Europe and globally.

Standing Committees report to the General Assembly.

## **SECTION VIII – ANNUAL ACCOUNTS – BUDGETS**

### **Article 31. Annual accounts - Budget**

The financial year runs from June first to May thirty-first of the same calendar year.

By February 28 of each year, the Treasurer shall prepare the accounts of the previous year. The Executive Committee shall submit the financial accounts and a proposed budget for review by the Board who then submits those documents to the General Assembly for approval.

The accounts shall be kept in accordance with applicable legislation.

The annual accounts shall be filed, as the case may be, with the clerk's office of the competent Enterprise Court or with the National Bank of Belgium.

### **Article 32. Annual audit**

The persons appointed according to Article 18 of the present statutes shall carry out the annual audit of the Association and report to the General Assembly. The persons appointed according to Article 18 are not statutory auditors within the meaning of the CCA.

### **Article 33. Statutory auditor**

In the event that the Association meets the relevant thresholds set out in the Code of Companies and Associations, the General Assembly shall appoint one or more statutory auditors among the members of the Institute of Company Auditors in charge of auditing the financial situation, the annual accounts and the regularity of the transactions to be reflected in the annual accounts of the Association in light of the law and these articles of association.

## **SECTION IX – WINDING UP - LIQUIDATION**

### **Article 34. Dissolution**

The decision concerning the dissolution shall respect the quorum and the majority requirement for a modification of the activities or purpose provided in Article 17 of the statutes. As soon as the decision to dissolve the Association is taken, the Association shall mention that she is a "*NPA in liquidation*" in accordance with the CCA.

### **Article 35. Liquidation**

In the event of a voluntary dissolution, the General Assembly shall appoint one or two liquidators and specify their powers.

In case of dissolution and liquidation, the applicable reporting obligations set out in the CCA shall be complied with. Besides, in those cases where this is required in accordance with the CCA, confirmation (e.g. of the appointment of the liquidator(s) and the distribution plan) will be requested from the court.

All decisions concerning the dissolution, the conditions for liquidation, the appointment and termination of the mandate of the liquidator(s), the closing of the liquidation and the allocation of the net assets will be filed in the Association's file with the clerk's office of the competent Enterprise Court, and will be published in the Annexes to the Belgian Official Gazette, in accordance with applicable legislation.

### **Article 36. Net-assets**

In the event of any dissolution, whether voluntary or judicial, at any time and for any reason, the General Assembly shall decide by a simple majority to allot the Association's assets, after liabilities have been discharged, to another non-profit organisation whose object and purpose are similar to the present Association.