



Internal Working Rules¹ and Records within the Framework of the ICA Statutes

As approved by the ICA Board on 21 October 2020.

CURIA are the ICA lawyers who provided advice on the Statutes 2020

[Curia: According to the Code of Companies and Associations (art. 2:59), the Articles of Association {AoA). Need to contain a reference to the most recent version of the internal rules (if internal rules have been adopted). We also point out that the internal rules need to be communicated to the members (by email or regular mail).

Article 1: Legal form - Name

ICA is classified as a SMALL NPA (less than five employees, less than 312.500€ revenue, capital less than 1.249.500€)

Registration No Moniteur Belge 0461.925.876 – last re-registered 21 October 2015

Article 2: Registered Office

The registered office of the Association is located in the Flemish Region at 9030 Gent-Mariakerke, Marcus Van Vaernewijkstraat 21. The ICA Board decided not to include the email address and website as these can change, and ICA Board does not want to have to re-register the Statutes for such a change.

[Curia: If desired, the address of the registered office can also be deleted from the AoA. The Code of Companies and Associations only requires the mention of the Region. However, as the address needs to be published in the Annexes to the Belgian Official Gazette, we recommend keeping it in the AoA.

The Code of Companies and Associations provides that the board of directors has the power to transfer the registered office, except if the relocation would necessarily imply a change of the language of the NPA. In such a case, the decision of the general assembly is required. A ratification by the General Assembly of the transfer of the registered office is therefore not required by law.

We want to point out that each NPA now has the possibility to include the official email address and website of the association in the Articles of Association {AoA). It is also possible not to include them in the AoA, but to publish them in the Annexes to the Belgian Official Gazette. In case the email address has been published, any communication by the members of the Association to this email address shall be deemed valid.

ICA Correspondence address and address for the bank accounts is

Association for European Life Science Universities, ICA Secretariat, c/o International Relations Office, Czech University of Life Sciences Prague, 129 Kamycka, 165 00 Prague Suchdol, Czech Republic

¹ The Working Rules are subsidiary to the Statutes and define the internal working rules within the framework of these Statutes. A Working Rule relates to a matter of detail for the government of ICA and its members. At the time of revision of the Statutes it is expected that some working rules will be incorporated into the Statutes.

ICA Board also uses the Working Rules to document established practice.

TO NOTE from the Statutes

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 4 Purposes

Quote from Statutes "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."

Curia: The Code of Companies and Associations has abolished the restriction for NPA's to undertake commercial activities (restriction = only accessory commercial activities are permitted). However, notwithstanding the fact that the legislator has abolished this restriction, it is still possible to maintain the restriction in the AoA. A reason for doing so is, e.g., that the income taxation regime of an (I)NPA still depends on the accessory character of commercial activities. Keeping the restriction in the AoA can, therefore, be an argument (although not decisive) in discussion with the tax authorities. Please let us know whether the restriction should be kept in the AoA.]

Article 9 Suspension and**Article 10 Exclusion**

Membership fees outstanding in the year two years prior to the current financial year will be written off in the accounts in the current financial year (if the current year is 2007, then the year written off will be 2005). This is in line with the rule that defines when a member will be suspended for non-payment of membership fees – see article 13 point 2 of the Statutes.

Article 11 Membership Fee

Full Members of ICA shall generally pay an annual membership fee of 1250€ as approved by the General Assembly 2013. The ICA Board approved a reduction in membership fee of 100€ at its meeting on 6 December 2011, where ICA members were also members of CASEE and/or AGRINATURA.

It was also agreed that:

- A 50 % reduction in membership fee (GA 27 June 2011) may be levied if the Member institution proves that the number of full-time equivalent students in the relevant disciplines is less than 1000.
- New Members should pay a membership application subscription in the year of an election, but are also eligible at member rates for activities as soon as they apply for membership.
- The membership subscription will be increased in line with inflation; a new membership subscription will be introduced when inflation had caused a 50€ increase. The indicative new level of membership subscription will be approved at the ICA General assembly for the introduction for the next calendar year.

Curia The Code of Companies and Associations requires the mention of the maximum contributions or payments imposed on members.]

Article 15 Meetings

The **General Assembly is called 45 days in advance** – the call announces the date and time of the meeting and also invites members to submit items for the Agenda to be received 20 prior to the meeting

The **Convening Notice**, sent 15 days in advance of the General Assembly, announces the Agenda and includes the papers and, if required, a paper indicating the amendments to the Statutes.

When the meetings are held electronically, the voting slip is sent out with the papers to the ICA institutional contact. The Institutional contact may delegate the responsibility of attending the electronic meeting by returning the proxy for someone at the same institution. The voting slip should be returned by the given date by the institutional contact or his/her proxy. The President will inform the ICA membership of the outcome of the voting and whether a quorum was achieved.

Curia: General Assembly decides on the approval of the annual accounts and the granting of discharge from liability to the Board members

Article 17 Quorum and Voting

Curia: The CCA now prescribes that in case of a modification of the AoA, abstentions are not taken into account for calculating the majority.]

Article 20 General

[Curia: All Board members need to have voting rights on all matters that belong to the powers of the Board. It is therefore not possible to attribute voting rights only on a limited number of matters to the *ex-officio* Board members.

If it is not desired that a person has voting rights on all matters that belong to the powers of the Board, this person can be invited as an expert to Board meetings but should not be appointed as a Board member]

[Curia: According to the Code of Companies and Associations (art. 2:59), the Articles of Association (AoA). Need to contain a reference to the most recent version of the internal rules (if internal rules have been adopted). We also point out that the internal rules need to be communicated to the members (by email or regular mail).]

Article 21 Composition

The Board members, ExCo members, and auditors should ideally have overlapping terms of function in order to ensure continuity in the management of ICA.

The expectation is that the Vice-President becomes the next ICA President.

In normal practice, substitution for Board members who cannot attend a Board meeting is not accepted.

Article 23 Meetings, deliberations and decisions

All travel and subsistence expenses in connection with duties as a Board member are paid by the Board members and not by ICA

Payment rules for reimbursement of travel expenses for persons other than Board members are as follows:

- use cheapest airfare connection possible (business class tickets will not be reimbursed)
- whenever possible, use train connections (first-class tickets are acceptable on long journeys)
- accommodation and subsistence costs should not normally exceed 150€ / day

- the use of a private car will be reimbursed at 0.40 €/km the first 200 km of a round trip and 0.25 €/km thereafter.
- Invoices paid in favor of the person who is responsible for the day to day operation of the Bank Account should be countersigned by another person, normally the Secretary General / the Treasurer / the President / the Vice-President.

Invoices exceeding the amount of 1000 €, or subsistence expenses exceeding 150 € per day shall be signed by two of the following persons: the Secretary General / the Treasurer / the President / the Vice-President.

The only exception to this is the payment of the invoices submitted by the University of Eastern Finland under the ICA – University of Eastern Finland Contract. These invoices have all been signed by Timo (Vice Head of the School of Forest Sciences) before they are submitted to ICA. This exception to the ICA policy was originally agreed by ICA President Per Holten Andersen (7/1/09 by email to Simon Heath)

Conference expenses:

ICA's "normal" policy for ICA sponsored conferences for the expenses of invited speakers is as follows:

It is not necessary to pay travel and subsistence(T&S) expenses for speakers from ICA member institutions, but it will be appreciated if the budget can pay for their registration fee. For speakers from outside of the ICA member institutions, it may be necessary to offer T&S expenses and registration fee, this is considered on a case by case basis. Any such expenses will need to be covered by the delegate registration fee. The Conference budget should also cover the local organizing committee registration fees.

In addition, it has been APLU and ICA's practice to offer two registration fees for joint conferences to the other partner's secretariat

Article 30 Responsibilities -ICA Council - Composition

ICA Council acts as a forum for dialogue between all parties under the ICA umbrella. The ICA Council shall meet once per year at the time of the ICA General Assembly when there is the already established opportunity for the Standing Committees to inform the General Assembly of their activities and plans. The Council meeting discussion can include:

- Sharing information about current activities and future plans
- Development of joint conference themes
- Identification of possibilities for joint applications for EU funded projects
- Plans for "ICA Week of Conference" type events during which all or some Standing Committees hold their annual meeting along with a general conference
- Representation of shared interests at the European (e.g., EUA) or global levels (e.g., APLU, GCHERA, and FAO)
- Joint sponsorship/fundraising campaigns
- Joint dissemination of information and marketing of our respective networks

Article 32 Annual Audit

The responsibilities of the auditors are to:

- carry out a random check of the transactions entered in the Bank Movements Accounts sheet against the actual income and expenditure paperwork
- review selected items of the income and expenditure paperwork, invoices, expense claims
- check the opening and closing bank statements against the Bank Movements Accounts sheet
- check the income and expenditure accounts
- check the opening and closing balance sheet

- review the previous Auditor's report and to confirm as to whether or not the recommendations have been adopted
- write and sign an auditors report which will be presented to the ICA General Assembly

The auditors are required, if they agree, to include in their report the following statement:

"The auditors noted that the Income and Expenditure statements for the year XXXX and the Balance Sheet on 31st December XXXX represent the financial position correctly. The auditors noted that the accounts are proven as to the relation between Income and Expenditure statements, and the Balance Sheet is correct."

The accounts (books, tickets, and vouchers) have to be kept for ten years.

Article 33 Statutory Auditor

[Curia 2020: please note that under the new Code of Companies and Associations, "large" NPA's (i.e. NPA's that are required to appoint a statutory auditor) also need to adopt an annual report. According to the Code of Companies and Associations, NPA's qualify as "large" NPA's if they exceed at least 2 of the thresholds set out below:

The annual average of 50 employees;

Annual turnover (VAT not included) of EUR 9,000,000; and

Balance sheet total of EUR 4,500,000.]

Working Rules not related to the Statutes

Policy for the Endorsement of Project Proposals by ICA

The Board agreed that ICA could endorse project proposals which involved ICA members. It decided that the principle condition was that the lead institution must either be a member of ICA or give commitment of its intention to seek membership of ICA.

This possibility for endorsement should be promoted as a benefit of ICA membership.

ICA Board Minutes 20 June 2014 Minute 12

/CONTINUED



Registration Request for Endorsement by ICA of a Conference

If you wish your conference to be endorsed by ICA please complete the form below and return to Dr Simon B Heath at clues@abdn.ac.uk Simon Heath will contact you to confirm whether your conference will be endorsed by ICA.

1	Title of the Conference	
2	Lead Institution	
3	Contact person, name, email address and phone number	
4	Date of Conference	
5	Location of Conference	
6	Will the working language be English in all conference sessions?	Yes / No
7	If the answer to 6 is no – will simultaneous translation be made into English throughout the programme sessions of the conference?	Yes / No
8	Will a representative of the ICA Board be invited to take part in the opening welcoming session of the conference	Yes / No
9	Will ICA be able to disseminate information about ICA in the Conference delegates' bags and display a banner stand?	Yes / No
10	If there are reduced registration fees offered, will a reduced registration fee be offered to ICA member delegates?	Yes / No

Signed by

Family Name
Position
Address
Email address
Telephone number
Date

Given Name