

ICA Regional Organization for Central and South Eastern Europe (CASEE) STATUTES

SECTION I – NAME – LEGAL FORM - REGISTERED OFFICE - DURATION

1. NAME

1.1 The name of the organization is “**ICA Regional Organization for Central and South Eastern Europe**” (the “Organization”).

1.2 The Organization may also use the abbreviation “CASEE”.

2. LEGAL FORM

The Organization is an international non-profit organization (“*internationale vereniging zonder winstoogmerk*”/“*association internationale sans but lucratif*”) governed by the provisions of Title III of the Law of 27 June 1921 on non-profit organizations, international non-profit organizations and foundations, as modified (the “NPO-Law”).

3. REGISTERED OFFICE

3.1 The registered office of the Organization is located at Marcus van Vaernewijckstraat 23, 9030 Mariakerke-Gent, Belgium.

3.2 The registered address may be transferred by a decision of the Board within Belgium in compliance with the linguistic legislation. Any change to the location of the registered office of the Organization shall be filed with the clerk’s office of the commercial court competent for the judicial district in which the registered office is located and shall be published in the Annex to the Belgian State Gazette

3.3 The Organization may also set up administrative and operational offices, branches, subsidiaries and affiliates, both in Belgium and abroad, by a resolution of the General Assembly.

4. DURATION

The Organization is formed for an unlimited duration.

SECTION II – PURPOSE AND ACTIVITIES

5. PURPOSE

The Organization exists to promote a non-profit purpose of international interest, more specifically the Organization aims to stimulate and support its member institutions in the development of a European dimension in education and research in Life Science Disciplines relating to **AGRICULTURE, FOOD, BIOTECHNOLOGY, NATURAL RESOURCES, RURAL DEVELOPMENT AND THE ENVIRONMENT** through the development of concerted actions and in engaging globally.

6. ACTIVITIES

6.1 In order to further these purposes, the Organization may:

- Support the development (and later implementation) of the EU Strategy for the Danube region;
- Strengthen the activities relating to research, education and University Development in the aforementioned region;
- Develop joint research, educational and other projects (e.g. joint curricula, joint continuous educational offers, structural development, human resource development, QA, know-how-transfer, e.g. via an e-platform);
- Organise conferences.

6.2 In addition, the Organization may enter into any other activities and undertake any other actions that are directly or indirectly related to the above-mentioned purposes of the Organization, or that are necessary or useful for the realization of such purposes. Among other things, the Organization 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 Organization can deploy all activities that, directly or indirectly, contribute to the realization of the above-mentioned altruistic non-profit purposes, including accessory commercial and profit-making activities within the boundaries of what is legally permitted and of which the revenues shall be fully destined to the realization of the altruistic non-profit purposes and objectives of the Organization.

SECTION III – MEMBERSHIP

7. NUMBER OF MEMBERS

7.1 The number of members is not limited.

7.2 There must be at least 3 members.

8. CATEGORIES OF MEMBERSHIP

8.1 Membership shall be open to members that meet the following criteria:

- Full Membership of the Organization shall be open to Central and South Eastern European Higher Education Institutions relating to the Life Science disciplines which award the minimum of a Master degree with both taught and research elements (not a taught only Master). The institution is required to have national accreditation within its home country.
- Associate Membership is open to non-higher education institutions from the same countries (e.g. academies of science or similar) or to appropriate institutions from other countries, who contribute financially with a membership fee and contribution to the fund for incentives determined by the General Assembly.

8.2 The General Assembly may create other categories of members.

9. ADMISSION

9.1 The application for admission as a member implies the endorsement by the new member of these articles of association, any amendments thereto, as well as the internal rules, and a commitment to advance the purposes and endeavors of the Organization.

9.2 Candidates for membership shall submit an application letter by recorded delivery with acknowledgement of receipt to the Secretariat of this Organization.

9.3 Candidates for membership shall present their institution at the first coming General Assembly. This presentation has to be done by its rector (or by an appointed representative of the rector). Only the presentation at the first coming General Assembly completes the formal admission procedure. Without a presentation a new member cannot be admitted.

9.4 Candidates for membership are admitted if they:

- meet the criteria for membership as set out in Article 8.1 and Article 9.1;
- submitted an application letter by recorded delivery with acknowledgement of receipt to the Secretariat;
- presented their institution at the first coming General Assembly;
- are approved by the General Assembly, deciding according to article 15 of these articles of association. The decision to approve or refuse a candidate for membership belongs to the discretionary powers of the General Assembly. The General Assembly does not have to motivate its decision.

10. MEMBERSHIP FEE

10.1 Members shall pay an annual membership fee. The way of calculation and amount of the annual membership fee shall be determined by the General Assembly.

10.2 The annual membership fee is payable, in advance, in the first month following the receipt of the invoice relating to the financial year.

10.3 Two months after payment of the annual membership fee has become due, an eight per cent (8%) yearly interest will automatically be applied on the due amount.

11. RESIGNATION, SUSPENSION AND EXPULSION OF MEMBERS

11.1 Resignation

11.1.1 All members of the Organization are free to resign.

11.1.2 Any member of the Organization wishing to resign must give notice of the resignation by registered letter with acknowledgement of receipt to the Secretary General and respect a six-month term of notice, which starts from the date of notification of the resignation. Such member is liable to fulfill all obligations towards the Organization during the term of notice and to pay the membership fee for the financial year in which the notice of resignation is given.

11.1.3 A member who resigns loses all rights defined in the present articles of association (including the right to vote) with effect from the day following the six-month term of notice.

11.2 Expulsion

11.2.1 The General Assembly may exclude a member in case of

- Failure to abide with applicable legislation and regulations;
- Acts or behaviour likely to harm the interests of the Organization;
- Serious breached of the articles of association, internal rules or any codes of practice or codes of conduct which the Organization has drawn or may draw up;
- Acting contrary to the purpose of the Organization.

The decision of the General Assembly shall be taken by a majority of two thirds of the votes cast by the members with voting rights present or represented, after the member concerned has been heard. The member concerned should be notified by registered letter 40 days before the General Assembly.

11.2.2 Termination of membership shall be notified by registered letter to the member concerned. The General Assembly shall mention in the said registered letter the reasons for its decision.

11.2.3 A member who is excluded loses all rights defined in the present articles of association (including the right to vote), upon notification of exclusion as described in article

11.3 Suspension

- 11.3.1 The General Assembly may suspend membership of the Organization in case of
- failure to pay the annual membership fee during two consecutive years
 - failure to abide with applicable legislation and regulations
 - acts or behaviour likely to harm the interests of the Organization

The decision of the General Assembly shall be taken in accordance with the majority requirements as set out in article 15.

11.3.2 Suspension of membership shall be notified by registered letter to the member concerned. The General Assembly shall mention in the said registered letter the reasons for its decision.

11.3.3 A member who is suspended loses all rights defined in the present articles of association (including the right to vote), upon notification of suspension as described in article 11.3.2.

11.3.4 Suspension will last until the outstanding amount of membership fees has been paid.

SECTION IV – GENERAL ASSEMBLY

12. POWERS OF THE GENERAL ASSEMBLY

The General Assembly is the governing body of the Organization. In particular the following powers are reserved for the General Assembly:

- to determine the general policy of the Organization;
- to set up administrative and operational offices, branches, subsidiaries and affiliates;
- to admit, suspend or exclude members;
- to appoint and revoke Board members;
- to appoint and revoke an auditor or auditors, to determine his/their remuneration and to grant discharge from liability;
- to approve the Board's decision on the nomination and the dismissal of the members of the Executive Committee including the Secretary General;
- to approve the annual accounts and the budget;
- to approve the method of calculation and amount of the annual membership fee;
- to modify the articles of association of the Organization;
- to take any decision exceeding the powers legally or statutorily granted to the Board;
- to wind up the Organization and appoint the liquidators.

13. COMPOSITION OF THE GENERAL ASSEMBLY

13.1 The General Assembly consists of all members who have paid the annual membership fee, duly represented by Rectors and Deans or other duly appointed

representatives. It is presided over by the President or in his/her absence, by the Vice-President or in both their absences by any other member appointed by the President.

13.2 Staff members of the members, other than the Rectors and Deans, are encouraged to attend the meetings of the General Assembly, in order to disseminate the Organization's information as broadly as possible.

14. MEETINGS OF THE GENERAL ASSEMBLY

14.1 At least once a year, in the first half of the year, a General Assembly meeting shall be convened by the Secretary General by letter, fax, email or any other means of communication specified in article 2281 of the Civil Code, at least 45 days before the meeting. The notice of the convocation shall indicate date, time and an agenda decided by the Board. Items which do not appear on the agenda accompanying the invitation may be discussed but not decided upon at the General Assembly.

14.2 At this annual meeting, the General Assembly shall at least resolve upon the appointment of a Board member, the budget, the annual accounts of the previous financial year, and the release of liability to be granted to the Board members, and, if applicable, to the auditor(s).

14.3 The Secretary General or the Board may convene an extraordinary meeting of the General Assembly if at least one third of the members request it in writing to the Secretary General. The meeting shall be held no later than 45 days after such a request has been received.

14.4 Meetings of the General Assembly can take place under the form of conference calls or video conferences.

14.5 Only members who have paid their membership fee in the previous year have an equal right to cast one vote.

14.6 Members who are unable to attend are entitled to be represented at the General Assembly by another member of their choice, by sending a proxy form to Secretariat.

Each member attending the General Assembly may carry up to three (3) proxies maximum.

15. MAJORITY REQUIREMENTS

Except if otherwise provided in these articles of association, the decisions of the General Assembly are adopted by simple majority of the votes cast by the members with voting rights present and represented. Only Full members have the right to vote. Each Full member has one vote.

16. MEETING MINUTES OF THE GENERAL ASSEMBLY

16.1 The deliberations and decisions of the General Assembly shall be recorded in minutes. These minutes shall be approved at the next General Assembly and signed by the President of the meeting and countersigned by the Secretary General or, failing that, by one of the members of the Executive Committee. Proxies given for a particular meeting are annexed to the minutes of such meeting.

16.2 All members or third parties able to prove their legitimate interest may ask for a signed copy of the minutes.

SECTION V – THE BOARD

17. COMPOSITION OF THE BOARD

17.1 Except for the first Board, the Organization shall be managed by a Board consisting of at least five (5) members. The General Assembly will elect the members of the Board. All Board members must hold the position of Rector / Vice-Rector or Dean at the moment of their election. The General Assembly will aim for a balanced representation of the members over the different regions of Central and South Eastern Europe.

17.2 The President, Vice-President and Treasurer are appointed by the Board members. ~~The President and the Vice-President should hold the position of Rector.~~ In case the President or the Vice-President ceases to be Rector, Vice-Rector or Dean, he/she can complete his/her term of office, provided that his/her university still supports him/her in doing so.

17.3 The President of the Organization shall President the meetings of the Board and the General Assembly and shall represent the Organization.

17.4 The President coordinates the activities of the Board and the Secretariat and oversees the implementation of the policy decisions taken by the General Assembly and the Board.

17.5 The Vice-President shall act for the President in absence or disability of the President or in both absences by any other member appointed by the President.

17.6 The Treasurer will supervise the financial situation of the Organization. The Treasurer will coordinate the preparation of the annual accounts and will be in charge of the financial management of the Organization. The Treasurer will be helped by the Secretariat in his task.

18. POWERS OF THE BOARD

18.1 The Board is vested with the power to perform any act of administration which concerns the Organization. The Board shall administer the Organization 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 Organization. The Board shall also decide about publications and has the right to draw up the internal rules of the Organization.

18.2 The Board shall operate as a collegiate body.

19. APPOINTMENT – TERM OF OFFICE – END OF OFFICE

19.1 The term of office of the Board Members shall be three (3) years, renewable once for three (3) more years. Exceptionally, the mandate of the President can be extended when it is necessary so that the same President personally achieves a specific task of substantial importance that was initiated during his/her mandate, but the extension can only be granted for twelve (12) months.

19.2. The mandate as Board member is personal. In case of a vacancy, the Board may appoint a temporary replacement from members not yet represented in the Board until the next meeting of the General Assembly which shall resolve upon the approval or rejection of the interim Board member by majority vote. The interim Board member's powers cease when the replaced Board member's term should have normally expired.

As long as the Board has not filled a vacancy, the Board member whose term of office has come to an end shall remain in office if this is necessary to prevent the number of Board members falling below five (5).

19.3 The mandate as Board member can be dismissed by the General Assembly at any time. The decision of the General Assembly shall be taken in accordance with the majority requirements as set out in article 15. The dismissal shall be notified by registered letter to the member concerned.

19.4 A Board member can resign at any time. Any Board member wishing to resign must give notice of the resignation by registered letter to the Organization's Secretariat.

20. MEETINGS OF THE BOARD

20.1 Meetings

20.1.1 The Board shall meet at least once a year and whenever the interests of the Organization so require. Meetings of the Board can also take place under the form of conference calls or video conferences.

20.1.2 Meetings of the Board are convened at the request of the President or two or more Board members. Notice must be given at least fifteen (15) days prior to the meeting, except in case of emergency. In case of emergency, the nature of and reasons for the emergency should be specified in the convening notice.

20.1.3 Convening notices are valid if 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.

20.1.4 Meetings of the Board are presided by the President or in his absence by the Vice-President or in both absences by any other member appointed by the President.

20.1.5 The President may invite third parties in a consultative capacity.

20.1.6 Items that are not on the agenda may only be discussed at the request of at least half of the Board members present at the meeting. A Board member is deemed to have been properly notified of a meeting if he attends the meeting or is represented at such meeting. A Board member may also waive his right to complain about lack or irregularity of notice before or after a meeting which he does not attend. In the event that all members of the Board are present or represented at a meeting there is no need to provide evidence of a prior convening notice.

20.1.7 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 (2) proxies.

20.2 Deliberation and Decisions

20.2.1 A meeting of the Board shall be able to validly deliberate and resolve when at least half of its members is present or represented at the meeting. Unless determined otherwise in these articles of association, every decision of the Board shall be adopted by a simple majority of the votes cast by the members present or represented at the meeting of the Board. Each Board member is entitled to one vote. The President of the Board shall have a casting vote in case of a tie.

20.2.2 In exceptional circumstances, where the urgency of the matter and the interests of the Organization so require, resolutions of the Board may be approved by unanimous written consent of all Board members.

20.2.3 The resolutions of the Board are recorded in minutes, which are drawn up by the Secretariat, and signed by the President. Proxies given for a particular meeting are annexed to the minutes of such meeting. These minutes are kept at the registered office of the Organization in a special minute book, in electronic form.

20.2.4 Decisions of the Board are communicated towards the members by the Secretariat, via the Organization's newsletter and website.

21. LIABILITY OF THE BOARD MEMBERS

Except in case of tort or error, Board members do not assume any personal liability relating to the engagements of the Organization by their mandate. Their responsibilities are limited to their terms of mandate.

22. CONFLICTS OF INTEREST

In the event that a member of the Board has an 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 conflict of interests. The minutes of the Board shall reflect such Board member's declaration as well as the justifications relating to the conflict of interests. A Board member faced with a conflict of interests shall be entitled to take part in the deliberation of the Board but shall not be entitled to vote on the decision giving rise to the conflict of interests.

23. REMUNERATION – COSTS AND EXPENSES

The members of the Board shall not be remunerated for the performance of their duties. Exceptional representation costs can be covered by the Organization if and as far as funds are available and the costs have been approved by the Board.

SECTION VI – THE EXECUTIVE COMMITTEE

24. COMPOSITION OF THE EXECUTIVE COMMITTEE

The Executive Committee shall be consisted of the Secretary General and at least four ordinary members.

The candidate for the position of Secretary General is proposed by the President and appointed by the Board. Afterwards the General Assembly is informed of this decision by the Board.

25. POWERS OF THE EXECUTIVE COMMITTEE

The Board shall delegate daily management to the Executive Committee. The specific duties and tasks of the Executive Committee and the Secretary General shall be defined by the Board.

26. TERM OF OFFICE – END OF OFFICE

26.1 The term of office of the members of the Executive Committee shall be three (3) years and is renewable once for three (3) years.

26.2 The mandate as an Executive Committee member can be dismissed on the proposal of the Board by the General Assembly at any time. The decision of the General Assembly shall be taken in accordance with the majority requirements as set out in article 15. The dismissal shall be notified by registered letter to the member concerned.

26.3 An Executive Committee member can resign at any time. Any Board member wishing to resign must give notice of the resignation by registered letter to the Organization's Secretariat.

27. TASK FORCES

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

28. REPRESENTATION OF THE ORGANIZATION

28.1 Actions exceeding daily management and committing the Organization shall be signed by the President or Vice-President and countersigned by the Secretary General.

28.2 Matters of daily management and invoices below 10.000 EUR shall be signed by the President or Secretary General.

28.3 Legal proceedings as plaintiff or defendant shall be decided by the Board represented by the President.

28.4 Financial accounts exceeding 10.000 EUR shall be signed by the President and the Treasurer.

29. LIABILITY OF THE EXECUTIVE COMMITTEE MEMBERS

Except in case of tort or error, Executive Committee members do not assume any personal liability relating to the engagements of the Organization by their mandate. Their responsibilities are limited to their terms of office.

30. CONFLICTS OF INTEREST

In the event that a member of the Executive Committee has an interest of a financial nature contrary to a decision to be taken by the Executive Committee or to a transaction to be decided upon by the Executive Committee, such Executive Committee member shall immediately notify the other Executive Committee members of his conflict of interests. The minutes of the Executive Committee shall reflect such Executive Committee member's declaration as well as the justifications relating to the conflict of interests. An Executive Committee member faced with a conflict of interests shall be entitled to take part in the deliberation of the Executive Committee but shall not be entitled to vote on the decision giving rise to the conflict of interests.

31. REMUNERATION – COSTS AND EXPENSES

Except for the Secretary General and the Executive Secretary, the Executive Committee members shall not be remunerated for the performance of their duties. Exceptional representation costs can be covered by the Organization if and as far as funds are available and the costs have been approved by the Board.

SECTION VII: THE PERMANENT COMMITTEE

32. COMPOSITION OF THE PERMANENT COMMITTEE

The Permanent Committee (PC) is composed of the Rector or Dean of each member institution, according to the period of their function at their member institution.

33. POWERS OF THE PERMANENT COMMITTEE

33.1 The PC has the following competences:

- supervise the implementation of the decisions taken by the General Assembly;
- supervise the financial management of the organisation;
- submit recommendations and proposals to the Board.

33.2 The PC may assume the following responsibilities regarding general policy or which relate to particular projects:

- upon request by the Board consider any action that may contribute to the achievement of the objectives of CASEE;
- develop recommendations on university policy.

34. LIABILITY

Except in case of tort or error, members of the PC do not assume any personal liability relating to the engagements of the Organization by their mandate. Their responsibilities are limited to their terms of office.

35. REMUNERATION – COSTS AND EXPENSES

Members of the Permanent Committee shall not be remunerated for the performance of their duties.

36. MEETINGS

The President or, in his absence, the Vice-President shall preside at the meetings of the PC.

The PC shall meet in ordinary session at least once a year. The PC shall be called by the CASEE secretariat, together with a draft agenda, at latest 45 days before the meeting. Additional meetings may be held at the request of the President or two thirds of the members of the PC.

Decisions shall be taken by a simple majority of votes of the members of the PC present. The President shall have a casting vote. The majority of the members of the PC has to be present for valid deliberation.

SECTION VIII – FISCAL YEAR - ANNUAL ACCOUNTS – BUDGET – AUDITOR(S)

37. FINANCIAL YEAR

The financial year of the Organization shall coincide with the calendar year and shall commence on 1 January of each year and shall end on 31 December of the same calendar year.

38. BUDGET

With the exception of the first financial year, the Executive Committee shall prepare the budget for a financial year no later than three months before the beginning of such financial year. The budget shall be approved by the Board and submitted for approval by the next General Assembly.

39. ACCOUNTING DOCUMENTS – ANNUAL ACCOUNTS

The accounting documents and the annual accounts of the Organization shall be prepared by the Treasurer in accordance with applicable legislation and by 30th April of each financial year at latest. The annual accounts shall be approved by the Board and submitted for approval by the next General Assembly within six months of the closing of the financial year and shall be filed, as the case may be, with the clerk's office of the competent Commercial Court or with the National Bank of Belgium.

40. AUDITOR

In the event that the Organization meets the thresholds set out in article 53, § 5 of the NPO-Law, the General Assembly shall appoint one or more 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 Organization in light of the law and these articles of association.

SECTION X – AMENDMENT OF THE ARTICLES OF ASSOCIATION

41. AMENDMENT OF THE ARTICLES OF ASSOCIATION

41.1 Without prejudice to the relevant legal provisions, all members can submit proposals to modify the articles of association of the Organization. The proposals shall be approved by the Board and submitted for approval by next General Assembly.

41.2 A General Assembly meeting which shall decide upon the proposal as well as on the proposed modifications shall be convened by the Secretary General by letter, fax, email or any other means of communication specified in article 2281 of the Civil Code, at least 45 days before this meeting of the General Assembly. Proposed modifications which are not expressly stated in the notice of the convocation may be discussed but not decided upon at the General Assembly.

41.3 No decision shall be adopted unless it is approved by a majority of at least two thirds of the members of the Organization with voting rights present or represented.

41.4 According to Article 50, §3 of Title III of the NPO-Law:

- Modifications to the articles of association relating to the statutory purpose or the activities by which such purpose is pursued must be approved by Royal Decree;
- Modifications to the articles of association relating to the powers and functioning of the General Assembly must be recorded in a notarial deed; and
- Modifications to the articles of association relating to the conditions for modifications of the articles of association or dissolution or allocation of the assets must be recorded in a notarial deed.

SECTION XI – DISSOLUTION – LIQUIDATION

42. DISSOLUTION

42.1 The General Assembly may decide upon the dissolution of the Organization under the same conditions as mentioned in article 41 at any time.

42.2 In case of voluntary dissolution of the Organization, the General Assembly will appoint one or two liquidators and specify their powers.

43. LIQUIDATION

Upon the liquidation of the Organization, whether voluntary or judicial, the net assets of the Organization shall be allocated, by a decision of the General Assembly according to article

15, to a non-profit organization pursuing an altruistic purpose that is the same as or that is similar to the altruistic purpose pursued by the Organization.

SECTION XII – OTHER MATTERS

44. WORKING LANGUAGE

The official language of the Organization shall be Dutch. The working language of the Organization shall be English. Other languages may be used as a working language if permitted by the internal rules.

45. INTERNAL RULES

The General Assembly can approve and modify by a simple majority internal rules on the organisation and functioning of the Organization.

46. NPO-LAW

All matters that are not covered by these articles of association shall be governed by the provisions of Title III of the NPO-Law.