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CETAF REFERENCE DOCUMENT

Consortium of European Taxonomic Facilities (CETAF AISBL)

Bylaws

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SECTION I – Definitions and Understandings

1. Definitions
2. Understandings

SECTION II – The Consortium

3. Location

SECTION III – The Members

4. Membership
5. Membership Application procedures
6. Membership Contributions

SECTION IV – The Governing Body

7. The General Meeting
8. Attendance
9. Elections
10. Actions

SECTION V – Executive Committee

11. The Executive Committee
12. Executive Committee Meetings

SECTION VI – General Secretariat

13. The General Secretariat

SECTION VII – The Budget

14. The Annual Budget
15. Financial Management

SECTION VIII – Other items

16. Validity
17. Languages

SECTION I – Definitions and Understandings

1. DEFINITIONS

The Consortium of European Taxonomic Facilities (CETAF) AISBL (in French, *Association Internationale Sans But Lucratif*), is an international non-profit-making association and a legal entity constituted under Belgian law on 13th March 2009.

CETAF comprises, and will be open to, members (as defined in Section III below) from all European countries.

CETAF, as an entity, may operate at a worldwide level and may develop its activities with an international scope.

These Bylaws (hereinafter, the Bylaws) constitute the "Association's Standing Orders" [*"Règlement d'Ordre Intérieur"*] as stipulated in the CETAF AISBL statutes (hereinafter, the Statutes), and are meant to provide further guidelines and rules for the operation and management of CETAF AISBL in the application of the Statutes.

For the Bylaws, any mention of "CETAF" or the "Consortium" always refer to the CETAF AISBL.

For the Bylaws, any mention of "General Meeting", "Chair", "Executive Committee", "General Secretariat", "Working Group" or other representative, governing, administrative or functioning bodies, always refer to those of CETAF AISBL, as described in the Statutes.

For the purpose of the Bylaws, the period of month(s) and/or week(s) specified in any clause or provision always refers to the total number of calendar days, not working days, for the respective time period.

For the purpose of the Bylaws, unless otherwise specified, notifications among the members will be done electronically, by email.

2. UNDERSTANDINGS

The Bylaws arise and are intended to explain, develop, define and, if necessary, refine the content of the Statutes, the latter being considered as the general and legal framework of the CETAF AISBL.

In case of controversy in the interpretation of the contents between the Statutes and the Bylaws, the Statutes will prevail.

SECTION II – The Consortium

3. LOCATION

The CETAF has its registered office and legal seat at the Royal Belgian Institute of Natural Sciences, Rue Vautier 29, 1000 Brussels, Belgium.

Irrespective of the above, and until otherwise agreed by the General Meeting, the Secretariat office of CETAF is located at the Royal Belgian Institute of Natural Sciences - RBINS (hereinafter, the Host institution), rue Vautier, 29, 1000 Brussels, Belgium, according to the agreement signed by the parties for hosting the General Secretariat, in Madrid, Spain on the 14th September 2011. This agreement (hereinafter, the Agreement) forms an integral part of the Bylaws.

If the current Host institution requests a rescission of the Agreement or this comes to an end without renewal, the Executive Committee will be committed to finding a new host for the CETAF secretariat office.

Changes to CETAF's registered address shall, upon proposal of the Executive Committee, be adopted by a simple majority vote of the General Meeting. The General Secretariat will then be in charge of all the legal and administrative process to make effective (accepted by the Belgium Court) such change.

SECTION III – The Members

4. MEMBERSHIP

Membership includes two categories: full and associate members.

Full Members refer to those members who fulfil each and all of the conditions required to become a member, as outlined in the statutes, and whose application has been approved by the General Meeting.

Full members have the rights listed below:

- To be informed about all CETAF activities,
- To have access to all documents and information produced and compiled by CETAF,
- To use the logo and the image of CETAF in their own brochures and all other materials, means and supports used for publicity,
- To participate in all meetings and events organized, promoted and/or to which CETAF is invited to or participates in, using their own resources,
- To vote in the General Meeting*.

* Voting is explained in parts 7 (quorum), 8 (voting decisions in general meetings, voting on budgetary issues) and 9 (elections).

Full members have the obligations listed below:

- To pay their membership contribution – the amount and category definition of which is found in document *New CETAF AISBL organizational model* voted upon by the General Meeting in Geneva, Switzerland on the 6th of April 2011,
- To adhere to the objectives of CETAF,
- To protect and defend CETAF interests,
- To have a transparent, honest and competitively fair attitude to the Consortium and its members.

Associate members refer to those institutions who are either: a) potential members that do not fulfil all the conditions required for full membership and who are encouraged to form or join a consortium; and/or b) potential members who want to have an inside awareness of the functioning of CETAF before joining it as a full member; and/or c) members suffering short-term financial difficulties.

Associate membership is for a limited duration. After a maximum of two (2) years, the associate member shall decide whether to join CETAF as a Full member. For Associate members their membership may be renewed for one more period of two years by the General Meeting.

Associate members in CETAF share the same rights and obligations as Full members, but cannot vote in the General Meeting (have no voting rights within the Consortium).

5. MEMBERSHIP APPLICATION

Membership of the CETAF, Full or Associate, shall be open to any institution, entity or consortium of institutions or entities, which in addition to meeting the general requirements stated in the Statutes, also holds, hosts and/or manages important scientific collections and has a significant taxonomic research capacity that enables them to contribute to the activities of CETAF. These criteria will be assessed by the Executive Committee based on the details supplied in the CETAF membership application form.

Individual institutions or entities which do not meet the requirements for CETAF membership by themselves, in particular regarding the international significance of their scientific collections and research capacities, are encouraged to join CETAF by forming or joining a consortium with other entities which together will meet the Conditions.

A consortium member may comprise independent entities or institutions, that all comply with the membership requirements given in the statutes, which will jointly will be considered as a single CETAF member for all relevant provisions of the Statutes and the Bylaws, including the voting rights and membership contributions.

Unless otherwise specified by the General Meeting and until they are able to form or join a consortium, the individual institutions above may apply to join CETAF as an associate member.

Application for membership in CETAF must be submitted in writing, addressed to the Chair and sent to the General Secretariat. An application must include, 1) a letter signed by the Director or official representative of the institution or entity (with evidence provided of the official representatives of all partner institutions or entities, in the case of consortia) stating the intent to join and the compliance with each and all of the conditions, and 2) a completed CETAF membership application form (hereinafter, the Application form). In the case of application by a consortium, one Application Form is required per institution and these forms should be submitted together, with the accompanying cover letter from the institution's Directors, to the Chair and General Secretary.

Interested parties who have contacted the Chair or the General Secretary about membership will be provided with the CETAF membership package (consisting of the Application form itself, the CETAF Statutes and Bylaws, records of the previous CETAF meeting and the CETAF New Business Model). The General Secretariat is responsible for processing requests for information on membership and any new applications as well as for completing any applications that, if necessary, by requesting the applicants for additional information or documents. Once completed, the Application file will be transferred to the Executive Committee for assessment.

All applications for membership will first be reviewed by the Executive Committee. In case of applications not fulfilling the Conditions, the Executive Committee can reject applications. Acceptable applications will be submitted to the subsequent General Meeting for voting.

All applications for membership will be approved, through voting, by the General Meeting. For the admission of new members, a two-thirds (2/3) majority vote by the General Meeting is required.

In order to be voted on at a particular General Meeting, applications must be received at least six (6) weeks before the scheduled date of that meeting. Following a positive decision by the General Meeting, membership of CETAF is effective immediately and this will be formally and duly communicated to the Director, or the official representative(s), or whoever was the signatory of the application. The new member will be added to the List of Members managed by the General Secretariat.

In order to obtain the information that is necessary for the CETAF website successful applicants will be asked to complete the CETAF passport (one per institution).

6. MEMBERSHIP CONTRIBUTIONS

Each CETAF full member will pay an annual membership fee based on the three category system outlined in the *New CETAF AISBL organizational model* voted upon by the General Meeting in Geneva, Switzerland on 6th of April 2011 and given below. Associate members will pay an annual fee of 500 Euros, as outlined in the same document, for a set period. New members will be classified according the three category system, in agreement with the EC.

Category (Institutional size)	Collections size (mio. objects)	Operational budget² (mio. Euro)	Research & collection staff³ (FTE)
I – Very large	> 30	> 5	> 100
II – Large	> 10 [& <30]	> 2 [& <5]	> 50 [& <100]
III - Medium-sized	< 10	< 2	< 50

Category I (very large institutions): 10,000 Euro

Category II (large institutions): 6,000 Euro

Category III (medium-sized institutions): 2,000 Euro

A change in the composition or status of a member or any consequential changes in category will be decided by the Executive Committee based on a formal request made by the effected member(s) and the re-evaluation of the relevant figures of collection size, staff number and budget.

Decisions regarding the contribution of members shall be adopted by the General Meeting through a qualified majority, with a minimum quorum floor of two-thirds (2/3) of members, present or represented.

The General Secretariat will be responsible for issuing the invoices for Membership fees within the first three (3) months of each calendar year.

Members are obliged to pay their fees within the six (6) months following the issue of the invoice.

SECTION IV – The Governing Body

7. GENERAL MEETING

As mandated by the Statutes the General Meeting is the governing body of CETAF, and operates according to the provisions provided therein.

The General Meeting is composed of members, full and associate, each represented by an individual (hereinafter, the Delegate), although only full members hold voting rights.

The Delegate to the General Meeting shall be the Director or official representative of the member, or an individual with formal authorisation to act on her/his behalf. Likewise, a consortium member is represented by a Director or official representative or an individual formally authorised by the institutions and/or entities forming the consortium and who acts in the name of and on behalf of the consortium as a whole.

The identity of the Delegate should be communicated to the General Secretariat by the Director of each Institution. Any change of Delegate or official representative shall be immediately communicated to the General Secretariat, and will have immediate effect upon its receipt.

A Delegate may bear the representation, at the General Meeting, of another member by means of an official and evidence-supported Letter of Representation, which shall be sent to the Chair prior to the General Meeting. A Delegate can only have one proxy vote. The Chair will be entitled to verify the proven evidence of said representation and, if it is not adequate, to refuse it.

The quorum for the General Meeting will be a simple majority of voting members present or represented, except in specific cases which are explicitly mentioned in the Bylaws or Statutes.

The ordinary General Meeting shall meet, preferably, within the first six (6) months of a calendar year.

A second ordinary meeting focusing on CETAF activities and the budget will take place in the second half of the calendar year.

Upon written request of at least one-third (1/3) of members, with subsequent approval of the Chair, or whenever the interests of the Consortium so demand, the Executive Committee may convene an Extraordinary General Meeting, at any time during a calendar year, in case of urgent decisions should be taken on specific questions (to be clearly identified in the corresponding agenda) that could not wait for the next scheduled ordinary meeting. Due to the extraordinary character of such meetings, written notification must be given at least four (4) weeks in advance.

Proposals for items for the agenda of a General Meetings are to be submitted to the Chair no later than seventy-five (75) days before the scheduled Meeting. The agenda for the General Meeting (hereinafter, the Agenda) will be discussed and agreed by the Executive Committee.

The proposed Agenda, together with all supporting documents, must be sent out to the members no later than two (2) months before the scheduled Meeting date. The Chair and Executive Committee will establish the agenda and the General Secretariat will be responsible for the preparation of the necessary documentation in advance of each Meeting and for making it available to all members.

Additional issues, supported by at least one-fifth (1/5) of the members and communicated to the EC at least four (4) weeks before the Meeting, must be included in the final Agenda. In this case an amended Agenda will be sent out two weeks before the Meeting.

The General Meeting may adopt a revised Agenda during the Meeting, as decided by a simple majority. Changes to the Agenda are not possible for issues concerning Membership, Elections, and the Statutes.

8. ATTENDANCE AND DECISIONS

Each member may participate in the General Meeting with its Delegate, present or represented.

Each member may have, other than the Delegate, additional individuals attending a General Meeting, but such an additional attendance does not imply the acquisition of additional voting rights. Attendance at the CETAF general meetings by delegates is under the financial responsibility of the member institutions.

Additional individuals may be invited to a General Meeting by the Executive Committee, on an *ad hoc* basis, to provide specialist input. The minimal necessary expenses for invited individuals will be covered by CETAF funds, if necessary.

Each full member, through its Delegate, has one vote, except in the case where the Delegate is officially representing one other member. Unless the Bylaws explicitly specify otherwise, decisions will be taken by a simple majority rule among the member institutions present or represented.

Members in good standing are defined as those members that are not in arrears by more than one (1) year of membership fees. Members who are not in good standing then these members are excluded from voting.

For budgetary issues, in order to achieve a balance between the different levels of financial contributions and the prevailing rule of simple majority for decision taking by the General Meeting (Statutes, Art. 9.3), a qualification for a simple majority vote would require that for any decision to be taken by a simple majority vote, the majority of votes in favour of any proposed decision would also need to represent more than 75% of the annual financial contributions to the budget for the respective year.

Voting decisions of the General Meeting will only be on items included in the Agenda.

The General Meeting shall meet, in ordinary session, within the first six (6) months of a calendar year, in order to, amongst others issues:

- approve the yearly accounts,
- examine the annual report presented by the Executive Committee,
- grant discharge to the members of the Executive Committee,
- ratify the admission or exclusion of members,
- elect and, if needs be, dismiss members of the Executive Committee,
- amend the Bylaws,
- dissolve the Consortium,
- pass any internal regulation which might be appropriate and/or necessary for the functioning of the Consortium,
- discuss and/or agree on other business that the Executive Committee considers relevant.

Each meeting of the General Meeting shall decide on the venue and the date of the following meeting. Both the date and the location might be modified if special circumstances occur to the planned host member, provided that such changes are duly communicated to the Chair and the General Secretariat, at least three (3) months before the scheduled meeting was to take place. In such an event, the meeting of the General Meeting will take place at the location of the General Secretariat on the date most convenient for the Host Institution but within the period of three (3) months from the change made.

The General Meeting may take inter-sessional decisions through vote by electronic or other appropriate means upon the proposal of the Chair or Executive Committee. All issues for inter-sessional voting must be announced to members with a period of at least four (4) weeks prior to the respective decision deadline.

9. ELECTIONS

The Chair of the Executive Committee is responsible for the complete Election Process leading to the establishment of the following Executive Committee. The process will start with the opening of a period for the nomination (Nomination

Period) of new members at least six (6) months prior to the termination of the current mandate and ending at a maximum of three (3) months before the meeting where the Elections will take place.

During the Nomination Period, Directors and official representatives of CETAF member institutions are invited to submit proposals and nominate one or more candidates for one or more positions of the Executive Committee. The nomination(s) shall be addressed to the General Secretary, identifying the name of the proposed person(s), the Institution/member(s) of CETAF that the candidate(s) work(s) for and for which position they are proposed. Prior consent of each candidate should be sought.

The Secretariat will compile a list of nominations and circulate this, at the end of the official nomination period (3 months before the Elections are to be held) to the CETAF membership.

If nominations for any of the four legal positions are lacking then the Chair shall, in agreement with the Executive Committee approach the members for further nominations. The final list of candidates will be elaborated by the General Secretariat and will be sent out, together with the Agenda, two months before the Meeting.

Each nominee will supply a letter from their institution confirming that they are available to serve on the Executive Committee for the position to which they have been nominated and a personal statement for circulation to the members. Nominees (as given in the distributed nomination list) may present themselves prior to the voting procedures.

The election process at the General Meeting will be based on the list of nominees. It will cover the election for the five (5) different positions separately and subsequently, as follows: Chair, Vice-Chair, Secretary, Treasurer and Ordinary Members. Nominees for any of the four legal positions are automatically included in the list of candidates for the ordinary members.

All votes are done by secret ballot.

In case of only one nomination for one of the legal positions the candidate has to be accepted by a simple majority.

In case of two candidates for one of the legal positions the decision is by simple majority. In case of equal votes the procedure has to be repeated. After second equal voting the (outgoing) Chair makes the decision (unless a conflict of interest is identified) upon which case the voting will pass into a third round.

In case of more than two candidates for one of the legal positions a candidate is elected if there is a simple majority in their favour. In case of no majority vote the two candidates with the highest votes proceed to a second and final voting round as described above. In case of equal votes for the second place an additional voting with the candidates will take place. Once the two final candidates have been selected a vote takes place and the candidate with the majority is elected. In case of repeated equal number of votes the (outgoing) Chair makes the decision.

After the election of the four legal positions the four ordinary members of the EC are elected. All candidates are voted upon together. Each member has a maximum of four votes (votes to be equal to the number of vacant positions) to assign to the list of candidates, without the possibility of accumulation to one candidate. The four candidates with the highest number of votes are elected. In case of equal votes the voting is repeated only for those candidates.

Two (2) persons attending the General Meeting will act as vote counters, provided that they have no conflict of interest with the candidates and/or the Institutions the candidates work for. They will be in charge of counting and checking the validity of all votes cast, and afterwards, of communicating the results to the Chair who will be the responsible of its final validation and of its announcement to the General Assembly.

The newly elected Executive Committee, including the Chair, has to be communicated to the Belgian Court to become legally effective. The outgoing Executive Committee will continue in its duty until this has occurred, including the running of the meeting in which the elections occurred.

10. ACTIONS

To achieve its aims, specific activities and/or projects, an Action can be established within CETAF, via collaboration between members, the activities of the CETAF bodies (working commissions, special interest groups and sub-committees, as mentioned in the CETAF Statutes), or by the formation of specific CETAF bodies for that purpose. Such Actions may be established, implemented and supported by a limited number of members (more than three), but remain open to any member interested in joining.

For the establishment of a CETAF Action (via a CETAF body), a proposal from any member, subject to its support committed by at least three (3) members, needs to be submitted to the Executive Committee and/or General Meeting for approval. A proposal should specify the overall aims, products, term and timeline (if the Action was to be effective for a limited period of time), resources ascribed for its functioning and development and the coordinator of the group

For the implementation and operation of a specific Action, the participating members should develop criteria, guidelines and operational rules, according to

CETAF guidelines and Statutes and as long as those are not in contradiction to CETAF's overall objectives, Statutes or Bylaws.

If resources are committed by participating members to an Action, these resources remain under the authority of these members, or the Action if so agreed by the participating members, thus avoiding of the situation where CETAF must act as contractor.

If additional economic support for the organization, dissemination and development of the Action is required from CETAF, the application for Action support should include a budget, a detail cost table, and the scheduled plan of the Action. Such applications will be addressed to the CETAF Executive Committee who will evaluate it and, subject to the availability of remaining funds in the expected period of time of occurrence, will assess and assessment and approve / reject the application. Applications will be dealt with in the order in which they are received, a register of which will be maintained by the General Secretary.

Upon establishment by approval from the Executive Committee or General Meeting, any Action is required to report regularly to the General Meeting about its development and progress in the form of a brief written report to be circulated prior to the General Meeting and/or a brief presentation of progress during a General Meeting. Upon termination of an Action, a final report is to be presented to the General Meeting, including any documents, developments or products that will become part of the records and resources of CETAF.

Any outputs and products produced through the work of an approved Action are to be shared with all members of CETAF, unless explicitly specified otherwise. If members participating in an Action need to restrict dissemination or use for protecting specific rights, obligations or investments within the Action, this needs to be clearly stated in the respective proposal or report.

The approved CETAF Action will have their specific open space in the website and will form part of the advertising and publicity activity of CETAF.

SECTION V – Executive Committee

11. THE EXECUTIVE COMMITTEE

The maximum number of members of the Executive Committee is eight, distributed among five different positions: Chair, Vice-Chair, Treasurer, Secretary and Ordinary members. The Chair will chair the Executive Committee and General Meetings.

The members of the Executive Committee are elected at the General Assembly for a period of three (3) years, according to the Election Process. Their mandates may be renewed for another consecutive period of three (3) years in the same position.

In the event of a vacancy during a mandate, for whatever reason, the Executive Committee may appoint a provisional member to complete the mandate of the missing member, except if the vacancy corresponds to the Chair, in which case his/her function will be borne by the Vice-Chair, or failing that, by the Secretary. Whatever is the case, legal requirements concerning this new appointment shall be complied.

12. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee is the body engaged for the functioning and administration of CETAF as outlined in the Statutes. Hence, all powers of management and administration are vested on the Executive Committee, as a collegiate body towards third parties, without prejudice of those reserved to the General Meeting.

The Executive Committee may delegate the daily running of CETAF, with the use of the signature pertaining to that management, to the General Secretary.

Meetings of the Executive Committee may be in person or by telephone conference call or by a comparable communication means.

Additional individuals can be invited to the meetings of the Executive Committee, on an *ad hoc* basis to provide specialist input, after proposal by any of the members of the Executive Committee and agreement amongst the Executive Committee.

The Chair is responsible for convening the meetings of the Executive Committee and for elaborating the corresponding agenda. With a minimum notice of three (3) weeks the Secretary General, in consultation with the Chair, will distribute the notification for a meeting, including place, date and time, means selected (in person or virtually), the agenda and as many documents and information as required for the issues to consider.

Agreements on issues contained on the agenda will be reached by simple majority vote of the members present. In the case of a tie vote, the Chair holds a casting vote. No representation is allowed for the exercise of any right or obligation within the scope of the functions of the Executive Committee.

Minutes of the meetings shall be distributed to all members of the Executive Committee within fifteen (15) days after each Executive Committee meeting, unless otherwise specified. Said distribution will be under the responsibility of the General Secretariat, subject to the Chair's approval.

SECTION VI – General Secretariat

13. THE GENERAL SECRETARIAT

The General Secretariat will be based in a Host Institution.

The General Secretariat will consist of a General Secretary and additional staff hired if/when it is deemed appropriate and if/when funds are available. Despite the number of people ascribed to the General Secretariat, for the purpose of the Bylaws, the Secretariat will be considered as a single unit, and unless otherwise specified, the General Secretary will be responsible for the tasks and activities developed by the unit.

The General Secretariat will act in close cooperation and under the direction and guidance of the Chair and the Executive Committee. The General Secretariat will assist the Chair with the day-to-day business as outlined in the CETAF Statutes and General Secretariat work plan.

Amongst the General Secretariat responsibilities towards the Governing and Executive bodies of CETAF, will be the timely circulation of the final Agenda for the meetings of both the General Meeting and the Executive Committee, upon request of the Chair. The same applies for the minutes of all General meetings. Once circulated amongst the members of the Executive Committee for review, they will be distributed to all members of CETAF.

The General Secretariat work plan will be developed by the CETAF Executive Committee and General Meeting, before first review period of the General Secretariat after three (3) years, the General Secretariat work plan will be elaborated every subsequent three years. A CETAF review panel maybe established to undertake the review of the General Secretariat, if and when necessary.

SECTION VII – The Budget

14. THE ANNUAL BUDGET

The funds belonging to CETAF shall be used solely in the service of its objectives.

Financial year is a calendar year, according to the Statutes.

Annual economic resources of CETAF may come from different sources apart from the Membership Contribution fee, including, but not limited to, that from both, legal entities and/or individuals, of a public or private nature.

Whatever the origin was, each and all sources of funding will be duly recognized and formally considered in the CETAF accounting system, always subject to strict legal compliance.

The annual budget shall be approved by the General Meeting.

15. FINANCIAL MANAGEMENT

For handling financial resources on behalf of CETAF, the Executive Committee can open bank accounts and engage in necessary contracts with financial institutions.

The annual statements of CETAF will comprise a Balance Sheet and an Income Statement that will be submitted to the General Meeting for approval within the six (6) months following the end of the financial year.

The CETAF annual accounts will not be externally audited, unless otherwise decided by the General Meeting with majority vote. However, an internal assessment and validation will be requested for the annual reports,

The balance for the previous calendar year will be presented, together with the auditing report, in the spring meeting, the budget for the following year will be presented and voted upon in the autumn meeting.

SECTION VII – Other items

16. VALIDITY

These Bylaws shall be considered valid from the date of their approval by the General Meeting and will remain so until further amended by the CETAF General Meeting or until CETAF is legally dissolved (i.e. the dissolution process legally ends).

17. LANGUAGES

For the purpose of functioning and governing, CETAF working language will be English, though others may be used but only for personal communication.