

*Consortium of European Taxonomic Facilities*

# **STATUTES**

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*Exploring and documenting  
diversity in nature*



# CETAF **CETAF STATUTES**

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*Registered legal seat: at the Royal Belgian Institute of Natural Sciences (RBINS),  
Rue Vautier 29, 1000 Brussels (Belgium)*

## **A. AIM AND OBJECTS OF THE ASSOCIATION**

The international association shall have as its

### **a) Aim:**

**3.1.** The aim of the International Non-profit making association shall be:

- ▶ To promote scientific research in the field of biological systematics, palaeobiology and mineralogy,
- ▶ To promote access to collections of its members,
- ▶ To allow the formation of partnerships with a view to joint projects
- ▶ To be a European voice for taxonomy and systematics
- ▶ To the exclusion of all industrial or commercial operations.

**3.2.** In this context, the Association may use all appropriate resources and may act as a forum for the exchange of information, and for the launching and following-up of activities in support of its objectives when the latter require, or will benefit from, a coordinated approach.

**3.3.** In a general manner, and within the limits laid down by laws and regulations, the Association may also engage in the following activities:

- ▶ acquiring and holding, through purchase, leasing, exchange as a gift or by other means, rights or interests relating to properties, and maintaining them in use, and equipping them,
- ▶ selling, leasing out, mortgaging or transferring free of charge or subject to payment, in any other manner,
- ▶ being involved in trading for the purpose of achieving its objectives,
- ▶ hiring and paying employees, professional advisors or other persons,
- ▶ investing and managing any funds of the Association which are not necessary for its immediate objectives in investments, credits, guarantees or assets,
- ▶ opening and managing accounts and other banking services, drawing, accepting, endorsing, negotiating, settling, issuing, or signing promissory notes, bills of exchange and other negotiable instruments,
- ▶ and, more generally, taking all measures which allow the Association to attain its objectives.

**3.4.** The Association shall not attempt to procure any material gains for its members.

## **B. MEMBERS**

The Association shall be made up of full members and associate members.

## **C. DURATION**

The Association shall be formed for an unlimited duration.

## **D. SUBSCRIPTIONS**

The scale of subscriptions and the payment procedures shall be laid down every four (4) years by the Governing Board, further to a proposal from the Executive Committee.

## **E. ADMINISTRATION**

The international non-for profit making Association shall be administered by the Executive Committee under the leadership of the Chair of the Governing Board.

## **F. ACCOUNTING PERIOD AND ANNUAL GOVERNING BOARD MEETING**

The accounting period shall begin on the first of January and shall end on the thirty-first of December each year.

Consequently:

- ▶ To draw up the rules relating to the articles and conditions of admission and leaving of members, to the supervision of the Association, to the Governing Board meetings, to the allocation of its assets in the case of liquidation and, in general, to all other clauses of the articles,
- ▶ To attend any meeting which shall take place after the formation of the non-profit-making Association, to take part in any deliberations, and to take part in any vote on any proposals which the Governing Board meeting shall decide to place on the agenda,
- ▶ To take part in the appointment of directors, to determine their number, the length of their mandate and, should the case arise, the remuneration, and to accept, should the case arise this function on behalf of the principal; to take part in the appointment of any auditor and to determine his/her fees,
- ▶ For the above purposes, to draw up and sign all deeds and minutes, to elect domicile, to act as substitute, and, in general, to do all that is necessary or useful for the execution of the present mandate, provided it is ratified.



## SECTION 1 – NAME, DURATION, REGISTERED OFFICE, AIM AND ACTIVITIES

### Article 1 – Name and duration

1.1. An international non-profit-making association (association internationale sans but lucrative, AISBL) is hereby formed, to be known as the “CONSORTIUM OF EUROPEAN TAXONOMIC FACILITIES” (abbreviated form: “CETAF”), sometimes referred to hereinafter as “the Association”.

1.2. This Association shall be governed by the provisions of Section III of the law dated 27 June, 1921 relating to non-profit-making associations and international non-profit-making foundations and associations, and by the law dated 2 May, 2002.

1.3. All deeds and invoices, announcements, publications and other documents issued by the Association to which the status of a legal entity has been granted shall mention its name, immediately preceded or followed by the words “international non-profit-making association” or the logo “AISBL”, followed by, if appropriate, “in liquidation”, together with the address of its registered office and its number in the Register of Legal Entities (RPM).

1.4. The Association will be set up for an unlimited period of time.

### Article 2 – Registered Office

2.1. The registered office of the Association is currently at: Royal Belgian Institute of Natural Sciences (RBINS), Rue Vautier 29, 1000 Brussels (Belgium).

2.2. The registered office may only be transferred to another location in Belgium by a decision of the Governing Board, published during the month in which it takes place in the special appendix to the *Moniteur belge*.

### Article 3 – Aim and activities

3.1. The aim of the Association shall be:

- ▶ to promote scientific research in the field of biological systematics, palaeobiology and mineralogy,
- ▶ to promote access to collections of its members,
- ▶ to allow the formation of partnerships with a view to joint projects
- ▶ to be a European voice for taxonomy and systematics
- ▶ to the exclusion of all industrial or commercial operations.

3.2. In this context, the Association may use all appropriate resources and may act as a forum for the exchange of information, and for the launching and following-up of activities in support of its objectives when the latter require, or will benefit from, a coordinated approach.

3.3. In a general manner, and within the limits laid down by laws and regulations, the Association may also engage in the following activities:

- ▶ acquiring and holding, through purchase, leasing, exchange as a gift or by other means, rights or interests relating to properties, and maintaining them in use, and equipping them,
- ▶ selling, leasing out, mortgaging or transferring free of charge or subject to payment, in any other manner,
- ▶ being involved in trading for the purpose of achieving its objectives,
- ▶ hiring and paying employees, professional advisors or other persons,
- ▶ investing and managing any funds of the Association which are not necessary for its immediate objectives in investments, credits, guarantees or assets,





- opening and managing accounts and other banking services, drawing, accepting, endorsing, negotiating, settling, issuing, or signing promissory notes, bills of exchange and other negotiable instruments,
- and, more generally, taking all measures which allow the Association to attain its objectives.

**3.4.** The Association shall not attempt to procure any material gains for its members.

## Article 4 – Financial resources

**4.1.** The financial resources available to the Association shall be:

- a) members subscriptions
- b) subsidies from public or private institutions
- c) income from general services and sale of publications
- d) gifts and legacies
- e) income from activities carried out within legal limits
- f) members' contributions

**4.2.** The scale of subscriptions and payment procedures shall be laid down every four years by the Governing Board, further to a proposal from the Executive Committee.

## SECTION II - MEMBERS

### Article 5 – Admission criteria

**5.1.** Membership shall be open to any individual or consortia of taxonomic collection institution(s) from a European country which meets the following criteria:

- to be registered as a non-profit-making association and have the status of a legal entity in a European state, should the fundamental law (lex fori) allow it
- to adhere to the objectives of the Association, as formulated in Article 3
- to be provided with a clear and democratic structure of governance
- and to have transparent accounting procedures

**5.2.** The Association shall include full members and associate Members. Full members shall be individual institutions or entities or consortia of institutions or entities which may meet the criteria of admission. Consortia shall be represented by one of their members, unanimously appointed internally.

**5.3.** Should the case arise, the Association may include among its members several institutions from the same European country.

**5.4.** Any individual institution, entity or consortium which wishes to be admitted as a member of the Association shall submit its application in accordance with the procedure laid down by the Association's Bylaws.

**5.5.** Any individual institution or entity which is a member of the Association may submit its resignation at any time by recorded delivery letter, addressed to the Chair of the Governing Board. This resignation shall not become effective until three months after the date on which the recorded delivery letter is received. The resigning member shall pay any subscriptions due – including those for the current year – together with any financial contributions voted for that same year.

**5.6.** Any delay in paying the annual subscription of more than six months after the recorded receipt of the invoice shall mean, fully as of right, that the Member which is in default shall lose all its privileges and its voting rights, including the right to take part in Governing Board and/or working groups meetings, as laid down by these articles and by the Bylaws.

**5.7.** On a proposal from the Executive Committee, or from one-third of the Members, a Member may be excluded from the Governing Board meeting by a two-thirds majority of Members. Any Member threatened with exclusion shall have the right to a hearing. Any failure to fulfil any of the criteria for admission to the Association may constitute a legitimate reason for exclusion.

**5.8.** No Member may exercise any rights on the Association's assets at any time, even if the Association is dissolved.



## SECTION III – GOVERNING BODIES

### Article 6 – Governing Board

6.1 The Governing Board shall act as the Association's main governing body.

6.2 It shall be made up of Members and a Chair. Each of the members shall be represented at the meeting by a delegate.

6.3 The Chair shall be elected by the Governing Board. Candidates for the position of Chair shall be submitted by Members. To be eligible, any candidate for the Chair position shall submit a signed declaration to the Secretary of the Executive Committee confirming his/her availability to serve in the position.

### Article 7 – Duties

7.1 The Governing Board shall have the full power to attain the objective and carry out the activities of the Association.

7.2 In particular, it shall have the sole authority:

- ▶ to amend the articles
- ▶ to approve the budget and the annual accounts and to grant discharge to the members of the Executive Committee
- ▶ to admit and/or exclude any member
- ▶ to appoint and/or recall the Chair and the member of the Executive Committee
- ▶ and to dissolve or liquidate the Association

7.3 The Governing Board shall also have the power:

- ▶ to define the overall multi-year strategic framework for the activities of the Association, on the basis of which the Executive Committee shall draw up the annual budget and the work plan
- ▶ to approve the Association's annual report, together with the annual accounting report of the Association proposed by the Treasurer
- ▶ to verify that the budget and the annual work plan are in conformity and comply with the overall strategic framework
- ▶ to approve the budget for the upcoming year and the annual accounts for the previous year, prepared by the Executive Committee\*
- ▶ to establish a guiding principle for claiming expenses
- ▶ to give instructions for actions to be undertaken by the Executive Committee and the Members in the name of the Association
- ▶ and to determine the subscriptions of the Members and lay down the rules for reimbursing the expenses of the volunteers within the limits laid down by law.

\* In accordance with Article 53, § 1st of the Law, every year, the administrative body shall prepare the annual accounts for the previous accounting period in accordance with the present article, together with the budget for the coming period. The general governing body shall approve the annual accounts and the budget in its next meeting.

### Article 8 – Meetings

8.1 A Governing Board meeting shall be held every year before the thirty-first of December (the time, date and location to be laid down by the Executive Committee) in order to:

- a) approve the accounts for the accounting period since the preceding ordinary general meeting, and grant discharge to the Executive Committee
- b) draw up the budget for income and expenditure for the period up to the following ordinary Governing Board meeting, and lay down the amount of the annual members' subscriptions
- c) examine the Executive Committee's annual report
- d) should the case arise, to appoint or recall the Chair, and to ratify admissions or exclusions of Members

8.2 The ordinary Governing Board meeting shall meet, fully as of right, at the registered office or at the location indicated in the invitation, in a country which is a member of the Association, under the leadership of the Chair, or failing this, of any other person explicitly appointed by the said Chair. Should the Chair position be vacant, the most senior Director of a Member shall perform this function until a new Chair has been appointed. The date and location of the meeting shall be determined based on a call for candidatures addressed to the members by the Chair, either at a Governing Board meeting or by post or email.

8.3 The Executive Committee may convene extraordinary Governing Board meetings. It shall convene an extraordinary Governing Board meeting within a period of three months should a request be submitted by at least one-third of members in good standing. The request thus submitted shall indicate the specific questions to be included on the agenda.

8.4 Invitations to attend an ordinary or extraordinary Governing Board meeting, together with the agenda, shall be sent to Members at least two months in advance (by post or email) by the Chair or the Executive Committee. The Executive Committee shall draw up the agenda, taking into account questions to be submitted to the Governing Board. It shall include on the agenda any question raised by a Member in good standing, provided that this proposal reaches it no less than seventy-five days before the date of the ordinary or extraordinary Governing Board meeting.

### Article 9 – Decision-making procedures

9.1 Every member in good standing shall have single vote. Should there be a tie, the Chair shall have a casting vote. Should there be a tie in an election, a second vote shall take place. Should this not produce a clear decision the result shall be decided by drawing lots.

9.2 The Governing Board shall be considered quorate if the majority of Members in good standing are present in person or are represented.

Members may be represented by another Member possessing a written mandate. No member may serve as a proxy to more than one other Member.

**9.3.** Except where otherwise specified in the present articles, decisions shall be taken by a majority of those Members present or represented. Should there be a tie the Chair shall have the casting vote. Should the Governing Board be inquorate, the Chair shall organise a written consultation among members regarding the business on the agenda within thirty days following the meeting. Decisions shall be taken in a majority of Members submits their agreement within two months following the dispatch of these consultation documents by the Chair.

**9.4.** Members shall be informed of decisions taken by the Governing Board meeting at the end of the month following the meeting (by post or by email). These decisions shall be recorded in a register and signed by the Chair once the minutes have been approved at the following meeting. The register shall be kept by the Secretary and shall be available to the members.

**9.5.** Invited guests may attend Governing Board meetings at the Chair's discretion.

## SECTION IV – ADMINISTRATIVE BODY

### Article 10 – Executive Committee

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**10.1.** The Association shall be administered by the Executive Committee under the leadership of the Chair of the Governing Board.

**10.2.** It shall consist, as a minimum, of the Chair, a Treasurer, a Secretary, and a Deputy chair, elected by a secret ballot of the Governing Board, with a mandate lasting no more than four years, which can be renewed once.

### Article 11 – Duties

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**11.1.** The Executive Committee shall have all the powers of administration and management, apart from those attributed to the Governing Board.

**11.2.** In particular, the Executive Committee shall have the responsibility for:

- a) the financial management of the Association, which shall include the preparation of the budget and the laying down of the annual scale of subscriptions and the drawing up of the annual accounts for adoption by the Governing Board
- b) the submission of the report on the activities of the Association to the Governing Board
- c) the adoption of resolutions and taking of positions by the Association

- d) the creation and the operating procedures of working commissions, concurrently with the Governing Board
- e) the dispatching of an annual report on its activities to the Members, at least thirty days before the annual Governing Board meeting takes place.

**11.3.** It shall delegate day-to-day management to the Chair, assisted by a General Secretariat lead by an Executive Director. The Executive Director shall be appointed and/or recalled by the Executive Committee on a proposal by the Chair. The Executive Director shall hire the personnel required for the proper management of the Association within the framework of the budget laid down by the Governing Board. It may co-opt voluntary collaborators. The duties and functioning of the General Secretariat shall be decided upon by the Executive Committee.

**11.4.** The Executive Committee may also, on its own responsibility, confer explicit special powers on one or more persons. It shall collaborate with host national associations in organising annual Governing Board meetings held abroad.

### Article 12 – Procedure for notice of meetings

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**12.1.** The Executive Committee shall meet, in principle, twice a year, or following special notice from the Chair.

**12.2.** The notice to attend shall be transmitted by post or email at least one month before the date of the Committee meeting.

### Article 13 – Decision-making procedures

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**13.1.** The Executive Committee shall be quorate if at least half of its members are present or represented. A member of the Executive Committee may be represented by any other member, but no member may act as proxy to more than one fellow member.

**13.2.** The decisions of the Executive Committees shall be taken by majority vote of the members present or represented. In the event of a tie, the Chair shall have the casting vote.

**13.3.** The Chair may decide to proceed to the adoptions of resolutions and positions by post or by email.

## SECTION V – STATUTORY AMENDMENTS; DISSOLUTION, LIQUIDATION

### Article 14 – Statutory amendments

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**14.1.** Irrespective of any article of the law relating to non-profit-making associations, international non-profit-making associations or foundations, any proposal intended to bring about a statutory

amendment, or the dissolution or liquidation of the Association shall come from the Governing Board, or from at least half the members in good standing.

**14.2.** The Executive Director shall inform members of the date of the meeting in which the Governing Board is to rule on the said proposal, and the proposed amendments at least three months in advance.

**14.3.** The Governing Board shall not be quorate to deliberate on the proposal unless two-thirds of the members in good standing are present. No decision shall be valid unless it has obtained a two-thirds majority of the members present or represented. Nevertheless, should the Governing Board not be quorate, a new meeting shall be convened, which shall give a definite and valid ruling on the proposal, which shall also require a two-thirds majority of the votes, however many members are present or represented, and shall take place at least fifteen days after the last meeting.

**14.4.** Any amendment to the passages mentioning the aims for which the Association has been set up, or to the activities which it proposes to carry out in order to achieve those aims, shall be submitted for royal approval. Any other amendments to statutory references, referred to in Article 48, Clauses 5 and 7, of the law shall be confirmed by the authentic document.

**14.5.** In the event of the dissolution or liquidation of the Association, the Executive Committee shall that the full powers to liquidate the Association's assets, unless otherwise decided by the Governing Board. Following the settlement of all debts and charges, the Governing Board shall determine what to do with the Association's net assets, allocating them to the recipient which shall have the closest connection with the objective for which the Association was created.

## SECTION VI – GENERAL PROVISIONS

### Article 15 – Resource management

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**15.1.** The Association's funds, including all gifts, contributions and legacies, shall be deposited in one or more bank accounts managed in the name of the Association by the Executive Committee. The latter shall make its selection from among banks with an international reputation. All cheques drawn on the account(s) must be signed by the Treasurer and by another member of the Executive Committee.

**15.2.** The funds belonging to the Association shall be used solely in the service of its objectives.

### Article 16 – Representation of the Association

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**16.1.** Except in the case of a special power of attorney, all documents which are binding on the Association shall be validly signed by the Chair, who shall not be required to justify the powers conferred upon him / her for this purpose to a third party.

**16.2.** Any legal actions, whether as a plaintiff or a defendant, including actions heard before any court (State, Council, etc.) or administrative authority, shall be pursued by the Executive Committee, represented by the chair or by a member appointed for this purpose.

### Article 17 – Budget and accounts

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**17.1.** The accounting period shall begin on the first of January and shall end the thirty-first of December.

**17.2.** In accordance with Article 53 if the law, the annual accounts for the accounting period which has just been ended, together with the budget for the period which is about to begin, shall be prepared annually by the Executive Committee and referred for approval to the next ordinary Governing Board meeting.

**17.3.** The Governing Board may decide to set up a reserve fund.

### Article 18 – Working commissions

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**18.1.** The Governing Board and Executive Committee may set up working commissions, sub-committees and special interest groups relating to specific subjects. It shall appoint their Chairs and lay down their remits. These bodies shall report to the Governing Board.

**18.2.** Working commissions shall not take part in the governing or administrative bodies of the Association.

### Article 19 – Working languages

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**19.1.** The Association's working languages shall be English, French and Dutch

**19.2.** Communications may be submitted in other languages

### Article 20 – Referral

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Any issue which is not covered by the present articles shall be settled in accordance with Section III of the Belgian Law dated 27 June 1921 governing non-profit-making associations, international non-profit-making associations and foundations.



Approved by the CETAF  
Governing Board on 25 April 2018  
(CETAF43)

Consortium of European Taxonomic Facilities AISBL

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