

# Marie Curie Fellows Association

## Proposal of new statutes – 2015

### 1. Name, registered place of business, and purpose

#### 1. Name

These provisions constitute the articles of association of the non-profit-making international association called the "Marie Curie Fellows Association" (hereinafter referred to as Association).

This Association is governed by the provisions of Title III of the Belgian Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

#### 2. Registered office

The registered office of the Association is at Bureau des Relations Internationales, Université Libre de Bruxelles, 28 avenue Roosevelt, 1050 Brussels.

It may be relocated to any other place by simple decision of the Administrative Board published in the annexes to the Moniteur belge (Belgian Official Gazette).

#### 3. Object

The Association, which is totally non-profit-making, sets out to:

- a) help advance science and technology in Europe;
- b) create a clear and visible identity for Marie Curie fellowships **and other European research fellowships**;
- c) promote and increase the reputation of Marie Curie fellows **and other European research fellowships**;
- d) promote collaboration between members of the Association during and after their fellowship period;
- e) establish a structured interface between fellows and the world of research, including industry;
- f) develop and foster the international dimension of Marie Curie fellowships **and other European research fellowships**;
- g) foster a sense of European identity among its members;
- h) increase the appreciation and understanding of science by the general public.

#### 4. Activities

The Association shall endeavour to achieve its objectives in particular through the following activities:

- a) create an e-infrastructure to assist contacts between members of the Association and with others members of the scientific community;

- b) organise events (lectures, meetings) on scientific subjects or on topics related with the European science and technology policy;
- c) cooperate with other organisations involved in similar objectives and participate to their activities;
- d) promote any other decentralised programme proposed by members, if compatible with article 3 of the Association.

## 2. Membership

### 5. Membership

The Association is open to Belgian and foreign **physical and moral persons** alike. It shall consist of associate members, full members, **institutional members** and honorary members.

### 6. Conditions of admission, rights, resignation and exclusion of associate members

A. Conditions of admission of associate members:

Any Belgian or foreign **person, being or having been funded partially (at least at 50%) by a research fellowship from the European Union Framework Programme for Research and Technology** may ask to become an associate member of the Association by so requesting in writing and signing the declaration of acceptance of these articles of association, having first paid the annual subscription set by the General Assembly on a proposal from the Administrative Board.

B. Rights of associate members:

Associate members shall receive all information concerning the Association and shall be invited to participate in its meetings and activities in line with the rules laid down by the Administrative Board.

All associate members who are current **Marie-Curie** fellows can participate as of right in the General Assembly, have the right to vote and can be elected to the Administrative Board. Associate members who have finished their **Marie-Curie** fellowship are not entitled to vote in the General Assembly and cannot be elected to the Board.

C. Resignation and exclusion of associate members:

Any associate member may resign at any time from the Association by sending his or her resignation in writing to the Administrative Board. All resigning associate members shall be required to pay the annual subscription for the year in which they give notification of their resignation.

Any associate member refusing or forgetting to pay the annual subscription shall be regarded as having resigned, unless the Administrative Board finds mitigating circumstances.

Any associate member may be excluded for refusing to comply with the articles of association, the decisions of the Administrative Board acting within its terms of reference and the decisions of the General Assembly or for causing moral or physical damage to the Association.

The exclusion of an associate member may be proposed by the Administrative Board, after calling the person in question to hear his or her defence, and be enacted by the General Assembly by a majority of two-thirds of the votes of the members present or represented. The Administrative Board may suspend the associate member until the decision of the General Assembly is given.

An associate member who ceases (through death or for any other reason) to be part of the Association shall forfeit any rights to the assets of the Association.

## **7. Conditions of admission, rights, resignation and exclusion of full members**

The number of full members may never be less than three.

### **A. Conditions of admission of full members:**

Any associate member or any other person can become a full member by so requesting in writing and signing the declaration of acceptance of these articles of association if this person:

a) **has been a Marie Curie Fellow or has been partially funded (at least at 50%) by a research fellowship from the European Union Framework Programme for Research and Technology, for at least one year, or**

b) obtains a doctorate **partially funded by a Marie Curie Fellowship or (at least at 50%) by a research fellowship from the European Union Framework Programme for Research and Technology.**

**Other persons not complying to these conditions but complying with the conditions for being an associate member** can become a full member at the discretion of the board.

In all cases, members must have first paid the annual subscription set by the General Assembly on a proposal from the Administrative Board.

### **B. Rights of full members:**

Full members shall receive all information concerning the Association and shall be invited to participate in its meetings and activities in line with the rules laid down by the Administrative Board.

All full members can participate as of right in the General Assembly, have the right to vote and can be elected to the Administrative Board.

### **C. Resignation and exclusion of full members:**

Any full member may resign at any time from the Association by sending his or her resignation in writing to the Administrative Board. All resigning full members shall be required to pay the annual subscription for the year in which they give notification of their resignation.

Any full member refusing or forgetting to pay the annual subscription shall be regarded as having resigned, unless the Administrative Board finds mitigating circumstances.

Any full member may be excluded for refusing to comply with the articles of association, the decisions of the Administrative Board acting within its terms of reference and the decisions of the General Assembly or for causing moral or physical damage to the Association.

The exclusion of a full member may be proposed by the Administrative Board, after calling the person in question to hear his or her defence, and be enacted by the General Assembly by a majority of two-thirds of the votes of the members present or represented. The Administrative Board may suspend the full member until the decision of the General Assembly is given.

A full member who ceases (through death or for any other reason) to be part of the Association shall forfeit any rights to the assets of the Association.

## **8. Institutional members**

### **A. Conditions of admission of institutional members:**

Any moral person can become an institutional member by so requesting in writing and signing the declaration of acceptance of these articles of association if this moral person follows goal compatible with those of the Association, at the discretion of the Administrative Board.

Institutional members must have first paid the annual subscription set by the General Assembly for institutional members on a proposal from the Administrative Board.

Institutional members are represented by a person of their choice.

### **B. Rights of institutional members:**

The institutional members representatives shall receive all information concerning the Association and shall be invited to participate in its meetings and activities in line with the rules laid down by the Administrative Board.

They can participate as of right in the General Assembly, have the right to vote and can be elected to the Administrative Board.

### **C. Resignation and exclusion of institutional members:**

Any institutional member may resign at any time from the Association by sending its resignation in writing to the Administrative Board. All resigning institutional members shall be required to pay the annual subscription for the year in which they give notification of their resignation.

Any institutional member refusing or forgetting to pay the annual subscription shall be regarded as having resigned, unless the Administrative Board finds mitigating circumstances.

Any institutional member may be excluded for refusing to comply with the articles of association, the decisions of the Administrative Board acting within its terms of reference and the decisions of the General Assembly or for causing moral or physical damage to the Association.

The exclusion of an institutional member may be proposed by the Administrative Board, after calling its representative in question to hear his or her defence, and be enacted by the General Assembly by a majority of two-thirds of the votes of the members present or represented. The

Administrative Board may suspend the institutional member until the decision of the General Assembly is given.

An institutional member who ceases (through dissolution or for any other reason) to be part of the Association shall forfeit any rights to the assets of the Association.

### **9. Honorary members**

The General Assembly shall decide on the maximum number of honorary members and the appointment procedure. Honorary members shall not have the right to vote in the General Assembly and may not be elected to the Administrative Board, but they may assist in the General Assembly in a consultative capacity. Honorary members are exempt from the annual subscription.

## **3. General Assembly**

### **10. Composition**

The General Assembly shall be made up of all the members of the Association.

### **11. Powers**

Accordingly, the General Assembly is empowered to:

- lay down the basic organisation, activities and development of the Association;
- establish the amount of annual subscriptions, acting on a proposal from the Administrative Board;
- appoint and revoke appointment of Board members;
- give his approval of the budgets and the annual accounts;
- discharge board members;
- decide of the exclusion of a member;
- amend the articles of association;
- adopt standing orders;
- voluntarily wind up the association.

### **12. Convocation**

The General Assembly shall meet at least once **a every two years** at the place indicated in the notice of meeting under the chairmanship of the board chairman or, if he or she is indisposed, of a Board member.

The General Assembly shall be convened by the Chairman of the Administrative Board by giving notice to all members by post, fax, internet or any other means of communication at least one month before the scheduled date of the meeting. A draft agenda shall be attached to the notice of meeting. A member of the board or five members of the Association may request an item to be placed on the agenda up to ten days prior to the meeting of the General Assembly.

### **13. Decisions**

Decisions can be given exclusively on items included on the agenda.

The decisions of the General Assembly are taken by a simple majority of the members entitled to vote present or represented. Where the number of members entitled to vote is 100 or less the number present **or represented** must be 50% of all members entitled to vote for the General Assembly to take valid decisions. Where the number of members entitled to vote is higher than ~~100~~ 60, at least ~~50~~ 30 members must be present **or represented** for the General Assembly to take valid decisions. ~~Where the~~ **In the case that the** General Assembly does not achieve a quorum **at the appointed hour** a new Assembly with the same agenda shall be convened ~~within two months as above, which shall take definitive decisions on the items on the agenda regardless of the number of members present or represented.~~ **one hour later with the same agenda and at the same place. This General Assembly, regardless of the number of the members be present or represented, shall validly deliberate.**

Members **present at the General Assembly** can hold a limited number of proxies. Procedures, laid down by the Administrative Board, define and implement the details of proxy voting.

Postal voting or by any other electronic means, via the Internet in particular, is permitted. The postal voting is valid during a General Assembly provided that the vote is accompanied by a text explaining the reasons for it. It must also specify the agenda and the points on the agenda which are the subject of the vote, otherwise the vote will be nullified.

Resolutions of the General Assembly will be entered in a register drawn up by the Secretary of the General Assembly and signed by the Chairman. This register shall be kept by the Secretary at the registered office of the association where it can be consulted by any ~~full or associate~~ member and by any third party with a valid interest. Members will be informed about the resolutions of the General Assembly either by electronic means or any other means of communication.

#### **14. Functioning of the General Assembly**

The Chairman, the Vice-Chair and the Secretary of the Administrative Board will hold the same functions within the General Assembly. The Chairman shall submit to the General Assembly a status report on the Association, describing the work in hand and its progress as well as the events held, actions taken and documents published since the previous meeting of the General Assembly. This report shall be submitted to the General Assembly for its prior approval.

The Treasurer shall present a management report, the accounts for the previous year, and the planning forecast for the year ahead.

### **4. Administrative Board**

#### **15. Powers**

The Board shall have full powers of administration and management, subject to the prerogatives of the General Assembly. It may delegate the day-to-day running to the Chairman, the Vice-Chair, a Board member or an official. It may also delegate all or some of its powers to a company providing services. In such a case that company shall be fully liable vis-à-vis the Board. The Board may also confer special and specific powers, under its responsibility, on one or more persons, including powers of representation of the Association vis-à-vis public administrations.

The Board shall inform the members of the activities of the Association by way of publications and the Internet.

The Board shall also exercise the powers the General Assembly confers upon it to implement the rules it establishes and the decisions it takes.

**The mandate of the Board members shall not be remunerated.**

## **16. Composition**

The Association shall be administered by a Board comprising a minimum of four and a maximum of twenty members. The Administrative Board shall consist of:

- a) full members, **institutional** members, or associate members who are current fellows ,elected by simple majority by the General Assembly. Full members, **institutional** members, or associate members who are current fellows may be elected provided they submit an application in writing, or by e-mail, to the Administrative Board at least eight days prior to the meeting of the General Assembly;
- b) one or several members appointed by external institutions at the request of the Association. ~~More particularly, the latter may ask the European Commission to appoint a representative and may, acting on a decision by the General Assembly, ask one or more other national or international institutions to appoint scientific or administrative experts.~~ The appointed members shall have the right to participate in the General Assembly where they may only be present in an advisory capacity but not be entitled to vote. However, the members appointed shall have the same rights as the other members within the Administrative Board.

At least 50% of the elected Board must, at any point in time, be comprised of full members of the Association.

The term of office of Board members shall be ~~one~~ **two** years and may be renewed. They cease to be part of the Administrative Board through death, resignation, disqualification, revocation or expiry of the term of office or for being placed under provisional administration.

The appointment of Board members may be revoked by the General Assembly by a two-thirds majority of the members present or represented.

The Administrative Board may adopt the replacement procedure for seats which have fallen vacant for the remainder of term of office. A member resigning shall notify the Board at least one month in advance in writing.

The Board shall elect a Chairman, a Vice-Chair, a Secretary and a Treasurer by simple majority.

The term of office of the Chairman, the Vice-Chair, the Secretary and the Treasurer shall be one year and may be renewed three times. **[note: they are elected every year by the Board. Board members remain in the Board for 2 years and don't need to get reelected after just one year, but new Board members are added by the elections by members after one year]**

## **17. Obligations of board members**

Applicants for positions on the Administrative Board shall undertake to regularly attend meetings of the Board and shall take over, as a priority, one area of the activities of the Association.

### **18. Convocation**

The Board shall meet when convened by the Chairman, or, in his or her absence, the Vice-Chair, at least once a year. The notice of meeting shall be sent by post, fax, and e-mail or by any other means.

### **19. Decisions**

Decisions of the Board are taken by a simple majority of the Board members present; they may not be represented. Where the vote is split, the Chairman or the person replacing him or her shall have the casting vote. Board decisions will only be valid where at least half the members are present (including presence via electronic communications means).

Where the Board does not achieve a quorum, a new Board shall be convened as above, which shall take definitive decisions on the items on the agenda regardless of the number of members present or represented.

Resolutions of the Board will be entered in a register drawn up by the Secretary of the Board and signed by the Chairman.

This register shall be kept by the Secretary ~~at the registered office of the Association where~~ and it may be consulted by any full, associate, or **institutional** member or any third party with a valid interest.

### **20. Representation of the Association**

All the deeds committing the Association will, except for special and explicit proxies, be signed by two Board members or persons to whom specific powers have been delegated by members of the Board within the limits of their terms of reference; such persons will not have to provide justification in respect of third parties of the powers conferred for that purpose.

Legal proceedings, both as plaintiff and as defendant, shall be taken by the Administrative Board as represented by the Chairman or a Board member designated for that purpose by the Chairman.

## **5. Sub-groups, working groups and patronage committees**

### **21. Creation of sub-groups**

The Association may create one or more sub-groups or local branches both in Belgium and abroad by decision of the Administrative Board published in the annexes to the Moniteur belge.

The sub-groups will help to achieve the objectives of the Association by providing the framework and structures for decentralised activities organised by the members, provided that these are compatible with Article 3 of these articles of association.

To provide the best services for the members of these sub-groups, the latter shall be set up in accordance with the law of the country in which each group is established.

## **22. Relations between sub-groups and the Association**

The sub-groups will submit their rules of operation for approval to the Administrative Board and will attempt, within the limits imposed by national law, to harmonise them with the rules of the Association. The articles of association of these groups will make explicit mention to membership of the Association and its objectives. Members of the sub-groups must be members of the Association.

Acting on a proposal from the Administrative Board, the General Assembly shall recognise the officers chosen by the sub-groups. They will submit, at least once a year, and one month before the date scheduled for the Ordinary General Assembly, a report of activities, which will be included in the report of activities that the Administrative Board submits to the General Assembly and in which they will justify, where necessary, the use made by them of the sums granted to them by the Association or the sums that the Association has authorised them to receive on its behalf.

## **23. Creation of working groups**

Where necessary to achieve the objectives of the Association, the Administrative Board may decide to set up, for a given period, one or more working groups to study a particular matter or provide the follow-up for Board decisions.

Whatever the circumstances, at least one member of the Administrative Board, appointed by the Board, shall be a member of these working groups.

## **24. Creation of patronage committees**

The Administrative Board may decide to establish patronage committees in order to contribute to the prestige of the activities of the Association.

# **6. Budgets and accounts**

## **25. Financial year**

The Association's financial year is the calendar year up to and including 31 December.

## **26. Annual accounts and budget**

Pursuant to article 53 of the Belgian Law, the Board shall prepare the accounts of the past financial year and the budget for the ensuing year and submit them to the General Assembly for approval.

# **7. Amendments to the Articles of Association and Dissolution**

## **27. Decisions**

Without prejudice to Articles 50 §3, 51 §2 and 3, 55 and 56 of the Belgian Law on non-profit associations, non-profit international associations and foundations, any proposal to amend the articles of association or to dissolve the Association shall emanate from the Administrative Board or from at least one quarter of the members of the Association.

The Administrative Board shall inform the members of the Association of any such proposal at least one month before the General Assembly which will act thereon.

The General Assembly may only take valid decisions if the following conditions are satisfied:

- Where the number of members entitled to vote is 100 or less the number present must be 50% of all members entitled to vote. Where the number of members entitled to vote is higher than 100, at least 50 members must be present.
- At least two-thirds of the members of the Association must be present or represented.

All such decisions will require a two-thirds majority of the members present or represented.

However, where this General Assembly does not achieve a quorum, a new General Assembly shall be convened under the same conditions as in [article 13](#) above, which will take a definitive decision on the proposal in question with a two-thirds majority of the votes present or represented regardless of the number of members present or represented.

Amendments to the articles of association will only come into effect after approval by the competent authority, pursuant to article 50 §3 of the Belgian Law and after the publication in the annexes to the Moniteur belge required under Article 51 §3 of the Law.

## **28. Winding up and Liquidation**

The General Assembly shall determine the method of winding up and liquidating the Association and shall appoint the liquidator. Should there be any net assets, they will be assigned to a non-profit legal person governed by private law which is involved in similar objectives or, failing this, to any other unselfish purpose.

## **8. General provisions**

### **29. Salvatory clause**

Anything not provided for by these articles of association or the standing orders shall be settled in accordance with the provisions of the Belgian Law of 27 June 1921 on non-profit associations, non-profit international associations and foundations.

Done in Brussels, Belgium, on the ... at the Statutory General Assembly