

STATUTES

EUROPEAN PLATFORM OF WOMEN SCIENTISTS International Non-Profit Association

Number of Enterprise: 0877.239.987

*English translation of the text registered at Greffe du Tribunal de Commerce 18/2/2013
The French version of the statutes is considered to be the official version.*

TITLE I – NAME, REGISTERED OFFICE, DURATION, AIM

Article 1 – Name, purpose, duration, applicable law

An International association with an international aim, called the “European Platform of Women Scientists, EPWS” has been set up in order to promote gender equality in science.. Its purpose is to promote women scientists and the integration of the gender dimension in science, and in all areas of research and in all areas of the research policy debate within national, European and international institutions. The Association, the European Platform of Women Scientists, will hereinafter be referred to as “the Association”. It is authorized to use the abbreviation « EPWS » in all deeds, invoices, announcements, publications and any other document.

The Association will be governed under Belgian Law in particular by (i) the law of 27 June 1921 that grants legal statutes to non profit making associations and to public utility establishments, such as modified among others by the Law of 2 May 2002 on the non profit making associations, the non profit making international associations and the foundations, as well as by laws of 16 January and 22 December 2003, by (ii) these statutes, and (iii) by the internal rules of the Association.

The duration of the Association will be unlimited.

Article 2 – Registered office

The Association’s registered office is at 1000 Brussels, rue d’Arlon 38, Belgium. It may be transferred to any other location in Belgium by decision of the Executive Committee.

Any transfer of the Association’s registered office must be deposited at the Greffe du Tribunal de Commerce of the location of the Association ‘s registered office and published in the Annexes of Moniteur belge.

Article 3 – Missions and Activities

The Association “European Platform of Women Scientists” represents the concerns, needs, aspirations and interests of women scientists in dialogue with national, European and international institutions.

The Association’s mission is to promote research by, for and about women, in particular to enhance the participation of women in research as well as the integration of the gender dimension in research; to promote the awareness and the inclusion of the gender dimension

in setting the research agenda; to act as a structural link between women scientists and policymakers; to harness with democratic legitimacy a coordinated position on issues in the research policy debate; to coordinate EU value added support activities for women scientists including those to make them better understand the policy debate; to profile the work of women scientists in the public understanding of science.

The Association brings together networks of both women scientists and networks engaged in promoting women scientists as well as individual women scientists. It promotes the empowerment of women scientists in all the diversity of disciplines and at all stages of their career paths, in the public and private sectors; it aims to advance gender equality in all areas of research; to combat all forms of discrimination to ensure the full expression for all women scientists of their creative and intellectual potential, both in their scientific endeavours and through their active involvement in policy development and implementation.

The Association aims to work within democratic, open and transparent procedures of communication, decision-making and accountability in order to support the involvement and empowerment of all women scientists.

The Association will establish appropriate relations with other organisations.

The Association in particular will lend its support or be interested in all other activities which are similar to its own.

To realise its objectives, the Association can make use of any suitable means, such as

- a) organisation of meetings or colloquia;
- b) publications
- c) exchange of information
- d) constitution of working groups
- e) support to its members' activities.

TITLE II – MEMBERS

Article 4 – Membership Categories, General Membership criteria

The Association is composed of women scientists' organisations and networks and organisations committed to gender issues and gender research in science, the women's sections of mixed science organisations, individual supporting members, and supporting organisations which are foundations, organisations or companies committed to supporting the aims and objectives of the Association.

All members must (i) meet the criteria for membership set out in the statutes (ii) accept the Association's purpose and aims and its key policy statements and joint declarations as decided by the General Assembly (iii) pay an annual membership fee or a possible annual contribution.

The Association has four membership categories: (i) full members (ii) associate members (iii) individual supporting members and (iv) supporting organisations.

The Association reserves the right to create new categories of membership or to change the existing categories, without prejudice to the procedure for amending the statutes by royal decree.

Article 4 bis – Membership Fees

The full members pay an annual membership fee the amount of which is decided by the General Assembly after proposition of the Board of Administration. Only those members who have paid their annual membership fees will be entitled to send delegates or observers to the General Assembly or to take their seats on the governing bodies of the Association as set out in these Statutes.

The other categories of members, apart from the supporting organisations, support the Association through an yearly contribution the minimum amount of which is set by the General Assembly under proposition of the Board of Administration.

Article 5 – Full Members

Full members are operative on an EU member state basis or are representative either on a discipline or a geographical basis.

They can be national nodes, national organisations and networks of women scientists, organisations and networks committed to the promotion of women scientists, or organisations, networks, institutes and temporary projects committed to gender issues in science and gender research in the member states of the European Union, the European Economic Area countries, acceding and candidate countries as well as associated states to the RTD Framework. Full members must:

- have legal status in their own member state/country as a non-governmental organisation representing the interests of women scientists or have a legal status recognized in international law;
- be legally registered as non-profit making organisations;
- demonstrate a clear commitment to gender equality on the basis of past and current activities and future plans;
- pay the annual membership fee;
- act independently of any political party or religious authority.

The rights and obligations of full members include:

- participation in debates and voting rights at the General Assembly, according to the criteria set out in Article 12 of these statutes;
- to put forward candidates for election to the organisational structures of the Association in accordance with these statutes;
- to set the policies, guidelines and priorities of the Association and make an ongoing contribution to its activities;
- to be informed and consulted on an ongoing basis about the activities of the Association
- to actively participate in the Association activities.

Every organisation which is applying for full membership and which does not conform to the above criteria must make the necessary changes so that they fulfil these criteria, according to the procedure which is set out in the internal rules.

Article 6 – Associate Members

Associate Members of the Association are organisations that are committed to the purpose and the aims of the Association as outlined in the statutes that do not comply with the basic requirements (as yet). The organisations can be non-governmental women scientists' networks and organisations or organisations and networks committed to gender issues in science or the women's sections of mixed non-governmental science organisations.

Associate members will have no voting rights in the Association and no right to stand for election to the organisational structures of the Association.

The rights of associate members include:

- the right to attend meetings of the General Assembly as observers at their own expense;
- the right to participate in the Association activities on a guest basis upon invitation by the Board of Administration;
- the right to attend seminars and conferences organised by the Association at their own expense;
- the right to receive any relevant information about the activities of the Association.

The associate members pay an annual contribution whose minimum amount is determined according to Article 4bis.

Article 7 – Individual Supporting Members

Individual supporting members are individuals who accept and support the Association's purpose and aims.

Individual supporting members will have no voting rights in the Association and no right to stand for election or to present candidates to the organisational structures of the Association.

The rights of individual supporting members include:

- the right to attend seminars and conferences organised by the Association upon invitation and at their own expense
- the right to receive any relevant information about the activities of the Association.

The individual supporting members support the Association through a yearly contribution whose minimum amount is determined according to Article 4 bis.

Article 8 – Supporting Organisations

Supporting organisations are organisations, which accept the Association's purpose and aims.

Supporting organisations will have no voting rights in the Association and no right to stand for election or to present candidates to the organisational structures of the Association.

The rights of supporting organisations include:

- the right to attend seminars and other meetings organised by the Association upon invitation and at their own expense
- the right to receive any relevant information about the activities of the Association.

They do not pay an annual membership fee, in line with Article 4 bis of these statutes, but make a financial or in-kind contribution to the Association.

Article 9 – Membership application procedure

Applications for admission as a member will be directed to the Executive Committee. Membership takes effect following (i) a positive vote of the General Assembly in the case of Full Members or (ii) a positive vote of the Board of Administration for all other membership categories and (iii) from the time the new member has paid its annual membership fee, which may be reduced depending on the time of the year they are accepted into membership.

Article 10 – Resignation. Exclusion

Any member can withdraw from the Association with immediate effect, provided the member has notified such withdrawal to the Executive Committee by any means of communication set forth in the internal rules.

Any member which, in spite of a following-up letter from the Board of Administration, has not paid its membership fee for two consecutive years and has not asked for waiving its fee, is considered as withdrawn from the Association.

Any member which violates or is no longer in compliance with the provisions of these statutes or the internal rules, or which acts in a way that is detrimental to the interests of the Association or its members, may be excluded from the Association by the General Assembly by simple majority upon recommendation of the Board of Administration and having been heard by the General Assembly.

A member which, in whatever way and for whatever reason, ceases to be a member of the Association will, because of such cessation of membership, have no claim for compensation from the Association and will have no claim on the Association's assets.

TITLE III – ORGANISATIONAL STRUCTURES.

A. GENERAL

Article 11 – Structures

The Association has the following structures:

- the General Assembly;
- the Board of Administration and
- the Executive Committee.

Ad-hoc committees and working groups, which are consultative bodies and have no decision-making powers, may be appointed by the Board of Administration in pursuance of the aims and objectives of the Association and in accordance with the internal rules.

B. GENERAL ASSEMBLY

Article 12 – Composition. Powers

12.1. The General Assembly will consist of delegates nominated by the current full members of the Association according to the rules laid out in the current statutes. Only delegates representing full members who have paid their membership fee are entitled to attend, and speak and vote at the General Assembly. Each full member has one ballot. Blank ballots are considered as non-submitted ballots.

Associate members and other members may attend the General Assembly as observers by invitation only. They are then consulted on the items that specifically concern them.

The Board of Administration can decide that, for certain items on the Agenda, the participation to the General Assembly will be limited to full members and excluding all other categories of membership. The notification, the Agenda and the Minutes specify the items treated in restricted session.

12.2. Full Members will ensure their own democratic and transparent procedures for the election of their delegates to the General Assembly. Full members have a duty to ensure that their delegates to the General Assembly are fully informed and supported in their role.

12.3. The General Assembly is the highest authority of the Association. Subject to the powers conferred upon the other organisational structures by these statutes, it will have all the powers required to realise the Association's purpose.

These powers include:

- the setting of the policies and priorities of the Association;
- the adoption of the Association's budget and accounts;
- the granting of discharge to the members of the Executive Committee, the Board of Administration and the Auditor;
- the adoption of the annual work programme of the Association;
- the election and dismissal of the Board of Administration or of some of its members;
- the admission and exclusion of full members;
- the determination of the full members membership fee and of the minimum yearly contribution of other members;
- the modification of these statutes;
- the adoption and the modification of the internal rules;
- the dissolution of the Association.

Article 13 – Ordinary General Assembly

Without prejudice to Article 14 of these statutes, the President will convene an ordinary General Assembly once a year on a date, a time and a location agreed by the Executive Committee.

Article 14 – Extraordinary General Assembly

An Extraordinary General Assembly will be called by the Executive Committee whenever required by the interests of the Association and/or upon request of a minimum of one third of

the full membership of the Association. The President will convene the meeting by any appropriate means of communication as set forth in the internal rules.

Article 15 – Notice. Agenda

Notification for the ordinary General Assembly will be sent to the members, by means of written and/or electronic communication at least two months in advance. The notification will set out the agenda, the location, the date and the time of the General Assembly.

Notification to any extraordinary General Assembly will be sent to members, by means of written and/or electronic communication, at least one month in advance. The notification will set out the agenda, the location, date and the time of the extraordinary General Assembly.

Each proposal from a member sent by letter or e-mail to the Board of Administration **at least one month in advance for an ordinary general Assembly, at least fifteen days in advance for an extraordinary General Assembly**, is added to the agenda. In case of extreme emergency and with agreement of the Board of Administration, an item which is not on the agenda may be discussed, but can only be subject to a vote in a forthcoming meeting.

Article 16 – Quorum. Votes

The General Assembly will only be validly constituted if at least one third of the full members are represented by their delegate, possibly through a proxy given to another full member present at the General Assembly.

It is the Association's intention to make decisions by consensus. If no consensus can be reached, then decisions of the General Assembly will be validly adopted if they are approved by a simple majority of the votes cast, except for the cases where these statutes or the law foresee a qualified majority.

Thus, a new full member can only be admitted into the Association if a simple majority of the votes at the General Assembly are in favour of its membership.

The presence quorum defined in paragraph 1(one) will become two thirds of full members if the General Assembly is called to vote on proposed changes to these statutes or to the dissolution of the Association. Furthermore, and as a condition for reaching this quorum, the General Assembly can only deliberate if the proposed changes in the statutes and/or the reasons for the dissolution of the Association are mentioned explicitly in the notification.

Should the presence quorum necessary for statutory changes and/or for the dissolution of the Association not be reached, the Executive Committee may convene a new General Assembly no more than six weeks after the first meeting. The General Assembly reconvened in this manner will be validly constituted irrespective of the number of full members present, provided that the text in paragraphs 1, 2, 4 and 5 of this article are included in full in the notification.

Amendments to these present statutes will only take effect within the conditions foreseen in article 50 § 3 of the law dated 27 June 1921 as modified by the law of 2 May 2002.

The dissolution of the Association can only be decided by a two thirds majority of the full members represented.

The decisions of the General Assembly will be recorded in the minutes which will be kept in a file specifically for this purpose by the Executive Committee. These minutes will be sent to

the full members and the associate members by e-mail. All members, including supporting members, will be allowed to consult the file, after a written and motivated request sent to the President.

Article 17 – Procedures

The procedures of the General Assembly will be as set forth in the internal rules, which complement the measures set out in these statutes and cannot contravene them.

Article 18 – Written procedure

When the urgency of the matter so requires, the General Assembly may make decisions by a written procedure, including electronic communication.

To that effect the Executive Committee will send by means of postal and/or electronic communication, the proposed decisions with an explanatory note to all members. The Executive Committee will deem the proposed decision adopted if, within ten working days following the dispatch of such communication, 50% plus one responses from full members have been received by the Executive Committee and a simple majority reached.

Decisions adopted in this way will be subject to ratification at the next General Assembly.

C. BOARD OF ADMINISTRATION

Article 19 – Composition. Powers. Responsibilities

Election

The number of members making up the Board of Administration is determined in such a way as to achieve a balance in the representation between geographical representation and disciplines. This number can nonetheless never be less than ten or more than twenty-five.

The precise ratio of representation which needs to correspond to the size and the needs of the members will be set out in the internal rules without ever exceeding two thirds of the number of full members.

Each member of the Board of Administration has one vote.

The Board of Administration will be elected at the General Assembly. In order to assure continuity, only half of the Board of Administration should be replaced at any one time.

Powers

The Board of Administration has the powers to manage the Association, except for the powers explicitly reserved by the law or these statutes for the General Assembly or the Executive Committee.

They act collectively, except with a special derogation to the present statutes, and always in the common interest of the association and its members.

The Board of Administration will have the following powers:

- approval of the draft annual work plan of the Association proposed by the Executive Committee, to be submitted to the General Assembly ;

- approval of the Association's draft annual budget and accounts proposed by the Executive Committee, to be submitted to the General Assembly;
- the adoption of policy statements and position papers proposed by the Executive Committee;
- the setting up of sub-committees, working groups and ad-hoc committees;
- election of the President and of the Executive Committee;
- preparation of recommendations to the General Assembly in relation to the requests for full membership of the association for approval by the General Assembly;
- approval of applications for membership, except in the case of full members ;
- preparation of any amendments to the Statutes or to the Internal Rules for recommendation to the General Assembly;

Term of Office

The term of office of a Board Member will be for a two-year period. The term of office of elected Board Members begins at the first Board Meeting following the General Assembly at which s/he has been elected and finishes at the end of the General Assembly when the member's two year term of office is completed. The term of office may be renewed twice only. A Board Member who has served a full six years cannot stand for election to the Board again until a further two-year period has elapsed

Members of the Board of Administration will undertake to serve at least one full two-year term. A member of the Board who wishes to resign has to send a letter of resignation to the Board of Administration indicating the exact reasons for her-his resignation; the resigning Board member must remain in post until the Board of Administration has accepted the reasons indicated and until her-his replacement has officially taken on her-his role.

Should an elected member of the Board, representing a geographical organisation resign during their term of office, s/he will be replaced for the remaining term of office by the representative next on the voting list of the geographical organisations elected to the Board of Administration by the General Assembly in order to maintain the ratio defined by the internal rules between geographical representation and disciplines. Likewise, should an elected member of the Board of Administration, representing a discipline, resign during the term of office, s/he will be replaced until the end of her/his initial term by the representative next on the voting list of the discipline organisations.

Article 20 – Board of Administration Meetings

The President will convene a meeting of the Board of Administration at least three times a year, at the dates proposed by the Executive Committee, including the meeting before the General Assembly.

The invitations are sent to the members of the Board by means of a written and/or electronic communication, at least four weeks in advance. The convocations contain the agenda, the place, the date and time of the meeting.

The Board of Administration will be validly constituted if 50% plus one of the members of the Board of Administration are present or represented by their alternate.

It is the Association's intention to make decisions by consensus. If no consensus can be reached, then decisions of the Board of Administration will be validly adopted if they are approved by a simple majority of the votes cast, except if and to the extent that other majorities are provided for in these statutes or in the law.

Other rules applicable to the organisation and meetings of the Board of Administration will be as set forth in the internal rules, which simply complement the measures set out in these statutes and cannot contravene them.

The decisions of the Board of Administration will be recorded in the minutes which will be kept in a file specifically for this purpose by the Executive Committee, and which can be consulted by any member, who must offer a brief reason for their request.

D. EXECUTIVE COMMITTEE

Article 21 – Composition. Powers. Responsibilities (of the Executive Committee)

The Executive Committee will always act in the common interest of the Association and of the whole membership of the Association.

The Executive Committee will consist of the President, the Vice-President, and the Treasurer. The Executive Committee is elected from among the members of the Board of Administration. Each member of the Executive Committee will have one vote.

The Executive Committee will have the following powers and responsibilities:

- the preparation of the draft annual work plan of the Association;
- the preparation of the Association's draft annual budget and accounts;
- to ensure the effective management of the Association including the recruitment and dismissal of staff, if any;
- the ongoing and effective supervision of the finances of the Association in conformity with the budget of the Association;
- co-operation between the Association and third parties;
- external relations of the Association;
- to make decisions on the representation of the Association on the occasion of external meetings and events;
- making recommendations to the Board of Administration in relation to all requests for membership of new members;
- assuming the tasks of the Board of Administration in between meetings of the Board of Administration if exceptional circumstances and the urgency of the matter so require;
- decision to transfer the registered office of the Association towards another place in Belgium, under the condition of deposit of this office location to the Greffe du tribunal de commerce of this place and publication in the Annexes of the Moniteur belge.

Members of the Executive Committee will undertake to stay in office for the whole of their two-year mandate. In exceptional circumstances a member may none the less resign. If s/he does so, a new election will take place at the next Board Meeting. The term of office of the newly elected Executive Member will run until the end of the next General Assembly at which elections take place.

Article 22 – Executive Committee Meetings

The President, or any other person designated by her-him, will convene the meetings of the Executive Committee at least four times each year by whatever means of communication is deemed appropriate as set out in the internal rules.

It is the Association's intention to take decisions by consensus. If no consensus can be reached, decisions of the Executive Committee will be validly adopted if they are approved by a simple majority of the votes cast.

Any other rules applicable to the organisation and meetings of the Executive Committee will be as set forth in the internal rules, which simply complement the measures set out in these statutes and cannot contravene them.

E. PRESIDENT. VICE-PRESIDENT. TREASURER

Article 23 – President, Vice-President, Treasurer

The President will be accountable to the members of the Association. S/he will have the following powers and tasks:

- Chairing the meetings of the General Assembly, Board of Administration and Executive Committee.
- Organising, on behalf of the Executive Committee, the representation of the Association at external meetings and events.
- Supervision, on behalf of the Executive Committee, of the activities of the staff, if any.

If so required by the urgency of the matter, the President can moreover take any appropriate measure, having consulted with the members of the Executive Committee. S/he will report such action to the following meeting of the Executive Committee who will be asked to ratify this decision. The President will always act in the interest of the Association and in accordance with its policies.

The President has the casting vote when there is an equal number of votes cast on a point of the agenda. This applies to all statutory meetings governed by the internal rules and statutes, chaired by the President, or the Vice President if s/he is replacing her-him, as set out in these statutes or the internal rules.

The Vice-President will have the following powers and tasks:

- Perform the tasks of the President when the President is absent or unable to act;
- Assist the President in the performance of her-his duties.

The Treasurer will have the following powers and tasks:

- Preparation and presentation of the necessary financial interim reports to the Board of Administration;
- If need be, monitoring and supervision of the work of the staff regarding financial matters

TITLE IV – REPRESENTATION

Article 24 – Legal Representation vis-à-vis third parties

The Association will be validly represented vis-à-vis third parties and with regard to all deeds by the President acting individually or by two members of the Executive Committee acting jointly. The Executive Committee represented by the President or by two of its members will conduct legal proceedings, either as plaintiff or as defendant.

Within the framework of daily management, the Association will be validly represented vis-à-vis third parties and with regard to all deeds by a member of the Executive Committee.

None of the aforementioned persons needs to justify her-his powers vis-à-vis third parties.

TITLE V – BUDGETS AND FINANCIAL YEAR

Article 25 – Budgets and Financial year

The budgets and accounts will be prepared on an annual basis by the Treasurer.

All accounts and end-of-the-year accounts will be audited by an external auditor.

Every year the auditor will prepare a statement and balance sheet, which will be checked by the Treasurer and approved by the Board of Administration and by the General Assembly.

The financial year of the Association runs from 1st January to 31st December of each year.

TITLE VI – DISSOLUTION

Article 26 – Dissolution

If the Association is dissolved, the General Assembly will appoint two liquidators, full members or not, and determine their powers.

The General Assembly will define the purposes for which the assets of the Association must be used. These purposes must be disinterested and must correspond to the objectives pursued by the Association.

TITLE VII – LANGUAGE

Article 27 – Language

The language used for all official documents will be French when required by Belgian law. English is the working language of the Association.

TITLE VIII – FINAL MEASURES

Article 28 – Applicable Law

Anything that is not included in these statutes will be governed by the Law of October 25, 1919 amended by the laws of December 6, 1954 and June 30, 2000.

Brussels, 18 February 2013