

**EUROPEAN PLANT SCIENCE ORGANISATION (E.P.S.O.)  
INTERNATIONAL NON-PROFIT ORGANISATION  
RUE DE L'INDUSTRIE 4  
1000 BRUSSELS  
VAT BE 0477802204  
Register of Companies: BRUSSELS**

**COORDINATED ARTICLES OF ASSOCIATION**

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The extraordinary general meeting, which was not physically convened, decided in writing to change the articles of association completely and to replace them with the following text. The voting form was sent by e-mail to all members on 22 November 2007, and the last vote was received on 06 December 2007. The decision was taken unanimously and with effect from 06 December 2007.

**TITLE I: Name – Registered Office – Objects– Duration**

**Article 1: Name**

The European Plant Science Organisation, abbreviated to E.P.S.O., is an international non-profit association with a scientific purpose that was founded on 15 December 2000.

The association was founded with a scientific purpose as provided by the Belgian Act of 25 October 1919, amended by the Acts of 6 December 1954, 30 June 2000, 2 May 2002 concerning non-profit associations, international non-profit associations and foundations (articles 46 to 57 inclusive), and by the Act of 16 January 2003.

**Article 2: Address of the registered office**

The registered office of the association is situated at 1000 Brussels, Rue de l'Industrie 4 in the legal district Brussels.

The registered office may be transferred to any other location in Belgium by decision of the Board of Directors, to be deposited at the registry of the Commercial Court of the registered office and published in the Appendices to the Belgian Official Gazette.

**Article 3: Objects**

The association is not profit-making. Its objects are:

- To increase the visibility, presence, publicity and impact of the European plant science community.
- To formulate and announce the joint vision of the members of the European plant science community for the future, and to advise on long term strategic decisions of funding agencies on a European and national level to support plant science.
- To communicate with the academic world, industry and the general public in order to ensure the independent distribution of plant science information and to link European research projects together.
- To contribute to the sustainable development of agriculture, horticulture, forestry and biodiversity.

To this end, documents shall be drawn up, with long time intervals of 5 to 10 years for example, with regard to the long term vision for plant science in Europe. In order to formulate this vision, brainstorming workshops shall be organised with experts, the results of which shall be discussed later with all scientists. This document shall be then be given to national and European policy makers.

**Article 4: Duration**

The association has been formed for a period of indefinite duration.

## TITLE II: Members

### Article 5: Members

The association is open to Belgian and foreign juristic persons.  
It consists of juristic persons legally incorporated according to the laws and practices of their state of origin.

### Article 6: Conditions of Membership

The following conditions apply to an application for membership:

#### For Institutional Membership:

1. The applicant must be a university or research institution with a legal personality conducting research in the field of plant science.
2. A request for membership must be sent to the Executive Director of the association, who may grant preliminary approval for membership, which shall be confirmed by the next General Meeting.
3. The General Meeting has full and final discretion to decide whether to admit a new member by an ordinary majority of the votes of the present or represented members.
4. The Board of Directors has full and final discretion to decide on the class of membership.

#### For Personal Membership:

5. The applicant must be a natural person with an interest in plant science.
6. A request for membership must be sent to the Executive Director of the association, who may grant preliminary approval for membership, which shall be confirmed by the next meeting of the Board of Directors.
7. The Board of Directors has full and final discretion to decide whether to admit a new member by an ordinary majority of the votes of the present or represented members.

#### For Association Membership:

8. The applicant must be an association with a legal personality whose members conduct or contribute to research in the field of plant science.
9. A request for membership must be sent to the Executive Director of the association, who may grant preliminary approval for membership, which shall be confirmed by the next General Meeting.
10. The General Meeting has full and final discretion to decide whether to admit a new member by an ordinary majority of the votes of the present or represented members.

#### There are 7 categories of members:

1. Class A\* members: very large juristic persons such as national research organisations.
2. Class A members: large or medium-sized juristic persons. This includes university clusters: a number of universities can form one such cluster. The designated juristic person of the cluster must be defined. A cluster may not span several countries.  
Class 1 and 2 members outside Europe are marked by the letter 'W', which stands for juristic persons whose registered office is in a country outside Europe.
3. Class B members: small juristic persons or individual research units with a legal personality in Europe.
4. Class P members: individual persons with an interest in plant science.
5. Class Asc members: associations on a national, regional or European level with a legal personality whose members conduct or contribute to research in the field of plant science.

Class of member	Number of votes in the General Meeting	Number of representatives in the General Meeting	Number of members on the Board of Directors
A*	Multiple X of A members, e.g. 9 per member	Multiple X of A members, e.g. 3 per member	7
AW* and AW	max 1 per member (1)	max 1 per member (1)	
A	3 per member	1 per member	
B	1 per member	1 per member	3
P	3 jointly for all personal	1 jointly for all personal	1

	members	members	
Asc	3 jointly for all association members	1 jointly for all association members	1

- (1) Institutional members outside of Europe have maximum 1 vote each in the General Meeting and jointly maximum 10 votes. The same applies to the number of representatives in the General Meeting.

Resignation and exclusion of members:

For Institutional and Association Members:

1. A member can resign after giving 3 months notice to the Executive Director by registered mail. The notice shall start on the date of the registered letter.
2. The Board of Directors may propose excluding a member, after hearing the relevant member.
3. The General Meeting may accept the exclusion, by a two-thirds majority of the votes of the present or represented members.
4. Resigning or excluded members shall have no rights to the property of the association.

For Personal Members:

5. A member may resign after giving 3 months notice to the Executive Director by registered mail. The notice shall start on the date of the registered letter.
6. The Board of Directors may exclude a member if financial obligations are not met or if he has a personal conflict of interests with the association.
7. Resigning or excluded members shall have no rights to the property of the association.

#### **Article 7: Membership fees**

1. Members shall pay an annual membership fee. Changes to the amount of the membership fee must be confirmed in advance by the General Meeting. The membership fee shall be a maximum of EUR 50,000.00 per year.
2. This fee must be paid to the bank account of EPSO within one month of the date of the invoice.

### **TITLE III: General Meeting**

#### **Article 8: General Meeting**

##### 8.1. Powers

The following matters come under the exclusive authority of the General Meeting:

- Appointment of a President of the general meeting.
- Approval of the budgets and accounts
- Appointment and dismissal of directors and external auditors
- Discharge of directors and external auditors
- Amendment of the articles of association
- Dissolution of the association
- Acceptance and exclusion of a member
- Approval of the annual report of the Board of Directors presented by the president of the Board of Directors
- All matters required by these articles of association

##### 8.2. Composition

The general meeting is the general management organ of the association and consists of all class A\*, class A and class B members, as described in article 5, who shall each delegate representatives according to article 6.

Only the member whose representative is the President of the Board of Directors may choose to delegate an additional representative. Only one of these two may vote on behalf of that member at the General Meeting.

### 8.3. Meeting

The General Meeting shall be legitimately chaired by the President of the Board of Directors or by a representative appointed by him. The General Meeting shall meet annually at the registered office or at another location to be mentioned in the notice of meeting.

The General Meeting may also make decisions outside the meeting in exceptional circumstances, provided that:

1. The intended decision is very urgent
2. All members of the General Meeting are notified in writing and in advance of all aspects of the decision to be taken
3. The decision shall be made in writing (e.g. by electronic mail)
4. No member objects to this form of decision-making
5. The decisions are unanimous
6. The decision must be ratified at the next General Meeting

An extraordinary general meeting shall be validly convened by the board of directors or by the president whenever the objects of the association so require.

It may also be convened if requested by 2/3 of the members.

It must be convened at least once a year to approve the accounts of the previous year and the budget for the next year.

### 8.4. Notice of meeting

The meeting must be called in writing (e.g. by electronic mail) by the president of the board of directors.

The notice of meeting must be sent at least one month before the meeting, and must specify the place, date, time and agenda.

### 8.5. Representation

Each member may be represented at the General Meeting by another member by means of a special authorisation. A member may not act as a proxy for more than 4 members.

### 8.6. Majority for decision

Except for the exceptional cases given in these articles of association, the decisions shall be taken by an ordinary majority of the votes of the members present and represented.

All members shall be notified of the decisions taken.

No decisions can be made on items that are not on the agenda.

The decisions of the General Meeting shall be recorded in minutes, signed by the President and held at the registered office where they shall be kept at the disposal of the members.

### 8.7. Amendment of the articles of association

The general meeting can only validly decide on the proposal to amend the articles of association if at least 2/3 of the members of the association are present or represented. The proposal may only be accepted by a 2/3 majority of the votes of the present or represented members.

If this General Meeting does not have the quorum of 2/3 of the members, a second General Meeting shall be convened under the same conditions as the first one. This second meeting may not be held within 15 days of the first meeting.

This second General Meeting can take valid and definitive decisions on the proposal by a 2/3 majority of the votes, regardless of the number of members present or represented.

The board of directors must notify members at least 3 months in advance of the date of the general meeting in which they have to decide on such a proposal as well as the proposed amendments.

If the amendment concerns the objects, it can only be accepted by a 4/5 majority of the votes of the members present or represented.

## **TITLE IV: Board of Directors**

### **Article 9 Board of Directors**

#### 9.1. Powers

The board of directors shall manage the business of the association and legally represent it.

It has authority over all matters, except for those expressly reserved by law for the General Meeting.

#### 9.2. Composition, appointment and duration of the appointments the directors

The association shall be managed by a Board of Directors, consisting of at least three and no more than twelve members. The class A\* and A members may together propose 7 members for the Board of Directors, the class B members may propose 3, the Personal members may propose 1 and the association members may propose 1.

The number of directors must be less than the number of members of the General Meeting.

The directors shall be elected by a secret ballot by the General Meeting and under the following conditions:

1. The directors shall be elected for a term of 3 years
2. They may be re-elected once.
3. If the board of directors gives a detailed reasoned recommendation for one of its members, who has already been a board member for two 3 year terms, and was appointed president at the end of the period of office, as an exception this member may be appointed for a third term of office.

The Board of Directors shall elect a President, a Vice-President and a Treasurer from among its members by secret ballot.

#### 9.3. End of office and dismissal of directors

Their appointment shall end by dismissal by the general meeting, by voluntarily resignation, by reaching the end of the term of office, by death or in the event of legal incapacity.

If a seat on the board of directors falls vacant, the board of directors may appoint a temporary replacement who shall complete the appointment of his predecessor until the next General Meeting.

All deeds concerning the appointment, the dismissal and end of term of office of directors, drawn up in accordance with the law, shall be deposited at the registry of the Commercial Court of the registered office of the association, and shall be published to the charge of the association in the Appendices of the Belgian Official Gazette.

#### 9.4. Meetings of the Board of Directors

The Board shall meet at least once a year on the invitation of the President of the Board of Directors. Each director can convene a board meeting if at least half of the directors agree.

Each director has one vote.  
A director may be represented by another director by proxy.  
A director may not act as a proxy for more than one director.

The Board of Directors may only validly deliberate by an ordinary majority if at least two thirds of the members are present or represented.

For the appointment and dismissal of employees, the board of directors may only validly decide by a 4/5 majority of the total number of votes.

The notice of meeting shall be sent by letter, fax, electronic mail or any other means of communication.

#### 9.5. Minutes of meetings

The decisions shall be recorded in minutes signed by the President and held at the registered office where they shall be kept at the disposal of the members of the association.

#### 9.6. Representation

All documents binding the association shall be signed by the President of the Board of Directors, unless a special power of attorney has been granted to another person.

The board of directors shall represent the association.

The deeds concerning the appointment, dismissal and end of term of office of the persons authorised to represent the international non-profit association, drawn up in accordance with the law, shall be deposited at the registry of the Commercial Court of the registered office of the association, and shall be published to the charge of the association in the Appendices to the Belgian Official Gazette.

#### 9.7. Persons responsible for the day-to-day management of the association

The Board of Directors may delegate the day-to-day management to its members of staff.

The members of staff who have authority for the day-to-day management by virtue of their contract shall have the most extensive powers to perform all acts which are necessary or useful for the day-to-day management, which shall include the authority to represent the international association with respect to third parties and to sign documents on its behalf.

### **TITLE V: External auditors**

#### **Article 10: External auditors**

The association may appoint external auditors if the general meeting has made a valid decision to do so.

If however the association satisfies the conditions of article 53 §5 of the current Act, the general meeting shall be legally required to appoint external auditors

The General Meeting shall always be required to appoint them from among the members of the Institute of Company Auditors (IBR).

### **TITLE VI: Accounts and Budgets**

#### **Article 11: Annual accounts and budget**

The financial year of the association shall end on 31 December.

In accordance with article 53 of the Act, the annual accounts of the previous financial year and the budget for the next financial year shall be drawn up by the board of directors each year and submitted to the General Meeting for approval at its next meeting.

The annual accounts must be deposited at the registry of the Commercial Court of the registered office of the association, in accordance with article 51 of the Act.

## **TITLE VII: Dissolution and Liquidation**

### **Article 12. Dissolution and Liquidation**

Except in the event of being dissolved by court order, and being dissolved by operation of law, only the general meeting may decide to dissolve the association if 2/3 of the members of the general meeting are present or represented, and furthermore a 4/5 majority agrees to dissolve the association voluntarily.

The proposal to dissolve the association voluntarily shall be expressly mentioned on the agenda of the general meeting.

If 2/3 of the members are not present or represented at this general meeting, then a second general meeting shall be convened which shall validly deliberate irrespective of the number of members present or represented, but subject to a 4/5 majority agreeing to dissolve the association voluntarily. This second general meeting may not be held within 3 months of the first meeting.

In the event of the association being voluntarily dissolved, the general meeting, or in the absence of this, the court, shall appoint one or more liquidators. It shall also determine their powers and the liquidation conditions.

Any remaining assets after the liquidation shall be given to a private non-profit juristic person with similar objects to the dissolved association, or in the absence of this, to another association with non-profit objects.

### **Article 13: General stipulations**

For all matters not covered or governed by these articles of association, the Act of 2 May 2002, amended by the Act of 16 January 2003 shall apply.

Drawn up and accepted on 06 December 2007

In Brussels, on 06 December 2007

The President  
Wilhelm Gruissem