

„THE EUROPEAN CHITIN SOCIETY“

SECTION I

Objectives, location lifetime

Item 1.

A non-profit making association is formed. The name of the association shall be the “*European Chitin Society*”, hereinafter called the Society.

Item 2.

The Society will be legally domiciliated in the Claude Bernard university, Laboratoire d’Etudes des Matériaux Plastiques et des Biomatériaux, 43 Boulevard du 11 Novembre 1918, Villeurbanne, Cedex (France).

Item 3.

The objectives of the Society, as here constituted, are :

1. To encourage the scientific study of all aspects of chitin and related enzymes, the term chitin being understood to include chitosan and all derivatives of chitin and chitosan.
2. To aid the dissemination of such studies through the organising of symposia, workshops, congresses, or any other form of assembly, primarily in Europe.
3. To encourage and facilitate exchanges between scientists working in the field of chitin within Europe.
4. To encourage the practical application of fundamental research in the field of chitin.
5. To act as a central organisation for the standardisation of matters relating to chitin.
6. To develop links with other societies, either within Europe or abroad, having similar or related interests.

Item 4.

With the agreement of the General Assembly (see Item 21) the head office of the Society may be transferred to another location in Europe.

Item 5.

The lifetime of the Society is unlimited.

SECTION II

Membership

Item 6.

The Society shall consist of Honorary Members, Donor Members, Active Members, Collective Members and Associated Members.

Honorary members are nominated by the General Assembly.

Donor members are persons or companies who have made a substantial gift to the Society. The title of Donor members is conferred by the board.

Active members are persons qualified by their competence and interest in the science and application of chitin and who have paid the appropriate annual subscription.

Associate members are persons qualified by their competence and interest in the science and application of chitin but who do not qualify under Item 7.

Item 7.

Active members may be nationals of any European State.

Collective members must be societies, companies or other organisations based in Europe.

Item 8.

The admission of active, associate or collective members is the responsibility of the Board.

Item 9.

Any request for admission implies acceptance of the statutes of the Society.

Item 10.

The amount of the subscriptions are fixed by the committee and approved by the General Assembly.

Item 11.

Any member of the Society may resign at any moment but must pay the full subscription for the current year.

SECTION III

Administration and organisation

Item 12.

The Society is administered by a Board of Directors (hereinafter called the Board) of 16 members, elected by the General Assembly for a period of 4 years. Members of the Board may be elected to a maximum of two successive terms, except as described on Item 14. To be eligible for election to the Board a candidate must be an active member in good standing.

In the exceptional case that a General Assembly cannot be convened on regular schedule after two years, a term can be extended to a maximum of three years.

The Treasurer may hold the same office for more than four years with the proviso that the position be confirmed by each General Assembly (every two years).

Item 13.

The members of the Board are elected among the active members of the Society by the General Assembly. All members are entitled to vote in the ballot, which will be secret, and may vote by post or by proxy if not present at the Assembly. The maximum number of Board members per country is 2. In case of an exceptional situation where the maximum number of 16 numbers is not attained, a third member becomes possible for one country.

Board members receive no remuneration but the Board may be assisted by paid staff who may be present during meetings.

Item 14.

A total of 8 members are elected every second year. A seat that becomes vacant through the death or resignation of the holder will be filled at the next General Assembly following the death or resignation, and the mandate will normally expire at the date applicable to the previous holder. The Board may co-opt a member to fill the vacancy until the next Assembly without prejudice to the right of the Assembly to elect a replacement member.

In the exceptional case that a General Assembly cannot be convened on regular schedule after two years, a total of 8 members are elected after three years.

Item 15.

The committee of the Board is also the Committee of the Society. It shall consist of:

- President
- Two Vice-presidents
- Secretary
- Assistant secretary
- Treasurer
- Assistant treasurer

Members of the committee are elected for a term of 2 years. No member of the committee may hold the same office for more than two successive periods each of two years.

The Board elects the Committee by internal ballot immediately following each General Assembly, with rules governing the ballot to be fixed by the Committee.

In the exceptional case that a General Assembly cannot be convened on regular schedule after two years, the members of the committee may hold the same office for one additional year.

Item 16.

The Board can invite any person, whose advice on one or more agenda items is considered useful, to participate in a Board meeting. The Board may also call upon members of the Society to act as technical or scientific assistants.

Item 17.

The Board is convened by the President, or by the Secretary at the request of the president, or at the request of one third (1/3) of the members of the Board. It must be convened at least once per year. At least 28 days notice of the meeting must be given to all members of the Board.

The presence of at least 1/3 of the members of the Board is required to form a quorum.

Minutes of the meeting will be kept.

Item 18.

Meetings of the Board are chaired by the President or, in the absence of the President, by one of the Vice-presidents or by a member of the Board nominated by the President.

Decisions of the Board are decided by a simple majority vote of those present. In the case of a tie the vote of the presiding member will be decisive.

Item 19.

All authority for dealing with the funds and property of the Society is vested in the Board. However any decisions in respect of buying, transferring or selling land, arranging for mortgages or for leases of longer than 9 years, or transferring goods, endowments or loans, must be ratified by the General Assembly.

All expenses are ratified by the President who may, with the agreement of the Board, temporarily delegate this power to another member of the Board.

The President, or another member of the Board, will represent the Society at official functions.

The Board is responsible for formulating the bylaws of the Society and for modifying them (see Item 27).

The Board may delegate all or part of its powers to the President or to any other agreed member of the Board.

SECTION IV

The General Assembly

Item 20.

The General Assembly is composed of all the members of the Society: Honorary, Donor, Active and Associate members and delegates nominated by the collective members. Each Collective member may nominates one delegate with the full rights of an active member. All members, except associate members, may vote.

The agenda of the General Assembly is decided by the Board. It will consist of those items proposed by the Board and those communicated to it at least two months before the meeting and which are supported by the signatures of at least one tenth of the members entitled to participate in the Assembly.

The Assembly is chaired by the President or a Vice-president, or by another agreed member of the Board. The secretarial functions will be carried out by the Secretary, Assistant secretary, or another member agreed by the Board.

Only those members who have paid their current subscription are eligible to vote. Eligible members who are unable to attend may vote by post or may nominate another eligible member to act as proxy for them. No member may act as proxy for more than 2 other members.

A report of the discussions of the Assembly will be kept and circulated to members.

Item 21.

The General Assembly will be convened at least every two years, the day, hour and place to be decided by the Board. Notice of the Assembly, together with the agenda, will be sent to all members of the Society at least 30 days before the date of the Assembly which will coincide with the scientific meeting.

The General Assembly will receive the report of the Board on the management, activities and financial position of the Society. It will approve or adjust the accounts for the preceding two years, and will nominate two members of the Board to act as auditors.

In the exceptional case that a General Assembly cannot be convened on regular schedule after two years, the next Assembly can convene after three years.

The Assembly elects members of the Board to replace those whose term of office has expired, or who have resigned or have died. It gives the Board any necessary authorisation and discusses and votes on any other items on the agenda which relate to the development and the management of the Society.

The General Assembly will take place regardless of the number of members present. Any decision requires to be ratified by a simple majority of the votes cast by the members, either in person or by proxy or by post.

SECTION V

Resources

Item 22.

The resources of the Society consist of:

- The subscriptions of members;
- Donations;
- Income from the sale of the goods;
- Subsidies from states, regions, cities and public;
- Organisations or any other similar sources;
- Income from scientific meetings or congresses;
- Advertising revenues.

Item 23.

The treasurer will keep regular accounts of income and expenditure and, if necessary, of materials.

SECTION VI

Modification of the statutes, dissolution of the Society

Item 24.

The statutes can only be modified by the General Assembly voting on a proposal from the Board or on supported by the members entitled to participate in the Assembly. Any such proposal must be submitted to the Committee of the Board at least two months prior to the General Assembly.

Item 25.

In the event of the Society being dissolved, the General Assembly will appoint one or more auctioneers charged with the sale of the goods of the Society. It will then allocate the net assets to one or more associations having similar objectives to those of the Society.

SECTION VII

Rules of Administration

Item 26.

The President shall, within three months, make known to the appropriate authorities, any information regarding:

Changes in the composition of the Board
Modifications to the statutes
Transfer of the head office
Dissolution of the Society

Item 27.

The bylaws of the Society are formulated by the Board and are then submitted to the General Assembly for ratification.

**International rules/by laws adopted by the
General assembly of the founders
On March 27th 1992**

Item A.

Membership of the *European chitin Society* (Section II, Items 6-11 of the statutes).

A-1 Each candidate for admission to the Society must complete an application form requiring details of qualifications, nature of work and fields of interest of the candidate. The application must be signed by two Active members of the Society.

Each application for membership is considered by the Board at the meeting following its receipt. A vote is necessary only if there is an objection raised by one or more of the Board members present. In the event of a vote a majority of those present is required for acceptance. It is not necessary for the Board to justify rejection of an application for membership.

A-2 Nominations for honorary membership are presented to the Board by the President prior to their proposal to the General Assembly for approval. To be proposed, the nomination must receive the support of 2/3 of the Board members present. Honorary membership is for life and their number is limited. Honorary members have the same rights as Active members.

A-3 Membership of the Society may be withdrawn on two grounds:
-for bringing the Society into disrepute. This is voted on by the Board after hearing the case presented to it. Withdrawal of membership requires the support of a simple majority of the Board members present.

-For failure to pay the annual subscription. Failure to pay the subscription after three reminders leads to automatic withdrawal of membership.

Item B.

Subscription (Section Ii, Items 6, 10, 11)

Subscriptions are due on 1st January each year must be paid before the 3rd March. They should be sent to an account of the Society. Payment should be in Euro. Failure to pay leads to automatic withdrawal of membership (see Item A.3). A new member is required to pay the full annual subscription for the year of admission regardless of the date of admission.

Item C

Activities of the Society (Sections I and IV, Items 3, 20, 21).

C-1 The timetable for meetings is:

(a) A General Assembly will be held every two years, the precise date, time, and place to be decided by the Board. An extraordinary General Assembly may be called at any time at the request of a majority of the Board, or at the request of the members provided that it is supported by the signatures of the least 1/3 of the members entitled to vote at the assembly. (Section IV, Items 19, 20).

An exception of the two years schedule is possible when there is no scientific meeting in that year. In such a case, the General Assembly must convene three years after the last scientific meeting.

(b) Board meetings will be held at any time at the request of the President or of 1/3 of the Board members. It will meet at least yearly. (Section III, Item 18).

C-2 In addition to the General Assembly and meetings of the Board, the activities of the Society will include:

(a) scientific meetings – congresses, conferences, symposia, round tables, etc...

(b) publication of a Newsletter, proceedings of scientific meetings, or other items of scientific or technical interest;

(c) the award of the Braconnot prize for work in the field of chitin.

C-3 Scientific papers presented at the various meetings organised by the Society can be published in any journal selected by the author(s), in which case they assume full responsibility. In this case the authors are asked to refer to the Society in their publication. However it is intended that the papers presented at certain meetings will be published collectively as a book edited by the Society.

C-4 A newsletter entitled “European Chitin Society letters” will form a link between the Board and the members of the Society. The Secretary is responsible for its production of at least 2 issues per year. It will consist of an editorial, announcements or reports of meetings, in particular of the General Assembly, conferences, etc... An open forum under the control of the President or Secretary may be included.

C-5 The Society will publish a yearbook when the Board considers it necessary and that it is financially possible.

Item D.

Administration of the Society (Section IV, Items 12-19)

D-1 At each General Assembly the members elect 8 Board members to replace those whose mandate has expired. Election is by secret ballot, with postal and proxy voting permitted. No one member can act as proxy for more than 2 others.

Replacement of members of the Board who have died or have resigned is carried out during the same vote (see also D-3). The mandates of these former Board members will be assigned to those candidates having the highest rankings in the ballot after the top 8 positions. In the case of two or more members receiving the same number of votes, the placings in the ballot will be decided by the respective lengths of membership. The length of mandate of a replacement member of the Board will be the same as that of their predecessor. However if the period of service remaining is less than half of the normal term of 4 years, the replacement member will be eligible for election for an additional two successive terms.

D-2 If the Board requires the assistance of a member of the Society as a scientific consultant it will submit its proposal to the committee of the Board.

D-3 Except in the case of extenuating circumstances, members of the Board must attend meetings of the Board and neither postal nor proxy voting is allowed. An excessive number of absences from Board meeting may justify replacement of that member. In this case the Board will, after a secret vote, declare the seat vacant and arrange for the election of a replacement member at next annual General Assembly.

D-4 The Board elects or completes its Committee at the meeting immediately following the General Assembly. This is done by secret ballot under the conditions of Item 15. The members of the Committee are elected for a period of 2 years or for the remaining time of their service as a Board member.

D-5 Former Presidents are *de facto* members of the Board and have a consultative role only.

D-6 The President fulfills the functions stipulated in Items 17-20, and 26. He is automatically a member of all sub-committees and commissions. The Vice-president assist the President and, in the event of the latter being indisposed, act as deputy according to their seniority.

D-7 The Secretary and Assistant Secretary are responsible for:

- (a) keeping up-to-date records of the Society;
- (b) producing the newsletter of the Society
- (c) keeping the minutes of the General Assembly which, on being approved, are signing jointly by the President and Secretary;
- (d) keeping the minutes of Board meetings which, on being approved, are signed jointly by the chairperson of the session and the Secretary.

- D-8 The Treasurer and Assistant Treasurer are responsible for;
- (a) collecting the annual subscriptions;
 - (b) dealing with all other funds paid the Society;
 - (c) drawing up an annual financial report and submitting it for inspection by the two auditors, nominated as stated in Item 21, before presenting it to the General Assembly, in conjunction with the auditors report.

D-9 Those responsible for organising any scientific meeting of the Society must prepare a statement of accounts and present it to the Board as soon as possible. This statement will appear in the annual account of the society.

Item E.

The current bylaws of the Society were prepared by the Board of 27th March 1992, and were presented for approval by the first General Assembly of August 17-1994, they were modified and approved by the General Assembly of September 12-1995.

The statutes and bylaws were modified and approved by the General Assembly of May 8, 2001.