FULL BYLAWS OF THE BELGIAN SOCIETY OF BIOCHEMISTRY AND MOLECULAR BIOLOGY npo (BSBMB)

THE SOCIETY'S BYLAWS WERE ADOPTED BY THE SOCIETY'S ORDINARY GENERAL ASSEMBLY HELD IN BRUSSELS ON JANUARY 12, 1952. THEY WERE AMENDED ON FEBRUARY 14, 1953, MARCH 17, 1954, APRIL 23, 1955, JANUARY 26, 1957, OCTOBER 12, 1963, JANUARY 15, 1966, FEBRUARY 25, 1972, AND FEBRUARY 23, 1985. THIS VERSION REPRESENTS THE BYLAWS AND REGULATIONS IN FORCE SINCE THAT LAST AMENDMENT.

CSA = Code of Companies and Associations

TITLE I NAME, REGISTERED OFFICE, DURATION, PURPOSE, AND OBJECT

Article 1 **NAME**

The society is named **BELGIAN SOCIETY OF BIOCHEMISTRY AND MOLECULAR BIOLOGY**

All official acts and documents shall state the full name, preceded or followed by the words "**NON-PROFIT ORGANIZATION**" or in short "**NPO**".

Article 2 **REGISTERED OFFICE**

The registered office is established in **THE BRUSSELS-CAPITAL REGION**.

Article 3 **DURATION**

§1. The society is constituted for an unlimited duration.

§2. It may be dissolved in accordance with the provisions of the CSA and these BYLAWS.

Article 4 **NON-PROFIT PURPOSE**

The SBBMB pursues a non-profit purpose consisting of:

§1. Promoting, developing, supporting, and disseminating the biochemical sciences, molecular biology, and related scientific disciplines, for the benefit of research, education, innovation, health, and society.

§2. Fostering scientific excellence, the training of researchers and students, the advancement of knowledge, national and international scientific exchanges, and the dissemination of scientific culture to the public.

Article 5 **OBJECTIVES**

To achieve its non-profit purpose, the society may, in particular:

§1. Promote fundamental, translational, and applied research in the fields of biochemistry, molecular biology, cell biology, biotechnology, and related disciplines;

§2. Organize or support congresses, conferences, symposia, seminars, workshops, thematic schools, training courses, and any other scientific or educational activity;

§3. Foster exchanges and collaborations among researchers, educators, students, professionals, academic institutions, research centers, public bodies, healthcare facilities, companies, and public authorities;

§4. Support scientific training at all levels and encourage the continuous professional development of researchers, early-career researchers, postdocs, doctoral candidates, students, and educators;

§5. Promote the integration and participation of early-career researchers in the national and international scientific community;

§6. Award or support the awarding of scholarships, prizes, distinctions, grants, mobility funding, or any other form of incentive aimed at promoting scientific excellence;

§7. Publish, edit, or disseminate scientific information, books, reports, opinions, recommendations, journals, educational materials, or any other content useful for achieving its purpose;

§8. Represent the scientific interests of its members and the Belgian scientific community before public authorities, scientific bodies, and national or international institutions;

§9. Ensure Belgium's representation within European and international scientific federations, society s, or organizations pursuing similar objectives;

§10. Promote scientific integrity, research ethics, equal opportunities, diversity, inclusion, and social responsibility in scientific activities;

§11. Contribute to raising public awareness of the life sciences and their applications in the fields of health, the environment, agriculture, and industry;

§12. Establish cooperation with natural or legal persons pursuing objectives compatible with those of the society

§13. Carry out all acts and activities directly or indirectly related to its non-profit purpose;

§14. Engage in any lawful activity—whether in Belgium or abroad—including economic activities, provided that the resulting income is entirely allocated to the pursuit of its non-profit purpose.

The society is prohibited from distributing profits directly or indirectly and in any form whatsoever to its founders, members, Administrators, or any other person, except for pursuing its non-profit purpose.

TITLE II MEMBERS

Article 6 **NUMBER**

The number of members is unlimited but must be at least five (5).

Article 7 **CATEGORIES OF MEMBERS**

The society comprises:

§1. **FULL MEMBERS**: researchers, professors, scientists, postdoctoral fellows, and doctoral students—regardless of nationality—**who reside in Belgium and hold an active permanent or fixed-term contract** with an official Belgian university, research institution, or higher education institution (including staff members, grant holders, or any other legal status recognized by the institution).

- Full membership may also be granted to a professor emeritus or to a candidate who, whilst not meeting the formal criteria, demonstrates equivalent qualities, which are assessed at the sole discretion of the ADMINISTRATION COUNCIL.

- Full membership status is acquired solely for the duration of the contract and is contingent upon the continued fulfilment of these conditions.
- When these conditions are no longer met, the Administrator Council acknowledges the loss of full membership status, and the individual becomes an "Adherent Member," thereby forfeiting the rights and benefits reserved for full members.
- They enjoy all the rights granted to members, both under the law and under these bylaws.

§2. **ADHERENT MEMBERS**: all other physical or legal persons supporting the society's purpose and objectives, as well as full members whose contracts have expired. Adherent members have consultative rights but do not possess the rights reserved for full members (see Article 9). They may be invited to attend General Assembly meetings but may not participate in voting. Adherent members have no rights other than those expressly provided for in these statutes.

§3. **EMERITUS MEMBERS**: individuals who have rendered distinguished service to the society, as well as retired professors, researchers, or scientists. They hold a consultative role but have no voting rights, unless otherwise provided for in the Internal Regulations.

Article 8 ADMISSION, DURATION OF MEMBERSHIP – LOSS OF MEMBERSHIP

Candidates must be individuals who wish to contribute their skills and dedication to the society and who commit to respecting its statutes and decisions made in accordance therewith.

§1. Applications for admission may be submitted by mail or email to the Secretary of the Administrator Council, or via the form on the society website.

§2. The Administrator Council verifies compliance with legal and statutory criteria and decides on admission or refusal.

§3. The admission of new members is decided solely by the ADMINISTRATOR COUNCIL

§4. Every member must be listed in the register of members, which is kept up to date.

Article 9 RIGHTS AND DUTIES

§1. **FULL MEMBERS** have:

- The right to vote at the General Assembly;
- The right to be elected to the Administrator Council;
- The right to apply for grants, prizes, and other benefits reserved for members;
- The right of access to the society's internal documents, unless otherwise provided.

§2. **ADHERENT AND EMERITUS MEMBERS**: They have only an advisory role.

§3. All Members must:

- Respect the statutes and the Internal Rules of Procedure;
- Pay membership fees if established by the AC;

§4. Comply with ethical rules and decisions made by the society's bodies.

Article 10 DURATION OF MEMBERSHIP – LOSS OF MEMBERSHIP – RADIATION

§1. Membership status is lost when admission criteria are no longer met; this loss is formally acknowledged by the Administrator Council.

§2. Membership may also be lost or terminated by:

- Voluntary written resignation;
- Death;
- Loss of the status justifying admission as a member (see Article 7);
- Non-payment of dues following a reminder;
- Expulsion by a reasoned decision of the General Assembly for a serious violation of the Statutes or the Internal Regulations;
- Or, in the case of a legal entity, by a decision to dissolve, merge, split, or annul said entity.

§3. The Administrator Council may suspend members who have committed a serious breach of the Statutes or the law, pending a decision by the General Assembly.

§4. Members are free to withdraw from the Association at any time by submitting their resignation in writing to the Administrator Council.

§5. Expulsion may only be decreed by the General Assembly, in compliance with the quorum and majority requirements for amending the Statutes. The expulsion of a member must be stated in the notice of meeting. The member must be given a hearing.

§6. Any member who resigns or is expelled, as well as their heirs or successors, shall have no rights regarding the Association's assets. They may request an accounting, request the affixing of seals, or require an inventory to be drawn up.

Article 11 **MEMBERSHIP DUES**

Every member is required to pay annual dues; the amount is set by the Administrator Council but may not exceed €50,000.

Based on objective criteria, the ADMINISTRATOR COUNCIL may set membership dues in an amount that takes into account the financial capacity of the members and, if warranted by the circumstances, may even grant exemptions from payment of dues to certain members.

Article 12 **MEMBERS' RIGHT OF INSPECTION**

§1. Any full member may inspect the register of members and all minutes relating to the meetings and decisions of the General Assembly.

§2. In the absence of the appointment of a statutory auditor, any full member may inspect, at the society's registered office, all minutes and decisions of the Administrator Council of Directors or of persons—whether or not holding a management position—vested with a mandate within or on behalf of the society , as well as all the society's accounting documents. However, the Administrator Council may at its discretion, decide to exclude certain passages of the minutes from the requested inspection.

§3. For the inspection provided for in the two preceding paragraphs, the full member shall submit a written request to the Administrator Council of Directors, with whom a date and time for inspecting the register shall be agreed-upon. The register cannot be removed from the location where it is kept.

Article 13 **REGISTER OF MEMBERS**

The Administrator Council of Directors ensures that a register of members is maintained. Where applicable, the register of members may be in electronic format. If the register exists in physical (paper) form, a copy shall be kept at the society's registered office. A register in electronic form shall be maintained by the Secretary.

TITLE III GENERAL ASSEMBLY

Article 14 **COMPOSITION – VOTING RIGHTS – REPRESENTATION**

§1. Only full members have the right to vote.

§2. **Adhering members** and **emeritus members** have an advisory voice.

§3. Each **full member** may be represented by written proxy (maximum of one proxy per member present).

§4. Decisions are taken by a simple majority of the **full members** present or represented, subject to statutory provisions regarding certain decisions (amendment of the bylaws, dissolution).

If it is possible to use an electronic means of communication made available by the non-profit society (ASBL), the Administrator Council must allow a member who is unable to be physically present for a duly justified reason to participate in the General Assembly in this manner and—for the purposes of quorum and majority requirements—to be deemed present at the location where the meeting is held. However, this is subject to compliance with the following two conditions:

a. The society must be able to verify the status and identity of the member via the electronic means of communication used;

b. This electronic means of communication must at least enable the member to follow the discussions within the meeting directly, simultaneously, and continuously, to ask questions, and to exercise their right to vote on all matters upon which the General Assembly is called to decide.

If the first condition is not met, the use of the electronic means must be abandoned. If the second condition is not met, the member shall be treated as an observer."

Article 15 **EMPOWERMENT**

The General Assembly has exclusive authority to:

- Amend the Articles of Association;
- Appoint and dismiss Administrators, the statutory auditor(s), the auditor(s), and the liquidator(s);
- Approve the annual accounts and the budget;
- Expel a member;
- Decide on dissolution;
- Ratify affiliation with national or international scientific societies;
- Any other matter provided for by law or the statutes.
- Set the remuneration of the Administrators;
- Set the fees of the statutory auditor(s) and/or auditor(s);
- Approve the annual accounts, the budget, and, where applicable, the activity or management report;

- Grant annual discharge to the Administrators, statutory auditors, auditors, and, in the event of voluntary dissolution, the liquidators;
- Decide to initiate liability proceedings against any member of the society , any Administrator, any statutory auditor, any auditor, any person with general power of representation for the society , or any agent appointed by the general meeting;
- Pronounce the voluntary dissolution of the society ;
- Decide on the allocation of the liquidation balance in the event of the society's dissolution;
- Decide on dissolution without liquidation for the purpose of transferring the entire estate to one (in the case of a merger) or more (in the case of a split) legal entities pursuing a non-profit purpose;
- Effect a contribution of a universality of assets and liabilities free of charge;
- Accept a contribution of a universality of assets and liabilities free of charge;
- Convert into an approved cooperative company acting as a social enterprise , or a cooperative company approved as a social enterprise;
- Convert into an aisbl (international non-profit association).

Article 16 **ORDINARY GENERAL ASSEMBLY**

At least one ordinary general meeting shall be held during each calendar year to approve the accounts for the past year and the budget for the current year.

Article 17 **EXTRAORDINARY GENERAL ASSEMBLY**

§1. An extraordinary general meeting must be convened in certain circumstances pursuant to the CSA, as well as whenever the interests of the society so require.

§2. It must be convened at the initiative of the Administrator Council or at the request of at least one-fifth of the society's members.

Article 18 **INVITATION – CONDUCT OF THE MEETING**

§1. The General Assembly is convened by the Administrator Council.

§3. The General Assembly is chaired by the Chair of the Administrator Council or, in the event of their unavailability, by the Vice-Chair; in the absence of the latter, by an Administrator's designated by the Administrator Council. The Chair appoints a secretary.

§4. The notice of meeting, accompanied by the agenda and the documents to be approved, must be sent **AT LEAST 15 DAYS BEFORE THE SCHEDULED DATE.**

§5. The notice may be sent by post, email, or any other means providing proof of receipt.

§6. The General Assembly may only validly deliberate on items expressly included in the agenda.

§7. Participation may take place in person and/or via videoconference, or by any other electronic means allowing for the identification of participants.

Article 19 **QUORUM AND VOTING MAJORITIES**

§1. Unless otherwise provided by law or the Statutes, the General Assembly may validly deliberate based on a simple majority of the votes cast.

§2. In the event of a tie, the chairperson of the meeting holds the casting vote.

§3. Invalid votes, blank votes, and abstentions are not taken into account when calculating majorities.

§4. When the General Assembly is to decide on an amendment to the Statutes, it may only deliberate and rule if the proposed amendments are clearly indicated in a document sent with the notice of meeting, if two-thirds of the members are present or represented, and if at least two members are physically present.

§5. If this latter condition is not met, the proposed amendments may be submitted to a subsequent meeting, held at least fifteen days after the first, which may validly deliberate regardless of the number of members present or represented.

§6. No amendment to the bylaws shall be adopted unless it receives, at the time of the vote, at least three-quarters of the votes of the members present or represented; or, if the amendment concerns the association's purpose or objective, at least four-fifths of such votes.

Article 20 **MINUTES**

§1. Minutes of each General Assembly shall be drawn up. They shall be signed by the chairperson or their substitute and by the Vice-President, the Secretary, and the Treasurer, as well as by any full member who wishes to do so.

§2. Extracts to be produced in court or elsewhere shall be signed by the chairperson of the Administrator Council or by two Administrators. These extracts are issued to any member, Administrator, or third party who requests them, provided they demonstrate a legitimate interest.

TITLE IV ADMINISTRATOR BOARD

Article 21 **COMPOSITION**

§1. The society is managed by an administrative body referred to in these Statutes as the Administrator Council.

§2. The Administrator Council is composed of a minimum of four and a maximum of twelve members appointed by the General Assembly.

§3. Directors serve without remuneration.

§4. The term of office for Administrators is set at four (4) years and is renewable. They may be removed from office at any time by the General Assembly without the need to justify the decision.

§5. Co-optation is permitted within legal limits.

§6. The Administrator Council comprises at least four members who appoint from among themselves:

1. President;
2. Vice-President;
3. Secretary;
4. Treasurer;

Article 22 **POWERS AND DUTIES**

§1. To manage and administer the society;

§2. To implement the decisions of the General Assembly;

§3. To admit members and keep the register of members up to date;

§4. To implement activities and the budget.

§5. The Administrator Council is vested, on a residual basis, with the broadest powers to manage and represent the society for the purpose of achieving its goal and object, with the exception of powers expressly reserved to the General Assembly by law or by these Statutes.

§6. He has the authority to perform all acts of management and disposition without exception, including alienating movable and immovable property, mortgaging, lending, and borrowing for any term; engaging in any commercial or banking transaction; and discharging a mortgage.

Article 23 **OPERATION**

§1. The Administrator Council meets upon convocation by the Chairperson or the Secretary, or, failing that, by another Administrator;

§2. The notice of meeting is sent by postal mail or email at least eight (8) days in advance, unless urgency justifies a shorter notice period. It specifies the day, time, location, and agenda.

§3. Meetings are held at the location—or via the chosen format, day, and time indicated in the invitation.

§4. The Administrator Council may only validly deliberate if a majority of the Administrators are present or represented.

§5. Each Administrator has one vote.

§6. An Administrator may be represented by another Administrator. However, no Administrator may hold more than one proxy.

§7. The board's decisions are made by a simple majority of the votes cast. Blank votes, invalid votes, and abstentions are not counted when calculating majorities.

§8. In the event of a tie, the Chairperson of the meeting has the casting vote.

§9. If, during a meeting of the Administrator Council, the number of Administrators present or represented does not reach the quorum defined in §4 above, a new meeting is convened.

§10. At this new meeting, the Administrator Council may validly decide on the items on the agenda of the first meeting, regardless of the number of Administrators present or represented.

§11. Minutes of each Administrator Council meeting shall be drawn up. They shall be signed by the Chairperson (or their substitute) and the Secretary. Copies thereof shall be provided to the Administrators no later than the next meeting of the Administrator Council. Extracts of these minutes, intended for legal proceedings or other purposes, shall be signed by the Chairperson or by two Administrators.

Article 24 **RESIGNATION**

§1. Directors may resign from the Administrator Council at any time by submitting their resignation to the Chairperson of the Administrator Council via email or postal mail. Such resignation shall take effect immediately,

unless otherwise specified in the resignation letter or agreed upon between the resigning Administrator and the Administrator Council.

§2. Notwithstanding the preceding paragraph and subject to the co-option mechanism, the resigning Administrator must nevertheless remain in office until the date of the next General Assembly if their resignation results in the number of Administrators falling below the prescribed minimum, or if their resignation is likely to compromise seriously the proper functioning of the society.

Article 25 **CO-OPTION OF A NEW ADMINISTRATOR**

§1. When an Administrator's term of office ends prematurely, the remaining Administrators have the right to co-opt a new Administrator; they must do so as soon as possible if the Administrator Council no longer meets the minimum number of Administrators prescribed by these Statutes.

§2. The next General Assembly must confirm the appointment of the co-opted Administrator. Upon confirmation, the co-opted Administrator shall complete the term of their predecessor, unless the General Assembly decides otherwise. If there is no confirmation, the term of office of the co-opted Administrator ends at the conclusion of the General Assembly, without prejudice to the validity of the Administrator Council' composition up to that point.

Article 26 **CONFLICTS OF INTEREST OF A FINANCIAL NATURE**

§1. When the Administrator Council is called upon to make a decision or rule on a transaction within its remit regarding which an Administrator's has a direct or indirect interest of a financial nature that conflicts with the interest of the society , said Administrator must inform the other Administrators before the Administrator Council makes a decision. Their declaration and explanations regarding the nature of this conflicting interest must be recorded in the meeting minutes. The Administrator Council may not delegate this decision.

§2. The Administrator concerned may not participate in the deliberations or the vote relating to this decision or transaction.

§3. If the majority of Administrators present or represented have a conflict of interest, the decision, or transaction shall be submitted to the General Assembly; if the General Assembly approves the decision or transaction, the administrative body may implement it.

§4. The preceding rules do not apply to routine transactions concluded under normal market conditions and safeguards for transactions of the same nature.

TITLE V DAY-TO-DAY MANAGEMENT

Article 27 **APPOINTMENT BY THE ADMINISTRATOR BOARD**

§1. The Administrator Council may delegate the day-to-day management of the society, and the power of representation regarding such management, to one or more persons who are members of the Administrator Council.

§2. Such delegation is revocable by the Administrator Council at any time and without the need for justification.

§3. If no person has been designated to handle day-to-day management, the association is validly represented and bound in dealings with third parties by the President acting alone or by two directors acting jointly in their capacity as the general representative body.

Article 28 **SCOPE OF AUTHORITY**

Day-to-day management encompasses acts and decisions that do not exceed the requirements of the society's daily operations, as well as those that, whether due to their minor importance or their urgent nature, justify the absence of intervention by the Administrator Council.

TITLE VI REPRESENTATION

Article 29 **EXTERNAL REPRESENTATION OF THE ASSOCIATION**

§1. The association is validly represented in all matters by the president acting alone or by two directors acting jointly, who legally represent the association as its general representative body; they are not required to provide third parties with proof of a prior decision or a power of attorney from the ADMINISTRATOR COUNCIL.

§2. Furthermore, the body responsible for day-to-day management validly represents the society in all acts—including legal proceedings—that fall within the scope of this legal concept.

Article 30 **REPRESENTATION BY SPECIAL AGENTS**

The society may also be represented, in accordance with the law of agency, by special agents acting within the limits of the powers conferred upon them.

TITLE VII MEMBERSHIP FEES AND RESOURCES

Article 31 **MEMBERSHIP FEES**

The membership fees are set by the Administrator Council.

TITLE VIII FINANCIAL YEAR AND ACCOUNTS

Article 32 **BUDGET AND ANNUAL ACCOUNTS**

§1. The financial year runs from 1 January to 31 December.

§2. The Administrator Council prepares the accounts and budgets. Each year, and no later than six months after the financial year-end, it submits the accounts and reports to the General Assembly on its management during the past financial year.

TITLE IX DISSOLUTION AND LIQUIDATION

Article 33 **DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION**

§1. The Association may be dissolved at any time by a decision of the General Assembly adopted under the conditions prescribed by law for amending the object or purpose of the Association.

§2. The General Assembly shall appoint the liquidator(s) of the dissolved Association, determine their powers, and specify the allocation of the Association's net assets. The net assets may only be allocated to a non-profit society, a private or public foundation, or an international non-profit society pursuing an object identical or similar to that of the Association.

TITLE X ANNEX – INTERNAL REGULATIONS

Article 34 **INTERNAL REGULATIONS**

- The Administrator Council may adopt internal regulations and amend them regarding any aspect of the Association's management, in order to meet its aims and objectives in accordance with the provisions of the CSA and these Statutes.
- The Administrator Council may, by means of the internal regulations, create, modify, or abolish any role or mandate necessary for the proper functioning of the society and define the associated duties and implementation procedures, without, however, having the authority to regulate members' rights or the functioning of the governing bodies.
