

**INTERNATIONAL NON PROFIT MAKING ASSOCIATION:
COST OFFICE ASSOCIATION**

In short COA

STATUTES

I. NAME, REGISTERED OFFICE, OBJECTIVES AND ACTIVITIES, DURATION

Article 1:

The international non profit making association is called “COST Office Association” (hereinafter referred to as "The Association"), in short “COA”.

The Association has a legal personality in accordance with, and is governed by Title III of the Belgian law of 27 June 1921 relating to non profit making associations, foundations and international non profit making associations, modified by the law of 2 May 2002 (hereinafter "Law of 1921/2002").

Article 2:

The registered office of the Association is located in 149 Av. Louise, B 1050 Brussels, Belgium.

The registered office may be transferred to any other location in Brussels Capital Region by decision of the Administrative Board published in the *Moniteur Belge* in the month of its adoption.

Article 3:

The Association is strictly non-profit making and devoted to the promotion, organisation, management and funding of practical support functions for COST¹. This may in particular include support for activities such as:

- the co-operation of national pre-competitive and pre-normative research activities in key scientific or interdisciplinary domains at a European level (i.e. contributing to subsequent competitive and standardisation activities) in a bottom-up way and on the basis of a “à la carte” participation, thereby reducing fragmentation in research investments in Europe;
- the international collaboration within selected research activities, thereby increasing the efficiency and effectiveness of the scientific work;
- the development of European-based scientific and technological networks, thereby intensifying the links between the scientific communities and strengthening synergies with policy makers and standardisation bodies;
- a better integration of early stage researchers;

¹ European Co-operation in the field of scientific and technical research, an inter-governmental framework for coordination of research activities established through an exchange of letters initiated by the President of the Council of the European Communities on 4 November 1969 and 24 July 1970, and the Resolution of 23-24 November 1971 by the Conference of European Research Ministers, and as subsequently developed by further COST Ministerial Conferences. COST is presently usually referred to as “European Cooperation in Science and Technology”

- the dissemination of results of such research activities in order to improve their scientific, social and economic impact;
- the appropriate further developments for COST in the context of the European Research Area based on European and global developments;
- any other activity contributing to achieving the objectives formulated by COST as approved by the Administrative Board.

The Association may undertake other activities approved by the Administrative Board in so far as they contribute to the non-profit making objectives of the Association.

Article 4:

The Association is constituted for an indefinite duration and can be dissolved in accordance with Article 20 of the Statutes.

II. MEMBERS

Article 5:

Every State that is a COST Member State or a COST Cooperating State or any other entity that is a Member of COST has the right to become a Member of the Association or to appoint an organisation, which has to be a legal entity, as a Member of the Association.

The membership is subject to the approval of the General Assembly and the signature of the Statutes.

Article 6:

Membership shall cease on resignation or on dismissal or following loss of the status of COST Member.

All resignations must be notified to the Association in writing.

A Member of the Association that leaves the Association shall, as of date of notification of its resignation or dismissal or as of date of loss of its status of COST Member, have no more rights as a Member of the Association.

A Member of the Association can be dismissed in case of infringement of the provisions of these Statutes or infringement of the decisions of the Association. The dismissal of a Member of the Association is decided by the General Assembly on proposal by the Administrative Board. The dismissal shall have an immediate effect. The Administrative Board may suspend the membership until the General Assembly takes its decision.

According to Article 49, paragraph 3 of the Law of 1921/2002, the Association shall be liable for its debts solely with its own assets; the Members shall have no personal liability for the debts of the Association, and any other liabilities of whatever nature.

III. GENERAL ASSEMBLY

Article 7:

The General Assembly shall have full powers to ensure attainment of the objectives of the Association.

The General Assembly is constituted by one representative of each Member of the Association (hereinafter member of the General Assembly). The name of the member of the General Assembly must be notified to the President of the Administrative Board.

The General Secretariat of the Council of the European Union and the European Commission have the right to attend the General Assembly as observers.

The General Assembly shall in particular:

- (i) approve the activity plan as well as the budget for each financial year including revisions and the sources of revenues;
- (ii) approve the annual activity report and the financial statement for each completed financial year and give the discharge to the Administrative Board (Section IV) and to the Director (Section V) for the implementation of the budget of the Association;
- (iii) decide on any new membership and membership's withdrawal in accordance with Article 5;

- (iv) elect the members of the Administrative Board, elect the President and the Vice- President of the Administrative Board in accordance with Article 12 and decide on their financial compensation;
- (v) appoint an Auditor as referred in Article 19;
- (vi) adopt any regulations or policies for the Association, such as regarding finances and staff, upon proposal by the Administrative Board;
- (vii) modify the Statutes or decide on the dissolution of the Association in accordance with Article 20;
- (viii) deliberate and decide upon any other matter serving the objectives of the Association.

Article 8:

The General Assembly is chaired by the President of the Administrative Board and shall be held at least once a year, as convened by the President of the Administrative Board. The meeting shall be held at the registered office of the Association or at any other place set out in the call letter. The agenda of the General Assembly is proposed by the President of the Administrative Board, taking into account the requirement arising from Article 18.

The call to the General Assembly including the agenda of the meeting shall be sent by mail, fax, email or any other acceptable means of communication at least 14 calendar days before the meeting.

An extraordinary General Assembly may be convened by the President of the Administrative Board or at the request of one-quarter of the members of the General Assembly.

Article 9:

The members of the General Assembly are members on a personal basis. If a member of the General Assembly has to be represented by another individual a proxy is needed. Written notification shall be given by mail, fax, email or other means to the President of the Administrative Board in advance of the meeting.

Members of the General Assembly may also vote by giving written notification of their vote by mail, fax, email or other means to the President of the Administrative Board in advance of the meeting.

The quorum is constituted by half of the members of the General Assembly, present or represented in the meeting.

Article 10:

The members of the General Assembly shall have one vote each.

Decisions are taken by simple majority of the members of the General Assembly present or represented at the meeting or having expressed their vote in writing, with the exception of a dismissal of a Member of the Association, as referred to in Article 6, which shall require unanimity by all other Members of the Association than the one whose dismissal is examined.

Voting regarding the appointment of persons shall be taken by secret ballot.

Decisions can be made only on items included in the agenda approved by the General Assembly.

In urgent matters, upon proposal by the President of the Administrative Board, the General Assembly may also take decisions by written vote provided that the decision is approved by a simple majority of the members of the General Assembly by a fixed deadline.

The conclusions of the General Assembly shall be entered in a register signed by the President of the Administrative Board. The register shall be kept at the disposal of the members of the General Assembly.

IV. ADMINISTRATIVE BOARD

Article 11:

The Association shall be managed and administered by an Administrative Board, implementing the decisions of the General Assembly. It shall in particular prepare the annual accounts, the budget, the annual activity plan and the activity report which are proposed by the Director and which will be submitted for approval of the General Assembly.

The Administrative Board shall also have any other powers that are conferred to it by the General Assembly.

The Administrative Board delegates the day-to-day management of the Association to the Director. It may also delegate to the Director any other special tasks.

Article 12:

The Administrative Board is composed of the President, the Vice-President and 3 other members.

The President and the Vice-President and the other members of the Administrative Board shall be elected by the General Assembly for a period of three years.

In case of vacancies during a mandate, the General Assembly can appoint a replacement for the rest of the mandate.

The President of the Administrative Board and the Director should be of different nationalities.

A member of the Administrative Board can be recalled by the General Assembly.

According to Article 49, paragraph 2 of the Law of 1921/2002, the members of the Administrative Board shall have no personal liability for the debts of the Association. The liability of the Administrative Board's members shall be limited to the scope and duration of their term in office and to personal misconducts in carrying out their term in office.

Article 13:

The Administrative Board shall meet as often as necessary and at least once a year, on the initiative of its President or at least of three of its members.

The Administrative Board shall be chaired by its President.

If the President is unable to attend, the meeting of the Administrative Board is chaired by its Vice-President.

The call to a meeting shall be sent by mail, fax, email or any other acceptable means of communication at least 7 calendar days before the meeting.

Each member of the Administrative Board can represent one other member at the meeting. The President shall be informed of this in writing.

The quorum of the Administrative Board is constituted by three of its five members.

Article 14:

The Administrative Board shall decide on the basis of a simple majority of the members present or represented in favour. The President, the Vice-President and each member has one vote. In case of a split vote, the vote of the President shall decide.

The decisions of the Administrative Board shall be entered in a register signed by its President. The register shall be kept at the disposal of the members of the General Assembly.

V. DIRECTOR

Article 15:

The Director is appointed for a period of 3 years by the Administrative Board.

The Administrative Board decides on the contractual conditions for the Director which need to be approved by the General Assembly before entering into force.

The Director is supported by a Deputy Director and by the staff of the Association. The Deputy Director is appointed by the Administrative Board, and is responsible for the day-to-day management of the office during the absence of the Director.

Article 16:

The Director is in charge of the day-to-day management of the Association. The day-to-day management includes the proper administration of the Association's budget and responsibilities over human resources and financial transactions.

The Director is accountable to the Administrative Board and reports to the President of the Administrative Board.

VI. REPRESENTATION

Article 17:

The President of the Administrative Board represents the Association vis-à-vis third parties.

The Director also represents the Association vis-à-vis third parties but only with respect to the day-to-day management of the Association.

The Association is validly bound by the Administrative Board or by the Director acting within the day-to-day management or upon a written specific delegation from the Administrative Board.

In all legal actions, whether as plaintiff or defendant, the Association is represented by the Director, or by any other person or legal entity specially authorised by the Administrative Board for the purpose, and in accordance with any instructions by the Administrative Board.

VII. FINANCIAL YEAR, FINANCES, FINANCIAL AUDITORS

Article 18:

The financial year of the Association shall close on 31 December each year.

The funds of the Association come from contracts, grants, subsidies, gifts and donations from any natural person or legal entity (including the European Union), after acceptance by the General Assembly. Every contractual and financial agreements of the Association are conditioned by the availability of such funds.

Article 19:

The control of the financial situation, the annual accounts and the regularity of the transactions to be reported in the annual accounts is conferred to one statutory auditor. The statutory auditor is appointed by the General Assembly from among the members, natural persons or legal entities, of the Institute of Certified Public Accountants. He has the title of auditor. The statutory auditor shall be appointed for a renewable term of three years. The General Assembly can only dismiss him for valid reasons.

However, as long as the Association can benefit from the exceptions provided in article 53, paragraph 5 of the Law of 1921/2002, no auditor will be designated.

VIII. CHANGES TO THE STATUTES, DISSOLUTION AND LIQUIDATION, APPLICABLE LEGISLATION

Article 20:

Without prejudice to Article 55 of the Law of 1921/2002, all proposals aiming at changing the Statutes of or terminating the Association have to be presented by the Administrative Board, or by at least one-quarter of the members of the General Assembly.

The call to the meeting of the General Assembly where these proposals will be treated as well as the proposals themselves have to be presented to the members of the General Assembly at least three months in advance of the meeting.

The quorum is constituted by two-thirds of the members of the General Assembly, present or represented in the meeting.

Decisions are made by a three quarters majority of the members of the General Assembly present or represented at the meeting.

If this meeting fails to reunite two thirds of the members of the General Assembly, a new General Assembly has to be convened according to the same procedures. Irrespective of the number of members of the General Assembly participating to this new meeting, the decision will be taken by a three quarters majority of the members of the General Assembly present or represented at this meeting.

Changes to the Statutes shall enter into force in accordance with article 50, paragraph 3 of the Law of 1921/2002.

The General Assembly will decide on the modalities of dissolution and liquidation of the Association. The General Assembly shall in particular designate one or more independent liquidators in charge of selling the Association's assets and setting its debts. Any net assets after the dissolution or liquidation shall be dedicated to a non-profit making purpose.

Article 21:

All questions not foreseen in these statutes shall be resolved in conformity with the applicable legal provisions.

Article 22:

The Statutes are drafted in French and in English. In case of discrepancy, the English version shall prevail.

(Signed:)