

STATUTES FOR *ecopa*

Established: 10 November 2002

Revised statutes approved by the General Assembly: 22 September 2015

Article 1. Name and form of association

The association's name is the European Consensus-Platform on Alternatives (*ecopa*), www.ecopa.eu.

ecopa represents all the following stakeholders:

- Government and regulatory authorities
- Academia
- Industry
- Animal protection and welfare organisations

ecopa is an international not-for-profit association founded in accordance with Title III of the Belgian Law of 27 June 1921 regarding not-for-profit associations, international associations and foundations, modified by the law of 2 May 2002 (articles 46-58).

ecopa is a self-owned independent legal person with non-personal and limited responsibility for debt, set up for an undefined period.

Article 2. Registered Office

The Registered Office of *ecopa*, which is required by Belgian law to be located in Belgium, is at Boskant 101, B-2350 Vosselaar, Belgium.

The Registered Office may be moved to any other location within the Belgian territory by the decision of the Board of *ecopa*, to be published in the Annexes of the Belgisch Staatsblad and notified to the Federal Ministry of Justice within one month after this decision.

Article 3. Aims

The primary aim of *ecopa* is to promote “the three Rs” (*Replacement, Reduction, Refinement*) in the use of animals in research, testing, education and training in Europe. *ecopa* shall therefore contribute to increased knowledge within

1. Replacement of animals
2. Reduction of the number of animals used
3. Refinement to reduce suffering and increase animal welfare

ecopa shall strive for consensus between the stakeholders in attempting to achieve its goals.

ecopa may participate or become a member of other institutions, organisations or networks whose aims are in accordance with this Article.

Article 4. *ecopa's* decision-making bodies

ecopa's decision-making bodies are the General Assembly and the Board.

Article 5. Membership

ecopa's members consist of:

National Consensus Platforms

To be recognised by *ecopa*, a National Consensus Platform must as a minimum:

1. Promote use of the three Rs
2. Include representatives of all four stakeholders in its governing body
3. Be a recognised legal organisation with a seat in Europe

Only one National Consensus Platform can represent an individual country and become a voting member on behalf of this country.

Associate Members

Individuals, academic institutions, professional associations, companies, other European or international networks, and any other organisation (or one of its divisions) which support *ecopa's* aims but fail to qualify for membership as a National Consensus Platform.

In cases of doubt the Board decides whether such a party is entitled to membership of *ecopa*.

National Consensus Platforms have the right to speak, make proposals and vote at the Annual General Assembly. Associate Members have the right to speak and make proposals but do not have voting rights.

Members wishing to resign from *ecopa* must tend their resignation in writing to the Board. Resignation becomes effective from the day it is received. Membership ceases automatically if the membership fees are not paid within 6 months of the invoice date.

Exclusion from *ecopa* requires a two-thirds majority in the Board and may only be effected if the member actively opposes *ecopa's* work or aims, or damages *ecopa's* interests.

The liability of *ecopa* members extends only to the settlement of their own annual

membership subscription.

Article 6. Appointment and composition of the Board

Board members and their deputies are elected for 2 years at a time by the Annual General Assembly following recommendations from the Election Committee. The Board shall have four members with personal deputies, one from each of the four stakeholders described in Article 1. The President and Vice President of *ecopa* are elected by the General Assembly from the board members.

Board members shall by nature of their employment, appointments or membership be connected to one or more of the stakeholders. They are to be chosen on the basis of their personal qualities and they do not represent any organisation of which they are a member. Board members should not be re-elected more than twice unless the General Assembly agrees to this.

Legal persons cannot be appointed as Board members.

Article 7. The Board's Rules of Procedure

The President decides when Board meetings are to be held, at least twice each calendar year. Board meetings are also to be held when at least half the Board members demand it. The agenda and papers for the meeting are to be sent to Board members at least 14 days before the meeting.

The Board has a quorum when one representative from each stakeholder including the President or Vice President are present. If regular Board members are unable to attend, deputy members who attend have the same duties and rights as full Board members.

The Board shall conduct its business by unanimous decisions (consensus). In cases where this is not possible, matters are to be referred to the General Assembly where decisions are to be made, in most cases, by simple majority votes (see Article 10).

Minutes of the meetings are to be kept and published without undue delay on *ecopa's* website.

The Board may delegate part of its powers to one or several of its members, to the Secretary, or to one or several members of the staff of the association. In particular the Board may delegate the daily administration and management of the association.

Board members may resign at any time. If a member resigns during his or her term of office, the Board may decide whether to appoint a replacement to serve until the end of that period

of office.

The Board can establish additional rules of procedure.

Article 8. The role of the Board

The Board has the overall responsibility for the operation of *ecopa* between General Assemblies.

The Board shall

1. ensure that *ecopa's* aims are fulfilled by writing an annual Activity Plan which formulates the aims of *ecopa's* short- and long-term activity
2. initiate activity based upon the annual Activity Plan
3. accord signatory power and procuration for the use of *ecopa's* assets
4. monitor expenditure
5. propose a budget for *ecopa's* activity for each calendar year, including membership fees
6. ensure that *ecopa's* accounts are kept and audited by the day before the General Assembly
7. ensure that the Annual Report is written by 1 May each year
8. establish a savings fund, in accordance with the law, in order to cover future expenses
9. appoint and define the services of a Secretary and other appropriate support services including a Press Officer
10. consider applications for membership
11. invite members to the General Assembly
12. propose a budget for *ecopa's* activities
13. present *ecopa's* budget, annual report, audited accounts and Activity Plan to the General Assembly
14. appoint working groups where necessary
15. conduct an annual evaluation of *ecopa's* achievements and developments within the three Rs

Article 9. The Election Committee

The Election Committee consists of one representative from each of the four stakeholders described in Article 1. The members are appointed at a General Assembly for two years at a time. The Committee elects its own Head, who has the casting vote in cases of equality. The Committee shall send its proposals for Board members and deputies to the Board at least two months before the General Assembly.

Article 10. The General Assembly

The General Assembly is *ecopa's* highest decision-making body and is to be held by 1 December each year.

The Board shall send out an invitation, agenda and relevant documents by email at least two months before the Assembly. Items to be proposed for the Assembly by members must be sent to the Board at least one month before the Assembly. The time and place of the Assembly are to be announced in such a way that all members are informed.

The General Assembly is open for non-members, but the Board can decide to handle specific issues behind closed doors.

A list is to be kept of persons with the right to vote at the Assembly, and these persons must identify themselves. Representation by proxy is acceptable. Voting is to take place openly unless a majority of members demand a secret ballot. Each National Consensus Platform has one vote. Decisions require a simple majority, except for changes in the statutes.

The following items are to be treated by the General Assembly:

1. Approval of the notice of the Assembly and proxy votes
2. Approval of the agenda
3. Election of chairman and secretary for the Assembly
4. Election of two keepers of the minutes
5. The Board's annual report
6. The accounts and Auditor's report
7. *ecopa's* Activity Plan
8. *ecopa's* budget, including membership fees, for the coming period
9. Granting authority to the Board for the coming period
10. Election of Board members, President and Vice President
11. Election of the Election Committee
12. Election of the Treasurer
13. Election of the Auditor
14. Suggestions for changes to the statutes
15. Dissolution of *ecopa*
16. Proposals received

The Assembly has a quorum when it has been announced in agreement with these statutes.

The General Assembly may only debate an alteration to the Statutes, or the dissolution of the association, if such items are on the agenda, and if 75% of the National Consensus Platforms are attending or are validly represented by a substitute appointed for that purpose. Should this quorum not be reached, the attending voting members can call for a

second Assembly which may validly debate such items, regardless of the number of voting members attending or validly represented. Should a consensus not be reached then the President can submit the item to a vote on which a 75% majority shall be sufficient for a valid decision.

Article 11. Extraordinary General Assemblies

The Board may announce an extraordinary General Assembly when it considers it necessary. Such meetings are also to be held when the Auditor or 50% of the National Consensus Platforms demand it. The Assembly is to be announced at least one month in advance and is to be held within three months of the demand being received. An extraordinary General Assembly shall only discuss matters raised by those demanding the Assembly.

Article 12. The Secretary

ecopa has a Secretary to execute decisions made by the Board and General Assembly. The Secretary is appointed and reappointed by the Board, and shall be mandated to represent the association in its daily management.

The responsibilities of the Secretary include:

1. promoting the purposes and the approved programme of the association
2. taking action on behalf of the association as directed by the Board
3. making the arrangements for the General Assembly and the meetings of the Board
4. assisting the Treasurer in the preparation of budgets and accounts
5. authorising expenditure in accordance with the approved budget up to a limit defined by the Board
6. safekeeping of all agendas, minutes, voting records, and related papers, reports and accounts which constitute the records of the association

The Secretary may be remunerated as decided by the Board.

Article 13. The Treasurer

The Treasurer shall preferably be a Belgian citizen to ensure best compliance with any financial obligations required by Belgian law for the status and certification of an international not-for-profit association (AISBL). The Treasurer shall ensure that all requirements of Belgian law as well as financial requests from the General Assembly are met.

The Treasurer shall

1. conduct book-keeping of all income and expenditure

2. control and monitor the accounting systems of the association
3. approve counter signature arrangements for expenditure
4. prepare and present accounts as required by Belgian law for the Auditor, the General Assembly and the Board.

Article 14. Financial Auditing

ecopa's fiscal year is from 1 January to 31 December.

The Auditor may be remunerated as decided by the Board.

The annual accounts shall be made available to the Belgian Federal Ministry of Justice in accordance with Articles 51 and 53 of the law (see Article 1).

Article 15. Changes / Dissolution

Changes in *ecopa's* statutes come into force on a date decided upon on a case-by-case basis.

Dissolution of *ecopa* can be conducted by the Board according to Article 10.

Alterations to the statutes or dissolution of *ecopa* shall only take effect after assent by the qualified authority in accordance with Article 50 §3 of the law and after publication in the Annexes of the Belgisch Staatsblad in accordance with Article 51 §3 of the law (see Article 1).

If *ecopa* is dissolved, any remaining financial assets after the settlement of all debts are to be distributed to one or more not-for-profit associations, as determined by the General Assembly, in further pursuit of the aims of *ecopa*.

Article 16. General Terms

The name *ecopa* is to be spelled in small letters and italics. The logo or name must not be used in a manner which may be construed as an official *ecopa* statement without prior approval from the Board, the exception being direct quotations from official material produced by *ecopa*.

Anything not foreseen in the statutes and published in the Annexes of the *Belgisch Staatsblad* shall be handled in accordance with the terms of Title III of the law of 27 June 1921 regarding not-for-profit associations, international associations and foundations as modified by the law of 2 May 2002.

These statutes come into force on dd.mm.yy and replace all previous statutes and internal regulations issued by *ecopa*.