

Constitution

The persons present, declare to constitute a non-profit association to be called "**European Cetacean Society**", or in abbreviated form: "ECS".

In accordance with the provisions of Article 2:6.,§2, of the [Code of Companies and Associations](#) (hereinafter also referred to as CSA), the Association will have civil personality from the moment of filing of the document of incorporation at the registry of the Commercial Court.

The Constitution being thus realized, the persons present adopt as follows the text of the Statutes of the non-profit association thus constituted:

Article 1 - Name

The name of the constituted non-profit association is "European Cetacean Society", abbreviated as "ECS".

ECS is also hereinafter referred to as "the Association".

The Association is governed by the provisions of the CSA concerning it, essentially Part III, and more specifically, Book 9 of the said CSA.

Article 2 - Address of the headquarters

The headquarters of the Association are established in Belgium, in the Walloon Region.

The address of the headquarters may be amended by simple decision of the Council provided that such a move does not require the modification of the language of the statutes under the applicable language regulations.

If, because of the relocation of the headquarters, the language of the statutes has to be changed, only the General Assembly has the power to take this decision, subject to compliance with the rules prescribed for the amendment of the statutes.

Article 3 - Purpose and corporate purposes

The Association pursues the following non-profit purposes of international utility:

- Promotion and coordination of scientific studies of marine mammals,
- Support for the conservation of marine mammals,
- Scientific divulgation concerning marine mammals to the scientific community and the general public,
- Function of scientific advisory committee on marine mammal issues.

To achieve these goals, ECS undertakes various activities including the following:

- Organization of scientific conferences and meetings on specific topics (workshops) for the presentation of current research on topics concerning marine mammals and dissemination of the same by appropriate means (e.g., publications, proceedings, web, etc.),
- Organization of meetings of a Science Advisory Committee to define the state of best scientific practices concerning marine mammal studies,

- Expert advice.

The Association may perform all acts relating directly or indirectly, in whole or in part, to its objectives, or which may lead to their development or facilitate their realization.

In particular, it may lend its assistance and be interested in any way in associations, companies or organizations with purposes and activities similar to those of the Association, or that can help in the achievement or development of its purpose.

It may occasionally engage in commercial operations.

Finally, it may lend its assistance and take an interest in any activity similar to its purpose, carry out all operations directly or indirectly related to its aims and activities, create and manage any service or institution pursuing similar goals.

Article 4 – Full members

4.1 Composition

ECS is composed of at least three (3) Full Members who may be Institutions or natural persons, regardless of their nationality.

Full Member means:

1. the persons appearing in the constituting act, who are at the origin of the creation of the Association,
2. any natural or legal person, private or public, legally constituted under the laws and customs of his country of origin, such as, without limitation, a public enterprise, an association, a university, a non-commercial company, a commercial company, an institution, whose mission, and activities are related to the objectives of the Association and who have joined it.

Any Full Member, who is a natural person, shall have the right to vote at the General Assembly. Any Full Member, who is a legal person, shall also have the right to vote by the vote of its representative. Any member, both natural and legal person, enjoys all other rights within ECS, namely participation in the activities of the Association.

4.2 Admission

The admission of new Full Members is subject to the following conditions:

- The candidate sends a request to the Council. The Council shall deliberate on the admission of new Members by a three-quarters majority of the Members of Council present or represented and shall notify the natural person or legal entity concerned in writing of its decision. The Council does not have to justify its decision.
- Admission also becomes effective only once the membership fees have been duly paid.

Only persons who have competence and/or prestige suitable for serving the purposes and interests of the Association and who wish to devote time, work, intelligence, and all other means to the proper functioning of the Association, and to the achievement of the object and the pursuit of the aims of the Association are eligible for the status of Full Members.

4.3 Termination

Any Full Member ceases to be a Full Member of the ECS:

- in the event of resignation from the ECS, by sending an email to the Council,

- automatically, in the event of non-payment of the contribution within the time limits required by the Rules of Procedure (hereinafter also referred to as RoP),
- automatically, in the event of the death of the Member, if natural person, or dissolution of the Member, if legal person,
- in the event of exclusion decided by the General Assembly with a three-quarters majority of the actual Members present or represented, for violation of these Statutes or the Rules of Procedure, conflict of interest or lack of compatibility between the objectives of the Member and those of the Association or for any other reason that may compromise the moral and/or material interests of the Association.

The exclusion of a Full Member must be indicated in the convocation. The Full Member shall be heard. The exclusion can only be pronounced by the General Assembly, in compliance with the conditions of quorum and majority required for the amendment of the statutes.

The exclusion decision is notified by email from the Council to the Full Member concerned. This decision shall take effect immediately and shall entail the loss of any right attached to the status of Full Member.

4.4 Contributions

Full Members each pay an annual fee of up to three hundred (300) EUR.

The amount of the annual fee is set by the Council.

Article 4a – Supporting members

4bis.1 Composition

ECS may have Supporting Members, who may also be institutions or natural persons, regardless of their nationality.

A Supporting Member is any natural or legal person, private or public, legally constituted under the laws and customs of its country of origin, who intends to give their declared support to the purposes of the Association and to devolve to it an annual contribution.

Supporting Members do not participate in the General Assemblies of the Association and do not have the right to vote.

Any Supporting Member participates, if he wishes, in the activities of the Association that the statutes do not reserve for full Members or a limited public.

4bis.2 Admission

The admission of new Supporting Members is subject to the following conditions:

- The candidate sends the Association an e-mail or fills out a membership form.
- Admission also becomes effective only once the membership fees have been duly paid.

4bis.3 Termination

Any Supporting Member ceases to be a member of the ECS:

- in the event of resignation from the ECS, by sending an email to the Association,
- automatically, in the event of non-payment of the contribution,
- automatically, in the event of the death of the Member, if a natural person, or dissolution of the Member, if a legal person.

- in the event of exclusion decided by the Council for conflict of interest with the objectives of the Association or for any other reason that may compromise the moral and/or material interests of the Association.

The exclusion of a Supporting Member must be indicated in the convocation of the Council. The Supporting Member must be heard if he so requests.

The exclusion decision is notified by email from the Council to the Supporting Member concerned. This decision shall take effect immediately and shall entail the loss of any right attached to the status of adherent member.

4bis.4 Contributions

Supporting members each pay an annual fee of up to three hundred (300) EUR.

The amount of the annual fee is set by the Council.

Article 5 - The General Assembly

5.1 Composition

The General Assembly is composed of all paid-up Full Members.

Any Full Member, who is a natural person, shall have the right to vote at the General Assembly meetings. Any Full Member, who is a legal person, shall also have the right to vote by the vote of its representative.

The Full Members of the General Assembly shall elect their President by a simple majority of the Full Members present or represented. During each election, it is possible not to elect any of the candidates.

The same Full Member may serve only once a term of office as President for a period of 4 years, except in the absence of candidates to the position or if no other Member is elected to office, in which case the term of office shall be extended for a period of one year. In the absence of candidates or elected Members, several one-year extensions may follow one another.

If the President of the General Assembly is incapacitated for any reason, the General Assembly shall be presided by the Vice-President, if there is one. Failing this, the oldest Full Member shall preside over the meeting.

5.2 Responsibilities

The General Assembly has the powers reserved for it by law and by the Constitution.

The following areas, inter alia, fall within the competence of the General Assembly:

1. the amendment of the Constitution,
2. the appointment and dismissal of Members of Council and the determination of their possible remuneration,
3. approval of budgets and annual accounts,
4. Discharge of Members of Council,
5. the dissolution of the Association,
6. the exclusion of a Full Member,
7. the rules and procedures for the form, organisation and holding of meetings,
8. the approval of the constitution of working groups, on a proposal from the Council.
9. all other cases where required by law or Constitution.

5.3 Meetings

The General Assembly meets as often as necessary, at least once a year at the Annual Conference of the Association, upon convocation of the Council.

A General Assembly meeting may be held at the request of the Council or at the written request of at least one fifth (1/5th) of the Full Members of the Association to the Secretary, to discuss urgent matters or in case of crisis. These topics can be both internal and external to the Association. The Secretary shall schedule the meeting as soon as possible with notification to the full Members at least two weeks (2) in advance. If necessary, the General Assembly may be held in various forms including physical meetings, videoconferences, conference calls or any other appropriate means of communication.

5.4 Convocations

The convocation shall be sent in written form by any appropriate means, and in particular by e-mail, to the paid-up Full Members of the General Assembly at least six weeks (6) before the date scheduled for the meeting.

The convocation shall contain a provisional agenda and, where appropriate, the list of candidates for the Council.

Any proposal signed by at least one twentieth (1/20th) of the full Members shall be placed on the agenda.

Any Full Member wishing to include an additional item on the agenda shall send a notification to the Secretary-General no later than four (4) weeks before the General Assembly. If necessary, the amended agenda shall be transmitted to the Full Members at least two weeks (2) before the General Assembly.

Any Full Member who wishes to propose an additional candidacy to the Council shall communicate it to the Secretary no later than the day before the date fixed for the General Assembly.

The notice of meeting shall state the date, time, agenda and place of the meeting and, where appropriate in the case of an Extraordinary General Meeting, the possibility of participating by videoconference, conference call or any other appropriate means of communication.

The documents and other reports necessary for the debates shall be annexed to the meeting convocation.

Any decision requiring a vote must be mentioned as such on the agenda.

No decision may be taken on any matter which is not on the agenda, unless there is unanimous agreement to include the matter among the Full Members present or represented.

The President of the General Assembly may invite any person whose presence appears useful, as an observer or expert without the right to vote.

5.5 Quorum and voting

A non-Extraordinary General Assembly meets validly if at least 15% of its Full Members are present or represented. An Extraordinary General Assembly meets validly if it has 2/3rd of the number of its Full Members, present or duly represented.

In the case of a General Assembly organized by videoconference, conference call or any other appropriate means of communication, Full Members not physically present but participating in it by the means of communication specified in the convocation shall be deemed to be present.

If the quorum is not reached, the General Assembly shall meet again after a period of at least fifteen (15) days. It may be arranged by videoconference, conference call or any other appropriate means of communication.

The deliberations of the General Assembly at this second meeting shall be valid regardless of the number of Full Members present or represented.

Unless otherwise provided, decisions of the General Assembly other than Extraordinary shall be taken by a simple majority of the actual Members present or represented. For Extraordinary General Meetings, the qualified majority required shall be that referred to in Article 9.21 of the CSA and in any other provisions of the CSA, whether mandatory or validly derogated from.

However, decisions concerning amendments to the Constitution, or the dissolution of the Association shall be governed by the provisions of Article 12 below.

In the event of an equal tie vote, the President of the General Assembly, or any other Full Member presiding over the General Assembly in accordance with Article 5.1, shall have a casting vote.

5.6 Power of Attorney

A Full Member may be represented by another Full Member. The same Full Member may not have more than one power of attorney.

The power of attorney must be in writing and signed by the represented Full Member; it must specify the purpose, place, and date of the meeting, and be communicated to the Secretary of the Association before any voting procedure.

5.7 Record of decisions of the General Assembly

Decisions of the General Assembly are recorded in a register signed by the President and a Member of Council; this register shall be kept by the Secretary who shall keep it at the disposal of the Full Members at the headquarters of the Association.

Article 6 - Council

6.1 Composition

The administration of the Association is entrusted to the Council composed of a maximum of eleven Members (11).

The President of the General Assembly is ex-officio Member and Chairman of the Council.

A mandate is reserved for a Student Member elected by the students present or represented in the General Assembly.

Regarding the remaining nine mandates (9), any Full Member, with the support of two other full Members, may propose to the Council one or more candidate(s) Member(s) at the latest the day before the meeting of the General Assembly. The Council presents the list of candidates to the General Assembly. The Members of Council are elected by the General Assembly.

During each election, it is possible not to elect any of the candidates presented.

If he/she is not a Member of Council, the representative of the University of Liège at the General Assembly attends the meetings of the Council in an advisory capacity.

The mandates are for a period of 4 years, except for the mandate of the Student Member which is for a period of 2 years. They shall take effect on the date of their election at the General Assembly meeting and shall end on the date of a General Assembly meeting during which the end of their term of office will be recorded. Mandates are renewable only after a pause of one year, except in the case of insufficient candidates or if no other Member is elected to office. In the latter case, the incumbent Members of Council may be re-elected to fill vacancies for an additional period of one (1) year. In the absence of candidates or if no other Member is elected to office, several extensions of one (1) year may follow one another.

In the event of a vacancy, the Council may co-opt one or more Members of Council until the next General Meeting.

The Council elects from among its members a Vice-President called "Secretary", a Treasurer, a Conference Coordinator, a Webeditor/Admissions Officer and a Publisher/Contact Persons Coordinator for a term of four (4) years. Only the office of Treasurer is renewable after a first term of four years (4). In the event of a vacancy in one of these functions during the term of office, the Council may appoint another Member of Council to hold it until the end of the four years (4). The Council shall ensure that the Full Members are informed thereof.

The Council may also appoint Project Consultants for specific tasks and for a maximum period of six (6) months.

It may invite to its meetings any person it deems useful.

To facilitate the transition and completion of ongoing business, the Council may authorize outgoing Members of Council to attend it until (and including) the next preparatory meeting for the General Assembly meeting. They have an advisory voice.

6.2 Responsibilities

The Council has all management and administrative powers, subject to the powers reserved for the General Assembly. It acts collectively.

In particular, it has the following functions:

- organize, in collaboration with the working groups referred to in paragraph 5, the activities of the Association,
- report to the Full Members via a newsletter at least once a year, and to the meeting of General Assembly,
- in case of emergency, respond immediately, on behalf of the Association, to official requests and notifications that are directly related to scientific advice on marine mammals, without prior consultation of the Full Members. In this case, if possible, the opinion of Full Members with relevant expertise in the field shall be sought. Replies shall be communicated to the Full Members without delay. In the case of matters with political implications or aimed at specific national interests, the Council does not give an official response but merely informs the Full Members and gives advice only internally within the Association, in accordance with the aims of the Association as defined in Article 3.

The Council may delegate the day-to-day management of the Association to a Member of Council or an officer whose powers it shall determine.

It may also take responsibility and confer special powers to one or more persons.

The Council may establish working groups when they are necessary for the performance of specific tasks. The continuation of these working groups is, however, subject to the approval of the next General Assembly by a

two-thirds majority (2/3rd). The General Assembly shall fix the term of office of the Full Members of these groups.

6.3 Meetings and convocations

The Council shall meet as often as necessary, without fixed periodicity and by any means, upon convocation by the President/Chair or at the written request of the majority of the Members of Council and addressed to the President/Chair.

In the event of a videoconference or conference call, votes will be cast or confirmed by any appropriate written means, including by e-mail.

6.4 Quorum and voting

The Council may only validly deliberate if at least three (3) Members of Council are present or represented.

Decisions are adopted by an absolute majority of the Members of Council present or represented.

All decisions shall be taken by at least two Members of Council.

In the event of a tie, the President/Chair shall have the casting vote.

6.5 Power of Attorney

A Member of Council may be represented by another Member of Council.

The power of attorney must be in writing and signed by the principal; it must specify the nature, place and date of the meeting, and be communicated to the Secretary of the Association before any voting procedure.

6.6 Record of Decisions

Resolutions shall be entered in a register signed by the President/Chair.

The Register shall be maintained by the Secretary.

6.7 Termination of service

The functions performed by the Members of Council cease in the event of death, resignation, incapacity, expiry of the term of office not followed by renewal or dismissal.

The Members of Council may be dismissed, by decision of the General Assembly by secret ballot by a qualified majority of two-thirds of the Full Members present or represented:

- in the event of a significant breach of their obligations,
- in the event of a breach of this Constitution and/or the Rules of Procedure,
- for any reason that may be prejudicial to the moral and/or material interests of the Association.

Such a vote may be requested by a petition that gathers the signature of at least twenty percent (20%) of the Full Members.

Before any decision on dismissal is taken, the General Assembly will hear the arguments of the Member of Council concerned.

The President of the General Meeting will notify the decision of dismissal to the Member of Council concerned by registered mail with acknowledgment of receipt, within fifteen (15) days of the vote.

Article 7 – Day-to-day management

The Council may delegate the daily management of the Association, with the use of a signature relating to such management, to one or more persons individually acting as a body. The Association may designate as Daily Manager a Member of Council, a Full Member or a third party.

The powers of the Daily Management Body shall be limited to daily management acts.

However, the Council may delegate certain special mandates to Daily Managers. Restrictions on the powers of the Daily Management Body shall not apply to third parties even if they are published.

The term of office of the Daily Managers, possibly renewable, is fixed by the Council and is a maximum of four (4) years. If the Daily Manager also exercises the function of Member of Council, the end of the term of office of Member of Council automatically entails the end of the term of office as Daily Manager. If the Council wants to keep this person in the position of Daily Manager, it must make a new decision.

The Council may, at any time and without having to justify itself, terminate the function exercised by a Daily Manager.

Article 8 - Representation of the Association vis-à-vis third parties and in court

All acts binding on the Association are signed by two (2) Members of Council among them: the President/Chair, the Vice-President/Secretary or the Treasurer, who will exercise the function of general representative body of the Association and authorized in this capacity to represent the Association vis-à-vis third parties, except special powers of attorney of the latter designating one of the Full Members of the Association for this purpose. The President/Chair, the Vice-President/Secretary and the Treasurer will not have to justify to third parties the powers conferred for this purpose.

Restrictions on the powers of the general representative body shall not be enforceable against third parties even if they are published.

The term of office, possibly renewable, is fixed by the Council and is a maximum of four (4) years. The term of office ends automatically when the person in charge of general representation loses his or her status as a Member of Council.

The Association is also validly represented for acts of daily management by the delegate or delegates to this management which, as a body, will not have to justify a prior decision.

Article 9 - Publication

All acts relating to the appointment, dismissal and termination of the functions of Members of Council and Full Members authorized to represent the Association or Daily Managers, in accordance with the law, shall be communicated to the registry of the Commercial Court to be attached to the file of the Association and published, at the expense of the Association, to the annexes to the Moniteur Belge.

Article 10 – Activity report, budget and accounts

The financial year begins on 1st January and ends on 31st December.

The Council submits an annual activity report including the accounts of the previous year to the General Assembly meeting for approval and the budget for the following year.

Annual accounts are filed in accordance with the law.

The audit of the financial situation, the annual accounts, and the regularity of the transactions to be recorded in the annual accounts under the law or the Constitution shall be carried out in accordance with the legal provisions.

Article 11- Rules of Procedure

The Rules of Procedure are adopted by the Council within the limits set by law and by this Constitution. It is brought to the attention of the Full Members by e-mail or, failing that, by another means accepted for convocations.

Article 12 - Amendment of the Constitution and dissolution of the Association

Without prejudice to Articles 2:109 to 2:113, 9:21 of the CSA, any proposal to amend this Constitution or to dissolve the Association must come from the Council or at least half (1/2) of the Full Members of the Association.

The Council shall inform the full Members of the Association of any proposal to amend the Constitution or to dissolve the Association two (2) months before the date of the General Assembly set to vote on such amendments.

The quorum of presence required in this case shall be two-thirds (2/3rd) of the actual Members present or represented, without taking into account abstentions in the numerator.

A two-thirds majority (2/3rd) is required for decision-making. If the change concerns the corporate purpose, a four-fifths majority (4/5th) is required, without taking into account abstentions in the numerator.

However, if the quorum of attendance is not reached, a new General Assembly is convened under the same conditions as above. If this General Assembly still does not reach the quorum of two-thirds presence, a third General Assembly convened under the same conditions adopts a final and valid decision on the proposal in question, regardless of the number of Full Members present or represented.

In the event of a dissolution, the General Assembly determines the method of dissolution and liquidation of the Association, decides on the allocation of any net assets after liquidation and determines the institution(s), organization(s) or association(s) beneficiary pursuing a similar disinterested goal.

Article 13 - Applicable law - Miscellaneous

The French language is used in the procedure for creating the ECS. Accordingly, the French version of this Constitution is the only official version and any other version, including the English version, is written solely for information and communication. In the event of a discrepancy between the versions, the French version shall prevail.

This Constitution is governed by, and subject to, the laws and customs of Belgium.

Anything not explicitly provided for in this Constitution, in particular the publications to be made in the Annexes to the Moniteur Belge, shall be governed by the provisions of the CSA.