

INTERNATIONAL OZONE ASSOCIATION

EUROPEAN AFRICAN GROUP

BYLAWS

REVISED AT AN EXTRAORDINARY GENERAL MEETING OF MEMBERS

INTERNATIONAL OZONE ASSOCIATION

BYLAWS FOR

EUROPEAN AFRICAN GROUP

Preface

The International Ozone Association [I.O.A.] is a scientific and non-profit making organisation incorporated in the United States of America. Membership is open to all nationalities and for administration purposes the Board of Directors of I.O.A. has created Regional Groups. The following Bylaws apply to the European African Group.

Article I - Formation

The International Ozone Association [I.O.A.] has created, by Resolution of the International Board of Directors, an organisation known as the "European African Group of the International Ozone Association, referred to as the "E.A. Group" and governed by the Law relating to non-profit making organisations in the country where the Registered Office is located.

Article II - Aims

The aims of the E.A. Group are identical to those of the International Ozone Association, as follows:

- To collect and disseminate information on, and to promote research in., any and all aspects of ozone and related oxygen species technologies through conferences, workshops, symposia, newsletters, bulletins, journals, books, pamphlets, or other public information media, or other means.
- To provide liaison among industry, educational and research institutions, governmental agencies, conservation groups, and the general public in information collection and dissemination, problem solving, or research in ozone technology and applications.
- To receive, manage, and use any real or personal property, or any funds, received by the Association by payment, bequest, grant, purchase, or otherwise for the purposes of the Association.

Article III - Activity

The activity of E.A. Group shall consist of:

- Creating Sub-Committees for special tasks and studies.
- Organising Conferences, Congresses, Seminars, etc.
- Publishing Bulletins, Journals and generally adopting all means to inform the Public.
- Liaising and co-ordinating on all research related to the aims of I. O. A. by establishing collaboration between researchers and arranging distribution of the results.

Article IV - Registered Office

The Registered Office is in Paris [France]. It may subsequently be transferred to any other country within Europe or Africa by a decision taken at a General Meeting.

Article V - Duration

There shall be no limitation placed on the duration of the E.A. Group.

Article VI - Membership Entitlement

The E.A. Group is composed of Members and Honorary Members of the I.O.A. from Europe and Africa.

Article VII- Membership Subscription

A person who has paid their annual subscription is acknowledged as a Member of the E.A. Group and, as a consequence, of the I.O.A.

Article VIII - Membership Termination

Membership is terminated either by:

- Resignation
- Death
- cancellation by I.O.A. consequent on a decision taken by the Board of Directors of the E. A. Group.

Article IX - Income

The financial income of the E. A. Group includes:

1. Subscriptions
2. Funds transferred by I.O.A.
3. Funds received due to services provided.
4. Donations received.

The surplus accruing during any financial year shall be transferred to a reserve fund.

The reserve fund comprises the surpluses from previous financial years due to saving in the cost of operation.

Transfers from the reserve fund shall be authorised by the Board of Directors.

Article X. - Administration

The E.A. Group is managed by a Board of Directors, composed of Members, and elected every two years at an Ordinary General Meeting of Members.

Retiring Board Members may be re-elected.

The number of elected Members on the Board of Directors shall not be less than TWENTY.

In the event of a vacancy occurring, the Board shall have the right to appoint a temporary replacement who may be proposed for election to the Board at the next Ordinary General Meeting of Members.

Past Presidents of the E. A. Group and past Presidents of the International Board of I.O.A. who are Members of the E.A. Group shall be Members for life of the Board of Directors.

The Board of Directors shall appoint an Executive Committee of not less than FIVE Members of the Board comprising:

- the President.
- the President-Elect.
- several Vice-Presidents.
- the Secretary-Treasurer.

The Past-President may attend meetings of the Executive Committee and be entitled to vote.

The Executive Committee shall be elected for two years.

Article XI - Board Meetings

The Board of Directors shall meet at least once per year and on any other occasion when convened by the President or upon the request of one quarter of the Members of the Board. For decisions taken to be valid the Board Meetings shall include half the Members of the Board either present in person or represented through proxy by another Member of the Board.

Minutes of the Board Meetings shall be recorded by the Secretary-Treasurer.

Minutes of meetings of the Board shall be sent for approval to all Directors. When required, a decision by the Board of Directors shall be duly registered with the appropriate Authority.

Decisions of the Board shall be made by simple majority of the Directors present including proxies. In the event of a vote being equally split, the President shall have a second casting vote.

The President or acting President can request the attendance at a meeting of the Board of any Member of the E.A. Group or staff assigned to the E.A. Group who shall be present on a consultative basis.

Article XII - Reimbursement of Expenses

The Members of the Executive Committee may request reimbursement of expenses for travelling when representing the E.A. Group in terms of Article XIII and such reimbursement shall be of an exceptional nature and shall be covered within the budget.

The Secretary-Treasurer may request reimbursement of expenses incurred for carrying out the duties stated under Article XV.

Article XIII - Authority of the Board

The Board of Directors shall be vested with full authority to take all administrative decisions for the E.A. Group other than those matters requiring approval by a General Meeting of Members.

The Board of Directors shall ultimately control the Executive Committee and shall have a right to be informed of the action taken by this Committee.

Within the scope of the financial budget adopted by the annual General Meeting:

- the Board shall authorise all financial transactions for the operation and administration of the E.A. Group.
- the Board shall approve the reimbursement of expenses attributed to the Secretary-Treasurer and to Members of the Executive Committee in accordance with Article XII.
- the Board shall authorise any transfers from out of the capital reserve fund.

The above list shall not limit the authority of the Board.

The Board may delegate its authority through Power of Attorney for a specific' task within a limited period.

Article XIV - Executive Committee

President:

- The President shall convene General Meetings and meetings of the Board of Directors in accordance with the Rules of the E.A. Group.
- The President shall represent the E.A. Group at formal and civil functions and is vested with authority for this purpose.
- The President may appear in a Court of Law on behalf of the E.A. Group.
- The President shall have authority to approve expenditure up to a certain amount as decided by the Board of Directors.
- The President may delegate his authority in accordance with the Rules of the E.A. Group.

President- Elect:

In the event that the President is unable to fulfill his duties then these shall be undertaken by the President- Elect, or failing this, by another Member of the Board of Directors specially appointed for this purpose.

Article XV - Secretariat

- The Secretariat shall be managed by the Secretary-Treasurer with or without remuneration.
- The Secretary-Treasurer shall be appointed by the Board of Directors. He shall draw up the Minutes of Meetings of the Board of Directors and shall register the decisions of the Board in accordance with the procedures required by Law.
- The Secretary-Treasurer shall be responsible for the day to day administration of the Secretariat under the supervision of the President.
- The Secretary-Treasurer shall be responsible for maintaining accurate accounts in regard to income and expenditure and for the management of the assets of the E.A. Group.

Article XVI - Ordinary General Meetings

General Meetings of the E.A: Group shall comprise:

- European and African Members.

Members shall have one vote.

Each Member may be represented by another Member acting as his duly appointed proxy.

A General Meeting shall take place at least once a year and shall be called by the President or by at least one quarter of the _membership.

The Agenda shall be prepared by the President.

Administration of General Meetings shall be. by _he Executive Committee.

The General Meeting shall approve the report of the President and the financial report of the Secretary-Treasurer.

The General Meeting shall appoint two Members to undertake a financial audit and to report their findings to the General Assembly. Such Members shall not be members of the Board of Directors.

The General Meeting shall approve the financial accounts for the previous year and the budget for the coming year.

The General Meeting shall elect members to the Board of Directors from amongst the candidates proposed by each country.

The General Meeting shall grant to the Board of Directors and to certain members of the Executive Committee due authority to undertake all necessary administrative action on behalf of the E. A. Group including a situation where statutory powers may be insufficient.

Notice of General Meetings shall be sent to Members at least one month in advance and provide the location and time of the Meeting and the Agenda for the Meeting.

Decisions at General Meetings shall be taken by simple majority vote of Members present or represented by proxy.

A secret ballot of all Members may be requested either by the Board of Directors or by one quarter of the Members present or represented by proxy.

ARTICLE XVII - Extraordinary General Meetings

A. General Meeting shall be deemed Extraordinary when it is required to vote on amendments to the Bylaws.

An Extraordinary General Meeting shall decide on the dissolution of the E.A. Group and on the disposal of assets.

An Extraordinary General Meeting must comprise at least half the membership, either present or represented by proxy. Decisions shall be taken provided the majority, in terms of votes cast, is greater than three quarters of the Members present or represented by proxy.

The Executive Committee shall be responsible for producing a record of attendance, duly initialled by Members present, at the Extraordinary General Meeting.

If a quorum is not achieved at the Extraordinary General Meeting, then a second meeting shall be convened after 15 days. Due notice of the second meeting shall be given to all Members. At the second meeting Members shall decide the issue by simple majority of those present or represented by proxy.

Article XVIII - Minutes of Meetings

The Minutes of General Meetings shall be prepared as a record, approved by Members and confirmed by signature of the President, or his duly authorised representative, and by a Member of the Board of Directors present at the meeting and duly appointed for this purpose.

The Minutes of Meetings of the Board of Directors shall be prepared as a record, after approval by Board Members, confirmed by signature of the President and by a Member of the Board of Directors duly appointed at each Meeting for this purpose.

The Secretary-Treasurer may issue certified copies of Minutes of Meetings to third parties.

Article XIX - Dissolution

The dissolution of the E.A. Group shall be decided only by an Extraordinary General Meeting convened especially for this purpose and within the legal procedures applying to the country where the Registered Office is located.

The Extraordinary General Meeting shall appoint and duly determine the powers of one or more auditors to be responsible for the liquidation of assets of the E. A. Group.

Any assets shall be returned to the I.O.A.

Article XX - Formal Undertakings

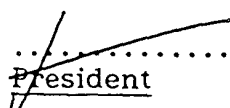
The President, on behalf of the Board of Directors, shall be responsible for making any declarations required in accordance with the legislation in force and shall have full authority to enable presentation of documents in order comply with the necessary formal undertakings.

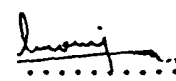
Article XXI - Rules

The Board of Directors shall determine written Rules for the administration of the E.A. Group in terms of the Bylaws and the proposals of an internal Committee. Such Rules shall be subject to the approval of an Ordinary General Meeting of Members.

These Bylaws have been prepared in as many copies as necessary for interested parties, plus one original for the E.A. Group and plus two to be deposited with the Legal Registrar.

LILLE May 1995


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President
Y. RICHARD


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Secretary-Treasurer
A. LASALMONIE