

# **INTERNATIONAL OZONE ASSOCIATION**

**EUROPEAN AFRICAN ASIAN AUSTRALASIAN GROUP**

## **BYLAWS**

Revised at an Extraordinary General Assembly meeting of members

Approved on 2<sup>nd</sup> December 2015

# INTERNATIONAL OZONE ASSOCIATION EUROPEAN AFRICAN ASIAN AUSTRALASIAN GROUP

## BYLAWS

### Preface

The International Ozone Association [IOA] 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 IOA has created Regional Groups. The following Bylaws apply to the European African Asian Australasian Group.

### Article I - Formation, Name and Symbol

The International Ozone Association [IOA] has created, by Resolution of the International Board of Directors, an organisation known as the European African Asian Australasian Group of the International Ozone Association, referred to as the "EA<sub>3</sub>G Group", which may be abbreviated as IOA-EA<sub>3</sub>G or EA<sub>3</sub>G, 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 EA<sub>3</sub>G 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 EA<sub>3</sub>G 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 IOA by establishing collaboration between researchers and arranging distribution of the results.

### Article IV - Registered Office

The Registered Office is in Nanterre [France] by decision of the Extraordinary General Assembly Meeting.

### Article V - Duration

There shall be no limitation placed on the duration of the EA<sub>3</sub>G.

### Article VI - Membership Entitlement

The EA<sub>3</sub>G is composed of Members and Honorary Members of the IOA from Europe, Africa, Asia and Australasia.

## **Article VII - Membership Subscription**

A person who has paid their annual subscription dues is acknowledged as a Member of the EA<sub>3</sub>G and, as a consequence, of the IOA.

A member shall have the rights and privileges of membership consistent with the appropriate classification of membership held.

## **Article VIII - Membership Termination**

Membership is terminated either by:

- Resignation,
- Death,
- Non-payment of subscription dues for annual membership renewal,
- Cancellation by IOA consequent on a decision taken by the Board of Directors of the EA<sub>3</sub>G or on a decision taken by the International Board of Directors.

## **Article IX - Income**

The financial income of the EA<sub>3</sub>G includes:

- Subscriptions
- Funds transferred by IOA.
- Funds received due to services provided.
- Donations received.

The surplus created 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 EA<sub>3</sub>G is managed by a Board of Directors, composed of Members, and elected every two years at an Ordinary General Assembly Meeting of Members.

Directors' terms shall commence on the first day of January of the year immediately following their election and shall end on the thirty first day of December two years following election. Retiring Board Members may be re-elected.

The number of elected Members on the Board of Directors shall not be less than TWENTY (20).

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

Past Presidents of the EA<sub>3</sub>G and past Presidents of the International Board of IOA who are Members of the EA<sub>3</sub>G shall be Members for life of the Board of Directors.

Exclusion of a Member from the Board of Directors shall automatically occur without delay after three absences or non-presentations of proxy at three successive Board meetings (see also Article XI).

The Board of Directors shall appoint an Executive Committee of not less than FIVE (5) Members of the Board comprising:

- The President.
- The President-Elect.
- One or several Vice-Presidents.
- The Secretary-Treasurer.
- The Past-President.

The Executive Committee shall be appointed for two years.

The members of the Executive Committee shall remain members of the Board of Directors during their terms in Office.

### **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 written 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.

The Secretary-Treasurer shall record minutes of the Board Meetings.

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 EA<sub>3</sub>G or staff assigned to the EA<sub>3</sub>G who shall be present on a consultative basis.

A postal and/or fax and/or electronic mail ballot on any matter requiring only a decision from the Board may be distributed with the written call for the Board meeting. Any matter, which receives a simple majority vote of all ballots received by the deadline, shall be accepted.

### **Article XII - Reimbursement of Expenses**

The Members of the Executive Committee may request reimbursement of expenses for travelling when representing the EA<sub>3</sub>G 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 EA<sub>3</sub>G other than those matters requiring approval by a General Assembly of Members (see articles IV, XVI and XVII).

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.

The Board of Directors shall be available to lend assistance to the President for taking decisions concerning the important questions arising between Board meetings.

Within the scope of the financial budget adopted in the annual General Assembly:

- The Board shall authorise all financial transactions for the operation and administration of the EA<sub>3</sub>G.
- 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 transfer 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**

The Executive Committee shall be composed of:

- The President.
- The President-Elect.
- One or several Vice-Presidents.
- The Secretary-Treasurer.
- The Past-President.

Their term shall commence on the first day of January of the year immediately following their election by the Board of Directors and shall end on the thirty first day of December two years following election.

The duties of the members of the Executive Committee shall be those usually appropriate to each office, or as specified by these Bylaws or by resolution of the Board of Directors.

### **1. President**

- The President reports to the Board of Directors.
- The President shall convene and chair all General Assembly meetings and meetings of the Board of Directors in accordance with the Rules of the EA<sub>3</sub>G.
- The President shall represent the EA<sub>3</sub>G at meetings of the International Board of Directors and is vested with authority for this purpose.
- The President shall represent the EA<sub>3</sub>G at International 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 EA<sub>3</sub>G.
- The President shall have authority to approve expenditure up to a certain amount as decided by the Board of Directors according to Article XIII.
- The President may delegate his authority in accordance with the Rules of the EA<sub>3</sub>G.

### **2. President- Elect**

- The President-Elect shall be elected biennially by the Board of Directors from among the Directors then in office.
- The President-Elect shall become automatically the President after serving his or her two-year term as President-Elect, or in the event that the Presidency becomes vacant for any reason.
- In the event that the President is unable to fulfil 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.

### **3. Secretary-Treasurer**

- The Secretary-Treasurer shall be elected biennially by the Board of Directors from among the Directors then in office.
- The Secretary-Treasurer shall manage the Secretariat.
- The Secretary-Treasurer shall draw up the Minutes of Meetings of the Board of Directors and shall register the decisions of the Board in accordance with the procedure required by Law.
- The Secretary-Treasurer shall be responsible for maintaining accurate accounts in regard to income and expenditure and the assets of the EA<sub>3</sub>G. For this purpose, a professional Accountant shall assist him by producing each annual financial balance with certification in accordance with the procedure required by Law.

### **4. Vice-Presidents**

The Vice-Presidents shall be elected biennially by the Board of Directors from among the Directors then in office.

## **Article XV - Secretariat**

The Secretariat shall be managed by the Secretary-Treasurer with or without remuneration.

## **Article XVI - Ordinary General Assembly Meetings**

General Assembly Meetings of the EA<sub>3</sub>G shall comprise European, African, Asian and Australasian Members.

Each Member shall have one vote.

Each Member may be represented by another Member acting as his duly appointed proxy. A General Assembly 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 with written notice

The President shall prepare the Agenda, which shall include all the items submitted to the members of the General Assembly for vote.

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

Administration of General Assembly Meetings shall be made by the Executive Committee.

The General Assembly shall approve:

- The report of the President,
- The financial report of the Secretary-Treasurer which shall include the accounts for the previous year and the corresponding certification produced by the Accountant,
- The budget for the coming year,
- The changes in the Rules for the administration of the EA<sub>3</sub>G.

The General Assembly Meeting shall elect members to the Board of Directors from amongst the candidates proposed by the Board of Directors or any Member of the EA<sub>3</sub>G.

The General Assembly 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 EA<sub>3</sub>G including a situation where statutory powers may be insufficient.

All decisions at General Assembly 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 Assembly Meeting shall be deemed Extraordinary when it is required to vote on:

- Amendments to the Bylaws.
- The dissolution of the EA<sub>3</sub>G and on the final 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 fifteen (15) days with the same agenda. 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 Assembly Meetings shall be prepared as a record, and after approval by



Members during the next meeting shall be 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, and after approval by Board Members, shall be confirmed by signature of the President.

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

#### **Article XIX - Dissolution**

The dissolution of the EA<sub>3</sub>G shall be decided only by an Extraordinary General Assembly 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 EA<sub>3</sub>G.

Any assets shall be returned to the IOA.

#### **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 to comply with the necessary formal undertakings.

#### **Article XXI - Rules**

The Board of Directors shall determine written Rules for the administration of the EA<sub>3</sub>G according to these Bylaws and the proposals of an internal Committee. Such Rules shall be subject to the approval of an Ordinary General Assembly Meeting of Members.

#### **Article XXII - Application law**

The bylaws shall be interpreted in accordance with the law of France.

These Bylaws have been prepared in as many copies as necessary for interested parties, plus one original for the EA<sub>3</sub>G and plus two to be deposited with the Legal Register.

Nanterre, 2<sup>nd</sup> December 2015



IOA-EA<sub>3</sub>G President  
Santiago ESPLUGAS



Secretary-Treasurer  
Alain LASALMONIE

