



Society of Environmental Toxicology and Chemistry

SETAC Europe VZW

VZW Articles of Association

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Society of Environmental Toxicology and Chemistry Europe vzw (SETAC Europe vzw)
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ARTICLES OF ASSOCIATION

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I. NAME, REGISTERED OFFICE, DISINTERESTED PURPOSE OBJECT

Article 1 Name

A not-for-profit Association has been established pursuant to the Belgian Act of 27 June 1921, as amended to date by the Acts of 6 December 1954, 30 June 2000, 2 May 2002, among others, under the name of "Society of Environmental Toxicology and Chemistry Europe", abbreviated to "SETAC Europe" (hereafter referred to as the "Association").

The full or abbreviated names of the Association may be used separately, and the Association will be referred to as "SETAC Europe".

English will be the Association's working language.

Article 2 Registered Office

The Association will have its registered office in Belgium.

The Association currently has its registered office is at Avenue des Art 53-54, 1000 Brussels, Belgium, in the Brussels-Capital Region.

The management body (hereafter referred to as the "Board") may transfer the Association's registered office to anywhere in Belgium. The Board may set up administrative offices both in Belgium and abroad.

Article 3 Disinterested purpose and object

3.1. The Association's disinterested purpose is:

- a. to advance environmental science and chemical management through collaboration, communication, education, and leadership
- b. to serve as the European regional umbrella organisation for all members of the Society of Environmental Toxicology and Chemistry (SETAC), a global not-for-profit network established as a not-for-profit organisation as set out in Section 501 (c) (6) of the U.S. tax code, in the District of Columbia, hereafter referred to as "SETAC World", who, in accordance with the rules and conditions set out in an agreement between SETAC World and the Association, either:
 - I. Reside in a European country; or
 - II. Reside in a non-European country which SETAC determines as forming part of the Association's working area.

3.2. The Association is an open and democratic organisation and aims to operate in a broad societal context so that it can reflect the needs of the environment and people, and their interactions.

3.3. The purpose and object of the Association are exclusively devoid of any for-profit motives and support the purposes determined by SETAC World.

3.4. The Association's object inter alia consists of the following:

- a. To promote research, education, communication, and training in the environmental sciences;
- b. To promote the application of interdisciplinary environmental sciences in managing chemicals and other stressors;
- c. To participate in scientific interpretation of and presentations on exposure to and effects of environmental stressors, ecological risk assessment/management, and solutions for global environmental problems;
- d. To provide forums for communication and interactions among professionals on a multi-sector, interdisciplinary, and multinational basis on environmental issues;
- e- To promote the development of theories and practices for sustainable environments, considering appropriate ecological, economic, and social aspects-

II. MEMBERSHIP

Article 4 Number; Criteria; Categories

4.1. The Association's voting members will consist of at least three (3) physical persons.

4.2. The Association can have effective and non-effective members. The fullness of membership, including the right to vote at the general meeting, accrues exclusively to the effective members. Effective members, hereafter also referred to as "voting members" or "members"), are those whose name is listed in the register of members kept at the Association's registered office. The legal provisions only apply to effective members.

Non-effective members are only affiliated to partake in the Association's activities. They do not have voting rights at the general meeting. The conditions of entry of non-effective members, hereafter also referred to as "non-voting members", can be determined by internal rules.

The term "member" in these Articles of Association expressly refers to the effective members

4.3. Membership is open to any physical person, Belgian or foreign, who meets the following conditions:

- a) is registered as a voting member of SETAC World;
- b) resides in a European country, or in a non-European country determined by SETAC World as forming part of the Association's working area;
- c) supports the mission and objects of the Association;
- d) undertakes to comply with these articles of association, the internal rules and the decisions of the Association's bodies.

Article 5 Admission of New Members; Dues; Voting; Termination

5.1. Prospective members can register via the Association's website. Membership is accepted by operation of law when the membership conditions have been met. Further formalities pertaining to the registration and admission procedure are laid down in the internal rules of the Association.

5.2. Members will pay the Association annual membership dues, the amount of which will be determined by the Board in accordance with the guidelines as determined by SETAC World.

Notwithstanding, the amount of the annual membership dues will never exceed the sum of 10,000 (ten thousand) euros.

5.3. Only voting members can vote, each voting Member has one vote. Non-voting members will not have the right to vote in any meetings of the General Meeting. Only voting Members who have paid all amounts owing to the Association, including membership dues, may vote at the General Meeting.

5.4. Any Member who fails to pay the annual membership dues after having received due notice from the Association will be deemed to have resigned as a member pursuant to Article 5.5. of these articles of association.

5.5. Voting membership will be terminated:

- a) upon a voting member's resignation;
- b) after a resolution adopted by the General Meeting by a two-thirds (2/3) majority vote based on the conduct of a Member as judged by the General Meeting. Two-thirds of the voting members must be present or represented at this general meeting. The Member in question will have the opportunity to present their defence before the General Meeting takes its vote on the termination of their membership.
- c) if membership dues are not paid by a voting Member after receiving notice of non-payment from the Association and having had an opportunity to explain non-payment.

The termination conditions and formalities regarding non-voting membership are laid down in the internal rules

5.6. Any member who ceases to be part of the Association will forfeit all rights enjoyed by the members.

III. GENERAL MEETING

Article 6 Composition; Powers

6.1. The General Meeting will be composed of all voting Members.

6.2. The General Meeting has the broadest powers, enabling the Association to realise its object. In particular, the General Meeting has exclusive power to:

- a) amend the articles of association;
- b) appoint and dismiss directors;
- c) determine the remuneration of the directors in case a remuneration is granted;
- d) appoint and dismiss statutory auditors and determine their remuneration;
- e) dismiss directors and statutory auditors as well as to file a claim against the directors and the statutory auditors on behalf of the Association;
- f) approve budget and financial statements;
- g) voluntarily dissolve the Association;
- h) exclude a Member from the Association;
- i) convert the not-for-profit organisation into an international not-for-profit organisation, into a cooperative society recognised as a social enterprise or into a recognised cooperative society social enterprise,
- j) make or accept a free contribution of an estate;
- k) all cases where these articles of association or the law require it.

Article 7 Meetings and Notices convening meetings

7.1. The General Meeting convenes at least once a year, either at the Association's registered office, or at any other place, or by means of remote participation using electronic communication, as indicated in the notice convening the meeting signed by or on behalf of the Chairman, and sent at least twenty-one (21) days prior to the date set for the meeting.

7.2. An extraordinary General Meeting may also be convened:

- a) by the Board (via a letter of the Association's Chairman) whenever the interests of the Association so require;
- b) following a resolution of the Board; or
- c) upon written request of one-fifth (1/5) of the voting Members.

7.3. Voting Members who do not attend an ordinary or extraordinary meeting in person may participate or vote by proxy. A proxy, who must also be a voting Member of the Association, may not represent more than five (5) other voting Members. All proxy instruments will be presented to the Chairman before the opening of the meeting.

7.4. All General Meetings will be presided over by the Chairman, or in his or her absence a person chosen by the voting Members of the Board present at such meeting.

Article 8 Quorum; Required Majority

8.1. Except as otherwise provided by these Articles of Association, the General Meeting may deliberate validly irrespective of the number of voting Members present or represented.

8.2. Except as otherwise provided in these Articles of Association, all resolutions will be adopted by a simple majority of the votes cast by the General Meeting. In the event of a tied vote, the Chairman of the meeting will have the deciding vote. All resolutions will be made known to all Members.

8.3. Unless unanimously agreed upon, the General Meeting may only take action in respect of matters mentioned in the agenda of the meeting.

Article 9 Records

Resolutions adopted by the General Meeting will be recorded by the Executive Director in a register signed by the Chairman and kept by the Executive Director at the Association's registered office for inspection by the Members. In the Executive Director's absence, the Chairman of the meeting will appoint someone else to serve as the secretary of the meeting.

IV. THE MANAGEMENT BODY ("THE BOARD")

Article 10 Number; Authority

10.1 The Association will be managed by a Board consisting of at least nine (9) and a maximum of twenty-five (25) directors who are Members of the Association, including at least one (1) and maximum three (3) Members who are listed as a student in the Association's membership register.

A balanced distribution between the professional sectors must be pursued when composing the Board. In addition, the composition of the board should strive for diversity and inclusivity.

10.2. Directors will be elected by the General Meeting, in accordance with the criteria and the procedure set forth in the Internal Rules of the Association, for a period of three (3) years. Directors who are listed as a student in the Association's membership register will be elected for a period of two (2) years. The mandate of a director starts on the date of the General Meeting at which the director is elected, and ends on the date of the General Meeting in the last year of their term. The term of a director may be renewed for only one consecutive term. The terms of the directors will be as evenly over time as possible, so that approximately one-third of the directors are elected to the Board at the annual meeting of the General Meeting.

10.3. A director who voluntarily resigns must notify the board of this in writing (via email, by regular or registered letter). This resignation takes effect immediately unless this resignation has caused the number of directors to fall below the statutory minimum. In this case, the board must meet to:

- a) either co-opt a director within a reasonable period of time (in which case the next General Meeting must confirm the co-option);
- b) convene a General Meeting within a reasonable time, which must provide for the replacement of the director concerned.

In the first aforesaid case, at the time of co-optation, and in the second aforesaid case, at the moment that a replacement director is confirmed by the General Meeting, the voluntary resignation of the director concerned takes effect.

In the absence of confirmation, the mandate of the co-opted director ends at the end of the General Meeting, without prejudice to the regularity of the composition of the management body up to that time.

Interim appointed directors complete the mandate of the director who voluntarily resigned.

10.4. Members of the Board may be dismissed by a two-thirds (2/3) majority vote of the General Meeting present or represented at a meeting at which such a resolution is adopted.

10.5. The Board may, by majority vote, appoint one or several persons, Members of the Association or otherwise, to serve as non-voting honorary Members of the Board for a specified period of time. Honorary members of the Board will be disregarded when determining the minimum and maximum number of directors authorised pursuant to Article 10.1. The Board will specify the privileges and duties of the honorary Members upon their appointment, but under no circumstances will the Board delegate to said honorary members any of the powers under the Board's full control and discretion.

Article 11 Officers

11.1. The Board will elect a Vice-Chairman and a Treasurer of the Association from among its directors. The Vice-Chairman will serve as Vice-Chairman for one (1) year, after which he or she will become the Chairman and occupy this position for one (1) year, after which she or he will become Former Chairman for one (1) year. The Treasurer will serve for a term of three (3) years.

11.2. As an exception to the provision in Article 10.2, the term of the Board Member elected as officer may be extended for a period equal to the term of that officer. Such an extension of the mandate must be ratified by the General Meeting.

11.3. The Board may create other positions, if necessary and appropriate, and fill those positions from among its members for a period, of three (3) years, unless explicitly provided otherwise at the time of such election.

Article 12 Quorum

12.1. The Board will meet at least once a year either at the Association's registered office or at another place or by means of remote participation using electronic communication, and in all cases specified in the notice convening the Board sent by the Chairman. An extraordinary meeting of the Board may also be convened whenever the interests of the Association so require or upon written request of one-fifth (1/5) of the members of the Board, provided that at least one (1) week's notice is provided to all members of the Board, together with an agenda and sufficient information to adopt resolutions on the items listed on the agenda. If an extraordinary meeting is to be held through written communication and as such not allowing oral deliberations, the notice convening the meeting will contain the reasons for holding the meeting in such a manner. All resolutions adopted at an extraordinary meeting held in such a manner not allowing oral deliberations, will be subject to the ratification of the Board at the next regular meeting of Board Members.

12.2. The Board may only validly deliberate if at least one-half (1/2) of the directors are present or represented. A director who does not attend an ordinary or extraordinary meeting in person may participate or vote by proxy. A proxy, who must also be a director, may not represent more than two (2) other directors. All proxy instruments will be presented to the Chairman before the opening of the meeting. However, no director may vote by proxy for more than two (2) consecutive meetings without the prior approval of the Board.

12.3. All Board meetings will be chaired by the Chairman, or in their absence, by the vice-chairman or by a person chosen by the Board members present. The Executive Director will act as secretary of each Board meeting. In the absence of the Executive Director, the Chairman of the meeting will appoint someone else to serve as the secretary of the meeting.

12.4. The resolutions of the Board will be adopted by a simple majority of the votes cast by the directors present or represented.

12.5. In the event of a tied vote, the Chairman of the meeting will have the deciding vote.

Article 13 Minutes and Resolutions

The Board's resolutions will be recorded in a register signed by the Chairman and kept by the Executive Director at the disposal of the Members of the Association.

Article 14 Powers

The Board will have the broadest powers in terms of administration and management of the Association, subject to the powers reserved to the General Meeting. The Board may delegate certain powers for limited specified purposes to one or several persons, who need not be members of the Board.

Article 15 Required Signatures

Any legal act binding the Association will be signed by two (2) directors acting jointly. They do not need to offer proof of their authority to third parties.

Article 16 Legal Actions / Proceedings

Legal action involving the Association, both as plaintiff and defendant, will be taken by the Board, represented by its Chairman, or by a Member of the Board appointed for that purpose.

V. THE DAILY MANAGEMENT AND THE EXECUTIVE DIRECTOR

Article 17 Appointment and Powers

17.1. The Board may appoint a body responsible for the day-to-day administration and an Executive Director. The members of the body responsible for the day-to-day administration and the Executive Director are appointed by the Board. The body responsible for the day-to-day administration and the Executive Director will discharge their duties until being dismissed by the Board.

17.2. The duties of the Executive Director will be established by the Board and will include the power to manage the day-to-day affairs and business of the Association, as well as to represent the Association in actions pertaining to the day-to-day management.

17.3 The day-to-day management includes both actions and decisions that do not go beyond the needs of the daily operation of the Association, as well as actions and decisions that, either because of their lesser importance, or because of their urgent nature, do not justify the intervention of the Board.

17.4 The Executive Director is authorised to act in the interests of the Association for the purpose of carrying out the effective activities of the Association within the limits of those rights and obligations entrusted to him or her by the Board.

VI. BUDGET, ACCOUNTS AND PROPERTY

Article 18 Financial Year; Ownership of Properties

18.1 The financial year starts on 1 January and ends on 31 December of every year. Annually, The Board will submit the accounts for the previous financial year, and the budget for the coming financial year to the General Meeting for its approval.

18.2. Property and funds necessary for the existence and operation of the Association will be provided by funding sources approved by the Board, in accordance with the applicable laws of Belgium. The Association may exercise the right of ownership to office premises, property, and assets, both liquid and immovable, and will use them for the exclusive purpose of advancing the Association's goals and objects, as established in these Articles of Association.

18.3. The Association will have the power to borrow and lend funds, establish security interests on its assets, as well as the power to apply for grants and contributions for any of its objects. The Association will have the right to exercise such other powers as now are, or hereafter, conferred by law upon a not-for-profit association established for the objects set forth above or necessary or incidental to the powers so conferred.

VII. AMENDMENT TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION

Article 19 Amendment to the Articles of Association

19.1. The General Meeting may only validly deliberate on an amendment to the Articles of Association if two-thirds (2/3) of the voting Members are present or represented. A resolution will be adopted if approved by a two-thirds (2/3) majority of the votes cast by the voting Members, unless it relates to an amendment to the Association's object, in which case a four-fifths (4/5) majority will be required.

If, however, aforesaid quorum of two-thirds (2/3) or four-fifths (4/5) of the voting Members is not obtained, a new meeting of the General Meeting may be convened under the same conditions as stated above, at which the General Meeting will validly and definitively decide on the proposal by a two-thirds (2/3) majority of the voting Members present or represented for an amendment to the Articles of Association and a four-fifths (4/5) majority for an amendment to the Association's object.

The second meeting may not be held sooner than within fifteen (15) days following the first meeting. There is no minimum attendance requirement for this second meeting.

19.2. The General Meeting will determine the conditions and procedure for dissolving and discontinuing the Association.

All funds of the Association will be spent for its objects, as described in Article 3 of these Articles of Association. In the event of dissolution, the Association's assets will be made available exclusively for the benefit of SETAC World as it was established to pursue, in part, objects similar to those of the Association. In the event that SETAC World is unable to accept the Association's remaining funds, the General Meeting of the Association will designate another organisation or organisations, legally recognised in their respective countries, established and run exclusively for similar objects as beneficiary or beneficiaries of the Association's remaining funds.

19.3. No part of such assets, income, profits or net earnings of the Association will inure to the benefit of any officer, employee, agent, trustee, director or other person except as reasonable compensation for services rendered to the Association in relation to its object.

19.4. In no event will the Association accept a donation, which, subject to the Companies and Associations Code, would revert to or have a value that would revert to the donor or his designee.

VIII. INTERNAL RULES

Article 20 Internal Rules

Subject to the approval of the General Meeting, the Board may adopt resolutions by a simple majority of votes, in accordance with Article 12 of these Articles of Association, to establish, amend or abolish all or part of the Internal Rules of the Association. The Internal Rules will not be in violation of these Articles of Association. The last approved version is kept at the Association's registered office.

IX. GENERAL PROVISIONS

Article 21 Operation in accordance with the Law and Internal Rules

Anything not provided for in these Articles of Association and in particular in the publications to be made in the Annexes to the Official Belgian Gazette, will be resolved in accordance with the Association's Internal Rules and the law.

Thus drawn up and adopted at the General Meeting on 22 June 2023

In Brussels on 22 June 2023, signed by two directors.

Bruno Campos
Director

Mirco Bundschuh
Director

STATEMENT OF ADMINISTRATION OF AN OATH

I, undersigned, Charline Mercedes Helmoortel, translator Dutch, English, French and German whose signature is registered in the Belgian National Register hereby declare that the translation made by me is complete and that its contents, to the best of my knowledge, corresponds with the source text attached. Which translation bears my signature and stamp.

Faithful translation from Dutch into English done on 25 April 2023 in Ostend, Belgium.

VTI number: VTI1995570

Charline Helmoortel, MA
Sworn translator Dutch, English, French and German