



SETAC Europe VZW

Internal Rules

Approved by the SETAC Europe Council on 26 March 2024.

Society of Environmental Toxicology and Chemistry Europe vzw (SETAC Europe vzw)
Kunstlaan 53-54, 1000 Brussels
Enterprise number: 0861.935.367 Register of Legal Entities Brussel

Internal Rules

Contents

| | |
|--|---|
| Article 1. Purpose of the internal rules | 1 |
| ORGANISATIONAL STRUCTURE | 2 |
| Article 2. Organisational Structure | 2 |
| Article 3. Regional Branches | 2 |
| Membership | 2 |
| Article 4. Effective and non-effective members | 2 |
| Article 5. Non-voting members | 2 |
| Article 6. Registration, admission and termination procedures | 2 |
| The Council | 2 |
| Article 7. Duties of the Council | 2 |
| Article 8. Composition of the Council | 3 |
| Article 9. Election of Council members | 3 |
| Day-to-day Management | 3 |
| Article 10. Duties of the Executive Director | 3 |
| Article 11. Duties of the Executive Committee | 3 |
| COMMITTEES | 4 |
| Article 12. Establishment of Committees | 4 |
| Article 13. Standing Committees | 4 |
| Article 14. Ad Hoc Committees | 4 |
| AMENDMENTS | 4 |
| Article 15. Amendments to the internal rules | 4 |

Article 1. Purpose of the internal rules

Referring to SETAC Europe Articles of Association art. 20. "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".

These internal rules specify the organizational structure of SETAC Europe VZW (hereafter the association), the Internal Audit system, the key operating principles, the responsibilities of Board members, policies & procedures, Managers' recruitment and performance evaluation procedures and the rules governing transactions.

These internal rules are supplementary and subordinate to the SETAC Articles of Association, the SETAC Bylaws, and the SETAC Europe VZW Articles of Association Statutes, as referred to in article 2, and in case of a contradiction between the Internal Rules, the SETAC Europe Articles of Association, the SETAC Bylaws and the SETAC Articles of Association, the later mentioned shall prevail.

ORGANISATIONAL STRUCTURE

Article 2. Organisational Structure

SETAC is 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 and is guided by the rules and regulations set out in the SETAC Articles of Association Approved by the SETAC World Council and the SETAC Global Membership on the 30th of June, and Filed at the Department of Licensing and Consumer Protection Corporations Division Washington, D.C. on 7th of September 2023, and the SETAC Bylaws as Provisionally approved by SETAC World Council on 19 July 2023.

SETAC Europe is organized as a Geographic Unit of the Society of Environmental Toxicology and Chemistry (SETAC) and incorporated as a not for profit association under Belgium law. SETAC Europe is governed by the rules set out in the SETAC Europe Articles of Association, approved by the General Meeting of SETAC Europe VZW on 22 June 2023, filed with the registry in Brussels on 17 November 2023, and published in the Belgium Gazette on 21 November 2023. The disinterested purpose and object of SETAC Europe as set out in the Articles of Association is to advance environmental science and chemical management through collaboration, communication, education, and leadership, and 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 Reside in a European country; or Reside in a non-European country which SETAC determines as forming part of the Association's working area.

Article 3. Regional Branches

Further to SETAC Bylaws, article II 5, Geographic Units may be further subdivided into Regional Chapters or Branches at the discretion of the governing body of the Geographic Unit.

SETAC Europe Branches are to promote the mission of SETAC and organize activities in the region assigned by SETAC Europe to the Regional Branch.

Regional Branch members must be SETAC members (free, explorer or full).

A SETAC Europe Regional Branch

- Represents members in a specific region,
- Holds scientific meetings of regional interest in the local language(s),
- May raise funds, including setting Regional Branch dues, to support local activities. (NB, SETAC benefits are only available to SETAC Regional Branch Members that pay SETAC dues),
- May be incorporated as a separate organization,
- Must comply to the rules and regulations of SETAC and SETAC Europe.

MEMBERSHIP

Article 4. Effective and non-effective members

As set out in art 4 of the SETAC Europe VZW Articles of Association, The Association can have effective and non-effective members, also referred to as voting and non-voting members. Only full members, as defined in the SETAC Bylaws, are effective members. Explorer members and Free members, as defined in the SETAC Bylaws, are non-effective members and do not have voting rights at the general assembly.

Article 5. Non-voting members

Referring to SETAC Europe Articles of Association art. 4.2. "The conditions of entry of non-effective members, hereafter also referred to as "non-voting members", can be determined by internal rules".

Registration as a non-voting member under the umbrella of SETAC Europe is open to any physical person, Belgian or foreign, who meets the following conditions:

- a) is registered as a Free or Explorer 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 the articles of association, these internal rules and the decisions of the Association's bodies.

Article 6. Registration, admission and termination procedures

Referring to SETAC Europe Articles of Association art. 5.1 "Further formalities pertaining to the registration and admission procedure are laid down in the internal rules of the Association.

Prospective non-voting members can register via the Association's website. Non-voting membership (Free and Explorer membership) is accepted by operation of law when the conditions have been met.

Referring to SETAC Europe Articles of Association art. 5.5 "The termination conditions and formalities regarding non-voting membership are laid down in the internal rules".

Full, Explorer and Free members must declare to meet the qualifications as described in the SETAC Bylaws by completing the web form when applying for or renewing SETAC membership.

Membership will be terminated if a member fails to provide additional evidence, if asked for.

THE COUNCIL

Article 7. Duties of the Council

SETAC Europe VZW is managed by a Board of Directors (hereafter referred to as Council) elected by the General Assembly. The Council Represent members that are trained or experienced in disciplines related to environmental sciences, education and management and are affiliated to SETAC Europe by virtue of geographical location.

The duties of the council are

- Advance the mission of SETAC and provide strategic direction to the functions, programmes and activities of SETAC Europe.
- Ensure effective planning
- Provide financial oversight
- Serve as an ambassador
- Develop a competent governing body
- Ensure legal, ethical and fiduciary integrity

- Appoint the SETAC Europe Executive director and determine the duties of the SETAC Europe Executive Director in consultation with the SETAC Executive Director and SWC.
- Establish and dissolve Regional Branches
- Establish and dissolve SETAC Europe Committees
- Send representative(s) to the SWC in a manner that maintains sectorial balance.

Article 8. Composition of the Council

Further to the conditions for the composition of the council (board) in terms of diversity and inclusion, as set out in the Articles of Association art 10.2,

- the number of board members shall be 19.
- One member shall be a student nominated by the SETAC Europe Student Advisory Council.
- A minimum of 4/5 and a maximum of 7/8 members shall be affiliated to the academic sector
- A minimum of 4/5 and a maximum of 7/8 members shall be affiliated to the business sector
- A minimum of 4/5 and a maximum of 7/8 members shall be affiliated to the government sector
- A minimum of 1 and a maximum of 5 members shall be affiliated to the Civil Society sector
- The Council should strive for Geographic Diversity to ensure that the views of the different regions in the territories of the Geographic Unit are considered in decision making.

Article 9. Election of Council members

Referring to SETAC Europe Articles of Association art. 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”.

Further to art 10.2 of the SETAC Europe Articles of Association, Council members will be elected by the General Assembly according the following procedure:

- SETAC Europe publishes an open call for applications with mentioning the number of vacancies and required qualifications of the applicants.
- If a vacancy for a student member arises, the SETAC Europe Student Advisory Council is consulted to nominate a student candidate for election.
- The applications are administered and checked for qualifications and eligibility by the office with oversight from the immediate past president.
- The SETAC Europe Council evaluates and selects the candidates for election by the General Assembly
- Vacancies and selected candidates for election are grouped by sector (Academia, Business, Government, Civil Society, Students). The General Assembly elects or appoints the incoming Council members per sector.
- If the number of candidates for a given sector is equal to or lower than the number of vacancies, a motion is presented appoint the candidates as members of the board.
- If an applicant is deemed to be eligible for election, but not supported by the council as a candidate for election, the applicant should be accepted as a candidate for election only if the candidature is supported with 10 letters of recommendation from full members of SETAC Europe.
-

DAY-TO-DAY MANAGEMENT

As set out in the SETAC Europe Articles of Association art. 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.

Article 10. Duties of the Executive Director

Referring to SETAC Europe Articles of Association art. 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”.

The SETAC Europe Executive Director is appointed by the Board to manage the Day-to-day affairs of the society. The duties of the Executive Director are

- Manage the day-to-day affairs and business of the Association,
- Represent the Association in actions pertaining to the day-to-day management, including signing legal acts related to SETAC Europe events and activities and granting power of attorney to others to manage such affairs as needed,
- record resolutions adopted by the General Assembly, the Council and the Executive Committee in a register
- administer the delivery of SETAC Europe activities and delegated SWC activities in support of SETAC and in co-operation with the Committee Chairs and the SETAC Europe Council and Officers.
- administer the finances of SETAC Europe, including reporting to the SETAC Europe Council on a regular basis, and overseeing and reporting on the annual financial audit of SETAC Europe.
- work with, and support, the committees of SETAC Europe,
- co-ordinate, communicate with and manage SETAC Europe staff to ensure the smooth and consistent delivery of services and meeting of the objectives of SETAC Europe and SETAC,
- oversee the preparation and delivery of an annual report (financial status, audit, major activities, etc) to the SETAC Europe Council and the SETAC Europe Membership,
- co-ordinate the regular meetings of the SETAC Europe Council and its committees.
- implement SWC general society policy,
- ensure best use of SETAC and SETAC Europe resources in the provision of administrative resources.

Article 11. Duties of the Executive Committee

As set out in the SETAC Europe VZW Articles of Association art 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. Together they form the Executive Committee, which is chaired by the President. The Executive Director is a non-voting member of the Executive Committee

The duties of the Executive committee are:

- Act and make decisions on behalf of the board when urgent matters arise
- provide support, guidance and oversight to the Executive Director
- assess the CEO’s performance and remuneration
- manage board and officer elections
- contribute to board development
- Monitor compliance

COMMITTEES

Article 12. Establishment of Committees

The council may establish standing committees and ad hoc committees to advise or execute programs. Committees shall not infringe on the powers of the General Assembly or the Council.

Article 13. Standing Committees

- Standing committees shall be
 - open ended in time and typically address topics or ongoing programs such as Awards, Education, Finance, Regional Branches, Science.
 - headed by a chair and a vice-chair.
 - established and dissolved by the Council
 - operating under the rules and regulations as set out in the Committee Guidance Document
- Both the chair and vicechair are appointed by SETAC Europe Council in consultation with the committee.
- The composition of the committee and the selection of committee members is set out in the Committee Guidance Document, as approved by the Council. The appointment and dismissal of committee members must be ratified by the Council.
- The general charge of the committee is defined by the Council and included in the Committee Guidance Document.
- Specific charges, that fall in the general remit of the committee should be documented and communicated to the committee in a letter from the president.
- Standing Committees must present a report including an overview of the activities in the past year and a planning of activities for the upcoming year to the council annually.

Article 14. Ad Hoc Committees

- Ad Hoc committees shall be
 - established for a limited time to address a specific issue.
 - established by the President
- The chair and members of the Ad Hoc committee shall be appointed by the President
- The charge of the committee shall be documented and communicated to the committee in a letter from the president.

AMENDMENTS

Article 15. Amendments to the internal rules

The SETAC Europe Council shall have the power to make, repeal and amend Internal Rules for any matter concerned with the administration of the affairs of the Association to complement the Articles of Association and to define the rules whereby the Association shall function provided they are not inconsistent with the forementioned documents. Such Internal Rules and any repeals or amendments shall have effect until set aside by the Council.