

I. NAME, REGISTERED OFFICE, AIM, DURATION

Art. 1 name

The association without lucrative purpose is named in Dutch "Belgische Vereniging voor Massaspectrometrie" in French "Société Belge de Spectrométrie de Masse" and in English "Belgian Society for Mass Spectrometry". The abbreviated name is B.S.M.S..

Art. 2 registered office

The registered office of the Association is located in Belgium. The location is determined by decision of the Board of Directors.

The registered office is established at Hauthem 86B, 3320 Hoegaarden, in the judicial district of Leuven.

Art. 3 aim

3.1 The Association aims to promote contacts between scientists involved in mass spectrometry and between people that share an interest in mass spectrometry in Belgium.

The Association also represents the members in European and international societies.

3.2 The work area comprises following activities:

- to organize scientific meetings;
- to inform members about activities and developments in mass spectrometry;
- to offer its members opportunities for improving their skills related to mass spectrometry;

3.3 The Association can perform all activities relating directly or indirectly to its aims, including ancillary commercial and profitable activities within the limits of what is permitted by the law and whose proceeds at any time will be entirely devoted to the achievement of the non-profit goals. For the realization of its goals, the Association is allowed to acquire and manage real estate.

Art. 4 duration

The Association is established for an indefinite period of time, but can be dissolved at any time.

II. MEMBERS

Art. 5 effective and affiliated members

There are effective and affiliated members in the Association.

Art. 6 effective members: number

The number of effective members is minimum four. There is no maximum number of effective members.

Art. 7 effective members: procedure

The General Assembly is authorized to decide on the admissibility of effective members.

The formalities and conditions of admissions of effective members are elaborated in the internal regulations.

A candidate effective member of the Association must submit a written request to the General Assembly. This request can be sent by letter or by email.

The General Assembly decides autonomously if a candidate effective member fulfilling the substantive conditions will be admitted as effective member to the Association. The General Assembly does not have to motivate this decision. No appeal is possible against this decision of the General Assembly.

Art. 8 effective members: termination

Each effective member can resign at any time from the Association. The resignation is submitted in written form to the General Assembly. This request can be sent by letter or by email.

Each effective member can be excluded from the Association at any time by the General Assembly with a majority of 2/3 of the present and represented votes. The exclusion of an effective member is performed by voting with secret ballots.

Membership of effective members ends by law in the event of decease of the effective member.

Art. 9 effective members: contribution

The contribution of effective members is determined to be a one-time fee of a maximum of 1000 euros, to be paid at the moment of admission. The General Assembly determines the amount of the contribution and can change this fee at any time if necessary. The contribution is not refundable.

Art. 10 effective members: member records

The Board of Directors of the Association has the obligation of keeping a register with the effective member records. The original member records are kept at the Association's registered office.

Any modification of the effective member records of the Association shall be updated in the register within eight days of the notification to the Board of Directors.

The effective members are obliged to keep the Board of Directors informed of any change of address.

Art. 11 affiliated members: procedure

The General Assembly is authorized to decide on the admissibility of affiliated members.

The formalities and conditions of admission of affiliated members are elaborated in the internal regulations.

Art. 12 affiliated members: termination

Each affiliated member can resign at any time from the Association. The resignation is submitted in written form to the General Assembly. This request can be sent by letter or by email.

Each affiliated member can be excluded from the Association at any time by the General Assembly with a majority of 2/3 of the present and represented votes. The exclusion of an affiliated member is performed by voting with secret ballots.

Membership of affiliated members ends by law in the event of decease of the affiliated member.

Art. 13 affiliated members: contribution

The contribution of affiliated members is determined to be an annual fee of a maximum of 500 euros. The General Assembly determines the provisions regarding the contribution of the affiliated members and can revise the contributions at any time without consent of the affiliated members. The contribution is not refundable.

III. GENERAL ASSEMBLY

Art. 14 composition

The General Assembly is composed of all the effective members and is chaired by the chair of the Board of Directors or, in his/her absence, by the oldest director present.

Each effective member can grant a proxy to one of the effective members. Each effective member can only represent one other effective member.

Art. 15 authority

The General Assembly's authority consists of:

- approval of the statutes
- modifying of the statutes
- nominations and dismissal of the directors
- approval of the budget and clearance of the accounts
- granting discharge to the directors
- dissolution of the Association
- accepting and exclusion of effective members
- accepting and exclusion of affiliated members
- determining the contribution for effective members and affiliated members
- conversion of the non-profit organization into a company with social purposes
- drafting and approving the internal regulations

Art. 16 meeting

The Board of Directors shall at least once a year convene a meeting of the General Assembly within six months after closing of the financial year.

A meeting of the General Assembly is also convened by the Board of Directors if this is deemed necessary.

The Board of Directors will give notice of the meeting of the General Assembly in a letter or email sent to all effective members at least eight days before the meeting of the General Assembly. The invitation states the date, location and agenda of the General Assembly.

The agenda is defined by the Board of Directors. Each proposal signed by at least 1/20 of the effective members will be added to the agenda. During the meeting new points can only be added to the agenda on condition that it is agreed unanimously by all present and represented effective members.

The chair appoints a secretary in case the secretary of the Board of Directors is absent.

Art. 17 attendance quorum and majorities

In order for deliberations to be valid for all agenda points, at least half the effective members should be present or represented.

For modification of the statutes, changes to the aims of the Association, exclusion of effective members or dissolution of the Association, the quorum of attendance will be applied as stated in the law of June 27, 1921, modified by the law of May 2, 2002.

Each effective member has one vote.

In the event of a tie, the vote of the Chairman or of his substitute shall prevail.

For calculation of simple and specific majorities as mentioned above, the blanks, null and void votes are also considered votes.

Art. 18 minutes

The decisions of the General Assembly are kept in the minutes and shall be signed by at least the chair and secretary of the Board of Directors.

The original copies of the minutes are compiled in a minute book and kept at the Association's registered office.

Effective and affiliated members have right to access the minutes of the General Assembly. The procedure for accessing the General Assembly minutes is elaborated in the internal regulations.

IV. BOARD OF DIRECTORS

Art. 19 conditions and composition

A director can be represented by any other director by granting a proxy. Each director can only represent one other director.

The Board of Directors divides the functions of chair, secretary and treasurer among the directors. The accumulation of more than one function is not allowed.

The Board of Directors is chaired by the chair or, in his/her absence, by the oldest director present.

Procedures for meetings and decision-making in the Board of Directors are elaborated in the internal regulations.

Art. 20 number

The Board of Directors consists of at least three directors.
There is no maximum number of directors.

In the event of resignation or exclusion shall the director serve until a successor has been named.

Art. 21 appointment

The directors are appointed by a simple majority of the members present or represented at the meeting of the General Assembly.

Only effective members are eligible to become a director.

Directors are appointed for an indefinite period of time.

Art. 22 authorities

The Board of Directors rules the Association and represents the Association in legal and extra-judicial matters and has all the authority that is not assigned to the General Assembly.

The Board of Directors can grant proxies to or authorize a director or third parties for well-defined legal functions.

The directors' mandate shall be non-remunerated, unless the General Assembly decides otherwise.

The directors exercise their authorities collectively.

Art. 23 meeting

A meeting of the Board of Directors is convened if this is deemed necessary.

Each director has the right to convene the Board of Directors. He/she submits a written request to the chair. This request can be sent by letter or by email.

The chair will give notice of the meeting of the Board of Directors. The notice is sent by letter or email. The invitation states the date, location and agenda of the Board of Directors.

The agenda is defined by the chair.

In case of absence of the secretary of the Board of Directors, the chair appoints a secretary.

Art. 24 attendance quorum and majorities

In order for deliberations to be valid for all agenda points, at least half the directors should be present or represented.

The decisions of the Board of Directors are taken by simple majority of the votes cast.

A proposal is rejected in the event of a tied vote.

Each director has one vote.

Art. 25 minutes

The decisions of the Board of Directors are kept in the minutes and shall be signed by at least the chair and secretary of the Board of Directors.

The original copies of the minutes are compiled in a minute book and kept at the Association's registered office.

Effective and affiliated members have the right to access the minutes of the Board of Directors. The procedure for accessing the Board of Directors' minutes is elaborated in the internal regulations.

Art. 26 end of mandate

Each director can resign at any time from the Board of Directors. The resignation is submitted in written form to the General Assembly. This request can be sent by letter or by email.

A director can be dismissed at any time by the General Assembly by a simple majority.

A director's function ends by the operation of law in case of decease of the director.

V. BUDGET AND ACCOUNTS

Art. 27 financial year

The financial year shall be from January 1 to December 31. After approval of the financial statements and the budget, the Board of Directors shall provide accountability for the policies of the preceding year to the General Assembly, which then decides about granting discharge to the directors.

VI. DISSOLUTION, INVALIDITY and LIQUIDATION

Art. 28 dissolution

The Association can be dissolved voluntarily at any time by the General Assembly. For this, an attendance quorum of 2/3 is needed. The decision for dissolution shall be taken by a specific majority of 4/5 of the present or represented votes.

Art. 29 destination of the net assets

The net assets shall be transferred to an Association pursuing similar objectives. The General Assembly shall decide to which Association the liquidation balance will be transferred.

VII. VARIA

For all cases not mentioned in these statutes, the provisions of the law of June 27, 1921 modified by the law of May 2, 2002 are applicable.