

# **By-Laws**

## **EUSAAT –**

### **European Society for Alternatives to Animal Testing**

#### **§ 1 Legal status, name and registered office**

1. The name of this association shall be “EUSAAT - European Society for Alternatives to Animal Testing”, in short “EUSAAT”, in the following also referred to in these by-laws as “the Society”.
2. The association EUSAAT - European Society for Alternatives to Animal Testing (formerly “MEGAT – Mitteleuropäische Gesellschaft für Alternativmethoden zu Tierversuchen” (Central European Society for Alternatives to Animal Testing)) is an association pursuant to the Austrian Federal Act on Associations 2002 (“Vereinsgesetz 2002 – VerG”). The association is charitable as specified in sec. 5(1)6 of the Austrian Corporation Taxation Act (“Körperschaftssteuergesetz – KStG”) and sec. 35 of the Austrian Federal Tax Code (“Bundesabgabenordnung – BAO”); its activities are not oriented to making a profit.
3. The registered office of the association shall be situated in 4225 Luftenberg/Donau, Austria. The association shall be active worldwide.

#### **§ 2 Purpose of the Society**

1. The European Society for Alternatives to Animal Testing (EUSAAT) is an amalgamation of scientists from universities, industry and public authorities, as well as other private and public institutions and organisations, interested in the issue of animal testing and alternatives to animal testing based on scientific animal protection.
2. The Society pursues in particular the following objects:
  - a) To promote the dissemination and validation of alternatives to animal testing according to the principle of the 3 Rs (reduce, refine, replace).
  - b) To promote research in alternatives to animal testing according to the principle of the 3 Rs.
  - c) To promote alternative methods to reduce the use of animals in education and further education.
  - d) To promote endeavours to refine, i.e., to promote and disseminate measures and methods that improve the breeding, keeping, experimental procedure, experimental approach and experimental conditions for experimental animals in order to reduce animal stress and suffering.
  - e) To perform expert functions and expert counselling of public institutions, authorities, companies, universities, universities of applied sciences and private institutions.
  - f) To inform the general public.

### **§ 3 Means available to the Society**

The purpose of the Society shall be attained by the following non-material and material means:

1. Non-material means
  - a) Organisation and/or promotion of science events, such as symposia, conferences and congresses
  - b) Production and/or promotion of publications in the field of scientific animal protection pursuant to the purpose of the Society
  - c) Documentation, discussion and informational activities in the field of scientific animal protection pursuant to the purpose of the Society. A permanent forum may be established with the aim to improve information and discussion with the general public.
2. Financial means
  - a) Membership dues, subsidies, donations, fund-raising, legacies and earnings from the organisation of events.
  - b) The means of the Society may only be used for such purposes as mentioned in the by-laws. The members of the Society shall not receive any profit share or, in their capacity as a member, any other payments out of the means of the corporation. In the event of the retirement of a member or a dissolution or termination of the Society, the members of the Society shall not be returned more than any capital shares paid in by them according to the value of their respective contribution in kind that shall be calculated at the value applicable at the time of making of such contribution. No one may be benefitted by the Society through diverted administrative expenditures or any disproportionately high remuneration.

### **§ 4 Membership of the Society**

1. The membership categories of the Society are ordinary members, extraordinary members and honorary members.
2. Ordinary members are those members who are actively dedicated to the purpose of the Society and are approved as ordinary members by the General Meeting upon the motion of the Board. All other members, except honorary members pursuant to paragraph 3, are extraordinary members.
3. Honorary members are those members who are, upon the motion of the Board, appointed as such by the General Meeting.

### **§ 5 Acquisition and termination of membership**

1. Any natural person or legal entity or partnership having legal capacity may become an ordinary member of the Society. Legal entities and partnerships having legal capacity shall nominate a person to be their representative.
2. Admission shall be effected on the basis of a written or otherwise informal declaration of membership.

3. Pursuant to § 4, paragraph 2, the Board may decide, by a two-thirds majority of the votes, to propose to the General Meeting that the newly admitted member be approved as an ordinary member. Admission may be denied without giving reasons.
4. Membership lapses upon death, by loss of legal personality in the case of legal entities and partnerships having legal capacity, upon voluntary resignation or upon expulsion from the Society.
5. Members may only resign as per 31 December of each year. The Board shall be informed of such resignation in writing subject to one-month's notice calculated from the date of receipt. If such notification is delayed, it will only become effective as per the following possible resignation date. The date decisive for the timeliness of the notice shall be the date of the posting. The obligation to pay any outstanding financial contributions already due shall not be affected by the resignation.
6. The Board may expel members who are in default with payment of their membership dues or other agreed financial contributions for more than six months despite two written reminders and a reasonable period of grace. The obligation to pay any outstanding financial contributions already due shall not be affected by the expulsion.
7. A member may also be expelled from the Society by the Board for gross violation of other membership obligations or for dishonourable behaviour.
8. Reasons for the expulsion shall be given in writing. Within one month of service of the notice of expulsion, the member concerned may appeal to the General Meeting. The General Meeting may declare or cancel the expulsion by resolution by simple majority giving reasons and there shall be no right of appeal.

## **§ 6 Rights and obligations of the members of the Society**

1. Ordinary members of the Society are entitled to attend all events of the Society and to use the facilities of the Society for its purposes. The right to vote in the General Meeting and the right to vote in elections shall only be available to ordinary members and honorary members. The right to be elected shall be reserved to ordinary members.
2. Extraordinary members have no voting or election rights. Extraordinary members shall have the right to obtain information on what is happening in the Society and to attend events of the Society.
3. Each member of the Society shall be obliged, subject to the provisions of these by-laws and the resolutions adopted by the bodies of the association according to these by-laws, to promote the purposes of the Society in every respect and to pay the membership dues determined by the General Meeting.

4. Members shall be informed by the Board in every General Meeting about the activities and the financial management of the Society. Furthermore, the Board shall provide such information within four weeks of a request to do so by at least one-tenth of the ordinary members stating reasons for their request.

## **§ 7 Bodies of the Society**

The bodies of the Society are:

- a) The Board (§ 8)
- b) The General Meeting (§§ 9, 10)
- c) The Audit Committee (§ 12)
- d) The Arbitration Panel (§ 14)

## **§ 8 The Board**

1. The management of the Society shall be composed of at least four and a maximum of eight individuals, filling the following offices:
  - a) The President
  - b) The 1<sup>st</sup> and the 2<sup>nd</sup> Vice-President
  - c) The Secretary General
2. The Board shall have the right to temporarily fill vacancies and to increase its numbers by resolution by a simple majority. Co-opted members do not have voting rights in Board meetings.
3. In order to be effective, a resolution of the Board requires
  - a) a two-thirds majority of votes
  - b) The participation of more than 50% of the voting members of the Board, and in financial matters the competent Board member shall participate in the voting.
4. The term of office of the Board shall be four years. Each Board member shall have the right to resign from office upon four months' notice in writing calculated from the date of receipt. The letter of resignation shall be addressed to the Board.
5. The Board shall have the following duties:
  - a) The proper management and administration of the Society, in particular the management of all of the Society's affairs, with the exception of such matters that are reserved to another body by virtue of these by-laws.

b) The accounting and finance.

The Secretary General shall be in responsible for the Society's management in this context and the ongoing monitoring of the related implementation. He/she shall keep continuous accounts of receipts and expenditures and effect the appropriation of funds of the Society while acting with commercial prudence. He/she shall prepare end-of-year financial statements after each business year within the first five months of the following business year.

c) The convocation of a General Meeting or an extraordinary General Meeting and the monitoring and implementation of resolutions adopted by the General Meeting.

d) Public relations work.

e) The implementation of the purpose of the Society pursuant to § 2.

6. The Board may draft rules of procedure by which individual activities are delegated to institutes, working groups, special committees and individuals. Furthermore, the rules of procedure may contain rules for the management. The rules of procedure shall be submitted to the General Meeting for approval.

7. Whenever an elected member resigns from the Board, the Board shall have the right to co-opt a new electable member with voting rights to replace the outgoing Board member, subject to subsequent approval by the next General Meeting. If the Board is unable to act at all or for an unforeseeably long time without supplementing itself through co-option, then the chairperson of the Audit Committee shall be obliged to convene an extraordinary General Meeting immediately to elect a new Board. If the chairperson of the Audit Committee is also unable to act, any ordinary member who becomes aware of the emergency situation shall immediately apply to the competent court for the appointment of a caretaker who shall promptly convene a General Meeting.

8. The General Meeting may at any time remove the entire elected Board or individual elected Board members by a two-thirds majority of votes of those present, stating reasons. The removal shall take effect upon the election of the new Board or member.

## **§ 9 The General Meeting**

1. The ordinary General Meeting is the meeting of all members and takes place once a year. It is the "Member's Meeting" within the meaning of the Act on Associations 2002. At least three weeks before the General Meeting, all members shall be sent a written invitation to attend stating the agenda, place and time by telefax or email (to the address, fax number or email address notified by the member). The invitation shall indicate that motions by ordinary members shall only be admitted to voting if communicated to the Board in writing, by telefax or email by the latest eight days before the General Meeting or if they are admitted as motions to discussion and voting by a two-thirds majority in the General Meeting.

2. The Board shall be responsible for convening the General Meeting.
3. The General Meeting shall have a quorum regardless of the number of members present.
4. The General Meeting shall have the following tasks:
  - a) The approval of the agenda,
  - b) The approval of the minutes of the last General Meeting,
  - c) The approval of ordinary members,
  - d) The passing of resolutions concerning the by-laws, amendments to the by-laws and dissolution of the Society, as well as the distribution of the assets of the Society in the event of its dissolution,
  - e) The receipt and approval of the activity report of the Board, the receipt of the final accounts report and the granting of formal approval of the Board's activities,
  - f) The election and removal of members to the Board,
  - g) The election and removal of members to the Audit Committee,
  - h) The determination of the membership dues,
  - i) The decision on resolutions of expulsion by the Board.
5. All elections and resolutions shall be by a simple majority of votes unless otherwise provided by the by-laws. In the event of a tie, the chairperson shall decide.

#### **§ 10 Extraordinary General Meeting**

1. The Board shall convene an extraordinary General Meeting within three months if this
  - a) is demanded by more than 50% of the voting members of the Board.
  - b) is demanded by one-tenth of the ordinary members of the Society stating reasons.
  - c) is demanded by the Audit Committee.
2. For the conduct of the extraordinary General Meeting, the same provisions as for the ordinary General Meeting shall apply.

#### **§ 11 Representation of the Society**

1. The Board members shall represent the Society externally. The signing of documents binding on the Society shall be effected by the President or either Vice-President or the Secretary General.
2. Further arrangements may be provided for in the rules of procedure.

## **§ 12 Audit Committee**

1. The Audit Committee shall consist of three members.
2. The members of the Audit Committee shall be responsible for the ongoing monitoring of business and the auditing of the financial management of the Society in terms of the propriety of accounting operations and the appropriation of funds in conformity with the by-laws. In particular, the members of the Audit Committee shall audit the end-of-year financial statements within four months of their preparation and prepare an audit report. The Board shall present all necessary documents and provide all necessary information in this context.
3. The members of the Audit Committee shall submit the motion to grant formal approval of the Board's actions in the General Meeting.
4. The term of office of the Audit Committee shall be four years. The members of the Audit Committee are entitled to declare their resignation from office upon six months' notice in writing calculated from the date of receipt. The letter of resignation shall be addressed to the Board.
5. If a member of the Audit Committee resigns from office, the other members of the Audit Committee have the right to appoint another electable member of the Society as a member to the Audit Committee for the period until the next General Meeting when a replacement shall be elected.
6. The General Meeting may at any time remove the entire elected Audit Committee or individual elected Committee members by a two-thirds majority of votes of those members present, stating reasons. The removal shall take effect upon the election of the new Committee or member.
7. The members of the Audit Committee are entitled to attend Board meetings with the right of advice only.
8. The members of the Audit Committee shall not be financially dependent on members of the Board or on each other.

## **§ 13 Dissolution of the Society**

Dissolution of the Society shall be effected by resolution with a two-thirds majority in the General Meeting. This General Meeting shall also decide about the liquidation – to the extent that assets of the Society exist. It shall, in particular, appoint a liquidator and pass a resolution as to whom such liquidator shall transfer any remaining assets of the Society after covering of the debts. If the Society is dissolved or terminated or if the current purpose of the Society ceases to exist, the assets of the Society shall irrevocably pass to an institution that is charitable and not oriented to making a profit pursuant to the Austrian Federal Tax Code and whose purpose is the protection of animals or the protection of environmental conditions necessary for the viability of animals and hence pursues the same or similar non-profit purposes as this Society. The possibility of amending the last sentence of this provision in the course of a liquidation is excluded.

#### **§ 14 Arbitration Panel**

1. Any disputes arising from the Society relationship shall be referred to the internal Arbitration Panel of the Society for settlement. The Panel is a “conciliation institution” pursuant to the Act on Associations 2002, not an arbitration tribunal pursuant to sec. 577 et seq. of the Austrian Code of Civil Procedure (“ZPO”).
2. The Arbitration Panel shall be composed of three ordinary members of the Society. It shall be constituted in such a manner that one party to the dispute shall nominate a member as arbitrator to the Board. At the request of the Board within seven days, the other party shall in turn nominate a member as arbitrator within 14 days. After notification by the Board within seven days, the nominated arbitrators shall, within another 14 days, elect a third member as president of the Arbitration Panel. In the event of an equality of votes, the choice among the proposed candidates shall be decided by the drawing of lots. The members shall not belong to any body – except the General Meeting – whose activities are the subject matter of the dispute.
3. The Arbitration Panel shall reach its decision by a simple majority of votes after hearing both parties in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decisions shall be valid internally within the Society.

#### **§ 15 Accumulation of offices**

The offices mentioned in the by-laws may not be cumulative.