

STATUTES

Statutes

of the

**European Society of Biochemical
Engineering Sciences**

Version 2/2016

Formally accepted by the ESBES Board on 31 January 2017

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I Name

The name of the Society is
European Society of Biochemical Engineering Sciences
and the official abbreviation is ESBES.

II Address for correspondence

The following addresses of the General Secretariat may be used for correspondence:

DECHEMA e.V.
Gesellschaft für Chemische Technik und Biotechnologie
Theodor-Heuss-Allee 25
60486 Frankfurt am Main
Germany

IChemE
Davis Building
165-189 Railway Terrace
Rugby
Warwickshire CV21 3HQ
UK

SFGP
28 Rue Saint Dominique
75007 Paris
France

III Mission statement

ESBES is a non-profit association, the object of which is to promote co-operation in Europe between non-profit-making professional scientific and technical societies for the general advancement of biochemical engineering sciences and as a means of furthering the development of biochemical engineering sciences.

ESBES will

1. Serve the biochemical engineering sciences community by providing a platform for views and opinions and identifying opportunities for its voice to be heard
2. Support biochemical engineers within ESBES Members through
 - Sections
 - conferences and seminars
 - newsletters, website and e-bulletins
3. Support the education and training of biochemical engineers within Europe through
 - the ESBES Journals
 - input into development of curricula
 - training
 - bursaries
4. Influence decision makers and opinion formers on matters of importance to biochemical engineers by
 - helping to shape European policy
 - promoting public understanding of science
 - contributing to European R&D programmes
 - fostering academic/industry links
5. Initiate collaborations in support of common goals and for the advancement of science and technology by
 - proactive horizon scanning and topic spotting
 - bringing people together via respected European technical networks

ESBES will help European society to meet its needs through highlighting the role of biochemical engineering sciences in delivering sustainable products and processes.

IV Languages

The official language of ESBES is English. In the event of any inconsistency or disagreement as to the proper meaning of a document in any language other than English, the English language version as produced by the General Secretariat shall be treated as the reference document.

V Membership

1 Society Membership

Membership of ESBES is open to European non-profit-making professional scientific and technical societies whose activities embrace, either wholly or partially, the field of biochemical engineering sciences, and who meet the obligations of membership. Member Societies shall have voting rights at the General Assembly (one vote per society) and be entitled to certain concessions as confirmed by the Executive Board from time to time.

A Non-European society may apply to receive the status of full ESBES membership subject to the following requirements:

- The society should have been a Corresponding Member for at least five years (unless this requirement is waived by a resolution of the Executive Board);
- It should have shown interest in and have actively cooperated with the ESBES and its Sections by, for example, participating in the General Assembly meeting, sending guests to Section meetings, and participating in ESBES conferences.

1.1 Conditions of Membership

Membership wholly depends on:

- i) Payment of the subscription fee within a reasonable time;
- ii) Support for the mission of the ESBES;
- iii) Acceptance by the Executive Board; and
- iv) Undertaking to abide by the statutes.

1.2 Application for Membership

The decision as to the acceptance of a society into ESBES membership rests with the Executive Board. A written application for membership should be addressed to the ESBES President, care of the German office of the General Secretariat.

1.3 Withdrawal from Membership

Withdrawal from ESBES may be effected at the end of any calendar year, provided that notice has been given by recorded letter to the ESBES President, care of the German office of the General Secretariat.

ESBES membership may, at the discretion of the Executive Board, be withdrawn from any Member Society which ceases to comply with the Conditions of Membership. Member Societies may be expelled from membership if the subscription is not paid within six (6) months of the due date. The society in question has the right of appeal to the next meeting of the General Assembly against the decision of the Executive Board. The notice of such an appeal must be given in writing to the German office of the General Secretariat, no less than six weeks before the date of the General Assembly.

2 Institutional Membership

Academic Institutions and Registered Companies based inside or outside Europe and whose activities relate to the field of biochemical engineering sciences, may apply for Institutional Membership. They shall have voting rights at the General Assembly (one vote per society/institution/company) and be entitled to certain concessions as confirmed by the Executive Board from time to time.

2.1 Conditions of Membership

Membership wholly depends on:

- i) Payment of the subscription fee within a reasonable time;
- ii) Support for the mission of the ESBES;
- iii) Acceptance by the Executive Board; and
- iv) Undertaking to abide by the statutes.

2.2 Application for Institutional Membership

The decision as to the acceptance of academic institution or company into ESBES Institutional Membership rests with the Executive Board. A written application for Institutional Membership should be addressed to the President, care of the German office of the General Secretariat.

2.3 Withdrawal from Institutional Membership

Withdrawal from ESBES may be effected at the end of any calendar year, provided that notice has been given by recorded letter to the ESBES President, care of the General Secretariat.

Membership may, at the discretion of the Executive Board, be withdrawn from any Institutional Member which fails to comply with the Conditions of Membership. Institutional Members may be expelled from membership if the subscription is not paid within six (6) months of the due date.

The Institutional Member in question has the right of appeal to the next meeting of the General Assembly against the decision of the Executive Board. The notice of such an appeal must be given in writing to the German office of the General Secretariat, no less than six weeks before the date of the General Assembly.

3 Corresponding Society Membership

Non-profit-making professional scientific and technical societies based inside or outside Europe and whose activities relate to the field of biochemical engineering sciences, may become Corresponding Societies. They shall not have voting rights at the General Assembly and not be entitled to any concessions as specified by the Executive Board.

3.1 Conditions of Membership

Membership wholly depends on:

- i) Support for the mission of the ESBES;
- ii) Acceptance by the Executive Board; and
- iii) Undertaking to abide by the statutes.

3.2 Application for Corresponding Membership

The decision as to the acceptance of a society into ESBES Corresponding Membership rests with the Executive Board. A written application for Corresponding Membership should be addressed to the President, care of the German office of the General Secretariat.

3.3 Withdrawal from Corresponding Membership

Withdrawal from the ESBES Society may be effected at the end of any calendar year, provided that notice has been given by recorded letter to the ESBES President, care of the German office of the General Secretariat.

Membership may, at the discretion of the Executive Board, be withdrawn from any Corresponding Society which fails to comply with the Conditions of Membership. The society in question has the right of appeal to the next meeting of the General Assembly against the decision of the Executive Board. Notice of such an appeal must be given in writing to the German office of the General Secretariat, no less than six weeks before the date of the General Assembly.

4 Individual Members

Individuals, who have an expertise and an interest in the field of biochemical engineering may apply for individual membership. Individual members must join

at least one section and it is expected that they attend section meetings regularly. They shall have no voting rights at the General Assembly and not be entitled to any concessions as specified by the Executive Board.

4.1 Conditions of Membership

Membership wholly depends on:

- i) Payment of the subscription fee (if applicable) within a reasonable time;
- ii) Support for the mission of the ESBES;
- iii) Acceptance by the Section Chair; and
- iv) Undertaking to abide by the statutes.

4.2 Application for Individual Membership

The decision as to the acceptance of an individual into ESBES Individual Membership rests with the Section Chair. Individual Membership may be requested via the ESBES website.

4.3 Withdrawal from Individual Membership

Individual members may cancel their membership at any time. Requests must be made in writing to the Chair of the Section they were a member of and copied to the German office of the General Secretariat.

Membership may, at the discretion of the Executive Board, be withdrawn from any Individual Member who fails to comply with the Conditions of Membership. The decision of the Executive Board in such matters is final.

5 Honorary Members

Individuals, who have made extraordinary contributions to the life and welfare of the ESBES over an extended period of time, can become honorary members of the ESBES. The decision to award honorary membership rests with the Executive Board, which also defines the procedures and elaborates the criteria for honorary membership. Honorary members shall have no voting rights at the General Assembly and not be entitled to any concessions as specified by the Executive Board.

VI Governance

The governance of ESBES comprises the General Assembly, the Executive Board, and the General Secretariat.

The activities of the members of the General Assembly and the Executive Board are entirely voluntary and therefore unremunerated.

1 The General Assembly

The General Assembly is the forum which controls and reviews the activities of ESBES.

1.1 Composition/General Provisions

The Assembly is composed of

- members with voting rights (the Voting Members):
 - o the ESBES President
 - o the representatives of Member Societies (one per society)
 - o the representatives of Institutional Members (one per institution)
- members without voting rights (entitled to attend in consultative capacity):
 - o members of the Executive Board (except the President); and
 - o the representatives of Corresponding Societies, and
 - o Honorary Members,

The General Assembly is chaired by the President of the ESBES.

Representatives shall be appointed by the Member Societies and Institutional Members in accordance with their respective constitutions, but shall be required to be suitably qualified in the field of biochemical engineering sciences. The same representative may be appointed more than once in succession.

Member Societies/Institutional Members may be represented at the meetings of the General Assembly by another Member Society/Institutional Member using a special proxy form provided by the General Secretariat. A Member Society/Institutional Member may not hold more than two proxies.

Except for cases specified by the Statutes, decisions will be made by a simple majority of votes from the voting members present or represented. In the event of an equality of votes at General Assembly meetings the President shall have the casting vote.

General Assembly meetings shall be quorate if at least 25 % of the Member Societies or Institutional Members are represented.

1.2 Responsibilities

The General Assembly shall decide on all constitutional matters connected with the work of ESBES. In particular it shall:

- elect the Industrial Representatives. The election procedure is specified in Annex I.
- elect, on the basis of a nomination by the Executive Board, the ESBES President and the Executive and Scientific Vice-Presidents (ESBES Officers); The election procedure is specified in Annex I.
- receive the President's report;
- receive the Scientific Vice-President's report;
- receive and approve the Executive Vice-President's report, the accounts, and the budget every two years;
- approve the rate of subscriptions and other levies and other collection of funds for serving the objects of the ESBES Society;
- assign up to three offices of the General Secretariat to or withdraw it from a Member Society by a majority of two-thirds of the votes from the voting members present or represented.
- decide on appeals from the Member Societies, Institutional Members, or the Executive Board; and
- decide on any modification of the Statutes and on the dissolution of ESBES.

Furthermore, the General Assembly shall have the power to remove any Officer or Industrial Representative of the Executive Board from office via a majority of two-thirds of the votes from the voting members present or represented .

The General Assembly entrusts the implementation of decisions into the hands of the Executive Board.

The General Assembly shall meet at least once every two years. An Extraordinary General Assembly can be called at any time by the President or on request by two thirds of the Member Societies and Institutions.

The move for an additional/extraordinary meeting must be notified to the General Secretariat with supporting letters from two thirds of the representatives. If such a move is received the President shall convene a, Extraordinary General Assembly within the subsequent six (6) months. The ordinary meetings of the General Assembly shall take place,

whenever possible, on the occasion of an ESBES event, while extraordinary meetings shall be held at the headquarters of one of the offices of the General Secretariat.

The ordinary General Assembly Meeting shall comprise of:

1. Report of the President of the ESBES
2. Report from the Executive Vice-President including accounts and budget
3. Report from the Scientific Vice-President
4. Elections (if necessary)
 - a. Industrial Representatives on the Executive Board
 - b. President and Vice-Presidents of the ESBES
5. Decisions on statutes and levies
6. Questions to the President

Questions to the President tabled under Point 6 above must be connected to the business of the ESBES and shall be submitted in writing to the General Secretariat at least two (2) weeks before the General Assembly Meeting.

At least three (3) month's notice shall be given of meetings of the General Assembly, and notice shall be given to members of the General Assembly. Working Papers, including notice of business, the text of any resolutions, copies of ESBES accounts, and any other information as appropriate, shall be sent to all members of the General Assembly no less than four (4) weeks in advance of the meeting.

2 The Executive Board

2.1 Composition/General Provisions

The Executive Board shall be chaired by the President of the ESBES and shall comprise:

- The Officers
 - o the President of the ESBES;
 - o the Executive Vice-President;
 - o the Scientific Vice-President;
- The heads of the three offices of the General Secretariat or their nominated representatives
- The Chairs of each of the ESBES Sections
- Three Industrial Representatives

All members of the Executive Board must be a member of an ESBES Member Society or Institutional Member in good standing. Vice-Chairs of Sections may attend Board meetings but will only be able to vote if the Chair is not available. In the event that a Section Chair is also an Officer,

they must delegate the Section Vote to the Vice-Chair for the duration of their appointment.

The Executive Board shall meet at least once a year, and at least one (1) month's notice of meetings shall be given to members.

2.2 Voting

A vote on resolutions at the Executive Board shall be subject to the following procedure:

No fewer than two Officers and three other Members of the Executive Board are required for any meeting to be quorate. If more than half the Board members participating in the meeting vote in favour of the proposal, the latter shall be regarded as having been accepted.

If the vote is taken via electronic means such as emails outside a meeting, the required majority shall be a simple majority of all members of the Executive Board.

If, when the vote is taken, one third of Board members request that their proposal be laid before the General Assembly, this request shall be complied with at the next General Assembly Meeting. This meeting shall take place no later than 12 months after the Executive Board meeting in question.

2.3 Responsibilities

The Executive Board shall:

- determine the general policy and the strategic direction of ESBES;
- implement the decisions decided by the General Assembly;
- decide on the acceptance or exclusion of Member Societies and Institutional Members;
- decide on any agreements or affiliations with other bodies;
- nominate candidates for the ESBES President and the Executive and Scientific Vice-Presidents to the General Assembly;
- receive the Scientific Vice-President's report;
- receive and approve the Executive Vice-President's report, the accounts, and the budget and recommend them to the General Assembly every two years;
- decide, on the basis of a recommendation of the Scientific Vice-President, on the creation and dissolution of Sections;
- approve the Guidelines for ESBES Sections on request from the Scientific Vice-President;

- monitor the activities of ESBES and ensure the observance of the Statutes at the General Assembly meetings;
- decide on the introduction of ESBES awards and their guidelines;
- decide on the award of Honorary ESBES Membership; and
- decide on the host country for ESBES symposia and ECABs (the latter jointly with the EFCE Executive Board).

Furthermore, the Executive Board may:

- co-opt an Executive Board member according to the procedure in Annex II;
- invite guests to Executive Board meetings;
- retain outside advice;
- make any provisions relating to the assets held on behalf of the ESBES Society, including sale, procurement, insurance, investment, etc; and
- delegate any of its powers as may be appropriate.

3 Sections

3.1 Formation/Discontinuation

Sections may be formed to deal with special fields with the objective of achieving active international collaboration, for example, by preparing reports, investigating important problems and suggesting symposia to be held.

The decision as to the formation of Sections rests with the Executive Board on the recommendation of the Scientific Vice-President. The recommendation shall be accompanied by a proposal, which includes the objectives and tasks of the proposed Section as well as a list of initial members.

The decision as to the discontinuation of a Section rests with the Executive Board on the recommendation of the Scientific Vice-President.

3.2 Chairperson

An ESBES Section shall be led by a Chairperson and Vice-Chairperson, who must be members of a Member Society or employees of an Institutional Member.

The Section Chairperson shall be elected by the voting members of the Section and confirmed by the President of the ESBES. For avoidance of doubt, Section members who are not members of a Member Society or employees of an Institutional Member are guest members and do not have voting rights. The Chairpersons of Sections are non-voting members of the General Assembly.

3.3 Members and Guest Members

Any members of a Member Society or employees of an Institutional Member with the appropriate expertise or interest may apply to join a Section. The decision whether to admit the person into Section membership rests with the Section Chair.

Individuals who are not members of a Member Society or employees of an Institutional Member may, with the approval of the Chair, join a Section as a guest member but will not have voting rights.

For details on procedures for Section membership, elections and terms of office, see the Guidelines for ESBES Sections.

3.4 Finances

Sections may generate their own funds in accordance with the rules and purpose of the ESBES. The accounts will be held for the Sections by the General Secretariat under the supervision of the Executive Vice-President. Funds generated from section activities shall normally be allocated by the board to support the further activities of that section.

Save as set out in the Statutes, the Sections shall carry out their proceedings as they think fit, subject to any requirements of the Executive Board.

4 The President and Vice-Presidents of the ESBES Society

4.1 The President

The President of ESBES shall be elected by the General Assembly from among the members of the Member Societies and the employees of Institutional Members by simple majority of those present at the General Assembly meeting and voting or voting by proxy on the basis of nomination by the Executive Board. The President shall serve a four-year term of office starting on 1 January following the election and may be re-elected for one further term.

Any candidate for the Presidency shall have experience of ESBES Society activities in order to ensure a sound understanding of its mechanisms, and live and work in Europe.

The primary responsibilities of the President (together with the two Vice-Presidents) are to:

- promote the interests of ESBES and safeguard its future;
- decide on all operational matters in accordance with the decisions of the Executive Board;
- act as the Chairperson of meetings of the General Assembly and the Executive Board;

- report to the General Assembly the activities of ESBES;
- confirm the Chairpersons of Sections; and
- represent ESBES in its relations with outside organisations and institutions.

The Immediate Past President shall be invited to attend the meetings of the Executive Board as a guest for a further two-year period after his or her retirement to enable his or her successor to retain the benefit of his or her experience.

In the event of resignation, death, or exclusion of the ESBES President, the Executive Board members may co-opt a successor from among their number to fill the vacancy or call a postal ballot of the General Assembly to appoint a successor on the recommendation of the Executive Board. The successor shall hold office for the remainder of the vacating Officer's Term and may be re-appointed at the General Assembly at which his or her predecessor was due to retire. Such period in office shall not count towards the maximum number of terms in that Officer position.

4.2 The Scientific Vice-President

The Scientific Vice-President of the ESBES Society shall be elected by the General Assembly from among the members of the Member Societies and the employees of Institutional Members by simple majority of those present at the General Assembly meeting and voting or voting by proxy on the basis of nomination by the Executive Board. The Scientific Vice-President shall serve a four-year term of office starting on 1 January following the election and may be re-elected for one further term.

Any candidate for the Scientific Vice-Presidency shall have experience of ESBES Society activities in order to ensure a sound understanding of its mechanisms.

The Scientific Vice-President shall

- be responsible for monitoring the functioning and activities of the Sections as well as ensuring compliance with the policy of the ESBES;
- examine the reports of the Sections;
- report on the scientific activities of the Sections to the Executive Board and the General Assembly; and
- recommend the formation or dissolution of a Section to the Executive Board.

In the event of resignation, death, or exclusion of the Scientific Vice-President, the Executive Board members may co-opt a successor from among their number to fill the vacancy or call a postal ballot of the General Assembly to appoint a successor on the recommendation of the Executive Board.

The successor shall hold office for the remainder of the vacating Officer's Term and may be re-appointed at the General Assembly at which his or her predecessor was due to retire. Such period in office shall not count towards the maximum number of terms in that Officer position.

4.3 The Executive Vice-President

The Executive Vice-President of the ESBES Society shall be elected by the General Assembly from among the members of the Member Societies and Industrial Members by simple majority of those present at the General Assembly meeting and voting or voting by proxy on the basis of nomination by the Executive Board. The Executive Vice-President shall serve a four-year term of office starting on 1 January following the election and may be re-elected for one further term.

Any candidate for the Executive Vice-Presidency shall have experience of ESBES Society activities in order to ensure a sound understanding of its mechanisms.

The Executive Vice-President shall support the President and, in the latter's absence or incapacity, deputize for him in all his duties, including making the casting vote should the necessity arise.

The Executive Vice-President shall also act as the Treasurer of ESBES.

In the event of resignation, death, or exclusion of the Executive Vice-President, the Executive Board members may co-opt a successor from among their number to fill the vacancy or call a postal ballot of the General Assembly to appoint a successor on the recommendation of the Executive Board.

The successor shall hold office for the remainder of the vacating Officer's Term and may be re-appointed at the General Assembly at which his or her predecessor was due to retire. Such period in office shall not count towards the maximum number of terms in that Officer position.

5 The General Secretariat

The administration of ESBES is carried out by up to three member societies who between them form the General Secretariat.

The (office of the) General Secretariat shall be responsible for the keeping of Minutes of the General Assembly and the Executive Board. Access to such Minutes shall be open to members of these bodies.

The General Secretariat shall be responsible for the provision of accountancy services and for administration of the funds under the direction of the Treasurer.

The Voting Members have the right to appoint and remove up to three General Secretariats by a two thirds majority of the Voting Members. Any changes to the General Secretariat resulting from such a vote will take effect six months after the vote was taken, to allow for an orderly handover of duties. In addition any General Secretariat may resign from its post, giving six months' notice.

The founding General Secretariats are Dechema e.V., The Institution of Chemical Engineers, and La Société Française de Génie des Procédés.

VII Finance

1 Costs and expenses

The ESBES Society is not responsible for defraying travel and accommodation expenses of national delegates attending Section, General Assembly, or Executive Board meetings.

2 ESBES Budget and Funds

The ESBES shall generate funds to finance tasks which are in accordance with ESBES's objectives and policy.

2.1 The Treasurer

The ESBES Society's financial affairs shall be monitored by the Executive Vice-President in the role of Treasurer.

The Treasurer shall report to the Executive Board and the General Assembly.

2.2 Administration of funds

The General Secretariat shall be responsible for the administration of funds under the direction of the Treasurer.

Access to accountancy records shall be open to members of the General Assembly .

2.3 Sources of Income

Sources of income may include:

- subscriptions from Member Societies and Institutional Members;
- a levy on ESBES-sponsored events;

- grants or funding for work assigned to ESBES; and
- income on investment of any capital.

2.4 Expenditure

Expenditure shall be forecast in an annual Budget and should not be committed unless sufficient funds are available.

2.5 Budget

The Treasurer shall propose the budget on an annual basis. It shall be submitted to the Executive Board and approved every two years by the General Assembly. Likewise, the Treasurer shall submit the accounts to the Executive Board and the General Assembly.

VIII Amendment of the Statutes

A proposal for amendment of the Statutes may be made to the General Assembly by the Executive Board. A Member Society or Institutional Member may request the Executive Board to make such a proposal to the General Assembly. The General Assembly shall vote and decide on the acceptance or otherwise of the proposed amendment(s) on the basis of simple majority of those present and voting or voting by proxy.

IX Dissolution of ESBES

The decision on a proposal to wind up the European Society of Biochemical Engineering Sciences rests with the General Assembly, taken on the basis of two-thirds of the Voting Members.

A proposal to dissolve ESBES must be submitted in writing to the Executive Board eight (8) months before that meeting of the General Assembly at which the decision thereon is to be taken. The result of the discussion of the Executive Board meeting must be notified to all members of the General Assembly at least five (5) months before the said meeting of the General Assembly.

In the event of dissolution, the assets of ESBES shall be transferred to another organisation or organisations whose objects most closely resemble those of ESBES.

ANNEX I

Election procedure for Officers and Industrial Representatives on the Executive Board

The Executive Board shall comprise:

- The Officers
 - o the President of the ESBES;
 - o the Executive Vice-President;
 - o the Scientific Vice-President;
- The heads of the three offices of the General Secretariat or their nominated representatives
- The Chairs of each of the ESBES Sections
- Three Industrial Representatives

1. Nominations

- 1.1 Only members of Member Societies and employees of Institutional Members may be considered for the role of Executive Board Officer or industrial Representative.
- 1.2 The Member Societies and Institutional Members shall be invited by the General Secretariat to submit proposals for Executive Board members four (4) months before that General Assembly meeting at which the vote will take place.
Member Societies and Institutional Members with unpaid subscriptions cannot take part in the election process.
- 1.3 Every Member Society and Institutional Member has the right to nominate one non-academic candidate, who will be put forward for election as an Industrial Representative
- 1.4 Each Member Society and Institutional Member also has the right to put forward one candidate for each of the Officer positions.
- 1.5 The nomination(s) must be submitted to the General Secretariat together with curriculum vitae of up to two pages maximum two (2) months in advance of the said General Assembly meeting.

2. Election of Industrial Representatives

- 2.1 The list of candidates for the Industrial Representatives and their curriculum vitae must be included in the Working Papers for the General Assembly and shall be distributed no later than four (4) weeks before that General Assembly meeting at which the vote will take place.
- 2.2 Each Voting Member has up to three votes. In the event of fewer than three candidates being proposed, the number of votes shall be equal to the number of candidates.
- 2.3 In order to be elected, each candidate must have the support of at least 10% of the Voting members present or represented.
- 2.4 In the event of resignation, death or exclusion of an elected Industrial Representative, the candidate who received the next highest number of votes will automatically be elected as the replacement. If no further candidate is available the Executive Board has the power to co-opt a candidate until the next formal election.
- 2.5 The Industrial Representative shall serve a four-year term of office starting on 1 January following the election and may be re-elected once for a second term. However, if pre-approved by the ESBES Board, an industrial representative can stand for re-election for a third term.

3. Election of Officers

- 3.1 The Executive Board will nominate candidates for the three Officer roles based on the suggestions received from Member Societies and Institutional Members.
- 3.2 The General Assembly will vote to approve or reject the nominated candidates.
- 3.3 In the event of a nominated candidate being rejected, the current incumbent will continue to carry out his or her duties for a period of no more than 12 months until a new candidate is nominated and approved in an Extraordinary General Assembly.
- 3.4 The Officer shall serve a four-year term of office starting on 1 January following the election and may be re-elected for one further term.

4. Voting

Decisions will be made by a simple majority of votes from the voting members present or represented. In the event of an equality of votes at General Assembly meetings the President shall have the casting vote.

ANNEX II

Procedure for Co-opting a member to the Executive Board

Members of the Executive Board may co-opt at any time up to two individuals to join the Executive Board, by a simple majority vote either at an Executive Board meeting or in writing. All representatives of the Voting members need to be notified of such co-options in writing.

The Executive Board may remove a co-opted Member at any time by a simple majority vote either at an Executive Board meeting or in writing.

Unless removed earlier, a co-opted Member of the Executive Board shall hold office until the end of the term of the elected members of the Executive Board at which point he or she must retire. Any co-opted Member of the Executive Board may stand for election as an Industrial Representative or Officer and any period acting as a co-opted Member shall not count towards his or her maximum period in office.

Co-opted members shall have the same voting rights as the other Members of the Executive Board.