



**Statutes  
of the  
European Society of  
Applied Biocatalysis  
(ESAB)**

Version 5/2021

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### **The Statutes**

#### **1 Name**

The name of the Society is European Society of Applied Biocatalysis and the official abbreviation is ESAB.

#### **2 Seat**

The headquarters of the association is located in the Brussels Capital Region. The Management Board is authorised to relocate the headquarters of the Association within Belgium in so far as the relocation does not obligate the association to change the language of the articles of association in accordance with the prevailing language legislation. Such a decision by the Management Board does not require a change to the articles of association unless the headquarters is relocated to a different Region, and in this latter case the Management Board is authorised to decide to change the articles of association.

If, as a result of the relocation of the headquarters, the language of the articles of association has to be changed, only the general meeting can make that decision with due regard for the requirements for a change to the articles of association.

The Management Board must ensure that any change to the headquarters is published in the appendices of the Belgian Official Gazette.

#### **3 Mission and Aims**

ESAB is a non-profit association whose mission and aims are defined as follows:

The mission is to promote the development of Applied Biocatalysis throughout Europe. Applied Biocatalysis is the interdisciplinary field of life and engineering sciences that aims to develop useful biological catalysts and their implementation in industrial, medical, environmental and food applications to the benefit of humans and their environment..

The aims are:

- to take initiatives in areas of growing scientific and industrial interest and importance in the field of applied biocatalysis
- to identify key topics which may be rate-limiting in the development of scientific progress and technological prospects in applied biocatalysis and to take steps to stimulate these areas.

#### **4 Duration**

The association is formed for an indefinite period. It can be dissolved at any time.

#### **5 Languages**

The official language of ESAB is English. Translation into other languages is welcome but needs to be approved by the ESAB Scientific Committee.

#### **6 Membership**

## 6.1 Personal Membership

Individuals based inside or outside Europe who have expertise and interest in the field of biocatalysis and its applications are invited to join ESAB and are welcome to submit online their application form to the ESAB Office. The applications are checked by the ESAB office and need to be approved by the ESAB Membership Committee, whose members are nominated by the Executive Board. The Membership Committee consists of at least two ESAB Executive Board Members. Membership wholly depends on supporting the mission and aims of ESAB, acceptance by the ESAB Membership Committee and under-taking to abide by the statutes. Personal members may cancel their membership at any time by a written request submitted to the ESAB office. Membership may, at the discretion of the Membership Committee, be withdrawn from any Personal Member who fails to comply with the Conditions of Membership.

## 6.2 Institutional Membership

Academic, governmental, research and other public Institutions as well as private companies based inside or outside Europe and whose activities are related to the field of applied biocatalysis, are welcome to apply for Institutional Membership. Membership wholly depends on payment of the annual subscription fee within the calendar year, support of the mission and aims of ESAB, acceptance by the ESAB Scientific Committee and undertaking to abide by the statutes. Voting rights at the General Assembly are limited to one vote per institution/company. A written application for Institutional Membership should be addressed to the ESAB President and submitted to the ESAB Office. The applications are checked by the ESAB office and the ESAB Membership committee. The decision as to the acceptance of an academic, governmental, research and other public Institution as well as a private company, based inside or outside Europe, into ESAB Institutional Membership rests with the ESAB Scientific Committee. Withdrawal from ESAB Institutional Membership may be effected at the end of any calendar year, provided that notice has been given by recorded letter to the ESAB President. 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 annual subscription fee is not paid within the corresponding calendar year. The Institutional Member in question has the right of appeal to the next meeting of the General Assembly against the decision of the ESAB Scientific Committee. The notice of such an appeal must be given in writing to the ESAB office, no less than six weeks before the date of the General Assembly.

## 6.3 Corresponding Society Membership

Non-profit-making professional scientific and technical societies based inside or outside Europe and whose activities relate to the field of applied biocatalysis, may become Corresponding Societies. They shall not have voting rights at the General Assembly. Membership wholly depends on their support for the mission and aims of the ESAB, acceptance by the ESAB Scientific Committee and undertaking to abide by the statutes. The decision as to the acceptance of a society into ESAB Corresponding Membership rests with the Scientific Committee. A written application for Corresponding Membership should be addressed to the ESAB President and submitted to the ESAB Office. Withdrawal from ESAB may be effected at the end of a calendar year, provided that notice has been given by recorded letter to the ESAB President and submitted to the ESAB office. 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 ESAB office, no less than six weeks before the date of the General Assembly.

#### 6.4 Honorary Members

Individuals, who have made extraordinary contributions to the life and welfare of the ESAB over an extended period of time, can become honorary members of ESAB. The decision to award honorary membership rests with the Scientific Committee, which also defines the procedures and elaborates the criteria for honorary membership. Honorary members shall have no voting rights at the General Assembly.

### 7 Governance

The governance of ESAB comprises the General Assembly, the Executive Board, the Scientific Committee and the Secretariat. The activities of the members of the General Assembly and the Executive Board are entirely voluntary and therefore unremunerated.

#### 7.1 The General Assembly

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

##### 7.1.1 Composition/General Provisions

The General Assembly is composed of

- members with voting rights (the Voting Members):

- the Personal Members
- the representatives of Institutional Members (one per institution)

- members without voting rights (entitled to attend in consultative capacity):

- the representatives of Corresponding Societies
- Honorary Members,

The General Assembly is chaired by the ESAB President.

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 applied biocatalysis. 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 ESAB President shall have the casting vote.

##### 7.1.2 Responsibilities

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

the General Assembly meeting should take place once year in person or digital.

- elect the ESAB President and one Vice-President; the election procedure is specified in Annex I.

- elect up to eight members from the Scientific Committee as Executive Board Members
- endorse the members of the Scientific Committee
- receive the ESAB President's and Vice-President's report;
- receive and approve the ESAB Treasurer report, the accounts, and the budget every year;
- decide on appeals from Members
- decide on any modification of the Statutes and on the dissolution of ESAB.
- Members of the General Assembly can propose activities to the Scientific Committee in person at the General Assembly meeting or submit the proposals to the ESAB office.

Furthermore, the General Assembly shall have the power to remove any Officer 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 per year in person or digital. An extraordinary General Assembly can be called at any time by the ESAB President or on request by two thirds of the Members. The move for an additional/extraordinary meeting must be notified to the ESAB office with supporting letters from two thirds of the representatives. If such a move is received the ESAB President shall convene an extraordinary General Assembly meeting within the subsequent six months. The ordinary meetings of the General Assembly shall take place, whenever possible, on the occasion of an ESAB event, while extraordinary meetings shall be hold at the head-quarters of ESAB Secretariat.

The ordinary General Assembly meeting shall comprise of:

- A Report of the ESAB President
- B Report from the ESAB Vice-President
- C Report from the ESAB Treasurer
- D Elections on the Executive Board, President and Vice-President of the ESAB
- E Decisions on statutes and levies
- F Questions to the ESAB President

Questions to the ESAB President tabled under Point F above must be connected to the business of the ESAB and shall be submitted in writing to the 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 ESAB 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.

## 7.2 The Executive Board

### 7.2.1 Composition/General Provisions

The Executive Board shall be chaired by ESAB President and shall comprise four Officers:

- the ESAB President;
- the ESAB Vice-President;
- the ESAB Secretary;
- the ESAB Treasurer;

and

- up to eight Members of the Scientific Committee;

and

- The Founder members (Ex Officio)

The term of these eight members is up to four years, re-election is possible. The Executive Board is comprised by members of ESAB. The Executive Board shall meet twice a year.

### 7.2.2 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 Executive 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.

### 7.2.3 Responsibilities

The Executive Board shall:

- determine the general policy and the strategic direction of ESAB;
- implement the decisions decided by the General Assembly;
- decide on the acceptance or exclusion of Institutional Members;
- decide on any agreements or affiliations with other bodies;
- monitor the activities of ESAB and ensure the observance of the Statutes at the General Assembly meetings;

Furthermore, the Executive Board may:

- invite guests to Executive Board meetings;
- retain outside advice;
- make any provisions relating to the assets held on behalf of the ESAB Society, including sale, procurement, insurance, investment, etc; and
- delegate any of its powers as may be appropriate.

## 7.3 The ESAB Scientific Committee

### 7.3.1 Composition/General Provisions

The ESAB Scientific is composed of the ESAB officers and in addition normally two delegates from each European country. Potential candidates will be invited by the Scientific Committee to submit an application for membership. At the Scientific Committee meeting, which will take place twice a year, the Scientific Committee members will vote and if the application is accepted by simple majority it is send to the General Assembly for endorsement. The ESAB Scientific Committee Meetings are chaired by the President and Vice-President. If a member of the Scientific Committee does not attend two consecutive meeting without excuse the Scientific Committee may dismiss the member.

### 7.3.2 Voting

A vote on resolutions at the Scientific Committee shall be subject to the following procedure:

No fewer than five Members of the Scientific Committee are required for any meeting to be quorate. If more than half the Scientific Committee 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 Scientific Committee.

### 7.3.3 Responsibilities

- Approves Institutional Membership Proposals
- Approves Corresponding Society Membership Proposals
- Decides on ESAB conferences and events
- Proposes ESAB President, Vice-President, Secretary, Treasurer and eight candidates to the General Assembly for election as Executive Board Members
- Decides on the award of Honorary ESAB Membership;
- Decides on the introduction of ESAB awards and their guidelines;

## 7.4 The ESAB Officers

The ESAB Officers comprise the ESAB President, the ESAB Vice-President, the ESAB Secretary and the ESAB Treasurer.

### 7.4.1 The ESAB President

The ESAB President will be elected by the General Assembly on proposal of the Scientific Committee from among the members by simple majority of those present at the General Assembly meeting. The ESAB 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 ESAB Society activities in order to ensure a sound understanding of its mechanisms, and live and work in Europe. The primary responsibilities of the ESAB President (together with the Vice-President) are to:

- promote the interests of ESAB 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 ESAB;
- represent ESAB in its relations with outside organisations and institutions.

The Immediate Past ESAB 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 ESAB President, the Vice-President will be the successor and take over the duties. 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.

### 7.4.2 The ESAB Vice-President

The Vice-President of the ESAB Society shall be elected by the General Assembly on proposal of the Scientific Committee from among the members by simple majority of those present at the General Assembly meeting. The 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 Vice-Presidency shall have experience of ESAB Society activities in order to ensure a sound understanding of its mechanisms.

The 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.

In the event of resignation, death, or exclusion of a Vice-President, the Executive Board members may elect a successor from among their members to fill the vacancy. 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.

#### 7.4.3 The ESAB Secretary

The administration of ESAB is carried out by the ESAB Secretariat headed by the ESAB secretary. The (office of the) ESAB Secretariat shall be responsible for the keeping of Minutes of the General Assembly, the Executive Board and the Scientific Committee. Access to such Minutes shall be open to members of these bodies. The Secretariat shall be responsible for the provision of accountancy services and for administration of the funds under the direction of the Treasurer.

#### 7.4.4 The ESAB Treasurer

The ESAB Society's financial affairs shall be monitored by the ESAB Treasurer. The Treasurer shall report to the Executive Board and the General Assembly. The Treasurer will be elected by the GA on proposal of the Executive board. The term of the Treasurer will be two years. Re-election is possible. The Treasurer will be elected by the GA on proposal of the Executive board. The term of the Treasurer will be two years. Re-election is possible.

## **8 Finance**

### 8.1 Costs and expenses

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

### 8.2 ESAB Budget and Funds

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

#### 8.2.1 Administration of funds

The ESAB 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.

## 8.2.2 Sources of Income

Sources of income may include:

- subscriptions from Institutional Members;
- a levy on ESAB-sponsored events;
- grants or funding for work assigned to ESAB; and
- income on investment of any capital.

## 8.2.3 Expenditure

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

## 8.2.4 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.

## **9 Amendment of the Statutes**

A proposal for amendment of the Statutes may be made to the General Assembly by the Executive Board. A 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.

## **10 Dissolution of ESAB**

The decision on a proposal to wind up the European Society of Applied Biocatalysis rests with the General Assembly, taken on the basis of two-thirds of the Voting Members. A proposal to dissolve ESAB 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 ESAB shall be transferred to another organisation or organisations whose objects most closely resemble those of ESAB.

## **ANNEX I**

### **Election procedure for the ESAB Executive Board**

The Executive Board shall comprise the ESAB President, the ESAB Vice-President, the ESAB Secretary, the ESAB Treasurer, and up to eight Members of the Scientific Committee.

1.1 Only ESAB members may be considered for the role of ESAB Officer.

1.2 The Members shall be invited by the ESAB Secretariat to submit proposals for Executive Board members four (4) months before that General Assembly meeting at which the vote will take place. Institutional Members with unpaid subscriptions cannot take part in the election process.

1.3 The nomination(s) must be submitted to the ESAB 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 ESAB Officers**

2.1 The Scientific Committee will nominate candidates for the ESAB Officer roles based on the suggestions received.

2.2 The General Assembly will vote to approve or reject the nominated candidates.

2.3 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 meeting.

2.4 The ESAB 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.

#### **3. 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 ESAB President shall have the casting vote.