
EVER-f - STATUTES

Chapter I. Purpose, denomination, location and duration.

Article / 1

An International Association with scientific aim is constituted under the name "EVER-f". It is an international non-profit organisation which is ruled according to the following dispositions.

Article / 2

The association is a non-profit-making organization and aims at promoting European Eye and Vision Research and supporting the various initiatives of the International non-profit organization "European Association for Vision and Eye Research" (EVER), f.i. by support to the organization of the EVER congresses, conducting educational services in vision and eye research and promoting European research in ophthalmology.

Article / 3

The registered office of the Association is established in Belgium at the Department of Ophthalmology, Katholieke Universiteit Leuven, UZ St Raphaël, Kapucijnenvoer, 33, B-3000 Leuven. It may be transferred to any other address in Belgium by decision of the General Assembly. The modification of the address will be notified in the annexes of the Belgian Official Journal.

Article / 4

The Association is established for an undetermined period. It is ruled by title III of the Belgian Law of June 27, 1921 on the non-profit organizations, the international non-profit organizations and the foundations, but also by the laws and decrees on international non-profit organizations.

Chapter II. Members.

Article / 5

The Association consists of ordinary members and ex-officio members. The total number should be no more than 25. They constitute the EVER-f general assembly. The president, secretary-general and the treasurer of EVER are ex-officio members of the EVER-f. Furthermore, the EVER Board of Directors shall nominate at least 25 % but no more than 50 % of the remaining members. Members nominated by the EVER Board of Directors need not necessarily be members of the EVER Board, nor of EVER. The other members of EVER-f shall be proposed by the Board of Directors of EVER-f and approved

by EVER-*f* General Assembly, hereafter referred to as the General Assembly.

Each ordinary member shall serve for a term of four (4) years, which can be renewed once. The ex officio members shall serve for a term equal to their term in the Board of EVER. The level of the annual membership fee shall be determined each year by the EVER-*f* Board of Directors.

Article / 6

Each member can resign at any time provided that this is not detrimental to the Association. Any such resignation has to be tendered by means of a letter addressed to the Board of Directors.

The exclusion of a member is, in principle, the prerogative of the General Assembly, with a 4/5 majority, not taking into account the vote of the member to be excluded. The Board of Directors with a 2/3 majority, is also able to exclude a member when it ascertains that the member is guilty of an act contrary to the objectives or interests of the Association. The member shall be informed in writing before his/her exclusion and shall be given an opportunity to be heard at the meeting of the General Assembly or the Board of Directors or in writing.

Chapter III. General Assembly.

Article / 7

The General Assembly has the ultimate power to realize the aims and the organisation of the Association.

The following powers are reserved to the jurisdiction of the General Assembly:

- the modification of the articles of association
- the appointment, resignation and dismissal of the Directors, of the auditor(s) and determining of the amount of their remuneration if a remuneration is considered
- the approval of the budget, balance-sheet and accounts
- the discharge to be given to the directors and auditor(s)
- the dissolution of the Association
- the exclusion of members, notwithstanding the power given in certain circumstances to the Board of Directors by article 6 of the present statutes.

The residual power for all other matters lies with the Board of Directors.

The General Assembly shall convene annually before November 30th either at the seat of the Association or at an address to be determined. This will be communicated by simple letter, fax or email sent at least 15 days before the date of the meeting, by the Board of Directors, which will also contain the agenda.

Article / 8

Each member has one vote at the General Assembly. Voting by proxy is not possible.

Article / 9

Deliberations of the General Assembly are valid only if at least half of the members are present. In the event that the General Assembly does not attract the required quorum, a mail ballot will be organized within the following three months on the points raised during the Assembly.

The General Assembly will be chaired by the President of the Board of Directors, or by default by the eldest member first by function, then by age of the Board of Directors.

Except in exceptional cases, as indicated by the law or by the articles of association, resolutions shall be passed with a majority vote of the members present or having voted by correspondence. The resolutions of the General Assembly shall be communicated to all members by the Board of Directors.

The resolutions of the General Assembly will be entered in a register and signed by the President and the Secretary General of the Board of Directors, will be kept by the Board of Directors and will be available to all members.

Article / 10

An Extraordinary or Special General Assembly must be called at the initiative of the Board of Directors at any time the interests of the Association require it, or by request of one-fourth of the members. The form and timing of the invitation are similar to those for a General Assembly, except for the provisions under chapter VI.

Chapter IV. Management.

Article / 11

The Association is managed and validly represented by its Board of Directors, which consists of a minimum of 3 members and a maximum of 5 members. The members of the Board of directors are elected from the members of EVER-f.

All powers for the management of the Association lies with the Board of Directors. It is competent also to achieve and receive all acts of disposal, donations and transfers.

Article / 12

The Board of Directors elects from within its membership a President, a Secretary-general and a Treasurer. The members of the Board are appointed for 4 years. Their function can be renewed only once.

Except in case of dismissal by the General Assembly, a Director can tender his/her resignation at any time,

providing that he/she shall give 3 months written notice to the Board of Directors.

Article / 13

The Board of Directors is in charge of the daily management of the Association.

Meetings of the Board of Directors shall be called by the President and/or the Secretary-General who will establish the agenda of any such meeting. Invitations will be sent by mail, fax or email at least ten days before the meeting. The Board also appoints the administrative personnel.

All documents and minutes will be kept by the Board of Directors at the seat of the Association.

Article / 14

The Board's resolutions shall be decided by a majority of members present. In case of an equal vote, the President shall have the casting vote.

The Board of Directors cannot validly deliberate on proposals of modifications to the articles of association without at least two-thirds of its members being present.

The minutes of the Board's decisions shall be signed by the President and by the Secretary-General. The minutes will be kept in a special register. Copies or extracts demanded by any interested third party shall be signed in the same way.

Article / 15

Unless in the case of special delegation, all acts involving the Association, other than daily administration, are signed by two of the following three persons: the President, Secretary-General or Treasurer. The Association shall be validly represented in court by the President of the Board. They shall not be required to justify their powers to any third party. The business of daily management, such as correspondence, issuing of receipts, endorsement and receipt of monies, discharges toward the public administration, will carry the signature of one of the following: the President, the Secretary-General, the Treasurer, or a person charged with the daily management, being a director or not.

Article / 16

All obligatory or legal documents are kept in Dutch. The working language of the Association shall be English.

Chapter V. Budget and accounts.

Article / 17

The financial year starts on the 1st of January and ends on the 31st of December of each year.

The accounts of the Association have to be submitted by the Board of Directors for approval by the General Assembly. The General Assembly shall be able to decide on a Board of Directors' proposal to constitute a reserve fund and to fix its amount.

Chapter VI. Modification of the articles of association.
Dissolution.

Article / 18

Without prejudice to the provisions of Articles 50§3, 55 and 56 of the law of June 27, 1921, any proposal which aims to modify the articles of association or to dissolve the Association has to emanate from the Board of Directors or from a special majority of at least two-third of the members.

The Board of Directors has to inform the members of the Association by mail, fax or email at least one month before the General Assembly meets to decide on any such proposal.

The General Assembly cannot validly deliberate on such proposals unless at least 3/4 of its members are present. The decision has to be taken with a majority of 2/3.

Without prejudice to the provisions of article 50§3 of the law of June 27, 1921, the modifications to the articles of association will be effective for third parties only after they have been published according to article 51 of the law of June 27, 1921.

The General Assembly will decide on the method of dissolution and liquidation of the Association as well as on the disposal of the Association's assets according to articles 55 and 56 of the law of June 27, 1921.

Profits that remain after payment of the outstanding debts at the time of dissolution will be transferred to EVER or to a scientific research association if EVER no longer exists.

Article / 19

Any circumstances not covered by these articles of association will be decided according to the law.

Leuven, Belgium
September 20, 2010