

MoniQA Association: Statutes

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Article I

Name and Scope of Activity

1. The Association shall bear the name "MoniQA Association."
2. The Association shall first and foremost be concerned with scientific research in relation to food analysis and food safety as detailed in **Article II** of these statutes.
3. As such, the Association shall be a non-political, non-religious and non-profit distributing organisation. It shall only serve idealistic and research purposes in connection with food safety and quality worldwide.

Article II

Purposes of the Association

1. The purposes of the Association are to:
 - a) Contribute to the advancement of food safety and quality in all its aspects and principally through research, technological development and knowledge transfer;
 - b) Undertake, manage, or coordinate research to support the activities emerging from a);
 - c) Study, develop and evaluate test methods relevant to food safety and related fields;
 - d) Standardise methods identified under c);
 - e) Relate the results of scientific and technological research to the more efficient utilisation of food;
 - f) Establish internal bodies for purposes of training and research in the field of food safety, quality and recognition of scientific and technical expertises.

Article III

Measures for the Achievement of the Purposes of the Association

1. The Association shall seek to achieve its purposes by:
 - a) Establishing and maintaining contacts among interested parties, concerning scientific and technological studies with a view to taking up, promoting and coordinating research activities;
 - b) Organising programmes of lectures and discussions;
 - c) Cooperation and exchange of views with specialist institutions and organisations;
 - d) Publication of test methods and similar documents relevant to food safety and related fields;
 - e) Participation in and coordination of research projects in the fields of food safety, nutrition and food technology;
 - f) Provision of experts and advisors
 - g) Publishing of technical literature.

Article IV

Constitution

1. The Association is constituted as a 'Verein' in accordance with the relevant laws of the Federal Republic of Austria.

Article V

Location

1. The Association's registered office is located at the Technology Center Güssing, Europastraße 1, 7540 Güssing, formerly at Werner von Siemens Strasse 1, 7343 Neutal, Austria, formerly at Marxergasse 2, 1030 Wien, Austria.

Article VI

Working Language

1. The working language of the Association shall be English.
2. The English language version of these statutes shall be considered to be definitive in the day-to-day business of the Association.
3. In the event of a dispute subject to legal arbitration, the notarised German translation of these statutes transmitted to the Austrian Authorities on the founding of the Association will be considered to be definitive by all parties.

Article VII

Finance

1. The funds required for the Association shall be raised by means of subscriptions from its members. These will be determined from time to time by the General Assembly (**Art. XV**), subject to the provisions of **Article VIII**.
2. Additional funds may be raised by participation in research projects financed by external agencies, symposia, conferences, training workshops, publications, software, databases, consultancy, laboratory materials, contributions from foundations and donations from other parties.
3. Any surpluses generated by the Association will only be used to further advance the Association's aims.

Article VIII

Membership

1. The Association has founder, full and ordinary grades of membership. The annual fees for the different categories of membership shall be as determined by the Supervisory Board (**Art. XVI**).
2. Membership is open to all whom the Supervisory Board (**Art. XVI**) considers suitable.
3. Founder and Full Membership
 - a) Founder membership is open at the inception of the Association to the original members of the EU-Commission funded Network of Excellence bearing the project

reference number FOOD-CT-2006-036337 (MoniQA), who wish to assist in furthering the aims of the Association.

- b) Full membership may be granted to those who have been members of the Association for a period of not less than three consecutive years;
 - c) Only founder and full members may sit on the supervisory board;
4. Ordinary Membership
- Ordinary membership is open to all who wish to assist in furthering the aims of the Association
5. Founder, full and ordinary members may be represented at meetings of the General Assembly and vote on resolutions proposed.
6. Founder, full and ordinary members shall have a single vote per member institution in respect of any resolution or election that forms part of the General Assembly's responsibilities as defined in **Article XV**.

Article IX

Admission of members and termination of membership

1. Admission to membership
- Admission to membership shall be decided by the Supervisory Board upon a proposal by the Secretary General.
2. Membership shall be on an annual basis. A membership term is from 01 January to 31 December in any given year.
 3. Termination of membership
 - a) Members may only resign from the Association at the end of each year. For the purposes of resignation the member shall notify the Secretary General in writing (letter, fax, or email) not later than three months (calculated from the day of receipt of the resignation note) before the anticipated end date. Belated notification shall entail the resignation to take effect only at the end of the following year and the dues shall be covered by the membership institution up to the termination of membership. No refunds of membership fee shall be granted upon membership resignations.
 - b) If a member fails to pay the subscription fee within three months of the date the subscription falls due, the Supervisory Board may terminate the membership notwithstanding the obligation to pay the subscription fee. In the event that two weeks following termination of membership the subscription fee is paid, the member will be reinstated. With the termination of membership any benefits and privileges connected with this membership shall be suspended. In the case of Founder and Full Members, any delayed payment of subscription will result in losing the special rights to sit on the Supervisory Board and a conversion to Ordinary Member status upon a possible re-entry. In which case, reacquisition of Founder Membership will be subject to the provisions of clause 3a of **Article VIII**.
 4. The Supervisory Board may also terminate membership if a member grossly violates the Associations' Statutes or by laws. Any member whose membership has been so terminated shall have the right to appeal against the grounds for such action by implementing the

dispute resolution mechanism (**Art. XIII**) within three months of receiving the relevant notification.

Article X

Rights of members

1. Only Founder and Ordinary members (in good financial standing) shall have the right to:
 - a) Vote at the General Assembly (**Art. XV**);
 - b) Nominate a Founder member representative as a member of the Supervisory Board (**Art. XVI**);
 - c) Submit proposals to the General Assembly;
 - d) Be elected to the Scientific Advisory Committee (**XVII**).
2. Founder and full members shall, in addition to the rights stated in clause 1 of this article have the right to stand for election to the Supervisory Board.
3. In accordance with **Article VII**, no surpluses generated by the Association may be redistributed amongst members.
4. With the specific exception of the Secretary General (**Art. XX**), no officer, or any other member of the Association may receive remuneration for services performed in relation to the day-to-day operations of the Association.
5. Notwithstanding clauses 3 and 4 above, the Association may:
 - a) At the discretion of the Supervisory Board meet the costs of specified expenses incurred by members in furthering the Association's aims. This shall include but not be restricted to the provision of travel bursaries and scholarships;
 - b) Form consortia to undertake externally funded activities in furtherance of the Association's aims. These consortia may include but not be restricted to some or all members of the Association as well as other organisations who are not members of the Association.
 - c) Contract individual members on a commercial basis to undertake specified tasks for, or on behalf of the Association.
6. Members shall have no automatic right to the intellectual property of the Association.
7. Notwithstanding clause 6 of this article, the Association shall, subject to the terms of any intellectual property agreement and at the discretion of the Supervisory Board, grant members access to the Association's intellectual property. In such cases where access is granted solely to members, members:
 - a. Acknowledge that ownership of the intellectual property remains with the Association;
 - b. Undertake to treat such information as confidential and not to disseminate it to a third party except if required by an order of a court with jurisdiction over that member
 - c. Understand that failure to comply with the requirements of this article will be considered a gross violation of the Association's statutes and place them at risk of their membership being terminated by resolution of the Supervisory Board (**Art. IX 4**).

Article XI

Duties of members

1. It shall be a duty of members to promote the activities of the Association to the best of their ability, to observe the statutes, by-laws and decisions of the General Assembly (**Art. XV**) and Supervisory Board (**Art. XVI**) and to pay their subscription fees in good time.
2. Members shall not engage in any discussions or exchanges of information concerning commercially competitively sensitive issues. This includes but is not limited to prices paid or charged for products or services.
3. Failure to comply with either clause of this article may result in membership being terminated (**Art. IX; 4.**). Failure to comply with clause 2 may, in addition, result in the member being reported to the competent Austrian legal authorities.

Article XII

Financial Liability

1. As provided for under Austrian law current at the time of issue of these statutes, and subject to the provisions of clauses 2 and 3 below, any financial liabilities of the Association shall be met by the Association's assets alone.
2. Members of the Supervisory Board (**Art. XVI**) and members of the Association shall be corporately and/or personally liable if such liability arises from statutory provisions or due to an obligation incurred as part of a legal transaction.
3. In addition, representatives of members and/or members of the supervisory board shall incur personal financial liability if it is demonstrated that they have failed to act with due care and in a proper and diligent manner in the execution of their duties.

Article XIII

Disputes

1. In the first instance the officers of the Association will seek to resolve amicably any dispute between a member and the Association or arising out of the relation to or in connection with the Association.
2. Should a solution not be forthcoming within a period of one month, the parties will have the opportunity to submit their dispute to non-binding arbitration as set out in Clause 3 below.
3. If the member and Association agree to arbitration the Association shall within one month appoint at its own expense a member of the Austrian Bar Association (*Österreichischer Rechtsanwaltskammertag*) to act as arbitrator. Within two weeks of being appointed, the arbitrator shall invite both parties to submit documentary evidence to support their respective cases and also set a date for a meeting with representatives of both parties, for them to present their case verbally. After considering the evidence, the arbitrator will issue a written opinion, no later than one month after the meeting. Within the association, such opinion shall be final.
4. Nothing in this Article prevents either party from seeking resolution in the courts as provided for under Austrian Law.
5. The place of jurisdiction for the settlement of all disputes shall be the Federal Republic of Austria. Austrian law shall apply.

Article XIV

Representative Bodies of the Association

1. The representative bodies of the Association are the:
 - a) General Assembly (**Art. XV**);
 - b) Supervisory Board (**Art. XVI**);
 - c) Scientific Advisory Committee (**Art. XVII**).

Article XV

The General Assembly

1. The General Assembly shall be composed of representatives of the Association's Founder, Full and Ordinary Members and be chaired by the President of the Supervisory Board (**Art. XIX**) or, in his/her absence, another person appointed in accordance with clause 9 of **Article XIX**.
2. The General Assembly shall ordinarily meet once each year and its tasks shall, as appropriate, be to:
 - a) Ratify the appointment of the President and Deputy President;
 - b) Elect members to the Supervisory Board;
 - c) Elect members of the Scientific Advisory Committee (**Art. XVII**);
 - d) Scrutinise the management of the Association;
 - e) Appoint the auditors of the Association;
 - f) Receive the auditors' reports and approve the statement of annual accounts prepared and submitted by the Supervisory Board;
 - g) Approve relevant budgets;
 - h) Approve and amend the by-laws of the Association;
 - i) Deliberate and decide upon any other items placed upon the agenda;
 - j) Vary the articles of association (**Art. XXI**);
3. Members will be advised by the Secretary General no less than one month in advance of the intended General Assembly meeting.
4. Only members who are in good financial standing with the Association (i.e. fully paid up) may send delegates to the General Assembly. The maximum number of delegates that any member may send shall be determined by the by-laws of the Association. Irrespective of the number of delegates attending, each member can only cast the number of votes specified in **Article VIII**, depending on their category of membership.
5. Ordinary meetings of the General Assembly shall have a quorum if collectively at least one third of the delegates entitled to vote are present, or are represented by proxies (clause 6), or have communicated their voting preference via the Secretary General no less than one week in advance of the meeting.
6. Any member unable to send a delegate to the General Assembly may:

- a) Communicate the direction of their voting preferences on agenda items in writing or electronic form to the Secretary General no less than one week in advance of the meeting. The Secretary General shall communicate these preferences to the chairman of the meeting, who shall act as their proxy and cast their votes according to their wishes at the General Assembly meeting;
 - b) Nominate another member delegate to act as proxy and vote on their behalf subject to the provisos that:
 - i. Any delegate can only act as a proxy for one other member;
 - ii. Written confirmation of the proxy nomination is received by the Secretariat no less than one week in advance of the meeting.
- 7. The chairman of the General Assembly meeting shall reveal to the assembled delegates the (anonymous) totals of the proxy votes which have been received when the relevant agenda topic is first introduced.
- 8. The decisions of the General Assembly may be made in written or electronic form with such decisions requiring the same quorum and voting majorities as when the General Assembly meets in person.
- 9. Unless otherwise stated in these statutes and subject to the provisions of **Article VIII; 5**, all decisions shall require a simple majority of the votes. In the case of a tie the Chairman shall have the casting vote.
- 10. A resolution will be debated by the General Assembly if:
 - a. It is submitted by the Supervisory Board;
 - b. It is submitted by an Association Member with the support of at least five other members;

And received by the Secretary General in advance of any announcement or within two weeks of the announcement of a General Assembly Meeting.
- 11. Extraordinary meetings of General Assembly may be convened:
 - a) By the decision of the President;
 - b) At the written request of at least one tenth of the members eligible to vote. In this case the meeting shall be convened on a date within three months after receipt of the request.
 - c) By decision of the General Assembly.
- 12. With the exception of extraordinary meetings called to debate resolutions for the dismissal of an officer of the Association the provisions of clauses 5-9 of this article also apply to all other extraordinary meetings
- 13. In the event that an extraordinary meeting is called to debate a resolution for the dismissal of a member of the Supervisory Board (**Art. XVI**), the Association shall appoint at its own expense a third party, registered with the Austrian Bar Association (*Österreichischer Rechtsanwaltskammertag*), to facilitate and chair the meeting in accordance with the provisions of clauses 5-9 of this article. However should there be a tied vote, the third party shall not have a casting vote and the *status quo ante* will prevail.

Article XVI

The Supervisory Board

1. The tasks of the Supervisory Board shall be to :
 - a. Elect from its members a President and Vice President (**Art. XIX**);
 - b. Approve admission to membership;
 - c. Set membership fees;
 - d. Vary **Article V** as circumstances dictate;
 - e. Appoint the Secretary General (**Art. XX**);
 - f. Appoint other staff of the Association;
 - g. Determine Staff employment conditions within the Association;
 - h. Approve the provision of resources and operational requirements for the offices of the Association;
 - i. Determine representation by the Association at meetings and conferences;
 - j. Make contract arrangements relevant to the functions of the Association;
 - k. Exercise financial supervision;
 - l. Handle all matters of the Association not expressly reserved for the General Assembly.
2. On the foundation of the Association an interim Supervisory Board previously appointed by the Governing Council of the original MoniQA Consortium shall hold office until the end of the first General Assembly meeting or 31st January 2012, whichever is the earlier.
3. The Supervisory Board shall consist of up to five representatives of Founder and/or Full Members. The Secretary General shall also be an *ex officio*, non-voting member of the board.
4. A Supervisory Board member's term of office will be for three years unless the General Assembly resolves on a shorter period as provided for in clause 5 of this article.
5. The General Assembly may, by resolution and prior to a member assuming office, determine that his/her term of office be for a shorter stated period of one or two years.
6. Membership of the Supervisory Board is conditional on the member being in good financial standing with the Association. In the event that a member ceases to be in good financial standing he/she is considered to have resigned and a by-election called in accordance with clause 9 of this article will be held.
7. The Supervisory Board shall have a quorum if at least 3 (three) of its voting members are present. It shall take decisions by a simple majority vote. In the case of a tie the Chairman shall have a casting vote. All members of the Supervisory Board have to be informed at least one week in advance in writing of any planned decision.
8. The decisions of the Supervisory Board may alternatively be made in written or electronic form with such decisions requiring a quorum of at least 3 (three) of its members including the President, or, in his absence the Deputy President, having voted. Decisions shall be made on a simple majority vote. In the case of a tie the President shall have a casting vote.

9. In the event that a member of the Supervisory Board becomes unable to fulfil their role, a by-election will be held in accordance with the by-laws of the Association to select a replacement.
10. The Supervisory Board may co-opt other members of the Association to assist it in its business. Co-opted members cannot vote on any decisions made by the Board nor does their presence contribute to the establishment of a quorum.
11. The presence of any co-opted member on the Supervisory Board has to be approved by the General Assembly at each and every annual general meeting subsequent to their co-option.
12. The General Assembly has the right to dismiss any or all members of the Supervisory Board. Dismissal will be in response to an appropriate resolution passed at an extraordinary meeting of the General Assembly. Following the resolution on dismissal of any or all members of the Supervisory Board, the dismissed member(s) shall continue to stay in their position for two months or until the new member(s) of the Supervisory Board are elected in accordance with Clause 9 of this article (whichever is the sooner).

Article XVII

The Scientific Committee

1. The Scientific Committee shall advise the Supervisory Board on the scientific direction of the Association's activities.
2. The Scientific Committee shall be composed of 4 (four) members elected from the overall membership of the General Assembly and a nominee of the Supervisory Board.
3. Any recommendations made by the Scientific Committee shall be purely advisory and will not in any shape or form be binding on the supervisory board.

Article XVIII

Officers of the Association

1. The officers of the Association are:
 - a) President (**Art. XIX**);
 - b) Deputy President (**Art. XIX**);
 - d) Secretary General (**Art. XX**).

Article XIX

The President and Deputy President

1. The President is considered to be *primus inter pares* of the members of the Supervisory Board. He/she shall chair the meetings of the General Assembly and the Supervisory Board and be responsible for the execution of their decisions.
2. The President shall represent the Association in its dealings with official bodies and other relevant organisations.
3. The term of office for the President is one year. The President may offer his/her-self for re-election for successive years.
4. The President will be elected by a simple majority vote of members of the Supervisory Board elected by the General Assembly.

5. The President's election will be ratified by resolution of the General Assembly at its next ordinary meeting in accordance with **Article XV**.
6. The President exercises a single vote in the deliberations of the Supervisory Board and an additional casting vote in the event of an equal number of votes being cast at either meetings of the General Assembly and Supervisory Board.
7. The President may abstain from voting as an Association Member. However in the event of equal votes being cast at either meetings of the General Assembly or Supervisory Board he/she must exercise a casting vote. Failure to exercise the casting vote will be considered to reflect immediate resignation both as President and as a member of the Supervisory Board.
8. In case of exigent circumstances the President may act unilaterally without prior recourse to the Supervisory Board. However, any decision taken by the President according to this clause must be immediately notified to and ratified by the Supervisory board within one week.
9. The Deputy President acts on behalf of the President in:
 - a. Such cases as the President requests
 - b. In the absence of the President at any relevant meeting.
 - c. During an interregnum until the Supervisory Board elects a new President.
10. With the exception of an extraordinary meeting called to debate resolutions of no confidence in an officer of the Association (**Article XV; 12**); in the event that a legitimate meeting of either the Supervisory Board or General Assembly takes place and neither the President nor Deputy President are present; those participating will chose amongst themselves a president *pro tem*, who will chair the meeting and exercise a casting vote if required.

Article XX

The Secretary General

1. The Secretary General shall be appointed by the Supervisory Board. He/she may be either:
 - a. An employee of the Association;
 - b. An employee of another organisation contracted by the Supervisory Board on behalf of the Association to administer the day-to-day affairs of the Association.
2. In the event that the Secretary General is employed by another organisation, neither the President nor Deputy President shall be an officer or representative of the employing organisation.
3. The Secretary General shall have the following tasks:
 - a. Recruit members for the Association and provide the members with appropriate support;
 - b. Contribute to overall development and furtherance of the Association's aims and objectives;
 - c. Provide the officers of the Association and members with all the information they may need for the efficient running of the Association;

- d. Act as the financial officer of the Association and thereby supervise the management of the finances, preparation of the budget and annual financial statement in accordance with the relevant laws of the Federal Republic of Austria;
 - e. Prepare an annual report about the activities and financial situation of the Association.
4. The Secretary General within the scope of his tasks represents the Association individually The Secretary General shall report to the Supervisory Board about his activities.
 5. The Secretary General may only recruit staff as employees of the Association with the consent of the supervisory board.

Article XXI

Variation

1. **Article V** of these statutes (Office Address of the Association) may be varied by the Supervisory Board as described in **Clause 1c** of **Article XVI**. The Supervisory Board will inform Association Members not less than two weeks in advance of such a change.
2. All other articles may only be varied by resolution of the General Assembly in accordance with **Article XV** and subject to a majority of at least two thirds of the votes of the General Assembly's members cast.

Article XXII

Winding up of the Association

1. The voluntary winding-up of the Association shall be decided upon by an Extraordinary General Assembly meeting specifically convened for this purpose. The decision shall be made by a simple majority of the votes cast in accordance with the provisions of **Articles VIII & XV**. However, founder members (in good financial standing) by majority vote may veto any decision concerning dissolution of the Association.
2. The assets of the Association shall be made available for a charitable cause or incorporation into another non-profit-distributing legal entity, whereby the Extraordinary General Assembly shall decide upon the specific disposal of the assets. The Auditors shall be entrusted with the execution of this decision.